

Bylaws

This is a translation of the bylaws in effect originally in Danish. In case of any disputes or discrepancies, the Danish version is the binding version

§1 Name and Location.

Stk.1. The name of the association is Women4Cyber Denmark, abbreviated W4C DK

Stk.2. The association is located in the Municipality of Copenhagen

Stk.3. The association is a member of/subsidiary of the European non-profit foundation Women4Cyber

§2 Purpose.

Stk.1. The purpose of the association is to actively contribute to increasing equal gender representation in education and the industry within or relating to cyber security through information and advisory activities.

§3 Membership

Stk.1. Anyone with the desire and will to actively engage with the association and work towards the association's purpose can become a member.

Stk.2. Enrolment is initiated through the association's web page. The membership is not considered valid until the member has paid the membership fee.

Stk.3. Termination of membership must be performed in writing to a member of the Board, with effect at the end of a quarter.

Stk.4. The members pay a membership fee established by the General Assembly. The fee is paid prior to each quarter.

§4 The General Assembly

Stk.1. The General Assembly is the highest authority of the association

Stk.2. The ordinary General Assembly is conducted annually before the end of May and the General Assembly will be summoned with at least three weeks lead time by letter to the members, including the agenda.

Stk.3. To be in attendance- and voting entitled, members must have settled any outstanding fees at least a week before. It is not possible to vote by proxy.

Stk.4. The agenda for the ordinary General Assembly must, at least, contain the following topics:

1. Election of vote counters
2. Election of the conductor
3. Chairman's report
4. Financial report
5. Processing of submitted proposals
6. Determination of membership fee(s)
7. Approval of the budget
8. Election of 4-6 board members and up to 2 suppleants

9. Election of Cashier
10. Any other business

Stk.5. Proposals for General Assembly decision, must be submitted to the Board no later than 8 days before the assembly. Proposals to modify the bylaws, must be submitted to the Board no later than 3 months before the end of the month of the ordinary assembly.

Stk.6. The General Assembly must be led by a conductor, whom cannot be a member of the board.

Stk.7. The General Assembly makes decision by a simple majority (one more than half of the valid votes submitted) and by show of hand. However, if at least one participant requests so, voting is done in writing. With personal elections, where there are more candidates than open positions, the voting is always in writing. For such elections, the rule of simple majority is used.

§5 Extraordinary General Assembly

Stk.1. An extraordinary General Assembly can be conducted when the board finds it necessary and must be conducted when at least 1/3 of the members submits a founded request in writing to do so, to the Chairman. In such cases, the General Assembly must be conducted no later than 4 weeks after it has been brought to the attention of the Chairman.

Stk.2. The summoning of the extraordinary General Assembly must be done no later than 2 weeks prior.

§6 Daily operations of the association

Stk.1. Daily management of the association consists of the Board which, besides the Chairman, includes the Deputy Chairman, the Cashier and minimum 1, maximum 3 members as well as up to 2 alternates. The Board is elected by the general assembly for a 2 year period, with rolling elections for half the board, such that each year are elected 2-4 members/alternates. It must be an aspiration that every other year the election of the Chairman and its deputy, as well as the two alternates is displaced one year apart to avoid electing these pairs on the same General Assembly.

Stk.2. The Board manages the association in agreement with the present bylaws and the decisions of the General Assembly.

Stk.3. No later than 14 days after an election, the Board must constitute itself, where the Board by and within its members elects the Chairman, Deputy Chairman, Cashier and Secretary.

Stk.4. The Board determines its own mode of operation. It can establish sub-committees and working groups to handle defined tasks.

Stk.5. The Chairman – and in the absence thereof, the Deputy Chairman – summons and leads the board meetings. The summoning is done in writing, including the agenda, whenever the Chairman deems it necessary or if at least three members of the Board requests it from the Chairman. In such cases, the meeting must be conducted no later than 2 weeks after the request has been made to the Chairman.

§7 Economy, financials and revision

Stk.1. The association's fiscal year is aligned to the calendar year

Stk.2. The Board is accountable to the General Assembly for the budget and financial reporting

Stk.3. The financials and reporting is the responsibility of the Cashier whom also keeps the membership register

Stk.4. The financial accounting is revised by the accountants elected on the general assembly

§8 Authority of signing and liability

Stk.1. The association is signed for externally by the Chairman and at least one other member of the board. In the case of obtaining a loan or sale/pawning of real estate the collective Board must sign.

Stk.2. There is no personal liability for any commitments made towards the association

§9 Changes to the bylaws

Stk.1. These bylaws can only be changed with 2/3 majority on a general assembly where the proposal to change is part of the announced agenda.

Stk.2. Changes to bylaws are effective from the general assembly to which they were decided on.

§10 Dissolving

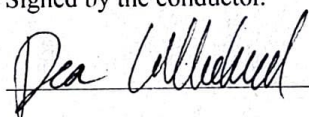
Stk.1. Dissolving the association can only be achieved with 2/3 majority on two consecutive General Assemblies, where at least one must be ordinary.

Stk.2. In case of the association being dissolved, any residual funds must be utilised in agreement with the purposes established in §2 or for general, non-profit purposes. The decision on how to concretely apply the funds is taken by the dissolving general assembly

§11 Date

Stk.1. Thusly decided on the associations founding general assembly the 23.05.2023 and subsequently changed on the ordinary/extraordinary general assembly of _____. _____. 20__

Signed by the conductor.

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