

# **Vedtægter / Articles of Association**

For VDES Alliance



## 1. Navn og hjemsted

- 1.1 Foreningens navn er **VDES Alliance**.
- 1.2 Foreningens hjemsted er Aalborg Kommune, Danmark.

## 2. Formål

- 2.1 Foreningens formål er at promovere medlemmernes interesser i brugen af VDES-teknologierne, inklusiv markedsføring og testning, og at være en global netværksplatform for alle industrier inden for den maritime branche inden for forbindelse, navigation og andre tjenester, der kan bruge VDES-teknologierne, samt anden aktivitet, der står i forbindelse hermed.

## 3. Medlemskab

- 3.1 Foreningen har følgende medlemskategorier:
- Bidragende medlemmer
  - Observatørmedlemmer
- 3.2 Medlemskategorierne er nærmere defineret i medlemskabsaftalen.
- 3.3 Som bidragende medlemmer kan optages enhver fysisk eller juridisk person, der beskæftiger sig med VDES-teknologierne. De bidragende medlemmer skal primært være kommercielle medlemmer, der aktivt vil tage del i foreningens aktiviteter. Bidragende medlemmer har stemmeret, jf. pkt. 6.12.
- 3.4 Som observatørmedlemmer kan optages ikke-industrielle observatører, der

## 1. Name and domicile

- 1.1 The association's name is **VDES Alliance**.
- 1.2 The association is domiciled at the municipality of Aalborg, Denmark.

## 2. Objects

- 2.1 The association's objects are to promote the interest of the members in the use of VDES technologies, including marketing and testing, and to be a global network for all industries in the maritime sector in the areas of connectivity, navigation and other services that can use the VDES technologies, and any other related activity.

## 3. Membership

- 3.1 The association has the following categories of membership:
- Contributor members
  - Observing members
- 3.2 The categories of membership are defined in more detail in the membership agreement.
- 3.3 Any natural or legal person engaged in the VDES technologies may be admitted as contributing members. The contributor members must primarily be commercial contributors, who will participate actively in the association's activities. Contributing members has the right to vote pursuant to section 6.12.
- 3.4 Non-industrial observers engaged in the VDES technologies may be admitted as observer

- beskæftiger sig med VDES-teknologierne. Observatørmedlemmer har ikke stemmeret.
- 3.5 Indmeldelse kan ske på et hvilket som helst tidspunkt af året med virkning fra den førstkommande 1. i en måned. Anmodning om optagelse skal rettes til bestyrelsen, der enstemmigt skal godkende optagelsen.
- 3.6 Såfremt bestyrelsen nægter en virksomhed optagelse som medlem, kan spørgsmålet indbringes for førstkommande generalforsamling, der ved simpelt stemmeflertal afgør, om den pågældende kan optages i foreningen. Bestyrelsen eller generalforsamlingen kan give afslag på optagelse uden begrundelse.
- 3.7 Der skal indgås skriftlig aftale om ethvert medlemskab (medlemskabsaftalen), hvor der udleveres et eksemplar af foreningens vedtægter.
- 3.8 Medlemskab skal fornyes en gang årligt efter bestyrelsens skøn. Bestyrelsen orienterer medlemmerne skriftligt omkring deres fortsatte medlemskab eller ophør heraf.
- 3.9 Udelukkelse af foreningen kan ske ved beslutning af bestyrelsen efter reglerne i medlemskabsaftalen, hvis et medlem groft har overtrådt foreningens vedtægter og bestemmelser, eller er i restance med betaling af kontingenter og ikke efter gentagne opfordringer har indbetalt beløbet.
- members. Observer members do not have the right to vote.
- 3.5 Registration can take place at any time during the year with effect from the first-coming 1<sup>st</sup> of the month. The request for admission must be addressed to the board of directors, which must unanimously approve the admission.
- 3.6 If the board of directors refuses to admit a person as a member, the matter may be referred to the next general meeting, which decides by a simple majority of votes whether the person concerned can join the association. The board of directors or the general meeting may refuse admission without reasoning.
- 3.7 A written agreement (membership agreement) containing a copy of the association's articles of association must be established for any membership.
- 3.8 Membership must be renewed annually at the discretion of the board of directors. The board of directors shall inform the members in writing of their continued membership or termination thereof.
- 3.9 A member can be excluded from the association by the board of directors according to the regulation in the membership agreement, if a member has grossly violated the association's articles of association and regulations or is in arrears with payment of membership fees and has not paid the amount after repeated requests.

#### **4. Kontingent**

- 4.1 Kontingent til foreningen fastsættes på den ordinære generalforsamling. Der fastsættes en kontingentsats for bidragende medlemmer og en kontingentsats for observatør medlemmer.
- 4.2 Nye medlemmer betaler forholdsmæssigt kontingent fra den måned, hvor optagelse finder sted.

#### **5. Ledelse**

- 5.1 Foreningen ledes af en bestyrelse på 4-8 medlemmer.
- 5.2 I de første 4 år efter foreningens stiftelse kan det stiftende medlem (Sternula ApS) udpege 3-5 bestyrelsesmedlemmer, hvoraf ét bestyrelsesmedlem skal udpeges som formand. Øvrige medlemmer til bestyrelsen samt 2 suppleanter vælges på den ordinære generalforsamling.
- 5.3 Efter udløb af perioden i pkt. 5.2 vælger generalforsamlingen samtlige bestyrelsesmedlemmer samt 2 suppleanter på den ordinære generalforsamling. Bestyrelsen vælger selv sin formand og eventuelt en næstformand.
- 5.4 Bestyrelsesmedlemmer vælges for 2 år ad gangen, således at halvdelen af bestyrelsen er på valg hvert år. Suppleanter vælges for 1 år ad gangen. Genvalg kan finde sted.
- 5.5 Bestyrelsen fastsætter selv sin forretningsorden. Ifølge denne skal møder i bestyrelsen

#### **4. Membership fees**

- 4.1 The membership fees are established at the annual general meeting. A membership fee for contributor members and a membership fee for observer members shall be established.
- 4.2 New members pay a prorated membership fee from the month of admission.

#### **5. Management**

- 5.1 The association shall be directed by a board of directors consisting of 4-8 members.
- 5.2 For the first 4 years after the association's formation, the founding member (Sternula ApS) may appoint 3-5 members to the board of directors, where one member must be appointed as chairman. Other members to the board of directors and 2 alternates are elected at the annual general meeting.
- 5.3 Following the expiry of the period in clause 5.2, the general meeting elects all members to the board of directors and 2 alternates are elected at the annual general meeting. The board of directors will elect a chairman and, if relevant, a vice-chairman.
- 5.4 Members of the board of directors are appointed for 2 years, whereas half of the members of the board of directors shall be elected each year. The alternates are elected for 1 year. Re-election is possible.
- 5.5 The board of directors lays down the rules of procedure for the performance of its duties.

indkaldes af formanden, når denne anser det for påkrævet, eller der er fremkommet begæring fra et af bestyrelsesmedlemmerne.

- 5.6 Bestyrelsen er beslutningsdygtig, når over halvdelen af samtlige medlemmer er repræsenteret. De anliggender, der behandles i bestyrelsen, afgøres ved simpelt stemmeflertal. Formandens stemme er afgørende i tilfælde af stemmelighed.

## **6. Generalforsamling**

- 6.1 Generalforsamlingen er foreningens højeste myndighed. Medlemmernes ret til at træffe beslutninger i foreningen udøves på generalforsamlingen.

- 6.2 Generalforsamlinger afholdes elektronisk. Bestyrelsen skal sørge for, at elektroniske generalforsamlinger afvikles på betryggende vis, og skal sikre, at det anvendte system er indrettet, så lovgivningens krav til afholdelse af generalforsamling opfyldes, herunder især medlemmernes adgang til at deltage i, ytre sig samt stemme på generalforsamlingen. Systemet skal gøre det muligt at fastslå, hvilke medlemmer der deltager og hvilken stemmeret de repræsenterer samt resultatet af afstemninger.

- 6.3 Via egen opkobling tilslutter medlemmerne sig et virtuelt forum, hvor generalforsamlingen afholdes. Bestyrelsen fastsætter de nærmere krav til de elektroniske systemer, som anvendes ved elektronisk generalforsamling. Medlemmerne afholder selv egne omkostninger, til brug for deres deltagelse i elektronisk generalforsamling.

According to the rules of procedure meetings of the board of directors must be convened by the chairman when required or when requested by one of the members of the board of directors.

- 5.6 The board of directors forms a quorum when more than half of its members are present. All resolutions at the meetings of the board of directors are passed by a simple majority of votes. In case of an equality of votes, the chairman has the casting vote.

## **6. General meetings**

- 6.1 The general meeting is the highest authority of the association. The members exercise their right to pass resolutions at the association's general meetings.

- 6.2 General meetings are held electronically. The board of directors is to ensure that electronic general meetings are held appropriately, and that the system applied is designed to meet the requirements under Danish law regarding the holding of general meetings, including in particular the members' access to participate in, speak and vote at the general meeting. The system must enable the verification of which members participate and which voting rights they represent and the outcome of votes.

- 6.3 Through their own connection, the members connect to a virtual forum where the general meeting is held. The board of directors prescribes the specific requirements for electronic systems to be used to conduct electronic general meetings. The members pay their own expenses associated with their participation in the electronic general meeting

6.4 Den ordinære generalforsamling skal afholdes, i så god tid at den godkendte årsrapport kan modtages i Erhvervsstyrelsen indenfor den i Årsregnskabsloven fastsatte frist.

6.5 Generalforsamlinger indkaldes af bestyrelsen med mindst 14 dages og højst 4 ugers varsel ved almindeligt brev eller e-mail til medlemmerne. Indkaldelsen skal indeholde dagsordenen for generalforsamlingen, og dersom der forhandles forslag, hvis vedtagelse kræver særlig majoritet, skal dette anføres i indkaldelsen. I indkaldelsen angives de nærmere krav til det elektroniske udstyr, som skal anvendes ved deltagelse i generalforsamlingen. Ligeledes angives, hvorledes tilmelding sker, samt hvor medlemmerne kan finde oplysninger om fremgangsmåden i forbindelse med generalforsamlingen.

6.6 Ekstraordinær generalforsamling afholdes efter en generalforsamlings, bestyrelsens eller foreningens revisors beslutning, eller såfremt skriftlig anmodning til bestyrelsen fremkommer fra mindst 3/10 af medlemmerne fremsætter begæring herom. Efter modtagelsen af sådan anmodning skal bestyrelsen foretage indkaldelse inden 14 dage og med kortest muligt varsel.

6.7 Dagsordenen for den ordinære generalforsamling skal omfatte:

- Valg af dirigent

6.4 The annual general meeting must be held in such a timely manner that the approved annual report can be received by the Danish Business Authority within the deadline laid down in the Danish Financial Statements Act.

6.5 General meetings must be convened by the board of directors with a notice of no earlier than 2 weeks and no later than 4 weeks before the general meeting by letter or e-mail to the members. The notice must contain the agenda of the general meeting and, if any proposals requiring adoption by special majority, the notice must set out these proposals in the notice. In the notice convening the general meeting, the specific requirements for the electronic equipment to be used when participating in the general meeting are described. Moreover, it is described how to sign up and where members can find information on the procedure in connection with the general meeting.

6.6 Extraordinary general meetings must be held when requested by the general meeting, the board of directors or the association's auditor, or requested in writing to the board of directors by at least 3/10 of the members. After receipt of such request, the board of directors must convene a general meeting no later than 2 weeks and with the shortest possible notice after a request has been made to that effect.

6.7 The agenda of the annual general meeting must include:

- Appointment of chairman of the meeting

- Bestyrelsens beretning om foreningens aktiviteter i det forløbne år
- Fremlæggelse og beslutning om godkendelse af det reviderede årsregnskab
- Forelæggelse af budget for det følgende regnskabsår
- Fastsættelse af kontingent
- Valg af medlemmer til bestyrelsen
- Valg af revisor
- Eventuelle forslag fra bestyrelse og medlemmer

- The board of directors' report on the association's activities in the past year
- Submission and approval of the audited annual report
- Presentation of the budget for the following financial year
- Establishment of the membership fees
- Election of members to the board of directors
- Election of auditor
- Any proposals from the board of directors and the members

6.8 Ethvert medlem har ret til at anmode om få et bestemt emne optaget på dagsordenen for den ordinære generalforsamling. Medlemmer skal skriftligt over for bestyrelsen fremsætte krav om optagelse af et bestemt emne på dagsordenen for den ordinære generalforsamling. Frem sættes kravet senest 3 uger før generalforsamlingens afholdelse, har medlemmet ret til at få emnet optaget på dagsordenen.

6.8 Each member is entitled to request a specific item included in the agenda of the annual general meeting. Each member must submit a written request to the board of directors in order to request a specific item included in the agenda of the annual general meeting. If the request is submitted not later than 3 weeks before the annual general meeting, the member will be entitled to have the item included in the agenda.

6.9 Dagsordenen og de fuldstændige forslag samt for den ordinære generalforsamlings vedkommende tillige revideret årsregnskab skal gøres tilgængelige for eftersyn for medlemmerne senest 2 uger før generalforsamlingen.

6.9 The agenda and the complete proposals, and as regards the annual general meeting also the audited annual report, must be made available for the members' inspection not later than 2 weeks before the general meeting.

6.10 Bestyrelsen vælger en dirigent, der leder forhandlingerne og afgør alle spørgsmål vedrørende sagernes behandlingsmåde, stemmeafgivningen m.v.

6.10 The board of directors elects a chairman to be in charge of proceedings and decide all questions regarding the transaction of business, voting, etc.

6.11 Ethvert stemmeberettiget medlem kan forlange, at afstemning skal foregå skriftligt.

6.11 Any member entitled to vote may request that the voting is made in writing.

6.12 Hvert bidragende medlemskab giver én stemme. Dette gælder dog ikke, hvor en fysisk eller juridisk person tilsammen eller hver for sig har bestemmende indflydelse over flere medlemskaber. I sådanne tilfælde haves én stemme på generalforsamlingen uanset antallet af medlemskaber.

6.13 Ved bestemmende indflydelse, jf. pkt. 6.12 forstås ejerskab eller rådighed over stemmerettigheder, således at der direkte eller indirekte ejes mere end 50 pct. af selskabskapitalen, eller rådes over mere end 50 pct. af stemmerne.

6.14 Medlemmerne kan udøve stemmeret ved fuldmægtig, der ikke behøver være medlem. Fuldmagter skal være skriftlige og overgives til bestyrelsen.

6.15 Generalforsamlingen træffer, for så vidt ikke andet er foreskrevet i lovgivningen eller disse vedtægter, afgørelse i ethvert anliggende ved simpel stemmeflerhed.

6.16 Om det på generalforsamlingen passerede, føres en protokol, der underskrives af dirigenten.

6.17 Enhver generalforsamling, der er lovligt indkaldt i henhold til pkt. 6.5 og 6.6, er beslutningsdygtig uanset antallet af repræsenterede medlemmer.

6.18 På en generalforsamling kan, med mindre samtlige medlemmer er repræsenteret og giver samtykke, beslutning kun træffes om de forslag, der har været medtaget i dagsordenen og ændringsforslagene hertil.

6.12 Each contributing member carries one vote. However, this is not applicable where a natural or legal person together or separately has a controlling influence over several memberships. In such cases, one vote is available at the general meeting regardless of the number of memberships.

6.13 Controlling influence according to section 6.12 means ownership or disposal of voting rights, directly or indirectly of more than 50 per cent of the share capital or by more than 50 per cent of the votes.

6.14 The members may vote by instrument of proxy which does not need to be issued to another member. Instruments of proxy must be in writing and handed over to the board of directors.

6.15 All resolutions at the general meetings are passed by a simple majority of votes unless otherwise prescribed by law or these articles of association.

6.16 The business transacted at general meetings must be recorded in a minute book, which will be signed by the chairman of the meeting.

6.17 Any general meetings convened in accordance with section 6.5 and 6.6 are legally competent to transact business irrespective of the number of members present.

6.18 At the general meeting resolutions can only be passed on proposals included in the agenda and the proposed changes thereto unless all members are represented and give their consent in this respect.



## **7. Hæftelse**

7.1 Foreningens medlemmer hæfter ikke økonomisk for foreningens forpligtelser, ligesom medlemmerne ikke har andre økonomiske forpligtelser over for foreningen eller de øvrige medlemmer, bortset fra forpligtelsen til at betale det årlige kontingent.

7.2 Foreningen hæfter kun for sine forpligtelser med den til foreningen til enhver tid tilhørende formue.

## **8. Tegningsregel**

8.1 Foreningen tegnes af bestyrelsesformanden i forening med 1 bestyrelsesmedlem, eller af 3 bestyrelsesmedlemmer i forening, eller af den samlede bestyrelse.

## **9. Regnskabsår og revision**

9.1 Foreningens regnskabsår er kalenderåret.

9.2 Foreningens årsregnskab revideres af en statsautoriseret revisor, der vælges for et år ad gangen på den ordinære generalforsamling.

## **10. Vedtægtsændringer**

10.1 Til vedtagelse af ændringer i vedtægterne kræves, at mindst 3/4 af såvel de afgivne stemmer som af de på generalforsamlingen repræsenterede medlemmer stemmer for forslaget.

## **7. Liability**

7.1 The members of the association are not liable for the association's obligations, nor do the members have any other financial obligations towards the association or the other members, except for the obligation to pay the annual membership fee.

7.2 The association is only liable for its obligations with the assets belonging to the association at all times.

## **8. Power to bind the association**

8.1 The association is bound by the joint signatures of the chairman of the board of directors and 1 member of the board of directors, or by 3 members of the board of directors, or by the full board of directors.

## **9. Financial year and audit**

9.1 The association's financial year coincides with the calendar year.

9.2 The association's annual report is audited by a state-authorized accountant, who is elected for one year by the annual general meeting.

## **10. Amendments to the articles of association**

10.1 To adopt amendments to the articles of association, it is required that at least 3/4 of both the votes cast and of the represented members are in favour of the proposal.

## 11. Opløsning

11.1 Opløsning af foreningen kræver, at forslag herom er anført på dagsordenen, samt at mindst 2/3 af såvel de afgivne stemmer som af de på generalforsamlingen repræsenterede medlemmer stemmer for forslaget.

11.2 Er generalforsamlingen ikke beslutningsdygtig i henhold til pkt. 11.1, skal der indkaldes til en ekstraordinær generalforsamling inden 14 dage og med kortest muligt varsel, hvor forslaget kan vedtages med 2/3 af de på mødet afgivne stemmer. Det skal af indkaldelsen til den ekstraordinære generalforsamling fremgå, at vedtagelse kan ske uden hensyn til antallet af fremmødte/repræsenterede stemmer.

11.3 Den afgangende bestyrelse forestår afviklingen af foreningens anliggender, eventuelt ved en særskilt i dette øjemed antaget likvidator.

11.4 Foreningens formue skal i tilfælde af opløsning tilfalde IALA (International Association of Lighthouse Authorities).

## 11. Dissolution

11.1 Dissolution of the association requires that a proposal to this effect is included in the agenda, and that at least 2/3 of both the votes cast and of the represented members are in favour of the proposal.

11.2 If the general meeting is unable to decide the dissolution pursuant to section 11.1, an extraordinary general meeting must be convened within 14 days and at the shortest possible notice, where the proposal can be adopted by 2/3 of the votes cast at the meeting. The notice convening the extraordinary general meeting must state that adoption of the resolution to dissolve the association may be passed without regard to the number of votes present/votes represented.

11.3 The outgoing board of directors are responsible for the settlement of the association's affairs, if necessary, by appointment of a liquidator for this purpose.

11.4 In the event of dissolution, the association's assets must be assigned to IALA (International Association of Lighthouse Authorities).

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Således vedtaget den 2022 i forbindelse med foreningens stiftelse.

Adopted on 2022 in connection with the formation of the association.