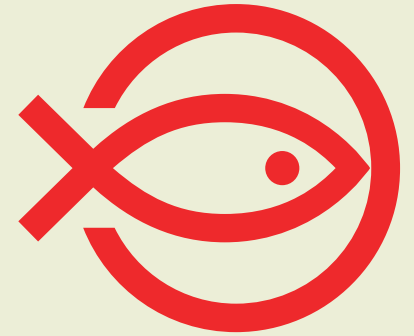


DANCHURCHAI
actalliance



ARTICLES OF ASSOCIATION

1. OCTOBER 2022

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ARTICLE 1

DanChurchAid is an independent, self-governing institution.

ARTICLE 2

DanChurchAid is situated in Copenhagen.

ARTICLE 3

The objective of DanChurchAid is to strengthen the world's poorest populations in their struggle for a dignified life. The work is based on Christian values respecting every individual's rights and the equal worth of all human beings.

ARTICLE 4

DanChurchAid is engaged in humanitarian and development work, including humanitarian mine clearance, in close collaboration with church partners as well as other faith-based and secular partners. This means that DanChurchAid engages with popular and political forces and influences decision-makers to improve conditions for the world's poorest populations. Our activities are at local, national and global levels.

ARTICLE 5

DanChurchAid supports the world's poorest populations and helps people in need irrespective of their religion or political conviction, ethnicity and socio-economic status, gender and sexual orientation, gender identity and gender expression, age or physical or mental functional impairment. We work to ensure equal rights and dignity for all human beings.

ARTICLE 6

DanChurchAid is an NGO (Non-Governmental Organisation). DanChurchAid is a member of ACT Alliance and collaborates with the Lutheran World Federation and the World Council of Churches. Where it is deemed necessary to promote the objective set out in Article 3, DanChurchAid will also cooperate with Danish and foreign churches and partners, with other humanitarian organisations in and outside Denmark and with Danish and international authorities, organisations and enterprises.

ARTICLE 7

No one can lay claim to aid from DanChurchAid.

ARTICLE 8

The financial resources for the humanitarian aid and development assistance are obtained by collections and receipt of funds i.a. by campaigns and nationwide collections, testamentary inheritance, second-hand/charity shops, gifts, grants, project support and other funds from governments, the EU, the UN and private organisations, enterprises, funds and other givers.

ARTICLE 9

DanChurchAid is managed by the Board, cf. Article 13 hereof.

ARTICLE 10

The Council represents DanChurchAid's popular and church roots and the democratic structure. The Council performs a number of functions, cf. Article 12(4) and (5). The Council is composed of members from the following electoral units:

- (2): 1 member is to be elected by the Council on International Relations of the Evangelical Lutheran Church in Denmark.
- (3): 1 member is to be elected by each of the 10 diocese councils of the Danish Evangelical Lutheran Church.

- (4):** 1 member is to be elected by the Danish Mission Council.
- (5):** 3 members are to be elected by the National Council of Churches in Denmark. These 3 members must represent other religious communities than the Danish Evangelical Lutheran Church to ensure ecumenical representation.
- (6):** 1 member is to be elected by and among the employees of DanChurchAid.
- (7):** 4 members are to be elected by DanChurchAid's Danish collaboration partners, e.g. institutions having concluded a collaboration agreement with DanChurchAid.
- (8):** 2 members are to be elected by donors of DanChurchAid.
- (9):** 2 members are to be elected by and among private sector partners.
- (10):** 2 members are to be elected by DanChurchAid's volunteers in our Wefood and second-hand/charity shops.
- (11):** 2 members are to be elected by DanChurchAid's collection managers.
- (12):** 2 members are to be elected by the youth division of DanChurchAid (NU).
- (13):** 1 member is to be elected by DanChurchAid's senior volunteers.
- (14):** 4 members can be elected by the Council in order to open up for supplementing the Council with members having specific skills.
- (15):** The members of the Board of DanChurchAid are automatically members of the Council.
- (16):** If the above-mentioned groups/organisations do not wish to elect a representative to sit on the Council, the seat in question remains vacant until a new election is held.
- (17):** The employee representatives on the Council and the Board can be members thereof only while employed by DanChurchAid. No employee representative can be elected chair, vice chair or treasurer. In the event of non-attendance, the employee representatives will be substituted by alternates on the Council and the Board.
- (18):** The election period is 4 years. The members may be re-elected. No one can be a member of the Council for more than 12 years.
- (19):** If a member of the Council resigns during such member's election period, a new election

will be held. Any new election is to be held in accordance with the electoral rules applying to the electoral group in question. In the absence of electoral rules applying to such group, a new election for the Council is to be held at the next national conference.

- (20):** The Council is to lay down the specific rules on the nomination of candidates, electoral procedures etc. in an electoral regulation for DanChurchAid.

ARTICLE 11

Unless otherwise prescribed by these Articles of Association, all resolutions by the Council and by the Board are passed by a simple majority of votes. In the event of equality of votes, the Chair holds the casting vote.

ARTICLE 12

The Council is to elect its Chair and Vice Chair, who cannot also be members of the Board. If they are not already members of the Council, they will be included as additional members.

- (2):** The duties of the Council Chair are to plan and manage the Council's work and activities. The Council Chair must be a member of the Evangelical Lutheran Church in Denmark.
- (3):** The Council is to elect 7 members for the Board. Membership of the Council is no condition for being elected to the Board.
- (4):** The Council is responsible for:
- Approval of amendments to the Articles of Association, including the objective of the organisation, which have been recommended by the Board.
 - Election of members for the Board, cf. (3) above.
- (5):** The Council is to be actively involved and must be consulted, in particular as regards the following:
- Any amendment to DanChurchAid's Vision and Values.
 - DanChurchAid's overarching strategies, including long-term financial objectives.
 - Presentation of the review of the Board Chair.
 - Presentation of the annual report of DanChurchAid (financial statements).

ARTICLE 13

The members of the Board are no more than 11 members. Apart from the 7 members elected by the Council, 1 member is to be elected by the employees of DanChurchAid, and the Board is free to elect additional 3 members. The Board is to elect its Chair, Vice Chair and Parliamentary Treasurer. The Board Chair must be a member of the Evangelical Lutheran

Church in Denmark. The Board Chair is the Chair of DanChurchAid and acts on behalf of the organisation in relation to third parties.

- (2):** An election period of 4 years applies to all members of the Board. Similarly, the election period for chairs and vice chairs of the Board is 4 years. The members may be re-elected. No one can be a member of the Board for more than 12 years. The total number of years on the Council and the Board may not exceed 16 years.
- (3):** Notwithstanding the provisions set out in Article 13(2), the Board may decide to extend the Chair's membership period by 1 or 2 years. A Chair's total number of years on the Board may not exceed 12 years.
- (4):** If a member of the Board resigns during such member's election period, a new member is to be elected. The election of new Board members to be elected by the Council is to be held by the Council at the next council meeting. The election of new members to be elected by the Board is to be held by the Board at the next board meeting.
- (5):** The organisation is managed by the Board. The Board is responsible for:
- Approval of the annual work plan for the coming year and reporting about the past year.
 - Approval of policies and strategies for DanChurchAid's international work as well as its activities in Denmark.
 - Strategic and leading decisions, e.g. in connection with setting up in new countries, international collaborative organisations and major projects, sale or purchase of real estate etc. in accordance with the overall framework decided by the Board.
 - Approval of the budget for the next year.
 - Approval of the annual report (financial statements).
 - Appointment of the General Secretary and together with the General Secretary appointment of the other senior staff of the Management.
- (6):** The General Secretary and the Management are responsible for the day-to-day operation and the operational decisions in accordance with the framework and targets developed by the Board.
- (7):** A group is to be set up consisting of partner representatives selected from DanChurchAid's country programmes. The group is to be named Global Partner Group. The group's overarching objective is to contribute to accountability, transparency and quality in DanChurchAid's partner-based activities. The group acts as an advisory body to the Board and the day-to-day management. Election of members to Global Partner Group and its authority and roles appear in the guidelines in force at the given time for Global Partner Group. The guidelines are to be laid down by the Board.

- (8):** If the Board distrusts its Chair, Vice Chair or Treasurer, such Chair, Vice Chair or Treasurer may be removed by simple majority at a board meeting.

ARTICLE 14

A member of the Council or the Board may be excluded by a 2/3 majority if such member systematically obstructs the Council, the Board or the organisation.

ARTICLE 15

Every year, before the end of April, the Council must hold a meeting, whose agenda must at least include the following items:

1. The Board Chair's report
2. Review of the annual report (financial statements)
3. Election of the Council Chair and Council Vice Chair
4. Election of members for the Board
5. Election of members for the Council
6. Proposed resolutions from Council members, Board members or the General Secretary.

ARTICLE 16

At least 2 council meetings must be held every year.

- (2):** The Council Chair must call council meetings by giving no less than 14 days' notice.
- (3):** Extraordinary council meetings must be held when deemed necessary by the Board or upon written request by 1/3 of the members of the Council.
- (4):** If the Council distrusts its Chair or Vice Chair, such Chair or Vice Chair may be removed by simple majority at an ordinary or extraordinary council meeting.

ARTICLE 17

The Chairs or other members of the Council, the Board or committees receive no remuneration.

ARTICLE 18

DanChurchAid is financially to be bound as follows: in connection with the sale, purchase or mortgaging of any real estate by 2 joint signatories, being the Chair/Vice Chair of the Board/

Treasurer and the General Secretary/Head of Finance. In all other respects, DanChurchAid is similarly to be bound by the 2 said signatories or by 2 other signatories whom the Board has given authorisation to sign.

(2): Signatories with power to bind are authorised to enter into agreements with banks and financial institutes concerning loans, credits, provision of guarantees and the use of financial instruments according to specific agreement with the Board.

ARTICLE 19

DanChurchAid's financial year is the calendar year.

ARTICLE 20

The financial statements of DanChurchAid are to be audited by one or more state-authorized public accountants appointed by the Board, who may not serve as members of the Board or the Council.

ARTICLE 21

Any resolution to amend these Articles of Association requires adoptions at two council meetings with an interval of no less than 14 days, and where at least 2/3 of the members attending such meetings vote in favour of the adoption of the proposal.

ARTICLE 22

In the event of dissolution, free assets are to be dealt with as follows: External grants that

may not have been spent before the organisation is finally dissolved must be repaid. The remaining amount must be transferred to the Council on International Relations of the Evangelical Lutheran Church in Denmark and used for international humanitarian aid.

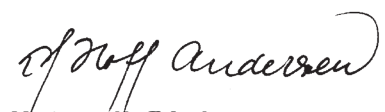
(2): The right to the name DanChurchAid will be transferred to the Council on International Relations of the Evangelical Lutheran Church in Denmark.

(3): Records and files will be transferred to the Danish State Archives according to an existing agreement. Access to these records and files during the closure period (for the time being 50 years) must be administered by the Council on International Relations of the Evangelical Lutheran Church in Denmark.

ARTICLE 23

These Articles of Association will take effect on 1 October 2022, and the Articles of Association of 2014/2019 will simultaneously be repealed.

Adopted, Copenhagen 1 October 2022



Marianne Hoff Andersen
Chair of the Board



Jonas Nøddekær
Secretary-General