

# Regulations for the NanoFOOD society

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## CHAPTER A: NAME, DOMICILE AND PURPOSE

### § 1 Name and domicile of the society

The name of the society is "NanoFood".

The domicile of the society is Aarhus, Denmark.

### § 2 Purpose

The purpose of the society is the enhancement of research and development that can contribute to the development of more safe, healthy and nutritionally balanced food, including the development and use of new technologies, processes, food products and ingredients.

The purpose of the society is to initiate and act as an organizational platform for a close, committed and result-oriented collaboration between public research environments within nanotechnology, biotechnology and information- and communication technology within the food industrial complex, including the primary producers/food processing companies, suppliers of ingredients and IT systems, consultancy firms, etc.

Furthermore, it is the purpose of the society to continuously contribute to development and amongst other the development of new educations tailored to the needs of the industry, which in turn can serve towards the promotion of the development towards safer, healthier and more nutritionally balanced foods.

In order to promote this goal it lies with the board and secretariat of the society:

- To strengthen cross-institutional cohesion and collaboration among members.
- To secure a strong profiling in the public.
- To seek alliances with relevant organizations and societies with a view to strengthen the interests of the society.
- To establish cross-institutional research projects, in which at least 1 industrial partner and 1 research/educational institution is represented.

The society cannot provide direct financial support to individual companies.

## **CHAPTER B: MEMBERS OF THE SOCIETY**

### **§ 3 Membership**

The society is open to companies, organizations, societies, institutions, hereunder public research- and educational institutions, and public authorities, which through the activities of the society wish to promote the development of safer, healthier and more nutritionally balanced food.

It is required that the members show strong engagement in relation to activities carried out under the auspices of the society. This means, amongst other, regular participation in the arrangements of the society and at request, if possible to assist the board and secretariat in connection with the planning of future activities.

For members where participation in research and development projects is relevant, it is demanded that they participate in continuous project activity. In that respect it is a main rule that interludes without project activity at the most can amount to 1 year.

The board approves new members of the society. Refusal of membership has to be based on facts. Requests for membership are put forward to the board.

The board can also terminate membership – for example if a member is found to show insufficient membership activity and hence does not contribute to the activity and progress of the society.

Members of the society are obliged to contribute to ensuring a strong and visible profile of the society in the public, as well as to strengthen the society through intake of new members or through the establishment of collaborative alliances with relevant Danish or foreign companies, research environments or organizations.

### **§ 4 Resignation**

Resignation of membership has to be done in writing and send by registered post to the secretariat of the society, it can at the earliest happen after 1 year of membership – and then only to the annual day of enrolment and with at least six months notice.

Resignation from the society cannot happen while a member is an active participant in a research and development project.

### **§ 5 Revocation of membership and exclusion**

#### **Subsection 1 Revocation**

A membership can be revoked, when the membership has sustained more than six month's arrears.

If a membership is revoked due to insolvency, bankruptcy, compulsory composition, or when the heirs to an estate disclaim liability, membership terminates from the day the insolvency is reported, bankruptcy pronounced, negotiations regarding compulsory composition opened, or when the heirs to an estate disclaim liability, respectively, unless the estate within 3 weeks hereafter declares its entry into the membership.

#### **Subsection 2 Exclusion**

A membership can terminate by exclusion, if the board of the society and the general meeting finds that the member does not comply with existing legislation or otherwise does not comply with the norms and standards, which the society expects of its members. If this is the case, the board or 1/3 of the

members, must suggest this on a general meeting, where in order to obtain validity, it needs to carry 2/3 of the casted votes.

#### **§ 6 Termination of membership**

Termination of a membership does not release the member from its obligations to pay subscription fee for the entire period the membership has lasted, and the time point where to the member legally could have terminated its membership.

Termination of a membership does not give the resigning part rights to any part of the assets of the society.

### **CHAPTER C: LEADERSHIP**

#### **§ 7 General meeting**

The general meeting is the highest authority in all matters of the society. Only the general meeting can decide, change or revoke articles of the society.

The society hosts the annual general meeting and can hold extraordinary general meetings.

General meetings are held in Århus.

The general meeting is lead by an elected chairman, who is not member of the board.

The board decides where the general meeting should take place.

#### **§ 8 Ordinary general meetings**

Ordinary general meetings are held every year before the end of April.

The agenda has to contain the following items:

1. Election of chairman
2. Report on the activities of the society in the past year.
3. Presentation of the annual account
4. Approval of budget and subscription fee for the coming year
5. Election of board members, including 2 deputies
6. Election of auditor
7. Proposals from members of the board
8. Proposals from members of the society
9. Other business, if any

General meetings are called at with at least 21 days notice. The agenda for the general meeting are sent to the members at least 8 days prior to the general meeting.

Only items listed on the agenda can be decided upon at the general meeting.

Proposals from members must, in order to enter the agenda, be submitted to the secretariat of the society at least 10 days prior to the general meeting.

#### **§ 9 Extraordinary general meetings**

Extraordinary general meetings are called at by the board, when the latter finds it necessary, or when at least 1/3 of the members of the society request this in writing together with a specification of which cases are to be discussed.

Extraordinary general meetings are called at with at least 8 days of notice.

Extraordinary general meetings, requested by members of the society, must be held at the latest 3 weeks after the request has been received by the society.

#### **§ 10 Right to appear and vote**

Representatives for the members of the society have the right to appear at general meetings.

The right to vote can only be used by one person. Votes can be given by proxy.

Each member of the society has one vote.

Companies – private as well as public – who join the society, must in writing communicate who will legally represent the company at the society's votings.

#### **§ 11 Voting rules**

The passing of a proposal regarding changes of regulations requires subscription by 2/3 of the casted votes.

The passing of a proposal regarding the dissolution of the society requires subscription by 3/4 of the casted votes.

Other proposals are decided by simple majority of votes.

The annual general meeting is competent to transact business regarding proposals that require simple majority of votes, when half of the society's members are present or represented. The annual general meeting is competent to transact business regarding proposals that require 2/3 majority of the votes, when 2/3 of the society's members are present or represented. The annual general meeting is competent to transact business regarding proposals that require 3/4 majority of votes, when 3/4 of the society's members are present or represented.

If the general meeting is not legally competent to transact business, an extraordinary general meeting will be summoned, which can make decisions independently of the number of members present or represented.

#### **§ 12 Board**

The board consists of 6-9 members. 1/3 of the board's members have to be elected amongst representatives from the public research and educational institutions. These institutions are thus represented by 2 board members, if the board consists of fewer than 9 members, and are represented by 3 board members, if the board consists of 9 members.

The remaining board members are as a rule elected amongst the private enterprises. However, a board member can be elected amongst the professional organizations or the public authorities.

The board is elected for two years, meaning that each year half of the board members resign on turn. Reelection is possible.

The board elects its chairman and vice chairman, who also act as the society's chairman and vice chairman, and moreover divide transactions between themselves.

The person who at the annual general meeting is elected into the board as a substitute for a member, who withdrew before the termination of his/her election period, gets seating on the board until the expiration of the predecessor's election period.

The chairman, or in his/her absence the vice-chairman, will call for board meetings.

The board is competent to transact business, when at least half of its members are present. Its decisions are based on simple majority voting. In case of vote equality, the vote of the chairman or in his absence the vice-chairman is decisive.

### **§ 13. Liability and authority to sign documents**

The society is only liable for the fortune belonging to the society at the time in question. Members of the society or board have no personal liability.

The society is signed for by the chairman of the board or jointly by two board members.

## **CHAPTER D: ECONOMY**

### **§ 14 Fees**

The members pay an annual fee according to rules, which are set at the annual general meeting by suggestion of the board. For 2005 the annual fee is fixed at 20.000 DKK (ex. VAT).

In addition, private enterprises participating in research and development projects have to pay a project fee. The amount of the project fee will depend on how much public funding (DK/EU/other) a given research and development project attracts. The fee amounts to maximum three percent of the public co-financing. If several enterprises are involved in the same project, the fee is split between the participating enterprises. The enterprises can themselves agree on a distribution basis.

The board can decide to admit members of the society, who are partly or completely granted exemption from paying fees.

Furthermore, the board can entirely or partly grant exemptions from the payment of fees.

Projects, which members of the society carry out outside of the framework of the NanoFOOD society, are not included in the fee-payment requirements.

### **§ 15 Accounting and audition**

The accounting year of the society is the calendar year.

The general meeting elects a state authorized auditor, who audits the annual accounts.

The auditor is elected by the general meeting for two years at a time.

Election or re-election of the auditor is possible.

## **CHAPTER E: DISSOLUTION OF THE SOCIETY**

### **§ 16 Dissolution**

If a motion towards the dissolution of the society is proposed, the general meeting must – before operative passing of the motion, cf., § 11, can occur - have passed a complete plan for the compliance or liquidation of all financial obligations, which lie with the society and have procured the necessary security for an effectuation of the plan, as well as the general election must have taken decision regarding the use of the society's fortune. The use must be in accordance with § 2.

### **§ 17 Arbitration**

Disputes regarding the use of these articles of society are settled by arbitration.

The arbitration tribunal must consist of two arbitrators, of which each disputing part nominates one, and one is jointly picked by the arbitrators, the umpire. Should the arbitrators not agree on an umpire, he will be appointed by the judge of the jurisdiction in which the society is located. In addition reference is made to law no. 181 of May 24<sup>th</sup> 1972 regarding arbitration.

## **CHAPTER F: THE COMING INTO FORCE OF THE ARTICLES OF THE SOCIETY**

### **§ 18 Time of coming into force**

These articles of the society are adopted at the founding meeting May, 31<sup>st</sup>, 2005 and come into force on June, 15<sup>th</sup> 2005. The articles of the society are subsequently changed on the annual general meeting on May 2<sup>nd</sup> 2006.

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