

**VEDTÆGTER**

BØRNE HJERNECANCER FORENINGEN

**ARTICLES OF ASSOCIATION**

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(CVR-nr. 35 20 21 02)

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**1 NAVN**

1.1 Foreningens navn er Børne Hjernekancer Foreningen ("Foreningen").

1.2 Foreningens binavn er Cycling Challenge

**2 HJEMSTED**

2.1 Foreningen har hjemsted i Københavns Kommune.

**3 FORMÅL**

3.1 Foreningens formål er at uddele midler til medicinsk forskning i Danmark eller udlandet indenfor hjernekræft hos børn med særlig vægt på diffust infiltrerende tumorer i pons (på engelsk Diffusive Intrinsic Pontine Glioma - DIPG).

3.2 Foreningen kan endvidere yde støtte, så nye lovende behandlingsmuligheder for tilfælde af ellers uhelbredelig hjernekræft hos børn kan tilbydes i Danmark og udlandet.

3.3 Subsidiært kan Foreningen yde støtte til forskning i bedre behandlingsmuligheder (med så få følgevirkninger som muligt) for børn med hjernekræft.

**NAME**

The name of the Association is Børne Hjernekancer Foreningen (on English Children's Brain Cancer Association) (the "Association").

The Association's secondary name is Cycling Challenge

**REGISTERED OFFICE**

The Association's registered office is situated in the municipality of Copenhagen.

**OBJECTIVES**

The objective of the Association is to distribute funds to medical research in Denmark or abroad in the field of brain cancer in children with a particular focus on Diffusive Intrinsic Pontine Glioma - DIPG.

Furthermore the Association can provide aid, so new promising clinical trials in cases of otherwise incurable pediatric cancers can be offered in Denmark and abroad.

Secondarily the Association can provide aid to research into improved treatment options (with as few side effects as possible) for children with brain cancer.

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| 3.4      | Foreningen kan desuden bruge midler til kampagner og informationsmateriale til generelt at oplyse om Foreningen og Foreningens arbejde.                                      | The Association can additionally use funds for campaigns and information material to generally inform about the Association and the Association's work.   |
| 3.5      | Foreningen kan løbende iværksætte initiativer og aktiviteter med det formål at indsamle midler til Foreningens formål som beskrevet ovenfor.                                 | The Association can continually organize initiatives and activities with the object of raising funds for the Association's objectives as described above.   |
| 3.6      | Ovennævnte formål forfølges i videst mulig udstrækning i samarbejde med, og respekt, for organisationer, institutioner, myndigheder og virksomheder med tilgrænsende formål. | The above mentioned objectives shall be pursued to the greatest possible extent in cooperation with and respect for organizations, institutions, public authorities and companies with adjacent objectives. |
| 3.7      | For Foreningens forpligtigelser hæfter alene Foreningens formue.   | The sole obligor of the Association's obligations is the Association's capital.   |
| 3.8      | Foreningen kan overdrage hele eller væsentlige dele af Foreningens aktiviteter til andre, hvis overdragelsen sker med henblik på at varetage Foreningens formål.             | The Association can transfer all or significant parts of the Association's activities if the transfer happens with regard to the management of the Association's objective.                                 |
| <b>4</b> | <b>MEDLEMSKAB</b>  | <b>MEMBERSHIP</b>   |
| 4.1      | Som medlem kan optages enhver med interesse i problemstillingerne omkring behandlingen af hjerne cancer hos børn.  | Admission of membership may be granted to anyone with interest in the issues concerning the treatment of brain cancer in children.  |
| 4.2      | Medlemmerne kan være passive eller aktive med en direkte interesse i udviklingen af Foreningens aktiviteter.   | Members can be passive or active with a direct interest in the development of the Association's activities.   |
| 4.3      | Optagelse som medlem sker ved henvendelse til Foreningens bestyrelse eller ved tilmelding på Foreningens hjemmeside.   | Admission of membership of the Association shall happen by request to the Association's board of directors or through registration on the Association's home page.  |
| 4.4      | Medlemmer af Foreningen betaler et årligt kontingent som fastsættes af bestyrelsen.  | Members of the Association pay an annual membership fee which is determined by the board of directors.  |

4.5	Medlemskabet løber indtil det opsiges.	The membership runs until it is terminated.
4.6	Medlemskabet opsiges skriftlig ved henvendelse til Foreningens bestyrelse med virkning fra udgangen af kalenderåret.	The membership is terminated by written notice to the Association's board of directors with effect from the expiry of the calendar year.
<b>5</b>	<b>LEDELSE</b>	<b>MANAGEMENT</b>
5.1	Foreningen ledes af en bestyrelse på 3 - 9 medlemmer. Bestyrelsen vælges af generalforsamlingen på den ordinære generalforsamling.	The association is managed by a board of directors consisting of 3 - 9 members. The board of directors is elected by the general meeting at the ordinary general meeting.
5.2	Bestyrelsen er ulønnet.	The board of directors is unpaid.
5.3	Valg af bestyrelsesmedlemmer gælder for ét år ad gangen. Genvalg kan finde sted. Bestyrelsen vælger blandt sine medlemmer en formand.	Election of members of the board of directors is valid for one year at a time. Re-election can take place. The board of directors shall elect a chairman among its members.
5.4	Bestyrelsen skal varetage Foreningens interesser og formål. Derudover skal bestyrelsen påse, at Foreningen drives i overensstemmelse med nærværende vedtægter og lovgivningens krav.	The board of directors shall manage the Association's interests and objectives. Additionally the board of directors shall ensure that the Association is conducted in accordance with these articles of association and legislative requirements.
5.5	Det påhviler formanden at indkalde til bestyrelsesmøder, når dette efter dennes skøn er nødvendigt, eller når det begæres af et bestyrelsesmedlem.	The chairman must convene board meetings at his/her own discretion, or when it is requested by a member of the board of directors.
5.6	Bestyrelsen er beslutningsdygtig, når over halvdelen af bestyrelsesmedlemmerne er repræsenteret.	The board of directors forms a quorum when more than half of the members are represented.
5.7	Bestyrelsen træffer sine beslutninger ved simpelt flertal. I tilfælde af stemmelighed gør formandens stemme udslaget.	The resolutions of the board of directors are passed by simple majority. In case of any equality of votes the chairman has the casting vote.
5.8	Der føres protokol ved bestyrelsesmøderne.	Minutes shall be kept of the board of directors meetings.

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| 5.9      | Bestyrelsen kan antage et sekretariat, der på Foreningens/bestyrelsens vegne varetager de løbende forretninger.  | The board of directors can hire a secretariat, who on behalf of the Association/the board of directors manages the ongoing businesses.  |
| 5.10     | Til at rådgive bestyrelsen i lægevidenskabelige spørgsmål kan bestyrelsen nedsætte et rådgivende lægeligt udvalg.  | To advise the board of directors on medical questions, the board of directors can form a medical advisory board.  |
| 5.11     | Det rådgivende lægelige udvalg er bemyndiget til, på vegne af bestyrelsen, at nedsætte et udvalg, som rådgiver bestyrelsen om ansøgningskriterier til uddeling af legater.   | The medical advisory board is authorized, on behalf of the board of directors, to form a board, to advise the board of directors on the criteria's of application and the distribution of grants.   |
| 5.12     | Medlemmer af de særligt nedsatte udvalg er ulønnede.   | The members of the specially formed boards are unpaid.  |
| 5.13     | Bestyrelsesformanden indkalder medlemmerne af det rådgivende lægelige udvalg til fællesmøder, mindst 1 gang årligt.  | The chairman of the board of directors convenes the members of the medical advisory board to joint meetings at least once a year.   |
| <b>6</b> | <b>EKSKLUSION</b>  | <b>EXPULSION</b>  |
| 6.1      | Bestyrelsen kan med 2/3 flertal blandt samtlige bestyrelsesmedlemmer træffe beslutning om at ekskludere et medlem af foreningen, der væsentligt tilsidesætter sine forpligtelser over for Foreningen, handler til skade for Foreningen eller ikke længere opfylder betingelserne for medlemskab. | The board of directors may, with a majority of two-thirds of its members, resolve to expel a member of the Association, who has significantly disregarded his/her obligations to the Association, acts against the Association or no longer fulfills the conditions for membership. |
| <b>7</b> | <b>FINANSIERING</b>  | <b>FUNDING</b>  |
| 7.1      | Foreningen skal gennem sine aktiviteter generere et overskud til brug for Foreningens formål.  | The Association shall, through its activities, generate a profit to spend on the Association's objectives.  |
| 7.2      | Udgifterne finansieres gennem Foreningens egne aktiviteter, sponsorater, legater m.v.  | Expenses are financed through the Association's own activities, sponsorships, grants etc.   |

7.3 Samtlige donationer går ubeskåret til Foreningens formål. All donations goes in full to the Association's objectives.

## 8 GENERALFORSAMLINGEN

## GENERAL MEETING

8.1 Generalforsamlinger indkaldes med mindst 14 dages varsel med angivelse af dagsorden. General meetings are convened with at least 14 days' notice detailing the agenda.

8.2 Indkaldelse sker på Foreningens hjemmeside samt e-mail til de medlemmer, der har anmodet om skriftlig indkaldelse. Notice is given on the Association's home page as well as e-mail to the members who have requested written notice.

8.3 Hvert medlem har én stemme. Each member has one vote.

8.4 Ordinær generalforsamling holdes hvert år inden 5 måneder efter udløbet af regnskabsåret. The annual general meeting must be held every year within 5 months following the end of the financial year.

8.5 Dagsordenen for den ordinære generalforsamling skal omfatte: The agenda for the annual general meeting shall include the following:

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| (1) Bestyrelsens beretning om Foreningens virksomhed i det forløbne år.  | (1) The board of directors report on the activities of the Association in the past year                           |
| (2) Fremlæggelse af årsrapport og ledelsens beretning med revisionspåtegning samt beslutning om godkendelse af årsrapporten. | (2) Presentation of the annual report and the audited management report as well as adoption of the annual report. |
| (3) Valg af medlemmer til bestyrelsen.   | (3) Election of members to the board of directors   |
| (4) Valg af revisor.   | (4) Election of auditor   |
| (5) Eventuelle forslag fra bestyrelse eller medlemmer.   | (5) Any proposals from the board of directors or members.   |

8.6 Generalforsamlingen ledes af en dirigent, der udpeges af bestyrelsen. Dirigenten afgør alle spørgsmål vedrørende sagernes forhandling og vedtagelse. A chairman elected by the board of directors will preside over the general meeting. The chairman of the general meeting settles all questions regarding the proceedings and adoption of matters.

8.7 Bortset fra beslutninger om vedtægtsændringer og opløsning af Apart from resolutions to amend the articles of association and to dissolve the Association, all

	Foreningen træffer generalforsamlingen sine afgørelser ved almindeligt flertal af de fremmødte stemmeberettigede medlemsstemmer.	resolutions shall be adopted by a simple majority of the participating members' votes.
8.8	Til vedtagelse af beslutninger om ændringer af vedtægterne kræves, at mindst 2/3 af de fremmødte stemmeberettigede medlemmer på generalforsamlingen stemmer for ændringsforslaget.	Resolutions to amend the articles of association shall be adopted by a majority of at least two-thirds of the members participating and entitled to vote.
8.9	Ekstraordinær generalforsamling holdes, når det skriftligt forlanges af 10 % af medlemmerne eller af et simpelt flertal af bestyrelsen.	Extraordinary general meetings shall be held when a written request to this effect has been made by 10 % of the members or a simple majority of the board of directors.
8.10	Ekstraordinær generalforsamling kan kun indkaldes til behandling af et eller flere bestemte angivne emner.	Extraordinary general meetings can only be convened for the consideration of one or more specifically indicated matters.
8.11	Referat fra generalforsamlingen underskrevet af dirigent og bestyrelsesformand offentliggøres senest 4 uger efter generalforsamlingens afholdelse på foreningens hjemmeside.	Minutes of the general meeting signed by the chairman of the general meeting and the chairman of the board of directors shall be disclosed on the Association's home page no later than 4 weeks after the holding of the general meeting.
<b>9</b>	<b>TEGNINGSRET</b>	<b>POWER TO BIND THE ASSOCIATION</b>
9.1	Foreningen tegnes af bestyrelsens formand i forening med et andet bestyrelsesmedlem eller af to bestyrelsesmedlemmer i forening eller af den samlede bestyrelse i forening	The Association shall be bound by the joint signature of the chairman of the board of directors and one member of the board of directors, or by two members of the board of directors or by the entire board of directors.
<b>10</b>	<b>ÅRSRAPPORT OG REVISION</b>	<b>ANNUAL REPORT AND AUDITING</b>
10.1	Foreningens regnskabsår er kalenderåret.	The financial year shall be the calendar year.
10.2	Første regnskabsår løber fra stiftelsen indtil den 31. december 2014.	The first financial year shall run from the incorporation until 31 December 2014.

- 10.3 Årsrapporten offentliggøres på Foreningens hjemmeside senest samtidigt med indkaldelse til den ordinære generalforsamling.

Årsrapporten revideres af en revisor, der vælges på Foreningens ordinære generalforsamling for et år ad gangen. Revisor kan genvælges.

The annual report shall be disclosed on the Association's home page simultaneously with the notice for the annual general meeting.

The annual report shall be audited by an auditor, who is elected at the Association's annual general meeting for one year at a time. The accountant can be re-elected.

## 11 OPLØSNING

## DISSOLUTION

- 11.1 Til vedtagelse af beslutning om Foreningens opløsning kræves, at mindst 2/3 af samtlige stemmeberettigede medlemmer stemmer for forslaget på generalforsamlingen. Opnås denne majoritet ikke, skal bestyrelsen indkalde til en ny generalforsamling, på hvilken beslutning om Foreningens opløsning kan vedtages hvis mindst 2/3 af de fremmødte stemmeberettigede medlemmer på generalforsamlingen stemmer for.

The adoption of a resolution on dissolution of the Association shall be adopted by a majority of at least two-thirds of all the members entitled to vote. If such a majority is not reached, the board of directors shall convene a new general meeting, in which a resolution on dissolution of the Association shall be adopted by a majority of at least two-thirds of the members participating and entitled to vote.

- 11.2 Forud for Foreningens opløsning skal Foreningens formue, efter fyldestgørelse af samtlige kreditorer og afgørelse af eventuelle tvister, doneres til VU University Medical Center, Amsterdam, øremærket forskning i DIPG medmindre Foreningens formue videreføres/overføres i en anden juridisk enhed, og generalforsamlingen beslutter, at Foreningens midler skal videreføres/overføres hertil.

Prior to the Association's dissolution the Association's assets, after the satisfaction of all creditors and the settlement of any disputes, shall be donated to VU University Medical Center, Amsterdam, earmarked for research into DIPG unless the Association's assets is continued /transferred to another legal entity and the general meeting resolves that the Association's assets shall be continued/transferred hereto.

- 11.3 Hvis ovenstående punkt ikke kan opfyldes skal Foreningens midler doneres til et andet forskningsprojekt i overensstemmelse med Foreningens formål. Eventuelle resterende midler skal tilfalde en anden almennyttig forening, fond eller lignende virksomhed her i landet eller i et andet EU/EØS-land, hvis formål stemmer overens med nærværende forenings.

If the above mentioned item cannot be fulfilled, the Association's assets shall be donated to another research project in accordance with the Association's objectives. Any residual funds shall be distributed to another non-profit association, foundation or similar enterprise in Denmark or in another EU/EEA country, whose objective is in concordance with this Association's.



Disse vedtægter er udarbejdet i en dansk original og en engelsk oversættelse. I tilfælde af uoverensstemmelse mellem de to, skal den danske version have forrang.

These articles of association are completed in a Danish original and an English translation. In case of discrepancies between the two versions, the Danish version shall take precedence.

Vedtaget på Foreningens ordinære generalforsamling den 27. marts 2018.

Approved at the Associations' annual ordinary general meeting on 27 March 2018.