wired

ARTICLES OF ASSOCIATION

Table of Contents

Purpose and Type of Association *3*

Organisation of the Association *4*

Membership *5*

Subscription *7*

Board of Directors *8*

General Assembly *9*

Accounting & Auditing *11*

Drawing Rules *12*

Amendments to the Articles of Association *13*

Resolution of the Association *14*

Purpose and Type of Association

Our WiRED is a forum committed to strengthening the role of women in Denmark's renewable energy sector.

It has three main objectives:

1. To elevate skills and collaboration among members, thereby fostering their professional development.
2. To increase the representation of women on boards, in leadership positions, and in critical roles within the renewable energy sector.
3. To attract more women to careers in the renewable energy sector.

The association is registered as “almindelig forening” by Erhvervsstyrelsen at Virk.dk with a CVR number 45092178.

Name and Registered Office

The name of the association is WIRED, Women in Renewable Energy Denmark.
The registered office is the address of the chairperson and is changed when a new chairperson is selected.

Organisation of the Association

The association is organized with a board of directors (the board) and members with direct election to the board at the annual general assembly that is the highest decision level in the association.

The board can establish temporary or permanent committees. The purpose of the committees is to define and conduct activities for the members and potentially public activities supporting the purpose of the association.

The board can define temporary or permanent tasks and assignments to be conducted by external consultants or service providers to ease the tactical and operational duties of running the association.

Membership

The members should live up to some criteria. The criteria the board assess the applications on are:

- Applicant identifies as woman
- Key position in an organisation having an interest in renewable energy
- Significant active experience in the renewables energy sector
- Active contribution and engagement in WIRED
- Connection to Denmark (work in DK, live in DK or other relevant connection)

It is the board or a sub-set of the board who review and accepts membership applications. The board defines the approval process and possibly more detailed criteria in the Membership Management document which is a public document.

Membership

The Board can propose the exclusion of a member of the association after the member concerned has been heard. The General Assembly shall decide on the exclusion of such member by a simple majority of the votes of the members present.

The Board can suspend the member concerned until the General Assembly has taken a decision. Any exclusion will be based upon a non-conformity of the member with the membership conditions or conduct detrimental to the interest of the association

Subscription

The annual subscription fee is proposed by the board and agreed at the annual General Assembly for the following year.
In case of a member transferring to another sector or in any other way not meeting the membership criteria, the member can't renew the membership but can remain member for the rest of the year unless of exclusion. In case of withdraw by the member for any reason, the remain of the annual subscription fee is not refunded.

New members entering the association before 30th of June pays a full year subscription fee. Members joining the association 1st July or after pays half subscription fee. Members entering in November og December does not pay a fee until the next year.

Board of Directors

The association is led by the board consisting of minimum four (4) and up to seven (7) persons.

The Board has the following formal roles: chairperson, co-chair person, and treasurer. The board can appoint other roles as secretary, communication responsible etc. The board constitutes themselves after the election at the general assembly.

There is rolling replacement by election of half of the board members for two years and half of the board members for one year.

Board members can be elected two times.

Board members are not renumerated by salary or fee, but direct costs covering travel and accommodation is refunded by the association.
If a board member leaves before the next general assembly, the board can select a temporary member to the board for the rest of the period.

General Assembly

The general assembly is the highest authority of the association. The general assembly is always made up of the members of the association.

A member can be represented by another member by power of attorney. Ordinary general assembly is held once a year before 31 March and is called by the board with at least 4 weeks' notice. The notice is sent electronically to all members.
The general assembly is held in Denmark and can be held both physical and/or digitally.

Proposals from the members that are to be considered at the general assembly must be in the hands of the board no later than three (3) weeks before the holding of the general assembly. Decisions at the general assembly are made by a simple 50% majority of those present and represented voices.

General Assembly

The agenda for the ordinary general assembly must contain at least the following items:

1. Selection of conductor
2. Selection of notetaker
3. Selection of two vote counters
4. Presentation of the board’s report
5. Submission and presentation of annual report with auditor's certificate for approval
6. Determining the membership subscription fee for the coming year
7. Processing of submitted proposals from members of the association
8. Election of board
9. Miscellaneous

An extraordinary general assembly must be held at the request of the chair of the board or when at least 1/3 of the members entitled to vote make a written request to the chair of the board.
In such cases, the extraordinary general assembly must be held within four (4) weeks of receipt of the request and must be called with two (2) weeks' notice.

Accounting & Auditing

The financial year runs from 1January to 31 December.
The subscription year follows the financial year of the association, and the annual subscription is due for payment no later than 1st February.

It is a prerequisite to be a member of the association that the dues have been paid. By non-payment automatically lapses the membership.

Drawing Rules

The association is signed by the chair with one (1) board member or by three (3) board members in association.

Amendments to the Articles of Association

Proposals for changes to the articles of association must be sent electronically to all members at least 3 weeks in advance before a general assembly or extraordinary general assembly.
Changes to the articles of association require that at least 50% of the association's members are represented at the general assembly and that at least 66% of the cast votes are in favour of the change proposal.

The changes to the articles of association enter into force with effect from the general assembly at which they are adopted.

Resolution of the Association

The association can be closed if there is not a board of at least four board members or if it is decided according to the rules for amendments to the articles of association.

The dissolving general assembly decides on the use of possible assets.