



# Indian Majlis in Danish society (IMDS)

(A non-religious, non-profit and non-political association)

Address: c/o Nayeemoddin Khaja Esromgade 15, 3. 1317. 2200 København N

Website: [www.imds.dk](http://www.imds.dk) Email: [info@imds.dk](mailto:info@imds.dk)

CVR No. 40785515 Ested : 2020

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## Articles of Association of IMDS.

### 1. Name

The Organization name is Indian Majlis in Denmark Society (IMDS)

### 2. Objectives

Indian Majlis in Denmark Society (IMDS) is a non-profit and non-political community organization. The mission of IMDS is to promote community relations in a pluralistic society through educational, cultural and welfare programs that support integration and positive contribution to the Danish society.

The organization strives to conduct the following objectives in a financially, environmentally, and socially responsible way.

1. To provide a platform with the aim of supporting, gathering and integrating Indian community in Denmark.
2. To promote, coordinate and support joint efforts in the social, cultural and educational activities.
3. To embrace diversity and intercultural openness as a foundation of society. Strengthen friendship and understanding with members of Danish society, irrespective of faith, gender and background
4. To organize and celebrate the traditions important to Indian community.
5. And services as well as any other activity related thereto as determined by the Board of Directors.

### 3. Language

The official language of the Organization is English.

### 4. Location, time and convening of general meetings

1. The General Meeting shall, subject to Danish law and the limitations set out in these Articles of Association, exercise the ultimate authority over the Organization.
2. General Meetings shall be held at a venue in the Capital Region of Denmark.
3. The Annual General Meeting shall be held before the end of March in every year
4. Extraordinary General Meetings shall be held as resolved by the General Meeting or the Board of Directors, or upon the request of the auditor(s) or members representing in total





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at least 1/20 of the total registered members. Such request shall be submitted in writing to the Board of Directors and be accompanied by specific proposals for the business to be transacted. The Extraordinary General Meeting shall then be called not later than two weeks after such request has been made.

5. A General Meeting shall be called by the Board of Directors not earlier than five weeks and not later than three weeks prior to the General Meeting by publishing the notice at the Organization's website: IMDS.dk and the notice shall also be forwarded in writing to all members entered in the Register of Owners who have so requested.
6. For a period of three weeks prior to the General Meeting up until and including the day of the General Meeting, a copy of the notice convening the Meeting with agenda, the complete proposals, the documents to be presented at the General Meeting, information about voting and agenda at the time of convening the Meeting shall be available at the Organization's website: IMDS.dk

## 5. Agenda, chairman and minutes of general meetings

Any member shall be entitled to have a specific subject considered by the Organization in Annual General Meeting. The Organization shall receive proposals to this effect not later than six weeks prior to the General Meeting. If the Organization receives the proposal later than six weeks prior to the General Meeting, the Board of Directors may decide, however, that the proposal has been submitted in time for the subject to be included on the agenda anyway.

The agenda of the Annual General Meeting shall include the following:

1. The Board of Directors' oral report on the Organization's activities in the past financial year.
2. Presentation and adoption of the audited Annual Report.
3. Election of members to the Board of Directors, including chairman and vice chairman.
4. Appointment of auditor(s).
5. Any proposals from the Board of Directors and/or members.
6. Any other business.

General Meetings shall be presided over by a chairman, appointed by the Board of Directors. The business transacted at the General Meeting shall be recorded in a minute book to be signed by the Board of Directors.





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## 6. Resolutions at general meetings, majority of votes and quorum

1. Resolutions by the General Meeting must be passed by a simple majority of votes, unless stricter requirements are provided in the Danish Companies Act or these Articles of Association.
2. Any resolution to amend the Articles of Association, that under Danish law must be adopted by the General Meeting, must be passed by at least 2/3 of the votes cast at the General Meeting unless other requirements as to the adoption are stipulated under the Danish Companies Act.
3. Any resolution to amend the Articles of Association, that under Danish law must be passed by the General Meeting by at least 2/3 of the votes cast and of the members represented at the General Meeting or by a higher majority of votes, can only be passed at one General Meeting, subject to at least 2/3 of the total number of votes in the Organization being represented at the General Meeting ('the quorum requirement').
4. If the quorum requirement is not fulfilled, the Board of Directors shall within two weeks convene another General Meeting at which the resolution may be passed in accordance with Article 4 irrespective of the quorum requirement.

## 7. Board of Directors

The Board of Directors shall be in charge of managing the Organization.

The Board of Directors shall consist of 3 to 4 members, including a chairman and a vice chairman, to be elected by the General Meeting. The General Meeting shall elect directly the chairman and vice chairman. Each member shall hold office for one year at a time. Retiring members may be reelected. A person cannot be nominated for election or re-election if such person has reached the age of 70 at the time of the General Meeting.

The vice chairman shall act as substitute for the chairman. In the event of permanent absence of the chairman and/or vice chairman, the Board of Directors shall be entitled to elect a new chairman or vice chairman who shall remain in office until the next Annual General Meeting.

Board meetings shall be convened and presided over by the chairman. Board meetings shall be convened if so requested by a member of the Board of Directors or by a member of the Management or an auditor registered with the Danish Business Authority.

The Board of Directors shall constitute a quorum when more than half of its members are present.

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For the Board of Directors to pass a resolution, the vote of a simple majority of the members present is required.

The Board of Directors shall lay down its own rules of procedure for the performance of its duties and exercise of its powers.

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.

## 8. Executive Management

The Board of Directors shall appoint one to three executive officers to be responsible for the day-to-day management of the Organization's business.

The Board of Directors shall adopt rules of procedure governing the Executive Management's performance of its duties.

## 9. Power to Bind the Organization

The Organization shall be bound by the joint signatures of the chairman or any of the deputy chairmen of the Board of Directors and a member of the Executive Management or by the joint signatures of three members of the Board of Directors or all members of the Board of Directors.

## 10. Electronic Communication

All communications from the Organization to the individual members will be sent by electronic means, including by e-mail, and general announcements will be accessible to the members on the Organization's website [www.IMDS.dk](http://www.IMDS.dk), unless otherwise provided by the Danish Companies Act (selskabsloven).

The Organization may choose at any time, however, to communicate with members individually by ordinary mail as a supplement to, or in lieu of, electronic communication.

Accordingly, notices convening annual and extraordinary general meetings, including the full text of any proposed resolutions amending these Articles of Association, the agenda of meetings, annual reports, announcements, admission forms, and any other general information from the Organization to the members may be sent electronically, including by e-mail. These documents will be available also on the Organization's website.





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The Organization is obliged to ask members registered by name for an electronic address to which announcements etc. may be sent, and it is the responsibility of each member individually to ensure that the address so notified is correct. Further information about the procedure for electronic communication is available for members on the Organization's website.

## 11. Auditing

The audit shall be carried out by one state-authorized public accountant, unless more auditors are required under the law.

The auditor shall be appointed by the Annual General Meeting. The appointment shall be for a term of one year. The retiring auditor may be reappointed. An auditing Organization may be appointed auditor. Internal audit will be conducted.

Internal Audit will be conducted in the organization.

## 12. Financial year and Annual Report

The financial year of the Organization shall be the calendar year. The Annual Report shall be presented in conformity with the rules in force from time to time. Annual Reports shall be prepared in English

## 13. Dissolution

Unless otherwise provided by Danish law, any resolution for the dissolution of the Organization must be passed by the General Meeting in accordance with the provisions on the amendment of the Articles of Association (Articles 4). Where a resolution to dissolve the Organization is passed, such dissolution shall be effected by voluntary winding up proceedings.

