

# **Constitution of Denmark Lesotho Network**

## **NAME AND LOCATION**

The name of the association is “Denmark Lesotho Network”. The association is based in Aarhus, Denmark.

## **§ 1. PURPOSE**

The purpose of Denmark Lesotho Network is:

1. To support initiatives in Lesotho for development of improved living conditions in the country.
2. To promote and facilitate contact between people of Lesotho and Denmark.

## **§ 2. MEMBERSHIP**

- Everyone who agrees to the purpose of DLN and has paid the membership fee is a member of DLN.
- Membership can be either individual or collective. The collective membership fee is equal to the fee for individual members.
- The annual fee covers the calendar year, and payment must be made prior to the Annual General Meeting (AGM) as a precondition for voting rights.
- The fee level is decided annually by the AGM.

## **§ 3. THE ANNUAL GENERAL MEETING**

The Annual General Meeting (AGM) is the supreme authority of DLN. All members have one vote, and voting by proxy is accepted. Associations who are collective members also have one vote.

The AGM is held before the end of the month of April and is called by e-mail or ordinary mail at least three weeks in advance. The notification includes agenda for the AGM and annual report from the Board. Annual accounts are presented at the meeting.

Proposals for discussion at the AGM, and proposals for changes to the constitution must be submitted to the Chairperson no later than two weeks prior to the AGM. An Extra-ordinary

General Meeting (EGM) can be called if so desired by one fifth of the members or by two members of the Board. An EGM should be called with three weeks notification.

The minimum agenda of the AGM shall include:

- a. Election of chair of the meeting and reporter
- b. Annual report from the Board
- c. Reports from working Groups
- d. Annual accounts
- e. Proposals received
- f. Decision on the annual membership fee
- g. Election of Board and auditors
- h. Any other business (AOB).

The AGM takes decisions by simple majority voting, unless otherwise stated in the constitution. The chair of the AGM cannot be a member of the Board.

The AGM is the supreme authority of DLN in all matters.

## **§ 4. THE BOARD**

The AGM elects the Board. The Board comprises a minimum four (4) and a maximum of seven (7) members elected for a two years term. Two members stand for elections/re-elections every year.

The AGM elects two alternates. Alternates are elected for one year. In case a member of the Board withdraws before end of term, the first alternate steps in as full member.

At its first meeting after the AGM, the Board constitutes itself in terms of Chairman, Treasurer and Secretary.

## **§ 5. THE DUTIES OF THE BOARD**

The Board takes care of DLNs interests internally as well as externally.

The Board decides its own rule of procedure. Board meetings are held when deemed necessary by the Chairman, or when requested by two Board members. Board meetings are called in writing including an agenda for the meeting.

The Board takes decisions by simple majority vote. In case of a tied vote, the vote of the Chairman is decisive. The Board is in quorum when three members are present in the meeting. The Board may establish working groups to solve specific issues of interest to DLN. Every working group has the right to send a representative to Board meetings.

## **§ 6. THE RUNNING OF DLN**

All running expenses are covered by members fees, fund-raising, activities, or contributions from funds, institutions, organizations or similar. Contributions must never include conditions that do not comply with the constitution of DLN or decisions taken by the AGM or the Board.

## **§ 7. ACCOUNTS AND ASSETS**

DLNs accounts follow the calendar year. Accounts must be audited by two auditors prior to the AGM. The two auditors are elected among members at the AGM by simple majority. The Treasurer is responsible for proper management of all income and for payments approved by the Board.

The Treasurer maintains a cash-register of all income and expenditures, and prepares the annual accounts. DLN's assets, except what is needed for day-to-day running costs, are deposited in the bank unless otherwise decided by the AGM.

## **§ 8. SIGNING RIGHTS AND RESPONSIBILITIES**

DLN is obliged internally and externally by the signature of the Chairman and the Treasurer. Members of DLN and/or the Board are not personal responsible for any liabilities related to DLN.

## **§ 9. POSSIBLY EXCLUSION OF MEMBERS**

A member who does not respect the constitution of DLN can be expelled, if so decided by the AGM or the EGM.

## § 10. POSSIBLY TERMINATION OF DLN

DLN can be dissolved if a proposal for doing so is approved by the AGM or an EGM. In this case, the AGM also decides how possible remaining assets can be utilized in accordance with the purpose of DLN, if the assets cannot be transferred to an NGO in Lesotho.

*This translation was made on 26 November 2020 based on the Danish version of “Vedtægter”, approved by the AGM 13 September 2003, and revisions made:*

*18. September 2004,*

*17 September 2005*

*17 September 2006.*

*09 April 2011*

*In case of any discrepancy between the English and Danish versions, the Danish version applies.*