



THE ASSOCIATION OF FRIENDS OF NELLA DAN

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Constitution and articles of the Association

§ 1 Name

The association's name is "Friends of Nella Dan".

§ 2 The registered office and logo

The association is a global support group linked to the open Facebook group "Friends of Nella Dan".

2. The Association is physically located in Aalborg related to Springereren – Maritimt Oplevelsescenter (Marine Adventure Center), Vestre Fjordvej 81, DK-9000 Aalborg, Denmark.

3. The association's logo is designed by Nella Maria Konnerup Qvist.

Any use of the association's name and logo has to be agreed on by the board, who alone is entitled to have it manufactured in or on paper, fabric, metal or other material according to agreement with the artist.

FRIENDS OF NELLA DAN



§ 3 Purpose

The association has the following aims:

- i. to support the cohesion and relationships of persons associated with Nella Dan*
- ii. to support activities and initiatives via the Facebook group "Friends of Nella Dan"*
- iii. to collect and preserve evidence and knowledge about Nella Dan for posterity*
- iv. to make documentary material available to the public and to support the dissemination of stories of Nella Dan to a wider audience*

§ 4 Membership

As members of the association may be admitted all persons, who can join the association's purpose and who will acknowledge these statutes - and who:

- a) can provide a valid birth certificate issued under travel with Nella Dan, or ...*
- b) has worked on board or with connection to Nella Dan, or ...*
- c) had relations to crewmembers in the period 1961-1987, or ...*
- d) by two members of the association recommends the person as member.*

2. Only the Board has the authority to accept members of the association.

3. Paying members of the Association qualify as candidates to the Board, and have voting rights at the association's highest authority; The General Assembly.

4. Persons who alone are affiliated with the Facebook group "Friends of Nella Dan" are considered passive members of the Association without voting rights in the association.

5. Companies, foundations, institutions and others who wish to contribute to the promotion of the association's purpose may be included in the association as support members with voting rights. Companies, foundations, institutions and other support members, are as other members entitled to vote at the Associations General Assembly.

6. The Association holds a Members Directory that constantly has to be updated. The Member Directory is maintained at the request of, and under the control of the Board. The Member Directory must be inaccessible for unauthorized persons and must not be used commercially.

7. Every member is obliged to work for the Association's purposes on the basis of the opportunities that the individual has to contribute to the promotion of the Association's activities and fellowship. Provisions in the Association's articles and applicable resolutions at the General Assembly must be complied with.

8. It is solely the Board, who have the authority to exclude a member due to serious infringement of the statutes and decisions of the General Assembly.

An exclusion of a member must be approved by the General Assembly.

9. An excluded member has the right to appeal against exclusion at the next ordinary General Assembly. The exclusion may be annulled, provided that a majority of 2/3 votes for it in the General Assembly. The excluded member has the right to be present at the General Assembly where the appeal is being dealt with.

In addition, the provision includes that ...

- i. *An appeal does not have suspensory effect.*
- ii. *An excluded Member may according to the articles of the Association in § 4, 1-6 reapply for membership in the Association after the decision of the appeal at the General Assembly, if he or she still wants to be members of the Association Friends of Nella Dan.*

§ 5 The Board

The Association is managed by a Board of at least 5 members. By equality of votes the Board Chairman's vote counts double. The Board shall ensure that ...

- i. *The Association's Articles are complied,*
- ii. *The Association's purposes are promoted, and*
- iii. *The Association's economy is audited annually*

The Board has according to the articles the right to set up committees and working groups to perform tasks that promote the Association's work and purpose.

2. The Board is elected by the General Assembly for a two-year period. At the first annual General assembly after the foundation 2 Board members are for election. The order can be found by drawing lots.

The Board constitutes itself with Chairman, Vice-Chairman, Treasurer and Secretary.

Two alternate members of the Board are elected for a one-year period.

3. The Board adopts its own rules of procedure and takes the necessary decisions for the functioning and operation of the Association. However, it is covered by the scope of the provision that the Board is committed to...

- i. *to meet 2 times a year*
- ii. *to keep Board Protocol*
- iii. *to keep minutes of the meetings of the Board meetings*
- iv. *to ensure dissemination of the Board's decisions to Association members*

The Board may meet locally - or use a Web-based meeting platform (e.g. Skype, video conference or meeting telephone)

The Board may choose to use the Facebook group "Friends of Nella Dan" as a media for dissemination to the members of the Association.

§ 6 Committees and Working Groups

Committees and working groups to promote the Association's work and purpose may, in accordance with the Board's approval or by majority vote at the General Assembly be established. Established committees and working groups shall appoint themselves a Committee Chairman or Coordinator that brings together the number of helpers needed.

Committee Chairmen and coordinators shall, before the annual General Assembly, report to the Board the Committee/Working Group's work during the year. Committees and working groups shall submit its report to the Chairman of the Board at the latest 6 weeks prior to the annual General Assembly.

If the Committee/Working Group have had funds made available by the Board, a full accounting for the past year and a budget for the current year shall be presented. The Committee Chairman/Coordinator shall forward the signed accounts to the Treasurer latest by 1st of May.

§ 7 General Assembly

The General Assembly is the Association's Supreme authority and is held every year the last Saturday of September. The chosen time of year marks the date, October 4th in 1961, when J. Lauritzen took delivery of Nella Dan from the shipyard.

The General Assembly shall be convened by the Board with at least 1 month notice, indicating the agenda, by sending mails to the Association's members. The call for the General Assembly shall be published by e-mails to the Associations members and also in the Facebook group "Friends of Nella Dan".

2. The, at any time legally convened General Assembly has quorum.

3. All decisions at the General Assembly are made by ordinary majority of votes.

4. Voting members include all paying members, who can present a valid receipt for paid membership. A member who join the Association immediately prior to the General Assembly may vote.

5. Each Member has one vote. No one can as proxy holder represent more than one other Member at the General Assembly.

6. Members who are unable to attend the annual general meeting, may prior to the general meeting hand over the vote to the Board. The provision intends to meet members such as members at sea or living abroad.

7. The Chairman of the meeting leads the voting at the General Assembly and shall decide on the voting method used. Counting of votes can be done with the help of 2 or more assistants appointed by the Chairman of the meeting. The Chairman check the result himself.

8. Procedural issues and amendments to the points under discussion, which are to be put to the vote shall be drawn up by the Chairman of the meeting, so that they are appropriate to put to the vote.

9. The General Assembly's agenda should include as a minimum:

- 1. Welcome by the Board*
- 2. Election of Chairman of the meeting and referent*
- 3. Approval of the General Assembly's legality*
- 4. Presentation of the agenda, including presentation of suggestions*
- 5. The Board's annual report, including reports from committees and working groups*
- 6. Presentation of audited accounts*
- 7. Discussion of the Board's proposal paper for the coming year's work*
- 8. Discussion of incoming proposals*
- 9. Approval of the budget*
- 10. Resolution on quota*
- 11. Election of members of the Board and alternate members*
- 12. Election of auditor*
- 13. Miscellaneous*

10. Proposals to be considered at the General Assembly shall be in the hands of the Board no later than 2 weeks before the holding of the General Assembly.

Stk. 11. A protocol of the events at the General Assembly is carried out and signed by the Chairman of the meeting.

§ 8 Extraordinary General Assembly

An extraordinary General Assembly may be held when a majority of the Board deems it necessary or when at least 1/4 of the Association's members require it in writing, indicating the agenda. An extraordinary General Assembly shall be convened in writing at least with 14 days' notice.

§ 9 Amendments

Amendments can be made when 2/3 of participants at a General Assembly or at an extraordinary General Assembly vote for it. If 2/3 of the Association's members are not present, the Board may send out amendment of the Articles to the vote of all members.

If an amendment of the Articles is send out it has to be explained in writing. Then, at least 2/3 of the votes must have voted for the proposed resolution.

§ 10 Economy

The Association's fiscal year is from the 1. July to 30. June.

2. The quota shall be fixed each year at the General Assembly. The annual quota shall be fixed at the founding General Assembly to DKK 200,-

3. Accounts and status shall bear audit endorsement of one of the Association elected registered auditor.

Auditing takes place once a year after the end of the fiscal year. Unclaimed cash inspection can take place when the auditor wants it.

The accounts must be audited and presented to the Board no later than 2 weeks before the holding of the annual General Assembly.

§ 11 Authority and Liability

The Association is represented by the signature of two Board members, one of whom must be the Chairman or Vice Chairman.

The representation must at any time be recorded in the Board meeting protocol.

When buying, mortgaging or sale of immovable property signature from the entire Board is required.

2. The Board may grant individuals procuration.

3. The Association's property belongs to the Association as a legal person. The Association is liable with its fortune and belongings for the fulfilment of the commitments entered into by the Association.

4. The Association's members have no ownership over any of the association's belongings. Neither the Association's members nor the Board have any personal liability.

§ 12 Dissolving

The Association can be dissolved, when 2/3 of the voting participants in two consecutive General Assemblies vote therefor.

2. The Association's net asset value, if any, must in connection with a dissolving of the Association be distributed to non-profit purposes, which are in a natural extension of the Association's purposes. The General Assembly takes a decision on future use of any fortune.

Foundation

Adopted at the Association's founding General Assembly in Aalborg at Springeren – Maritimt Oplevelsescenter, the 19th September 2015.

Chairman of the meeting (Signature):

Hans Ørum Andersen

The elected and constituted Board (date and signatures):

Rasmus Nygaard (chairman)

Finn Wollesen

Anders Hanghøj Sørensen

Hans Ørum Andersen

Morten Qvist

Henrik Hartlev Jeppesen

Jens Aa. V. Schulz