



Discover America Denmark

Minutes from the Annual General Meeting held on Wednesday January 29th, 2014 at 17:30, c/o Billetkontoret, Vesterbrogade 121, 6th floor, DK-1620 V

Mr. Jesper Ewald welcomed the participants and opened the meeting.

Agenda Item 1/ Election of chairman of the meeting

Mr. Carsten Lindholm Pedersen (CFO/Billetkontoret) was suggested as chairman of the meeting and was elected unanimously.

Agenda Item 2/ Election of secretary

Mr. Klaus Henriksen from Atlantic Link was suggested as secretary of the meeting and was elected unanimously.

Agenda Item 3/ Acceptance from all present delegates that the convening notice was done in accordance with the By-Laws

The Chairman of the meeting, Mr. Pedersen noticed no objections from the delegates present to the convening of the meeting. Consequently the mandate of the Annual General Meeting was validated.

Agenda Item 4/ Annual activity report by Managing Director, Ms. Karin Gert Nielsen

The Managing Director of Discover America, Ms. Karin Gert Nielsen from Atlantic Link presented the annual activity report (included with these minutes).

Agenda Item 5/ Presentation of the audited annual report for adoption

Mr. Klaus Henriksen from Atlantic Link presented the audited annual report, which subsequently was approved unanimously without any remarks.

Agenda Item 6/ Presentation of annual budget for 2014 for adoption

Mr. Klaus Henriksen from Atlantic Link presented the annual budget for 2014, which subsequently was approved unanimously without any remarks.

Agenda Item 7/

Deliberation of proposals submitted by the Board of Directors:

Sub item a/

a/ The Board of Directors suggests the following change of the first paragraph of the by-laws, article 5:

“Discover America Committee Denmark is led by a board of a maximum of 12 members, plus one member from the American Embassy (ex officio) , all elected by the membership at the annual general assembly, each for a period of two years.”

This sub item was approved unanimously by the delegates and will be adopted in the by-laws.

Sub Item b/

b/ The Board of Directors suggests the following addition to the by-laws, article 6:

“The financial year of Discover America Committee Denmark follows the calendar year.”

This sub item was approved unanimously by the delegates and will be adopted in the by-laws.

Sub Item c/

c/ The Board of Directors suggests the following addition to the by-laws, article 7:

“Proposals submitted by members for discussion at the General Assembly, must be received by the Board of Directors no later than October 15th the previous year.”

This sub item was approved unanimously by the delegates and will be adopted in the by-laws.

Sub Item d/

d/ The Board of Directors suggests the following change to the by-laws, article 11:

“In case of dissolution of the Committee, the surplus will be used to enhance the knowledge of the Unites States in Denmark, and to promote travel to the Unites States, as decided by the dissolution meeting.”

This sub item was approved unanimously by the delegates and will be adopted in the by-laws.

In addition to the changes above the Board of Directors requested that the General Assembly furthermore adopted the following three changes in the By-Laws in order to bring the By-Laws more in line with Association by-laws in Denmark.

Additional Sub Item e/

The following paragraph in the Article 8 in the By-Laws, *“Voting can be done by email prior to the Annual Meeting or in person at the Annual Meeting”* should be changed into the following:

“Voting can be done either by email or by proxy to another Discover America Denmark member prior to the Annual Meeting or in person at the Annual Meeting.”

Additional Sub Item f/

In order to facilitate and improve the voting procedure for electing Board Members, the following paragraph in Article 8, should be deleted.

“Election of Board members and nominating committee member positions is processed via a Nominating Committee. The Nominating committee must request all members to indicate interest in a board or Nomination Committee position no later than 21 days before the Annual General Meeting. Members of the Board who are up for election/re-election cannot simultaneously be members of the Nominating Committee.”

Additional Sub Item g/

Article 10 in the By-Laws (appointment of an Auditor) should be deleted.

All three items were approved unanimously by the delegates and will be included in the revised by-laws.

Agenda Item 8/ Appointment of auditor

As a consequence of the approval of sub item g/ this agenda item was withdrawn.

Agenda Item 9/ Election of board members

The Chairman of the Board, Mr. Jesper Ewald was up for election and was elected unanimously as Chairman for a two year term.

After presentation of the present delegated and voting the following candidates were elected as board members, each for a two year period:

Mr. Thomas Elsgaard, from Profil Rejser,

Mr. Jens Vestergaard from Air France/KLM/Delta Airlines/Alitalia

Mr. Per Marcussen from BCD Travel, and

Mr. Christian Willumsen from USA Rejser

Agenda Item 10/ Other matters which has to be brought up at the annual meeting according to the law and by-laws.

No items were tabled.

At 18:45 the chairman of the meeting, Mr. Carsten Lindholm Pedersen, adjourned the Annual General Meeting and thanked the participants for attending the meeting.

Copenhagen, February 4th 2014.

Chairman of the Meeting



Mr. Carsten Lindholm Pedersen.