

ARTICLES OF ASSOCIATION

for Odense Robotics Association

CHAPTER 1: THE ASSOCIATION'S FOUNDATION

1. Name, registered address and objects

- 1.1. The association's name is "Odense Robotics Association".
- 1.2. The association's secondary names are "Odense Robotics Aalborg", "Odense Robotics Aarhus", "Odense Robotics København", "Odense Robotics Copenhagen", "Odense Robotics Sønderborg", "Odense Robotics Sønderborg" and "Odense Robotics Drones and Unmanned Systems".
- 1.3. The association's registered address is in Odense Municipality. The association has regional hubs in Aalborg, Aarhus, Copenhagen and Sønderborg, together with the option of continually establishing additional hubs where this is considered appropriate.
- 1.4. The association has achieved status as a national cluster in accordance with the purpose of the Danish Business Promotion Act and shall therefore act within the framework of legislation for state cluster efforts applicable at any time.

2. Purpose

- 2.1. The association is a non-profit association, the purpose of which is to build a bigger and better robot nation, both nationally and internationally. The association shall promote innovation and sustainable development in the robotics, automation, and drone industry.
- 2.2. The association's purpose is carried out by developing a world-class robotic and drone ecosystem, which will contribute, among other things, to growth in the industry's companies through increased revenue and jobs, internationalization, and visibility in relation to investors and talent.
- 2.3. The association may perform related activities which, at the Board of Directors' discretion, are attached to the purpose and include, but are not limited to, entering collaborations with other actors both in Denmark and abroad.

CHAPTER 2: THE ASSOCIATION'S MEMBERS

3. Conditions for admission

- 3.1. Danish and foreign companies, organisations, institutions, associations, public stakeholders, knowledge institutions etc. that promote the association's purpose can be accepted as members of the association. Members must have an active and relevant interest in robotics, automation and drone technologies used in various fields of application. The Board of Directors is tasked with establishing detailed criteria for this.
- 3.2. Requests to join the association are made by enquiring to the association's secretariat. All enquiries must include the applicant's name, CVR (business registration) number, address, telephone number, email address and affiliation with the robotics, automation, and drone industry.

It is the member's responsibility to ensure the secretariat always has the correct and updated membership information.

- 3.3. Before the application can be approved, the chair of the Board of Directors checks that the applicant fulfils the conditions for membership in the association. If the member does not fulfil the conditions for membership, the Board of Directors is empowered to refuse the applicant admission. The Board of Directors can give the secretariat the mandate to approve as well as refuse new members.
- 3.4. The association uses electronic communication in connection with all formal notifications to the members. The association can communicate all notifications via both electronic correspondence (email) and postal delivery as well as via the association's website. It is therefore the member's responsibility to read these notifications etc. where they arrive in the member's inbox as well as to keep up to date via the association's website.

4. Membership categories

- 4.1. The association differentiates between interest group membership and paying membership.
- 4.2. Interest group membership is a free membership that offers the opportunity to participate in the cluster's collaboration projects and open events as well as to receive the cluster's newsletter. Interest group members are not granted any other powers.
- 4.3. The paying membership is divided into different categories, depending on the member's legal basis. Paying members have access to several different offers and activities. Paid membership also entitles the member to attend and vote at the association's general assembly, see sections 8 and 9.

5. Membership fee

- 5.1. Paying members pay an annual membership fee to the association.
- 5.2. The membership fee is determined by the association's CEO/Management after approval by the Board of Directors. The membership fee can be differentiated according to membership type.

6. Withdrawal

- 6.1. Withdrawal from the association must be made in writing to the association's secretariat with a minimum of 6 months' notice before the end of a calendar year.
- 6.2. A member's withdrawal from the association – irrespective of the reason for this, see item 6.1 and section 7 – does not release the paying member from the obligation of paying the membership fee until the end of the ordinary notice period, meaning that the member cannot have their fee refunded, either in whole or in part.

7. Termination and exclusion

- 7.1. A member who is the subject of bankruptcy proceedings or estate processing will cease to be a member from the end of the month during which the bankruptcy or liquidation takes place unless the estate declares itself willing to take over the membership.
- 7.2. The Board of Directors may terminate a membership if the member is in arrears with the payment of fees beyond 90 calendar days or is otherwise in arrears with a corresponding amount for other

mandatory charges to the association. A written reminder must have been sent first, however, and the member must then be given a reasonable period in which to pay the owed amount.

- 7.3. A member who does not respect these articles of association or the legal decisions taken by the general assembly; or who otherwise acts contrary to the association and the business; or whose membership no longer fulfils the conditions for membership, may be excluded from the association.
- 7.4. A previously excluded member can only be reinstated in the association if the matter that has given rise to the exclusion has been resolved in a satisfactory manner and the Board of Directors has approved the reinstatement.

CHAPTER 3: THE ASSOCIATION'S MANAGEMENT

8. General assembly

- 8.1. The general assembly is the association's highest authority in all matters.
- 8.2. The annual general assembly is held every year before the end of the 2nd quarter and is convened electronically by the Board of Directors with a minimum of 3 and no more than 5 weeks' notice for all the association's paying members. The time and place for the meeting shall be indicated in the invitation.
- 8.3. Although every effort shall be made to hold the general assembly physically, it can also be held electronically at the discretion of the Board of Directors. The Board of Directors can also decide, as a supplement to physical attendance, to allow paying members to attend electronically, including to vote electronically, without being physically present.
- 8.4. The general assembly's agenda and the revised annual report are sent electronically to the paying members no later than 7 calendar days before the date of the general assembly.
- 8.5. Every paying member of the association has the right to attend the general assembly through their responsible management or those authorised by the management to act on its behalf, unless the member is in arrears with payment of membership fees or other similar mandatory services to the association.
- 8.6. Proposals from the paying members to be taken up at the general assembly must be submitted in writing to the Board of Directors no later than 10 days before the date of the general assembly.
- 8.7. Paying members who wish to stand for the Board of Directors must, no later than 10 days before the general assembly, notify the board of this, including with information about which board membership category the member belongs to, see the representation requirements listed in item 13.2, nos. a-e.
- 8.8. At minimum, the agenda for the annual general assembly must include the following points:
 1. Election of chairman
 2. The Board of Directors' report on the association's work over the previous year

3. Presentation of the annual report with an audited annual report for approval, including proposals for the use of any profits or covering of losses in accordance with the approved accounts
4. Proposals from the Board of Directors and/or the paying members
5. Election of members of the Board of Directors
6. Election of auditor
7. Any other business

9. Extraordinary general assembly

- 9.1. An extraordinary general assembly shall be convened by the Board of Directors when a majority of the board's members, over half of the association's paying members or the auditor, in writing, requests this, including an indication of which proposals are wished to be considered. The extraordinary general assembly shall be held no later than one month after the Board of Director's receipt of the written request for this.
- 9.2. Notice of the extraordinary general assembly shall be given a minimum of 10 days before and be accompanied by an agenda and an indication of the time and place for the meeting.
- 9.3. The extraordinary general assembly is otherwise held according to the same principles as the ordinary general assembly regarding the option to hold it electronically (see item 8.3), right to attend (see item 8.5), rules for chairperson and record-keeping (see section 10) and voting rules (see section 11).

10. Chairperson and protocol

- 10.1. The general assembly elects a chairperson, who leads the deliberations and decides any questions regarding the proceedings and voting.
- 10.2. Minutes are kept of the deliberations at the general assembly, which are signed by the chairperson.

11. Voting rules

- 11.1. The general assembly always has a quorum with the present and represented paying members, regardless of number, unless however decisions are being made which, according to these articles of association, dictate otherwise, see section 12.
- 11.2. All decisions at the general assembly are adopted by simple majority, unless, however, these are decisions which, according to these articles of association, dictate otherwise, see section 12.
- 11.3. Each voting member has one vote at the general assembly.
- 11.4. All approved and paying members in accordance with section 3 are entitled to vote, assuming they have paid all due membership fees one month before the general assembly at the latest, and provided they are not otherwise in arrears by a corresponding amount for other mandatory charges to the association.
- 11.5. A paying member can vote by written proxy to another paying member or the Board of Directors.
- 11.6. The chairperson decides whether a vote must be done in writing, including electronically.

12. Voting rules for proposals with qualified adoption requirements

- 12.1. For changes to these articles of association to be adopted, or in the event of a decision to dissolve the association (see chapter 6), it is required that at least 2/3 of all members with voting rights are represented at the general assembly, and that the proposal achieves at least a 2/3 majority of the votes cast.
- 12.2. Should one or both requirements specified in item 12.1 not be fulfilled, the Board of Directors must arrange for a new extraordinary general assembly to be called.
- 12.3. At an extraordinary general assembly, the proposal with the qualified adoption requirements can then be voted in if it is supported by a majority of 2/3 of the represented members.

13. The Board of Directors

- 13.1. The association is managed by a board of directors consisting of 11 members.
- 13.2. The board's composition must strive to always reflect the following representation requirements:
- a. One chairman representative from a 'lighthouse' among the cluster's business target groups
 - b. Four representatives appointed by and from the circle of knowledge institutions in the state cluster efforts.
 - c. Four company representatives, who represent the cluster's business target groups, including:
 - Technology: Robots, automation, and drones
 - Size/maturity: Entrepreneurs and SMEs
 - Geography: North/Central/South Jutland, Funen, Copenhagen/Zealand
 - d. One representative appointed by and from one of the nine municipalities on Funen.
 - e. One investor
- 13.3. Members from knowledge institutions and the Funen municipalities who are elected/appointed to the Board of Directors serve for 4 years at a time, while the elected company members and investors serve for 2 years at a time. All board members may be re-elected.
Three company representatives elect in even years and the remaining two elects in odd years. The representative appointed by and from one of the municipalities on Funen elects in even years, while the investor elects in odd year.
- 13.4. All people who represent a paying member at senior management or executive level can be elected to the Board of Directors. If a board member no longer represents a paying member of the association or the circle from where the member is appointed, the board position ceases from this point onwards.
- 13.5. Should a board member step down and has the board member been elected to represent a knowledge institution or one of the Funen municipalities, the organisation in question may appoint a new member for the remaining service period. Should one of the other board members step down, a new member must be selected by election for any remainder of the service period at the next ordinary general assembly.

14. Chairmanship

- 14.1. The Board of Director elects a chairman each year at a constituent board meeting immediately after the ordinary general assembly. Every effort must be made to elect a chairman who represents a ‘lighthouse’ company from among the cluster’s business target groups (see item 13.2, nos. a and c).
- 14.2. The Board of Directors also elects a deputy chairman from among the board’s other members who can step in for the chairman when the chairman is absent. Every effort must be made to elect a deputy chairman who represents a ‘lighthouse’ company from among the cluster’s business target groups (see item 13.2, no. c).

15. The board’s tasks, meetings and decisions

- 15.1. The Board of Directors takes care of the overall and strategic management of the association. The Board of Directors makes binding decisions on all the association’s affairs, with consideration and respect for the instructions of the general assembly.
- 15.2. Detailed provisions on the performance of the board’s duties are provided in the board’s rules of procedure.
- 15.3. The Board of Directors holds 3-4 meetings annually, or otherwise when at least half of the board’s members require it. Invitations to the board meetings are sent in writing to all board members, generally with a minimum of 14 days’ notice. The invitation shall be accompanied by an agenda. Board meetings can be held physically, electronically, or as written meetings at the chairman’s discretion.
- 15.4. A board meeting has a quorum when at least half of the board members are represented. Each board member has one vote, and voting by proxy is not permitted. The board of directors makes decisions by simple majority. In the event of a tie, the chairman shall have the casting vote.
- 15.5. Minutes are kept of the deliberations of the board. The minutes are signed by all board members who are present at the meeting. A board member who does not agree with the decision of the board has the right to have their views recorded in the minutes.
- 15.6. The board position is unpaid. The association can choose to cover the Board of Directors’ direct and reasonable expenses in connection with the position.
- 15.7. Liability insurance is taken out for the Board of Directors at the association’s expense.

16. The Executive Board

- 16.1. At all times, the association shall have an executive board consisting of the chairman, deputy chairman, and an appropriate number of other board members and relevant representatives from the management.
- 16.2. The Executive Board is tasked with preparing and holding board meetings and taking on the necessary and regular sparring with and monitoring of the association’s management, secretariat, and financial management, including the financial basis for the association’s equity.

17. Other committees with reference to the Board of Directors

- 17.1. The Board of Directors can establish committees with board representation and potentially external representation and assign them a specific purpose, including, but not limited to, supporting the association's strategic development, activities, and work, which has been assessed by the board or general assembly as needed.
- 17.2. The Board of Directors determines the committees' tasks, expertise, and composition, and lays down guidelines for the work of the committees.
- 17.3. Participation in committee work does not create a remuneration obligation. The association can choose to cover the committee members' direct and reasonable expenses associated with the committee work.

CHAPTER 4: THE MANAGEMENT AND SECRETARIAT OF THE ASSOCIATION

18. The management and secretariat

- 18.1. The Board of Directors appoints a CEO/management to take care of the daily operations and administration of the association based on the board's instructions. The CEO refers to the board chairman daily.
- 18.2. The CEO has the responsibility and expertise in accordance with their employment contract and the tripartite management structure established in the articles of association.
- 18.3. A secretariat is also established, with relevant hubs to take care of the association's activities. The management has the daily overall responsibility for running the secretariat. A detailed description of this is determined jointly by the Board of Directors and the CEO.

CHAPTER 5: FINANCIAL MANAGEMENT OF THE ASSOCIATION

19. Accounts and auditing

- 19.1. The association's financial year runs from 1 January until 31 December.
- 19.2. The Board of Directors must ensure that the association's bookkeeping and presentation of accounts are done in a manner considered satisfactory according to the association's circumstances and always carried out in compliance with relevant legislative requirements. Additionally, asset management should generally be carried out in a satisfactory manner."
- 19.3. Auditing of the association's accounts shall be carried out by the auditor elected at the ordinary general assembly.
- 19.4. The accounts are signed jointly by the auditor and the Board of Directors.

20. Powers to bind

- 20.1. The association shall be bound by the entire Board of Directors, jointly by the board's chairman and CEO, or jointly by the board's chairman and two other board members.

20.2. The Board of Directors can grant powers of procuration to the CEO and/or serving members of the executive committee at any time in both general and individual cases.

21. Liability

21.1. The association is liable for its commitments only with the association's assets.

21.2. Neither the associations nor the Board of Directors' members are personally liable for the association's outstanding commitments.

CHAPTER 6: DISSOLUTION OF THE ASSOCIATION

22. Dissolution of the association

22.1. A decision on the dissolution of the association shall be taken at the general assembly in accordance with the rules in section 12 of the articles of association.

22.2. Upon dissolution, any net assets of the association are distributed in accordance with the association's purpose at the discretion of the board members.

CHAPTER 8: THE ARTICLES OF ASSOCIATION'S ENTRY INTO FORCE

23. Entry into force

23.1. The articles of association enter into force upon the establishment of the association.

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Thus, adopted at the General Assembly on 24 May 2023.