

Bylaws

for

Danish Food Cluster

§ 1 **Name and home**

Section 1 Name of the association is Danish Food Cluster.

Section 2 Danish Food Cluster are a non-profit membership based association.

Section 3 Danish Food Cluster are based in Aarhus Kommune.

§ 2 **Purpose**

Section 1 The purpose of the association is, through improved opportunities for research and innovation and international profiling, to stimulate economic growth and employment in the Danish food and agriculture sector.

§ 3 **Tasks**

Section 1 Danish Food Cluster applies to everyone who is a part of, or contributes to the Danish food value chain – from production and supply of raw materials and ingredients to food production, processing and sales – and the associated procedures.

Section 2 Danish Food Cluster is within the food value chain specific assigned to

- strengthen the opportunities for research, innovation and education
- strengthen the Danish innovation system within food
- support knowledge sharing and collaboration across sectors and companies to use research and knowledge
- provide or secure utilisation of infrastructure for food innovation
- profile the Danish food cluster internationally to attract investments, talents and companies.

§ 4 **Membership conditions**

Section 1 Members of Danish Food Cluster can be companies, educational institutions, interest groups or other organisations with relation to the food sector including

- companies (SME's and large enterprises) a part of or contributing to the food value chain.

- universities and other educational institutions
- knowledge and innovation environments
- regional growth and innovation forums
- industry organisations

Section 2 Registration in Danish Food Cluster is done by contacting the secretariat who sends an invoice on the membership fee. The membership is established when the fee is registered.

Section 3 Resignation of membership is done in written contact to the CEO of Danish Food Cluster with a notice of at least 3 months before December 31.

§ 5 Membership contribution/fee

Section 1 The board compose a proposal for setting the yearly fee grouped in the following membership categories:

- The largest companies (+500 employees)
- Large companies (100-500 employees), regions, universities and organisations
- Medium sized companies with 25 – 99 employees
- Small companies with less than 25 employees

Section 2 The fee is charged yearly in January and has to be paid no later than 6 weeks after receipt of the invoice.

Section 3 The fee has to be paid in order to achieve the right to vote at the general assembly.

Section 4 In the case of new members during a year, the yearly fee for that year is calculated in proportion to the remaining months of the year,

§ 6 Liability

Section 1 Danish Food Cluster is only legally responsible for its own obligations with the capital of the association.

Section 2 Members of Danish Food Cluster are liable for their membership fee and it is not possible to claim directly towards members for obligations taken on by Danish Food Cluster.

§ 7 General assembly

Section 1 The general assembly is the highest authority of the association.

Section 2 Ordinary general assembly takes place before the end of April each year.

- Section 3* An extraordinary general assembly takes place when it is appropriate for the board or by request from at least 1/3 of the members entitled to vote. The request should be submitted to the board and contain a specification of the agenda. The call for the extraordinary general assembly has to be made within 4 weeks from the receipt of the request.
- Section 4* The call with specification of the agenda has to be with a notice of 3 weeks.
- Section 5* Proposals, for handling at the general assembly, must be in hand of the chairman at least 14 days before the general assembly.
- Section 6* The agenda for the ordinary general assembly should contain:
1. Election of meeting chairman
 2. Annual report from the chairman
 3. Approval of the annual reports
 4. Approval of the budget and membership fee
 5. Election of board members
 6. Election of auditors
 7. Handling of proposals
 8. Any other business
- Section 7* The meeting chairman is elected by simple majority who will lead the general assembly and decide upon all of the questions regarding the agenda and the voting process.
- Section 8* Participants and entitled voters at the general assembly are all members whose membership fee is registered before the start of the general assembly.
- Section 9* The decisions made by the general assembly is done by simple majority cf. § 12 about change of bylaws and § 14 about dissolution. The voting is done by a show of hands unless at least one member request a written voting process.
- Section 10* The proceedings during the general assembly is recorded to inform members.

§ 8 The board

- Section 1* Danish Food Cluster is led by a board
- Section 2* The board consist of 12 members elected for 2 years at a time cf. section 3-6. The following member categories has to be represented in the board:
- Large enterprises by which is companies with more than 100 employees (3 members)
 - Small and medium sized companies by which is companies with less than 100 employees or GTS institutes no matter their size (3 members, no more than one GTS member)
 - Universities (3 members)

- The Danish regions (1 member)
- Confederation of Danish Industry – Food (1 member) and Danish Agriculture and Food Council (1 member)

- Section 3* The 3 representatives from large enterprises is elected on the general assembly by all of the participants entitled to vote. At the first conducted general assembly only 2 members is elected cf. § 8, section 8. 1 representative for 1 year and 1 for 2 years. At the following general assembly's everybody is elected for a period of 2 years. Re-election can take place.
- Section 4* The 3 representatives from small and medium sized companies is elected on the general assembly by all of the participants entitled to vote. At the first conducted general assembly 1 representative is elected for 1 year and 2 is elected for 2 years. At the following general assembly's everybody is elected for a period of 2 years. Re-election can take place.
- Section 5* The 3 representatives from universities is elected on the general assembly by all of the participants entitled to vote. At the first conducted general assembly 2 members is elected cf. § 8, section 8. 1 representative for 1 year and 1 for 2 years. At the following general assembly's everybody is elected for a period of 2 years. Re-election can take place.
- Section 6* The represent from the Danish regions is elected on the general assembly by all of the participants entitled to vote for a period of 2 years. The first election is at the ordinary general assembly in 2016 cf. § 8 section 8. Re-election can take place.
- Section 7* Confederation of Danish Industry – Food and Danish Agriculture and Food Council appoint each one member for the board. The appointed members are announced at the ordinary general assembly.
- Section 8* Up until 2016 Arla Foods, Aarhus University, Danish Agriculture and Food Council and Central Region of Denmark appoint each a member for the board. From 2016 the election is done in accordance with § 8 section 2-7.
- Section 9* The board approves on recommendation by the CEO;
- strategy
 - business plan
 - budget and annual report
 - the yearly membership fee
- Furthermore, the annual accounts are signed by the board and employment and dismissal of the CEO.
- Section 10* The board determine their own order of business and elect a chairman among the members of the board from large enterprises, small and medium sized companies and GTS institutes. The vice chairman is elected from the additional categories.

- Section 11* The board make decisions by simple majority cf. § 13 about exclusion and are competent to decide when at least 2/3 of the board members are in place. In case of parity of votes, the vote by the chairman is decisive. The voting is done by a show of hands unless at least one member request a written voting process.
- Section 12* Board meetings takes place at least 4 times per year decided by the chairman and summon when the chairman or 3 members of the board request it.
- Section 13* The proceedings during board meetings is recorded and approved by the board before sending to the members of Danish Food Cluster.

§ 9 Day to day management

- Section 1* The board employes a CEO to take care of the day to day management of Danish Food Cluster.
- Section 2* The CEO leads Danish Food Cluster within the frames decided by the board.
- Section 3* The CEO has an office in Agro Food Park in Aarhus.

§ 10 Accounts and capital

- Section 1* The financial year of the association follows the calendar year.
- Section 2* The accounts have to be revised by an authorized auditor before the ordinary general assembly.

§ 11 Endorsement

- Section 1* The association is obliged outwardly by the signature from the chairman of the board and the CEO.

§ 12 Bylaws and change of bylaws

- Section 1* Draft of bylaws is decided on the founding general assembly.
- Section 2* Changes in bylaws requires a decision made on the general assembly with 2/3 of the given votes and with at least 2/3 of the members in place. In case of less than 2/3 of members in place, the bylaws can be changes on an extraordinary general assembly med 2/3 majority.

§ 13 Exclusion

- Section 1* In special cases the board can exclude a member but only if 3/4 of the board votes for it.

- Section 2* Whether exclusion can take place is decided solely by the board. Reasons for exclusions can be;
- Repeatedly (at least 3 times) missing payment of membership fee on time.
 - Work against the interest of the association
 - Lack of compliance with the bylaws of the association

§ 14 Dissolution

Section 1 For dissolution of the association a decision on a general assembly has to be taken by 2/3 of all the members. If this is not achieved, the board can call for a new general assembly, where dissolution will happen with the votes by 2/3 of the appearing members.

Section 2 By dissolution the eventual fortune of the association is distributed to for the common good.

These bylaws are approved on the extraordinary general assembly, April 8th 2016.

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