**Statutes of the Danish IT Industry Association (ITB)**

**1.**

**Name of the Association:**

**IT-Branchen**

with the following secondary name: **ITB**

The English name of the Association is:

Danish ICT Industry Association

with the following secondary name:

1) Danish IT Industry Association.

**2.**

**Objects of the Association**

The objects of the Association (also referred to as ITB) are to safeguard the industry’s interests and to develop Denmark’s leading position in the digital industry.

The objects of the Association are also to reinforce the business of its members, including to act as an organiser of relevant activities, to promote growth and innovation in the industry and to market the industry in the best way possible.

Moreover, the objects of the Association are to communicate news relevant for the market and the industry, for example, by conducting market surveys, sending newsletters and holding meetings between members.

**3.**

**Membership**

The Association’s members are companies which are materially engaged in the development, production and provision of digital services and in the sale and/or distribution of ICT-related digitalisation solutions, products and services.

The Association is a member of the Danish Chamber of Commerce (basic membership), and the members are subject to the rules which are applicable at any time to the Danish Chamber of Commerce. The membership dues for basic level membership in the Danish Chamber of Commerce are included in the membership dues for ITB.

**4.**

**Enrolment**

Membership applications are sent to the Secretariat. In cases where there is any dispute or doubt if a membership application can be adopted, the Board of Directors decides whether the prerequisites for membership laid down in Section 3 are present at its following meeting of the Board of Directors. Resolutions are passed by a simple majority of votes. The Board of Directors may also decide whether to admit a member or not by ballot vote. In this case, resolutions are also passed by a simple majority of votes.

A membership comes into force on the date when the membership application is approved in writing by ITB, cf. Section 3.

Where admission is denied, the denial is presented in writing, and the respective applicant may refer the denied admission to the attention of the following annual General Meeting, whose decision shall be final.

**5.**

**Member Obligations**

Members are obliged:

* To treat the Association’s internal affairs in confidence with regard to unauthorised third parties.
* To conform to any and all orders from the Association’s Board of Directors for compliance with these Statutes as well as any and all resolutions passed at General Meetings.
* To report the figures of their total turnover and number of employees in those cases where the Board of Directors decides to prepare general industry statistics. The reported figures are treated in confidence and shall only be incorporated into general industry statistics.
* To observe best industry practice, include to abide by the applicable legislation.

Unless the Board of Directors has reached agreement on this, no member of the Association may make statements on behalf of the Association.

**6.**

**Withdrawal**

Where a member no longer meets the prerequisites for membership laid down in Section 3, the respective member shall withdraw from the Association at its request.

A member may withdraw from the Association by written notice to the Secretariat sent before the end of June, which shall take effect at the end of the calendar year.

Withdrawing members lose any claim to the Association’s assets and any paid membership dues as well as their voting rights from the date when such withdrawal takes effect.

Where a member declares suspension of payments, goes into bankruptcy proceedings or initiates voluntary liquidation, such action shall be considered to terminate their membership.

**7.**

**Expulsion**

Where a member does not abide by the Association’s Statutes, cf., among other things, Section 3 and Section 5 herein, or any other resolutions of the General Meeting, or demonstrates a lack of interest in the Association, this member may be expelled by Board of Directors.

An expulsion may be appealed at the following General Meeting.

**8.**

**Honorary Members**

The Board of Directors may appoint honorary members. Honorary membership is personal and is not contingent on the ordinary prerequisites for membership.

**9.**

**Financial Statements**

1. The financial year coincides with the calendar year.
2. Financial statements are certified by the auditor elected at the General Meeting.
3. The Association’s authorised signatories are either the Chairman together with one member of the Executive Committee or the Deputy Chairman together with one member of the Executive Committee. However, these can also grant power of attorney.

**10.**

**Dues and Liability**

The annual dues are determined at the Ordinary General Meeting, but an amount that corresponds to the expected dues may be collected in the month of January of the year when the dues are payable. If the amount does not correspond to the membership dues adopted at the subsequent General Meeting, the difference is returned/collected within not more than 30 days after this ordinary General Meeting is held.

The members are not liable for the Association’s liabilities. Agreements signed by the Association only entitle and bind the Association.

Members are not entitled to the Association’s assets on withdrawal or expulsion.

**11.**

**General Meeting**

The General Meeting is the Association's supreme authority.

Ordinary General Meetings are held by the end of March every year, with the following agenda:

1. Election of a chairperson;
2. Election of vote counters;
3. Annual report;
4. Presentation of annual financial statements for adoption;
5. Presentation of a budget and adoption of membership dues;
6. Discussion of submitted proposals;
7 Election of members of the Board of Directors;
8. Election of an auditor;
9. Miscellaneous.

General Meetings are called with the decision of the Board of Directors by written notice to each member with at least 4 weeks’ notice. The notice shall contain the agenda and any proposals from the Board of Directors. Financial statements shall be presented on the Association’s website or provided on request 14 days before the date of the General Meeting. To be included in the agenda, matters and proposals to be discussed at the General Meeting shall be submitted to the Board of Directors within not more than 14 days before the date of the General Meeting.

All resolutions (cf., however, the exception in Section 17) are passed with a simple majority of votes.

Every member shall be entitled to only one vote. Votes may be cast by proxy, but no member may cast more than three votes.

Unless ballot vote has been requested, all votes shall take the form of a show of hands. Where the Board of Directors is elected by ballot vote, the ballot list shall state the number of candidates standing for election.

The Board of Directors may choose to hold one or several votes electronically, prior to the General Meeting.

In this case, the respective item on the agenda of the General Meeting shall change from election to presentation of voting results.

Those who get the most votes shall subsequently be elected. Where the vote is tied, the election shall be decided by drawing lots.

Minutes of proceedings are kept of the General Meeting and signed by the person chairing the meeting and the Chairman of the Association, whereupon it is considered to have full probative force with regard to what has happened at the General Meeting.

**12.**

**Extraordinary General Meeting**

Extraordinary General Meetings are called by the Board of Directors, whenever deemed necessary and whenever the Board of Directors is presented with a written request for this by at least 5 members of the Board of Directors or at least 25% of the members of the Association, accompanied by a specification of what will be presented at such an Extraordinary General Meeting. Extraordinary General Meetings are called with at least 14 days’ notice.

The Board of Directors may decide that an Extraordinary General Meeting may be held electronically. The Board of Directors may further decide, prior to a General Meeting, that one or more votes at the General Meeting may be held electronically.

Minutes of proceedings are kept of the Extraordinary General Meeting and subsequently signed by the person chairing the meeting and the Chairman of the Association.

**13.**

**Board of Directors**

The Board of Directors consists of at least 10 and not more 25 elected members and of the representatives of the regional IT forums mentioned in Section 15, who ITB has cooperation agreements signed with at all times. In addition, a number of observers may be affiliated with the Board of Directors. However, the total number of elected members and observers on the Board of Directors may never exceed 30.

Members of the executive management of the member companies shall be eligible as members of the Board of Directors. Executive management within the meaning of the previous sentence shall mean the management board or executive board of the member companies. However, it is not decisive if the person has been registered in the CVR Register as member of the management or executive board.

Members of Board of Directors are elected every 2 years. Members may be re-elected for another term.

Where a member of the Board of Directors no longer meets the eligibility criteria, the member shall withdraw from the Board of Directors, but may be continue, of his or her own choosing, to serve as an observer until the following ordinary General Meeting.

A member of the Board of Directors shall withdraw from the Board if, after changing jobs, is hired by a member company that is already represented on the Board.

Subject to Section 13(1), the Board of Directors may choose to appoint a number of observers, who, under all conditions, shall meet the prerequisites for eligibility. All observers resign not later than the following ordinary General Meeting. Observers can take part in committees and other working groups.

If a third of all members of ITB vote in favour of a proposal for this at a General Meeting, the Board of Directors shall resign and a new one shall be elected.

A member of the Board of Directors can be suspended from the Board if two-thirds of its members vote in favour of this at a meeting of the Board of Directors. The suspended member may appeal the decision at the following General Meeting.

The Board of Directors lays down more detailed provisions for the discharge of their tasks, including for nomination of candidates for the Board of Directors and for election of an Executive Committee, in rules of procedures.

The Board of Directors discusses and finally adopts ITB’s financial statements and budget.

**14.**

**Executive Committee**

The Executive Committee consists of the Chairman of the Association, the Deputy Chairman and 3 additional members.

The Chairman, Deputy Chairman and 3 additional members are elected by the Board of Directors among its members.

Only members of the Board of Directors are eligible for election.

The Chairman, Deputy Chairman and ordinary members of the Executive Committee are elected for a period of one year and can be re-elected for up to three times in a row.

However, an ordinary member who is elected Chairman or Deputy Chairman can be re-elected Chairman or Deputy Chairman for three times in a row irrespective of the period spent as an ordinary member.

After a period between two ordinary General Meetings spent as an ordinary member of the Board of Directors, a former member of the Executive Board can be reinstated at the following ordinary election.

The Board of Directors may decide that an election can be held electronically.

The Executive Board prepares instructions for the administration of the Secretariat.

**15.**

**Members of the Board from IT Forums**

Each of the regional IT Forums that ITB has signed a cooperation agreement with appoints one member of its Board of Directors to act as liaison on the Board of Directors of ITB.

The appointed person shall come from a company that is a member of ITB.

**16.**

**Day-To-Day Management**

The Board of Directors appoints, after a recommendation from the Executive Committee, a director to be in charge of the day-to-day management of the Association in accordance with guidelines laid down by the Board of Directors and the Executive Committee.

**17.**

**Committees and the Like**

The Board of Directors adopts the appointment and dissolution of committees and suchlike. The Board of Directors adopts the chairmen of such committees. All members are entitled to be elected on any of the Association’s committees and the like that they would like to take part in.

**18.**

**Amending the Statutes and Dissolution of the Association**

Amendments to the Association’s Statutes and proposals for dissolution of the Association may only be adopted at a lawfully called General Meeting, where at least two-thirds of the Association’s members are represented and at least two-thirds of these vote in favour.

Where a General Meeting does not form a quorum, a new General Meeting is immediately called with notice of at least 14 days and not more than 1 month, where resolution may be passed with a majority of two-thirds of the votes, without regard to the number of votes cast. Where a General Meeting agrees to dissolve the Association, the Board of Directors shall be dissolved, and the General Meeting shall appoint a committee in order to settle all unresolved matters, including liquidate the Association’s assets, which shall be used in accordance with the General Meeting’s decision.

Once the committee completes its work, it calls a General Meeting that presents a conclusive report and financial statements.

**19.**

**Commencement**

Any and all amendments hereto shall take immediate effect after being adopted.

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*Statutes adopted at the General Meeting held on 30 June 1987. Amended at the General Meetings held on 20 March 1989, 6 March 1991, 15 March 1994, 11 March 1998, at an Extraordinary General Meeting held on 14 April 1999, at an Extraordinary General Meeting held on 14 April 1999, at an Extraordinary General Meeting held on 5 April 2004, at an Extraordinary General Meeting held on 30 March 2006,* at an Extraordinary General Meeting held on 16 September 2010, *at an Ordinary General Meeting held on 10 March 2011*, at an Extraordinary General Meeting held on 4 October 2012, at an Extraordinary General Meeting held electronically in the period from 4 to 11 April 2014, at an Extraordinary General Meeting held electronically in the period from 4 to 11 September 2015, at a General Meeting held on 8 March 2018 and at an Extraordinary General Meeting held electronically on 9 April 2018.