

**Articles of the association  
"Danish Marine & Offshore Group"**

*The document is a translation of the Danish "Vedtægter", and has not been presented nor approved by the General Assembly and the Board*

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**§ 1. Name and place**

- 1.1 The name of the association is "Danish Marine & Offshore Group," abbreviated DMOG.
- 1.2 The Association's office is the secretariat address: Noerremarksvej 27, DK-9270 Klarup, or by the General Assembly at any time specific address.
- 1.3 The Association's members are eligible to use the term "Member of the Association of Danish Marine & Offshore Group."

**§ 2. Purpose**

- 2.1 The Association aims to promote Danish exports of marine and offshore products and common systems solutions, and takes part in serving potential new business opportunities, including through liaison meetings, export networks and joint export drives and promotional activities, including organizing and implementing national stands at international exhibitions.
- 2.2 The Association will actively explore the possibility of receiving support from public authorities and foundations to carry out its activities.
- 2.3 The Association will, through member meetings provide experience and cooperation between small and large businesses, so members can inspire each other to new developments and contribute to the personal network formation.
- 2.4 The Association will enhance the members' knowledge and skills through courses, conferences and symposia.
- 2.5 It is the association's aim to make contact with other industry associations, public authorities and similar associations and institutions at home and abroad. Furthermore, the Association aims to contribute the association and its members to become and stay well known and respected in Denmark and internationally as representing the serious part of the industry.

**§ 3. Membership**

- 3.1 The Association records as members Danish companies and individuals who are working or otherwise are active in the marine and offshore industry, as well as associated members of foreign companies and institutions related to Danish companies.

#### **§ 4. Members**

##### 4.1 *General*

The Association's members are obliged to adhere to those of the Association determined and at any time applicable laws and guidelines. The Association record company Corporate members, Personal members, and Associated members.

##### 4.2 *Corporate Members*

Following can be enrolled as corporate member, all enterprises and institutions, developing, manufacturing and / or selling products, services and knowledge in marine and offshore industry. The company will keep the secretariat informed about who you want to be represented by.

##### 4.3 *Personal members*

To be admitted as a personal member are persons who have employment in or work as an independent in the marine and offshore industry.

##### 4.4 *Associated members*

As associate members without voting rights can be included:

- Danish companies, organizations and persons with affiliation to the marine and offshore industry
- Foreign companies or organizations in the marine and offshore industry.

#### **§ 5. Admission to the Association**

5.1 The Admission to the Association happens upon written request addressed to the association's secretariat. The Board decides on admission

#### **§ 6. Termination of membership**

6.1 A membership ends by written notice from a member, with a notice of 6 months and with effect from the end of a calendar year at the earliest.

6.2 Furthermore, a membership is to be terminated if a member without sufficient reason exceeds a certain period of time for payment of contingent, or when the conditions of a membership are no longer present. In these cases the membership will cease with immediately effect.

6.3. The Board may also expel a member from the association, when he or she has offended the Association's regulations, counteracted the association's purpose or otherwise expelled disloyal behaviour. The exclusion must be approved at the next coming General Assembly.

6.4 At the termination of a membership may an already paid contingent not recovered as an overdue contingent be paid. A withdrawing member nor has any claim on the Association's assets or rights.

#### **§ 7. General Assembly**

7.1 The General Assembly is the association's highest authority. Voting rights of the General Assembly has the people, as the secretariat has noted as representatives of the company.

7.2 *Completion*

An annual General Assembly is to be held in each year's first quarter, according to the following agenda:

1. Election of the meeting's conductor.
2. The Board's report.
3. Presentation of the accounts.
4. Determination of budget and contingent.
5. Discussion of such proposals.
6. Election of the Chairman (every two years).
7. Election of the Board.
8. Election of accountant.
9. A.o.b.

7.3 An extraordinary General Assembly is to be held upon requirement of not less than 1 / 5 of the members or a majority of the Board.

7.4 The Board convenes in writing to the General Assembly 5 weeks before the meeting at the earliest and three weeks at the latest.

7.5 Proposals that members want addressed at a General Assembly, shall be in writing and received by the Board not later than two weeks before the meeting. An agenda of the General Assembly shall be received by the members five days before the meeting at the latest.

7.6 *Voting rights*

Each company - in person or member has one vote. Personalized member with a reduced base membership has no voting rights.

7.7 A corporate or personal member can through written authorization be represented by another member; however, a member is only allowed to represent one other member.

7.8 Associate members may participate, but have no voting right at General Assemblies, and cannot be elected to the Board.

7.9 Members of the same company, organization or institution, can only give a total number of votes equivalent to a maximum to 10% of the total number of members.

7.10 *Rules of voting*

The voting will be in writing on request of only one member.

7.11 With the exception of the cases mentioned in the following, the General Assembly is quorum by a simple majority of those present and represented members.

7.12 No final decision can be made on items not listed on the agenda.

7.13 Changes in the articles of the association are to be decided by 2 / 3 majority of all present and represented members and have to be signed by the entire board.

- 7.14 Dissolution of the Association shall be decided by 2 / 3 majority. At least half of the members must be present. Representation cannot take place. Members must be convened by recommended letter. If the General Assembly is not a quorum, a further meeting is to be convened by recommended letter with the dissolution of the Association as the only item on the agenda. This General Assembly is a quorum regardless of the number of attendance present.
- 7.15 In the event of dissolution the General Assembly decides what public purpose the association's assets must be used for.
- 7.16 *Documentation*  
Decisions, and essentially argued at the General Assembly, are to be held in the protocol, signed by the conductor and distributed to the members of the association.
- 7.17 *Quota Setting*  
The annual General Assembly shall determine the amount of enrollment fee, contingent and service allowance in accordance with this of the Board recommend and of the General Assembly approved budget.
- 7.18. The member quota is stipulated for,  
- Corporate and personal members.  
- Associated members.
- 7.19 Contingent and service allowance are payable immediately after the General Assembly, and payment must be made within 14 days from invoice date.

## **§ 8. The Board**

- 8.1 The Board consists of a Chairman and up to six members.
- 8.2 The Chairman is elected at a General Assembly for a period of two years. The Chairman of the Board is also Chairman of the Association.
- 8.3 The members of the Board are elected at the General Assembly for a term of 2 years. (Although the half is to depart by lots after the Association's first year of operation).
- 8.4 The Board constitutes itself with Vice-Chairman and elects a treasurer.  
  
Upon requirement the Board may set up company groups and working committees to solve defined tasks and within the purpose of the Association.
- 8.5 The Board is quorum with the presence of a total of 4 members, and decisions are made by simple majority. By parity of votes the Chairman's vote is decisive.
- 8.6 The members of the Board and committees are unpaid, but the Board may stipulate regulations for covering of direct travel expenses.

8.7 The Board appoints and employs the director, as daily manager of the Secretariat and the Association's executive director. The Board negotiates a fee with the director and agrees of a cost contribution to the operation of the secretariat.

8.8 The Board provides the director with power of attorney in accordance with the rights of subscription.

**§ 9. Authority and rights of subscription**

9.1 The Board is the governing authority in all its affairs.

9.2 The association is signed by:  
a) The Chairman and the Director  
b) The Chairman and a member of the Board or  
c) Two members of the Board and the director

**§ 10. Accounting, auditing and assets**

10.1 The Association's financial year is the calendar year.

10.2 The General Assembly elects the auditor for one year.

10.3 For its obligations is liable only Association's assets. The Board and members shall not be liable personally. Members leaving the Association have no claim to any part of the Association's assets.

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Thus adopted at the founding meeting on 26 September 2001.

Thus approved at the Association's Annual General Meeting

Esbjerg , 28 February 2002

(signed by the Board and the conductor)

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Chairman

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