

Articles of Association for Dansk Ornitologisk Forening, DOF - Birdlife Danmark

Article 1 Name and registered address of the Society

- (1) The Danish name of the national society for bird conservation and ornithologists is Dansk Ornitologisk Forening (hereinafter called DOF). In addition, the Society exercises its activities under the subname DOF – Birdlife Danmark
- (2) The Society is registered in the municipality of Copenhagen.

Article 2 The objects of the Society

- (1) The objects for which the Society is established are to promote knowledge of and interest in wild birds and nature conservation as well as to work for the protection of birds and improvement of their living conditions at national and international level.

Article 3 The main structure of the Society

- (1) DOF is the Danish partner of Birdlife International
- (2) The committee of representatives is the highest authority of DOF. As the highest authority of the society, the committee of representatives shall be responsible for laying down the framework for the national as well as international activities of DOF and determining the main economical policy.
- (3) DOF is governed by an executive committee. Regionally, the interests of DOF shall be safeguarded by local divisions with locally elected committees in so far as nothing else is specified in the articles of association.
- (4) Nation-wide divisions for particular groups of members may be set up in accordance with rules approved by the committee of representatives.
- (5) A nation-wide youth organisation under DOF may be set up given that the committee of representatives finds that the preconditions for such an organisation are forthcoming.
- (6) Entitled to vote and eligible are all members, including legal persons. Members below the age of 18 are excluded from discharging committee appointments which entail economic liability.
- (7) A member is excluded from participating in settlement of disputes in which the member in question has a personal economic interest.
- (8) All committee work is unpaid.

Article 4 Liability and authority to bind the society

- (1) To third parties, DOF shall only be liable to the extent of the association funds.
- (2) Externally, DOF shall be bound by the joint signature of the Chairman or the Deputy Chairman and two members of the executive committee.
- (3) In special cases, the executive committee may delegate the authority to sign documents on behalf of DOF.

Article 5 Membership

- (1) Both individuals and legal persons may be enrolled as members. Membership shall come into force when the Society has received the stipulated subscription.

- (2) The committee of representatives are entitled to lay down special rules for certain groups of members.
- (3) The executive committee are entitled to nominate honorary members and to confer other kinds of recognition. Honorary members are exempted from paying subscription.
- (4) A membership shall come to an end when a member has neglected to pay a due subscription within two month on demand.
- (5) The committee of representatives may exclude a member of the Society or deny enrolment in the event that the person in question is guilty of committing acts which are in violation of the objects of the Society or in other ways may be damaging to DOF. Such a decision requires a three-fourth majority of the votes cast and shall be accompanied by a written statement to the person in question.
- (6) Any member shall be free to terminate his or her membership within the relevant subscription period.

Article 6 Membership subscription

- (1) Membership subscription covering a period of 12 month shall be paid to the head office in Copenhagen.
- (2) The committee of representatives shall decide the division into membership categories and determine the size of the subscription.
- (3) In this connection it may be decided that a membership category is excluded from receiving one or more of the periodical magazines of the society.

The Executive Committee

Article 7 Composition

- (1) The executive committee consists of 13 members elected by the committee of representatives for a two years term. 6 and 7 members retire by rotation in even and odds years, respectively. Candidates may be nominated by the executive committee, members of the committee of representatives or a group of at least 30 members. The executive committee shall be selfperpetuating for the period until the next meeting of the committee of representatives. The executive committee shall be free to decide on the positions which at anytime are necessary for the executive committee to be effective, including the appointment as Chairman and Deputy Chairman.
- (2) The executive committee forms a quorum when at least 7 members are present. Decisions are made by a simple majority. In the event of an equal distribution, the Chairman holds the casting vote. Minutes of meetings and negotiations shall be sent to the members of the committee of representatives.

Article 8 The Bureau

The executive committee shall appoint a bureau in charge of the day-to-day management of DOF consisting of the Chairman and the Deputy Chairman as well as two or three members of the executive committee.

Article 9 Tasks

- (1) Apart from being in charge of the day-to-day management the following tasks shall rest with the executive committee:

- To co-ordinate all applications to public authorities, foundations etc. from DOF and affiliated societies;
 - To assure that by-laws of DOF foundations are in conformity with the objects and articles of association of DOF;
 - To assure that the Fugleværnsfonden is maintained;
 - To approve acquisitions of land by the Fugleværnsfonden;
 - To appoint specialist groups following recommendation from the scientific committees;
 - To assure the maintaining of committees as stipulated in article 16 herein.
- (2) The executive committee shall be responsible for the following tasks in relation to meetings of the committee of representatives:
- Presentation of report on DOF's activities in Denmark and abroad during the preceding calendar year;
 - Presentation of audited accounts, which shall be made available to the members of DOF at least 5 business days prior to the spring meeting of representatives;
 - Presentation of budget for the following year, including division of allotments to the local divisions based on the number of members at the end of the calendar year;
 - Presentation of strategy for main project and work plan;
 - Presentation of contracts of sale or mortgage of property;
 - Presentation of questions on the establishment of or dissolution of local divisions.
- (3) The executive committee may accept pay assistance.

The Committee of Representatives

Article 10 Composition

The committee of representatives has 60 members. The 13 members of the executive committee and the chairmen of the local divisions are fixed members. The remaining seats shall be distributed among the local divisions in proportion to the number of members. However, no local divisions may have less than 2 representatives. This distribution shall be calculated by the bureau of the committee of representatives on the basis of the number of members at the end of even years and made available to the boards of the local divisions during January in order to be used for the election to be held on the general meeting. In the event that a chairman of one of the local divisions join the executive committee, the local division shall be represented by another member of the board at the seat of the chairman in the committee of representatives. Representatives are elected for a two years term in odd years.

Article 11 Decisions

- (1) The committee of representatives forms a quorum when at least half of the members are present. Decisions are made by simple majority. In the event of an equal distribution, the Chairman holds the casting vote. Voting shall be by show of hands, unless a ballot is motioned by the chairman of the meeting or ten representatives.
- (2) A qualified majority of three-fourth of the votes cast as well as endorsement of the resolution by a simple majority of the votes cast in a ballot among all members

residing in Denmark shall be necessary in order to amend the articles of association or dissolve DOF.

Article 12 The Bureau of the Committee of Representatives

The committee of representatives shall appoint a bureau in charge of the administrative tasks, including notice of meetings, preparation and mailing of agendas including appendixes, and mailing of minutes. The bureau shall also act as election committee. The bureau shall consist of three to five members, of which one shall be appointed by the executive committee. The remaining members of the bureau shall be elected for a two years term on the spring meeting of the committee of representatives in odd years.

Article 13 Meetings of the Committee of Representatives

- (1) The committee of representatives shall hold spring and autumn meetings every year. The meetings shall be arranged by the local divisions in accordance with a rotation system laid down by the committee of representatives. All members may attend the meetings, always provided that they do not hold speaking or voting rights. Committees, groups or DOF employees may be represented by an observer with the right to speak.
- (2) The bureau has to receive proposals no later than four weeks before a meeting in order for the proposal to be placed on the agenda. The agenda is sent to all members of the committee of representatives and any other proposers no later than a fortnight prior to the meetings. Members of the committee of representatives, DOF's standing committees and groups as well as groups of at least ten members shall be entitled to submit proposals.
- (3) The meetings shall be led by a chairman in charge of the meetings elected by the committee of representatives. Minutes shall be taken and signed by the chairman of the meeting before it is sent to the members of the committee of representatives within four weeks after the meeting.
- (4) Decision concerning issues presented by the executive committee cf. article 9 (2) herein and submitted proposals cf. article 13 (2) herein shall be made on the meetings of the committee of representatives.
- (5) Fixed items on the agenda shall be distributed in the following manner between the spring and autumn meetings:
Spring meeting:
 - The executive committee as well as the local divisions present their reports;
 - The accounts of DOF;
 - The report of the Fugleværnsfonden;
 - Accounts of the Fugleværnsfonden;
 - Conduct of DOF affiliates annual general meetings;
 - Election of the executive committee;
 - In even years;
 - Election of a critical auditor;
 - Election of representatives of the executive committee and the committee of representatives to the board of the Fugleværnsfonden and fixed committees cf. article 16 herein.
 - In odd years: Election of the bureau of the committee of representatives. All suggestions for candidacies must be received by the bureau of the

committee of representatives no later than four weeks prior to the meeting in order to be placed on the agenda. In the event that the number of candidates exceeds the number of available seats, a ballot is held.

Autumn meeting:

- The budget for the following accounting year, including strategies for applications for funds and fixing of subscriptions;
 - Reports from fixed committees and specialist groups.
- (6) Extraordinary general meetings shall be held as soon as possible following a motion to the bureau of the committee of representatives by the executive committee or 20 members of the committee of representatives. The meeting and the agenda are announced in DOF's publications with at least two weeks notice.
- (7) Personal matters shall be dealt with behind closed doors if motioned by just one member of the committee of representatives.

Article 14 Ballot

The executive committee may on matters of urgency order the bureau of the committee of representatives to arrange a ballot among the members of the committee of representatives with a 14 days deadline for returns.

Local Divisions, Committees and general matters

Article 15 Local Divisions

- (1) Local divisions may be set up in each of the Danish counties called amter. However, the local division for the capitol area may include the counties of Copenhagen, Frederiksborg and Roskilde. Local division may be set up on special terms in Greenland and on the Faroe Islands. Other counties where no independent local divisions exist shall be attached to the nearest local division. In the event that the administrative division of Denmark is altered, the present geographical distribution of the local divisions shall be maintained in accordance with the 1970 reform of local government in Denmark.
- (2) Members of DOF are members of the local division of the county in which they have permanent address. All local divisions receive a share of the subscription of their members in accordance with the budget adopted by the committee of representatives. Surplus from events held by local divisions accrue to the local division in question. External activities arranged by local division shall take place in accordance with the line taken by the committee of representatives and the executive committee. The local divisions are not entitled to make decisions, including decisions at general meetings, which conflict with decisions made by the committee of representative or the executive committee.
- (3) The purpose of the local divisions is to attend to DOF activities at local level, including hold meetings and arrange field trips.
- (4) Information concerning activities of the local divisions shall be published in one of DOF's publications.
- (5) The local divisions lay down their individual by-laws provided that:
1. The by-laws shall be approved by both the executive committee and at the general meeting of the local division.
 2. The by-laws contain the following article: "The by-laws of the local divisions shall at all times be in absolute compliance with the articles of association and by-laws of DOF. Changes to the by-laws shall immediately

be observed and the by-laws of the local divisions shall at the first-coming general meeting be altered in order to assure coherence with the articles of association and by-laws of DOF.”

Article 16 Committees

- (1) As a minimum, the executive committee shall set up the following standing advisory committees:
 - The Committee for Danish Birds and Bird Conservation;
 - The Danish Scientific Committee;
 - The Danish Rarity Committee;
 - The Danish Youth Committee;
 - The Danish Field Ornithological Committee;
 - The Danish Sales Committee.
- (2) A committee may include a maximum of 12 members; of which six shall be appointed by the executive committee and six by the committee of representatives. The committees are selfperpetuating during the period prior to the next election.
- (3) The mandates and authorities of the committees shall be laid down by the executive committee following a motion from the various committees.
- (4) Each committee elects their own chairman and distribute various tasks internally.
- (5) The committee of representatives and the executive committee may set up committees with special purposes.
- (6) The setting up of specialist groups requires the approval of the executive committee following a motion from the Danish Scientific Committee.

Article 17 The Dissolving of the Society

- (1) The decision to dissolve or wind up DOF shall be made at a meeting of the committee of representatives an extraordinary meeting of the committee of representatives arranged with the sole purpose to dissolve DOF followed by a ballot in accordance with article 11 (2) herein.
- (2) On the meeting of the committee of representatives where DOF is dissolved, it shall be decided how to spend any remaining funds in accordance with the article of purpose with special emphasis on activities and projects aiming at protecting birds and their living conditions at national and international level.
- (3) The decision to use funds requires a three-fourth majority of the present members of the committee of representatives. In the event that such a majority is unattainable, the Danish Ministry of Environment shall make the decision on how to spend the funds as stipulated in article 17 (2) herein.

Article 18 The accounting year

The accounting year starts on 1 January and ends on 31 December.

Article 19 Commencement

These articles of association commence immediately following the approval of the committee of representatives by a ballot.

Approved on the meeting of the committee of representatives of DOF on 6th-7th May 2000 and by ballot closed on 20 September 2000.