

Constitution of TUSCA7

§ 1: Name of the Association

§1 The name of the association is TUSCA7.

§ 2: Registered Office

2.1 The association is based in Denmark.

2.2 The registered address of the association is in the Municipality of Copenhagen.

2.3 The scope of projects and initiatives within the association may range from local to global, with or without direct relation to Copenhagen or Denmark.

§ 3: Objectives of the Association

3.1 The objectives of the association are to engage in charitable activities within the fields of architecture, urban planning, landscape architecture, ecology, biodiversity, sustainability, art and culture, education, children and youth, non-human agency and rights, advocating for green transition, and related disciplines.

3.2 The association initiates, supports, promotes, and implements various activities, including (but not limited to):

- Conceptualizing, building, and supporting systems and structures to promote increased resilience, self-sufficiency, and sustainability in vulnerable communities.
- Developing strategies for increased positive coexistence for all species and life forms.
- Promoting interdisciplinary collaboration among researchers, students, academia, practitioners, and activists.
- Organizing events and workshops.
- Offering educational programs.
- Conducting research and studies.

- Hosting training sessions.
- Collaborating with other organizations or partners.
- Advocating for relevant policies.
- Initiating awareness campaigns.
- Establishing community-engaged programs.
- Developing and maintaining resources or tools.
- Facilitating networking opportunities.
- Engaging in fundraising activities.
- Participating in relevant events, festivals, conferences, or forums.
- Establishing mentorship or support programs.
- Initiating community-oriented projects.
- Publishing informative materials or articles.
- Conducting and participating in residencies and exchange programs.

3.3 The association participates in and initiates local, cross-border, and international projects.

3.4 The association serves as a collaborative platform for its members to initiate and participate in projects aligned with the association's objectives. Members share knowledge, infrastructure, equipment, and networks within the association.

3.5 The association supports and disseminates the professional work of its members to the extent that the work aligns with the association's objectives, based on member's consent.

3.6 The organization operates on a non-profit basis. If the association's project activities generate any commercial revenue, such revenue shall be used or reserved to fulfill the association's objectives. No members are entitled to receive a share of the income.

3.7 The association is free of party political allegiances.

§ 4: Membership

4.1 Application for membership is open to anyone willing to work for the association's objectives, regardless of their geographical location. Membership is granted upon registration as a regular member or supporting member.

4.1.1 Working for the association's objectives entails:

- **Alignment:** Individuals or legal entities must demonstrate alignment with and support for the association's objectives, which can be documented through their professional or personal background relevant to the association's focus areas.
- **Commitment to the purpose:** Potential members should demonstrate a genuine intention to actively contribute to and participate in the association's initiatives and projects.
- **Compliance with ethical standards:** Members must adhere to the ethical standards set by the association.
- **Compliance with the law:** Members must comply with all legal requirements and regulations applicable to the association.
- **Active participation:** Commitment to actively participate in meetings, events, and collaborative initiatives organized by the association.

4.2 Members may participate in projects and initiatives initiated by the Association, either remotely or in person, regardless of their geographical location.

4.3 The general assembly may establish an annual membership fee. Each member is obligated to pay the membership fee. The amount of the fee is determined by a fee regulation adopted by the general assembly.

4.4 A distinction is made between regular membership and supporting membership. Only regular members have voting rights. Supporting members can participate in the general assembly with the right to speak but without voting rights and eligibility. Supporting members include individuals, legal persons, organizations, and institutions wishing to provide financial support to the association.

4.5 Application for membership (regular or supporting) is made by written request to the board. Based on the application, the board assesses the potential membership and makes a decision. There is no general right to admission to the association.

4.5.1. The change of the membership status is possible at the start of the fiscal year.

4.6 A member may resign from the association at any time with a notice period of two weeks. Voluntary withdrawal is done by written declaration to the board.

4.7 Exclusion of a member can only occur for valid reasons. This includes repeated violations of the bylaws, purpose, or goals of the association. The board decides on the exclusion. The concerned member shall be given an opportunity to comment before a decision is made. Objections with suspensive effect against exclusion can be submitted within a period of 8 weeks from the notification of exclusion. In case of objection, the next general assembly decides on the exclusion with a simple majority.

§ 5: General Assembly

5.1 The general assembly is the highest authority of the association.

5.2 Each member has one vote, and no members have special rights.

5.3 The ordinary general assembly is held at least once a year with sufficient time for the annual report to be approved and submitted within the applicable deadline to the Danish Business Authority. It is convened by the board with a notice period of at least two weeks and at most four weeks, through publication on the association's website and electronic communication to all members, specifying the agenda.

5.4 Proposals to be considered at the general assembly must reach the board via email at least two days before the general assembly.

5.5 A member wishing to attend a general assembly must notify the association at least one day before the general assembly is held.

5.6 The agenda for the ordinary general assembly must at least include the following items:

- Appointment of a moderator and vote counters
- Board's report and subsequent approval
- Presentation of accounts for approval
- Consideration of submitted proposals
- Determination of the membership fee
- Approval of the budget
- Election of board members (only every three years or when there is only one member remaining)

- Election of treasurer
- Election of internal auditor and alternate internal auditor
- Update of the association's inventory
- Any other business.

5.7 The board is responsible for ensuring that minutes of the meeting are taken.

5.8 Decisions at the general assembly are made by a simple majority.

5.9 The board may decide to conduct the general assembly entirely or partially digitally if circumstances make it difficult to hold the general assembly as a physical meeting.

§ 6: Extraordinary General Assembly

6.1 An extraordinary general assembly is convened when the board deems it necessary or when at least two members request it with a reasoned indication of the agenda.

6.2 Notice of an extraordinary general assembly is given no later than 14 days after the board receives such a request, after the board's decision on the necessity of an extraordinary general assembly, or as required by at least $\frac{1}{3}$ of the members. Notice shall be given with the same notice period as the ordinary general assembly.

§ 7: Board

7.1 The leadership of the association consists of a board and a treasurer.

7.1.1 The board consists of a minimum of two members, but not more than a third of the association's members.

7.1.2 The treasurer can be a board member.

7.2 The board and any alternates are elected by the general assembly at the association's ordinary general assembly. The maximum number of alternates elected cannot exceed the number of board members. All elections are for a term of three years.

7.3 The board makes decisions by a simple majority among its members.

7.4 Board meetings can also be held digitally.

7.5 The board establishes its own rules of procedure.

7.6 The board may make changes to the bylaws that are formally required by supervisory, legal, and financial authorities.

7.7 The distribution of tasks is determined by the board. The board may appoint a treasurer, subcommittees, and working groups to handle specific tasks. After the expiration of their term, board members remain in their positions until a successor is elected.

7.8 Re-election to the board is possible.

7.9 In case of the resignation of a board member, the remaining board remains functional.

§ 8: Finance, Accounting, Audit

8.1 The fiscal year is the calendar year (the accounting period is 1/1-31/12). The association's first fiscal year runs from the date of the association's establishment until the end of the following year.

8.2 The board is accountable to the general assembly for the budget and accounts.

8.3 The association's accounts are maintained by the treasurer, who also maintains the association's membership register.

8.4 The accounts are presented to the board continuously and are reviewed and audited by the auditor elected by the general assembly.

8.4.1 An auditor can be an external natural or legal person who is not a member of the association. A board member cannot be the auditor or alternate auditor.

8.5 Members of the association may receive compensation for the work hours dedicated to the association.

8.6 Members of the association may receive remuneration if such compensation is included in the specific project budget.

§ 9: Signing Rights

9.1 The association is legally and extrajudicially represented by the board. Two board members are jointly authorized to represent the association.

9.2 In case of taking out loans and selling/pledging real estate, the association is represented by the entire board.

9.3 Members of the association are not personally liable for the obligations of the association.

§ 10: Amendments to the Bylaws

10.1 These bylaws can only be amended by a simple majority at a general assembly where the proposed amendment is on the agenda.

10.2 Amendments to the bylaws take effect from the general assembly where they are adopted.

§ 11: Dissolution of the Association

11.1 The dissolution of the association can only occur with a $\frac{2}{3}$ majority at two consecutive general assemblies, one of which must be ordinary.

11.2 Upon dissolution, the assets of the association shall be used in accordance with the purposes specified in § 3 or for other charitable purposes. The specific use of the assets is decided by the dissolving general assembly.

Adopted at the inaugural general assembly on 06/03/2024
with immediate effect.

Santiago Martínez M.
Signature of the Moderator

06/03/2024
Date