

Rules of Procedure for the Board of Directors of Danish Quantum Community

CVR no. 42 79 66 62

1. Purpose

The purpose of these Rules of Procedure is to establish a division of roles and responsibilities between the Board of Directors, the chairmanship, and the Secretariat of Danish Quantum Community.

These Rules of Procedure have been formulated in accordance with Danish Quantum Community's Articles of Association.

2. Board of Directors

In accordance with Article 6, Section 1 of the Articles of Association, the Board of Directors ("the Board") has 12 members who are elected at the annual General Assembly by the DQC partners.

2.1 Elections to the Board

Only representatives of DQC partners are eligible to run for the Board. A "DQC partner" is defined as a legal entity with a Danish CVR number (company number) that has paid the DQC membership fee for the year that the General Assembly is held.

Members of the Board are elected for a two-year term with the possibility of re-election. At least 50% of the seats in the Board are up for election every year at the annual General Assembly.

2.2 Constitution

In accordance with Article 6, Section 1 of the Articles of Association, the Board shall appoint a Chairperson ("Chair"), a Vicechairperson ("Vicechair") and a Treasurer among the members of the Board of Directors.

The Chair, Vicechair and Treasurer are appointed for a 1-year period with the possibility of reappointment.

If the Chair of the Board resigns during his/her term, the Vicechair shall take up the position as Chair until the next General Assembly.

2.3 Quorum

The Board is quorate when at least half of the members are present. The Board make decisions by majority vote. In case of equality of votes, the Chair has the deciding vote.

2.4 Meetings

The Board holds at least four meetings every year. The Chair is responsible for scheduling meetings for the Board at regular intervals. The meetings may be held virtually when considered necessary by the Chair.

If a member of the Board or an external Auditor submits a written request for an extraordinary board meeting to the Chair, it is the responsibility of the Chair to call a meeting for the Board.

The meeting agenda shall be prepared by the Secretariat in consultation with the Chair and Vicechair. Members of the Board will receive the meeting agenda and all relevant meeting materials per e-mail no later than 7 calendar days before the board meeting.

2.5 Responsibilities of the Board

In accordance with Article 6, Section 5 of the Articles of Association, the Board is responsible for the overall and strategic management of DQC. This includes:

- Overseeing the overall strategic vision for DQC and for DQC's role in the national and international quantum ecosystem.
- Assessing and, when necessary, updating the mission, vision, and strategic priorities of DQC.
- Overseeing the progress of strategic initiatives, including activity plans, external grants, or partnerships with external partners.
- Approving the annual budget and annual accounts.

The Board can fully or partially delegate tasks to a Secretariat appointed by the Board.

2.6 Language

All board meeting will be conducted in English unless there are no non-Danish speaking members of the Board of Directors present at the meeting.

All meeting materials must be in English unless the materials are official documents by authorities such as government entities, auditors, financial institutions, or unless the document is not available in English.

2.7 Minutes and records

The minutes will be sent to members of the Board per e-mail after every board meeting. The Board will have virtual access to minutes from previous board meetings.

2.8 Confidentiality

Members of the Board are obligated to keep confidential any information obtained during or in relation to board meetings, unless otherwise agreed or unless the information is already publicly available. The duty of confidentiality also applies to materials that the Board has gained access through their membership of the Board.

The duty of confidentiality also applies after the members resigns from the Board.

2.9 Conflicts of interest

A member of the Board shall not participate in the deliberation or voting on matters where the member has a personal interest. It is the responsibility of the member to disclose his/her conflict of interest to the Chair.

2.10 Ethics and culture

The Board shall commit to and promote an open culture based on trust, collaboration, and respect within all areas of their work in the Board. This also applies to all communications between members of the Board on matters related to DQC, to communication between the Board and the Chairmanship, and to communication between the Board or the Chairmanship and the Secretariat.

If a member of the Board fails to abide by this Clause, the Chair and Vicechair shall determine whether sanctions shall be imposed on the member of the Board in response to the breach of the Rules of Procedure. The level of the sanction(s) must be determined based on the severity of the breach and must be discussed with the Board.

2.11 Resignation from the Board

A member of the Board can at any time resign from their position in the Board.

When a member of the Board terminates his/her employment with a DQC partner, the member shall resign from the Board. The resignation shall take effect no later than the date that the member is no longer employed at the DQC partner organization.

If a member resigns from the Board, the Board can decide to call an alternate to join the Board. The alternates are the persons who received the 7th and 8th most votes at the most recent general assembly.

2.12 Delegation

In accordance with Article 6, Section 5-6 in the Articles of Association, the Board has partially delegated the responsibility for day-to-day management of DQC to a paid secretariat.

2.13 Remuneration

Members of the Board shall not receive any financial remuneration from DQC for being a member of the Board.

3. The Chairmanship

In accordance with Clause 2.2, the Board will appoint a Chair and Vicechair. The Chair and Vicechair jointly constitute the Chairmanship of DQ.

The role of the Chairmanship is to lead the Board. The chair must:

- Lead board meetings and ensure that all members of the Board are given the opportunity to voice their opinions on matters discussed at board meetings and that board meetings are conducted in a satisfactory and efficient manner.
- Assume a special responsibility for promoting a trust-based and constructive relationship between members of the Board.
- Be responsible for the ensuring appropriate staffing of DQC in a financially responsible manner while ensuring that DQC can execute its strategic vision and planned activities.
- Represent Danish Quantum Community to external stakeholders, including government representatives or international partners.
- Inform the Board regularly about DQC partnerships, flagship events or other commitments that require significant time or other resources for DQC to execute.

The Vicechair shall attend to the duties of the Chair if the Chair is absent.

If the Chair resigns from the Board during a term, the Vicechair will assume the role of Chair.

3.1 Authority to bind Danish Quantum Community

In accordance with Article 8 of the Articles of Association, DQC shall be bound by the joint signatures of the Chair and Vicechair.

The Secretariat can be granted signatory authority and the authority to act on behalf of DQC by the Chairmanship.

4. The Secretariat

In accordance with Clause 2.12, the Board can partially or fully delegate the responsibility for day-to-day management of DQC to a paid secretariat.

The Chair is responsible for the management of the Secretariat. The Secretariat can be assigned additional responsibilities by the Chair, Vicechair or by the Board. The Secretariat reports directly to the Chair and Vicechair.

4.1 Delegation of management responsibility

The Chairmanship can delegate the responsibility for handling the terms of employment of the Secretariat to an external partner. The delegation may include but is not limited to:

- Delegating the responsibility to, on behalf of DQC, draft and enter contracts with the Secretariat.
- Delegating the responsibility of completing salary payments to the Secretariat.

- Delegating the responsibility of providing the Secretariat with an office space and other equipment or services needed to carry out the tasks of the Secretariat.
- Delegating the HR responsibility and the responsibility for professional development of the Secretariat.

The delegation of the management of the Secretariat must be agreed upon in writing, may take the form of a paid service, and must be negotiated on a yearly basis.

5. Committees

The Board may assign specific tasks or areas of responsibility to committees or working groups (“Committees”). Committees can be established ad hoc by the Board to manage specific tasks.

The overall framework for committees:

- A committee should consist of at least three persons.
- The committee should be composed based on the members’ qualifications and ability to carry out a certain task.
- Meeting minutes from Committee meetings shall be made available to the Board on an online platform, and key activities undertaken by the Committee shall be reported at board meetings.
- The Board shall have access to minutes from Committee meetings on an online platform.

The Board shall assess the need for committees and working groups on a current basis.

6. Amendments to or deviations from the Rules of Procedure

The Board can amend or change these Rules of Procedure at any time. Any changes to the Rules of Procedure can be made by majority vote at a meeting legally convened in accordance with Clause 2.3.

7. Adoption of the Rules of Procedure

These Rules of Procedure are adopted by the Board at the board meeting held on February 6th, 2024, and enter into force immediately after the adoption.

Any new member of the Board must by his/her signature accept these Rules of Procedure after his/her appointment to the Board.

8. Publication of the Rules of Procedure

The Rules of Procedure must be made available on DQC’s website.