

## BYLAWS

for

The Mission East Association

of September 23, 2021

*(This document is an unofficial translated version of "Vedtægter for Foreningen Mission Øst" in Danish and is provided for information only. In any event, the Danish version shall prevail.)*

### §1. NAME

1.1 The name of the association is Mission Øst.

1.2 Mission Øst works in international contexts under the name "Mission East".

1.3 Mission Øst is based in Gentofte Municipality.

### §2. PURPOSE

2.1 Mission Øst is a non-profit membership organization that, based on Christian values, humanitarian principles and human rights, aims to support vulnerable people and help vulnerable communities lift themselves out of poverty and marginalization through:

- a. Emergency relief and long-term development assistance to people and local communities affected by crisis in selected developing countries and countries affected by displacement.
- b. Support for projects in partnership with both international and local relief and development actors. Together with its partners, Mission Øst seeks to engage the public in the conditions of the world's vulnerable and poor, as well as strengthen the relevance, impact and sustainability of its aid programs.

### §3. MEMBERS OF MISSION EAST

3.1 The following members of Mission Øst are admitted:

3.1.1 As an individual, ordinary member, adult persons may be admitted who can agree with Mission Øst's purpose in §2 and who wish to support Mission Øst and its development with a fixed annual fee. Individual, ordinary members have the right to vote at The General Meeting and have one vote per member. An individual member who also sits on the board of a collective member under §3.1.2 does not have individual voting rights.

3.1.2 Collaborating partners, associations, foundations and organizations with at least 100 members who wish to support the Association's purposes and activities can be admitted. Collective members are

approved by the Board. Collective members have the right to vote at The General Meeting and have 3 votes, regardless of the number of representatives present.

3.2 Membership is subscribed for one year. Membership is registered from the time the membership fee is paid. The full membership fee is paid in the year of registration, regardless of the time of registration.

3.3 The membership year is the calendar year.

3.4 Membership fee is charged in advance once a year. Members who do not pay dues within the payment deadline automatically cease to be members after two payment requests.

3.5 The membership fee for individual members is determined at The Annual General Meeting on the recommendation of the Board of Directors. The membership fee for collective members is determined by the Board of Directors in agreement with the persons concerned.

3.6 Mission Øst's secretariat in Hellerup is responsible for maintaining a list of members in accordance with the Danish legislation in force at any given time.

3.7 Requests for membership and cancellation of membership can be made by contacting Mission Øst by e-mail, by telephone, or via the digital registration system. Confirmation will be sent by email or letter. The membership fee is non-refundable.

3.8 Individual and collective members who in significant respects act in violation of the association's articles of association and purpose, or who repeatedly perform acts or omissions in violation of Mission Øst's articles of association and purpose, may be excluded by the Board. A decision on this requires a majority in the Board of Directors. The decision of the Board of Directors is final.

#### **§4. GENERAL MEETING**

4.1 The General Meeting is Mission Øst's highest authority.

4.2 The Annual General Meeting is held every year before the end of October.

4.3.1 The General Meeting is convened by the Board of Directors on Mission Øst's website no earlier than 12 weeks and no later than 4 weeks prior to the date of The General Meeting.

4.3.2 The Board of Directors may decide at the convening of The General Meeting that, in addition to physical attendance at The General Meeting, access is granted for members to participate digitally, including voting and elections, or that The General Meeting is held exclusively digitally. The Board of Directors may set a registration deadline for digital participation.

4.4 Proposals, including proposals for amendments to the articles of association and proposals for candidates for the Board of Directors, which are to be put to the vote at The General Meeting, must be received by mail or email to the Managing Director no later than 2 weeks before the date of The General Meeting. Proposals, agenda and other material for The General Meeting are published no later than 1 week before The General Meeting on the Association's website.

4.5 The agenda of The General Meeting must contain the following items:

1. Election of Meeting-Chair.

2. Election of Minute-Taker.
3. The Board's report on the Association's activities in the past year.
4. Submission of audited financial statements for approval.
5. Determination of membership fee for individual members in the coming year.
6. Information on Mission Øst's future work and strategic priorities.
7. Received proposals from the Board or the Association's members.
8. Election of Board of Directors.
9. Election of an approved auditor.
10. Any other business.

4.6 The Meeting Chair leads the proceedings at The General Meeting and decides all questions concerning the manner in which the matters are dealt with, voting and the result thereof.

4.7 At The General Meeting, the members mentioned in § 3.1.1 who, no later than 3 months before The General Meeting are registered as members and who have paid an annual membership fee, have the right to vote at The General Meeting. Voting may be by proxy. An individual member can hold a maximum of two proxies. A power of attorney is individual and may apply until The General Meeting has ended. A request for power of attorney must be sent for approval to the Managing Director no later than 2 weeks before the date of The General Meeting.

4.8 Minutes are prepared of what is decided at The General Meeting, which is signed by the conductor.

4.9 When voting for the Board of Directors, the number of candidates who are up for election must be voted on at the time of voting.

4.10 Extraordinary General Meetings must be held if this is requested in writing per. mail or email to the Managing Director stating the subject of either at least 1/3 of Mission Øst's ordinary members calculated according to the possible number of votes at The General Meeting or decided by the Board of Directors. Extraordinary General Meetings are convened on the Association's website by the Board of Directors with at least 4 weeks' notice. An Extraordinary General Meeting must be convened no later than 2 weeks after the Managing Director has received the written request.

## **§5. BOARD OF DIRECTORS**

5.1 The association is led by a Board of 3-5 members. The aim is for the Board of Directors to be composed of complementary competencies that correspond to Mission East's needs and development. The Board of Directors can be expanded with an additional 1-2 members from the members mentioned in 5.1.4. All board members must meet the eligibility requirements and other requirements in these articles of association in connection with election or appointment and during the entire period as a board member, including the requirements in § 6.

The Board of Directors is composed as follows:

5.1.1 Mission Øst's sister organization Mission East Germany appoints 1 member of the Board for two years at a time. If Mission East Germany does not appoint this member, then the member in question is elected by The General Meeting by the members mentioned in § 3.1.1.

5.1.2 The members mentioned in 3.1.1 elect 3 members of the Board of Directors for two years at a time. Members must be legally resident in Denmark in order to ensure the complementary competencies mentioned in 5.1.

5.1.3 The permanent employees at the Mission East offices in Brussels and Hellerup, who are not part of the management, appoint 1 board member, who must be a permanent employee at one of the mentioned head offices, for two years at a time. If the mentioned employees do not appoint this member, then the member in question is elected by The General Meeting by the members mentioned in § 3.1.1.

5.1.4 If there are collective members under 3.1.2 who may wish to be part of the Board's work, the top management of these members may elect (optionally) 1-2 additional members of the Board for two years at a time. Members must have legal residence in Denmark.

5.2 If a member of the Board of Directors resigns from the Board of Directors during the election / appointment period, a new member is elected / appointed for the remaining part of the period according to the composition in 5.1.1, 5.1.2 and / or 5.1.3. Re-election / appointment can take place up to three times (a total of 6 years).

5.3 At the first board meeting after The Annual General Meeting, the board elects a chairman and a deputy chairman.

## **§6. BUSINESS OF THE BOARD OF DIRECTORS**

6.1 The Board of Directors has the overall, strategic responsibility for Mission Øst's business.

6.1.1. The board must ensure a sound organization of the association's activities and ensure that:

- a) the bookkeeping and financial reporting takes place in a manner that is satisfactory according to the association's circumstances;
- (b) the necessary risk management and internal control procedures have been established;
- c) the board of directors regularly receives the necessary reporting on the association's matters;
- (d) the Managing Director and the Administration shall perform their duties properly and in accordance with the rules set out by the Board; and
- e) the assets of the association are sound at all times, including that there is sufficient liquidity to meet the association's current and future obligations as they fall due, and the board is thus obliged at all times to assess the financial situation and ensure financial prudence.

6.2 The Board of Directors appoints, under contract, a Managing Director to handle the day-to-day management, including opening and closing programs and offices abroad in line with operational

needs. The Managing Director contracts and dismisses Mission Øst's staff and prepares draft budgets and accounts.

6.3 At least 4 board meetings are held per year online or in person, of which are a budget meeting and an accounting meeting. The chairman must ensure that the Board of Directors meets when necessary. The Chairman shall convene the Board of Directors when a member of the Board of Directors, the Managing Director or the auditor so requests.

6.4 The Board of Directors has a quorum only when more than half of the members of the Board of Directors, including the Chairman or Deputy Chairman, attend the meeting.

6.5 The Board of Directors makes decisions by a simple majority of votes, unless otherwise stated in these Bylaws. In the event of a tie, the chairman's vote is decisive.

6.6 Mission Øst's Managing Director participates in Board meetings without the right to vote. Other resource persons (eg. employees) participate when relevant.

6.7 Minutes of the Board meeting are prepared, which are signed by all members of the Board. A board member who has not been present at the meeting signs the minutes with "Read". A member of the Board of Directors who does not agree with the decisions of the Board of Directors has the right to have his or her opinion entered in the minutes. The Managing Director has the same right.

6.8 Board members - except for the employee-elected member - may not be employed in, have an employment-like relationship with or receive financial support from Mission Øst, nor receive any share in Mission Øst's funds. Board members may only look after the association's interests, and may not trade with the association or receive donations or the like from the Association. The foregoing provisions in this §6.8 also include related parties to board members as defined in the Bankruptcy Act. Board members and the chairman of the board receive neither salary nor remuneration for their work.

6.9 Board members may not unjustifiably pass on or use the Association's information for purposes other than those specified in these bylaws.

6.10 The members of the Board of Directors must be members of Mission Øst and be of legal age and may not be under guardianship or joint custody under the Guardianship Act.

6.11 Election or appointment to the Board of Directors is personal. Board members must be independent and characterized by a high degree of personal and professional integrity in relation to the Association's values.

6.11.1 A member of the Board of Directors must resign from the Board of Directors if he or she no longer fulfills the conditions for being elected or appointed, including a) weakened professional integrity and independence, b) that he or she has been punished by a final judgment for a matter that may weaken that esteem and trust in the member, which the position presupposes and which is required in accordance with these articles of association, c) by inappropriate behavior that is incompatible with acting as a board member.

6.11.2 A member of the Board of Directors or another person present must notify the Board of Directors if there are circumstances that may give rise to doubts as to whether a member of the Board of Directors meets the eligibility requirements and the requirements of this Statute of Independence and Integrity. The member in question must have the opportunity to express himself or herself or

provide information to the Board of Directors and answer his or her questions, but may not otherwise participate in the discussion of whether he or she meets the requirements.

6.11.3 It shall appear from the minutes if issues of eligibility or compliance with the provisions of these Bylaws have been discussed. The opinion of the Board of Directors must appear in the minutes.

6.11.4 The Board of Directors may, by a simple majority, exclude a member of the Board of Directors who is deemed not to live up to the conditions and requirements for membership of the Board of Directors in accordance with these Bylaws. If this applies to a member elected by a collective member under §5.1.4 or employee representative under §5.1.5, a new member is requested to be elected.

6.11.5 A board member may resign from the board at any time. Notice of this shall be given to the Chairman of the Board of Mission Øst. In the event of a vacancy, a new member is elected in accordance with 5.1.1 to 5.1.3 above. If this is not possible, the number of Board members must not be less than 3.

6.12 The Board of Directors shall establish rules of procedure for the work of the Board of Directors and the Managing Director.

6.13 In the absence of the Chairperson, a Deputy Chairperson shall take the chairmanship in all respects.

6.14 The Board of Directors may issue a power of attorney (proxy) until the next General Meeting.

## **§7. SIGNATURE AND LIABILITY**

7.1 The association is signed by (i) the Chairman of the Board and the Managing Director jointly or (ii) the Chairman of the Board and two Board members of the Association or (iii) the Managing Director and two Board members jointly.

7.2 With regard to decisions concerning the day-to-day operations, the association is only signed by the Managing Director, who in agreement with the Board of Directors may grant power of attorney to other employees.

7.3 Only the Association's assets are included in meeting liability for the Association's obligations. The Association's members, including the Board of Directors, are not liable for the Association's obligations.

## **§8. FINANCIAL STATEMENTS AND AUDIT**

8.1 Mission Øst's financial year is the calendar year.

8.2 Before the end of the second quarter, after the end of each financial year, the Board of Directors or the Managing Director shall, in accordance with the rules of the legislation and the articles of association, prepare an annual report containing the annual report, annual accounts, status and notes.

8.3 The annual report audited by the auditor is submitted to The Annual General Meeting for approval.

## §9. AMENDMENT OF ARTICLES OF ASSOCIATION AND DISSOLUTION

9.1 Proposals for amendments to the Association's Bylaws or for the dissolution of the Association can only be considered when proposals to this effect have been included on the agenda for a General Meeting or extraordinary General Meeting, and must be approved by The General Meeting by a 2/3 majority of the members present, each of the members mentioned in 3.1.1 and 3.1.2.

9.2 Proposals to amend the Bylaws must be submitted by mail or email to Mission Øst's Managing Director in accordance with §4.4.

9.3 Proposals for mergers or dissolutions of the Association require the support of at least 2/3 of all votes (not just those present). If this is not fulfilled, then 1/2 of the members present can demand that an Extraordinary General Meeting be held within 4 weeks, where the merger or dissolution can be approved by 2/3 of those present.

9.4 When deciding on the dissolution of the Association, any liquidation proceeds or profit shall accrue to another association, foundation, institution, etc. or religious community, which is domiciled in this country or in another EU/EEA country and has a charitable or otherwise non-profit purpose.

*Thus adopted at the Extraordinary General Meeting, Thursday, September 23, 2021.*