



NORDIC MARINE THINK TANK

STATUTES

Nordic Marine Think Tank

Unauthorized translation

1 NAME AND RESIDENCE OF THE ASSOCIATION

- 1.1 The name of the Association is Nordic Marine Think Tank, NMTT.
- 1.2 The Association is based in Copenhagen, Denmark.

2 THE AIM OF THE ASSOCIATION

- 2.1 The overall aim of the Association is to improve the marine environment. The Association works to achieve clean and healthy seas and to pass them on in good condition to future generations.
- 2.2 The specific aim of the Association is to strengthen, promote and support a positive environmental development primarily in the Nordic seas. The Association endeavours to improve the healthy state of the sea, to regenerate biodiversity in the marine environment and to rebuild the functions of the ecosystem. The Association also seeks to ensure that the human impact on the seas takes place in a way that, to the extent possible, supports a positive development of the environment.
- 2.3 The aims of the Association will be achieved through general information, including participation in public debate, publication of articles, participation in conferences etc., influencing legislation, for example replying to hearings, and supporting projects that fall under the aims of the Association, see point 2.1.
- 2.4 The activities of the Association will in all aspects be based on relevant and well-founded science.
- 2.5 The Association is in all aspects independent of special interests, including public authorities, industry, private institutions and political parties.

3 MEMBERSHIP

- 3.1 Any physical person with a relation to the Nordic countries who wishes to support the aims of the Association, mentioned under point 2, can be admitted as member. The Board may admit others who have a special connection to the aims of the Association.
- 3.2 Membership is granted by writing to the Board. Membership is valid only after the member has paid the membership fee, see point 3.4.
- 3.3 The Board keeps a list of name, address, and other contact information of the members. It is up to the members to ensure that the Board has received the information.

- 3.4 The Association members pay an annual fee no later than a month before the General Assembly. New members pay their fee when admitted. The amount of the fee is decided at the ordinary General Assembly meeting.

4 WITHDRAWAL AND EXCLUSION

- 4.1 Withdrawal from the Association must be communicated in writing to the Board and takes effect when received by the Board. If withdrawal happens during the membership period covered by the membership fee, any outstanding amount is not reimbursed.
- 4.2 If a member fails to pay the annual fee, the Board will send a written reminder to that member. If the payment in question is not paid **within 14 days** after receiving the written reminder, the Board is entitled to terminate the membership in writing. Withdrawal will be effective from the moment the Board sent the message concerning termination of the membership.
- 4.3 The Board is entitled to give written notice terminating membership if justified by special circumstances, including if a member continually fails to fulfil the membership conditions set out in paragraph 3.1 or has worked significantly against the purpose of the Association (“Exclusion”).
- 4.3.1 A member who has been excluded may demand to have the Exclusion considered by the General Assembly on condition that a written request is sent to the Chair of the Association at the latest 14 days after the member has received the notice of Exclusion.
- 4.3.2 Consideration of the Exclusion must be put on the agenda of the General Assembly, and the excluded member will have access without the right to vote, but with the right to speak. An excluded member may only be re-admitted upon decision by the General Assembly. The decision to re-admit the member is taken by ordinary majority, see paragraph 5.4.

5 GENERAL ASSEMBLY

- 5.1 The General Assembly is the highest authority of the Association.
- 5.2 The Ordinary General Assembly is held once a year before the end of December and is called with at least one month’s notice indicating time and venue of the General Assembly and an agenda showing which topics will be dealt with by the General Assembly. Members can participate in the General Assembly by way of electronic technology by prior agreement with the secretariat. Electronic participation counts as physical presence.
- 5.3 The members of the Association have the right to have a specific topic dealt with at the ordinary General Assembly. In order for the proposal to be dealt with at the General Assembly it must be forwarded to the Board no later than 14 days before the General Assembly meeting. If the request is forwarded later than 14 days before the General Assembly meeting the Board will decide if the topic can be included on the agenda.

- 5.4 The General Assembly has a quorum when at least 10 members are present or have submitted a mandate. If agreement cannot be reached, all issues will be settled by simple majority. In the case of equal distribution of votes a proposal is rejected. However, this provision (point 5.4.) does not apply in those cases where the Statutes set out other conditions requiring a quorum or majority of votes.
- 5.5 An Extraordinary General Assembly is convened within 3 weeks following a request by the entire Board or by $\frac{1}{3}$ of the members. An Extraordinary General Assembly is called with at least one week's notice and with the attachment of the final agenda. Decisions that are reached at the Extraordinary General Assembly are only valid if at least $\frac{3}{4}$ of members are represented at the General Assembly.
- 5.6 The members of the Association have the right to meet at the General Assembly by proxy. A mandate to a given General Assembly meeting must contain the name and address of the person given the mandate and of the person who transfers his/her right to vote. The Board must receive the mandate within 3 days before the meeting of the General Assembly by post or by e-mail.
- 5.7 Voting will be carried out in writing if at least one of the represented members requires it. Members who participate via electronic equipment can vote by e-mail.
- 5.8 Each member has one vote at the General Assembly.
- 5.9 The agenda of the General Assembly will include:
- (1) Election of moderator and rapporteur
 - (2) Adoption of the agenda and possible mandates
 - (3) The report from the chair of the Board
 - (4) Presentation of annual accounts for adoption
 - (5) Presentation of the Board's work plan concerning activities planned for the upcoming year
 - (6) Presentation of the Board's proposed budget for the coming financial year, including the level of the membership fees, for adoption
 - (7) Proposals submitted
 - (8) Election of the Board
 - (9) Any other business

6 THE BOARD

- 6.1 The Association is led by a Board of 8 members.
- 6.2 The Board is elected by the General Assembly for two years, with four places elected on uneven years and four places elected on even years. The

election takes place by casting votes for the members who have expressed the wish to be elected to the Board. Efforts must be made to ensure that the members of the Board are widely representative in terms of geography, age, experience and gender.

- 6.3 The Board meets immediately after the end of the ordinary meeting of the Association and appoints among the members of the Board its chair, vice chair and one or more persons to be in charge of the secretarial functions. The Board may appoint other members of the Association to be part of the secretariat.
- 6.4 The Board is in charge of the daily management of the Association and is responsible for the Association's finances, including drafting the annual budget of the Association and the establishment of the annual activities for submission to the ordinary General Assembly.
- 6.5 The Board will regularly ensure that i) the Association is managed in accordance with its aims, ii) that the adopted budget is respected and iii) that the planned activities are implemented.
- 6.6 The Board may – where useful - set up committees to take care of recurrent or single tasks, including defining the powers of the committees. Elections to such committees are held among all members of the Association.
- 6.7 The Board has a quorum when the majority of its members are present. When voting the decision is settled by simple majority. In the case of equal votes, the chair has the deciding vote.
- 6.8 The Board meets in principle once every three months or when the chair of the Board or at least five members of the Board consider it necessary. The chair convenes the Board meetings. The convocation has to be in writing setting out the agenda for the meeting with at least one week's notice.
- 6.9 The chair ensures that the records are kept and that they include the minutes of the discussions on the decisions taken. At the subsequent Board meeting, the minutes are approved by the members of the Board.
- 6.10 The chair may at any time decide that a decision of substantial significance for the Association must be submitted to the General Assembly for approval.
- 6.11 The members work on a voluntary basis for the Association.

7 THE USE OF THE ASSOCIATION'S RESOURCES

- 7.1 The income of the Association shall after consideration by the Board be used to fulfill its aims, according to point 2 or be set aside for later.
- 7.2 The members of the Association have no right to any part of the assets of the Association.

8 AUTHORITY

- 8.1 The Association is represented by the chair of the Board or by the vice chair, together with at least one other Board member or member of the secretariat.

9 LIABILITY

- 9.1 The Association is liable for its obligations only to the extent of its assets at any point of time. The members of the Association are not responsible for the actions or obligations of any kind engaged by the Association.

10 FUNDING AND ACCOUNTS

- 10.1 The activities of the Association are financed by the members' membership payments, project grants, other support initiatives and by any additional voluntary contributions.
- 10.2 Donors who make contributions cannot decide on the activities of the Association or influence the statements or positions of the Association. The Association thus operates completely independently of financial and political interests.
- 10.3 The accounts of the Association follow the calendar year.

11 AMENDMENTS OF THE STATUTES

- 11.1 The decision to amend the statutes is taken by the General Assembly and requires that the proposal is adopted by a 2/3 majority of the members present, see, however, point 11.2.
- 11.2 The decision to amend point 12.1 requires a quorum and majority corresponding to adoption of the decision to dissolve the Association, see also point 12.1.

12 DISSOLUTION OF THE ASSOCIATION

- 12.1 The decision to dissolve the Association is taken by the General Assembly and requires *both* that at least 3/4 of the Association's registered members are present at the General Assembly *and* that the decision is approved by a 2/3 majority among the members present.
- 12.2 If 3/4 of members are not present at the General Assembly, but the proposal is approved by a 2/3 majority among the members present, a new General Assembly shall be called where the proposal can be approved by a 2/3 majority among the members present, regardless of the number of members present at the General Assembly.
- 12.3 In the case of dissolution, any assets of the Association will be sold to the highest bidder, and to the extent that on the dissolution of the Association and after meeting all obligations, there are still means, these will as a result of the decision to dissolve the Association, be used for aims covered by

point 2. Any surplus is given to other exclusively non-profit organisations which are dedicated to improving the marine environment or maintaining and improving nature and environment.

These statutes were adopted at the Association's Annual General Assembly Meeting on October 8th 2019.