



**Sulisitsisut**

**Greenland Business Association**

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## **Articles of Association for the Greenland Business Association**

### **1**

#### **Name and domicile**

**(1)**

The name of the association is:

Sulisitsisut/Grønlands Erhverv/Greenland Business Association

Abbreviated GBA.

**(2)**

The registered domicile of GBA is Kommuneqarfik Sermersooq.

**(3)**

GBA is an autonomous organisation and is independent of special political and economic interests. The board of GBA may determine that GBA may seek associated membership of other employers' organisations.

### **2**

#### **Object**

**(1)**

The object of GBA is to promote and safeguard the interests of employers in Greenland – including:

- To promote and strengthen the organisation of employers
- To promote and strengthen the collegial solidarity of employers, in accordance with the Association's other objects and in accordance with applicable rules, including preventing disagreements and settling any disputes that may arise between the association members
- To help to safeguard the common interests of employers in all issues relating to salaries and working conditions and contribute towards ensuring that conflicts between employers and employees are as far as possible avoided or resolved in a peaceful manner.
- To safeguard the interests of employers with respect to the legislature, the public authorities and other professional organisations, in such a way as to promote the conditions of the business community
- To improve the skills of employers via courses, consultancy services and other educational activities
- To actively contribute to business development and the development of companies through networking, conferences, etc.

### **3 Membership of GBA**

**(1)**

All companies that engage in business activity in Greenland shall be eligible for membership. Application for membership of GBA shall be made in writing to GBA's secretariat, which will register the applicant as a member of a local association, cf., however Article 6 (2), as well as an industry area, cf. Article 7.

Members located outside urban areas may choose the local association in the municipality with which the member wishes to be affiliated.

GBA may moreover grant associated membership to domestic or foreign organisations and foreign companies. These shall be registered solely as associated members affiliated with the main association and shall not possess voting rights in connection with any elections, ballots, decisions, etc. under the auspices of GBA.

At the request of the director, the board of GBA may refuse to grant an application for membership, associated membership, or renewed membership if the applicant fails to meet the requirements of or abide by GBA's articles of association or other decisions taken under the articles of association.

**(2)**

When demanded by exceptional circumstances, a person or company may be granted membership of GBA on conditions other than those which normally apply. The chairmanship (the chairperson and deputy chairpersons) shall stipulate the admission criteria, which shall be subject to final ratification at the next meeting of the board.

**(3)**

The board of GBA shall have the power to decide whether an application for membership of GBA shall be granted.

The Board may in this connection obtain a statement from the local association in the area in which the company is located, as well as from the industry or industries with which the applicant company is associated.

If the application for membership is refused, the applicant shall be entitled to demand that the application for membership be considered by the next ordinary meeting of delegates.

The Board may lay down regulations governing the extent to which the companies' allied companies may be granted membership of GBA, if their activities do not fall within the sphere of activity of GBA.

### **4 Registration fee**

**(1)**

New members shall pay a special admission fee when granted membership of the association.

**(2)**

Members whose membership has been cancelled due to arrears of membership fees may be re-admitted only on payment of the membership fees owed and a special re-admission fee.

**(3)**

The size of the fees shall be stipulated by the meeting of delegates.

## **5**

### **Membership fee**

**(1)**

The size of the membership fee shall be stipulated by the meeting of delegates for a period of two years at a time.

**(2)**

The association board shall propose a suitable membership fee at each meeting of delegates, based on GBA's accounts and budgets, for both members and associated members.

**(3)**

The membership fee for members shall consist of a basic membership fee and a payroll-dependent membership fee. The membership fee for associate members shall consist solely of a fixed fee.

All membership fees shall be paid quarterly and retrospectively.

**(4)**

The basic membership fee for members shall be stipulated as a fixed annual amount, divided between the four quarters of the calendar year.

The membership fee for associated members shall be stipulated as a fixed amount, divided between the four quarters of the calendar year.

**(5)**

The payroll-dependent membership fee for members shall be stipulated as a percentage of that part of the company's disclosed payroll taxed at source exceeding DKK 1 million for the year prior to the subscription year. The ceiling for the payroll-dependent membership fee shall be DKK 105 million, regulated according to the consumer price index for July, for the first time on 1 January 2019, based on consumer price increases from July 2017 to July 2018.

**(6)**

Members shall document the above-mentioned disclosed payroll taxed at source in the form of a copy of the taxation authorities' payroll statement, or an auditor-certified calculation. The secretariat of GBA shall be in receipt of the documentation no later than 15 February in the year subsequent to the payroll year.

**(7)**

If the documentation specified in (6) fails to be submitted punctually, pursuant to (6), the secretariat of GBA may undertake an estimated assessment of the payroll-dependent membership fee mentioned in (5). In the event of an estimated assessment, no subsequent reduction of the membership fee will be made if the documentation mentioned in (6) is submitted after 15 February in the subscription year.

**(8)**

The membership fee shall fall due for payment at the end of each quarter, after which time penal interest shall be applied, cf. the Act on Interest on Delayed Payments, etc.

**(9)**

Newly admitted members shall pay a membership fee for the entire calendar quarter in which they have been admitted if the admission occurs during the first two months of the quarter. If the member is admitted later in the quarter, the membership fee shall be paid with effect from the subsequent quarter.

**(10)**

In the case of newly established enterprises which have not paid out wages taxed at source in the previous year, any payroll-dependent membership fee for their first year of membership shall be calculated based on a budgeted payroll.

**(11)**

The board of GBA shall be entitled to decide that a particular industry area, start-ups, or small businesses with a total payroll of less than DKK 1 million and projects focusing on entrepreneurship targeting 18-25 years-olds, shall pay membership fees according to a structure other than that laid down in (3)-(5). In order to qualify, the business in question must have obtained a CVR-number.

The board of GBA shall be entitled to decide that large businesses with a total payroll of over DKK 100 million may receive an introductory discount on their membership fee.

**(12)**

The director of GBA shall be entitled to grant a postponement of the payment of the membership fee.

**(13)**

Paid-up membership fees cannot be refunded.

**(14)**

Arrears in membership fees shall entail the loss of voting rights in all elections, voting, decisions, etc. under the auspices of GBA, including its local associations.

**(15)**

If a member is in arrears in payment of the membership fees, cf. (3), by a period of two quarters or more, membership of the association shall be cancelled unless the member meets its obligations within eight days of the issuing of written notice.

## **6**

### **Local associations**

**(1)**

A local GBA association shall be established in each town in which there are five or more members of GBA.

The ordinary expenses for the operation of the local associations shall be met by GBA. Specific regulations hereon shall be stipulated by the Board.

**(2)**

In towns with fewer than five members, no local association shall be established, cf. (1). The board of GBA shall in such cases appoint a contact person from among the association members in the town.

**(3)**

Several local associations and/or members from towns where, pursuant to Article 6 (2), a local association has not been established, may jointly decide to form a regional association. No special subsidy shall be granted by the main association to the regional associations.

**(4)**

All members of GBA shall be members of a local association, cf. however Article 6 (2) and Article 3 (1, third clause). The local associations shall not accept members unless these are members of GBA.

The local associations shall encompass member companies operating in the municipality in which the local association is located. The maximum number of local associations thus corresponds to the number of municipalities.

If a company is active in several municipalities, the company shall be registered in all the local associations in which it operates.

A company may thus be represented in several local associations but may only be registered as a single member of GBA.

**(5)**

The board of GBA shall compile standard articles of association for the local associations. The articles of association shall be submitted to the board of GBA for ratification before entering into force.

**(6)**

The local associations shall be managed by a local board chosen from among the local association members.

The local associations may decide that the local board will consist of members from different industries.

The local associations shall enter municipal co-operation in connection with the election of delegates to the delegates' meeting, cf. Article 8.

**7**

**Industry committees**

**(1)**

All members of GBA shall be assigned an industry area, cf. Article 3 (1). Companies shall state their industry areas on admission to GBA and shall in this connection state which industry the company regards as its primary area. On this basis, GBA will assign the company to one of the industry areas specified by the board of GBA. This categorisation shall be subject to ratification by the association board.

**(2)**

In the month of February in those years in which there is no meeting of delegates, cf. Article 8 (1), member companies shall elect, by industry area, an industry committee consisting of five members. However, seven members shall be elected to the committee if the industry has more than 100 members or pays more than DKK 4 million in membership fees.

Each industry shall moreover elect two deputies to the committee.

The board may lay down detailed guidelines for elections to the industry committees, to ensure that the committees are broadly represented among the professional areas within the industry in question.

The industry committee shall constitute itself with a chairperson. If the industry committee has seven members, the industry committee shall constitute itself with a chairperson and a deputy chairperson, who must come from different professional areas within the industry.

**(3)**

The industry areas shall function as executive committees for the board of GBA, as they shall bear the daily policy responsibility within each industry. The committee shall have a quorum when at least two-thirds of its members participate in a meeting.

The industry committee chairperson shall convene meetings by issuing at least 14 days' notice.

Industry committee meetings may however be convened at the request of at least two of the industry committee's members.

Minutes shall be kept of the decisions of the industry committees, which shall subsequently be ratified by the industry committee members.

The ordinary expenses for the operation of the industry committee shall be met by GBA. Specific regulations hereon shall be stipulated by the Board.

**8**

**Meeting of delegates**

**(1)**

The meeting of delegates of the Greenland Business Association (GBA), which is held every second year in the first half-year, shall be the association's supreme authority in all matters relating to GBA.

However, urgent matters may be settled via a ballot if at least 25% of all member companies so demand.

The association board may similarly permit issues to be determined by ballot.

The specific regulations governing this shall be laid down in the rules of procedure of the Board, cf. Article 9 (5).

**(2)**

The chairperson of the association shall issue notice convening the ordinary meeting of delegates at least one month prior to the meeting.

Notice of the meeting shall be issued in writing to each individual member company, and shall contain the Board's proposed agenda, the Board's report, the annual accounts, and resolutions for items e-g of the agenda, cf. (4), as well as the time and place of the meeting.

**(3)**

The delegates shall comprise:

- the board members appointed by the meeting of delegates, cf. Article 9 (1)
- all members of the industry committees,
- all local association chairpersons or their deputies, and
- a number of delegates elected by GBA's members in the five municipalities.

Each municipality may elect a number of municipal elected delegates. Each municipality shall be entitled to one delegate for each commenced group of 20 members. The local chairpersons in the region shall be subtracted from the number of municipal-elected delegates. The remaining municipal-elected delegates shall be selected by vote in the month of January in the year of the meeting of delegates.

The municipal-elected delegates shall be elected from and among the members of the local associations in the municipality in which the local association is situated.

**(4)**

The ordinary meeting of delegates shall have the following agenda:

- a) Election of chairperson
- b) Approval of the delegates' right to participate, and approval of the number of votes
- c) Presentation of the Board's report
- d) Presentation of the revised annual accounts for approval
- e) Resolutions from the Board
- f) Resolutions from the industry committees
- g) Resolutions from members
- h) Determination of the membership fee and the fees of the members of the Board and industry committees based on the budget presented
- i) Election of chairperson
- j) Election of Board and deputies, cf. 9 (1)
- k) Election of auditor
- l) Any other business

**(5)**

Resolutions from member companies and the industry committees for the consideration of the ordinary meeting of delegates shall be submitted to the Board by 1 February in the year of the meeting of delegates.

**(6)**

The meeting of delegates shall be chaired by a chairperson elected by the meeting of delegates, who may not be a member of the association board.

**(7)**

Delegates at the meeting of delegates shall have one vote each.

All GBA's member companies shall be entitled to participate in the meeting of delegates with the right to speak.

**(8)**

All motions at the meeting of delegates shall be decided by a simple majority of votes, except the following decisions, which shall require a majority of at least 3/4 of delegates present at the meeting:

- Amendments to the articles of association.
- Motions to exclude members.

**(9)**

The vote shall be taken by written ballot if demanded by at least three delegates present at the meeting.

**(10)**

Extraordinary meetings of delegates shall be held when the Board deems necessary, or if at least 25% of all member companies or at least 50% of all industry committee members submit a written request to the Board. No later than one month after receiving the request, the Board shall issue at least one month's notice convening an extraordinary meeting of delegates with a stated agenda.

**(11)**

GBA shall pay the travel and hotel accommodation expenses of all delegates in connection with the meeting of delegates.

**9**

**Association Board**

**(1)**

GBA shall be administered by a board, which shall consist of a chairperson elected by the delegate meeting, together with the chairpersons and deputy chairpersons of the individual industry committees, plus one representative from each municipality and one representative covering the area north of Disko. The representative who covers the north to east area shall be nominated from among the members from the north and shall be elected by the delegates from the north area. The five municipal representatives shall be chosen by and from among the association members in the municipality and shall be elected by the delegates from the municipality.

1 from the region north of Disko

1 from Avannaata Municipality south of Disko

1 from Qeqertalik Municipality

1 from Qeqqata Municipality

1 from Sermersooq Municipality

1 from Kujalleq Municipality.

A deputy shall be elected for each representative, who shall join the Board if the representative retires or resigns from the board during the representative's term of office.

The chairmanship of the Board shall consist of the five vice-chairpersons, one from each municipality, together with the elected chairperson.

The Board shall bear the overall policy responsibility for the association and shall meet in at least two annual board meetings.

The chairperson shall convene meetings of the Board with at least three weeks' notice.



Telephonic board meetings may be held.

The activities of the Board shall be financed by GBA membership fees.

**(2)**

If the chairperson retires or resigns during his or her term of office, one of the vice chairpersons shall become the new chairperson until the next ordinary meeting of delegates. The board shall elect a new vice chairperson from among its members in accordance with the provisions in (1).

**(3)**

Extraordinary meetings of the Board may be held, either at the request of the chairperson or at the request of at least three board members. Notice of extraordinary meetings shall be issued in the same way as for ordinary meetings of the Board.

**(4)**

Minutes shall be kept of the decisions of the Board, which shall be approved by the Board.

**(5)**

The Board shall determine its own rules of procedure in conformity with these articles of association.

**(6)**

The Board shall have a quorum when at least 2/3 of the board members participate in a meeting.

## **10**

### **Demarcation of authority**

**(1)**

The daily administration of the association shall be undertaken by a director appointed by the Board and shall be exercised pursuant to rules of procedure laid down by the Board.

The director shall report directly to the Board.

The director's specific conditions of employment, tasks and authority shall be set out in an executive service contract compiled by the Board.

The director shall be responsible for GBA's collective bargaining negotiations, in consultation with the Board and at the request of the industry committees. The individual industry committee is entitled to appoint a negotiating representative in connection with collective bargaining negotiations.

Any collective agreements entered into shall always be subject to ratification by GBA's board.

**(2)**

The secretariat shall be responsible for the practical daily tasks of GBA. The secretariat shall moreover undertake secretarial tasks for the Board and the industry committees.

The secretariat shall be managed by the director.

**(3)**

The industry committees shall represent the association within each industry.

The industry committees shall implement the overall association policy determined by the Board.

The industry committees shall determine their own rules of procedure and activities but shall be bound by GBA's general policy and by the budgetary framework laid down by the Board for the individual industry committees and shall moreover comply with any instructions or requests from the Board.

GBA's board shall be informed of any activities planned by the industry committees before these are implemented. Large-scale and important initiatives shall be subject to the ratification of the Board, which may for example be sought by submitting the minutes of the industry committee meetings to the Board.

Any committee member is entitled to demand that the decisions of the industry committee be considered by GBA board.

**(4)**

The Board shall bear the overall policy responsibility and shall lay down guidelines governing the association's general policies and goals, including ethical guidelines.

**(5)**

The Board may decide to set up interdisciplinary branches from among the industry committees. The costs of participation in branch work shall be met by the members of the branch.

**(6)**

In extraordinary circumstances, the chairperson may take decisions on urgent matters which cannot be postponed.

The decision must be submitted to the Board as soon as possible hereafter for ratification.

## **11 Accounts**

**(1)**

The financial year of GBA shall be the calendar year.

**(2)**

GBA's accounts shall be audited by a state-authorized public accountant appointed by the meeting of delegates.

## **12 Signing and liability**

**(1)**

GBA shall be liable for its commitments through its assets alone.

(2)

GBA shall be bound by the joint signatures of the chairperson and a vice-chairperson. The Board may grant simple or collective powers of procuration.

(3)

In the case of the sale, purchase or mortgaging of real estate, a board decision shall also be required, together with the signatures of the chairperson and one of the vice chairpersons jointly.

### **13**

#### **Agreements with public authorities and professional organisations**

(1)

GBA's board and industry committees, cf. Article 10, shall be entitled to negotiate and conclude agreements with public authorities and professional organisations.

(2)

If demanded by at least two members of an industry committee or at least three members of the Board, such agreements shall be subject to a ballot among GBA's member companies before any agreement may be entered into.

(3)

The outcome of the ballot shall be decided by a simple majority of votes.

(4)

When agreements pursuant to Article 10 and Article 13 are concluded, they shall be binding on the association members.

### **14**

#### **Compliance with GBA's articles of association, regulations, etc.**

(1)

GBA's member companies shall be obliged to observe GBA's articles of association, ethical guidelines, regulations, etc., and carefully observe the collective agreements encompassed by the main agreements between GBA and the employees' organisations, as well as decisions taken by the meeting of delegates and instructions issued by the association's board.

GBA's member companies shall be obliged to answer any inquiries from the secretariat regarding statistical information.

(2)

Members who fail to comply with their obligations pursuant to (1) may be subject to reminders, warnings, fines, or exclusion. The size of the fine shall be stipulated by the chairperson and shall comprise a maximum of 1% of the member's payroll, though at least DKK 500.

### **15**

## **Resignation and exclusion**

**(1)**

Resignation from GBA may only occur with effect from 1 January or 1 July. The resignation must be made in writing and must be received by the secretariat at least three months before the resignation takes effect.

**(2)**

In the event that a member goes out of business, cancellation of GBA membership may take place with immediate effect. Membership fees invoiced at the time of cancellation shall not be credited.

**(3)**

A member company whose estate is subject to bankruptcy proceedings (disclaimer of liabilities), or which goes into liquidation, shall have its membership of GBA cancelled as soon as the insolvency or liquidation is brought to the knowledge of GBA, unless the insolvent estate declares that it wishes to become a member. Membership fees invoiced at the time of cancellation shall not be credited.

**(4)**

After sending a letter of intent with a request for comment, the Board may exclude a member if the member contravenes GBA's articles of association or other decisions taken under the articles of association.

Cancellation of membership, cf. Article 5 (15), is not encompassed by the exclusion provision.

**(5)**

A decision to exclude a member shall require the signatures of the entire board of the association.

**(6)**

No decision to exclude a member may be taken unless the member has been sent a request by registered post requiring the member to issue a statement within a period of one month from the time of sending the request.

**(7)**

A decision to exclude a member shall have immediate effect until such time as it may be reversed by the meeting of delegates, cf. (8).

**(8)**

Any decision to exclude a member shall be submitted to the next meeting of delegates, and the decision to exclude shall be confirmed according to the rules set out in Article 8 (8).

## **16**

### **Dissolution of the association**

**(1)**

A decision to dissolve the association may only be taken by a meeting of delegates expressly convened to dissolve the association, and at which at least three-quarters of GBA's members

have submitted a written request to convene the meeting with a view to dissolving the association, and at which at least three-quarters of the delegates are present.

The decision shall be adopted by a majority of at least three-quarters of the votes of the delegates.

**(2)**

In the event that fewer than three-quarters of the delegates are present, the meeting of delegates may decide to convene a new meeting of delegates at notice of at least four weeks and no more than six weeks, with the dissolution of the association as the sole item on the agenda.

At this meeting of delegates, the dissolution of the association may be adopted by a majority of three-quarters of the delegates present, irrespective of the number of delegates.

**(3)**

A resolution for the dissolution of the association shall be accompanied by resolutions for the use of the association's assets.

**Adopted at the ordinary meeting of delegates, 30 October 2021, Nuuk.**