

1. PREAMBLE

The By-Laws for the Danish Business Club in Moscow are made to ensure that every member enjoys the benefits of the Business Club.

All members agree to comply with these By-Laws when they sign up for membership.

1. NAME

The name of this organization is the Danish Business Club in Moscow, hereinafter referred to as DBC.

2. PURPOSE

The purpose of DBC shall be:

- to facilitate business networking and opportunities for Danish businesses and business people working for Danish companies with an interest in the Russian market;
- to promote discussion of economic, business and social issues in Russia among the members;
- to co-operate with other relevant bodies including the Association of European Business (AEB) Club and other national business clubs;
- to approach the Russian authorities on behalf of the members, if requested and deemed necessary/feasible;
- to set up task groups related to specific topics;
- to arrange for a calendar of DBC events including presentations of member companies and talks on topics of current relevance to the members; and
- to enhance social interaction among the members by bringing them together for social and cultural events.

3. MEMBERSHIP

Voting membership in DBC is open to:

- Companies registered in Denmark or branches of Danish legal entities, that have a business interest in The Russian Federation and
- Physical persons of Danish origin or with close family relation to Denmark engaged in business, professional or cultural activities between The Kingdom of Denmark and The Russian Federation

Non voting membership in DBC "Associated Member" is open to:

- ~~Russian or other~~ Companies interested in doing business with Denmark, or with Danish companies operating in Russia.

Honorary membership in DBC is a non voting [personal](#) membership granted by the Board of the DBC.

Privileges of the four types of membership:

- [Corporate member](#) is entitled to 4 (four) votes, and up to 4 persons can attend an event as member.
- [Individual member](#) is entitled to 1 (one) vote.
- [Associated member](#) has no votes but up to 4 persons can attend events as member. Associated members are not entitled to advertise in the DBC News-Letter or on the DBC web-site.
- [Honorary member](#) has no voting right.

The Board may establish additional categories of memberships and consider applications on a case to case basis.

Membership is individual and is non-transferable.

3.1. MEMBERSHIP APPLICATION

Application to DBC for membership shall be made in writing (e-mail is to be considered "in writing") to the Secretary and shall be considered by the Board. Names of new members shall be circulated to the members of DBC. Membership shall commence from the moment the candidate receives a notice of acceptance from the Board and [payment has been received and registered by the treasurer of DBC](#)~~have paid the membership fee~~. The Board has the right to refuse an application on reasonable grounds.

3.2. MEMBERSHIP FEES

Membership starts from the moment the Treasurer has registered the payment of the membership fee. The Membership remains in force for one year, and is automatically prolonged upon timely payment of the annual membership fee.

DBC membership will run concurrent with the calendar year, defined as 1 January through 31 December, thus all membership fees are payable on January 1 of each year. New memberships from July through December shall be adjusted to one half of the membership fee the first year.

The Board decides on the membership fee on a yearly basis, [but subject to AGA approval](#)-

Fees for 201708 will be for,

Individual member: 50 Euro.

Corporate or Associated member: 150 Euro.

Honorary memberships are free.

3.3. TERMINATION OF MEMBERSHIP

A member can terminate the membership with DBC, provided that a written notice has been forwarded to the Secretary 15 days prior to termination. A DBC member may be excluded if it is deemed by the Board as necessary to the welfare or character of DBC, or for any violation of the By Laws of DBC, or when in default of membership or other payment to DBC. Any member in default of payment of membership fee shall be given a 30-days' notice. The Board has the right to publish information on the Members that were expelled from the DBC by sending a notice to its Members.

In case of a termination of Membership, no refund of Membership fees and no compensation shall be paid to the relevant Member.

3.4. RIGHTS AND PRIVILEGES

Members shall receive timely notification of DBC meetings, and other DBC activities.

Member's information shall be placed on the DBC web site provided that the member provides relevant details, logos etc. to the Secretary. Members are responsible to inform the Secretary of any changes.

The Board will plan ordinary monthly meetings (except for the summer period). The meetings are open to members and non-members, ~~for a fee,~~ if invited.

The appointed person(s) under corporate membership, ~~and~~ individual and honorary members can participate in ordinary meetings with no entrance fee, whereas non-members can be charged an entrance fee, the amount of which is decided by the Board.

~~After a decision from the Board can corporate members and individual members also be charged a fee for participating in meetings or events.~~

For other events and meetings participants will be charged a fee determined at the board's discretion.

4. SPONSORSHIPS

DBC accepts sponsorships from both members and non-members.

5. WORKING LANGUAGE

The working language is English, thus all oral and written communication shall be performed in English. If, however, all participants present at a meeting understand Danish, the meeting can be conducted in Danish.

6. NOTICE OF GENERAL ASSEMBLY

The Annual General Assembly shall be held in the first quarter following the end of the accounting year, the date is to be decided on by the Board.

The Annual General Assembly shall be called by no less than 4 weeks' notice. The notice will be forwarded by email to the email addresses given by the members to the Secretary. The members are responsible for informing the Secretary of any changes hereof.

The notice shall include the agenda for the meeting as well as an outline of any proposal submitted. The annual report and accounts shall further be attached to the notice calling the Annual General Assembly. The names of Board member candidates for election shall also be stated in the notice.

Members are entitled to suggest topics to the agenda and candidates for the positions of Board members. The Secretary should be informed of any such suggestions no later than 2 weeks prior to the General Assembly. The Secretary will distribute any revised agenda to the members.

An Extraordinary General Assembly shall be called by no less than 2 weeks' notice. The Board is obliged to call for an extraordinary General Assembly within 7 days after receiving a request in writing to this effect signed by not less than 25% of the members.

7. PROCEEDINGS AT THE GENERAL ASSEMBLY

The agenda for the annual general assembly shall include the following items:

1. The Chairman's report on DBC's activities in the past year.
2. Presentation for adoption of the annual report and accounts, as well as the budget for the current financial year and adoption hereof.
3. Election of Board members and alternate Board members.
4. Election of Auditors.
5. Membership fee for the following calendar year.
6. Any other business.

The Board shall appoint a Moderator to preside over the General Assembly and to decide on all matters concerning the transaction of business, voting procedures as well as the outcome.

The business transacted at the General Assembly shall be recorded in a minute book to be signed by the Moderator.

8. VOTING AT GENERAL ASSEMBLY

Voting privileges are restricted to members only with a total paid up membership. Members are entitled to vote by proxy. 15 members shall constitute a quorum at any duly called assembly.

Every individual member present shall be entitled to 1 (one) vote upon every motion, and every corporate member shall upon every motion be entitled to 4 (four) votes.

All voting shall be by written ballot. The candidates for the Board can cast his/her vote for himself/herself.

In case of a tie, a new election on this motion will take place. In the event of another tie, the Chairman of the Board shall have the casting vote.

Decisions during the General Assemblies shall be made by simple majority of votes unless otherwise prescribed by the By-Laws.

9. BOARD

A Board consisting of between 5-7 members, elected at the Annual General Assembly, shall manage DBC. The Board shall not have more than 1 (one) representative from one company Member, a representative from the Royal Danish Embassy can be a member of the Board if elected.

Board members must be members visiting Moscow frequently in pursuit of business activity of a permanent nature or be residents of Moscow.

The Board members shall be elected for a term of 2 years and are eligible for re-election. The maximum continued term for any Board member is 4 years.

Upon election the Board shall appoint a Chairman, Vice-Chairman, Secretary and Treasurer. The board may appoint such other officers and assistant officers, as they deem best.

Board meetings are to be held on a regular basis and not less than once every second month. The presence of at least 3 Board members constitutes a quorum. Each member has 1(one) vote, the chairman has a casting vote at Board meetings in case of equality of votes.

Notice of Board meetings shall be given at least 3 days prior to the date of the meeting. In the absence of a quorum at any Board meeting, a new time and date for the next meeting shall be decided by board members present.

All Board members shall enforce due observation of the By-Laws and the Board is entitled to decide on any matter, which is not expressly provided for in the By-Laws at its discretion and its decision shall be final.

The Board shall have the right to expel its Board member if he/she is not performing his/her functions in the Board in due manner.

10. AUTHORIZATION

The Board is authorized by the members to express DBC's view on the situation in Russia in general or in relation to a specific event to the Royal Danish Embassy. No corporate or individual member will be mentioned in any such stated opinion, unless it is expressly agreed upon between the Board and the member in question.

11. CHAIRMAN AND VICE CHAIRMAN

The Board appoints the Chairman and the Vice-Chairman for a term of 2 years. The Chairman shall preside at all meetings of DBC, including General Assemblies. The Chairman shall sign all official documents that are adopted, represent DBC to the public, including the media.

The Vice-Chairman shall assume duties of the Chairman in his/her absence.

12. SECRETARY

The Board appoints the Secretary for a term of 2 years.

The Secretary shall perform the following duties:

- inform members of DBC activities, including General Assemblies,
- maintain a list of current members, including keep records containing the name and address of each member and in any case where a membership has been terminated, such fact recorded together with the date on which the membership ceased,
- provide the Treasurer with the list of current members,
- maintain a mailing list of members and non-members having expressed an interest in receiving information on DBC events,
- maintain the list of members posted on DBC's web site,
- handle ~~applikations~~applications for membership,
- draft and keep record of the decisions of the Board,
- draft and keep minutes of the Board meetings,
- draft and keep minutes of General Assemblies, and
- perform such other duties as ordinarily pertain to the office of Secretary.

Upon retirement from office, the Secretary shall turn over to the incoming Secretary all records and any other DBC property.

13. TREASURER

The Board appoints the Treasurer for a term of 2 years.

The Treasurer shall perform the following duties:

- maintain a list of paid and outstanding membership fees and inform the Secretary hereof;
- be in custody of all DBC funds;
- report on DBC finances to members annually and to the Board as requested;
- submit annual report and accounts as of 31 December of each year to the Board and the Auditors no later than 31 March;
- keep the originals of the annual reports and accounts; and
- perform such other duties as ordinarily pertain to the office of Treasurer.

Upon retirement from office, the Treasurer shall turn over to the incoming Treasurer all funds, books of accounts and any other DBC property.

14. ACCOUNTING YEAR AND ANNUAL ACCOUNTS

DBC's accounting year shall run from 1 January to 31 December. The annual report and accounts shall give a true and fair view of DBC's assets, its financial position as well as its profit or loss.

15. AUDITORS

One Auditor and one alternate Auditor are elected at the Annual General Assembly for a term of 2 years. The Auditors shall be eligible for re-election.

The Auditors review and approve the annual report and accounts prior to the Annual General Assembly.

16. AMENDMENT OF BY-LAWS

These By-laws may be amended by a two-thirds majority vote of the total paid up membership in attendance at the General Assembly. Proposals for amendments shall be submitted to the members in writing along with a notice of at least 4 weeks prior to the (extraordinary) General Assembly.

17. DISSOLUTION

In the event it is deemed that DBC shall be dissolved, any remaining assets of DBC upon its dissolution shall be disposed of in accordance with the decision of the General Assembly.