

Vedtægter  
Children of Somalia

CVR-nr. 34 53 09 55

Articles of Association  
Children of Somalia

Association reg. no. 34 53 09 55



## **1 Fondens navn, adresse, hjemsted og stifter**

- 1.1 Foreningens navn er Children of Somalia.
- 1.2 Foreningens adresse er Tuborg Havnevej 18, 1. sal, 2900 Hellerup, Danmark.
- 1.3 Foreningen er stiftet af Ahmed Dualeh, som er født og opvokset i Somalia og Italien, men har uddannet sig, arbejdet samt boet mere end 50 år i Danmark.

## **2 Formål**

- 2.1 Foreningen er almennyttig, og har som formål at støtte børn i Somalia gennem etablering af skoler, og samtidig give adgang til basale sundhedstjek i tilknyttede sundhedsklinikker.
- 2.2 Foreningen arbejder ud fra en 100 % model, hvor alle donationer går ubeskåret til de projekter, som foreningen støtter.

## **3 Medlemmer**

- 3.1 Som medlemmer kan optages alle over 18 år, som kan tilslutte sig foreningens formål.
- 3.2 Medlemskabet er gyldigt, når medlemmet har opfyldt kontingentforpligtelsen.
- 3.3 Kontingentet fastsættes af generalforsamlingen.

## **4 Elektronisk kommunikation**

- 4.1 Foreningen anvender elektronisk dokumentudveksling og elektronisk post (elektronisk kommunikation) i sin kommunikation med medlemmerne. Foreningen kan til enhver tid vælge endvidere at kommunikere med almindelig brevpost.
- 4.2 Elektronisk kommunikation kan anvendes af foreningen til indkaldelse til ordinære og ekstraordinære generalforsamlinger, herunder ved udsendelse af dagsorden og fuldstændige forslag, fuldmagter,

## **1 Name, adress, registered office and founder**

- 1.1 The name of the association is Children of Somalia.
- 1.2 The address of the association is Tuborg Havnevej 18, 1. sal, 2900 Hellerup, Danmark.
- 1.3 The association was founded by Ahmed Dualeh, born and raised in Somalia and Italy, but has graduated, worked and lived for more than 50 years in Denmark.

## **2 Purpose**

- 2.1 The association is non-profit and the purpose of the association is to support children in Somalia by opening schools and provide access to basic health checks at affiliated healthcare clinics.
- 2.3 The association operates on a 100% model, where all donations go without any deductions to the projects which the association supports.

## **3 Membership**

- 3.1 Everyone above 18 years of age who can accede to the purpose of the association may be admitted to membership.
- 3.2 The membership is valid provided that the member has satisfied the contingent obligations.
- 3.3 The contingent is determined by the general meeting.

## **4 Electronic communication**

- 4.1 The association uses electronic document exchange and electronic mail (electronic communication) in its communications with its members. Furthermore, the association may from time to time decide to communicate by regular post.
- 4.2 The association may use electronic communication in relation to notices of annual and extraordinary general meetings, including the submission of the agenda and complete proposed resolutions, proxies, annual report and



årsrapport og alle øvrige meddelelser og dokumenter, som i henhold til foreningens vedtægter skal udveksles mellem foreningen og foreningens medlemmer samt generelle oplysninger fra foreningen til foreningens medlemmer.

- 4.3 Foreningen skal anmode foreningens medlemmer om en elektronisk adresse, hvortil meddelelser m.v. kan sendes. Det er medlemmernes ansvar at sikre, at foreningen er i besiddelse af den korrekte e-mail adresse.

## **5 Generalforsamlinger**

- 5.1 Generalforsamlingen er foreningens øverste myndighed.
- 5.2 Ordinær generalforsamling afholdes en gang årligt inden udgangen af maj måned. Generalforsamlingen indkaldes af bestyrelsen med mindst 14 dages varsel sammen med dagsorden og eventuelle forslag.
- 5.3 Generalforsamlinger afholdes på foreningens hjemsted eller et andet passende sted i Storkøbenhavn efter bestyrelsens valg.
- 5.4 Ethvert medlem af foreningen er stemmeberettiget på generalforsamlingen. Der kan stemmes ved fuldmagt.
- 5.5 Alle medlemmer, som møder op på generalforsamlingen, eller som på forhånd har givet skriftligt tilsagn, om at ville modtage valg, er valgbare til bestyrelsen.
- 5.6 Afstemning sker skriftligt, hvis blot ét medlem ønsker det.
- 5.7 Generalforsamlingen træffer sine beslutninger ved simpelt flertal.
- 5.8 Dagsorden for den ordinære generalforsamling skal som minimum indeholde følgende punkter:

any other announcements and documents, which in accordance with the articles of association must be exchanged between the association and its members as well as general information from the association to its members.

- 4.3 The association shall request from the members an electronic address, to which notices etc. may be sent. It is the duty of the members to ensure that the association is kept informed of the correct email address.

## **5 General meetings**

- 5.1 The general meeting has the highest authority of the association.
- 5.2 The annual general meeting is held annually before the end of the month of May. General meetings are convened by the board of directors with a notice of minimum two weeks together with the agenda of the meeting including any potential proposals.
- 5.3 General meetings are held at the company's registered office or another suitable place in Greater Copenhagen Area following the Board of Directors' choice.
- 5.4 Every member is entitled to vote at the general meeting. It is possible to vote by proxy.
- 5.5 All members present at the general meeting, or who has provided written commitment to accept election in advance, are eligible for election to the board of directors.
- 5.6 If requested by just one member, voting is done in writing.
- 5.7 All resolutions passed at the general meeting are adopted by a simple majority of votes.
- 5.8 The agenda of the general meeting must as a minimum include:

1. Valg af dirigent.
2. Valg af referent.
3. Valg af 2 stemmetællere.
4. Beretning fra bestyrelsen
5. Forelæggelse og godkendelse af revideret regnskab.
6. Fastsættelse af medlemskontingent.
7. Behandling af indkomne forslag.
8. Valg til bestyrelse og eventuelle suppleanter hertil.
9. Valg af revisor og eventuel suppleant hertil.
10. Eventuelt.

5.9 Indkomne forslag, der ønskes behandlet på generalforsamlingen, skal være bestyrelsen i hænde senest 8 dage før generalforsamlingen. Forslag til vedtægtsændringer fra medlemmer skal være bestyrelsen i hænde 3 måneder før generalforsamlingen.

## **6 Ekstraordinær generalforsamling**

6.1 Ekstraordinær generalforsamling kan afholdes, når bestyrelsen finder det nødvendigt eller når mindst 1/6 af medlemmerne fremsætter skriftligt begrundet anmodning om det over for formanden. Generalforsamlingen afholdes senest 4 uger efter modtagelse af anmodningen.

6.2 Ekstraordinære generalforsamlinger indkaldes af bestyrelsen med mindst 8 dages varsel sammen med dagsorden og forslag.

## **7 Bestyrelsen**

7.1 Foreningens arbejde ledes af en bestyrelse på mellem 3 - 5 medlemmer, som vælges blandt foreningens medlemmer på generalforsamlingen.

7.2 Bestyrelsesmedlemmer vælges for 2 år.

1. Election of chairman of the meeting.
2. Election of keeper of the minutes.
3. Election of two tellers.
4. Report of the board of directors.
5. Presentation of the revised annual report for adoption.
6. Contingent fixing.
7. Processing of proposals received.
8. Election of members to the board of directors and alternates (if any).
9. Election of auditor and alternate (if any).
10. Any other business.

5.9 Proposals made at the general meeting must be received by the board of directors latest 8 days before the general meeting. Suggestions to amend the articles of association from the members must be received by the board of directors latest 3 months before the holding of the general meeting.

## **6 Extraordinary general meeting**

6.1 Extraordinary general meetings are to be held when deemed necessary by the board of directors or when 1/6 of the members have put forward a written request to the chairman. The general meeting is to be held latest 4 weeks after the receipt of the request.

6.2 Extraordinary general meetings are convened by the board of directors with a notice of minimum 8 days together with the agenda of the meeting including proposals.

## **7 The board of directors**

7.1 The day-to-day management of the association is run by 3 - 5 board members appointed amongst the member of the association at the general meeting.

7.2 Board members are elected for two



			years at a time.
7.3	Der kan vælges 1-2 suppleanter for 1 år.	7.3	1-2 alternates may be elected for one year at a time.
7.4	Bestyrelsen konstituerer sig efter generalforsamlingen og vælger formand og næstformand.	7.4	The board of directors temporarily appoints the general meeting and appoints a chairman and deputy chairman.
7.5	Bestyrelsen fastsætter selv sin forretningsorden.	7.5	The board of directors lays down its rules of procedure.
7.6	Bestyrelsesmøder afholdes, når formanden finder det fornødent, eller når mindst 2 af de øvrige bestyrelsesmedlemmer kræver det.	7.6	Board meetings are held when deemed necessary by the chairman of the board of directors or when at least two board members so require.
7.7	Ved indkaldelse til bestyrelsesmøder skal dagsorden angives, og bestyrelsen er beslutningsdygtig, når et flertal inklusive formanden eller næstformanden er til stede. I tilfælde af stemmelighed afgør formandens eller i dennes fravær næstformandens stemme udfaldet.	7.7	When convening board meetings, an agenda must be presented, and the board of directors constitutes a quorum, when a majority, including the chairman or the deputy chairman, is present. In case of equality of votes, the chairman or in his absence the deputy chairman has the casting vote.
7.8	Bestyrelsen ansætter foreningens daglige leder jf. § 8.	7.8	The board of directors appoints the day-to-day manager, cf. § 8.
<b>8</b>	<b>Daglig ledelse</b>	<b>8</b>	<b>The day-to-day management</b>
8.1	Den daglige leder varetager den daglige ledelse under ansvar overfor bestyrelsen og efter de af bestyrelsen fastsatte vilkår.	8.1	The day-to-day manager is responsible for the day-to-day management of the association pursuant to rules laid down by the board of directors.
<b>9</b>	<b>Økonomi, regnskab og revision</b>	<b>9</b>	<b>Finances, annual reports and auditing</b>
9.1	Foreningens regnskabsår følger kalenderåret.	9.1	The association's financial year is the calendar year.
9.2	Foreningsregnskabet udarbejdes i overensstemmelse med god regnskabsskik.	9.2	The annual report of the association is prepared according to accepted accounting principles.
9.3	Regnskabet revideres af den på generalforsamlingen valgte revisor.	9.3	The annual report is audited by a state-authorized public accountant elected at the general meeting.
<b>10</b>	<b>Tegning og hæftelse</b>	<b>10</b>	<b>Rules of signature and liability</b>
10.1	Foreningen tegnes af bestyrelsesformanden og et andet bestyrelsesmedlem i forening.	10.1	The association is bound by the joint signature of the chairman of the board of directors and another member of the board of directors.



10.2	Daglig leder kan meddeles fuldmagt til at modtage indbetalinger og afholde forpligtelser	10.2	The day-to-day manager can be granted authority to receive payments and effect expenditure.
10.3	Foreningen hæfter kun for sine forpligtelser med den til enhver tid værende formue.	10.3	The association is only held liable for its responsibilities with regard to its capital for the time being.
<b>11 Eksklusion</b>		<b>11 Exclusion</b>	
11.1	Bestyrelsen kan træffe beslutning om eksklusion af et medlem, hvis medlemmet efter bestyrelsens begrundede vurdering ikke optræder i overensstemmelse med foreningens formålsbestemmelse. Eksklusionen kan tidligst ske efter et varsel på 14 dage, hvor pågældende forhold påtales og begrundes skriftligt. Endelig beslutning træffes af generalforsamlingen på førstkommande generalforsamling.	11.1	The board of directors can decided to exclude a member, if the member – in the well-founded opinion of the board – does not appear in accordance with the purpose of the association. The exclusion can occur with a notice of 14 days at the earliest, at which time the circumstances in question are pointed out and substantiated in writing. A final decision is made at the following general meeting.
<b>12 Vedtægtsændring</b>		<b>12 Amendments to the articles of association</b>	
12.1	Foreningens vedtægter kan kun ændres på foreningens generalforsamling. Forslag til vedtægtsændringer skal foreligge skriftligt, opfylde foreningens vedtægters bestemmelser og kan besluttes med 2/3 stemmeflertal.	12.1	The articles of association of the association can only be amended at the general meeting. A proposal for amending the articles has to be made in writing, comply with the provisions of the articles of association and decided by a majority of votes.
<b>13 Opløsning</b>		<b>13 Winding-up</b>	
13.1	Til foreningens opløsning kræves to generalforsamlinger med mindst en måneds mellemrum.	13.1	In order to wind-up the association, the holding of two general meetings with at least one month's gap is required.
13.2	Opløsningen skal på den første generalforsamling vedtages med mindst ¾ af de afgivne stemmer og på den efterfølgende generalforsamling med simpelt flertal.	13.2	The winding-up of the association is to be adopted at the first general meeting with a least ¾ of the votes cast and at the subsequent general meeting by simply majority of the votes.
13.3	Hvis foreningens generalforsamling beslutter at opløse foreningen skal foreningens eventuelle aktiver tilfalde en anden forening eller fond, som er hjemmehørende i Danmark eller i et andet EU/EØS-land, og som har et almenvelgørende eller på anden måde almennyttigt formål i overensstemmelse	13.3	Should the general meeting decide to wind-up the association, the assets of the association must be donated to other non-profit work of another association or foundation domiciled in Denmark or in another EU / EEA country and which has a general or otherwise non-profit-making purpose in



med foreningens.  
Likvidationsprovenuet skal således  
tilfalde Red Barnet eller anden lignende  
forening eller fond.

- 13.4 Det er den sidste og endelige  
generalforsamling, der tager stilling til  
evt. aktivers anvendelse, jf. punkt 13.3.

#### **14 Ikrafttræden**

- 14.1 Vedtægterne har virkning umiddelbart  
efter vedtagelse på foreningens  
generalforsamling. Vedtægterne er  
godkendt på foreningens generalfor-  
samling den 01-10-2011 og ændret ved  
foreningens ekstraordinære  
generalforsamling den 27. september  
2017.

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Disse vedtægter foreligger i en dansk og i en  
engelsk version. I tilfælde af  
uoverensstemmelser skal den danske version  
være den gældende.

accordance with the association's . The  
liquidation proceeds must thus fall into  
Red Barnet or other similar association  
or foundation.

- 13.4 It is the last and final general meeting to  
come to a decision as to the application  
of the assets, cf. clause 13.3.

#### **14 Coming into force**

- 14.1 The articles of association come into  
force immediately after its adoption at  
the general meeting. The articles of  
association are adopted at the general  
meeting on 1 October 2011, and  
amended at the association's  
extraordinary general meeting 27  
September 2017.

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These articles of association exist in Danish  
and an English version. In the event of any  
discrepancies, the Danish version shall be the  
governing text.

Som dirigent:

As chairman of the meeting:

  
Per Krahn

