

## **Articles of association for the Danish Society for RNA**

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### **§ 1. Name and affiliation**

Section 1.1. The association's name is Danish RNA Society (in Danish: "Dansk selskab for RNA"). The association was founded on 7 October 2015.

Section 1.2. The association's registered office is Frederiksberg Municipality.

### **§ 2. Purpose**

Section 2.1. The purpose of the association is to bring together and create a network between researchers within RNA in Denmark. The association will seek to create a framework that can promote collaboration, networking, and competence development of both a technical and organizational nature. The association will hold events of various nature with scientific, career and educational and socially related topics.

### **§ 3. Circle of members**

Section 3.1. People who have the desire and willingness to work to promote the Danish Association for RNA's purposes are accepted as members.

Section 3.2. Registration takes place by contacting the association. The membership is only valid when the member has paid the membership fee.

Section 3.3. Cancellation must be made by contacting the association.

Section 3.4. The members pay a fee determined by the board. The duration of the membership follows the calendar year (January 1 - December 31). There are different types of memberships: students, academic employees and industry employees, other stakeholders, as well as company memberships (see minutes from the meeting on 17/3/2016 for the details regarding the quota for 2016)

Section 3.5. The board can at any time exclude a member who violates the association's statutes and rules of order or who intentionally works against Danish RNA Society's purposes. An exclusion requires a 2/3 majority of the board.

### **§ 4. The general assembly**

Section 4.1. The general assembly is the association's highest authority.

Section 4.2. An ordinary general meeting is held once a year before the end of October and is called with at least three weeks' notice, stating the agenda by email to the members.

Section 4.3. Those entitled to attend and vote at the general meeting are all members who have paid their dues no later than one month before. You cannot vote by proxy.

Section 4.4. The agenda for the ordinary general meeting must contain at least the following items:

1. Selection of conductor and referee
2. Annual report by the board and its approval
3. Presentation of accounts and budget and their approval
4. Proposals received
5. Election of the board of directors

## 6. Optionally

Section 4.5. Proposals that are to be dealt with at the general meeting must be in the hands of the board no later than 14 days before the general meeting. Proposals for changes to the articles of association that are to be dealt with must be in the hands of the board no later than three months before the end of the month in which the ordinary general meeting is to be held.

Section 4.6. The general assembly is chaired by a conductor who may not be a member of the board.

Section 4.7. All decisions at a general meeting are made by a simple majority of votes, with the exception of changes to the articles of association and the decision to dissolve the association.

Dissolution of the association can only take place with a 2/3 majority at two consecutive general meetings, one of which must be ordinary.

## § 5. The association's board of directors

Section 5.1. The association's day-to-day management is overseen by the board, which is elected by the general meeting. Section 5.2. The board consists of a minimum of three and a maximum of 10 members, who are elected at the general meeting each year. The board must consist of at least the following positions:

- Chairman (President)
- Deputy Chairman (Secretary)
- Treasurer

Section 5.2.1. If a board member resigns from Dansk selskab for RNA, the remaining board can elect a new board member directly from among the members with immediate effect.

Section 5.3. In the event of a tie in the board of directors, the chairman's vote is decisive.

Section 5.4. The association's board is up for election every year.

Section 5.5. The board is elected at the annual general meeting and looks after the members' interests between general meetings.

Section 5.6. The board constitutes itself with a chairman, deputy chairman and treasurer and determines its own rules of procedure. The board distributes the posts among themselves.

Section 5.7. The board can set up working groups and sets out the overall strategy for the Danish Society for RNA.

## § 6. Drawing rule

Section 6.1. The purchase and conclusion of contracts of a financial nature must be approved by two of the following board members; Chairman, Deputy Chairman and Treasurer.

Section 6.2. For amounts less than DKK 5,000, only one board member can approve.

Section 6.3. The members of the association do not have any personal liability for the obligations that fall on the association.

## § 7. Voting and quorum

Section 7.1. Each member has one vote at the general meeting.

Section 7.2. It applies to companies with company memberships that they have the right to a named person on behalf of the company to cast a vote with a weight of 10 votes. The name of this person must be submitted to the association's board no later than the week before the general meeting, and the board must also be informed the week before the general meeting if the named person is someone other than previously stated.

Section 7.3. Blank votes are invalid.

Section 7.4. Decisions are made by a simple majority among the votes cast, with the exception of changes to the articles of association or a decision to dissolve the association, cf. § 4.5.

## § 8. Amendments to the articles of association

Section 8.1. Amendments to the articles of association require a two-thirds majority of the votes cast by the general meeting. Amendments must be notified in advance, cf. § 4.4.

### **§ 9. Extraordinary general meeting**

Section 9.1. An extraordinary general meeting can take place if a majority of the board so wishes. The call must be made with two weeks' notice and no later than four weeks after the request has been submitted.

Section 9.2. Convening an extraordinary general meeting must contain at least the following agenda:

1. Selection of conductor and referent
2. Proposals received
3. Optionally

Section 9.3. If major or principled decisions have to be made during the year, the board will call an extraordinary general meeting so that all members can take part in the decision.

### **§ 10. Accounting and finance**

Section 10.1. The financial year follows the calendar year.

Section 10.2. The board is responsible to the general meeting for the budget and accounts.

Section 10.3. The association's accounts are kept by the treasurer.

### **§ 11. Dissolution of the association**

Section 11.1. Dissolution of the association can only take place with a 2/3 majority at two consecutive general meetings, one of which must be ordinary as mentioned in § 4.7.

Section 11.2. Upon dissolution of the association, the board decides how assets and residual assets are distributed among initiatives that are compatible with the Danish society for RNA's purpose clause.