



3 May 2022

# **ARTICLES OF ASSOCIATION**

**for**

**The BLOXHUB Association**

**1. NAME AND REGISTERED OFFICE**

- 1.01 The name of the association is BLOXHUB.
- 1.02 The association is based in Copenhagen.

**2. OBJECTIVE**

- 2.01 The Association's objective and activities are not for profit.
- 2.02 The Association is a platform for research, innovation and inspiration for companies, institutions, organizations etc. working within the fields of architecture, design, construction and urban development.
- 2.03 The Association's objective is to contribute to sustainable urbanization – on a global scale - through the development of innovative solutions encompassing architecture, design, construction, and urban development, coupled with new knowledge within the area of digitalization. Solutions that can create growth, new businesses and increased exports.
- 2.04 The Association is an innovation and growth hub for new knowledge and bridges research, development and practice within architecture, design, construction and urban development.
- 2.05 The Association supports the spread of knowledge about Danish architecture, design, construction and urban development on an international scale and the Association's members become part of international networks and derive international inspiration.

**3. MEMBERS**

- 3.01 Realdania
- 3.02 City of Copenhagen
- 3.03 Ministry of Business and Growth
- 3.04 Members of the Association shall be admitted following application and shall include companies, institutions, organizations etc., working within the fields of architecture, design, construction, urban development and digitalization, or whose enterprise is of strategic value to the Association, wishing to participate in and actively contribute to the Association's activities and objectives.
- 3.05 Members shall pay a fee set by the Board before the end of August for the following calendar year. The fee may differ for different membership categories.
- 3.06 Resignation requires written notice three months before the end of the year.
- 3.07 Members that work against the interests of the Association or conduct activities that are detrimental to the Association may be excluded by a decision by the Board with a two-thirds majority. The Board's decision is final.

#### **4. GENERAL MEETINGS**

- 4.01 The General Meeting is the Association's highest authority.
- 4.02 An Annual General Meeting shall be held every year before the end of May.
- 4.03 Extraordinary General Meetings shall be held when the Board, or at least one third of the Association's members, submits a written request. Extraordinary General Meetings shall be convened no later than one month after the request has been received.
- 4.04.01 The General Meeting shall be convened by the Board by letter or email to the Association's members with at least four weeks' notice. The notice shall specify the items to be processed at the General Meeting. If proposals for amendments to the Articles of Association are to be at the General Meeting, the essentials of such a proposal shall be stated in the notice.
- 4.04.02 The Board of Directors may decide to conduct the General Meeting digitally without physical attendance, or that in addition to physical attendance at the General Meeting, members are allowed to participate digitally without being physically present; including participation in elections and votes.
- 4.05 Items that members wish to be processed at the General Meeting shall be submitted in writing to the Board no later than seven days after the notice has been sent out.
- 4.06 No later than two weeks before the General Meeting, a letter or email shall be sent out to the Association's members containing the final agenda for the General Meeting.
- 4.07 All members have one vote at the General Meeting.
- 4.08 The Moderator shall preside over the General Meeting and decide on all matters relating to the transaction of business, the voting and the results thereof.
- 4.09 The agenda for the Annual General Meeting shall comprise the following items:
  - 1. Election of Moderator.
  - 2. The Board's report on the Association's activities over the past year.
  - 3. Presentation of the audited Annual Report for approval.
  - 4. Any proposals submitted by the Board or the Association's members.
    - 5.1 Information regarding the appointment of board members.
    - 5.2 Election of board members c.f. 5.01.02.
    - 5.3 Election of board members c.f. 5.01.03.
    - 5.4 Election of board members c.f. 5.01.04.
    - 5.5 Election of board members c.f. 5.01.05.

6. Election of auditor.

7. Any other business.

4.10 Items processed at the General Meeting shall be adopted by simple majority unless the Articles of Association provide otherwise. Voting rights may only be exercised by personal participation.

4.11 The Minutes of the General Meeting shall be signed by the Moderator.

## **5. THE BOARD**

5.01 The Association shall be managed by a Board comprising ten members who shall possess the necessary complementary expertise to correspond to the Association's objectives, needs and development. The Board shall be composed as follows:

5.01.01 The members referred to in 3.01, 3.02 and 3.03 shall each appoint one member to the Board.

5.01.02 The General Meeting shall elect four members of the Board from the members referred to in 3.04. These members shall be company representatives.

5.01.03 Following a proposal from the Board, the General Meeting shall elect one board member with international experience and particular knowledge within the Association's sphere of activity.

5.01.04 Following a proposal from the Board, the General Meeting shall elect one board member with a background in research.

5.01.05 The General Meeting shall elect a member and an alternate member among the tenants in BLOXHUB in accordance with the rules determined by the Board.

5.02 Board members shall be appointed, respectively elected, for one year at a time. Reappointment/reelection may take place. The board member referred to in 5.01.04 can only be reelected three times. The Board Member mentioned in 5.01.05 can be reelected one time.

5.03 A Chairman and a Vice-Chairman shall be elected at the first board meeting following the Annual General Meeting.

## **6. THE ACTIVITIES OF THE BOARD**

6.01 The Board may appoint one or more directors to carry out the Association's daily business and/or contract with others to handle daily management and activities or parts thereof.

6.02 The Chairman shall ensure that board meetings are held when necessary. The Chairman shall convene the Board when a member of the board, the management or auditor so requests it.

6.03 The Board is only a quorum when more than half the board members and the Chairman or Vice-Chairman attend the meeting.

- 6.04 Decisions by the Board shall be adopted by a simple majority of votes, unless otherwise stated in these Articles of Association. In the event of an equality of votes, the Chairman shall have the casting vote.
- 6.05 Minutes of the Board meeting shall be approved by all members of the Board. Board members who do not agree with the Board's decisions have the right to have their views included in the minutes. The directors have the same right.
- 6.06 The Board shall adopt specific Rules of Procedure regarding the execution of the Board's work.
- 6.07 In the Chairman's absence, a Vice-Chairman shall stand in for the Chairman in all respects.
- 6.08 The Board may grant power of attorney (procuration).

## **7. SIGNATORY RIGHTS AND LIABILITY**

- 7.01 Powers of signing for the Association are vested in the Chairman or Vice-Chairman in conjunction with one board member or in the full board.
- 7.02 The Association's assets shall solely be liable for the Association's liabilities. The Association's members are not liable for the Association's liabilities.

## **8. ANNUAL ACCOUNTS**

- 8.01 The Association's financial year is the calendar year.
- 8.02 The first financial year shall run from the time of establishment to 31 December 2016.
- 8.03 Within four months following the close of the financial year, the Board or the directors, in accordance with prevailing legislation and the Articles of Association, shall compile an annual report.

## **9. AUDIT**

- 9.01 The audit shall be carried out by a State-Authorized accountant or registered auditor elected by the General Meeting. The audited annual report shall be submitted with the auditor's report at the Annual General Meeting for approval.

## **10. APPROPRIATION AND PROFIT USE**

- 10.01 In accordance with the statutory objective, the Board shall decide on the application of the Association's funds.
- 10.02 The Board may make reasonable provision for the consolidation of the Association.

- 10.03 The Board of Directors cannot assign board members, auditors and persons who occupy a leading position in the Association benefits other than a remuneration, which shall not exceed what is regarded as usual for this type of office and scope of work. The same applies to those who are related to one of the above-mentioned persons by marriage or a non-marital partnership and their dependents.
- 10.04 The granting of loans and collateral for loans to the persons referred to in 10.3 above is not permitted.
- 10.05 Any asset held by the Association or any future acquisition shall be registered in the name of the Association and, as far as possible, be registered as belonging to it.

**11. AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND DISSOLUTION**

- 11.01 Proposals concerning amendments to the Association’s Articles of Association or the Association’s dissolution can only be processed when such proposals are included in the agenda for the General Meeting and in order to be valid shall be adopted by the General Meeting by a simple majority, albeit with a two-thirds majority of the Association’s members in respect of a dissolution.
- 11.02 If the Association is dissolved, any assets shall be distributed in accordance with the dissolving General Meeting’s provisions in accordance with the objective mentioned in 2.01.

As adopted at the founding General Meeting on June 3. 2016 and amended at the General Meeting on April 29. 2019, on June 24. 2020 and on May 3<sup>rd</sup>, 2022.

As Chairman:

\_\_\_\_\_  
Bruno Månsson

Members of the Board:

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