

## **STATUTES**

### **of the Danish Refugee Council CVR no. 20 69 93 10**

#### **Article 1 Name and Registered Office**

The name of the Association is the Danish Refugee Council. The Association is based on member organizations and voluntary groups having a cooperation agreement with the Danish Refugee Council. Furthermore, the Association may recruit individual supporting members. The Association's registered office is situated in Copenhagen.

#### **Article 2 Aims**

The Danish Refugee Council is a private, independent, non-profit Association based on humanitarian principles and human rights whose aim is to protect refugees and internally displaced persons from persecution, promote durable solutions to refugee problems on the, and conduct humanitarian mine action activities.

Subsection 2. In collaboration with its member organizations and the voluntary groups, the Danish Refugee Council shall involve the Danish public in its work with refugees and ensure coherence between the national and international tasks undertaken by the organization.

#### **Article 3 Admission**

Upon application, the Council may admit new members to the Danish Refugee Council provided that no less than half the enfranchised Council members (c.f. article 8(3)) vote in favor of the application at an annual Council meeting. Membership is only open to non-partisan, voluntary-based, nationwide, humanitarian, and international organizations that work on a democratic basis and whose aims are not contrary to article 2.

#### **Article 4 Resignation**

Organizations may resign their membership of the Danish Refugee Council at the end of a calendar year, subject to three months' written notice.

#### **Article 5 Exclusion**

If a majority of the Board of Directors members find that a member organization does not fulfil the criteria for continued membership, the Board of Directors may recommend to the Council that the relevant organization be excluded from the Danish Refugee Council. The organization shall be excluded if no less than two-thirds of the enfranchised Council members (c.f. article 8(3)) vote in favor of the exclusion at a Council meeting. The exclusion shall take effect as of the date of the Council's decision.

#### **Article 6 Effect of Termination of Membership**

If an organization's membership terminates pursuant to article 4 or 5, the relevant organization shall not be entitled to a share of the Danish Refugee Council's assets.

**Article 7 Admission to Other Organizations**

At the recommendation of the Board of Directors, the Danish Refugee Council may apply for admission to other organizations.

Subsection 2. The Board of Directors may decide that the Danish Refugee Council shall collaborate with other organizations to solve concrete individual tasks.

Subsection 3. On admission to another organization, the Board of Directors decides who shall represent the Danish Refugee Council in the relevant organization.

**Article 8 The Council**

The Danish Refugee Council's supreme authority is the Council, which consists of up to three representatives from each member organization, six representatives from the voluntary groups that are part of and have concluded a cooperation agreement with the Danish Refugee Council, and the Board of Directors.

Subsection 2. The Council shall be legally competent to make decisions when due notice of the meeting has been given (c.f. see article 9(2)) and a quorum of no less than half the enfranchised Council members (c.f. article 8(3)) are present.

Subsection 3. Each member organization has one vote on the Council. The six representatives of the voluntary groups that are part of and have concluded a cooperation agreement with the Danish Refugee Council and the members of the Board of Directors have one vote each. They cannot vote by proxy, but before the start of the Council meeting, the member organizations and the voluntary groups may register a substitute for a Council member who is unable to attend. Decisions shall be made by a simple majority vote unless the Statutes provide otherwise.

Subsection 4. Representatives of public authorities, staff organizations or others may take part in Council meetings with the right to speak, but not to vote.

**Article 9 Annual Council Meetings**

Annual Council meetings shall be held every year before the end of the second quarter.

Subsection 2. The meeting shall be convened by the chairperson at no less than two months' notice. Proposals that Council members wish the Council meeting to consider shall be submitted in writing to the chairperson no later than 21 days before the Council meeting. The chairperson shall circulate no later than 14 days before the Council meeting any proposals as well as the Annual Report and an agenda, which as a minimum shall include the following items:

1. Election of chairperson
2. Chairperson's report and its adoption
3. Adoption of the Annual Report
4. Consideration of proposals submitted
5. Determination of annual subscription fees
6. Every third year: Election of chairperson of the Danish Refugee Council (c.f. article 11(1))
7. Election of other members of the Board of Directors (c.f. article 12)
8. Even years: Appointment of state-authorized public accountant(s) (c.f. article 17(5))
9. Election of two Audit Committee members (c.f. article 17(6))

10. Determination of time and place of the next year's Council meeting

11. Any other business

#### **Article 10 Extraordinary Council Meetings**

Extraordinary Council meetings shall be held if the chairperson or no less than three members of the Board of Directors consider it necessary, or if no less than four member organizations or no less than three member organizations together with representatives from the voluntary groups submit a written request with an agenda stating the reasons for the request.

Subsection 2. An Extraordinary Council Meeting shall be held no later than one month after the request has been submitted or the decision made pursuant to subsection 1.

The meeting shall be called by the chairperson with 14 days' notice no later than eight days after the request has been submitted or the decision made.

#### **Article 11 Chairperson**

The chairperson of the Danish Refugee Council shall be elected by the Council for a three-year period. The chairperson is not required to be elected from amongst the group of member organizations.

Subsection 2. The deputy chairperson shall call for nominations for chairperson no later than two months before the Council meeting, allowing one month for submission of nominations. The names of candidates for the chairpersonship shall be communicated to the members of the Council no later than 14 days before the Council meeting. The chairperson may be re-elected for another two election terms.

Subsection 3. If the chairperson retires during their election term, the Board of Directors may temporarily appoint the deputy chairperson (c.f. article 13(1)) as acting chairperson until the next annual Council meeting or call an extraordinary Council meeting to elect a chairperson to serve for the period until the next ordinary Council meeting.

#### **Article 12 Election to the Board of Directors**

The Board of Directors consists of

- the chairperson of the Danish Refugee Council
- six other ordinary members elected in their personal capacity from among the Council members at the annual Council meeting (c.f. article 12(2))
- one representative elected by the employees of the Danish Refugee Council
- up to three external members elected by the Board of Directors (c.f. article 12(3))

The chairperson of the Danish Refugee Council shall also act as the chairperson of the Board of Directors.

Subsection 2. Ordinary members of the Board of Directors are elected at an annual Council meeting from a list of unranked nominees. At the election, each representative must vote for as many candidates as there are seats to be filled on the Board of Directors.

Candidates standing for the Board of Directors must send their written motivations and CVs to the Secretariat of the Danish Refugee Council no later than three weeks before the annual Council meeting. No more than one person from each member organization can be elected to the Board of Directors. Likewise, no more than one of the six representatives of voluntary groups can be elected to the Board of Directors.

Members of the Board of Directors are elected to hold office for three-year terms. Three of the ordinary members are up for election in year one and three in year two (none in year three), and (possibly) one or two of the external members are up for election each year. Members of the Board of Directors are eligible for re-election for two additional terms. Thus, no one can serve as an ordinary or elected Board of Directors member or as chairperson for more than nine years.

Subsection 3. When subsequently electing its officers, the Board of Directors shall determine what competencies are deemed necessary as complementary competencies to the Board of Directors and can then elect up to three external members to the Board of Directors. Such members are elected for a three-year term. Any person who possesses the skills the Board of Directors wishes to supplement with can be elected as an external member to the Board of Directors.

Subsection 4. If an ordinary member of the Board of Directors retires from the Board of Directors during that member's term of office, the non-elected candidate having obtained the highest number of votes at the ordinary election to the Board of Directors (in descending order of votes) will join the Board of Directors and serve as a member of the Board of Directors until the next Council meeting at which an ordinary or a supplementary election to the Board of Directors is held. A member elected in a supplementary election will remain in office for the rest of the retiring member's term of office.

If the representative elected by the employees of the Danish Refugee Council is terminated by or resigns their position with the organization, that member shall retire from the Board of Directors when the notice of termination or resignation is given. Within a period of two months, the employees can elect a new employee representative who will join the Board of Directors for the rest of the former employee representative's term of office.

If an external member of the Board of Directors retires from the Board of Directors before the end of that member's term of office, the Board of Directors can elect a new external member to the Board of Directors. A member elected as a new external member will remain in office for the rest of the retiring member's term of office.

### **Article 13 Organization of the Board of Directors, etc.**

From among the ordinary board members, the Board of Directors shall elect a deputy chairperson who shall also act as the deputy chairperson of the Danish Refugee Council.

Subsection 2. The Board of Directors shall meet at least five times a year, but otherwise as and when requested by the chairperson or no less than two members of the Board of Directors.

Subsection 3. The Board of Directors shall aim for unanimous decisions. Decisions may be made by a simple majority vote. In case of an equality of votes, the chairperson shall have the deciding vote.

### **Article 14 The Board of Directors' Functions**

The Board of Directors shall be responsible for the management of the Danish Refugee Council in the period between Council meetings in accordance with the guidelines established by the Council.

Subsection 2. The Board of Directors may decide to establish one or more independent and/or cooperating legal entities, including subsidiaries, etc. Any proposals to establish such an entity must be considered at a meeting of the Board of Directors so that a proposal to this effect is presented at least 14 days prior to the meeting. In order to adopt the proposal, at least five members of the Board of Directors must vote in favor of the proposal.

Subsection 3. The Board of Directors may set up standing sub-committees to prepare and possibly independently decide on subjects within a fixed sphere of activity. Wherever possible, the chairperson of a sub-committee shall be a Board of Directors member. The chairperson and deputy chairperson of the Board of Directors may participate in sub-committee meetings.

Subsection 4. The chairperson may make urgent decisions that are within the powers of the Board of Directors and shall do so in consultation with the chairperson of the sub-committee responsible for the relevant area when possible. Such decisions shall subsequently be submitted to the Board of Directors for approval.

Subsection 5. The Board of Directors shall adopt rules of procedure for the Board of Directors' activities and terms of reference for the standing sub-committees.

#### **Article 15 The Secretariat**

A Secretary-General appointed by the Board of Directors shall head the Secretariat of the Danish Refugee Council. The Secretary-General shall employ the other members of the Executive Management Team subject to approval by the Board of Directors.

Subsection 2. The Board of Directors shall lay down the detailed rules for the functions and powers of the Secretary-General.

#### **Article 16 Liability and Power to Bind the Association**

The Danish Refugee Council is only liable to the extent of the Association's own assets.

Subsection 2. The Danish Refugee Council may raise bank credits and loans to be used in accordance with the aims and objectives of the Danish Refugee Council. Any such decision shall be approved by the chairperson and subsequently confirmed by the Board of Directors.

Subsection 3. The Danish Refugee Council shall be bound in legal transactions by:

1. the joint signatures of the chairperson and the Secretary-General
2. the joint signatures of the chairperson and a member of the Board of Directors
3. the joint signatures of the Secretary-General and a member of the Board of Directors

Subsection 4. The Board of Directors may grant powers of procuration to individuals to sign jointly.

Subsection 5. The Board of Directors shall authorize the Secretary-General to manage day-to-day operations, including opening and closing legal entities and offices in Denmark and abroad in accordance with operational requirements.

#### **Article 17 Annual Report and Audit**

The financial reporting period coincides with the calendar year.

Subsection 2. The Board of Directors shall oversee that bookkeeping and asset management are monitored satisfactorily given the nature of the Association. The Secretary-General shall ensure that the bookkeeping of the Association is in accordance with the provisions of the relevant legislation and that asset management is handled in an appropriate manner.

Subsection 3. The Annual Report shall be presented clearly in accordance with applicable legislation and the provisions of the Statutes.

Subsection 4. The Annual Report shall give a true and fair view of the assets and liabilities of the Association, its financial position and results.

Subsection 5. One or more state-authorized public accountants appointed by the Council shall audit the Annual Report.

Subsection 6. The audit activities of the Danish Refugee Council are monitored by an Audit Committee. The purpose of the audit committee is to provide structured, systematic supervision of the organization's management, risk management and internal control practices.

The audit committee consists of 3 members: (1) Representative of the Board of Directors, elected by the Board of Directors. (2) External member with expertise in legal matters, elected by the Council. (3) External member with expertise in financial matters and a state-authorized auditor designation, elected by the Council.

The election period for an audit committee member is two years, meaning that the two external members are elected in a staggered manner, one year apart.

The Head of Internal Audit (HoIA), Secretary General (SG), Executive Director for Finance (CFO) and external auditors are required to attend all audit committee meetings.

The audit committee's charter is determined by the board of directors and notified to the Council.

### Article 18 Amendments to the Statutes

The Statutes of the Danish Refugee Council may be amended if at least two-thirds of the Council members present and enfranchised (c.f. article 8(3)), but no less than half the total number of enfranchised Council members, are in favor at an annual Council meeting.

### Article 19 Dissolution

The Danish Refugee Council may be dissolved if at least two-thirds of the enfranchised Council members (c.f. article 8(3)) vote in favor of dissolution at two successive Council meetings.

Subsection 2. If the Association is dissolved, its assets shall be divided between the member organizations for the purposes of national and international refugee work according to proposals adopted by the Council.

### Article 20 Entry into force

The present Statutes were revised and adopted at the extraordinary Council meeting of the Danish Refugee Council on 29 May 2024 and came into force on the 29 May 2024.

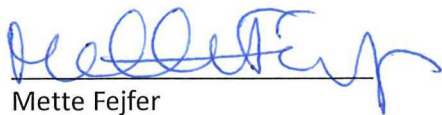
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Chairperson

Ali Al Mokdad  
Board of Directors

Henrik Bodskov  
Board of Directors

Caroline Tromer Dragsdahl  
Board of Directors

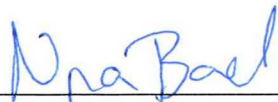
Kim Simonsen  
Board of Directors



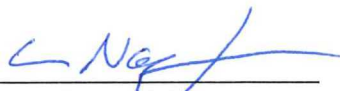
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Rasmus Stuhr Jakobsen  
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