



Bylaws of Danmission

Bylaws of Danmission

§ 1. Name and domicile.....	3
§ 2. Object and basis.....	3
§ 3. Structure	3
§ 4. Board of representatives	3
§ 5. Board of directors.....	5
§ 6. Signing powers.....	7
§ 7. Financial statements and audit	7
§ 8. Amendments to the bylaws.....	8
§ 9. Merger	8
§ 10. Dissolution	8

Regulations for Danmission

§ 1. Organisation.....	9
§ 2. Danmission in the diocese	9
§ 3. Special representation	11
§ 4. Amendments to regulations	11

Bylaws of Danmission

§ 1. Name and domicile

- 1.1 The name of the organisation is Danmission.
- 1.2 Danmission's registered office is in the municipality in which the head office is situated.

§ 2. Object and basis

- 2.1 Danmission's object is to participate in the mission of preaching to and serving all the peoples of the earth, to which Jesus Christ calls his church.
- 2.2 Danmission is an independent organisation under the Danish National Church and works on the basis of the Evangelical-Lutheran denomination of the Danish National Church.
- 2.3 Danmission works in partnership with churches and organisations to meet its object.

§ 3. Structure

- 3.1 Danmission is based on the contributions of popular and church communities and individuals and their commitment in missionary groups, working groups, charity shops, religious communities, etc.
- 3.2 Members of Danmission are the persons who individually join Danmission by paying a membership fee. The membership fee is fixed by the board of representatives.
- 3.3 Members resign from Danmission by cancelling their membership in writing or by omitting to pay their membership fee within one calendar year.
- 3.4 Danmission is liable only to the extent of its assets at any given time.
- 3.5 No member can claim any share of Danmission's assets or is liable for Danmission's obligations.
- 3.6 The board of representatives is elected in accordance with the Regulations for Danmission.

§ 4. Board of representatives

- 4.1 The board of representatives is the supreme authority of Danmission.

- 4.2** The board of representatives is made up of 240 members elected in accordance with specific rules laid down in the Regulations for Danmission.
- 4.3** Members of Danmission are eligible for the board of representatives. Representatives may not be paid employees in Danmission, with the exception, however, of short-term youth workers such as volunteers, global storytellers and student assistants.
- 4.4** The board of directors participates in the meetings of the board of representatives with the right to speak.
- 4.5** The board of directors may invite special experts to participate in the meetings of the board of representatives with the right to speak.
- 4.6** Participation in the work of the board of representatives requires personal attendance. Votes cannot be cast by proxy. Each representative has one vote.
- 4.7** The annual meeting of the board of representatives is held once a year before the end of September.
- 4.8** The board of directors convenes the meeting of the board of representatives by giving notice of at least 12 weeks.
- 4.9** The agenda for the meeting of the board of representatives must be sent to the members of the board of representatives not later than six weeks before the date of the meeting. Any items for the agenda must reach the chairman not later than ten weeks before the meeting of representatives. Proposals to be considered at the meeting must be signed by at least five members of the board of representatives.
- 4.10** The agenda of the meeting of the board of representatives includes the following items:
1. Election of a chairman of the meeting
 2. Adoption of the report of the board of directors on the activities of the organisation in the past year
 3. Adoption of the audited financial statements
 4. Proposals received.
 5. Adoption of action plan and budget for future years
 6. Election of members and alternates to the board of directors
 7. Election of a state-authorised public accountant.

8. Any other business.

- 4.11** The decisions of the board of representatives are made by a simple majority of votes unless otherwise provided by these bylaws. In the event of equality of votes, the proposal is considered to have lapsed. A ballot must be conducted if so requested by at least one member of the board of representatives or the board of directors.
- 4.12** Resolutions can be adopted by three fourths of the votes cast. Resolutions can be proposed at any time during the meeting of the board of representatives.
- 4.13** Minutes are prepared of the decisions of the board of representatives, stating the main points of the debate. The minutes are signed by the chairman of the meeting.
- 4.14** Extraordinary meetings of the board of representatives are held when decided by the board of directors or when at least 45 representatives submit a written request to this effect to the board of directors stating proposals to be considered. The board of directors then convenes the meeting within four weeks by giving notice of at least four weeks.
- 4.15** The agenda for an extraordinary meeting of the board of representatives is announced not later than two weeks before the meeting. Extraordinary meetings of the board of representatives generally follow the rules for holding annual meetings of the board of representatives with the exception of the requirement as to the items on the agenda.

§ 5. Board of directors

- 5.1** The board of directors is in charge of Danmission's activities.
- 5.2** The board of directors is made up of 12 members. Nine members are elected by the board of representatives. Three members are elected by the board of directors. In this manner, the board of directors is able to add members with the necessary expertise and broad-based church representation.
- 5.3** Danmission's paid employees elect two employee representatives, who participate in the meetings of the board of directors. Election and nomination rules for employee representatives are laid down by the board of directors. The employee representatives have the right to speak but no voting rights.
- 5.4** Members of the Danish National Church are eligible for the board of directors. The members of the board of directors must be members of Danmission. Paid employees in the organisation cannot be members of the board of directors.

- 5.5** Proposals for candidates for the board of directors must have been received by the chairman not later than ten weeks before the meeting of the board of representatives and must be signed by at least five members of the board of representatives or be nominated by the board of directors.
- 5.6** The term for members of the board of directors is three years. The board members may be re-elected up to three times, so that the maximum period for a member to serve on the board of directors is 12 years; but see 5.14.
- 5.7** The election between candidates nominated for the board of directors is by ballot and all candidates are elected simultaneously. On the ballot paper, each voting member must state as many names of candidates as should be elected. The candidates who obtain the highest number of votes are elected to the board of directors. The candidates not elected to the board of directors are alternates in the order determined by the number of votes they received.
- 5.8** The term starts immediately after the closing of a meeting of the board of representatives.
- 5.9** At the first meeting after the meeting of the board of representatives, the board of directors elects its own chairman and deputy chairman. The chairman and the deputy chairman are elected by ballot. The most senior member of the board of directors presides over the balloting.
- 5.10** If a member of the board of directors elected by the board of representatives resigns from the board of directors, the alternate who received the highest number of votes at the last meeting of the board of representatives will join the board of directors for the remaining part of the term. Then a new election for the seat is held.
- 5.11** If a member of the board of directors elected by the board of representatives resigns from the board of directors and there are no additional alternates, the board of directors will be supplemented with new alternates at the next meeting of the board of representatives. In that case, the length of the terms is determined by the number of votes, so that the candidate receiving the highest number of votes sits for the longest period.
- 5.12** If a member of the board of directors elected by the board of representatives states that he or she is prevented from participating in the meetings of the board of directors for more than six consecutive months, the alternate who received the highest number of votes at the last meeting of the board of representatives will take the seat.

- 5.13** If a member of the board of directors elected by the board of directors resigns from the board, the board of directors elects a new member for the remaining part of the term of the member in question.
- 5.14** If a member of the board of directors elected by the board of directors states that he or she is prevented from participating in the meetings of the board of directors for more than six consecutive months, the board of directors may elect an alternate for that period.
- 5.15** A period of less than two years as an alternate who has joined the board of directors is not included in the calculation of re-election periods.
- 5.16** The board of directors adopts its own rules of procedure.
- 5.17** The board of directors appoints a secretary general to be in charge of the day-to-day management of Danmission. The terms of employment of the secretary general are laid down by the board of directors.
- 5.18** The board of directors appoints an executive committee and lays down the specific rules for its activities and powers. The board of directors may appoint other committees as needed.
- 5.19** The secretary general participates in the meetings of the board of directors and the executive committee without voting rights.
- 5.20** The board of directors and the executive committee may hold meetings without employed employees.

§ 6. Signing powers

- 6.1** Danmission is bound in legal transactions by the joint signatures of the chairman or the deputy chairman and the secretary general.
- 6.2** The board of directors may grant powers of attorney.

§ 7. Financial statements and audit

- 7.1** Danmission's financial year coincides with the calendar year. The financial statements are signed by the secretary general and the board of directors.
- 7.2** The financial statements are audited by a state-authorized public accountant elected by the board of representatives for one year at a time.

§ 8. Amendments to the bylaws

- 8.1** Amendments to the bylaws can be made at an annual meeting of the board of representatives when at least half of the members of the board of representatives are present and two thirds of these members vote in favour of the amendment.

§ 9. Merger

- 9.1** Danmission can be merged with one or more organisations through the adoption by the board of representatives of a proposal prepared by the board of directors. Adoption requires that at least half of the members of the board of representatives are present and that two-thirds of these members vote in favour of the merger.

§ 10. Dissolution

- 10.1** Danmission can be dissolved after a proposal to this effect has been adopted at an annual meeting of the board of representatives by three-fourths of the votes cast. The adoption must subsequently be confirmed at an extraordinary meeting of the board of representatives by two-thirds of the votes cast. Such extraordinary meeting of the board of representatives must be held at not less than two and not more than six months after the annual meeting.
- 10.2** If Danmission is dissolved, the board of representatives will decide on the transfer of the remaining assets to a different organisation or a religious society that is domiciled in Denmark or in an EU/EEA country, and which performs related work and is a non-profit entity.

Regulations for Danmission

§ 1. Organisation

- 1.1. The organisation is based on the activities of Danish National Church communities and individuals.

§ 2. Danmission in the diocese

- 2.1 Danmission is organised with diocesan boards in accordance with the geographical division into dioceses of the Danish National Church.
- 2.2 Each diocesan board can independently or in cooperation with other diocesan boards set up or attach working groups, which are self-organising with the framework laid down by the diocesan board(s) in question.
- 2.3 A diocesan board is made up of nine members. The diocesan board can add up to four non-elected resource persons with the right to speak but without voting rights on the diocesan board. Such resource persons do not automatically have a seat in the board of representatives.
- 2.4 The diocesan board is tasked with strengthening and developing Danmission's work in the diocese, arranging the annual meeting in the diocese, at which members are elected for the diocesan board and the board of representative, and arranging a pre-meeting before the meeting of representatives. Efforts are made to ensure that the elected members of the board of representatives reflect Danmission's voluntary activities in the diocese – including networking, recycling, young people and country committees.
- 2.5 The diocesan board publicly convenes an annual meeting in the diocese, which is held before the end of April. Members are convened by personal notice.
- 2.6 All members of Danmission in the diocese and everyone who has personally participated as a volunteer in an activity that supports Danmission's work or who has made a financial contribution of at least DKK 500 to Danmission's work have voting rights at the annual meeting. The diocesan board may require proof of the above.
- 2.7 The agenda for the annual meeting of the diocesan board includes the following items:
 1. Election of a chairman of the meeting

2. Election of a minute taker
3. Report on the year's activities in the diocesan board for adoption
4. Briefing on the activities in the diocese for discussion
5. Discussion of the activities in the coming year
6. Presentation of the financial statements for adoption
7. Election of members and alternates to the diocesan board
8. Election of representatives and alternates to Danmission's board of representatives
9. Election of an auditor
10. Any other business.

2.8 The annual meeting in the diocese elects the diocesan board, which is made up of nine members. Election for the diocesan board is held annually. Three members resign annually by turns. The term for members of the diocesan board is three years. Board members may be re-elected up to three times. The candidates not elected are alternates of the diocesan board in the order determined by the number of votes cast for them until the next annual meeting in the diocese. The diocesan board elects its own chairman, deputy chairman, secretary and treasurer.

2.9 The members of the diocesan board must satisfy the conditions set out in sub-clause 4.3 of the bylaws.

2.10 Danmission's board of directors draws up joint terms of reference for the diocesan board. Each diocesan board lays down its own rules of procedure.

2.11 The nine elected members of the diocesan board are ex-officio members of the board of representatives.

In addition, the annual meeting in the diocese elects the remaining number of members of the board of representatives, which the diocese has at its disposal, i.e. four permanent seats and a number of representatives elected in accordance with Danmission's allocation key, which is based on activities in the diocese.

The latter number of seats (a total of 110 seats nationwide) are distributed on the basis of the activity level in the diocese, which is calculated by the secretariat on

the basis of the number of members and the amount of income in the diocese. This allocation key is re-calculated every three years.

Every year, an election is held for the board of representatives where one third of the four permanent members and the number of representatives elected on the basis of the allocation key are elected. The term is three years. The candidates not elected will be alternates of the board of representatives in the order determined by their individual votes.

§ 3. Special representation

- 3.1.** Young people attached to Danmission (up to five persons) and members of the country committees in existence from time to time (one person per committee) are invited to participate in the meetings of the board of representatives with the right to speak but without voting rights.

Country committees must consist of at least 30 members who follow the activities in a country in which Danmission is currently working. Country committees must have a revenue or represent a value of work of at least DKK 100,000 annually in Danmission's budgets. A country committee must be approved by Danmission's board of directors.

§ 4. Amendments to regulations

- 4.1.** These regulations may be amended at an annual meeting of the board of representatives when at least half of the votes cast are in favour of the amendment and at least half of the members of the board of representatives are present.

Bylaws and regulations have been:

Adopted by the extraordinary meetings of the board of representatives of Dansk Santalmission (Danish Santal Mission) and Det Danske Missionsselskab (The Danish Missionary Society, DMS) on 12 November 1999.

Revised at the meeting of the board of representatives of Danmission on 7 - 8 September 2000.

Revised at the meeting of the board of representatives of Danmission on 8 - 9 September 2001.

Revised at the meeting of the board of representatives of Danmission on 4 - 5 September 2004.

Corrected in July 2005.

Revised at the meeting of the board of representatives of Danmission on 2 - 3 September 2006.

Revised at the meeting of the board of representatives of Danmission on 1 - 2 September 2007.

Revised at the meeting of the board of representatives of Danmission on 31 August - 1 September 2013.

Revised at the meeting of the board of representatives of Danmission on 3 - 4 September 2016.

Revised at the meeting of the board of representatives of Danmission on 1 - 2 September 2018.

Revised at the meeting of the board of representatives of Danmission on 31 August - 1 September 2019.

Revised at the meeting of the board of representatives of Danmission on 5 September 2020.