

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 organisations 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 Association whose aim is to protect refugees and internally displaced persons from persecution and promote durable solutions to refugee problems on the basis of humanitarian principles and human rights and conduct humanitarian mine action activities.

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

Article 3 Admission

On application, the Council may admit new members to the Danish Refugee Council provided that no less than half the Council members entitled to vote, see article 8(3), vote in favour of the appropriate resolution at an annual Council meeting. Membership is only open to non-party-political, voluntary, nation-wide humanitarian and international organisations that work on a democratic basis and whose aims are not contrary to article 2.

Article 4 Resignation

Organisations 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 Executive Committee members find that a member organisation does not fulfil the criteria for continued membership, the Executive Committee may recommend to the Council that the relevant organisation be excluded from the Danish Refugee Council. The organisation shall be excluded if no less than two-thirds of the Council members entitled to vote, see article 8(3), vote in favour of the appropriate resolution at a Council meeting. The exclusion shall take effect as from the date of the Council's decision.

Article 6 Effect of Termination of Membership

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

Article 7 Admission to Other Organisations

At the recommendation of the Executive Committee, the Danish Refugee Council may apply for admission to other organisations.

Subsection 2. The Executive Committee may decide that the Danish Refugee Council shall participate in collaborations with a view to solving concrete individual tasks.

Subsection 3. On admission to another organisation, the Executive Committee decides who shall represent the Danish Refugee Council in the relevant organisation.

Article 8 The Council

The Danish Refugee Council's supreme authority is the Council, which consists of up to three representatives of each member organisation, six representatives of the voluntary groups and advisory services for refugees that are part of and have concluded a co-operation agreement with the Danish Refugee Council, and of the Executive Committee.

Subsection 2. The Council shall be legally competent to transact business when due notice of the meeting has been given, see article 9(2), and no less than half the Council members entitled to vote, see article 8(3), are present.

Subsection 3. Each member organisation has one vote on the Council. The six representatives of the voluntary groups and advisory services for refugees that are part of and have concluded a co-operation agreement with the Danish Refugee Council and the members of the Executive Committee have one vote each. They cannot vote by proxy, but before the start of the Council meeting, the member organisations 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 organisations 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 Chair at no less than two months' notice. Proposals that Council members wish the Council meeting to consider shall be submitted in writing to the Chair no later than 21 days before the Council meeting. No later than 14 days before the Council meeting, the Chair shall circulate any proposals as well as the Annual Report and an agenda, which as a minimum shall include the following items:

1. Election of Chair
2. Chair's report and its adoption
3. Adoption of the Annual Report
4. Consideration of proposals submitted

5. Determination of annual subscription fees
6. Even years: Election of Chair of the Danish Refugee Council (see article 11(1))
7. Election of other Executive Committee members (see article 12)
8. Even years: Appointment of state-authorised public accountant(s) (see article 17(5))
9. Even years: Election of two Audit Committee members (see 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 Chair or no less than three Executive Committee members consider it necessary or if no less than four member organisations or no less than three member organisations together with the group of voluntary representatives 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 appropriate request has been submitted or the decision made pursuant to subsection 1.

The meeting shall be convened by the Chair no later than eight days after the appropriate request has been submitted or the decision made. At least 14 days' notice shall be given of such meeting.

Article 11 Chair

The Chair of the Danish Refugee Council shall be elected by the Council for a two-year period. The Chair may be elected outside the group of member organisations.

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

Subsection 3. If the Chair retires during his election term, the Executive Committee may temporarily appoint the Deputy Chair (see article 13(1)) as acting Chair until the next annual Council meeting or call an extraordinary Council meeting to elect a Chair to serve for the period until the next ordinary Council meeting.

Article 12 Election to the Executive Committee

The Executive Committee consists of

- the Chair of the Danish Refugee Council
- six other ordinary members elected in their personal capacity from among the Council members at the annual Council meeting, see article 12(2)
- one representative elected by the employees of the Danish Refugee Council
- up to two external members elected by the Executive Committee, see article 12(3)

The Chair of the Danish Refugee Council shall also act as the Chair of the Executive Committee.

Subsection 2. Ordinary members of the Executive Committee 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 Executive Committee.

Candidates standing for the Executive Committee must send their written motivations and CVs to the secretariat no later than three weeks before the annual meeting of the Council. Provided always that it is possible for candidates to announce their candidacy at the annual meeting if the number of candidates is too small. No more than one person from each member organisation can be elected to the Executive Committee. Likewise, no more than one of the six representatives of voluntary groups and advisory services for refugees can be elected to the Executive Committee.

Executive Committee members are elected to hold office for two-year terms, three of the ordinary members and (possibly) one of the external members retiring each year. Executive Committee members are eligible for re-election for four additional terms. Thus, no one can serve as an ordinary or elected Executive Committee member or as Chair for more than ten years.

Subsection 3. When subsequently electing its officers, the Executive Committee shall determine what competencies are deemed necessary as complementary competencies on the Executive Committee and can then elect up to two external members to the Executive Committee. Such members are elected for a two-year term. Any person can be elected as external member of the Executive Committee.

Subsection 4. If an ordinary member of the Executive Committee retires from the Committee during his or her term of office, the non-elected candidate having obtained the highest number of votes at the ordinary election to the Executive Committee (in descending order of votes) will join the Executive Committee and serve as a member of the Executive Committee until the next Council meeting at which an ordinary or a supplementary election to the Executive Committee 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 employment of the representative elected by the employees of the Danish Refugee Council is terminated, such member shall retire from the Executive Committee when the notice of termination is given. Within a period of two months, the employees can elect a new employee representative, who will join the Executive Committee for the rest of the former employee representative's term of office.

If an external member of the Executive Committee retires from the Executive Committee before the end of his or her term of office, the Executive Committee can elect a new external member to the Executive Committee. A member elected as a new external member will remain in office for the rest of the retiring member's term of office.

Entry into force of subsection (1): The first employee representative will be elected by the employees before the end of May 2019 to hold office for a two-year term.

Entry into force of subsection (3): If two external members are elected to the Executive Committee in 2019, one of those two members will be elected to hold office for a one-year term.

Article 13 Organisation of the Executive Committee, etc.

From among the ordinary Committee members, the Executive Committee shall elect a Deputy Chair who shall also act as the Deputy Chair of the Danish Refugee Council.

Subsection 2. The Executive Committee shall meet at least five times a year, but otherwise as and when requested by the Chair or no less than two Executive Committee members.

Subsection 3. The Executive Committee shall aim for unanimous decisions. Decisions may be made by a simple majority vote. In case of an equality of votes, the Chair shall have the casting vote.

Article 14 The Executive Committee's Functions

The Executive Committee shall be responsible for the management of the Danish Refugee Council in the period between Council meetings in accordance with the guidelines laid down by the Council.

Subsection 2. The Executive Committee 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 Executive Committee 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 Executive Committee must vote in favour of the proposal.

Subsection 3. The Executive Committee may set up standing sub-committees to prepare and possibly independently decide on subjects within a fixed sphere of activity. Wherever possible, the chair of a sub-committee shall be an Executive Committee member. The Chair and Deputy Chair of the Executive Committee may take part in the sub-committee meetings.

Subsection 4. The Chair may make urgent decisions that are within the powers of the Executive Committee, if possible in consultation with the chair of the sub-committee responsible for the relevant area. Such decisions shall subsequently be submitted to the Executive Committee for approval.

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

Article 15 The Secretariat

A Secretary-General appointed by the Executive Committee 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 Executive Committee.

Subsection 2. The Executive Committee 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 Chair and subsequently confirmed by the Executive Committee.

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

1. the joint signatures of the Chair and the Secretary-General
2. the joint signatures of the Chair and a member of the Executive Committee
3. the joint signatures of the Secretary-General and a member

Subsection 4. The Executive Committee may grant powers of procuration to individuals to sign jointly.

Subsection 5. The Executive Committee shall authorize the Secretary-General to manage day-to-day operations, including to open and close down units and offices at home and abroad as and when operational requirements so dictate.

Article 17 Annual Report and Audit

The financial reporting period coincides with the calendar year.

Subsection 2. The Executive Committee shall oversee that book-keeping and asset management are monitored satisfactorily given the nature of the Association. The Secretary-General shall ensure that the book-keeping of the Association is in accordance with the provisions of the relevant legislation and that the 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 composed of the members of the management of the General Secretariat and three external persons, one of whom must be on the Executive Committee. The two external members who are not on the Executive Committee are elected by the Council and must have the requisite financial and legal expertise. They are elected for a two-year term. The external and internal auditors may attend meetings of the Audit Committee as advisors and observers. The terms of reference of the Audit Committee must be laid down by the Executive Committee and subsequently communicated 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 entitled to vote, see article 8(3), but no less than half the total number of Council members entitled to vote, are in favour at an annual Council meeting.

Article 19 Dissolution

The Danish Refugee Council may be dissolved if at least two-thirds of the Council members entitled to vote, see article 8(3), vote in favour of the appropriate resolution at two successive Council meetings.

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

Article 20 Entry into force

The present Statutes, which were revised and adopted at the Council meeting of the Danish Refugee Council on 30 May 2022 and came into force on the 30 May 2022.



Agi Csonka, Chair



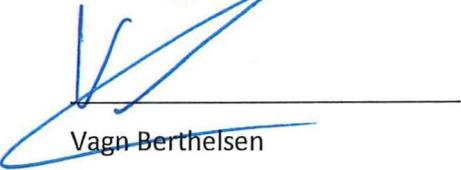
Kim Simonsen



Mette Fejfer



Juliane Marie Neiiendam



Vagn Berthelsen



Ulla Næsby Tawiah



Sophie Rytter



Bettina Bach



Karen Faarbæk de Andrade Lima (employee representative)

