

VEDTÆGTER / ARTICLES OF ASSOCIATION
FOR CYCLING WITHOUT AGE



**VEDTÆGTER
FOR CYCLING WITHOUT AGE**

- 1. FORENINGENS NAVN OG HJEMSTED**
- 1.1 Foreningens navn er Cycling Without Age ("Foreningen").
- 1.2 Foreningens hjemsted er Københavns Kommune.
- 2. FORMÅL**
- 2.1 Formålet med foreningen er: at realisere drømmen om sammen at skabe en verden, hvor den nemme adgang til aktiv medborgerskab skaber livsglæde hos vores ældre medborgere og giver dem mulighed for at forblive en aktiv del af fællesskabet og nærmiljøet.
- 2.2 Foreningens formål søges gennemført gennem:
- 2.2.1 at give vores ældre medborgere ret til vind i håret,
- 2.2.2 ret til at opleve byen og naturen på nært hold fra cykelstien og,
- 2.2.3 ved at give dem lyst og mulighed for at fortælle deres livshistorier i deres omgivelser, hvor de har levet deres liv.
- 2.2.4 Dermed bygger vi bro mellem generationer, og vi forstærker tilliden, respekten og den sociale lim i vores samfund.
- 3. MEDLEMMER**
- 3.1 Medlemmer af foreningen er medlemmerne af bestyrelsen.
- 3.2 Bestyrelsesmedlemmer vælges ved den årlige generalforsamling.
- 3.3 Udøver et medlem en for Foreningen skadelig virksomhed, kan dette

**ARTICLES OF ASSOCIATION
FOR CYCLING WITHOUT AGE**

- 1. COMPANY NAME AND REGISTERED OFFICE**
- 1.1 The name of the association is Cycling Without Age ("the Association")
- 1.2 The registered office is the City of Copenhagen
- 2. PURPOSE**
- 2.1 The purpose of the Association is: to realise the dream of creating a world in which the easy access to active citizenship creates happiness among our elderly citizens and gives them an opportunity to remain an active part of the local community.
- 2.2 The Association seeks to realise this purpose by:
- 2.2.1 giving our elderly citizens the right to wind in their hair,
- 2.2.2 giving them the right to experience the city and nature up close from the bike path and,
- 2.2.3 giving them the desire and opportunity to tell their stories in the environment where they have lived their lives.
- 2.2.4 Thereby we build bridges between generations, we reinforce trust, respect and the social glue in our society.
- 3. MEMBERS**
- 3.1 Members of the Association are the board members of the Executive Committee.
- 3.2 Board members are elected at the Annual General Assembly.
- 3.3 If a member acts in a way which may be harmful, damaging or detrimental to the Association, the member concerned may

udelukkes som medlem ved beslutning i Foreningens bestyrelse.

be excluded from the Association by a decision by the executive committee.

4. ORDINÆR GENERALFORSAMLING

4. ORDINARY GENERAL ASSEMBLY

4.1 Generalforsamlingen er Foreningens øverste myndighed.

4.1 The general assembly is the supreme authority of the Association.

4.2 Ordinær generalforsamling afholdes hvert år i 2. kvartal.

4.2 The ordinary general assembly is held every year in the second quarter of the year.

4.3 Ekstraordinær generalforsamling afholdes, når formanden, bestyrelsen eller mindst en tredjedel af medlemmerne skriftligt fremsætter ønske herom. Ekstraordinær generalforsamling skal være indkaldt senest 1 måned efter, at krav herom er fremsat.

4.3 An extraordinary general assembly may be held if the chairman of the executive committee, the executive committee or at least one third of the members of the Association makes such request in writing. An extraordinary general assembly must be held no later than one (1) month after such request has been made.

4.4 Generalforsamlingen indkaldes af bestyrelsen ved brev eller email til medlemmerne med mindst 2 ugers varsel. I indkaldelsen skal angives, hvilke emner, der skal behandles på generalforsamlingen. Såfremt forslag til vedtægtsændringer skal behandles på generalforsamlingen, skal forslaget væsentligste indhold angives i indkaldelsen.

4.4 The general assembly is convened by the executive committee by letter or email to all members of the Association by at least 2 weeks' notice. The notification must contain an agenda listing all topics which will be discussed at the general assembly. If motion for the amendment of the articles of association is to be discussed at the general assembly, the essential contents of the motion must be included in the notification.

4.5 Emner der ønskes behandlet på generalforsamlingen skal meddeles skriftligt eller pr. e-mail til bestyrelsen senest 7 dage efter indkaldelsens udsendelse.

4.5 Topics which are requested to be discussed at the general assembly must be submitted to the executive committee by letter or email no later than seven (7) days after the notification has been send out.

4.6 Dirigenten leder forhandlingerne på generalforsamlingen og afgør alle spørgsmål vedrørende sagernes behandlingsmåde, stemmeafgivningen og dennes resultat.

4.6 The general assembly shall appoint a chairman to preside over the general assembly and to decide all matters relating to transaction of business, voting and the results hereof.

4.7 Dagsorden for den ordinære generalforsamling skal indeholde følgende:
1. Valg af dirigent.
2. Valg af referent.

4.7 The agenda for the general assembly must contain the following:
1. Appointment of chairman.
2. Appointment of a reporter.

	<p>3. Bestyrelsens beretning om Foreningens virksomhed i det forløbne år.</p> <p>4. Godkendelse af årsrapport.</p> <p>5. Indkomne forslag fra bestyrelse eller medlemmer.</p> <p>6. Fastsættelse af kontingent.</p> <p>7. Valg af bestyrelsesmedlemmer.</p> <p>8. Valg af revisor.</p> <p>9. Eventuelt.</p>		<p>3. The executive Committee's report on the Association's activities in the past year.</p> <p>4. Submission for approval of the annual report.</p> <p>5. Motions received from the executive committee or the members of the Association.</p> <p>6. Determination of membership fees.</p> <p>7. Election of members of the executive committee.</p> <p>8. Election of auditor.</p> <p>9. Any other business</p>
4.8	De på generalforsamlingen behandlede emner afgøres ved simpelt flertal, med mindre vedtægterne bestemmer andet.	4.8	All topics discussed by the general assembly are decided by simple majority, unless the articles of association require otherwise.
4.9	Hvert medlem har én stemme.	4.9	Each member of the Association has one vote.
4.10	Stemmeret kan kun udøves ved personlig tilstedeværelse, eller ved fuldmagt. Tilstedeværende kan dog alene bære en stemme.	4.10	Voting can only be exercised by personal attendance or by power of attorney. Those attending the general assembly may only carry one vote.
4.11	Personvalg sker ved skriftlig afstemning.	4.11	Election of persons are conducted in writing.
4.12	Over det på generalforsamlingen besluttede udarbejdes referat, der underskrives af dirigenten.	4.12	The reporter draws up the minutes of the general assembly. The minutes are then signed by the chairman of the general assembly.
5.	5. BESTYRELSE	5.	EXECUTIVE COMMITTEE
5.1	Foreningens bestyrelse består af 5-7 personer, der vælges på generalforsamlingen.	5.1	The executive committee consists of 5-7 members, who are elected by the general assembly.
5.2	Bestyrelsesmedlemmer vælges for 1 år ad gangen.	5.2	Members of the executive committee are elected for one (1) year at a time.
5.3	Ved valg til bestyrelsen skal det tilstræbes, at bestyrelsen til enhver tid er sammensat således, at den har komplementære kompetencer, der modsvarer foreningens behov og udvikling.	5.3	When electing the members of the executive committee it must be strived for that the executive committee at all times is composed in such a way that the qualifications of the members of the executive committee complement each other, corresponding to the needs and development of the Association.

6. BESTYRELSENS VIRKSOMHED

- 6.1 Bestyrelsen konstituerer sig umiddelbart efter afholdt generalforsamling, således at bestyrelsen blandt sine medlemmer vælger en formand og en næstformand.
- 6.2 Bestyrelsen fastlægger retningslinjerne for Foreningens arbejde og er ansvarlig for udførelsen heraf.
- 6.3 Bestyrelsen kan udpege en direktion til varetagelse af Foreningens daglige drift eller indgå aftale med en anden juridisk enhed om udførelsen heraf.
- 6.4 Formanden skal sørge for, at bestyrelsen holder møde, når dette er nødvendigt, dog skal bestyrelsen mindst holde møde 3 gange årligt. Formanden skal indkalde bestyrelsen, når et medlem af bestyrelsen, direktionen eller revisor fremsætter begæring herom.
- 6.5 Bestyrelsen er kun beslutningsdygtig, når mere end halvdelen af bestyrelsens medlemmer deltager i mødet. Bestyrelsesmedlemmerne kan deltage telefonisk eller på anden elektronisk måde i et møde.
- 6.6 En eventuel direktion deltager i bestyrelsens møder uden stemmeret.
- 6.7 Bestyrelsen træffer beslutning ved simpelt stemmeflertal med mindre vedtægterne bestemmer andet. Formandens stemme er i tilfælde af stemmelighed afgørende.

6. THE EXECUTIVE COMMITTEE'S OPERATIONS

- 6.1 The executive committee constitutes itself immediately after the general assembly, where the executive committee elects a chairman and a vice-chairman among its members.
- 6.2 The executive committee establishes the instructions for the business of Association and is responsible for its execution.
- 6.3 The executive committee may appoint a board of directors to carry out the daily operations of the Association or may enter into an agreement with another legal entity on the execution hereof.
- 6.4 The chairman of the executive committee must ensure that the executive committee convenes whenever it is necessary, however no less than three 3 times a year. The chairman of the executive committee shall assemble the executive committee when a member of the executive committee, the board of directors or the auditor requests so.
- 6.5 The executive committee is only legally competent to transact business when more than half its members are present. Members may participate via telephone or by other electronic means.
- 6.6 The Board of Directors may participate in the meetings, however without the right to vote.
- 6.7 The executive committee make decisions by simple majority unless the articles of association require otherwise. In case of a parity of votes, the chairman's vote is decisive.

6.8	Over drøftelserne i bestyrelsen skal der udarbejdes et referat, der underskrives af samtlige medlemmer af bestyrelsen og direktionen. Et bestyrelsesmedlem, der ikke er enig i bestyrelsens beslutninger, har ret til at få sin mening indført i referatet. Samme ret har direktionen.	6.8	The discussions of the executive committee shall be documented by minutes signed by all members of the board and the board of directors. A member of the executive committee, who is not in agreement with decisions made by the executive committee, is entitled to have his or her opinion registered in the minutes. The board of directors equal rights hereto.
6.9	Bestyrelsen skal ved en forretningsorden træffe nærmere bestemmelser om udførelsen af sit hverv.	6.9	The executive committee shall adopt a order of business on the performance of its duties.
6.10	En næstformand træder i formandens fravær i enhver henseende i formandens sted.	6.10	In the absence of the chairman the vice chairman shall take the chairman's place in every aspect.
6.11	Et bestyrelsesmedlem, eller direktionen, må ikke deltage i behandlingen af spørgsmål om aftaler mellem foreningen og den pågældende selv, eller søgsmål mod den pågældende selv, eller om aftaler mellem foreningen og tredjemand, hvis den pågældende deri har en væsentlig interesse, der kan være stridende mod foreningens.	6.11	A member of the executive committee, or a member of the board of directors, may not take part in discussions of agreements between the Association and the person in question, in legal actions against the person in question, or in agreements between the Association and third parties if the person in question has a considerable interest, which may be in conflict with that of the Association.
6.12	Bestyrelsen kan meddele fuldmagt (prokura).	6.12	The executive committee may grant a power of attorney (powers of procuration).
6.13	Bestyrelsen skal tage stilling til, om Foreningens midler til enhver tid er forsvarlige i forhold til Foreningens aktiviteter. Bestyrelsen kan i denne forbindelse træffe aftale om optagelse af lån i anerkendte penge- eller realkreditinstitutter. Bestyrelsen skal påse, at bogføringen og formueforvaltningen kontrolleres på en efter Foreningens forhold tilfredsstillende måde.	6.13	The executive committee must determine whether the Association's funds at any time are proper in relation to the Association's activities. The executive committee may in this context agree on raising loans in recognized banks. The executive committee must ensure that bookkeeping and asset management are supervised in a way that is satisfactory for the Association.
7.	TEGNING OG HÆFTELSE	7.	POWER TO BIND THE ASSOCIATION AND LIABILITY
7.1	Foreningen tegnes af bestyrelsens formand eller næstformand i forening	7.1	The Association is bound by the chairman or vice chairman of the

	med 1 bestyrelsesmedlem, eller af hele bestyrelsen.		executive committee in combination with one (1) other member of the executive committee, or by the entire executive committee.
7.2	For Foreningens forpligtelser hæfter alene Foreningens formue. Der påhviler ikke Foreningens medlemmer, bestyrelse eller direktion nogen hæftelse for de for Foreningen påhvilende forpligtelser.	7.2	Only the assets of the Association are liable for the duties and obligations of the Association. Members of the Association, the members of the executive committee or members of the board of directors are not liable for any obligations falling on the Association.
8.	ÅRSRAPPORT	8.	ANNUAL REPORT
8.1	Foreningens regnskabsår er kalenderåret. Foreningens første regnskabsår løber fra stiftelsen til 31. december 2015.	8.1	The financial year is the calendar year. The first financial year runs from the foundation of the Association to 31 December 2015.
8.2	Inden 5 måneder efter hvert regnskabsårs udløb udarbejder bestyrelsen og direktionen i overensstemmelse med lovgivningens og vedtægternes regler herom en årsrapport bestående af en ledelsesberetning, et årsregnskab med resultatopgørelse, balance og noter.	8.2	Within five (5) months after the end of the financial year, the executive committee prepares an annual report in accordance with Danish law and the articles of association. The annual report shall consist of a management report and a financial statement with an income statement, a balance sheet and notes.
8.3	Bestemmelserne i årsregnskabsloven finder anvendelse med de fravigelser og tilpasninger, der er en følge af Foreningens status som forening.	8.3	The provisions of the Danish Financial Statements Act shall apply with the exemptions and adjustments as a result of the Association's status as an association.
9.	REVISION	9.	AUDIT
9.1	Den af revisor opstillede årsrapport forelægges den ordinære generalforsamling til godkendelse, jf. 4.7, litra 4.	9.1	The annual report must be submitted to the general assembly for approval, cf. section 4.7, no. 4 above.
10.	UDDELING OG OVERSKUDSANVENDELSE	10.	USE OF PROFITS
10.1	I overensstemmelse med formålsbestemmelsen træffer	10.1	The executive committee shall decide on the application of the funds of the Association in accordance with the

	bestyrelsen beslutning om anvendelse af Foreningens midler.		purpose of the association as mentioned above in section 2.1.
10.2	Bestyrelsen kan foretage rimelige henlæggelser til konsolidering af Foreningen.	10.2	The executive committee may make reasonable depositing for the consolidation of the Association.
10.3	Bestyrelsen kan ikke tillægge bestyrelsesmedlemmer, direktører, revisorer og personer, der indtager en ledende stilling i Foreningen, andre ydelser end et vederlag, som ikke må overstige, hvad der anses for sædvanligt efter hvervets art og arbejdets omfang. Tilsvarende gælder for den, der er knyttet til en af de nævnte personer ved ægteskab eller fast samlivsforhold.	10.3	The executive committee may not attribute members of the executive committee, directors, auditors or persons occupying a leading position with the Association other benefits than a fee that does not exceed what is considered usual for the type and scope of the work conducted. The same applies to persons associated by marriage or cohabitation with one of the aforementioned persons.
10.4	Ydelse af lån og sikkerhedsstillelse for lån til den i 10.3 nævnte kreds er ikke tilladt.	10.4	The granting of loans and collateral for loans to the persons mentioned in section 10.3 above is not permitted.
11.	ÆNDRING AF VEDTÆGTER OG OPLØSNING	11.	REVISION OF ARTICLES OF ASSOCIATION AND DISSOLUTION
11.1	Forslag om ændringer af Foreningens vedtægter skal for at få gyldighed vedtages på generalforsamlingen med mindst 6/10 flertal af de tilstedeværende medlemmer.	11.1	Motions to amend the Articles of Association must be adopted at the general assembly by at least 6/10 majority of the members present in order to be valid.
11.2	Forslag om Foreningens opløsning skal for at få gyldighed vedtages på generalforsamlingen med mindst 2/3 flertal af de tilstedeværende medlemmer.	11.2	Motions to dissolve the Association must be adopted at the general assembly by at least 2/3 majority of the members present in order to be valid.
11.3	Opløsning sker efter selskabslovens regler om solvent likvidation, og et eventuelt overskud udloddes af likvidator til en forening m.v., som er hjemmehørende her i landet eller i et andet EU/EØS-land, som har et alment velgørende eller på anden måde almennyttigt formål svarende til det i pkt. 2.1 nævnte efter bestyrelsens indstilling.	11.3	Dissolution of the Association must take place in accordance with the Danish Companies Act on solvent liquidation, and any profits must be distributed by the liquidators to an association that is domiciled in Denmark or in another EU / EEA country, which in the executive committee's view has a charitable or other non-profit purpose similar to that mentioned in section. 2.1.

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Den engelske version af foreningsvedtægterne er en oversættelse af selskabets danske vedtægter. Det er alene den danske version der er gældende i forhold til selskabs- og kontraktret.

Den engelske oversættelse er således ikke gyldig og må under ingen omstændigheder anvendes som en hjælp til fortolkning i forhold til den danske gældende udgave.

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The English version of these Articles of Association are a translation of the Company's Danish Articles of Association. Only the Danish version shall have validity in terms of Company law and privity of contract.

This translation shall thus not be valid and shall in no circumstances be used as an aid to interpretation in relation to the Danish valid version.

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Som vedtaget i forbindelse med
den ekstraordinære
generalforsamling den 3. april
2018.

As approved at the extraordinary meeting
on April 3rd, 2018.

Som dirigent/chairman of the
meeting:



Ole Kassow

I bestyrelsen/Members of the
executive committee:



Ole Kassow



Dorthe Pedersen



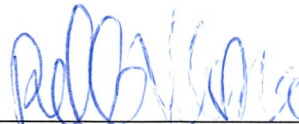
Lærke Ullerup Hansen



Søren Stig Nielsen



Kelly Talcott



Pernille Vedersø Bussone