

# ARTICLES OF ASSOCIATION

FOR

Food & Bio Cluster Denmark F.M.B.A.

## 1 NAME

1.1 The name of the Association is **Food & Bio Cluster Denmark F.M.B.A.**

## 2 OBJECTIVES

2.1 The objective of the Association is to be a collaboration platform for a national cluster endeavour which, via innovation, contributes to long-term sustainable growth of the Danish position of strength in food products and bio resources. The cluster endeavour shall be national in scope with an international outlook - and shall be accessible to all types of relevant companies, entrepreneurs, knowledge institutions and organisations throughout the country.

2.2 An additional objective of the Association is to own shares in the company functioning as the operator of the Association.

## 3 TASKS

3.1 The task of the Association is to support the Danish cluster and position of strength in food products and bio resources which, among other things, covers the supply and value chain from primary production, including fish and aquatic culture, through refining and distribution of food products for value creation via biologic residual and side flows as well as environmentally and climate friendly alternatives related to, among other things, biogas, materials, chemicals and feed.

3.2 It is a special task of the Association, via innovation, to

- Strengthen the Danish food products and bio resource cluster via collaboration, e.g., via bridge-building between companies and knowledge environments;
- Strengthen entrepreneurship and start-up activities in the Danish food products and bio resource cluster by stimulating the establishment of new companies in the cluster and strengthened growth in newly established companies;
- Strengthen skills development as motivated by the needs of the cluster;
- Support the cluster's development relative to global trends and transformation drivers, including via collaboration with clusters outside Denmark.

## 4 MEMBERSHIP

4.1 As members will be adopted companies, educational institutions, knowledge institutions, innovation environments, industry organisations and other interest organisations, public institutions and other organisations and investors concerned with retaining the position of strength in food products and bio resources.

4.2 Joining takes place by contacting the Association chairman or the party authorised by the board of the Association for the purpose who will issue an invoice for the membership subscription. The membership shall be effective once the subscription payment has been recorded. The board can elect to not accept an application if there is a valid reason for doing so.

- 4.3 Withdrawal shall be done in writing addressed to the Association chairman or the party authorised by the board of the Association for the purpose. Withdrawal requires a notice period of at least 3 months before 31 December.
- 4.4 The board may, in extraordinary cases, expel a member provided there is a 2/3 majority for this in the board. Whether expulsion takes place is a matter of board discretion only. Potential expulsion grounds may include:
- a) Repeat (at least 3) instances of untimely subscription payment.
  - b) Working against the interests of the Association.
  - c) Failure to comply with the Association's articles of association.
- 4.5 A member shall not be entitled to receive any consideration upon ceasing to be a member. The estate of the Association shall exclusively be the property of the Association. Memberships cannot be transferred.
- 5 SUBSCRIPTION**
- 5.1 The subscription shall be determined by the general meeting based on a proposal from the board and the annual subscription shall be divided into the following membership categories:
- a) Companies which according to the Central Business Register (CBR) were established later than 3 years prior to 1 January of the year covered by the subscription unless they are covered by clauses b) to g) below.
  - b) Companies with 1-9 employees which are not covered by clause a) above.
  - c) Companies with 10-49 employees.
  - d) Companies with 50-99 employees.
  - e) Companies with 100-249 employees.
  - f) Companies with 250-499 employees.
  - g) Companies with more than 500 employees.
  - h) Municipalities and other public institutions not covered by clause i) below.
  - i) Knowledge institutions, including universities and Approved Technological Service Institutes.
  - j) Other organisations.
- 5.2 Subscriptions will be invoiced in January and shall be paid no later than 2 months after receipt of invoice.
- 5.3 In case of adoption of new members during the year, the subscription for the adoption year shall be calculated on a quarterly basis relative to the remaining number of months of the year.

5.4 The subscription rates for 2020 decided for Danish Food Cluster, CBR No. 35285075, VIFU - Videncenter for Fødevarerudvikling, CBR No. 27239854, and Foreningen Nordjysk FødevarerErhverv F.M.B.A., CBR No. 36950234 shall apply for 2020 for the members in question.

## **6 GENERAL MEETING**

6.1 The general meeting shall be the highest authority of the Association.

6.2 The ordinary general meeting shall be held before the end of the month of April of every calendar year.

6.3 An extraordinary general meeting shall be held when the board deems it appropriate or upon the request of at least 10% of the members entitled to vote. The request shall be submitted to the board and is to include an agenda. The extraordinary general meeting shall be convened inside four weeks after receiving the request.

6.4 The notice convening the meeting, including an agenda, shall be issued with 3 weeks' notice. The convening notice can be sent to the members electronically.

6.5 Any proposals for consideration by the general meeting shall be received by the chairman no later than 14 days prior to the date of the general meeting.

6.6 The ordinary general meeting agenda shall include:

- 1) Election of a chairman of the meeting:
- 2) The Chairman's report.
- 3) Presentation of the annual accounts for the previous year for approval.
- 4) Presentation of the board's budget for the current year.
- 5) Presentation of the board's strategic focus.
- 6) Presentation of the board's proposal for membership subscription fee for the coming year for approval.
- 7) Election of members of the board.
- 8) Election of auditor.
- 9) Consideration of proposals received.
- 10) Any other business.

6.7 Regardless of clauses 6.2, 6.4 and 6.6, the first general meeting of the association following the merger discussed in clause 5.4 shall be convened with 1 week's notice to be held in May 2020 and the agenda shall only include:

- 1) Election of a chairman of the meeting:
- 2) Election of members of the board.
- 3) Presentation of the proposal for approval of subscription fee rates for 2021 made in para. 15.1 of the merger plan.

4) Any other business.

6.8 The general meeting shall elect, by simple majority, a chairman of the meeting who will direct the general meeting and determine all questions regarding the handling of issues and voting.

6.9 All members whose subscription has been paid and recorded prior to the general meeting shall be entitled to participate in and vote at the general meeting.

6.10 General meeting decisions shall be reached via simple majority unless otherwise stated in these articles of association. Voting shall be by a show of hands unless a member requests a written vote, cf. however clauses 6.12 to 6.14 regarding electronic general meetings.

6.11 Minutes shall be taken of general meetings which shall be subsequently made available to the members.

6.12 If the board considers that the circumstances so warrant, the board can decide as an exceptional measure that a general meeting is held either

a) as a partially electronic general meeting, which means that as a supplement to presenting in person at the general meeting the members may participate electronically in the general meeting, to include voting electronically, without being physically present at the general meeting, or

b) as a fully electronic general meeting, which means that being physically present is not an option.

6.13 The board shall determine which electronic systems to use for a partially or fully electronic general meeting. The notice convening the general meeting shall include information regarding this and the convening notice shall also state how the members can register for electronic participation and where they may find information about the procedures related to electronic participation in the general meeting.

6.14 It is a condition of the holding of a partially as well as a fully electronic general meeting that the board ensures that the general meeting can be held correctly. The system used shall be designed in such a way as to ensure that members shall be able to speak and vote at the general meeting. The system used shall also be able to reliably determine which members are participating in the general meeting and the results of voting.

## **7 BOARD**

7.1 The Association shall be presided over by a board.

7.2 The board consists of 14 members elected for periods of 2 years, cf. however clauses 7.3 to 7.8. The following members and member categories shall be represented on the board:

- Large companies with more than 100 employees as stated in clauses 5.1 e), 5.1 f) and 5.1 g) (3 board members)
- Small and medium-sized companies with up to 100 employees as stated in clauses 5.1 a), 5.1 b), 5.1 c) and 5.1 d) (3 board members)

- Copenhagen University (1 board member)
  - Aarhus University (1 board member)
  - Technical University of Denmark (DTU) (1 board member)
  - Approved technological service provider institutes (1 board member)
  - Knowledge institutions as stated in clause 5.1 i), except for Copenhagen University, Aarhus University and Technical University of Denmark (DTU), but including Approved technological service provider institutes (1 board member)
  - Danish Agriculture & Food Council (1 board member)
  - Confederation of Danish Industry (1 board member)
  - Other members as stated in clauses 5.1 h) and j) (1 board member)
- 7.3 The board's 3 representatives for large companies mentioned in clauses 5.1 e), 5.1 f) and 5.1 g) shall be elected by the general meeting by all members eligible to vote. At the first general meeting held, however, 1 board member only shall be elected for a 1 year period and 2 board members shall be elected for 2 year periods. In subsequent general meetings, all board members up for election shall be elected for periods of 2 years. Reelection shall be possible.
- 7.4 The board's 3 representatives for small and medium-sized companies mentioned in clauses 5.1 a), 5.1 b), 5.1 c) and 5.1d) shall be elected by the general meeting by all members eligible to vote. At the first general meeting held, however, 1 board member only shall be elected for a 1 year period and 2 board members shall be elected for 2 year periods. In subsequent general meetings, all board members up for election shall be elected for periods of 2 years. Reelection shall be possible.
- 7.5 Copenhagen University, Aarhus University and Technical University of Denmark (DTU) shall each appoint one board member. Reappointment shall be possible.
- 7.6 The board representative for Approved Technological Service Provider institutes shall be elected by the general meeting by all members eligible to vote. Reelection shall be possible.
- 7.7 The board representative for knowledge institutions other than Copenhagen University, Aarhus University and Technical University of Denmark (DTU), but including Approved technological service provider institutes, shall be elected by the general meeting by all members eligible to vote. Reelection shall be possible.
- 7.8 Danish Agriculture & Food Council and Confederation of Danish Industry shall each appoint one board member. Reappointment shall be possible.
- 7.9 The board representative for other members as detailed in clauses 5.1 h) and j) shall be elected by the general meeting by all members eligible to vote. Reelection shall be possible.
- 7.10 The board shall be constituted immediately after the general meeting at which it was elected. The board shall determine its own rules of procedure and elect its own chairman from among members from large companies and small and medium-sized companies and a vice-chairman from the other membership categories.

- 7.11 The board shall make decisions based on a simple majority, cf. however clause 4.4 regarding expulsion. The board shall form a quorum when more than half of the board members are present. In case of a tied vote, the chairman's vote shall be decisive. Voting shall be by show of hands unless at least 1 member requests a written vote.
- 7.12 The board shall meet at least 4 times per annum as determined by the chairman and shall additionally be convened when desired by the chairman or three board members.
- 7.13 Minutes shall be taken of board meetings which, after approval by the board, shall be submitted to board members.

## **8 LIABILITY**

- 8.1 The association shall be liable for its obligations only in the form of the assets of the association.
- 8.2 The members of the association shall be liable only in the form of their deposits in the form of subscriptions and the members shall not be liable for any obligations assumed by the association.

## **9 ASSOCIATION OPERATIONS**

- 9.1 The tasks of the Association shall be performed by one or more external parties as specifically agreed.
- 9.2 The Association shall not be permitted to have employees.

## **10 ACCOUNTS AND ASSETS**

- 10.1 The Association's financial year shall be the calendar year.
- 10.2 Accounts shall be audited by a certified public accountant prior to the ordinary general meeting.

## **11 REGULATION CONCERNING MAKING OF BINDING COMMITMENTS AND POWER OF PROCURATION**

- 11.1 Commitments can be made on behalf of the Association by the chairman of the board together with one board member or by three board members together.
- 11.2 The board can assign power of procuration.

## **12 AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

- 12.1 Amendments to the articles of association require the adoption of these by the general meeting with a 2/3 majority of the votes cast and with at least 2/3 of members present. If 2/3 of the members are not present at the general meeting, the same proposed amendment(s) can be adopted by a new, extraordinary general meeting with a 2/3 majority of the votes cast regardless of the number of members present.

**13 DISSOLUTION**

- 13.1 The dissolution of the Association requires adoption by a general meeting by a 2/3 majority of all members. If this majority is not achieved, the board shall be entitled to convene a new general meeting in which the dissolution can be adopted by a 2/3 majority of the members present.
- 13.2 Upon the dissolution of the Association, any assets held by the Association shall be distributed for purposes aligned with the Association's current objectives clause.