Statutes for the Irish Chamber of Commerce Denmark

§1 Name and headquarters

The name of the organisation is the “Irish Chamber of Commerce Denmark”.
The Chamber’s registered headquarters is located in Denmark.

§2 Definition and purpose

§2.1 Independence and associations

The Irish Chamber of Commerce Denmark is a not-for-profit organisation that remains neutral and independent, without any political or religious colour. It will maintain relationships with Irish, Danish and international governmental bodies, non-governmental bodies, academic institutions, organisations with shared goals and similar.

The Chamber aims to act as a dynamic organisation for developing strong ties with individuals, companies, enterprises and academia, with a focus on creating meaningful opportunities for collaboration and growth. While supporting a broad network of enterprises, the Chamber aims to, to the best of its ability and resources, play a role in helping Irish companies connect with and navigate the Danish market, and Danish companies connect with and navigate the Irish market, opening doors to strategic partnerships, local insights and long-term success. The Chamber aims to serve the interests of both large and small businesses and individuals.

The Chamber’s dialogue, leadership and culture shall be inclusive, egalitarian, progressive and supportive. The Chamber is committed to aiming for a gender-balanced Board and Membership, and fostering equitable representation at all levels of decision-making.

§2.2 Purpose of the Chamber

The purpose of the Irish Chamber of Commerce Denmark is to:

- Create a networking platform for members, advancing connections among Irish and Danish business professionals across various industries.

- Advocate for the interests of Irish businesses and business professionals in Denmark, providing resources, insights and assistance to help them navigate the Danish market.

- Act as a bridge for economic and business culture connection between Ireland and Denmark, organising events, workshops and initiatives that highlight opportunities for collaboration and mutual growth in both countries.

- Maintain strong working relationships with all relevant Irish state bodies.

- Promote the interests of Irish businesses in Denmark, and Danish companies in Ireland.

§3 Membership

Individuals, corporate entities, societies and clubs, academic bodies, students and similar who support the purpose of the Chamber, agree to abide by these Statutes and Code(s) of Conduct, and pay the membership fee, may become members.

§3.1 Membership registration

Membership registration occurs via payment of the membership registration fee, which acts as the first annual fee. Annual renewal of the fee is automatically recurring. Members will receive a reminder of renewal at least one month ahead of payment. New members may join at any time through payment of the full membership fee. The membership year runs on a rolling basis from date of registration. The board will be responsible for setting the annual membership fee which will be presented at the Annual General Meeting (AGM). There will be tiered fees for individual members, corporate entities, organisations of various kinds and students.

§3.2 Refusal of membership of the Chamber

The Irish Chamber of Commerce Denmark reserves the right to refuse admission as a member of the Chamber. In such instances, at least a two-thirds majority of the Board members must vote to uphold or refuse the decision. The reason does not have to be made public.

§3.3 Refusal of admission to the AGM

Members who have been refused admission to the AGM by the Board due to non-adherence to the *Code of Conduct for Ordinary Members and Board Members of the Irish Chamber of Commerce Denmark* may only be allowed to participate if the Board members decide in favour of this ahead of the AGM. The decision must be made by the Board with at least two-thirds majority.

§3.4 Non-payment of membership fee

Individual members or organisations who fail to pay the membership fee within two months of the due date will be automatically deregistered from the Chamber and their membership, and all associated privileges, will be revoked.

§3.5 Member expulsion

The Board may expel a member from the Chamber if they do not adhere to the *Code of Conduct for Members of the Irish Chamber of Commerce Denmark* or if they act in a way that is harmful to the Chamber. The decision must be made by the Board with at least two-thirds majority.

§3.6 Board member removal

A Board member may be removed from their position at an ordinary Annual General Meeting or Extraordinary General Assembly if they do not adhere to the *Code of Conduct for the Board of the Irish Chamber of Commerce Denmark* or *Code of Conduct for the Members of the Irish Chamber of Commerce Denmark* or if they act in a way that is harmful to the Chamber.

A proposal for removal outlining the justification for such an action must be submitted, in writing, to the Board no later than 14 days before the assembly. The Board member in question has the right to address the action, in writing, to the Board no later than seven days before the vote takes place. Both the proposal for removal and the member's response should not exceed 650 words in length and shall be read aloud by the Secretary as the first point of business. The decision to remove a Board member must be made by at least a two-thirds majority of the voting members present and those voting by proxy.

§3.7 GDPR

The Irish Chamber of Commerce Denmark is committed to fulfilling all obligations and requirements under the European regulation on the protection of personal data (GDPR).

§3.8 Diversity, equity and inclusion

The Irish Chamber of Commerce Denmark is committed to creating and maintaining a diverse, equitable and inclusive environment for all members, partners and stakeholders. The Irish Chamber of Commerce Denmark aims to pursue and implement an equal opportunities environment and strives to create a welcoming space where everyone feels valued and empowered to contribute. The Irish Chamber of Commerce Denmark is dedicated to embedding these principles in all aspects of our operations, events and decision-making processes.

§3.8 Language for correspondence

The language for correspondence and minutes in relation to AGMs and EGAs shall be English.

§4 Annual General Meeting (AGM)

The highest authority of the Chamber is the Annual General Meeting (AGM), which shall be convened in person once every year between mid-September and the end of October at a time and place decided by the Board. An Extraordinary General Assembly (EGA) may be convened when the Board deems it necessary or if at least 25% of the members request it in writing.

§4.1 Notice and Convening

1. The Annual General Meeting or Extraordinary General Assembly shall be convened in writing via email with at least 21 days' notice.
2. The notice shall include the preliminary agenda and specify the time, date and location of the Meeting or Assembly.
3. Additional proposals for the agenda submitted by members to the Secretary and Chairperson must be in writing via email and received at least 14 days in advance of the Meeting or Assembly. All proposals will be acknowledged by the Secretary and redistributed to the members no later than seven days before the Meeting or Assembly. No other business may be added beyond what is specified in the agenda.
4. Members, or incumbent board members, who wish to stand for election to the Board or as alternates, must submit their candidacy statement to the Chairperson in writing via email no later than 14 days before the General Assembly. The statement must include the position for which the candidate is standing. Positions include Chairperson, Treasurer, Secretary, Ordinary Board Member, and Alternate(s), and may also include additional Portfolio(s) as deemed necessary by the Board. (see **§5.1 Board composition**)

   Furthermore, the statement must include the candidate's background and outline the competencies that the candidate would bring to the Board. All candidacy submissions will be acknowledged by the recipient and redistributed to the members no later than seven days before the General Assembly. Only candidates that have adhered to the deadline prior to the Assembly can stand for election at the General Assembly.

§4.2 Agenda of the Annual General Meeting

The agenda of the AGM must include, as a minimum, the following items:

1. **Opening of the Meeting.** Meeting called in progress by the Chairperson.
2. **Approval of voters** (all eligible Members in attendance and proxy. Decision to be taken on how are we voting (by show of hands, ballot)).
3. **Approval of the agenda**
4. **Confirmation of meeting officers and duties:**
    - Chairperson of the meeting, who runs proceedings
    - Secretary of the meeting, who takes the minutes
    - Minutes-checker, who verifies and signs the minutes
    - Vote counters
5. **Confirmation of proper convening:** Consideration of whether the meeting has been convened in accordance with the statutes.
6. **Annual Report:** Presentation by the Chairperson or Treasurer and adoption by the members.
7. **Financial Matters:**
    - Presentation of the audited accounts by the Treasurer and approval.
    - Approval of the Audit Report by the Auditor.
8. **Elections:**
    - Election of Board members for the coming period (in accordance with **§5.1 Board composition**), including Chairperson, Treasurer, Ordinary Board Members and two Alternates.
    - Election of Auditor.

9. Membership Fees: Ratification of membership fees, as proposed by the Board, for the coming year.

10. Budget: Presentation by the Treasurer and approval of the budget for the coming year.

11. Strategic direction: Presentation by Board member/Chairperson on the direction of Chamber activities and events for the coming year.

12. Submitted Proposals:

- Proposals submitted by the Board.
- Proposals submitted by members in writing at least 14 days in advance of the meeting, as mentioned above.

13. **Miscellaneous**.
14. **Closing of the Meeting**.

§4.3 Minutes

1. Minutes of the AGMs and any EGAs shall be taken by the Secretary.
2. The minutes shall be checked and signed by the Chairperson of the meeting and the Minutes-checker of the meeting.
3. Any dissenting opinions shall be noted in the minutes and distributed to members.

§4.4 Quorum and voting

1. The Annual General Meeting forms a quorum if both of these conditions are met:
    - at least 25% of the total number of members are in attendance, or have notified they will be voting by proxy
    - at least over half of voting Board members are present or represented by proxy.
2. If a quorum is not met, the Board shall call for a new General Meeting within a reasonable timeframe.
3. Members wishing to vote by proxy must inform the Board Secretary in writing at least 14 days before the General Meeting, stating their full name and personal membership number and those of the person they are authorising to vote on their behalf. Each member may hold proxy for only one other member.
4. Each member has one (1) vote.
5. Proposals are approved if they achieve at least a two-thirds majority of Chamber members.
6. In the event of a tied vote, the vote of the Chairperson shall be decisive.
7. Voting may take place by acclamation or by ballot.
8. Changes to the statutes and other decisions agreed by the membership at the General Meeting come into effect immediately upon ratification unless agreed otherwise.

§4.5 Extraordinary General Assembly

An Extraordinary General Assembly (EGA) may be held when a simple majority of the Board members deems it necessary or when at least 25% of the Chamber's voting members submit a written request to the Secretary and Chairperson specifying the agenda.

If the latter occurs, the Extraordinary General Assembly must be held no later than 42 days after receiving the letter. The Extraordinary General Assembly is convened in writing with at least 14 days' notice, including an agenda.

Extra proposals (over and above the original agenda in the request for and notice of the EGA) to be considered at the Extraordinary General Assembly must be received by the Chairperson electronically no later than eight days before the Extraordinary General Assembly. All proposals will be acknowledged by the recipient and an agenda including all proposals to be debated will be sent to the members no later than four days before the Extraordinary General Assembly.

The same agenda requirements, and quorum rules as for the AGM shall apply.

§5. The Board

§5.1 Board composition and terms

The Chamber shall be managed by a Board of seven members. All Board positions are unpaid.

Board members are elected by the AGM for a term of two years.
The Chairperson is specifically elected to that role by the AGM
The Treasurer is specifically elected to that role by the AGM
The other members are elected by the AGM one at a time until all positions are filled
Two alternates may also be elected by the AGM.

To ensure continuity, elections shall be staggered:
The Chairperson and Treasurer shall be elected on alternate years to ensure continuity.

Initially, three members shall be elected for one year and four members for two years. Thereafter, all members serve two-year terms.

A Board member may serve multiple terms, up to a maximum of eight cumulative years.

§5.2 Board officers

Following each election, the Board shall convene to elect from among its members:

A Secretary and other positions as necessary.

Officers serve until the Board meeting following the next AGM election.

§5.3 Termination of Board membership

A member of the Board may terminate their term in office at any time in writing to the Chairperson. The Chamber may terminate the term of office of a Board member by a majority decision of the Board should sufficient grounds arise. Vacancies arising between Annual General Meetings of the Chamber may be filled by the appointment of a replacement member of the Board by the remaining Board members. This member - one of the two Alternates - shall serve the remainder of the term of the departing member.

§5.4 Board meeting frequency
Board meetings are held at least four times a year. Minutes are kept of all Board meetings by the Secretary.

§5.5 Task assignment and formation of Committees
The Board can assign tasks to members who are not on the Board. If necessary, external help can be sought and paid for by the Chamber. The Board may establish other Committees/working groups to examine and report on issues falling within the remit of the Chamber.

§5.6 Establishment of an Advisory Board
The Board may establish an Advisory Board whose role is to provide non-binding but informed guidance to the Board. Membership of the Advisory Board shall be by invitation of the Board and may be terminated by the Board at any time. Membership of the Advisory Board is honorary and shall not have voting rights at Board meetings.

§5.7 Duty of Care
The Board will fulfil a Duty of Care by ensuring prudent use of all of the Chamber's assets, including its people and good-will. The Board will fulfil a Duty of Loyalty by:

- Ensuring that the Chamber's activities and transactions are, first and foremost, advancing its mission.
- Recognising and disclosing conflicts of interest.
- Making decisions that are in the best interest of the Chamber.

The Board will fulfil a Duty of Obedience to all applicable Danish laws, regulations and to the *Code of Conduct for the Board of the Irish Chamber of Commerce Denmark* and *Code of Conduct for the Members of the Irish Chamber of Commerce Denmark*.

§6 Finances

§6.1 Fiscal year

The Chamber's fiscal year runs from 1 January to 31 December.

§6.2 Auditor role

The accounts managed by the Treasurer are audited by an Auditor. The Auditor, proposed by the Board, will be elected for one year at a time and elected at the Annual General Meeting. The Auditor shall submit a short report on the accounts of the Chamber to the Annual General Meeting. The Auditor shall be competent to carry out their responsibilities and comply with legal requirements. The Auditor may not be a Board member.

§6.3 Treasurer report

The Treasurer shall report to the Annual General meeting of the Chamber on the Chamber's financial situation and shall prepare an annual budget for the ensuing financial year and submit this to the Annual General Meeting for approval.

§6.4 Expenses

Members of the Board shall be reimbursed for reasonable out-of-pocket expenses which have been pre-approved by the Chairperson and Treasurer or, in exceptional cases, ex post facto.

§6.5 Expenses and income

The expenses of the Chamber shall be covered by the following incomes:

- Annual fees paid by the Members.
- Contributions received from the Members and other donors.
- Other incomes, in particular, from events organised by the Chamber.

§6.6 Acting on behalf of the Chamber

The Chairperson and the Treasurer together, alternatively the Chairperson together with two other members of the Board may sign for the Chamber. The Treasurer and Chairperson shall be the only members of the Board permitted to make payments from the Chamber's bank account. The Chairperson may only make payments by request of the Treasurer or if the Treasurer is deemed by the Board as incapacitated or otherwise unable to fulfil their duties as required.

§6.7 Special Membership fees

The Chamber may levy special membership fees for specific initiatives, subject to approval by two-thirds of voting members at a General Meeting.

Such fees may only be imposed for defined purposes, including but not limited to funding major events or trade missions, developing or launching new services or platforms, or supporting specific projects, campaigns, or initiatives.

§7 Closure of the Chamber

§7.1 Dissolution of the Chamber

The dissolution of the Chamber shall be adopted upon approval by two thirds of the members with voting rights present at an Extraordinary General Assembly, convened solely for the said purpose.

§7.2 Failure to dissolve Chamber

Failure to dissolve will result in the continuation of the Chamber.

§7.3 Debts, liabilities and assets on dissolution

In the event of the Chamber being dissolved, all debts and liabilities shall be fully paid or performed to the extent of the Chamber's assets and the disposal of the remaining funds shall be paid to a non-profit organisation benefitting Irish interests in Denmark and whose statutes prohibit the distribution of funds to its members.

In the event of debts and liabilities upon the dissolution of the Chamber, all debts and liabilities shall be settled in accordance with Danish law. If the Chamber's liabilities exceed its assets, obligations shall be paid to the extent possible from available assets, and no member of the Chamber, nor any member of the Board, shall be personally liable for any remaining debts. In the case of any surplus remaining after payment of debts and winding-up costs shall be transferred to a non-profit organisation benefitting Irish interests in Denmark and whose statutes prohibit the distribution of funds to its members.

§8 Patron of the Chamber

The Board may invite the serving Ambassador of Ireland to Denmark, or another distinguished individual who supports the Chamber's mission and values, to serve as Patron of the Chamber.

The Patron may offer advice to the Chairperson and Board on the role and objectives of the Chamber but shall have no obligations, voting rights, or liabilities with regard to the Chamber.

§9 Final provisions

§9.1 Amendments to statutes

Amendments to these statutes may be proposed by any Member of the Chamber. The Board of the Chamber shall consider the proposals and present its recommendations to an Annual General Meeting (if the proposals are submitted 14 days before the AGM) or present its recommendations in a letter sent to the members of the Chamber. Amendments shall be adopted upon approval by two thirds of the members with voting rights who cast their votes, either at an AGM, or in writing in response to the Board's invitation.

§9.2 Board authority

The Board shall be the sole authority for the interpretation of the Statutes and the Articles therein, and the decision of the Board upon any question of interpretation or upon any matter affecting the Chamber and not provided for by these Articles, shall be final and binding on the Members, unless altered or reversed by a resolution of an AGM or EGA of the Chamber.

These statutes have been approved by the Establishment Committee of the Irish Chamber of Commerce Denmark.
Date 26.11.2025
Location: Denmark.