

## NORDIC MARINE THINK TANK - 2019.

### 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 resident in Copenhagen, Denmark.

### 2. The tasks of the Association

2.1. The overall task/purpose of the Association is to improve the marine environment. The objective of the Association is to achieve clean and healthy seas and pass them on in good conditions for the coming generations.

2.2. The purpose of the Association is particularly to strengthen, promote and support a positive environmental development essentially in the Nordic seas. The Association endeavours to improve the healthy state of the sea, to regenerate biodiversity in the marine environment and reestablish the functions of the ecosystem. Furthermore the Association seeks to ensure that the human impact on the seas, supports in the widest possible way a positive environmental influence.

2.3. The purpose of the Association will be sought realised among others through general dissemination including participation in the public debate, publication of articles, attendance of conferences, influencing legislation among others through expression of consultation, and by support to projects that belong to the area of interest 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 scientific basis

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 relations to the Nordic countries who wishes to support the purposes of the Association, mentioned under point 2, can be admitted as member. The Board may admit others who have special connections to the purposes of the Association.

3.2. Admission is granted in writing to the Board. Membership is valid only after the member has paid the dues, see point 3.4.

3.3. The Board keeps a list of the members' name, address, and other contact information. It is up to the members to ensure that the Board has received the information.

3.4. The Association members pay an annual fee not later than a month before the General Assembly. New members pay their dues when admitted. The amount to be paid in dues is decided at the ordinary General Assembly meeting.

#### **4. Withdrawal and Exclusion**

4.1. Withdrawal from the Association has to be communicated in writing to the Board and is effective when received by the Board. If withdrawal happens during the membership period covered by the membership dues these are not reimbursed neither in total nor partially.

4.2. If a member fails to pay the annual dues 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 by written notice. The withdrawal will thence be effective from the moment the Board sent the message concerning the termination of the membership.

4.3. The Board is entitled to give written notice on terminating a membership if justified by special circumstances, amongst others if a member continually fails to fulfil the membership conditions set out in paragraph 3.1 or otherwise in a strong manner has worked against the purpose of the Association ("Exclusion").

4.3.1. A member who has been excluded may demand to have the exclusion tried 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. The trial of the Exclusion shall be listed on the agenda of the General Assembly, and the excluded member will have access without the right of vote but with the right to speak. An excluded member may only be adopted upon decision by the General Assembly. The decision to re-adopt the member is taken with 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 the month 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 previous 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 discussed 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 it will be up to the Board if the topic shall be listed on the agenda.

- 5.4. The General Assembly has a quorum when at least 10 members are present or have submitted a power of attorney. If agreement cannot be reached all issues will be settled by simple majority. In the case of equality of votes the proposal is rejected. This provision (art. 5.4.), however, is not applied in those cases where the Statutes set out other conditions for quorum and majority of votes.
- 5.5. Extraordinary General Assembly is convened within 3 weeks following request by the entire Board or by  $\frac{1}{3}$  of the members. Extraordinary General Assembly is convoked with at least one week's notice and with attachment of the final agenda. Decisions that have been 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. Power of Attorney to a given General Assembly meeting must contain name and address of the attorney and of the person who transfers his/her right to vote. The Board must receive the power of attorney within 3 days before the meeting of the General Assembly either by post or by e-mail.
- 5.7. Voting will be done in writing if at least one of the represented members requires so. 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 eventual attorneys
  - (3) The report of the president of the Board
  - (4) Presentation of annual accounts for adoption
  - (5) Presentation of the Board's working plan concerning activities planned for execution during the upcoming year
  - (6) Presentation of the Board's proposal for a budget for the coming financial year, including the level of the annual dues, for adoption
  - (7) Submitted proposals
  - (8) Board election
  - (9) AoB

## 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 shall 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 convenes immediately after the end of the ordinary meeting of the Association and appoints among the members of the Board its Chair, deputy Chair and one or more persons to be in charge of the secretarial functions. The Board may appoint other members of the Board 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 economy, 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 see to that i) the Association is managed in accordance with its purpose, ii) that the established budget is respected and iii) that the planned activities are implemented.

6.6. The Board may - to the extent that it is considered useful - set up committees to take care of recurrent or single tasks, defining the operational framework of these. Elections for such committees are held among all members of the Association.

6.7. The Board has quorum when the majority of its members are present. In the case of voting the decision is settled by simple majority. In the case of equal votes the Chair settles the result.

6.8. The Board meets in principle once a quarter or when the Board Chair or at least five members 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 sees to that the records are kept including the minutes of the talks held before decisions taken.

6.10. The Chair may at any time decide that a decision of substantial significance for the Association has to be submitted to the General Assembly for approval.

6.11. Members work free of charge for the Association.

## **7. Use of the Association's means**

7.1. The Income of the Association shall on Assessment by the Board be used to fulfil its purpose, according to point 2 or be set aside for later fulfilment of the purpose.

7.2. Members of the Association have no rights to any part of the the assets of the Association.

## **8. Signing rules**

8.1. The Association is represented by the Board Chair or by the Deputy Chair jointly 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 in time. The members of the Association are not responsible, neither personally, for the actions or obligations of any kind engaged by the Association.

## **10. Funding and accounts**

10.1. The activity of the Association is financed by the members' payments of dues, project-grants, other support-initiatives and generally voluntary contributions.

10.2. Donors of 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 economical and political interests.

10.3. The accounts of the Association follow the calendar year.

## **11. Amendment of the statutes**

11.1. The decision to amend the statutes is taken by the General Assembly and requires that the proposal is approved by a  $\frac{2}{3}$  majority of the members present, see, however, point 11.2.

11.2. The decision to amend point 12.1 requires quorum and majority corresponding to approval of 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 *partly* that at least  $\frac{3}{4}$  of the Association's registered members are present at the General Assembly and *partly* that the decision is approved by  $\frac{2}{3}$  majority among the members present.

12.2. If there are not the required  $\frac{3}{4}$  of members at the General Assembly, but the proposal is approved by  $\frac{2}{3}$  majority among the members present, a new General Assembly will be called where the proposal can be approved by  $\frac{2}{3}$  majority among the members present regardless the number of members present at the General Assembly.

12.3. In the event of dissolution the eventual assets of the Association will be sold to the highest bidder, and to the extent that at the cessation of the Association and after the settlement of all obligations, still are means, these will in direct coincidence with the decision of cessation be used for purposes covered by point 2. Eventual surplus of goods is assigned at this point to other exclusively non-profit organisations, which are dedicated to improving the marine environment or subsidiarily are dedicated to the overall maintenance and improvement of nature and environment.

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