

Articles of Association for Organizational Design Community (ODC)

CHAPTER A: NAME, LOCATION, MISSION AND ACTIVITIES

§ 1 Name and Location of the Association

The name of the Association shall be Organizational Design Community (ODC).

The Association shall maintain a registered office in Aarhus, Denmark.

§ 2 Mission

Organizational Design Community (ODC) is a global collaborative community of scholars, organizations and executives dedicated to advancing the knowledge and practice of organization design. Our mission is to create and share theoretical and practical knowledge via the process of collaboration.

§ 3 Activities

ODC will support its mission by:

- Publishing an academic journal
- Providing various forums for the exchange of ideas (conferences, webinars, etc.)
- Developing other ancillary activities

CHAPTER B: MEMBERSHIP

§ 4 Membership

Membership of the Association shall be open to any individual, firm, organization or institution with an interest in advancing the knowledge and practice of organization design and wishing to support and enhance ODC's mission. Applications for membership shall be submitted to the Board of Directors, which is responsible for specifying the admission process criteria and accepting new members.

Organizational Design Community shall have the right to include the names of members in any lists of members published by ODC and to announce that the member has joined ODC.

§ 5 Membership Classes

There are two (2) classes of membership. Applicants shall specify which membership class they are requesting.

- Individual
 - Academic
 - Professionals
- Firm or organization

The Board of Directors shall be responsible for determining the rights and benefits of each membership class.

§ 6 Resignation and Cancellation of Membership

Members may resign from the Association at any time by notifying the Association. A membership can be cancelled if the member does not comply with the membership criteria.

CHAPTER C: GOVERNANCE

§ 7 General Assembly

The general assembly shall have supreme authority over all affairs of the Association. Only at the general assembly can decisions be made regarding any changes to the Articles of Association.

The Association shall hold an annual general assembly and may hold extraordinary general assemblies.

The Board of Directors shall decide where to hold the general assembly. A general assembly can be a physical meeting, a virtual meeting or a mixture hereof.

§ 8 Annual General Assembly

The annual general assembly shall take place every year before the end of May.

The agenda shall comprise the following items:

1. Election of meeting chairperson
2. Annual report from the Board of Directors
3. Annual financial report
4. Election of members of the Board of Directors (as needed)
5. Election of auditor
6. Motions received from members of the Board of Directors or Association members
7. Any other business for discussion only

The annual general assembly shall be called with no less than fourteen (14) days notice. The agenda for the general assembly shall be sent out to the members no later than eight (8) days before the meeting.

At the annual general assembly, decisions can only be made on agenda items.

Members shall submit items for the agenda to the Association office no later than ten (10) days before the annual general assembly.

§ 9 Extraordinary General Assembly

An extraordinary general assembly can be called by the Board of Directors when necessary or when at least 1/3 of the members of the Association submit a request in writing to the Association office stating the items to be discussed.

An extraordinary general assembly shall be called with no less than eight (8) days notice.

An extraordinary general assembly called by the members shall be held no later than three (3) weeks from the date the request was received by the Association office.

§ 10 Presence at a General Assembly and Voting Rights

Members of the Association shall be entitled to be present at a general assembly. If a member is a legal entity (not a person, but a firm or organization) one person representing the legal entity shall be entitled to be present. The person representing the legal entity shall have one vote.

Each member with an individual membership shall have one vote. The vote shall be by person, by representative or by proxy.

If a member is a legal entity (not a person) such member shall inform the Association of the name of its legal representative no later than three (3) days before a general assembly.

§ 11 Voting Procedures

To decide an amendment to the Articles of Association, 2/3 of the votes cast shall concur. Quorum is 2/3 of the members present or represented by proxy. The proposal of an amendment to the Articles of Association shall be on the agenda submitted to the members.

To decide the dissolution of the Association 3/4 of the votes cast shall concur. Quorum shall be 3/4 of the members present or represented by proxy.

Any other motion shall be decided by simple majority. Quorum shall be 1/2 of the members present or represented by proxy.

If the number of members needed to constitute a quorum is not present or represented by proxy, an extraordinary general assembly shall be called. At the extraordinary general assembly, decisions can be made by the members actually present or represented by proxy without regard to the rules on quorum.

§ 12 Board of Directors

The daily management of the association consists of the Board of Directors.

The Board of Directors shall consist of six (6)-ten (10) members.

The term of membership shall be three (3) years. Re-election shall be permitted for two (2) terms.

The Board of Directors shall elect its officers. The chairman and the deputy chairman of the Board of Directors shall also be the Chairman and the Deputy Chairman of the Association.

The Chairman and the Deputy Chairman individually can sign for the Association.

Any person who is elected at an annual general assembly as the substitute for a board member who has withdrawn from the Board of Directors shall be a member of the Board of Directors for the same term as the board member he/she is replacing.

The Board of Directors shall hold at least one meeting per year. The time and place for the general assembly shall be decided by the Board of Directors.

The Chairman, or the Deputy Chairman in his/her absence, shall call the meetings of the Board of Directors.

Quorum shall be ½ of the members present. Decisions shall be made by simple majority. If there is an equal number of votes, the Chairman, or the Deputy Chairman in his/her absence, shall have the casting vote.

CHAPTER D: DISSOLUTION OF THE ASSOCIATION

§ 13 Dissolution

Before a motion on the dissolution of the Association can be decided, the general assembly shall have decided a complete plan for the payment of all debts incumbent on the Association, including sufficient security for the completion of the plan. The general assembly shall also decide on the use of any assets belonging to the Association. Any use shall be within the aim stated in Article 2.

§ 14 Venue and Choice of Law

This Agreement shall be governed by Danish law, with the exception of Danish international private law and rules concerning choice of law to the extent that such rules would lead to the application of another country's law.

Any dispute between the parties arising from this agreement, including interpretation and application of the agreement and which cannot be settled out of court by negotiation between the parties, shall be tried by the District Court of Aarhus (*Byretten i Aarhus*) as court of first instance.

CHAPTER E: DATE OF COMMENCEMENT

§ 15 Date of Commencement

These Articles of Association have been decided at the 2021 general assembly. The date of commencement shall be XXXXXXXX.