

STATUTES OF THE ASSOCIATION RI. LOGISTICA

1. Name

- 1.1 The name of the association is "RI. Logistica" (the "Association"). The Association may also operate under the names "RI. Logistica" or "the association RI. Logistica".

2. Residence

- 2.1 The Association is domiciled in the municipality of Copenhagen.

3. Aim, vision and objectives

- 3.1 The Association is a non-profit association.
- 3.2 The principal aim of the Association is to help and support research infrastructures with optimised logistics so they can focus on their core business of providing scientific results.
- 3.3 The principal vision of the Association is to be a "hands-on" association creating significant value for its members.
- 3.4 The Association's main activities are to provide tools, infrastructure, and standards in support of research infrastructures worldwide by:
- 3.4.1 Project management and coordination
 - 3.4.2 Member to member communication and networking
 - 3.4.3 Aggregation of relevant information on specific logistics services.
 - 3.4.4 Collaboration with external interest groups and stakeholders
 - 3.4.5 Activities creating and increasing awareness
 - 3.4.6 Act as a focal point towards authorities striving to simplify RI supply chain in regards to customs, handling and shipping

3.5 The work and activities of the Association is (besides membership fees) also to be co-financed by external subsidy funds, sponsorships and funds from EU framework programmes.

4. Membership

4.1 Membership shall be available to the following types of members:

4.1.1 Ordinary Members

4.1.1.1 As an Ordinary Member, the following are accepted; companies, foundations, educational and other public institutions, the Regions, municipalities, etc. if they wish to engage in the activities of the Association.

4.2 Supporting Members

4.2.1.1 As a Supporting Member, the following are accepted; private persons, including PhD students, if they wish to engage in the activities of the Association.

4.3 The Board of Directors shall decide whether the conditions for membership are fulfilled.

4.4 The Board of Directors may expel a member if the member breaches the statutes or the ethical code of conduct of the Association or if the Member does not pay a membership fee. Exclusion under this provision requires unanimous board decision. Such decision can be appealed at the next general meeting.

4.5 Termination of a membership by a member may take place **(i)** with a full three months' written notice to the Association's secretary, or **(ii)** effective at the due date of the increased fee, if the Association increases the membership fee with more than 20 %.

4.6 Members are not liable for the Association's obligations.

5. General meetings

5.1 General rules

5.1.1 The highest authority of the Association is the general meeting. The general meeting shall elect the Board of Directors.

- 5.1.2 All general meetings shall be held:
 - 5.1.2.1 in a place decided by the Board of Directors, and/or
 - 5.1.2.2 by way of electronic equipment if it is duly ensured that the general meeting is conducted and completed in an adequate and responsible way, including that the members may participate, speak and vote, e.g. via Teams or Zoom. The practical guidance and instructions for such electronic general meetings will be stated on the Associations website.
- 5.1.3 The ordinary general meeting shall be held each year before the end of May.
- 5.1.4 General meetings shall be convened, - together with information about the agenda, by the chairman of the Board of Directors or two members of the Board of Directors together, with at least two weeks' notice and a maximum of four weeks' notice by;
 - 5.1.4.1 e-mail to the e-mail address provided by each member, and
 - 5.1.4.2 on the Associations website.
- 5.1.5 The notice, cf. clause 5.1.4 shall state the time and place for the general meeting and if an amendment of the Associations statutes is proposed, the main content of the proposal shall be stated in the notice.
- 5.1.6 Proposals from the members to be included on the agenda of the general meetings shall be received by the Chairman of the Board of Directors at least one week after receiving the notification in clause 5.1.4.
- 5.1.7 Extraordinary general meetings shall be convened by the Board of Directors if the Associations auditor or 1/10 of the Associations members has demanded it. Such extraordinary meeting shall be held at the latest one month after the demand has been send to the Board of Directors.
- 5.2 Agenda for the ordinary general meetings
 - 5.2.1 The agenda for the ordinary general meetings shall at least include the following:
 - 5.2.1.1 The Board of Directors election of the meetings chairperson
 - 5.2.1.2 Election of the meetings minute taker

- 5.2.1.3 Report from the Chairman of the Board of Directors
- 5.2.1.4 Reports from committees regarding projects, if any, by their relevant chairpersons
- 5.2.1.5 Consideration of proposals received duly from members
- 5.2.1.6 Presentation and approval of the audited accounts
- 5.2.1.7 Presentation of budget
- 5.2.1.8 Decision on membership fees
- 5.2.1.9 Election of the Board of Directors, cf. clause 6
- 5.2.1.10 Election of the Association's auditor
- 5.2.1.11 Other proposals.
- 5.3 Agenda for extraordinary general meetings
 - 5.3.1 The agenda for the extraordinary general meetings shall at least include the following:
 - 5.3.1.1 The Board of Directors election of the meetings chairperson
 - 5.3.1.2 Election of the meetings minute taker
 - 5.3.1.3 Consideration of the proposal which has caused the extraordinary general meeting
 - 5.3.1.4 Other Proposals
- 5.4 All members of the Association have the right to demand that a specific proposal is on the agenda on a general meeting, but only if the proposal in due time and in writing is send to the chairman of the Board of Directors so that the proposal can be added to the agenda.
- 5.5 Voting rights and other resolutions
 - 5.5.1 Ordinary Members have one vote each, if duly registered as a member of the Association.

- 5.5.2 Supporting members are not entitled to vote.
- 5.5.3 All decisions on general meetings, shall be passed by a simple majority of votes, except for decisions regarding amendment of the Associations statutes, which only can be resolved if **(i)** 2/3 of the members entitled to vote, and **(ii)** 2/3 of the Board of Directors, votes in favor of the proposal to change the statutes.
- 5.5.4 A report of the general meeting shall be recorded in the Associations minutes of proceedings to be signed by the chairperson of the meeting.
- 5.5.5 The general meeting is competent to transact business regardless how many members that are represented at the general meeting.
- 5.5.6 All members can be represented by a senior employee or authorize a representative, who may vote on behalf of the member pursuant to a written and dated Power of Attorney given for no more than one year.

6. The Board of Directors

- 6.1 The Board of Directors shall lead the activities of the Association between general meetings and shall be responsible to the general meeting.
- 6.2 The Board is responsible for the overall and strategic management of the Association's business, including risk management and internal controls. The Board of Directors consists of the board members elected at the general meeting. The Board of Directors are responsible for that the management and the Association's secretary perform in accordance with guidelines and instructions given by the Board of Directors from time to time.
- 6.3 The Board of Directors consists of 5 – 8 members, including the chairman of the Board of Directors and a vice chairman. The vice chairman shall act as substitute for the chairman. All board members are appointed by the ordinary general meeting by a simple majority of votes. Board members are appointed for a two-year term and **half of the board is appointed every two years**. Board members can be reappointed. The Board of Directors elects the chairman of the Board of Directors by a simple majority of votes.
- 6.4 A Nomination Committee shall be elected at the ordinary general meeting with the duties to propose candidates for board positions coming up for election in the following year.

- 6.5 The Nomination Committee shall consist of at least one representative and maximum 3 representatives, in addition to the Chair of the Board as a mandatory member.
- 6.6 Proposals to the Nomination Committee can be forwarded by e-mailing nominations@rilogistica.eu or the RI. Logistica secretary, no later than seven weeks prior to the Annual General Meeting
- 6.7 Board meetings shall be held at least four times annually, or more frequently if so determined by the Board of Directors. One meeting in connection with the adoption of the annual rapport
- 6.8 The Board of Directors forms a quorum when a minimum of 2/3 of the Board members are present. In case of absence, a board member may give another board member a power of attorney to vote on his/her behalf.
- 6.9 For the Board of Directors to pass a resolution, the vote of a simple majority of the members' present is required. In case of a parity of votes, the chairman shall hold the casting vote.
- 6.10 The business transacted at the meetings of the Board of Directors shall be recorded in a minute book to be signed by all members of the Board of Directors.
- 6.11 The Board of Directors can specify other rules of procedure for the work of the Board of Directors.

7. The Management

- 7.1 The Board of Directors hires the Chief Executive Officer ("CEO"). The CEO is responsible for the operation of the Association, within the framework given by the Board of Directors.

8. Advisory Boards

- 8.1 The Board of Directors can choose to appoint one or more Advisory Boards, comprised of external experts and representatives from relevant organizations.
- 8.2 The Board of Directors decide the Advisory Board's tasks and organization.

8.3 Members of the Board of Directors and employees of the Association can also be members of an Advisory Board.

8.4 The object of an Advisory Board is to provide advice and guidance to the Board of Directors. The Advisory Board have no decision-making authority.

9. Committees

9.1 The Board of Directors may set up committees for specific projects and determine their terms-of-reference.

9.2 The Association is a project organization, which means that the objectives of the Association shall be realized through projects, which the Board of Directors choose to setup or participate in.

9.3 It is the Board of Directors responsibility that the Association can report and present sufficient project accounts on time, and that the Association complies with the agreed terms and conditions for the projects. For the daily operation this responsibility is managed by the CEO.

10. Secretary

10.1 The Management are authorized to delegate administration and secretary tasks.

11. Membership fees

11.1 The membership fee is determined by the general meeting.

11.2 The membership fee can be different for each type of membership.

11.3 Membership fees will be collected by the Associations secretary. Membership fees will be collected at the latest 30 days after 1st of January each year, first time at the latest 30 days after 1st of January yyyy.

11.4 If a member is registered during the first six month of a year, the member shall pay the full membership fee. If a member is registered during the last six month of a year, the member shall pay half of the membership fee.

11.5 The, at any time valid, membership fees will be stated on the Associations website.

11.6 All membership fees are used for the operation of the Association.

12. Power to bind the Association and disposition right

12.1 The Association shall be bound by the signatures of either;

12.1.1 the chairman or the vice chairman of the Board of Directors together with the CEO, or

12.1.2 three members of the Board of Directors together, or

12.1.3 The chairman of the Board of Directors together with another member of the Board of Directors.

13. Auditor and fiscal year

13.1 Auditor

13.1.1 The auditor approves and signs the annual accounts and give an auditor's statement. The auditor shall be the state authorized auditor.

13.1.2 Within four (4) weeks after the end of the fiscal year, the auditors must have access to all documentation necessary to form the basis of their statement.

13.1.3 The auditors have the right to access all the board's and the Association's documents and to attend all the Board of Director's meetings and the general meetings.

13.2 Fiscal year

13.2.1 The Association's fiscal year runs from 1 January to 31 December.

14. Dissolution

14.1 Decision on the dissolution of the Association requires that at least 3/4 of the members are present at the general meeting and the resolution is adopted by at least 3/4 of the votes cast. Blank and invalid votes will be considered not to be cast and do not count. Should 3/4 of the members not be present at the general meeting, but the proposal adopted by 3/4 of the votes represented, the Board of Directors will convene an extraordinary general meeting at which the proposal can be adopted by 3/4 of the votes cast.

14.2 In the event of dissolution, the Association's assets will be used in accordance with the Associations objectives or for other charitable purposes. The general meeting will decide on the specific use of the assets.

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As adopted at the extraordinary general meeting 06.10.2022

As chairman of the extraordinary general meeting:



Jimmy Binderup Andersen