

# ARTICLES OF ASSOCIATION OF **DI**



AS OF 27 SEPTEMBER 2022

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Only the Danish document has legal validity.



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# CHAPTER 1

## ORGANISATION

### 1. Name, registered address, membership, etc.

---

- (1) The name of the confederation is "DI". The designations "Dansk Industri" and "Danske Industrier" may also be used.

The confederation's registered office is located in the City of Copenhagen.

- (2) The confederation is an association of enterprises in Denmark.

- (3) These Articles of Association use the following terminology:

**"Members"** – Member associations and member enterprises.

**"Member associations"** – Employer associations that have transferred their right of negotiation to a DIO, see article 9(5), and trade associations that have been admitted to DI.

**"Member enterprises"** – DIO members, business members and business members basic.

**"DIO members"** – Member enterprises that are also members of a DIO.

**"Business Members"** – Member enterprises which have collective agreements whose scope do not overlap that of sectoral collective agreements entered into by a DIO, and which are not party to collective agreements with unions outside the established organisational system.

**"Business Members Basic"** – Member enterprises not covered by one of the DIO sectoral agreements, including by acceptance, which do not have a collective agreement with a union outside the established organisational system and are not entitled to legal advice concerning employees and labour and related case processing or membership of the Maternity Fund of Danish Industry (Industriens Barselsfond).

**”Regional associations”** – Associations of regional DI members whose aim is to safeguard common interests at local and regional level.

**”Cross-sector trade communities”** – Communities forming a framework of industrial collegial cooperation between member enterprises with common interests.

**”DIOs”** – Employer associations that are members of DI and have authorised DI to negotiate, enter into and administer the collective agreements to which they are party.

## 2. Objects

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- (1) The objects of DI are, through organisational cooperation and through other networks for Danish enterprises:
  - to promote the interests of the Danish business community,
  - to strengthen the competitiveness and reputation of the Danish business community,
  - to ensure the most liberal management, production and market conditions for the Danish business community,
  - to promote good relations between enterprise management and employees, and
  - to provide DIO members with financial support during industrial conflicts.
- (2) In promotion of the objects specified in sub-article 1, DI undertakes to
  - safeguard the common interests of member enterprises in relation to legislators and authorities at the regional, national and international levels,
  - offer member enterprises individual consulting services in matters of management, technology and commerce if the market does not offer satisfactory solutions,

- assist with solving any other task that may promote good collegial relations among the member enterprises, and
  - collect relief fund assets for use in connection with industrial conflicts to support DIO members.
- (3) When deemed appropriate to promote the objects specified in sub-article 1, DI may, with the consent of the Central Board, establish or join organisational communities.
- (4) According to agreements with the DIOs, DI is in charge of the assignments and undertakes the obligations that follow from the DIOs' membership of DA.

## CHAPTER 2

# MEMBERSHIP OF ENTERPRISES

### 3. Membership of DI

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- (1) On admission to DI, the enterprise also becomes a member of one or more of DI's regional associations.  
  
On admission to DI, the enterprise may also join one or more of DI's member associations or cross-sector trade communities.
- (2) In exceptional cases, the Executive Committee may allow an enterprise to be admitted as a Business Member or Business Member Basic and only for the part of the enterprise that may not be covered by a collective agreement.
- (3) Admission is granted according to guidelines laid down by the Executive Committee.
- (4) The Executive Committee may require Business Members which
  - undertake obligations pursuant to collective agreements or enter into negotiations to that effect,
  - are subjected to claims for a collective agreement, or
  - in an industrial conflict situation, act to the detriment of DIO members or members of other employers' associations under DA,to join a DIO according to the instructions of the Executive Committee or to discontinue the membership. In the event of discontinued membership, the Executive Committee must determine the notice period which may, however, not exceed the notice period set out in article 14(1).
- (5) A precondition for admission is that the enterprise in question is not under reconstruction or being administered in bankruptcy, and in the case of personally owned businesses, that the owners have full disposal of their estates. The Executive Committee may make exemptions from this. As a condition for admission, DI may in special cases demand that the said enterprise provide a bank guarantee or other similar security



for the financial obligations that DI undertakes in connection with the membership.

- (6) Any decision to deny admission is made by the Executive Committee but may be presented to the Central Board and the General Assembly in the said order according to the applicable general rules. Two thirds of the votes cast at the General Assembly are required for the dismissal of the Central Board's decision.

## **4. Scope of the membership**

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- (1) Membership of DI includes all the activities of the enterprise in question. The membership of an enterprise includes all the enterprise's branches, departments and places of work in Denmark unless the Executive Committee makes an exemption.

Enterprises and places of work, etc., in the Faroe Islands and Greenland are, however, only covered by the membership if a special decision has been made to that effect. The Executive Committee lays down the guidelines on this matter.

- (2) A member enterprise that, by virtue of shareholdings or on another basis, has control of another enterprise within DI's area, is obliged to apply for membership of DI for such other enterprise as well.

Subsidiaries, parent companies and holding companies may only apply for membership of DI if all the group's companies within DI's area are enrolled.

- (3) If an enterprise that is a member of an organisation related to DA has employees who cannot be covered by a collective agreement elsewhere in the DA community than in a DIO, special membership of the said DIO for this group of employees may be established according to agreement with the organisation in question. In such case, the membership only comprises labour-market political issues and issues related to collective agreements and does not entitle the enterprise to membership of any of the organisations, communities or other networks mentioned in article 3(1). The special membership does not entitle the enterprise to appoint delegates to DI's General Assembly.

## **5. Member duties**

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- (1) Any written notification from DI, including emails, is binding on DI's members and is considered, on receipt, to have come to the members' knowledge.

## **6. Membership fee**

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- (1) Member enterprises pay a membership fee based on the payroll cost of the enterprise. The membership fee is set by the General Assembly at the recommendation of the Executive Committee.
- (2) The membership fee falls due by one fourth at the start of each quarter and is collected in advance. Payment is considered to be timely when DI has received the fee before the end of the middle month of the quarter.
- (3) Outstanding membership fees may, where required, be recovered through legal debt collection.

The related costs rest with the defaulter. Article 15(3) applies in the event of cancellation of membership due to membership fee arrears.

- (4) DI collects the total membership fee payable by a member enterprise to DI, the individual member association, cross-sector trade communities, and enrolment fee or contribution from the individual member enterprise. DI ensures that the amounts received are distributed in accordance with the applicable rules.

## CHAPTER 3

# INDUSTRIAL CONFLICTS

## 7. Industrial conflict benefits

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- (1) DI grants conflict benefits to the DIO members according to rules laid down in DI's regulations on industrial conflict benefits. The regulations are approved by the Executive Committee.
- (2) Benefits may be granted both during lawfully notified conflicts and during industrial conflicts in contravention of collective agreements.
- (3) Industrial conflict benefits are granted on the basis of the enterprise's payroll subject to membership fee. However, the benefits may not exceed any directly sustained loss.

## 8. Forfeiture of the right to benefits

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Benefits from DI may be refused:

- if, at the discretion of the Executive Committee, the industrial conflict must be blamed on the DIO member in question,
- if the industrial conflict was not reported immediately after the commencement of the conflict,
- if mandatory payments that follow from DI membership are not paid within the stipulated deadline,
- if salary information has not been submitted within the deadline set out in the articles of association of the DIOs,
- if before, during or after an industrial conflict, the DIO member has not complied with the duties following from the articles of association of the DIOs, or otherwise has not adhered to the guidelines provided by DI and the DIOs.

## CHAPTER 4

# MEMBERSHIP OF ASSOCIATIONS

### 9. Admission of associations

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- (1) Associations whose object is to organise enterprises may be admitted to DI. All members of the association in question must be members of DI.
- (2) The Executive Committee determines whether an association applying for membership of DI fulfils the membership conditions, see sub-article 1. If membership is rejected, the association may demand that the question of membership be submitted to the General Assembly for its final decision. In such case, a majority of two thirds of the votes cast is required to grant membership.
- (3) The Executive Committee determines whether an association applying for membership should join as an independent association.
- (4) Mergers between associations must be approved by the Executive Committee, and the Executive Committee may demand that member associations with parallel purposes within related areas merge into one association.
- (5) Associations that independently finalise collective agreements with employee organisations may only be admitted if their right of negotiation is transferred to a DIO.
- (6) Associations newly admitted to DI may, according to the Executive Committee's decision, be ordered to entirely or partially contribute existing equity from their own industrial relief fund.

## **10. Duties of member associations**

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- (1) The articles of association of the member associations must comply with the requirements set out by DI from time to time. Any member association is under an obligation to submit to DI proposals for amendments to the association's articles of association before such proposal is presented for adoption by the competent body of the respective association. Material amendments to an association's articles of association may not be enacted without approval from the Executive Committee.
- (2) The member associations are obliged to keep DI informed about any changes that may take place in the said association's membership, in the composition of its board and in the election of delegates to DI's General Assembly.

## **11. Membership fees of associations**

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Notwithstanding the provision in article 6(4), a member association may, in special cases and subject to the approval of the Executive Committee, handle the collection of its own membership fee provided DI receives the required information about the association's membership matters on an ongoing basis.

## CHAPTER 5

# REGIONAL ASSOCIATIONS AND CROSS-SECTOR TRADE COMMUNITIES

## 12. Regional associations

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The Executive Committee may decide to establish regional associations for the purpose of bringing together all member enterprises and their regional branches to safeguard common interests at local and regional level.

The regional associations' activities are based on standard articles of association approved by the Executive Committee which may only be deviated from by approval of the Executive Committee. However, a regional association's articles of association must always specify that the association is under an obligation to respect policy guidelines laid down by DI's management bodies.

No special membership fee is payable to regional associations.

## 13. Cross-sector trade communities

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On the recommendation of the Executive Committee, the Central Board may decide to establish cross-sector trade communities to form a framework for industrial and collegial cooperation between member enterprises with common interests.

The trade communities' activities are based on standard articles of association endorsed by the Executive Committee which may only be deviated from subject to the Executive Committee's approval. However, a trade community's articles of association must always specify that the association is under an obligation to respect policy guidelines laid down by DI's management bodies.

## CHAPTER 6

# TERMINATION OF MEMBERSHIP

## 14. Resignation

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- (1) Members may only resign from DI by written request giving at least six months' notice to expire on 1 July of any given year. However, the Executive Committee may grant dispensation. DIO members may not resign during an industrial conflict.

If a DIO member wishes to transfer its membership entirely or partially to an organisation under DA, notice of six months to expire at the end of a quarter must be given; see article 64(2), first sentence, of DA's articles of association.

- (2) If a DIO member has received industrial conflict benefits within the past two years, resignation may not take place until two years have passed from the receipt of the benefits. However, this does not apply if, in connection with such resignation, the member is admitted to an employer organisation under DA with which DI has made a mutual agreement; see article 64(4) of DA's articles of association. A similar exemption applies if the paid benefits are reimbursed. The Executive Committee may dispense from this.

- (3) If a member enterprise ceases to exist, resignation may take place irrespective of the rules mentioned in sub-article 1, with effect from the end of the calendar quarter in which the said enterprise ceases.

## 15. Cancellation of the membership

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- (1) DI may cancel a membership at its own initiative without observing the above time limits if the given member no longer satisfies the conditions for DI membership.

- (2) A member enterprise under reconstruction or a compulsory arrangement with creditors, or whose estate is administered in bankruptcy ceases to be a member from the end of the calendar quarter in which this event occurs unless the estate declares that it will adopt the membership.
- (3) If a member enterprise is in arrears with the membership fee for two quarters or more or is in arrears for a similar amount for other mandatory payments, the said enterprise may be cancelled as a member, after a written reminder. However, this does not apply if one of DI's member associations unambiguously declares that it undertakes liability for the arrears and any other claim that may be made as a result of the membership. The enterprise may be re-admitted if the arrears are paid.
- (4) Membership cancellation as a result of arrears does not release the member enterprise in question from the duty to pay the amount owed until the expiry of the lawful notice of resignation, see article 14(1).

## 16. Expulsion

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- (1) If a member enterprise has grossly or repeatedly violated DI's Articles of Association – as regards DIO members the respective DIO's and DA's articles of association – or the articles of association of a trade community or a member association in which the said enterprise is a member, or any prohibitions or orders made by DI or the competent body of the said member association with authority in their articles of association, or the Penal Code, the enterprise in question may be expelled by DI's Central Board.

The same applies if a member enterprise is affiliated with another enterprise that is not a member of DI, e.g. through group formation.

The expulsion must be adopted by two thirds of the votes cast by members of the Central Board. The decision of the Central Board may be brought before an arbitration tribunal established under article 30.

The provisions in this section apply *mutatis mutandis* for a member association that has grossly or repeatedly violated DI's Articles of Association.



- (2) If expelled, a member may only be re-admitted subject to the approval of DI's Central Board and only when the matter that gave rise to the expulsion has been satisfactorily resolved. If the Central Board refuses re-admission, this issue may be brought before an arbitration court established under article 30.

## **17. Liability in connection with resignation**

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- (1) A member enterprise's resignation, deletion or expulsion does not release the said enterprise from the duty to pay a proportionate share of the financial obligations resting on DI at the time when the resignation becomes effective. DI's requirements under this provision and any claims towards DI by the resigned party must be made within one year from the effective date of the resignation.

Resigning member enterprises may not make claims for any share of DI's assets.

- (2) If the resignation is due to the transfer to an area of another relief fund within DA, the Executive Committee may, however, determine that an amount be transferred to the other relief fund, usually no more than the resigning party's share of the relevant DIO membership fee to DA at the effective date of resignation.

## CHAPTER 7

# MANAGEMENT

### 18. General Assembly

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- (1) The General Assembly is the ultimate authority in all DI matters. Its lawful decisions are binding on all members of DI.
- (2) DI's member enterprises appoint 300 delegates to the General Assembly.

Further, the General Assembly consists of

- the chairmen of the cross-sector trade communities unless they have already been appointed delegates by the member enterprises under sub-article 3.
- the chairmen of DI's regional associations unless they have already been appointed delegates by the member enterprises under sub-article 3, and the chairmen of regional associations with more than 400 members an additional member who is elected by the board of the association.

- (3) The 300 delegates are appointed by the member enterprises based on the proportionate weight of the enterprises' membership fee payable to DI in the calendar year prior to the Annual General Assembly.

The member enterprises may choose how to exercise their right of appointment, which may be done through a member association or a cross-sector trade community.

The Executive Committee is in charge of appointing delegates from the group of member enterprises that do not exercise their right of appointment through one of the member associations or one of the trade communities having been set up as an election forum.

A member enterprise individually entitled to representation through its membership fee amount may exercise this right and appoint its own

delegate. Any excess membership fees may be assigned to a member association or cross-sector trade community selected by the enterprise.

- (4) The Executive Committee draws up election regulations with a detailed specification of the procedure for member enterprises' appointment of delegates.
- (5) Delegates are appointed with effect from and including the first Annual General Assembly and until the next Annual General Assembly. However, this does not apply to delegates appointed as representatives of regional associations under sub-article 2, last sentence, in that these delegates are appointed for one year with effect from and including the next 1 July.
- (6) If a delegate to the General Assembly resigns from their appointment before the expiry of the election period, the enterprise, member association or cross-sector trade community that appointed the delegate in question must ensure that an alternate replaces the delegate.
- (7) Delegates to the General Assembly who are prevented from attending may give other delegates a power of attorney to attend and vote. However, delegates to the General Assembly may never have more than two votes each.
- (8) An Annual General Assembly is held every year in September.

The agenda of the Annual General Assembly must at least include the following:

1. Election of a chairman of the Assembly.
2. Presentation of the confederation's report for adoption.
3. Presentation of annual report for adoption.
4. Notification about the composition of the Central Board and election of up to 10 further members.
5. Appointment of auditors.
6. Determination of membership fee.
7. Proposals received.
8. Any other business.

A letter convening the Annual General Assembly is sent electronically to each delegate no later than six weeks prior to the General Assembly. The agenda containing the audited annual report is sent, also in electronic form, to the said parties at least two weeks before the General Assembly. At the General Assembly, no decisions may be made in other business than the matters included on the agenda and naturally related matters.

Proposals for inclusion on the agenda should be notified to DI no later than four weeks before the General Assembly.

The management bodies of all member enterprises are invited to attend the Annual General Assembly by advertisement in DI Business and on [www.di.dk](http://www.di.dk). Member enterprises must notify DI of their attendance no later than two weeks before the General Assembly is held.

- (9) General Assembly delegates may recommend candidates for the election of up to 10 further members of the Central Board before the end of July; see sub-article 8, second section, item 4.

The recommendations must be addressed to the Executive Committee. The Executive Committee then prepares one collective recommendation submitted to the Central Board for its information. The Executive Committee then prepares the final recommendation for the Annual General Assembly.

- (10) Extraordinary general assemblies are convened by the Executive Committee when deemed necessary or when at least 25 delegates so request in writing with an indication of business to be transacted. In the latter event, the extraordinary general assembly may be demanded to be held no later than three weeks after the written demand was submitted to the Central Board. Notices convening extraordinary general assemblies must, to the extent possible, be submitted giving at least eight days' notice and must be accompanied by an agenda.

- (11) General assemblies form a quorum when at least half of the entire number of votes are represented at the meeting. In cases where a General Assembly does not form a quorum, a new one may be convened which is then competent to transact business irrespective of the number of votes represented.

The General Assembly makes decisions by a simple majority of votes unless otherwise laid down in these Articles of Association. Proposals concerned with dissolving DI, see article 31, are, however, only consid-

ered to have been adopted when approved by three fourths of the votes cast. Proposals to amend the Articles of Association and rejection of decisions to refuse admission made by the Central Board or the Executive Committee, respectively, see article 3(6) and article 9(2), must be approved by two thirds of the votes cast to be adopted.

In cases where five delegates at the General Assembly so demand and in cases of doubt about the result of a vote, the voting must be made in writing. The chairman of the meeting may always decide that voting is to be made in writing.

## **19. Central Board**

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- (1) The Central Board makes decisions in matters with which it is charged under the Articles of Association and defines the policy guidelines of DI's duties based on the decisions made by the General Assembly and DI's Articles of Associations in matters that are not transferred to other bodies under these Articles of Association. As regards DIO members, see article 2(4), the Central Board is competent to make decisions about lockout and other collective actions; but see article 20(6).
- (2) On the recommendation of the Executive Committee, the Central Board adopts DI's budget for the coming year.
- (3) Before the end of April, the audited annual report must be submitted to the Central Board for the purpose of approval by the General Assembly, see article 26(2).
- (4) The Central Board appoints the DIO representatives on DA's Central Board and Executive Committee.
- (5) The Central Board comprises up to 72 members; but see sub-article 9.
- (6) Seven members are appointed by the chairmen of DI's regional associations among themselves.
- (7) The member enterprises appoint 51 members from among the delegates at DI's General Assembly, either directly or through member

associations or cross-sector trade communities based on the proportionate weight of their membership fees; see article 18.

The member enterprises may choose how to exercise their right of appointment, which may be done through a member association or a cross-sector trade community.

The Executive Committee is in charge of appointing members from the group of member enterprises that do not exercise their right of appointment through one of the member associations or one of the cross-sector trade communities having been set up as an election forum.

Member enterprises subject to a membership fee corresponding to at least one member of the Central Board may choose to appoint one member of the Central Board. Excess membership fees may be allocated to a member association, cross-sector trade community or coalition of the enterprise's choice.

If a member of DI's Central Board resigns from their job before the end of the election period, the enterprise, member association, trade community or coalition having appointed the member in question must ensure that an alternate replaces the member.

Member associations, cross-sector trade communities and coalitions may enter into electoral alliances.

- (8) The members of the Central Board are appointed at the Annual General Assembly for the period until the next Annual General Assembly. However, this does not apply to the seven members appointed by the chairmen of DI's regional associations among themselves under sub-article 6, as these members are appointed for one year with effect from and including the next 1 July.
- (9) In addition, the sitting chairmen of each of the cross-sector trade communities are members of the Central Board unless the trade community is already represented on the Central Board.
- (10) At the recommendation of the Executive Committee, the General Assembly may supplement the Central Board by up to 10 members.

These seats may be filled by members that need not be delegates to the General Assembly, but who have a special affiliation with the business community or special insight into the circumstances of the business community.

The election of supplementary Central Board members applies until the first Annual General Assembly or until the persons elected, in the opinion of the Central Board, no longer comply with the requirement for affiliation with the business community.

- (11) Membership of the Central Board is subject to the condition that the appointed member has not turned or will not turn 67 years in the calendar year in which the individual is appointed or re-appointed to the Central Board.
- (12) The Central Board elects (following any election of supplementary members) the Chairman of DI and one or two Deputy Chairmen from among its members for the period until the next Annual General Assembly.
- (13) Central Board meetings are convened by the Chairman, or in the Chairman's absence, by one of the Deputy Chairmen and are held as often as deemed necessary. The Central Board must always be convened when at least 12 of the Central Board members or two members of the Executive Committee so demand.

Decisions at Central Board meetings are adopted by a simple majority of votes. In the event of a tied vote, the acting Chairman has the casting vote. Proposals that may entail industrial action, see sub-article 1, last sentence, are, however, only considered to have been adopted when approved by three fourths of the votes cast.

A proposal to expel respectively re-admit a member enterprise, see article 16, must be approved by two thirds of the votes cast to be adopted.

## **20. Executive Committee**

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- (1) The Executive Committee formulates DI's policy opinions in compliance with guidelines laid down by the Central Board. The Executive Committee may establish committees to assist it with the wording of DI's policy opinions and to examine, negotiate or determine matters.
- (2) The Executive Committee has the supervisory control of the financial operation of DI. The Executive Committee recommends DI's budget

and audited annual report for adoption by the Central Board; see article 19(2) and (3), and article 26(2) and (3).

- (3) The Executive Committee approves rules on the setting of membership fee; see article 6.
- (4) The Executive Committee is in charge of appointing delegates and members of the Central Board from the group of member enterprises that do not exercise their right of appointment through one of the member associations or one of the cross-sector trade communities established as election fora; see articles 18 and 19.

On appointment, the Executive Committee must strive to ensure the required industrial, sectoral and geographic representation.

- (5) The Executive Committee may, with three fourths of the votes cast, determine whether and to what extent DI is to pay any extra membership fee or contribution to the reserve fund of the Danish Employers' Confederation because of industrial conflicts.
- (6) As regards DIO members, see article 2(4), the Executive Committee is authorised to make decisions about lockout to the extent it does not include enterprises with a total payroll cost of more than 15 per cent of the entire payroll cost subject to membership fee, under the DIOs, for the preceding year. Such a decision must be made by at least three fourths of the votes cast. Voting may take place electronically.
- (7) The Executive Committee makes decisions in cases on benefits during industrial conflicts. Within specified limits, the Executive Committee may transfer to DI's administration its competence regarding grants for benefits.
- (8) The Executive Committee approves standard articles of association of DI's regional associations and cross-sector trade communities; see articles 12 and 13.
- (9) The Executive Committee lays down its own rules of procedure.
- (10) The Executive Committee has up to 16 members. It is elected by the Central Board from among its members and comprises DI's Chairman and Deputy Chairman/Deputy Chairmen.

At least two of the Executive Committee members come from small or medium-sized enterprises.



If an Executive Committee member is prevented from participating in the Executive Committee meetings for an extended period, this member may appoint an alternate from among the other members of the Central Board.

- (11) On the recommendation of the executive committee of one of DI's trade communities, the Executive Committee may approve the expulsion of a member of the said trade community.

## **21. Governing Board**

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- (1) The Governing Board comprises DI's Chairman and Deputy Chairman/Deputy Chairmen. The Executive Committee existing from time to time determines the duties of the Governing Board and also lays down the rules of procedure of the Governing Board.
- (2) The age limit in article 19(11) does not apply to chairmen seeking re-election.

## CHAPTER 8

# BOARD OF MANAGEMENT AND SECRETARIAT FUNCTIONS

## 22. Board of Management

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DI is managed by the Director General/CEO and other members of DI's Board of Management.

The Director General/CEO is appointed by the Executive Committee. The other members of the Board of Management are appointed by the Executive Committee on the recommendation of the Director General/CEO.

The employment terms and remuneration of the Board of Management are determined by the Governing Board. The Executive Committee lays down the rules of procedure of the Board of Management.

## 23. Secretariat functions

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- (1) DI handles secretariat and financial functions for the DIOs, see article 2(4), and the regional associations, see article 12, free of charge.
- (2) DI may further undertake the handling of secretariat functions for member associations, cross-sector trade communities and other networks within DI's sphere of interest. Any decision of whether to grant payment for the exercise of such secretariat functions – and if so the amount of the payment – is made on the basis of principles determined by DI's Executive Committee, taking into account the workload related to handling the secretariat duties.

## CHAPTER 9

# FINANCES, FINANCIAL STATEMENTS, AUDITING, POWERS TO BIND, ETC.

## 24. Use of membership fees

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- (1) DI's membership fees and other income are used to cover the expenses incurred by the handling of DI's objects. The expenses for performing actual tasks for members beyond tasks of an industrial nature that DI performs for DIO members are paid by these members according to guidelines laid down by the Executive Committee. The member associations cover their own administration expenses according to guidelines laid down by the Executive Committee.
- (2) The funds paid by DIO members to cover industrial conflict benefits are collected as a relief fund for use during industrial conflicts.

If, at the end of a financial year, the funds allocated for a relief fund constitute more than 2.0 per cent of the DIO members' average payroll cost subject to membership fee for the most recent three finalised calendar years, the Executive Committee may determine that an amount corresponding to the net capital yield of the relief fund may be transferred for DI's free disposal.

## 25. Capital investments

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DI's assets must be deposited in banks, invested in securities or in real property according to guidelines laid down by the Executive Committee. All acquisitions and sales of real property must be approved by the Executive Committee.

DI may take out loans.

The assets of the member associations may be invested at DI's initiative according to the articles of association of the respective associations.

## **26. Budget and financial statements**

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- (1) DI's financial year is the calendar year.
- (2) Before the end of April, an annual report approved by the Executive Committee for the preceding calendar year is submitted to the Central Board. The Central Board recommends the annual report for adoption by the General Assembly.
- (3) DI's budget is adopted by the Central Board based on the prior recommendation by the Executive Committee to this effect; see article 19(2).

## **27. Auditing**

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- (1) The General Assembly appoints a state-authorised public accountant to audit DI's annual report.
- (2) Auditors' records must be kept.
- (3) Annual reports of the associations, committees, etc., administered by DI are audited by DI's state-authorised public accountant.

## **28. Powers to bind**

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- (1) The Chairman or one of the Deputy Chairmen are jointly authorised with the Director General/CEO or the Deputy Director General to sign on behalf of DI.

The Director General/CEO attends to financial dispositions made as part of DI's day-to-day operations and has the power to bind the confederation in this respect. In this connection, the Director General/CEO may grant powers of procuration to persons associated with DI's administration such that the confederation is bound by the joint signatures of two such persons.

## CHAPTER 10

# PENALTIES, ARBITRATION

### 29. Penalties

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- (1) If an enterprise or a member association is in breach of these Articles of Association, provisions laid down pursuant to the Articles of Association, a decision made by the General Assembly or the Central Board and published to the members or otherwise commits gross breaches of the collegial cooperation, the enterprise or the member association may be ordered to pay a penalty of up to DKK 1 million. The penalty is to be determined and take into account the nature of the offence and the size of the said association or enterprise.
- (2) Any decision to impose a penalty under sub-article 1 and the amount thereof is to be made by the Central Board. The decision may be brought before an arbitration tribunal established under article 30 for final decision.
- (3) The penalty may, where required, be collected through legal debt recovery.

### 30. Arbitration

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Where the preceding provisions of the Articles of Associations prescribe arbitration, the issue is to be determined finally and with binding effect by arbitration. The arbitration tribunal is established as follows:

- The arbitration tribunal must be comprised of two arbitrators, where each party to the dispute elects one arbitrator, as well as an umpire.
- When one party has informed the other party by registered letter of the arbitrator appointed by it to the arbitration tribunal, the other

party is obliged, by registered letter within eight days of receipt, to inform the other party of its own appointed member of the arbitration tribunal.

If this party fails to do so, the member is appointed by the president of the Danish Maritime and Commercial Court.

- Failing agreement between the two arbitrators, the president of the Danish Supreme Court appoints the umpire, who must be a judge.
- The umpire serves as chairman of the arbitration tribunal.
- The arbitration tribunal decides on the allocation of the costs between the parties to the dispute.
- Otherwise, the Danish Arbitration Act applies to the arbitration proceedings.

## CHAPTER 11

# DI'S DISSOLUTION

### **31. DI's dissolution**

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A resolution to dissolve DI may be made by two general assemblies held at an interval of no more than 14 days and, to be valid, must be approved by three fourths of the votes cast.

A resolution on dissolution is only valid if the General Assembly has already made a decision about the use of DI's assets and approved a plan for performance or settlement of the financial obligations incumbent on DI. Adequate security must also have been obtained to ensure completion of the winding-up plan. The most recently elected Executive Committee will be the determining and responsible winding-up committee.



**CHAPTER 12**  
**ENTRY INTO FORCE**

**32. Entry into force**

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These Articles of Association enter into force on 27 September 2022.

