

# Articles of association for Compassion Denmark

## **§1 Name and Organization**

The name of the association is Compassion Denmark (the "Association")

The Association is a non-profit association (frivillig forening).

## **§2 Purposes, Mission and Operations**

The Association is based on Christian values.

The Association's purposes are to:

- Support, encourage and facilitate the spread and growth of the Christian faith throughout the world.
- Relieve poverty, suffering or distress amongst children, including, but not limited to, the generality of prevention of malnutrition, illness and disease and the education and training of children.
- Solicit, receive and accept donations and other financial support in order to carry out the mission of the Association.
- Make charitable grants, donations or other payments, as the Association sees fit, to individuals, organizations, projects, institutions and initiatives that are organized and operated for similar purposes.
- Be an advocate and raise awareness for children in poverty.

The Association is a part of Compassion International's global network, with the following mission: Releasing children from poverty in Jesus' name.

In furtherance of these stated purposes and this stated mission, the Association shall adhere to and pursue its goals and businesses guided by its Statement of Faith (see Appendix A).

## **§3 Registered Office**

The Association's board has its registered office in Copenhagen.

#### **§4 Fiscal Year**

The Association's fiscal year shall be 1<sup>st</sup> of July to 30<sup>th</sup> of June.

#### **§5 Membership**

Members will principally be a child sponsor or a person who works with the development of the association (as an ambassador, partner or in any way work for benefit of the organization). Exceptions to this rule may be made at the discretion of the Board.

Application for membership may be rejected only if it can be assumed that the individual in question does not or will not comply with the Association's mission, purposes and interests.

The decision shall be made in accordance with § 15(2) below.

#### **§6 Decision-Making Bodies**

The Association's decision-making bodies are the Annual General Meeting, Extraordinary General Meetings and the Board.

#### **§7 Fees**

The General Meeting may decide that members shall pay an annual fee. The amount of such fee shall be determined each year at the Annual General Meeting.

Fees shall be paid to the Association in the manner determined by the Board.

#### **§8 Termination of Membership and Exclusion from the Association**

A member who, in spite of reminders, fails to pay the annual fee is considered to have requested the termination of his or her membership. The membership is thus terminated through elimination of the individual's name from the membership list.

Members who request termination of their membership shall report this to Compassion by phone or e-mail and their membership will be considered terminated with immediate effect.

The board can decide to terminate the membership of an individual who clearly works against the Association's mission or purposes, or whose actions damage the Association's image, or who does not comply with the articles of the Association or who in some other way damages or may damage the Association or its activities.

#### **§9 Annual General Meeting**

The Annual General Meeting shall take place at a location determined by the board no later than during the month of December.

Notice of the Annual General Meeting shall be issued no earlier than four weeks, and no later than two weeks, before the meeting. Notice of the Annual General Meeting and other notices shall be sent to each member through a letter via ordinary post and/or via e-mail.

A member has the right to request that an issue is addressed at the Annual General Meeting if he or she has requested this in writing to the board at least two weeks before the Annual General Meeting.

### **§10 Voting Rights**

Each member has one vote.

### **§11 Representatives at a General Meeting**

Members may not attend a General Meeting through representatives.

### **§12 Resolutions and Voting Procedures at the General Meeting**

Voting shall take place openly; however, elections shall be based on closed ballots if a majority of the members entitled to vote request this. In the case of elections of individuals with closed ballots, these shall not include more names than the amount that can be voted. If this is nevertheless the case, the votes shall be determined null and void.

All Matters, except for those addressed in §19 and §20, shall be determined on the basis of a simple majority of the votes at the meeting. The chairman will have the determining vote.

### **§13 Matters to be addressed at the Annual General meeting**

1. Election of a chairman at the meeting.
2. Preparation and approval of the voting list
3. Election of a keeper of the minutes at the meeting.
4. Election of two persons to verify the minutes and count votes besides the chairman.
5. Determination of whether the meeting has been properly convened
6. Adoption of the agenda
7. Presentation of the annual report and the auditor's report
8. Resolution on the adoption of the income statement and balance sheet.
9. Resolution on the board member's discharge of liability.
10. Decision on the number of board members and possible deputies.
11. Determination of remuneration for the board members and the auditor.
12. Election of board members and possible deputies.
13. Election of an auditor.
14. Determination of the annual membership fee.
15. Other matters which can be addressed at the Annual General Meeting according to the articles.

## **§14 Extraordinary General Meeting**

An Extraordinary General Meeting shall be held

- In case of circumstances described in §19 or §20 below;
- If deemed necessary by the board;
- Upon the request of 25% or more of the Association's members; or
- Upon the auditor's request.

Notice regarding an Extraordinary General Meeting shall be issued within 30 days from the date on which the written request for such a meeting was received by the Association. The request shall state the purpose of such a meeting.

Notice of an Extraordinary General Meeting shall be issued no earlier than four weeks and no later than one week in advance. Notice of an Extraordinary General Meeting shall be sent to each member through a letter with regular post and/or via e-mail. Notice shall state the matter/matters giving rise to the meeting.

An Extraordinary General Meeting shall address matters according to items 1-6 in §13 as well as matters that have given rise to the meeting. Other matters may not be addressed.

## **§15 Board**

Board members and deputies are appointed at the Annual General Meeting for the period up until the second Annual General Meeting following their election. In the case of the first annual meeting only, half of the board members and deputies shall be appointed for the period up until the third Annual General Meeting following their election. The board of Compassion Sweden, Norway or a parent association in the Nordic countries or Compassion International appoints the chairman.

### **1. Number of board members and deputies**

The number of board members shall be at least five (5) but no more than seven (7) and a maximum of three (3) deputies. Five (5) of the positions are reserved for delegates for Compassion Sweden, Norway, Finland and Denmark and for Compassion International. Compassion International may, but is not obligated, to utilize its reserve seat at its discretion.

### **2. Voting**

The voting of the board is open.

The board comprises a quorum if more than fifty percent of all of the board members are present. Decisions by the board are taken on the basis of a simple majority. In the case of tied votes, the chairman will decide upon the outcome of the vote.

### **3. Notice**

Notices of the board meetings are issued by the chairman when there is reason for a meeting to be held. The chairman is also responsible for convening the board meeting if at least two board members request such a meeting. Notice of the meeting shall be sent in writing via ordinary post and/or via e-mail. The period of notice for each meeting should be at least one week. All board members shall be notified. In case a member is prevented from attending a meeting, the board member is himself/herself responsible for notifying a deputy to attend the board meeting.

The minutes of the meetings of the board shall be signed by the keeper of the minutes and verified by the chairman together with at least one additional board member who has been present at the meeting.

### **§16 Responsibilities of the Board**

The board has, amongst other things, the following responsibilities;

1. To work for and protect the mission and purposes of the Association and to be responsible for its ongoing activities.
2. To implement the decisions taken at the meetings.
3. To manage and be responsible for ensuring that the Association's assets are used in a way that corresponds with the mission and purposes of the Association.
4. To ensure that complete accounts are kept, prepare the director's report and the annual report and to present these documents to the auditor no later than six weeks before the Annual General Meeting.
5. To prepare the matters to be addressed at the General Meetings.

### **§17 Authorized Signatory**

Signing on behalf of the Association shall be done by two board members jointly or may otherwise take place in a manner determined by the board.

### **§18 Audit**

An auditor shall be appointed to audit the accounts of the Association and the administration of the board. The auditor shall be appointed at the Annual General Meeting.

### **§19 Dissolution**

Proposals for the dissolution of the Association may be presented by the board or by an individual board member. Such proposals shall be presented to the board and will be sent to individual members by the board together with the notice of the Annual General Meeting.

For the Association to be dissolved the decision of dissolution has to be taken at two consecutive meetings with at least one month between the meetings. At least one of the meetings must be an Annual General Meeting. Furthermore, at least three quarters of the voting members must agree upon the dissolution.

If the Association is dissolved the remaining assets shall be transferred to one of following that suits the best; Compassion Sweden, Compassion Norway or to a parent association in the Nordic countries or to Compassion International in a way that corresponds with the mission and purposes of the Association. Members may not make any claim to any portion of the remaining assets.

## §20 Changes of the Articles

Proposals regarding changes of the articles will be determined according to the following. Decisions regarding changes of the articles can be presented by the board or by individual members. Such proposals shall be presented to the board and shall be sent to individual members together with the notice of the Annual General Meeting.


For a change of the articles there is a requirement of two consecutive meetings with a minimum of one month between the meetings. At least one of the meetings must be an Annual General Meeting. Furthermore, at least three quarters of the voting members must agree upon the change of the articles.

---

The Association was founded at the statutory meeting on the 29 September 2018.

These articles of association enter into force on the 29 September 2018.

### *Signatures of the Board*



---

Mathias Wählberg  
(Chairman)



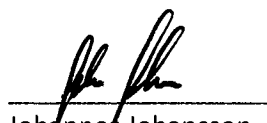
---

Solveig Leithaug  
(Board member)




---

Kåre Hegle  
(Board member)



---

Johannes Johansson  
(Board member)



---

Robert W. Peters  
(Board member)

We Believe in...

The Holy Scriptures as originally given by God, divinely inspired, infallible, entirely trustworthy; and the supreme authority in all matters of faith and conduct.

One God, eternally existent in three persons, Father, Son and Holy Spirit...

Our Lord Jesus Christ, God manifest in the flesh, His virgin birth, His sinless human life, His divine miracles, His vicarious and atoning death, His bodily resurrection, His ascension, His mediatorial work, and His Personal return in power and glory.

The Salvation of lost and sinful man through the shed blood of the Lord Jesus Christ by faith apart from works, and regeneration by the Holy Spirit...

The Holy Spirit, by whose indwelling the believer is enable to live a holy life, to witness and work for the Lord Jesus Christ.

The Unity of the Spirit of all true believers, the Church, the Body of Christ.

The Resurrection of both the saved and the lost; they that are saved unto the resurrection of life, they that are lost unto the resurrection of damnation.