

## **STRING Megaregion - Statutes**

[Insert entry of force]

### **§1 Name and legal domicile**

The name of the organisation is STRING Megaregion (hereinafter referred to as “STRING”).

STRING’s legal domicile is Copenhagen, Denmark.

### **§2 STRING’s overall objective**

STRING is a political cross-border organisation for cooperation between major cities and regions spanning from Hamburg to Oslo. STRING is registered as a non-commercial association with the Danish Business Authority. STRING is a non-profit organization that may only engage in tasks within the scope of its objectives and that are related to its members’ citizens.

### **§3 The objectives of STRING**

The working themes and strategic focus of STRING are defined in STRING’s long-term strategy decided by the Political Forum.

The objectives of STRING are the following:

- To create a common agenda and cross-border cooperation between the members concerning the development in the STRING-geography, in the following areas:
  - Green transition.
  - Infrastructure.
- To create joint policies and initiatives between our members and to strengthen the regional development in the STRING-geography.
- To bring together actors and stakeholders at a regional and national level from our four member countries and the EU to promote, present and coordinate our joint agenda.
- To enable policy discussions at political meetings between our members and beyond.

### **§4 The deliveries of STRING**

The overall delivery of STRING should be to create an overall vision for the future of the region aligned with the STRING strategy. To deliver on the objectives and strategic priorities, the STRING deliveries should include, but are not limited to the following:

- Creating political debates and messages from our members.
- Advocate, promote and present the joint STRING agenda to the national and EU level and in other relevant contexts.
- Creating common ground, positions and overcome disagreements between the members, for them to speak with one voice.
- PR and communication – make STRING and our key messages visible to decision makers.
- Running expert groups based on the strategic priorities.

- Initiating, supporting and managing concrete projects based on the strategic priorities.
- Producing analyses and reports that support the overall ambition.

## **§5 Organisational structure**

STRING is governed by the following bodies:

- The General Meeting which is the highest authority of STRING, cf. § 6.
- The Political Forum which is in charge of the overall and strategic management of STRING, cf. § 7.
- The following committees and groups that handle specific business as described below and further detailed in the STRING Rules of Procedure:
  - The Chairmanship Committee consists of three members of the Political Forum: the former, present and future Chair of the Political Forum. To ensure financial and operational oversight, the Chairmanship Committee may be advised by their individual members of the Steering Group when preparing meetings in the Chairmanship Committee. Notwithstanding the foregoing, members of the Steering Group shall not be regarded as members of the Chairmanship Committee. The Chairmanship Committee carries a mandate from the Political Forum and has the responsibility of functioning as a sounding board to the Managing Director for urgent political and strategic matters, to ensure financial and operational oversight as well as transparent governance.

In case a member of the Chairmanship Committee is unable to attend a meeting, the appointed alternate representative may exceptionally attend in their place, provided that the Chair of the Political Forum and the Managing Director are notified thereof in due time before the meeting. If neither the member nor the alternate member representative of the Chairmanship Committee is able to attend a meeting, the member may either abstain or appoint another member of the Chairmanship Committee as proxy holder, provided that the Chair and the Managing Director are notified thereof in due time before the meeting.
  - The Steering Group that, in collaboration with the Managing Director and the Secretariat suggests policies, and strategies for adoption by the Political Forum. The Steering Groups consists of civil servants at managerial level from each member. The Steering Group is elected by the General Meeting upon proposal by each member and is chaired by the member currently holding the Chair in the Political Forum.
  - The Contact Group and the STRING Secretariat collaborate closely, in supporting with tasks in STRING. The Contact Group consists of one contact person from each member organisation.
- The Managing Director is in charge of the day-to-day operations of STRING and leads the Secretariat. The Secretariat consists of staff employed by the Managing Director and carries out the overall work of STRING including servicing the Political Forum and the Chairmanship Committee, as well as collaborating with the Steering Group and the Contact Group. The Political Forum makes decisions regarding the hiring and dismissal of the Managing Director. When relevant, the Political Forum shall mandate the Chairmanship Committee to conduct a recruitment process for a new Managing Director and propose suitable candidates for a final decision by the Political Forum.

The Chairmanship Committee negotiates and decides on remunerative matters and KPIs pertaining to the Managing Director.

Decisions regarding the Secretariat's hiring, dismissal, and other employment conditions are made by the Managing Director.

The working language in STRING is English.

## **§6 General meeting**

STRING's highest authority is the General Meeting, consisting of the appointed political representatives from each member organisation. Each member organisation of STRING can exercise their right to vote as a member at the General Meeting. Each member organisation has one vote at the General Meeting.

General Meetings must be held at the registered office of STRING or elsewhere within the STRING geography.

The annual General Meeting must be held in time for the approved annual report to be received by the Danish Business Authority in due time.

The agenda for the annual General Meeting shall include:

- Election of the chair.
- Presentation of and resolution on the annual activities for the previous year.
- Approval of the annual report of accountancy and auditing for the previous year.
- Presentation of and approval of the budget for the coming year.
- Proposal from members, if any.
- Election of the members for the Political Forum, Steering Group and the Contact Group, including an alternate representative for the Political Forum, preferably a politically elected or appointed representative.
- Election of auditor.
- Miscellaneous.

General Meetings shall be convened and organised by the Secretariat in collaboration with the Chairmanship.

General Meetings must be announced with a notice of not less than two weeks before the meeting. The Secretariat shall on behalf of the Chair of the Political Forum forward the notice convening the meeting to the members. The notice convening the General Meeting must specify the time, place, and agenda of the General Meeting. Any member shall be entitled to have a specific issue included on the agenda for an annual General Meeting if the member notifies the Secretariat of this no later than one week after having received the notice convening the meeting.

The business transacted at General Meetings must be recorded in a minute book, which will be signed by the chair of the meeting.

All resolutions at General Meetings shall be adopted by consensus. If the members have to elect a person, the person that receives the most votes will determine the voting. In the event of a tied vote for the election

of a person, the election will be resolved by drawing lots.

An extraordinary General Meeting must be held if requested by a member of the association or the Political Forum. The same procedure as for General Meetings shall apply with regard to an extraordinary General Meeting. A member's request for an extraordinary General Meeting shall be sent to the Secretariat stating the resolution that the member wishes to have on the agenda for the members to adopt. The Secretariat shall forward the request to the Political Forum which shall convene the extraordinary General Meeting within one calendar month after having received the request.

## **§7 The Political Forum**

The Political Forum makes decisions on the overall priorities and strategies. The working themes and strategic focus of STRING are defined in STRING's long-term strategy. The strategy shall be revised by the Political Forum when needed.

Representatives in the Political Forum are nominated by each member, among its elected or appointed politicians. Additionally, each member shall appoint an alternate representative, preferably another politically elected or appointed representative, to exceptionally act in the absence of the ordinary representative. The Political Forum is elected by the General Meeting for a one-year term. Re-election may take place. The Political Forum employs the Managing Director, who manages the association as further described in the STRING Rules of Procedure.

Each member of the Political Forum has one vote.

The Political Forum is quorate when at least 2/3 of the members are present and all resolutions shall be adopted by consensus. On decisions of a principal nature or of significant importance, STRING should allow the members time to have an opportunity to put the issue forward for an opinion by their relevant political body, before a final decision is made.

The Political Forum is led by a Chair, who, in cooperation with the Secretariat, presents an agenda for the meetings in the Political Forum and is responsible for chairing the meetings.

In the Chair's absence, a politically elected or politically appointed representative from the member, who will act as the Chairmanship for the next chairing period, shall act as provisional Chair of the meeting in question.

When executing the Chairmanship of STRING, the Chair shall represent and promote the entire STRING and is assumed to represent and promote the entirety of STRING including the political agenda of STRING, and to push all key issues forward. When exercising the Chairmanship, it is advised that the member holding the Chairmanship is represented by the Chair executing the task of chairing the meeting and another representative executing the voice of that member.

In case the Chair is absent for a longer period of time, a politically elected or politically appointed representative from the member, who shall act as the Chairmanship for the next chairing period, shall act as Chair and shall have the power to sign official STRING agreements and documents in accordance with § 8.

Each member organisation has one vote in the Political Forum. In case a member of the Political Forum is unable to attend a meeting in the Political Forum, the appointed alternate representative may exceptionally attend in their place, provided that the Chair of the Political Forum and the Managing Director are notified thereof in due time before the meeting. If neither the member nor the alternate member representative of the Political Forum is able to attend a meeting in the Political Forum, the member may either abstain or appoint another member of the Political Forum as proxy holder, provided that the Chair and the Managing Director are notified thereof in due time before the meeting.

The Chair and/or the Managing Director represents STRING in the media, at events and in planned activities. When convenient, other members of the Political Forum can represent STRING in the media, at events and in planned activities.

The schedule for the Chairmanship rotation is prepared by the Secretariat and approved by the Political Forum. When preparing the Chairmanship rotation, attention shall be paid to assuring a fair national and geographic involvement of all members. Exchange of Chairmanship with another member shall be approved by the Political Forum.

### **§8 Power to bind**

The association is bound by either the Chair of the Political Forum or the Managing Director. On matters that have a wider impact on the association and its operations, the power to bind is jointly exercised between the Chair of the Political Forum and the Managing Director.

### **§9 Members of the association**

The members of STRING are regions and major cities in the corridor between Oslo and Hamburg.

The members of STRING are: The City of Oslo (NO), Akershus Fylkeskommune (NO), Østfold Fylkeskommune (NO), Västra Götalandsregionen (SE), the City of Gothenburg (SE), Region Halland (SE), Region Skåne (SE), the City of Helsingborg (SE), the City of Malmö (SE), the City of Copenhagen (DK), the Capital Region of Denmark (DK), Region Zealand (DK), the Region of Southern Denmark (DK), Schleswig-Holstein (DE), the City of Kiel (DE) and the Free and Hanseatic City of Hamburg (DE).

An organisation that fulfills all of the following criteria can become a member of STRING:

- The organisation is a politically governed organisation with an interest in, or influence on, the development of the STRING region; and
- The organisation adheres to the STRING overall purpose and means of implementation as described in §§ 2-4 and wishes to cooperate closely with neighboring regions as well as the rest of the STRING members and contribute actively to strategy, vision and political ambitions.

The Political Forum decides in its full discretion on the inclusion of new members in STRING.

Any member who (i) does not pay its membership fee, cf. § 12 in due time, (ii) does not acknowledge and accept these Statutes and any resolutions made in accordance with this Statutes or (iii) does not actively contribute to the overall objective and purpose of STRING, cf. § 2 and § 3, can be excluded from membership in STRING by a decision made by the Political Forum.

### **§10 Observers**

The Political Forum may invite potential new members, cf. § 9, as observers to STRING.

Observers can participate in meetings of the Political Forum and interact in debates unless otherwise decided by the Political Forum, e.g. due to confidentiality. Observers are not entitled to participate in negotiations that are supposed to lead to decisions.

Observers can participate in Steering Group meetings if decided by the Steering Group.

Observers have no voting rights in STRING.

### **§11 Liability**

STRING is only liable for its obligations with the assets belonging to the association at any time. The members of the association cannot be held liable for the business of STRING.

### **§12 Financing**

Membership fees shall be invoiced by STRING to each member no later than November 15th and must be paid by each member no later than January 1<sup>st</sup> of the covered year. Changes in membership fees are to be decided by the Political Forum no later than the end of June the year prior to the year in question.

Any unspent funds can, pending a decision by the Political Forum to do so, be carried over as membership contributions to the following year unless otherwise stipulated in § 15.

### **§13 Accountancy and auditing**

STRING's financial year runs from 1 January to 31 December. The first financial year runs from the date of the establishment to 31 December 2025.

The accountancy and auditing of STRING is conducted by an external accountant who is identified by the Chairmanship Committee and the Managing Director and approved yearly by the General Meeting, cf. § 6.

The members have the option to appoint a lay auditor, along with a deputy, to review whether STRING's activities are conducted in accordance with its mandate and the legislation of the appointing member. The member appointing such an auditor shall bear the associated costs. STRING and its external accountant are obligated to provide the documents and information necessary for the audit.

### **§14 Changes to the Statutes**

Proposed changes to the Statutes shall be decided by consensus in the Political Forum at two consecutive meetings.

### **§15 Transparency and public access**

STRING shall apply to transparency and the highest possible level of open access in its operations, cf. § 7 in Rules of Procedure.

If STRING hires a private contractor, the association shall ensure that their contract allows public access to information about the outsourced activities.

**§16 Dissolution**

The association can be dissolved, if the General Meeting decides on the dissolution by utilising the same procedure as for changes to the Statutes described in §14. Should STRING be dissolved, any excess funds will be equally divided between the members of the STRING at the time of the dissolution.

**§17 Withdrawal**

Each member can, without stating any particular reason, choose to withdraw its STRING membership. The member shall notify the Chair and the Secretariat in writing no later than March 31<sup>st</sup> in order to withdraw from STRING on January 1<sup>st</sup> the following year. Other members of STRING shall without delay receive a written notification of the withdrawal from the Secretariat. A withdrawal by an individual member does not make the organisation null and void for the remaining members, and potential ramifications for remaining members will be decided by the Political Forum.

Any excess contribution from the withdrawing member will be returned to the withdrawing member no later than 6 months after the entry into force of the withdrawal.

**§18 Governing law and disputes**

These Statutes are governed by and shall be interpreted in accordance with Danish law, excluding its conflicts of law rules.

The members must seek to settle amicably any dispute arising out of these Statutes, including any dispute concerning the existence or validity of the Statutes, no later than 21 calendar days after receipt of notice from a member including a detailed description of the dispute.

Any dispute arising out of or in connection with these Statutes, including any disputes regarding the existence or validity thereof that cannot be settled amicably, shall be settled by the courts of Denmark.

**§19 Validity**

These Statutes are valid as of the date of the establishment of the non-commercial association.



Signed by the members of STRING:

**For the City of Oslo:**

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**For Akerhus Fylkeskommune:**

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**For Østfold Fylkeskommune:**

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**For Västra Götalandsregionen:**

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**For the City of Gothenburg:**

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**For Region Halland:**

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**For Region Skåne:**

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**For the City of Helsingborg:**

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**For the City of Malmö:**

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**For the City of Copenhagen:**

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**For the Capital Region of Denmark:**

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**For Region Zealand:**

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**For the Region of Southern Denmark:**

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**For Schleswig-Holstein:**

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**For the City of Kiel:**

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**For the Free and Hanseatic City of Hamburg:**

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