

Articles of Association for The O'Town Garage

1. Name and status

- 1.1 The Association's name is The O'Town Garage
- 1.2 The Association is registered as a Danish "Forening".
- 1.3 The Association's registered office is in Odense.

2. Purpose

- 2.1 The association's purpose is to promote the knowledge and usage of technology in design, and creative craftsmanship.
- 2.2 The association provides a communal makerspace, where members can share their common interest in technology and crafting, meet and work on their projects, and learn from each other.
- 2.3 The association hosts activities and workshops that are educational and fosters a productive and social environment.

3. Membership

- 3.1 Membership is open to any person over 18 years of age who supports the Purpose of the Association.
 - 3.1.1. Dispensation can be granted by The Board of Directors to a person under the age of 18 to become a member. The Board of Directors may apply limitations and conditions to the membership as they deem appropriate.
- 3.2 The Board of Directors shall maintain a Membership Agreement which sets out the requirements and privileges of members.
- 3.3 The membership is valid upon the moment the signup process on the website is completed and the first payment has gone through. This includes accepting the "terms of membership" and completing the payment method.
 - 3.3.1. Membership fees are due monthly.
 - 3.3.2. Cancellation and modification of the membership can be done at any time, before the next payment. Upon cancellation, the membership is valid for one month following the last payment.
 - 3.3.3. Membership applies to the subscription payment period and is automatically withdrawn if a member is three (3) months in arrears.

- 3.3.4. Membership may be involuntarily terminated to a member whose actions are deemed to contradict the Purpose or interests of the Association, by a majority decision by the Board of Directors.
- 3.3.5. An application for membership can be denied if the applicant has unpaid debt to the association or if the applicant has been expelled
- 3.4 Members are not liable for debt's of the Association's.
- 3.5 Members are financially liable for damage or destruction of the equipment and assets of the association due to neglect or mistreatment.

4. General Assemblies

- 4.1 The General Assembly is the Association's ultimate authority.
- 4.2 The Annual General Assembly is held annually before the end of the second quarter.
- 4.3 Notice must be given at least four weeks in advance, stating the agenda for the members.
- 4.4 Right to attend and vote at the General Assembly requires membership of the Association.
- 4.5 Enrollment in the Association must have taken place no later than 7 days before the ordinary General Assemblies.
- 4.6 All proposals that are to be considered at the General Assemblies must be received by the board of directors no later than 14 days before the General Assembly.
- 4.7 Agenda for annual General Assembly:
 - 4.7.1. Election of moderator of the Assembly, the rapporteur and the two vote counters.
 - 4.7.2. The chairman of the board presents the annual report of the associations activities.
 - 4.7.3. The treasurer of the board presents the annual report of the finances.
 - 4.7.4. Acceptance of budget.
 - 4.7.5. Election of Chairman.
 - 4.7.6. Election of treasurer.
 - 4.7.7. Election of one to three members of board of directors.
 - 4.7.8. Election of Auditor.
 - 4.7.9. Election of zero to two alternates of the ordinary members of the board.
 - 4.7.10. Presentation and voting for proposals.
 - 4.7.11. Any other business.

- 4.8 The minutes must be published no later than one month after the General Assembly together with the board of directors vision for the year.
- 4.9 The General Assembly makes its decisions by simple majority of the attendants, except in the case of changes to the articles of the association in which case, it is decided by two thirds majority.
- 4.10 Voting takes place by show of hands or anonymous written vote, if requested by one or more participants.
- 4.11 If a member is not able to attend the Assembly, the member may transfer their vote to an attending member, by a signed power of attorney. A member can only carry one other member's vote, and the document must be presented to the moderator at the start of the General Assembly.

5. Extraordinary General Assemblies

- 5.1 An Extraordinary General Assembly shall be held if a majority of the Board of Directors considers it necessary.
- 5.2 A minimum of one-third of the members may request an extraordinary assembly, by submitting a written reasoned request to the Chairman of the Board.
 - 5.2.1. A member requested General Assembly must be held no later than five weeks after the request has been received by the board.
- 5.3 The notice period for an extraordinary General Assembly follows the same rules as the annual General Assemblies.

6. The Board of Directors

- 6.1 The Association's day-to-day management is handled by the Board of Directors.
- 6.2 The Board of Directors is elected by the General Assembly for a period of one year.
- 6.3 The Board of Directors shall lead the Association in accordance with its Articles of Association and the resolutions of the General Assembly.
- 6.4 The Board of Directors consists of the following: Chairman of the Board, Treasurer and one (1) to three (3) ordinary board members.
- 6.5 The minutes of board meetings must be made public no later than fourteen days after the meeting.
 - 6.5.1. All board meetings are open for attendance by members, but they do not have the right to vote.
 - 6.5.2. The board of directors have the right to fully, or partially close board meetings when dealing with sensitive topics.
 - 6.5.3. Voting at the board meeting is decided by simple majority.

- 6.6 Decisions are made by a quorum with at least three (3) board members present.
- 6.7 The Board of Directors shall determine its own rules of procedure. It can create subcommittees to handle defined tasks and projects.
- 6.8 If an ordinary member of the Board of Directors resigned their post, the remaining board of directors will appoint that post to one of the alternates.
- 6.9 The board of directors must assign board members with the following tasks; PR management, event coordinator and upkeep/maintenance of the assets.

7. Finances, Budget and Accounts

- 7.1 The Association's financial year runs from 1 January to 31 December.
- 7.2 The Board of Directors is responsible for budget and accounts, and is accountable to the General Assembly.
- 7.3 The Association's accounts are kept by the Treasurer.
- 7.4 The Association shall have an association account (Danish "foreningskonto")
- 7.5 The accounts are audited by the Auditor elected at the General Assembly.
 - 7.5.1. The Auditor elected at the General Assembly must not be a board member.

8. Power to bind the Association

- 8.1 The association is bound by the signatures of the Chairman of the board and two (2) other board members.
 - 8.1.1. When raising loans, or when selling property whose value exceeds DKK 9.000, the Association is bound by the signatures of the entire board.
- 8.2 The treasurer can veto any financial decision, if the treasurer deems it unsustainable to the budget.

9. Limitations of liability

- 9.1 The Association is only liable for its obligations with the assets of the Association at any time. There is no personal liability of the members or the board of the Association.

10. Agreements

- 10.1 Formulation and wording of proposals for amendments to the articles of association may be changed by the General Assembly as long as these changes do not materially alter the proposal.

10.1.1. Amendments to the Articles of Association shall enter into effect after the end of the General Assembly where accepted.

11. Termination

- 11.1 Dissolution of the Association can only take place with two-thirds majority of the attendees at two consecutive General Assemblies, one of which must be an ordinary General Assembly.
- 11.2 Upon dissolution, the Association's remaining assets shall be transferred to one or more charitable associations in accordance with the decision of the General Assembly.