

Constitution of the Networking Association FB Suppliers

1. Name and registered address of the Association:

The name of the Association is FB Suppliers F.I.F.A., and its registered address is

FB Suppliers F.M.B.A.
Gl. Badevej 2A
DK-4970 Rødby

2. The Objects of the Association:

The objects of the Association are

- To present and market the skills and capacities of the businesses to Danish and foreign players in connection with the construction of the future Fehmarnbelt tunnel and other large-scale projects.
- To collect requirements and expectations of such players to the member businesses in connection with the construction of the future Fehmarnbelt tunnel and other large-scale projects.
- To share knowledge among the member businesses and to develop skills in the member businesses in order to maximise their opportunities for collaboration with the players in connection with the construction of the future Fehmarnbelt tunnel and other large-scale projects.
- To act as "procurer" in connection with the construction of the future Fehmarnbelt tunnel and other large-scale projects. This includes acting as a "one-point-of-contact" mediator with "24/7 access" in relation to services which the clients may need from the members.
- To arrange "end-of-day meetings" to ensure that the members become well-acquainted with each other and are given opportunities to work together. To facilitate this process, the product "Member-to-Member" will be developed to enable a number of members to offer tasks to other members.

3. Members

All businesses with a relevant profile in relation to the activities involved in the construction of the future Fehmarnbelt tunnel and other large-scale projects in and around Region Zealand can be admitted as members of the Association.

Membership, including the right to vote at the general meeting and the right to run for election to the Board of Management, is obtained via approval by the Board of Management based on an assessment of the profile of the business.

In addition, the Board of Management may admit external observers as needed. Such observers shall not have a right to vote and/or run for election to the Board of Management.

The members shall undertake:

- a. To provide quotations/services/products to the client in accordance with agreement/specification.
- b. To assume all obligations related to quality and compliance in their performance of the work, including the supply of necessary documentation, certificates, etc.

- c. To assume all guarantee obligations and credit risk for services/products supplied after completion of the work in accordance with the current general business conditions of the sub-supplier business.

Membership of the Association can be terminated subject to 6 month's written notice with effect from the end of a calendar year. Only members who are not in arrears may participate in Association work. Termination of membership shall not release a member from quotations which have been made, commission agreements or other types of agreement.

4. Membership Fee

An annual membership fee shall be paid towards the operation of the object of the Association, and the fee amount shall be determined at the annual general meeting subject to proposal by the Board of Management.

At the general meeting, the Board of Management may propose that an enrolment fee for new members is fixed.

Membership may be granted to associations and non-commercial entities. Such members shall pay a special membership fee which will be fixed annually at the annual general meeting of the Association. However, they shall not have voting rights and cannot be elected to the Board of Management.

New members who join the Association in the 4th quarter shall only pay for the number of membership months of that year, provided they confirm that they will pay the entire membership fee for the following year in January.

5. Accounts and Audit

The financial year shall follow the calendar year. The audited accounts, including a budget for the following year, shall be presented on the Association's website no later than 14 days before the annual general meeting.

The Association's funds shall be kept in the Association's bank account.

6. General Meeting

The general meeting, which is the Association's highest authority, shall be held every year no later than the month of April. The general meeting shall be summoned subject to minimum 14 days' notice.

Proposals to be discussed at the meeting shall be received by the Board of Management no later than 7 days before the general meeting.

7. Agenda

The agenda of the annual general meeting shall include the following items:

1. Election of the chair of the meeting
2. The Board of Management's report
3. Presentation and adoption of the accounts of the year under review
4. Budget for information
5. Discussion of submitted proposals
6. Determination of membership fee

7. Election of members of the Board of Management and alternates
8. Election of external observers if the Board of Management has proposed such observers
9. Election of external auditors
10. Any other business

8. Right to Vote and Voting Procedure

All members present at the general meeting shall have a right to vote. Members in arrears on their membership fee shall not have a right to vote.

The members shall pass resolutions by simple majority voting except in case of moves for amendment of the Constitution or for dissolution of the Association.

Moves for amendment of the Constitution may only be passed subject to a 2/3 majority of the members present at the general meeting.

Moves for dissolution of the Association or amendment of its object may only be passed at a general meeting summoned specifically for this purpose, see item 11.

Voting is carried out by show of hands. However, on the request of the chair of the meeting or one member, voting shall be carried out by ballot.

General meetings may be summoned via posts on the Association's website or by advertisement in a local daily newspaper. The agenda must be stated on the website or in the advertisement.

9. Extraordinary General Meeting

An extraordinary general meeting shall be held on the request of a majority of the Board of Management or of minimum 1/3 of the members. A request for an extraordinary general meeting shall be accompanied by a detailed agenda.

Extraordinary general meetings shall be summoned no later than 14 days after submission of the request of such a meeting, and it shall be summoned subject to the same notice period as the annual general meeting.

General meetings may be summoned via posts on the Association's website or by advertisement in a local daily newspaper.

10. Board of Management and Day-to-Day Management

The Board of Management of the Association shall have minimum 5 members and up to 7 members who, as far as possible, shall represent the various member businesses.

To join the Board of Management, a candidate shall represent a member at the time of their election. If the member leaves the Association in their election period, the Board of Management shall decide whether the representative of that member may remain on the Board of Management. The Board of Management shall decide whether a person outside the membership may contribute expertise and knowhow to the Association by participating in the work of the Board of Management. If so, the Board of Management shall appoint and recommend that person, whom shall subsequently be approved by the general meeting.

It is the responsibility of the collective Board of Management to ensure that membership fees and any contributions are applied in accordance with current agreements.

The Association shall be bound by the signatures of the President and the Treasurer, and they shall have the power to dispose of the financial assets of the Association subject to their joint signatures. They may decide to transfer their rights of disposal to a trusted person.

The annual accounts shall be signed by all members of the Board of Management.

Members of the Board of Management shall be elected for a two-year period. They may run for re-election. Every year, two alternates to the Board of Management shall be elected for a one-year period. They shall join the Board of Management if a member of the Board of Management resigns from the Board of Management in the election period. Until they join the Board of Management, the alternates shall participate in meetings of the Board, but they shall have no voting rights. They may run for re-election.

In order to be an eligible candidate, the proposed candidate shall attend in person and express their consent, or they shall express their consent to run for election in writing to the President.

The Board of Management shall delegate the positions of President, Vice-President and Treasurer themselves at their first meeting, which shall be held directly after the annual general meeting.

The Board of Management shall be accountable to the general meeting. Decisions shall be made by simple majority voting, and in case of equality of votes, the vote of the President shall be decisive.

Meetings of the Board of Management shall be held with the frequency deemed necessary by the President or by two members of the Board of Management and shall be summoned subject to minimum 7 days' notice.

The Board of Management shall make contracts with Foreningen Business LF, which shall "procure" an administrator and a co-ordinator in relation to field work/marketing for FB Suppliers and its members to players/clients, co-ordination of quotations, 24/7 facilitation, development of skills and sharing of knowledge.

11. Dissolution/Amendment of Objects Clause

Moves for dissolution of the Association or amendment of its object clause may only be passed at an extraordinary general meeting. Minimum 2/3 of the members present shall vote in favour of the move in order for the move to be passed.

This Constitution shall replace the previous constitution dated 22 April 2021.

The above was passed at the annual general meeting held 30 March 2023.

[signature]

Lars Stuckert, President