

# **ARTICLES OF ASSOCIATION**

## **of**

### **Transparency International Greenland**

of 31 August 2011, as amended 23 January/23 April, 26 September 2012 /11 February 2013, and 30 October/26 November 2013/ 14 April 2015/28 May 2015/ 25 April 2019/19. March 2025/14. April and 2 Juni 2026.

#### **1. Name and domicile**

- 1.1. The name of the Association is **Transparent International Greenland (TIG)**. Secondary name: **Transparency Greenland (TG)**:
- 1.2. The Association's domicile is in Kommuneqarfik Sermersooq, Greenland.

#### **2. Objects**

- 2.1. The object of the Association is to prevent corruption, both nationally and internationally, in collaboration with TI. Corruption is defined as the abuse of entrusted power for private gain.
- 2.2. The Association will fight corruption by working to promote wide-ranging transparency in the public administration, openness in private business life and general transparency in society, and by disseminating information on corruption and its harmful effects.
- 2.3. The Association commits itself to adhering to TI's guidelines by:
  - Attentively monitoring legislation, administrative practices, etc. in both private and public sector organisations, with a view to detecting behaviour that encourages or neglects corruption, and thereafter by
  - Pointing out any weaknesses and suggesting improvements.

#### **3. Board**

- 3.1. The board shall consist of a chairperson and four to six board members, as determined by the general meeting.
- 3.2. The chairperson and the board members shall be elected by the general meeting for a period of two years at a time. The Chairman may be re-elected up to 2 times. The general meeting shall also elect one or two deputy members for a period of one year at a time. Board members can be re-elected up to 4 times.
- 3.3. In the event that two or more candidates achieve an equal number of votes in the election of a board member or deputy member, the election shall be decided by the drawing of lots between the candidates.
- 3.4. The board may co-opt up to two supplementary members with specific experience in combating and preventing corruption.
- 3.5. In the election of a board member, emphasis must be placed on ensuring that the person in question possesses relevant experience. Only natural persons may be appointed. A member of the board represents no others, and is bound only by his or her own opinions. A member of the board of directors must be of impeccable reputation, and may not be an active politician, or standing for election or sitting in the Danish Parliament, Inatsisartut or a municipal council.
- 3.6. The board shall constitute itself with a vice-chairperson.
- 3.7. If a board member resigns during his or her term of office, a deputy shall take that member's place on the board for the period until the next ordinary general meeting is held. If after the resignation of a member the number of board members is less than four, a general meeting shall be convened for the election of additional board members. The election of a new board member to replace a resigned member shall apply only to the remainder of the period of office of the resigned member. If it is not possible to elect new members, the board may choose to continue until the annual general meeting. In the event of the resignation of the chairperson, the vice-chairperson shall act in place of the chairperson until the next ordinary general meeting.

#### **4. The work of the board**

- 4.1. The board shall implement the decisions of the general meeting.

- 4.2. The board shall meet whenever a member or auditor so requests, but at least four times annually, in the months of February, April, August and November, respectively. The board meeting in April shall be held when the audited financial statements for the previous year are available.
- 4.3. Meetings of the board shall be convened with at least ten days' notice. However, a meeting may be convened at shorter notice if all the board members are present and agree to hold the meeting, notwithstanding any failure to comply with the period of notice. The board shall have a quorum when at least four members are present.
- 4.4. The decisions of the board shall be taken by simple majority of votes, cf. however section 12.
- 4.5. In the event of parity of votes, the chairperson shall have the casting vote.
- 4.6. The proceedings of the board shall be recorded in minutes, which shall record all the board's decisions. The minutes shall be signed by the attending board members by the time of the next meeting.
- 4.7. Conflict of interest and abstention from voting
- 4.7.1. A board member shall declare any direct or indirect personal, financial, or professional interest in any matter under consideration by the board and shall abstain from participating in the discussion and voting on such matter.
- 4.7.2. For the purposes of this provision, a conflict of interest arises when a board member, or a close family member or associated entity, stands to gain or lose financially or otherwise from a decision of the board, or where the board member's impartiality may reasonably be questioned.
- 4.7.3. The conflicted board member shall not be counted towards the quorum for that particular decision. Where the board requires at least four members present for a quorum, this requirement shall be calculated excluding any conflicted members.
- 4.7.4. The declaration of conflict and the abstention shall be recorded in the minutes of the board meeting. All such declarations shall be included in the minutes which record the board's decisions and be signed by the attending board members.

## 5. General meeting

- 5.1. The Association's supreme authority is the general meeting. Ordinary general meetings shall be held each year, no later than four months after the conclusion of the financial year, with the following agenda:
1. Election of chairperson and minute-taker
  2. Approval of the meeting's agenda
  3. Board report
  4. Presentation of the annual accounts, with auditors' opinion, for approval
  5. Presentation of plan of action and budget
  6. Determination of membership fee
  7. Resolution for the allocation of the profit or for the treatment of the loss, in accordance with the approved annual accounts
  8. Proposals received from members and the board
  9. Election of board, including board chairperson and deputies.
  10. Election of auditor
  11. Any other business.
- 5.2. An extraordinary general assembly shall be held when so demanded by a general meeting, or by a majority of the board members, or by one-quarter of the members of the Association, with a specification of the agenda.

## 6. Notice, etc.

- 6.1. The general assembly shall be convened in writing at fourteen days' notice; however, in the case of an extraordinary general meeting, this may if necessary be reduced to eight days. The notification shall include the agenda for the general assembly.
- 6.2. Proposals for the consideration of the general meeting must be received by the general director no later than eight days in advance of the general meeting. A proposal may only be considered by a general meeting if it is either mentioned in the meeting notification, or if the members have been notified at least four days before the general meeting that it will be considered.
- 6.3. Everyone has the right to attend and speak at general meetings; however, only members may propose motions and vote.

## 7. Chairperson

- 7.1. The general meeting shall elect its own chairperson and determine its own rules of procedure. Minutes of the general meeting shall be signed by the chairperson and the entire board.

## **8. Decisions**

- 8.1. The general meeting shall take its decisions by simple majority of votes, cf. however (2) and (3). Each member shall have one vote.
- 8.2. Proposals regarding the purchase, sale or mortgaging of real estate the conclusion and termination of leases, may only be adopted by a two-thirds majority at a general meeting at which at least two-thirds of the members are present. If less than two-thirds of the Association members are present at the general meeting, but at least two-thirds of those present are in favour of the proposal, a new general meeting may be convened at which the motion may be finally adopted by a majority of at least two-thirds of those present, irrespective of how many members are present.
- 8.3. Proposed Articles of Association may be adopted at a general meeting with 2/3 majority, no matter how many are presented.
- 8.4. Voting may be done by written proxy submitted to the general director in advance of the meeting.
- 8.5. Conflict of interest and abstention from voting
- 8.5.1. A member shall abstain from voting on any matter at a general meeting in which that member has a direct personal, financial, or professional interest that conflicts with the interests of the Association.
- 8.5.2. The conflicted member retains the right to attend and speak at the general meeting in accordance with the provisions of section 6.3, but shall declare the conflict before any discussion of the matter and shall not vote on the matter.
- 8.5.3. For the calculation of voting majorities, abstentions due to conflict of interest shall not be counted in the total number of votes cast.

## **9. Daily management**

- 9.1. The chairperson or a person appointed by the board shall function as the Association's director.
- 9.2. The director shall be responsible for the appointment or dismissal of staff. The director shall co-operate with the board to promote the aims of the Association.
- 9.3. The director shall be responsible for the contact between the board and the Association's daily activities, including in relation to staff, etc.
- 9.4. The director shall be responsible for the day-to-day management and operation of the Association. The director shall not undertake actions which are unusual in nature or of major significance in relation to the Association's circumstances.

## **10. Members**

- 10.1. Individuals, companies or organisations who wish to support the Association's aims may be admitted as members. Political parties may not, however, become members.
- 10.2. Members shall have access to all common meetings held by the Association. Members shall have the right to speak at all meetings.
- 10.3. In the case of the exclusion, death or bankruptcy of a member, the member shall immediately be removed from the register of members. The membership fee shall be refunded in full if the death or bankruptcy occurs within three months of the new financial year.
- 10.4. The board may decide to exclude a member who acts in a manner contrary to the Association's purposes.
- 10.5. A member who has contingent areas for more than a year is considered as announced and deleted from the member list.

## **11. Advisory forums and special committees**

- 11.1. The board may set up advisory forums and special committees.

## **12. Authority to bind the Association**

- 12.1. The Association shall be bound by the signature of the chairperson and the director, or another member of the board.

### **13. Accounts and auditing**

- 13.1. The Association's accounts shall be compiled in accordance with the relevant legislation.
- 13.2. The accounts shall be audited by a state-authorized auditor or registered public accountant appointed by the board. The auditor shall be elected for a period of one year at a time. The audited accounts for the previous year shall be presented to the board by 1 April each year.
- 13.3. The Association's financial year shall run from 1 January to 31 December. The Association's accounts shall give a true and fair view of the Association's assets and liabilities, its financial position and result, and shall be calculated while taking account of any required or necessary depreciation or provisions. The board shall ensure that precise accounts are kept, showing the Association's operating, capital and establishment costs and capital movements.
- 13.4. Any profits may be transferred to the next financial year.
- 13.5. For the use of the board and the Association director, the auditor shall compile an audit protocol, in which he or she shall declare the audit work performed, and any deficiencies discovered in the Association's bookkeeping and accounting. Any additions to the protocol shall be signed by the director.

### **14. Budget, placement and use of Association funds**

- 14.1. The board shall ensure that a budget is compiled for the Association's operations.
- 14.2. The director shall ensure that the Association's funds are placed in a recognised administrative institute.
- 14.3. The Association's funds may not be used by individuals for private purposes, and any profits may only be used in accordance with the objects clause of the Association.

### **15. Liability**

- 15.1. The Association's assets alone shall be liable for the Association's obligations. Clauses relating to gifts to the Association must be respected.

### **16. Dissolution**

- 16.1. In the event of the dissolution of the Association, any net remaining Association funds shall be utilised for related purposes.

As adopted at the founding board meeting of the Association on 31 August 2011.

Clause 3 was amended on 23 January/23 April 2012.

Clause 10.3 was amended and 10.4 inserted on 26 September 2012/11 February 2013.

Clauses 1, 3, 4, 5, 10, and 16 were amended and clauses 6, 7 and 8 inserted on 30 October/26 November 2013.

Clauses 4, 5, 8 and 10 were amended May 28 2015.

Clause 3.2 was amended April 25.2019.

Clause 4.7 and 8.3, 8.4 and 8.5 were amended April 14. And June 2. 2026. Clause 3.2 has been expanded on April 14. And June 2, 2026