

PROPOSED STATUTES FOR THE DANISH SOCIETY OF ENGINEERS' (IDA) CORPORATE GROUPS IN THE PRIVATE SECTOR

1. Name.

The name of the corporate group is: (hereinafter referred to as the corporate group)

2. Objectives.

The objectives are:

- to promote the professional, social and financial interests of members,
- to improve working conditions in the company and contact between members,
- to promote cooperation with other groups of employees in the company,
- to promote cooperation between the corporate group and management, and
- to promote continuing and further education and training for members.

3. Membership.

Members of the corporate group are all employees of the company who are also members of membership group 2 at IDA.

However, this does not apply to members of corporate groups who, within two months of the establishment of the group, resign from the group.

4. Membership rights.

All members of the corporate group have access to general meetings and other meetings organised by the corporate group.

5.-(1) The general meeting.

The general meeting is the highest authority of the corporate group.

(2)

An annual general meeting must be held each year before the end of the month of

The board of directors must convene an annual general meeting at least 14 days in advance by direct written notification to each member. The agenda must include at least:

- a. Election of the chair for the meeting
- b. Report from the board
- c. Proposals from members
- d. Future tasks
- e. Election of chairperson of the board (every other year) Election of the board and proxies (half for election in even years and the other half in odd years)
- f. AOB

No member of the corporate group can be elected as a member of the board or as a proxy to the board, unless the member in question is willing to accept such election.

Proposals for item c on the agenda must be submitted in writing to the board at least eight days before the general meeting.

(3)

The board may convene an extraordinary general meeting.

In addition, the board must convene an extraordinary general meeting if 25 or at least 1/3 of the members request this in writing and submit an agenda. In this case, the extraordinary general meeting must be held by no later than three weeks after the written request has been presented to the board.

(4)

Invitations to the annual general meeting, which must be sent at least two days in advance as direct written notification to each member, must include an agenda that contains at least:

- a. Election of the chair for the meeting
- b. Proposals received
- c. AOB

(5)

Where general meetings are convened with proposals on the agenda for IDA to initiate conflict proceedings, invitations must be sent at least three days in advance. Adoption of a resolution to recommend IDA to initiate conflict proceedings against the company requires - in addition to the majority mentioned in subsection (3) - that the decision is supported by a subsequent written vote by at least 3/4 of all the employees of the company who are a member of membership group 2 at IDA.

6.-(1) Quorum etc. of the general meeting

All members who attend the general meeting have a right to vote. Members can vote through a power of attorney.

No member can vote through more than powers of attorney (maximum three powers of attorney).

(2)

Any powers of attorney must be given immediately to the chair of the meeting once the chair has been elected. The chair of the meeting will decide whether the powers of attorney are valid.

(3)

All resolutions and elections must be through simple majority, with the exceptions mentioned in section 5(5) and in section 9. If there is a parity of votes for a proposed resolution, the proposal will lapse. If there is a parity of votes for election of individual candidates, the candidate will be elected by lot from the persons with a parity of votes.

Voting must be in writing if at least two members of the general meeting so request, however always in connection with an election of individual candidates. Minutes of general meetings of the corporate group must be taken.

7.-(1) The board.

Day-to-day management of the corporate group is carried out by a board.

(2)

The board consists of at least three members and a number of proxies. If the corporate group has fewer than ten members, the board may consist of the chairperson of the board alone.

(3)

A chairperson of the board must be elected every other year at the annual general meeting, see section 5(2). The chairperson of the board may be re-elected.

(4)

Members to the board must be elected at the annual general meeting, see section 5(2), such that half are eligible for election in even years and the other half in odd years. Members may be re-elected.

(5)

The board of directors constitutes itself at its first meeting subsequent to the general meeting at which election to the board took place by selecting from among its members a vice-chairperson. The meeting must be held by no later than one week after the general meeting.

(6) The chairperson acts as an employee representative and the vice-chairperson acts as a proxy for the employee representative. The election must be notified to IDA, which will notify this in writing to the management of the company.

(7)

The board has a quorum when the majority of the board members are present, including either the chairperson or the vice-chairperson.

Resolutions of the board are passed by a simple majority. If there is a parity of votes, the chairperson - and in his/her absence the vice-chairperson - will have the casting vote.

(8)

The board adopts any rules of procedure itself.

8.-(1) Competence of the corporate group

With consent from IDA, the corporate group may enter into local agreements with the management of the company on general salary and employment conditions.

(2)

With consent from IDA, the corporate group may enter into local collaboration agreements with other groups of employees in the company.

(3)

9.-(1) TERMINATION ETC. OF THE CORPORATE GROUP

Adoption of a resolution to dissolve the corporate group requires that at least 3/4 of the members of the corporate group support this at an extraordinary general meeting convened in writing for this purpose.

IDA must be notified of termination immediately hereafter.

(2)

At the extraordinary general meeting, a resolution must also be passed on how any assets of the corporate group are to be used.