



## **ARTICLES**

- 1      **Name.** The name of the Society is "CFA Society Denmark".
- 2      **Domicile.** The domicile of the Society is Copenhagen.
- 3      **Objectives.** The objectives of the Society are:
  - to establish educational standards in the professional practices of financial analysis, investment management, securities analysis and other similar professions (referred to as the Investment Decision-Making Process);
  - to instruct and train individual members and the general public in the sound and trustworthy principles, practices and conduct with regard to the Investment Decision-Making Process;
  - to develop and in co-operation with The Danish Finance Society administer examinations designed to test individual competence and skill in the professional fields of knowledge pertinent to the Investment Decision-Making Process;
  - to guide, encourage, and aid the continuing education of persons professionally engaged in the Investment Decision-Making Process
  - to develop, establish, promulgate and maintain a Code of Ethics and Standards of Professional Conduct for persons professionally engaged in the Investment Decision-Making Process, and to enforce such standards for members.
- 4      **Membership in CFA INSTITUTE.** This Society is a Member of CFA Institute. To the extent that there is any conflict between the Articles, rules and regulations of the Society and the Articles, rules, and regulations of CFA Institute, those of CFA Institute shall take precedence and shall govern. The Board of Governors of CFA Institute shall resolve any dispute concerning the application or interpretation of the Articles, rules and regulations.

## 5 Definitions

**"Acceptable Professional Work Experience"** includes, as it relates to applicants seeking to become Regular Members or Affiliate Members, activities that consist to a majority extent of:

- \* evaluating or applying financial, economic, and/or statistical data as part of the Investment Decision-Making Process involving securities or similar investments, which includes but is not limited to, publicly traded and privately placed stocks, bonds and mortgages and their derivatives, commodity-based derivatives and mutual funds, and other investment assets such as real estate and commodities, if these other investment assets are held as part of diversified, securities-oriented investment portfolios; or
- \* supervising directly or indirectly those who practice such activities; or
- \* teaching such activities.

**"Affiliate Member"** is an individual who has met the membership requirements set forth in Article 6, Section 3 of the Articles and whose membership has not been revoked or suspended.

**"CFA Institute"** is a Virginia non-stock corporation.

**"Articles"** refers to the Articles of the Society as they may be amended from time to time.

**"Board"** is the Board of Directors of the Society.

**"CFA Program"** is the Chartered Financial Analyst (CFA) study and examination program developed and administered by CFA Institute.

**"Chartered Financial Analyst"** and **"CFA"** are marks of CFA Institute that members authorized by CFA INSTITUTE may use as a professional designation.

**"Code and Standards"** is the *Code of Ethics* and *Standards of Professional Conduct*, as amended periodically by CFA Institute.

**"In Good Standing"** refers to a member who has paid all applicable CFA Institute dues in full and is not currently the subject of a Formal Proceeding or Disciplinary Sanction, as provided in the CFA Institute Bylaws.

**"Member's Agreement"** is a document prepared by CFA Institute setting forth obligations and responsibilities that must be signed by every Regular Member and Affiliate Member.

**"Professional Conduct Statement"** is a form prepared by CFA Institute inquiring into a member's conduct that must be signed and submitted on an annual basis by each member except those members excused under the CFA Institute Bylaws on or before a date designated by CFA Institute.

**"Regular Member"** is an individual who has met the membership requirements set forth in Article 6, Section 2 of the Articles and whose membership has not been revoked or suspended.

## 6 Membership

### Section 1

**Classes of Members.** The classes of members in the Society are Regular Members, Affiliate Members and Student Members, and other classes of non-voting membership for individuals, as determined by the Board.

### Section 2

**Regular Members.** To become a Regular Member of the Society, an individual shall be a Regular Member of CFA Institute and a member of The Danish Finance Society.

### Section 3

**Affiliate Members.** To become an Affiliate Member of the Society, an individual shall:

- be an Affiliate Member of CFA Institute;
- be a member of The Danish Finance Society, and
- have one year of Acceptable Professional Work Experience.

### Section 4

**Member Responsibilities.** Each Regular Member and Affiliate Member of the Society shall:

- adhere to all applicable rules and regulations of the Society and of CFA Institute, including but not limited to their Articles of Incorporation, their Bylaws, the Code and Standards, and other rules relating to professional conduct and membership, all of which may be amended from time to time;
- be subject to the disciplinary jurisdiction and sanctions of the Society and CFA Institute,
- submit information relating to professional conduct and activities as the Society or CFA Institute may lawfully request
- produce documents, testify, and otherwise cooperate in disciplinary proceedings of CFA Institute and adhere to such other applicable requirements as set forth from time to time by CFA Institute and the Society; and
- maintain membership In Good Standing with CFA Institute.

### Section 5

**Application for Membership.** Any individual applying to become a Regular Member or an Affiliate Member of the Society shall file with the Society an application for membership of the Society and CFA Institute, along with additional information or documents as required by the Society and CFA Institute. Any individual applying to become a Student Member of the Society shall file with the Society an application for membership of the Society, along with additional information as required by the Society. The Board shall have the right to

review all applications for membership in the Society. Applications for membership of CFA Institute are submitted by the Society for review by CFA Institute. In the event of disagreement concerning administration or interpretation of CFA Institute's requirements of Regular Members and Affiliate Members, the Society shall have the right to appeal to the CFA Institute Board of Governors. The CFA Institute Board of Governors, or a designated committee thereof, shall have the authority to make final determinations on the application of membership provisions applicable to CFA Institute membership.

#### Section 6

**Voting Rights.** Regular Members In Good Standing have voting rights in the Society and each Regular Member In Good Standing shall be entitled to one (1) vote on each matter submitted to the Regular Members. Affiliate Members and other members do not have voting rights in the Society. Voting rights are exercised at the general assembly.

#### Section 7

**Dues.** Any member who fails to pay annual Society membership dues in full shall be automatically suspended from membership in the Society. When payment is made in full, such member shall be automatically reinstated, subject to the Articles.

#### Section 8

**Resignation.** Any member may at any time cease to be a member of the Society by submitting a notice of resignation to the Society Chairman of the Board or Secretary. Such resignation shall be effective on receipt, or the date specified, and acceptance thereof shall not be necessary to make it effective unless it so states. The Society shall notify CFA Institute of the resignation of any Regular Member or Affiliate Member from the Society.

#### Section 9

**Suspension or Revocation of Membership.** One's membership in the Society may be suspended or revoked at any time for any violation of Article 6 Section 4. In the case of Regular Member and Affiliate Members, membership in the Society shall be suspended or revoked if his membership in CFA Institute is suspended or revoked. A member whose membership is revoked or suspended shall not be entitled to any rights or privileges of membership.

#### Section 10

**Membership List and Membership Record.** The Society shall keep a list of the names, business addresses, business affiliations, and membership classifications of all Society members and such other records and information relating thereto as the Board shall

determine. The Society shall provide the CFA Institute such information as CFA Institute may request and that relates to CFA Institute's activities or to membership of CFA Institute.

#### Section 11

**Retired Member Status.** A member may become a Retired Member of the Society if he:

- has been a Regular Member or Affiliate Member of CFA Institute for five years;
- is no longer substantially engaged in the professional practice of financial analysis, investment management, securities analysis, or other similar profession for compensation;
- complete an application provided by the Society; and
- fulfills such other requirements as the Society may impose.

#### Section 12

**Student Member Status.** An individual may become a Student Member of the Society if he:

- has registered for the CFA Program, Level I but has not yet passed CFA Level III,
- is a member of The Danish Finance Society,
- is engaged in the professional practice of financial analysis, investment management, securities analysis, or other similar profession for compensation;
- completes an application provided by the Society; and
- fulfills such other requirements as the Society may impose.

A Student Member may choose to be a member of The Danish Finance Society and CFA Society Denmark only, but has to apply for Affiliate or Regular membership of CFA Institute when passing the CFA Level III examination.

## 7 General Assembly

#### Section 1

The highest authority of the Society is the general assembly

#### Section 2

It is the Board's duty to convene the general assembly in writing with minimum three weeks notice. The call shall include an agenda. If there are proposals the decision of which requires qualified majority, this must appear from the call.

#### Section 3

Proposals from the members and candidatures for board membership have to be submitted to the Board in due course to allow such proposals to be included in the call of the general assembly.

#### Section 4

The ordinary general assembly is to be held every year before the end of June.

#### Section 5

The agenda for an ordinary general assembly shall include the following items:

- Election of a chairman of the assembly
- The board reports on the Society's activities during the year
- The treasurer presents the audited accounts
- Proceedings on proposals received, if any
- Election of board members
- Election of minimum one auditor

#### Section 6

An extraordinary general assembly may be convened by a decision of the board, or by a written request by at least one third of the Society's members. The request shall be accompanied by proposals in writing. The general assembly is then to be summoned within a fortnight with the shortest possible notice.

#### Section 7

Resolutions shall be passed by the general assembly by a simple majority of the votes cast. Amendment of the Articles shall, however, require the affirmative vote of no less than 2/3 of the members present.

## 8 **Board**

#### Section 1

The Society is administered by a board consisting of 5-7 members, who are elected by the general assembly for three years at a time, with 1-3 board members resigning annually at the ordinary general assembly. Resigning members may be re-elected.

#### Section 2

The Board appoints from its members a Chairman, a Vice Chair and a Treasurer with such duties and powers as the Board determines from time to time.

#### Section 3

If vacancy should occur during the year, the Board is entitled to appoint a substitute until the next ordinary general assembly. Should the number of board members be halved between two general assemblies, the board shall within a fortnight call an extraordinary general assembly to be held at the shortest possible notice.

#### Section 4

The Board is legally competent to transact business whenever a minimum three members are present. Resolutions will be passed by a simple majority of the votes cast. In case of parity of votes, the Chairman has the casting vote.

#### Section 5

The board keeps a list of members.

#### Section 6

The board keeps a minute book for both general assemblies and meetings of the board committees.

#### Section 7

The board can appoint a committee to resolve or consider such issues as the Board sees fit. Committees may comprise non-members.

#### Section 8

The Society is bound by the signatures of two Board members.

- 9     **Financial year.** The Society's financial year is the calendar year.
- 10    **Dues.** The Board shall establish, and may change, dues for members of the Society. For Regular Members and Affiliate Members, Society dues shall be in addition to, and not in lieu of, CFA Institute dues. Such dues may be set at levels and for classification of members as determined by the Board.

### 11    **Professional Conduct**

#### Section 1

**Adoption.** The Society adopts the CFA Institute Code and Standards, which are incorporated by reference. All Regular Members and Affiliate Members must comply with the provisions thereof.

#### Section 2

**Enforcement.** The Society and its Board:

- delegate to CFA Institute all authority and responsibility for enforcement of the Code and Standards with respect to all Regular Members and Affiliate Members of the Society; and
- shall report to CFA Institute any violations of the Code and Standards that come to the Society's attention.

#### Section 3

**Charges.** Any person may, in writing, address the Society or an officer or a Board member

concerning a charge or charges of breach of the Code and Standards by a member. The Board shall promptly forward all such complaints to the CFA Institute Professional Conduct Program. The complaint may request that the complaint remain sealed until it is received by CFA Institute.

12 Section 1

The Society can be dissolved by the general assembly, provided a proposal hereof has been received in due time and provided a minimum two thirds of the members present vote for it. The decision has to be confirmed by simple majority at an extraordinary general assembly that shall take place no later than three weeks after the first assembly.

Section 2

In the event of dissolution of the Society:

- No member shall be entitled to any distribution or division of its property or its proceeds; and
- all funds and property of the Society shall be transferred to or applied for the benefit of Den Danske Finansanalytikerforening (DDF)

13 Except to the extent prohibited by law, the CFA Institute Bylaws are incorporated by reference, and amendments to those Bylaws are also incorporated by reference without the necessity of further action.

14 The Board is entitled to employ paid help for secretarial work.