

Bylaws for Turkish Expats in Denmark

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1.Introduction

This document contains an English translation of the bylaws of Turkish Expats in Denmark. For non-danish speaking members of Turkish Expats in Denmark, the bylaws have been translated to English and Turkish. Should there be any discrepancies between the two documents, the Danish document *Vedtægter for Tyrkiske Expats i Danmark* will apply.

The document is set up using a Danish hierarchy standard for bylaws, where paragraphs “§” are the main section containing multiple sub-sections called “stk”.

2. Bylaws

§1. Name of the Association, registration, address

Stk. 1. The name of the association is Turkish Expats in Denmark, and is abbreviated to TEID.

Stk. 2. The address of TEID is Ørestads Boulevard 63G, 3th, 2300, København

Stk. 3. The association is intended to operate in Denmark with its home base in Copenhagen Kommune.

§2. Purpose and vision of the association

Stk. 1. The vision of the association is:

Building a network of highly skilled Turkish professionals (such as engineers, doctors, managers, academics, government officials, students in higher-education) active within the Danish labor force and universities, and their family members who have recently relocated to Denmark.

Stk. 2. The purpose of the association is:

- Assisting these expats, by easing them into Danish society; onboarding them to cultural aspects of personal and business life and creating various networking opportunities.
- Providing a platform for members and their families to interact and socialize with each other.
- To collect donations for charity purposes when necessary and to organize paid socializing events.

Stk. 3. The association is politically independent and characterized as being non-profit where all earnings goes to the association's mission. With regards to domestic politics in Turkey, no actions, protests or statements, will be publicized or supported regardless of party affiliation (except those against anti-terrorist actions).

§3. Membership

Stk. 1. Eligible for membership are members who are of legal age, who have a Turkish passport/identification, have completed at least high school education (ISCED 3: lower secondary education or later) and/or university education (ISCED 6: bachelor's degree, equivalent or later) in Turkey, who reside within Denmark due to academic or professional purposes (highly-skilled professionals, scholars, government officials, students in higher-education) and their family members who are of legal age. (Members could have temporary or permanent residence in Denmark or even Danish citizenship)

Stk. 2. Individuals who do not fit into these categories can apply to the membership of the association with the evaluation and the approval of the board members.

Stk. 3. There must be a minimum of 10 members of the association, of which 7 includes the board members. If the membership falls below 10 over 2 years, the board must arrange for the association to be dissolved on or before June 30th of the following year.

Stk. 4. The membership list is managed by a person from the board, whose name must appear in the minutes of the general assembly.

Stk 5. Members who permanently leave Denmark will lose their membership and benefits. Such members should inform the board 1 month in advance.

§4. Membership fee

Stk 1. The annual membership fee is set to 250 DKK per person for the calendar year and is to be revised every year in the first general assembly meeting.

Stk. 2. The annual membership fee is discounted for university students and academics and is set to DKK 100 per person for the calendar year.

Stk 3. Free and honorary membership options are available by the approval of the board.

Stk 4. No reimbursement of membership fees is available in connection with termination of membership.

§5. Suspension and exclusion

Stk. 1. The board can temporarily suspend a member of the association if the board has evidence that the member has harmed the association.

- However, a majority of the board must agree before a member can be suspended temporarily.
- The suspension is in effect until the next general assembly, where the matter will be taken up again. Here, the board must present its evidence for why the member was suspended.
- During any general assembly, suspension may be revoked if there is a simple majority.

Stk. 2. An actual exclusion can only take place at the general assembly, as long as there is a simple majority.

§6. Ordinary and extraordinary general assembly

Stk. 1. The general assembly is the supreme authority of the association. All persons with valid membership have the right to speak and vote at the general assembly.

Stk. 2. The ordinary general assembly has a quorum if 10% of the valid members are represented, however at least 10 members must be represented. If the ordinary general assembly is not quorate, the board must convene an extraordinary general meeting within 14 days after the ordinary general assembly with a 7 days warning and with an unchanged agenda. This extraordinary general assembly will have a quorum regardless of the attendance.

Stk. 3. An extraordinary general assembly, which has not been triggered by paragraph 6 stk. 2, shall state the agenda in a written invitation with at least 14 days' of notice when the board deems it necessary or when at least 20% of the valid members wants it.

§7. Conduction of the general assembly

Stk. 1. Every year in the period from the 2nd January to the 28th February, an ordinary general assembly is held.

Stk 2. A written invitation containing the agenda must be sent out at least 14 days in advance.

Stk 3. Members legal of age who have become members of the association at least in the previous financial year, and do not owe membership fees have the right to attend the general assembly.

Stk. 4. The agenda for the ordinary general assembly must at least contain the following:

- Signatures from the attending members.
- Choice of moderator.
- Choice of reporter (to take minutes).
- Record of previous chairperson
- Presentation of the financial statements by the previous treasurer
- Approval of the financial statements
- Election of chairperson.
- Election of treasurer
- Election of the remaining board members.
- Election of membership list responsible.
- Election of internal accountants
- Incoming proposals.
- Other.

Stk. 5. The agenda for the extraordinary general assembly, which has not been triggered by paragraph 6 stk. 2, must at least consist of the following:

- Signatures from the attending members.
- Choice of moderator.
- Choice of reporter.
- Incoming proposals.
- Other.

Stk 6. Voting

- Voting is by a show of hands and/or electronic voting unless the General Assembly or the chairperson of the Assembly decides on anonymously voting.

- If disagreements arise in the voting procedures, or interpretation of the association's guidelines and bylaws, the conductor alone has the final say.
- The voting right may be transferred to another member by written power of attorney. The power of attorney must state by date exactly which general meeting it applies to.
- A maximum of one other member's power of attorney may be handed over to the member present during the general assembly.

Stk. 7. The chairperson and the treasurer are elected directly at the general assembly and the names must appear in the minutes. The remaining board members are also elected.

Stk. 8. All valid members have a maximum of one vote per nominated candidate, unless the member has received a power of attorney from another member, then it is two votes.

Stk. 9. Voting on the nominated candidates for the board positions happens anonymously.

Stk. 10. The nominated candidates must vote blank on themselves.

Stk. 11. All valid members have the option to vote "for", "against" or "blank".

- A blank vote does not count as "for" or "against".

Stk. 12. The voting procedure for the post of chairperson and treasurer is as follows:

- If there is only one candidate running for either the chair or the treasurer, the candidate only needs a majority vote to be elected.

If there are more candidates than there is room for in the position of chairperson or treasurer, then following applies:

- The candidate with the most votes and with a majority vote for them, wins the election.
- If a candidate has the most votes, but a majority against him, the candidate will lose the position and the next candidate in the row with the most votes is assessed.
- If two or more candidates have the same number of votes and a majority vote for them, then the candidates must be allowed to defend their candidacy orally, and there will be voting again only between them.

Stk. 13. The voting procedure for the rest of the board is as follows:

- If there are fewer or the same number of candidates who are allowed to be on the board, the candidates just have to have a majority for themselves to be elected.
- If a candidate has the most votes, but a majority against him, then the candidate loses the position and the next candidate in the row with the most votes is assessed.

If there are more candidates than there is room for on the board, the following applies:

- The candidates with the most votes and with a majority vote for them, win the election.

Stk. 14. The voting procedure for the internal accountants is as follows:

- As there is no limit on the number of internal accountants, it only requires that the nominated candidates must have a majority vote for them, in order to be elected.

Stk. 15. If there are fewer candidates running than are needed in the board, then the elected board will be given a mandate to find the remaining board members.

Stk. 16. All candidates who have the majority against them have the right to orally explain themselves again. Based on the oral explanation and the subsequent discussion, it is up to the moderator if the candidate should be allowed to run again.

Stk. 17. Amendments to the bylaws must be a special point on the agenda. Proposals under “incoming proposals” must be sent to the members of the association no later than 7 days before the annual general assembly.

Stk. 18. The accountants can not be a member of the board.

Stk. 19. The minutes from the extraordinary and ordinary general assembly are valid only when both the moderator and the reporter have signed it.

Stk. 20. Valid minutes of the association’s ordinary and possibly extraordinary general assembly(ies) must be sent to the chairperson of the association.

§8. The board

Stk. 1. The board of directors is the governing body of the association and is elected at the general assembly.

Stk. 2. The association's board sits until the next quorate ordinary general assembly or extraordinary general assembly, where the election of the board is included in the agenda.

Stk. 3. The board consists of a chairperson, treasurer, and at least 1 other member of the association, however the total board size is at maximum 7 people. If the number of board members falls below 3 (due to resignation, change of country, or other reasons), an extraordinary general assembly process will be initiated, as defined in the bylaws.

Stk. 4. The board leads the association in accordance with the bylaws and the decisions made on the general assembly.

Stk. 5. The board also determines its own rules of procedure. It may set up subcommittees, commissions, and working groups to carry out business-related tasks.

- The Board may remove the commissions that lose their function.
- There may be at least one board member in each commission, but this is only a recommendation, not a rule.
- Commissions have the authority to plan and execute meetings on the issues and projects they follow.
- Commissions cannot act independently on behalf of the association.
- The commissions propose their projects and evaluations to the Board, prepare the assigned projects, and provide updates on the final status to the board.
- At the beginning of each financial year, the commissions submit their projects and plans prepared for that year.
- At the General Assembly, the Board announces the commissions, including their duties and annual plans, which come into effect at the beginning of each year.

Stk 6. Members who are of legal age and who have been a member of the association for at least one year and do not owe membership fees can be candidates for the board.

§9. Economy, accounting and auditing

Stk 1. The association's finances are handled by the treasurer.

Stk 2. Only the chairperson and treasurer are authorized to manage the association's finances in day-to-day operations. If the authority is delegated to others, the chairperson and treasurer remain responsible.

Stk 3. The association must not be the basis for running a business.

Stk 4. The cash assets of the association are kept in a bank account opened in the name of the association.

Stk 5. The accountants have the right to check the finances and the bank account.

Stk 6. The financial year of the association is between 01 January - 31 December.

Stk 7. The financial statement consists of at least the annual result and a document describing the financial for the past year. These documents must be available to the members no later than 7 days before the annual general assembly.

Stk 8. The accounting report of the association is prepared by the accountant elected by the board. The annual accounting report is prepared in accordance with the provisions of the relevant law (årsregnskabsloven, regnskabsklasse A).

Stk 9. The approval of the finances must be made by the association members, during any ordinary general assembly, by a simple majority and must be signed by both the treasurer and the auditors before the general assembly.

Stk 10. A copy of the accounting report is sent to the relevant official institutions.

Stk 11. Use of the association's possible profits upon termination:

- When dissolving the association, the funds of the association must be transferred back to the originator or could be used for non-profit purposes which should be reported to the authorities. Afterwards the bank account will be closed.

§10. Sponsors and funds

Stk. 1. It is the association's intention to seek relevant grants, sponsorships and the like for the association's activities.

Stk. 2. It is the association's intention to receive grants and sponsorships from companies or other organizations as an addition to the association's progress.

- It is acceptable to put the sponsors' logo in the association's activities or website.
- It is unacceptable for a sponsor to, through their sponsorship, exert influence over the association's activities.

§11. Legislation and permissions

Stk 1. The board is at all times responsible for and obliged to ensure that activities are conducted in accordance with applicable legislation and executive orders.

Stk 2. Consequently, the association must at all times hold the necessary permissions for the conduct of activities and operations.

Stk 3. Members are obliged to observe all applicable rules and regulations provided for by public law or association law in relation to the association, including its members.

Stk 4. The board is authorized to prepare and maintain policies and guidelines for members' use of the association and any associated facilities. The board is authorised to point out any failure to observe such policies and guidelines, in serious cases leading to exclusion from the association.

Stk 5. The association's logo must not be used without approval from the board.

§12. Powers to write binding contracts and liability

Stk. 1. The chairperson has the power to write binding contracts externally and is responsible in relation to the rest of the association.

Stk. 2. The treasurer has the power to write financially binding contracts, however, it requires that both the chairperson and the treasurer approve, in writing or electronically, outgoing and internal bank transfers from the association's bank account.

Stk. 3. The members of the association are not personally liable for the obligations that lie with the association.

§13. Changing of bylaws and code of conduct

Stk. 1. Amendment of the bylaws requires 2/3 of the votes of the valid members present at the general assembly.

Stk. 2. Amendments to the bylaws do not take effect until after approval by the board.

Stk. 3. The board can establish rules of conduct without a need to call for a general assembly. These rules must not be in conflict with the bylaws.

Stk. 4. For further information on the amendments, refer to paragraph 7, stk. 17.

§14. Dissolution of the association

Stk. 1. The dissolution of the association can only take place in a general assembly that is held for this purpose.

Stk. 2. At least 2/3 of the members who have the right to vote must attend the general assembly where the issue of dissolution will be discussed.

Stk. 3. The termination decision is taken with the votes of at least 3/4 of the members present at the general assembly meeting.

Stk. 4. For use of the association's possible profits upon termination, please refer to paragraph 9, stk. 11.