

# Hyperloop Denmark Organisation

## Foreningens vedtægter

### § 1. Navn og hjemsted

Foreningens navn er "Hyperloop Denmark". Dens hjemsted er Vedbæk.

Retten til navnet "Hyperloop Denmark" indehaves af Integra A/S og 4-leaf Consulting A/S i forening (herefter stifterne). Opløses foreningen eller skifter den navn, forbliver alle rettigheder til Hyperloop Denmark stifternes ejendom.

### § 2. Formål

Foreningens formål er at fremme udbredelsen af Hyperloop i Danmark.

Dette sker bl.a. ved at samle relevante aktører inden for området om, at:

- Inspirere til at anvende Hyperloop som en af fremtidens essentielle klimavenlige transportformer  
I forlængelse af den Europæiske Sustainable og Smart Mobility Strategi og de relaterede nationale planer for transport og mobilitet
- Skabe interesse blandt relevante danske aktører omkring den fremtidige udvikling og implementering af Hyperloop teknologi, inkluderende de relevante segmenter i industrien, nationale, regionale og lokale offentlige og private autoriteter, academia forsknings- og udviklingscentre etc.
- Udvikle og udbrede Hyperloop viden til interesserede i Danmark
- Udveksle erfaringer til gensidig fordel, inspiration og forståelse på tværs af virksomheder, organisationer og grænser
- Være bindeled til internationale organisationer og entiteter der er involverede i Hyperloop udvikling og implementering
- Repræsentere medlemmerne af Hyperloop Denmark i relevante Europæiske og internationale fora
- Organisere Hyperloop relaterede events i Danmark og deltage i internationale events under Hyperloop Denmark banneret

*Foreningen stiftes som en frivillig forening med henblik på, at overgå til en almindelig forening når bestyrelsen beslutter det.*

### § 3. Medlemmer

Som foreningens medlemmer kan optages personer eller virksomheder/organisationer, der har interesse i at støtte op om foreningens formål.

Der findes 2 medlemskategorier:

- Organisationsmedlemskab (for virksomheder, offentlige organisationer, academia, associationer etc.)
- Personligt medlemskab

Bestyrelsen kan tilbyde medlemskab til andre foreningers medlemmer på særlige kontingentvilkår.

## **§ 4. Kontingent og regnskabsår**

Kontingentet for de enkelte medlemskategorier fastsættes af bestyrelsen.

Regnskabsåret er 1. januar til 31. december. Bestyrelsen og foreningens medlemmer hæfter ikke for foreningens forpligtelser.

## **§ 5. Foreningens ledelse**

Generalforsamlingen er foreningens højeste myndighed. Generalforsamlingen vælger en del af foreningens bestyrelse og revisorer, godkender regnskab og godkender vedtægtsændringer.

Bestyrelsen er ansvarlig for foreningens strategi og udvikling samt daglige drift. Bestyrelsen ansætter evt. en direktion og er ansvarlig for det løbende samarbejde med andre relevante aktører.

## **§ 6. Generalforsamling**

Ordinær generalforsamling afholdes hvert år inden udgangen af juni måned. Indkaldelse skal annonceres over for medlemmerne med mindst 4 ugers varsel og skal indeholde dagsorden, hvori følgende punkter skal indgå:

1. Valg af dirigent
2. Formandens beretning
3. Fremlæggelse og godkendelse af regnskab
4. Evt. forslag fra bestyrelsen eller medlemmer
5. Valg af bestyrelse og valg af revisorer
6. Eventuelt

Af dagsordenen skal fremgå, hvem bestyrelsen foreslår til ledigblevne poster som bestyrelsesmedlemmer og revisorer samt bestyrelsens evt. egne forslag til generalforsamlingen. Forslag fra medlemmerne, der

ønskes drøftet på generalforsamlingen, herunder kandidater til bestyrelsen skal indsendes til foreningen senest 2 uger inden generalforsamlingen, hvorefter de annonceres over for medlemmerne senest 1 uge før generalforsamlingen. Ekstraordinær generalforsamling kan afholdes, såfremt bestyrelsen måtte ønske det.

## **§ 7. Bestyrelsen**

Bestyrelsen består af op til 7 medlemmer. 4 af medlemmerne vælges af generalforsamlingen, medens 3 udpeges af stifterne. De generalforsamlingsvalgte bestyrelsesmedlemmer vælges for tre år ad gangen. Genvalg kan finde sted. Stifterne udpeger sine 3 medlemmer hvert år i umiddelbar forlængelse af generalforsamlingen. Hvis ingen stifter er tilbage, vælges de 3 medlemmer af generalforsamlingen.

Formand og næstformænd vælges af bestyrelsen af dens midte på et bestyrelsesmøde umiddelbart efter generalforsamlingen. Formanden vælges for tre år ad gangen, genvalg kan finde sted. Næstformanden vælges for et år ad gangen, genvalg kan finde sted.

## **§ 8. Afstemninger**

Generalforsamlingen afgør i udgangspunktet alle anliggender ved simpelt stemmeflertal, jf. dog nedenfor § 8, stk. 3.

Er der ved valg opstillet flere kandidater, end der skal vælges, foretages skriftlig afstemning. Hver stemmeberettiget kan stemme på indtil det antal kandidater, der skal vælges. Kandidater med de højeste stemmetal er valgt. Kan det nødvendige antal ikke findes på grund af stemmelighed, foretages en ny afstemning blandt de kandidater, der står lige. Er der fortsat stemmelighed afgøres valget ved lodtrækning.

Vedtægtsændringer kræver, hvis disse ikke foreslås af bestyrelsen, at halvdelen af medlemmerne er repræsenteret på generalforsamlingen. Det samme gælder for vedtagelse af foreningens frivillige opløsning, uanset om forslag herom fremsættes af bestyrelsen. Er det fornødne antal medlemmer ikke til stede, træffes med simpelt flertal afgørelse om, hvorvidt forslaget skal forelægges en ekstraordinær generalforsamling, hvor afgørelsen træffes uanset de fremmødte medlemmers antal. Indkaldelse til ekstraordinær generalforsamling annonceres over for medlemmerne med mindst 4 ugers varsel.

Medlemmer, der ikke kan være til stede på generalforsamlingen, kan brevstemme. Brevstemmen skal være foreningens formand i hænde senest 3 arbejdsdage før generalforsamlingens afholdelse. Der kan ikke stemmes ved fuldmagt på generalforsamlingen.

## **§ 9. Tegningsregler**

Foreningen tegnes af formanden i forbindelse med et andet medlem af bestyrelsen eller lederen af foreningens sekretariat (direktøren). Ved køb, afhændelse eller pantsætning af fast ejendom skal beslutning herom være truffet på et bestyrelsesmøde. Bestyrelsen kan meddele enkel eller kollektiv tegningsfuldmagt til evt. medarbejdere.

## **§ 10. Revision**

Revision af foreningens regnskab foretages af en dertil kvalificeret revisor, som vælges på generalforsamlingen.

## **§ 11. Foreningens opløsning**

Foreningens kan opløses ifølge generalforsamling, jf. § 8. I tilfælde af foreningens opløsning tilfalder foreningens eventuelle formue enten stifterne eller velgørende formål med tilknytning til foreningens formål ud fra bestyrelsens beslutning herom.

## **§ 12. Stifterne**

De oprindelige stiftere fremgår af stiftelsesdokumenter. Stifterne kan beslutte at udvide kredsen af stiftere, som dog skal ske ved enstemmighed. Nye stiftere indtræder med samme pligter og rettigheder som eksisterende stiftere. Stiftere kan vælge at forlade kredsen af stiftere, hvorved den forladende stifters pligter og rettigheder overgår til de tilbageblevne stiftere.

## **Hyperloop Denmark Organization**

The association's articles of association (translation for the curtesy of foreign members of the board and association)

### **§ 1. Name and domicile**

The association's name is "Hyperloop Denmark". Its home is Vedbæk.

The right to the name "Hyperloop Denmark" is held by Integra A / S and 4-leaf Consulting A / S jointly (the founders). If the association is dissolved or the name is changed, all rights to the Hyperloop Denmark founders' property remain.

### **§ 2. Purpose**

The association's purpose is to promote the spread of Hyperloop in Denmark.

This happens i.a. by bringing together relevant stakeholders in the field to:

- Inspire to use Hyperloop as one of the essential climate-friendly modes of transport of the future in line with the European Sustainable and Smart Mobility Strategy and the related national plans for transport and mobility
- Create interest of relevant Danish stakeholders regarding the future development and implementation of Hyperloop technology, including the relevant segment of the industry, national, regional and local public and private authorities, academia and research centers, etc.;
- Develop and disseminate Hyperloop knowledge to interested parties in Denmark
- Exchange experiences for mutual benefit, inspiration and understanding across organizations and national borders
- Liaise with international organizations and entities involved in Hyperloop development and implementation
- Representation the Members of Hyperloop Denmark in relevant European and international fora
- Organize Hyperloop related events in Denmark and participating to international events under the Hyperloop Denmark banner

### § 3. Members

Individuals or companies / organizations that have an interest in supporting the association's purpose can be admitted as members of the association.

There are 2 member categories:

- Organizational membership (for industry, academia, public and private organizations and associations, etc.)
- Personal membership

The board can offer membership to members of other associations on special membership terms.

### § 4. Contingent and fiscal year

The quota for the individual member categories is determined by the board.

The fiscal year is 1 January to 31 December. The board and the association's members are not liable for the association's obligations.

### § 5. The association's management

The general meeting is the highest authority of the association. The general meeting elects a part of the association's board and auditors, approves the accounts and approves amendments to the articles of association.

The board is responsible for the association's strategy and development as well as day-to-day operations. The Board of Directors may an executive board and is responsible for the ongoing collaboration with other relevant actors.

### § 6. General meeting

The Annual General Meeting is held every year before the end of June. The convening notice must be announced to the members with at least 4 weeks' notice and must contain the agenda, which must include the following items:

1. Election of conductor
2. Chairman's report
3. Presentation and approval of accounts
4. Possibly, proposals from the board or members
5. Election of the Board of Directors and election of auditors
6. Possibly

The agenda must state who the board of directors proposes for vacant positions as board members and auditors, as well as the board's possible own proposals to the general meeting. Proposals from the members that are to be discussed at the general meeting, including candidates for the board, must be submitted to the association no later than 2 weeks before the general meeting, after which they are announced to the members no later than 1 week before the general meeting. Extraordinary general meetings can be held if the board of directors so wishes.

## § 7. The Board of Directors

The board consists of up till 7 members. 4 of the members are elected by the general meeting, while 3 are appointed by the owners. The board members elected by the general meeting are elected for three years at a time. Re-election may take place. The owners appoint its 3 members each year as an immediate extension of the general meeting.

The chairman and deputy chairmen are elected by the board of directors from among its members at a board meeting immediately after the general meeting. The chairman is elected for three years at a time, re-election may take place. The Vice-Chairman is elected for one year at a time, re-election may take place.

## § 8. Votes

The general meeting decides in principle all matters by a simple majority of votes, cf., however, below section 8, subsection. 2.

If more candidates have been nominated in the election than are to be elected, a written vote shall be taken. Each person entitled to vote may vote up to the number of candidates to be elected. Candidates with the highest number of votes are elected. If the required number cannot be found due to a tie, a new ballot will be held among the candidates standing evenly. If there is still a tie, the election is decided by drawing lots.

Amendments to the articles of association, if these are not proposed by the board of directors, require that half of the members be represented at the general meeting. The same applies to the adoption of the association's voluntary dissolution, regardless of whether proposals to this effect are made by the board. If the required number of members is not present, a decision is made by a simple majority on whether the proposal is to be submitted to an extraordinary general meeting, where the decision is made regardless of the number of members present. Notice of an extraordinary general meeting is announced to the members with at least 4 weeks' notice.

Members who may not be present at the general meeting may vote by mail. The postal vote must be received by the association's chairman no later than 3 working days before the general meeting is held. Voting by proxy may not take place at the general meeting.

#### § 9. Subscription rules

The association is signed by the chairman in connection with another member of the board or the head of the association's secretariat (the director). When purchasing, disposing of or mortgaging real estate, a decision to this effect must be made at a board meeting. The Board of Directors may issue a simple or collective subscription authorization to any employees.

#### § 10. Revision

Auditing of the association's accounts is carried out by a qualified auditor, who is elected at the general meeting.

#### § 11. Dissolution of the association

The association's can be dissolved according to the general meeting, cf. section 8. In the event of the association's dissolution, the association's assets may accrue to either the owners or charitable purposes in connection with the association's purpose based on the board's decision.

#### § 12. The Founders

The original founders are to be seen in the founding documents. The founders can decide to expand the group of founders. Such decision can only become effective via a joint decision between the original founders. New founders will enter with the same obligations and rights as the existing founders. Founders can decide to leave the group of founders whereby the rights and obligations are passed on to the remaining founders.



