

ARTICLES OF ASSOCIATION

For the association

INTO-CPS Association

CVR no: 38914529

- 3.5. The association shall be financed through membership fees from its members and support/donations from its members and others. The association may enter into and/or accept other terms regarding support/donations to the association. The association will in addition be financed through user and license payments from non-members of the association for their use of the computer-based software belonging to the association.
- 3.6. The association is not to accumulate capital apart from what is necessary for the day-to-day operation of the association. The association must every year spend surplus capital according to the objectives of the association.

4. Members

- 4.1. Businesses, companies, non-profit organisations, educational institutions, and private individuals who are interested in the use and development of INTO-CPS software can become members.
- 4.2. Members – apart from private individuals – shall be represented in the association through the chairman, director of the member or a representative appointed by the chairman/director.
- 4.3. Businesses, companies, non-profit organisations, institutions of education, and private individuals who have an interest in the use and development of INTO-CPS software can become associated members. Associated members pay a reduced membership fee and have no voting right, just as they cannot be elected members of the governing body of the association.
- 4.4. Associated members may participate in the events of the association unless such events are of a specifically internal nature. Associated members may be part of work groups established by the association if they have special competence or interest in the area of such work group.
- 4.5. The members shall be obliged to observe the articles of association of the association and observe the objects clause of the association. There are two levels of membership: silver (which gives the member access to the collection of software tools) and gold (which will also enable the member to use the source text from the open parts of the collection of software tools in their own closed software products).

- 6.2. Notice of general assemblies shall be forwarded in writing or by e-mail to all members with a notice of at least 14 and no more than 30 days, stating the agenda for the meeting.
- 6.3. The general assembly shall only be entitled to decide on items on the agenda.
- 6.4. Proposals for discussion at the ordinary general assembly must have been received by the chairman before the end of September.
- 6.5. The agenda for the general assembly shall at least include the following items:
 - 6.5.1. Election of chairman
 - 6.5.2. Presentation of the annual report of the governing body, including status for the strategy adopted and information about current activities
 - 6.5.3. Presentation of audited financial statements for approval
 - 6.5.4. Presentation of budget for the coming financial year, including fixing of membership fees
 - 6.5.5. Proposals received (including proposals regarding contributions "in kind" from members)
 - 6.5.6. Election of members of the governing body
 - 6.5.7. Election of auditors
 - 6.5.8. Other business
- 6.6. Anybody who is a member at the time of the general assembly shall have access to and voting right at the general assembly.
- 6.7. All members shall have one vote. Associated members and private individuals shall have no voting right and cannot be elected to the governing body of the association.
- 6.8. Members whose membership fees are due but have not been paid at the time of the general assembly shall not be entitled to exercise their voting right.
- 6.9. Unless otherwise stipulated in the present articles of association, the general assembly shall make decisions by simple majority. In case of a tie in votes about individuals, the election shall be decided by lot.

7. Extraordinary general assembly

7.1. Extraordinary general assembly shall be held when a majority of the members of the governing body find it necessary or at the request of at least one third of the members of the association, stating agenda.

7.2. Notice of extraordinary general assembly shall be issued by the governing body within 14 days after the governing body has received the request. Extraordinary general assembly shall be called with a notice of at least 14 days and no more than 30 days, cf. also item 6.2 and 6.3.

8. The Governing body

8.1. The general assembly shall approve a general body to be in charge of the overall management of the association.

8.2. The governing body shall consist of at least three and no more than eleven members.

8.3. The members of the governing body shall be elected/appointed when the association is established for the period until 31 December 2018. Subsequently, the members of the governing body shall be elected for periods of two years.

8.4. The governing body shall elect a chairman, a deputy chairman, a treasurer and a secretary from among its members.

8.5. Minutes shall be taken of the meetings of the governing body. The governing body shall establish its own business procedures. Meetings of the governing body shall be held when the chairman finds it necessary or at the request of one member of the governing body. Notice of meetings shall be issued in writing, stating agenda.

8.6. The governing body shall be quorate when more than half of the members of the governing body are present. The governing body shall make decisions by simple majority. In case of a tie, the chairman, and in his absence the deputy chairman, shall have the casting vote.

8.7. The day-to-day management shall be handled jointly by a treasurer and a secretary who shall be in charge of the day-to-day operations of the association.

8.8. The treasurer shall be in charge of the assets of the association, including collection of membership fees and support, payment of support, and payment of bills, cf. item 11, however.

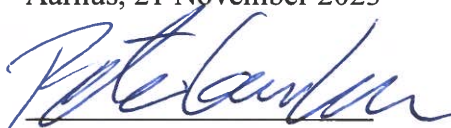
- 12.2. If a proposal for a change to the articles of association is adopted by a majority of at least two thirds of the votes represented at the general assembly, but the necessary number of members are not represented at the general assembly, the governing body shall within 14 days of the general assembly call a new general assembly to discuss the same proposal.
- 12.3. The new general assembly shall be quorate regardless of the number of members represented. Adoption at this general assembly shall also require a majority of two thirds of the members represented at the general assembly based on votes.
- 12.4. If the general assembly decides to dissolve the association, the assets of the association shall – after all creditors have been paid and any disputes settled – be distributed for purposes in accordance with the objective of the association. When the association is dissolved, the general assembly shall decide by simple majority on the distribution of the assets of the association to further the objective of the association, cf. item 3.

13. Disputes

- 13.1. Disputes between the association and the members of the association and/or among the members of the association shall be decided with final and binding effect by arbitration at Danish Arbitration according to the rules in force for such court of arbitration.
- 13.2. The language of the court of arbitration shall be English and the venue shall be Aarhus.

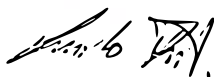
The board of the INTO-CPS Association

Aarhus, 21 November 2023



Peter Gorm Larsen

Shaukat Ali



Leo Freitas



Stylianos Basagiannis