

STATUTES FOR THE PROFESSIONAL CLUB (AKADEMIKERKLUBBEN) (in the private sector)

Name

1. Name.

The name of the club is (hereinafter referred to as the club)

2. Objectives.

The objectives of the club 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 club and management, and
- to** promote continuing and further education and training for members.

3.-(1) Membership.

Members of the club are all employees of the company who are also members of a professional organisation, see, however, subsection (2).

(2) Members may only be exempted from membership of the club to the extent that the statutes or other provisions of the individual professional organisation so permit.

4. Membership rights.

All members of the club have access to general meetings and other joint meetings organised by the club.

5.-(1) The general meeting.

The general meeting is the highest authority of the club.

(2) The board must convene an annual general meeting before the end of month. Invitations must be sent at least 14 days in advance as 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 the board and proxies (in even years)
- f. AOB

No member of the club can be elected as a member of the board or as a proxy to the board, unless the member in question consents to this.

Proposals for item C on the agenda must be submitted in writing to the board at least eight days before the general meeting, and must immediately thereafter, although no later than three days before the general meeting, be submitted to the members of the club.

(3) The board may convene an extraordinary general meeting.

The board must convene an extraordinary general meeting if at least $\frac{1}{4}$ of the members of the club request this in writing and submit an agenda. The extraordinary general meeting must be held by no later than three weeks after the request has been presented to the board.

(4) Invitations to the extraordinary general meeting must be sent at least two days in advance as direct written notification to each member. The agenda must include 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 the affected professional organisations to initiate conflict proceedings, invitations must be sent at least three days in advance, see also section 8(3).

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

All members who attend the general meeting have a right to vote. Voting rights must be exercised in person.

If the geographical location of the general meeting necessitates travelling for the members of the club, or if a member is prevented from attending for either physical, health or work reasons, a member may, however, authorise a voting member to vote at the general meeting through a written power of attorney. No member can vote through more than four 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. If there is a parity of votes, 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 for election of individual candidates. In addition, voting must be in writing if at least two members of the general meeting so request.

Minutes of the general meetings of the club must be taken. The minutes must be signed by the chair of the meeting and be kept by the board.

7.-(1) The board.

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

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

(3) Members of the board must be elected in even years at the annual general meeting, see section 5(2). Members of the board may be re-elected.

(4) The board 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 chairperson and a vice-chairperson. The meeting must be held by no later than one week after the general meeting.

(5) The chairperson acts as an employee representative and the vice-chairperson acts as a proxy. The election must be notified to the servicing professional organisation(s) which will notify this in writing to the management of the company.

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

(7) The board adopts any rules of procedure itself.

8.-(1) Competence of the club.

With consent from the servicing professional organisation(s), the club may enter into local agreements with the management of the company on general salary and employment conditions.

(2) With consent from the servicing professional organisation(s), the club may enter into local collaboration agreements with other groups of employees in the company.

(3) The competence of the club is otherwise exercised within the statutes and provisions applicable for the individual professional organisations.

9. Membership fee.

Whether to charge a membership fee may be decided at a general meeting.

10.-(1) Termination etc. of the club.

Adoption of a resolution to dissolve the club requires that at least $\frac{3}{4}$ of the members of the club support this at an extraordinary general meeting convened in writing for this purpose. The servicing professional organisation(s) 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 club are to be used.

Adopted at on

Remarks on:

Statutes for the professional club (*akademikerklubben*) (in the private sector)

1. Introduction

The statutes lay down the formal framework of the work by the club at the individual workplace. The statutes have been developed such that they can immediately form the basis for the work, and therefore they do not have to be approved by the professional organisations once the club has been established.

If there is a need to establish supplementary provisions for work at the individual workplace, this is of course possible. Such supplementary provisions for the work do not need to be approved by the professional organisations either. However, they must not conflict with the statutes of the professional club (in the private sector), the statutes of the professional organisations and other provisions laid down.

The professional organisations agree as to whom amongst themselves will act as the servicing professional organisation(s), and the club will be notified in this respect. As a general rule, the club will be serviced by the professional organisation(s) with the most members at the workplace.

If a situation concerns the conditions of an individual member, this member's own professional organisation will protect the member's interests.

The professional organisations call for the establishment of a professional club if there are several professional groups at the workplace. The establishment of a professional club does not prevent the establishment of professional groups at the workplace. The establishment of a professional club does not prevent establishment of organisation clubs/corporate groups at the company, or that existing clubs/corporate groups can be maintained.

However, professionals will stand stronger at most private workplaces if they are represented together by a club.

Professionals constitute a relatively small group compared with the total number of employees at private workplaces, and the fact that demands and proposals for employers are coordinated and presented together is an advantage for the local protection of interests.

When there is a wish to establish a club, a constituent assembly is convened. When the decision to establish the club has been made, the activities of the club can begin.

The statutes are readily applicable to the club. The only thing that must be decided at the constituent assembly - other than deciding whether to establish the club - is the name of the club and the month within which the annual general meeting is to be held.

2. REMARKS ON THE INDIVIDUAL PROVISIONS

Re. 2.: Objectives

In addition to the objectives stated in the provision, the club may, of course, also work to strengthen the members' affiliation with the professional organisations and the members' knowledge of the policies and strategies according to which the professional organisations work in the private sector.

Re. 3.: Membership

All members of the professional organisations are generally also members of the club.

If the statutes of the individual professional organisations so permit, individual members can be exempted from membership of the club.

For many professionals this means that they can be exempted from membership if they notify within two months after the club has been established that they do not wish to be a member. Similar conditions apply to new members of some professional organisations and new employees at the company at which the club was established, if they resign no later than two months after they have become aware of the club's existence.

Members performing managerial functions can typically not be members of the club. The individual professional organisations may have slightly different views of "managerial functions". However, the issue is probably best clarified locally based on knowledge about where the relevant person(s) is/are working in the company and their competences.

Re. 4.: Membership rights

This provision ensures that individual members or groups of members are not refused access to the highest authority of the club.

Re. 5.: The general meeting

This provision stipulates that the general meeting is the highest authority of the club. However, the general meeting may, of course, exercise its authority within the competence conferred on the club. This competence is described in detail in section 8. Among other things, this means that the general meeting may exercise its competence within the statutes and provisions applicable for the affected professional organisations.

Subsection (5) of the provision states that if general meetings are convened with proposals on the agenda for the affected professional organisations to initiate conflict proceedings, invitations must be sent at least three days in advance. As opposed to the two-day notice when convening an extraordinary general meeting, this deadline is set to ensure that the servicing professional organisation(s) and other affected professional organisations can participate in the general meeting.

Re 6.: Quorum etc. of the general meeting

This provision states that voting rights must be exercised in person. This generally means that members cannot vote through a power of attorney at the general meeting. However, some organisations have a geographical spread of members employed by one employer, and these members may find it difficult to attend the general meeting. For situations in which the general meeting requires significant travel, the statutes therefore permit members to vote through a power of attorney.

Re. 7.: The board

The board consists of three members and a number of proxies. Therefore, the general meeting determines the number of proxies.

All members of the board must be elected by the entire general meeting. This provision aims particularly at board elections in professional clubs. Thus, the individual professional groups do not elect members to the board. The entire general meeting elects the board. However, it will be appropriate to strive to compose the board such that it covers the interests of the entire group of members.

It is recommended that the board include at least one member whose professional organisation is a member/not a member of the Danish Confederation of Professional Associations (*Akademikerne*), thus ensuring that professional organisations, both within and outside the Danish Confederation of Professional Associations, are represented on the board.

Subsection (6) states that the chairperson of the club acts as an employee representative and that this must be notified to the management of the company. Note the special employee representative agreement with the management of the company.

Re. 8.: Competence of the club

This provision stipulates the competence of the club, which naturally cannot be exercised in conflict with the statutes and provisions applicable for the affected professional organisations.

With consent from the servicing professional organisation(s), the club may enter into local agreements with the management of the company on general salary and employment

conditions. However, in the case of negotiations on the conclusion or renewal of a collective agreement, all affected professional organisations must be involved.

Individual members' interests will be protected by the member's own professional organisation.

In addition, with consent from the servicing professional organisation(s), the club may enter into local collaboration agreements with other groups of employees in the company. In some situations, it may be appropriate to be part of club collaboration with organisations/groups "outside" the professional community, but only in exceptional circumstances. If the need arises, the issue should be presented to the servicing professional organisation(s) for discussion with other affected professional organisations.

Re. 9.: Membership fee

The club can decide to charge a membership fee if this is decided at a general meeting, where membership fee is on the agenda. Note that the membership fee must be notified each year to the tax authorities in order to be deductible. More information about this is available from the servicing professional organisation(s).

Re. 10.: Termination etc. of the club

This provision states how the club is dissolved. At least $\frac{3}{4}$ of the members of the club must support dissolution at an extraordinary general meeting convened in writing for this purpose.