

Team Rynkeby Foundation

Vedtægter / Articles of
Association /Team
Rynkeby Foundation
CVR-nr 35318798

29-04-2022

1.	NAVN	NAME
1.1	Fondens navn er Team Rynkeby Fonden	The name of foundation is Team Rynkeby Foundation (Team Rynkeby Fonden)
1.2	Som binavne har fonden optaget følgende navne: <ul style="list-style-type: none">• Team Rynkeby Foundation• Team Rynkeby Fond• Team Rynkeby Säätiö• Team Rynkeby Grunnurin	As secondary names, the foundation has included the following names: <ul style="list-style-type: none">• Team Rynkeby Foundation• Team Rynkeby Fond• Team Rynkeby Säätiö• Team Rynkeby Grunnurin
2.	STIFTER	FOUNDER
	Fonden er stiftet af Rynkeby Foods, CVR nr. 19982912 af gavebrev af 15. oktober 2013 til fonden.	The foundation was founded by Rynkeby Foods A/S, CVR no. 19982912 by gift letter.
3.	HJEMSTED	HOME
3.1	Fondens hjemsted (hovedkontor) er i Faaborg-Midtfyn kommune.	The home of the foundation (head office) is in the Faaborg-Midtfyn municipality.
4.	FONDENS VIRKSOMHED OG FORMÅL	THE FOUNDATION'S ACTIVITIES AND PURPOSE
4.1	Fonden, der er en selvejende institution, har til formål at fremme de nedenfor nævnte formål. Fondens formål er selv at drive og yde støtte, tilskud og donationer til samfundsgavnige og almennyttige aktiviteter, herunder bl.a. aktiviteter af sundhedsmæssig, social, kulturel, humanitær og uddannelsesmæssig karakter. Støtte kan efter bestyrelsens beslutning bl.a. ydes til privatpersoner, erhvervsdrivende virksomheder, foreninger, almennyttige organisationer og fonde mv. forudsat at de pågældende aktiviteter ligger inden for fondens formål. Formålet varetages gennem fondens egen drift af aktiviteter, kampagner, projekter og event mv., samt via fondens udlodninger.	The purpose of the foundation, which is a self-governing institution, is to promote the purposes below. The purpose of the foundation is to run and provide support, grants, and donations to socially beneficial and non-profit activities, including activities of health, social, cultural, humanitarian, and educational nature. According to the decision of the Board of Directors, support can be granted to private individuals, businesses, associations, non-profit organizations, public institutions, and foundations, etc. provided the activities in question are within the purpose of the foundation. This purpose is handled through the foundation's own operation of activities, campaigns, projects, and events, etc. as

		well as through the foundation's distribution of funds.
4.2	Der er ikke tillagt stifteren eller andre særlige rettigheder eller fordele.	No special rights or other benefits are conferred on the founder.
4.3	Ingen har retskrav på støtte fra fonden. Bestyrelsen træffer selv afgørelse om, hvorvidt uddeling til de i nærværende vedtægter anførte formål skal ske uden eller efter ansøgning.	No one has a legal claim for support from the foundation. The Board of Directors makes its own decision on whether distribution in accordance with the formalities stated in the current articles of association must take place without or after application.
5.	FONDENS FORMUEFORHOLD	ASSETS OF THE FOUNDATION
5.1	Ved stiftelsen udgjorde fondens bundne aktiver DKK 500.000, hvilket beløb er fuldt indbetalt og skænket fonden af stifteren som anført i pkt. 2.1. Fondens egenkapital udgjorde DKK 500.000. Bundne er i øvrigt de af fondens aktiver, som i henhold til den til enhver tid gældende fondslovgivning anses som bundne aktiver.	At the time of formation, the fund's restricted assets amounted to DKK 500,000, which amount has been fully paid up and deducted from the fund by the founder as stated in section 2.1. The foundation's equity amounted to DKK 500,000. Restricted are, moreover, those of the foundation's assets which, in accordance with any applicable foundation legislation, are regarded as restricted assets.
5.2	Bestyrelsen må kun med fondsmyndighedernes samtykke uddele bundne aktiver. Uanset dette kan bestyrelsen dog uden indhentelse af fondsmyndighedernes samtykke uddele aktiver svarende til det foregående regnskabsårs nettokursgevinster, såfremt betingelserne herfor i den til enhver tid gældende fondslovgivning er opfyldt.	The Board of Directors may only, with the consent of the fund authority, distribute restricted assets. Notwithstanding this, the Board of Directors may, without obtaining the consent of the fund authority, distribute assets corresponding to the net capital gains of the previous financial statements, provided that the conditions for this in the relevant fund legislation are met.
5.3	Det påhviler bestyrelsen at anvende årets overskud, samt beløb, der er henlagt fra tidligere år med henblik på uddeling, til de i pkt. 4.1. angivne formål. Anvendelsen af overskud kan udskydes til et senere regnskabsår, hvis det er af betydning for opfyldelsen af fondens formål.	It weighs on the Board of Directors to use the profit for the year, as well as amount set aside from previous years for distribution, according to the in pt. 4.1. stated purpose. The use of profit may be deferred to a later financial year if it is relevant for the fulfillment of the purpose of the foundation.

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| 5.4 | Bestyrelsen kan foretage rimelige henlæggelser til konsolidering af fondens formue. Sådanne henlæggelser er bundne aktiver, jf. pkt. 5.1. | The Board of Directors may make reasonable provisions for consolidating the foundation's assets. Such provisions are restricted assets, cf. 5.1. |
| 5.5 | Fondens midler kan på intet tidspunkt gå tilbage til fondens stifter. | The foundation's funds may at no time go back to the founder of the foundation. |
| 6. | FONDENS BESTYRELSE | THE BOARD OF THE FOUNDATION |
| 6.1. | Fonden ledes af en bestyrelse på 5-7 medlemmer. For hvert bestyrelsesmedlem kan ligeledes vælges en suppleant. | The foundation is managed by a board of 5-7 members. An additional member may also be elected for each member. |
| 6.2 | Fondens første bestyrelse og eventuelle suppleanter udpeges af stifteren. | The foundation's first board and any deputies are appointed by the founder. |
| 6.3 | Mindst 2 af bestyrelsens medlemmer skal til enhver tid være ansat hos Rynkeby Foods A/S eller hos et selskab som helt eller delvist, direkte eller indirekte er ejet af eller ejer Rynkeby Foods A/S. | At least 2 of the members of the Board of Directors must, at any time, be employed by Rynkeby Foods A/S or by a company which is wholly or partly, directly, or indirectly owned by or owns Rynkeby Foods A/S. |
| 6.4 | Af disse 2 medlemmer skal den til enhver tid værende administrerende direktør for Rynkeby Foods A/S være det ene medlem, og enten den til enhver tid gældende CFO eller marketingdirektør for Rynkeby Foods A/S være det andet medlem. Den til enhver tid værende administrerende direktør for Rynkeby Foods A/S skal være født formand for bestyrelsen. Fratræder disse personer – sammen eller hver for sig – deres stilling i Rynkeby Foods A/S eller har disse personer ikke længere de nævnte ansvarsområder, udtræder medlemmerne automatisk af bestyrelsen, hvorefter deres respektive efterfølgere automatisk indtræder i bestyrelsen. | Of these 2 members, the General Manager of Rynkeby Foods A/S must at all times be the one member, and the CFO or Marketing Director of Rynkeby Foods A/S must be the other. Any acting General Manager of Rynkeby Foods A/S shall be born chairman of the Board of Directors. If these individuals resign – together or separately – from their position in Rynkeby Foods A/S or these individuals no longer have the aforementioned areas of responsibility, the members automatically resign from the Board of Directors, after which their respective successors automatically join the board. |
| 6.5 | Mindst 2 af bestyrelsens medlemmer må ikke være ansat hos eller have anden lignende tilknytning til Rynkeby Foods A/S. Ved udpegelse af disse bestyrelsesmedlemmer skal det | At least 2 of the members of the Board of Directors may not be employed by or have any other similar affiliation to Rynkeby Foods A/S. When appointing these board members, efforts shall be |

tilstræbes, at udpege medlemmer der har viden, erfaring og kompetencer inden for områder, som er relevante i forhold til fremme af fondens formål.

made to appoint members who have knowledge, experience and competencies within areas that are relevant in relation to the promotion of the purpose of the foundation.

- 6.6 Bestyrelsen er selvsupplerende, og nye medlemmer samt eventuelle suppleanter vælges ved simpelt flertal. Valget sker for 2 år ad gangen med undtagelse af de i pkt. 6.3 nævnte medlemmer, hvis medlemskab ikke er undergivet tidsbegrænsning, jf. dog pkt. 6.4 og pkt. 6. 7. Genvalg kan finde sted. Flertallet af bestyrelsens medlemmer må ikke være ansat som direktører i fonden.
- The board is self-supplementing, and new members as well as any deputies are elected by simple majority. The election is made for 2 years at a time with exception of those in 6.3 mentioned members, if membership is not subject to a time limit, cf. 6.4 and 6.7. Re-election may take place. The majority of the members of the Board of Directors may not be employed as directors of the foundation.
- 6.7 Et medlem af bestyrelsen skal senest fratræde efter udløbet af den måned, hvor det pågældende medlem fylder 70 år. Dette gælder ens for alle bestyrelsesmedlemmer.
- A member of the Board of Directors must resign from the board no later than after the end of the month in which said member turns 70 years old. This applies equally for all board members
- 6.8 Bestyrelsen træffer i en forretningsorden bestemmelse om retningslinjerne for udøvelsen af sit hverv. Bestyrelsen er beslutningsdygtig, når mindst 4 medlemmer er til stede. Bestyrelsen træffer sine beslutninger ved simpelt stemmeflertal, medmindre andet er foreskrevet i nærværende vedtægter. Ved stemmelighed er formandens stemme afgørende.
- The Board of Directors shall lay down in its rules of procedure the guidelines for the performance of its duties. The Board of Directors has a quorum when at least 4 members are present. The board makes its decisions by simple majority of votes, unless otherwise provided in these articles of association. In the event of a tie, the chairman's vote is decisive.
- 6.9 Bestyrelsen kan fastsætte et honorar til sine medlemmer. Honoraret fastsættes under hensyntagen til, hvad der anses for sædvanligt efter hvervets art og arbejdets omfang. Fondens betaler medlemmernes omkostninger i forbindelse med hvervet. Der ydes ikke honorar til bestyrelsesmedlemmer, som er ansat i Rynkeby Foods A/S.
- The Board of Directors may set a fee for its members. The fee is determined taking into account what is considered customary according to the nature of the job and the scope of work. The foundation pays the members' expenses in connection with the position. No remuneration is paid to the board members who are employed by Rynkeby Foods A/S.
- 6.10 Bestyrelsen kan ikke tillægge stifteren, bestyrelsesmedlemmer, revisorer, direktører eller personer, der indtager ledende stillinger i fonden, andre ydelser
- The Board of Directors may not attribute to the founder, board members, auditors, directors, or people holding a senior position in the foundation any

end et vederlag, der ikke må overstige, hvad der anses som sædvanligt efter hvervets art og arbejdets omfang. Det samme gælder for den, der er knyttet til en af de nævnte personer ved ægteskab eller fast samlivsforhold. Ydelser af lån og sikkerhedsstillelse for lån til den nævnte personkreds er ikke tilladt.

benefits other than remuneration that may not exceed what is considered customary according to the nature of the position and the scope of work. The same applies to the people associated with the above mentioned by marriage or permanent partnership. Granting of loans and providing collateral for loans to the said group of persons is not permitted.

6.11 Bestyrelsen forestår ledelsen og organisationen af fondens virksomhed i overensstemmelse med fondens formål og iagttagelse af nærværende vedtægter. En direktør må ikke uden fondsmyndighedens godkendelse vælges som formand for bestyrelsen.

The Board of Directors is responsible for the management and organization of the foundation's activities in accordance with the foundation's purpose and compliance with these articles of association. A director may not be elected chairman of the board without approval of the fund authority.

6.12 Bestyrelsen skal påse, at bogføringen og formueforvaltningen kontrolleres på en efter fondens forhold tilfredsstillende måde. Direktøren skal sørge for, at fondens bogføring sker under iagttagelser af lovgivningens regler herom, og at formueforvaltningen foregår på betryggende måde.

The Board of Directors must ensure that the bookkeeping and asset management are controlled in a manner that is satisfactory according to the foundation's conditions. The director must ensure that the foundation's bookkeeping is carried out in compliance with the relevant rules of law, and that the assets management takes place in a reassuring manner.

6.13 Prokura kan kun meddeles af bestyrelsen.

The power of attorney can only be announced by the board.

7. **BESTYRELSESMØDER**

BOARD MEETINGS

7.1 Bestyrelsesmøder afholdes på fondens hjemsted eller hvor bestyrelsens formand i øvrigt måtte beslutte. Bestyrelsesmøder afholdes så ofte som formanden skønner nødvendigt, dog mindst 3 gange årligt. Bestyrelsesmøder afholdes desuden, når det begæres af et bestyrelsesmedlem eller af en direktør. Formanden indkalder bestyrelsen med mindst 14 dages skriftligt varsel.

Board meetings are held at the foundation's home or where the chairman of the board otherwise has decided. Board meetings are held as often as the chairman holds necessary, but at least 3 times a year. Board meetings are also held when requested by a board member or by a director. The chairman convenes the Board of Directors with at least 14 days' written notice.

7.2 Bestyrelsen skal én gang om året afholde bestyrelsesmøde med det formål at godkende den reviderede årsrapport.

The Board of Directors must hold a board meeting once a year with the aim of approving the audited annual report. The

Årsrapporten skal underskrives af bestyrelsen inden 6 måneder efter regnskabsårets afslutning.

annual report must be signed by the Board of Directors within 6 months after the end of the financial year.

På dette bestyrelsesmøde skal dagsordenen mindst indeholde følgende punkter:

At this board meeting, the agenda must contain at least the following items:

- Bestyrelsen beretning om fondens virksomhed i det forløbne år
 - Godkendelse af den reviderede årsrapport
 - Beslutning om anvendelse af overskud i overensstemmelse med vedtægternes pkt. 5.3
 - Valg af bestyrelsesmedlemmer og evt. suppleanter
 - Valg af revisor(er)
 - Eventuelt
- The Board of Directors' report on the foundation's activities during the past year
 - Approval of the audited annual report
 - Decision on the use of profits in accordance with pt. 5.3 of the articles of association
 - Election of board members and possible deputies
 - Election of auditor(s)
 - Other Items

7.3 Udlodning fra fonden kan alene besluttes af bestyrelsen under et bestyrelsesmøde.

Distribution from the foundation can only be decided by the Board of Directors during a board meeting.

8. DIREKTION

MANAGEMENT

8.1 Bestyrelsen kan ansætte en direktør. Direktøren skal følge de retningslinjer og anvisninger som bestyrelsen til enhver tid fastsætter, herunder udfylde pligterne i direktørinstruksen. Direktøren leder fondens sekretariat, som udfører fondens daglige arbejde.

The Board of Directors may appoint a Director/General Manager. The General Manager must follow the guidelines and instructions at any time laid down by the Board of Directors, including completing the duties in the Director/General Manager's instructions. The General Manager heads the foundation's secretariat, which carries out the foundation's daily work.

8.2 Direktøren har ret til at deltage i bestyrelsesmøderne medmindre bestyrelsen i det enkelte tilfælde bestemmer andet. Direktøren har dog ikke stemmeret på møderne.

The Director/General Manager has the right to participate in board meetings unless the board decides otherwise in the individual case. However, the General Manager does not have the right to vote at the meetings.

9. TEGNINGSREGEL

DRAWING RULES

9.1 Fonden tegnes af direktøren og formanden for bestyrelsen i forening

The foundation is subscribed by the General Manager and the Chairman of the Board in association or by the

eller af bestyrelsens formand i forening med et andet bestyrelsesmedlem.

Chairman of the Board in association with another board member.

10. REFERAT

MINUTES

10.1 Over forhandlingerne i bestyrelsen skal der føres et referat, der underskrives af samtlige tilstedeværende bestyrelsesmedlemmer. Bestyrelsen skal sørge for at referatet opbevares forsvarligt. I referatet indføres oplysninger om, hvorledes fondens midler besluttes anvendt, herunder hvilke personer, institutioner eller aktiviteter, der har fået tildelt støtte, begrundelsen herfor samt i øvrigt meddelelser og oplysninger, der skønnes at have betydning for fondens fremtidige administration. Et bestyrelsesmedlem eller en direktør der ikke er enig i bestyrelsens beslutning, har ret til at få sin mening tilført referatet.

Minutes shall be kept of the proceeding of the Board of Directors, which shall be signed by all members of the Board of Directors present. The Board of Directors must ensure that the minutes are kept properly. The minutes include information on how the foundation's funds have been used, including which people, institutions or activities have been granted support, the reason for this, and other announcements and information that are deemed important for the fund's future administration. A member of the Board of Directors or a director who does not agree with the disposition of the Board of Directors has the right to have his or her opinion added to the minutes.

11. REGNSKABSÅR, ÅRSRAPPORT

FINANCIAL YEAR, ANNUAL REPORT

11.1 Fondens regnskabsår skal være fra 1. september til 31. august. Første regnskabsår løber fra stiftelsen til den 31. august 2014.

The foundation's financial year must be from 1 September to 31 August. The first financial year runs from the foundation until 31 August 2014.

11.2 Årsrapporten skal give et retvisende billede af fondens aktiver og passiver, dens finansielle stilling samt resultater.

The annual report must give a true and fair view of the foundation's assets and liabilities, its financial position and results.

11.3 Fondens årsrapport revideres af én eller to statsautoriserede registrerede revisorer valgt af bestyrelsen for et regnskabsår ad gangen.

The foundation's annual report is audited by one or two state-authorized public accountants elected by the Board of Directors for one financial year at the time.

12. VEDTÆGTSÆNDRINGER, OPLØSNING OG EKSTRAORDINÆRE DISPOSITIONER

AMENDMENTS TO THE ARTICLES OF ASSOCIATION, DISSOLUTION AND EXTRAORDINARY DISPOSITIONS

12.1 Bestyrelsen kan ved enstemmig beslutning og med tilladelse fra fondsmyndighederne foretage ændringer

The Board of Directors may, by unanimous decision and with the permission of the fund authority, make

i nærværende vedtægter, herunder fondens formål. Det kan herunder besluttes, at fonden sammenlægges med andre fonde, eller at en fond hvis midler ikke står i rimelig forhold til målet opløses ved uddeling af kapitalen.

changes to these articles of association, including the purpose of the foundation. It may be decided here to merge with other foundations, or the dissolution of the foundation if the funds are not proportional to the purpose in the distribution of the capital.

12.2 Som led i en opløsning skal fondens midler anvendes til de i pkt. 4.1. nævnte formål. Hvis dette ikke er muligt, skal midlerne anvendes til tilsvarende formål, eller til uddeling til en fond eller lignende institution, som varetager tilsvarende formål.

As part of the dissolution, the funds of the foundation shall be used for the purposes mentioned in pt 4.1. If this is not possible, the funds must be used for similar purposes, or distributed to a fund or similar institution that serves similar purposes.


12.3 Bestyrelsen må kun med fondsmyndighedernes samtykke foretage eller medvirke til ekstraordinære dispositioner, som kan medføre risiko for, at vedtægterne ikke kan overholdes.


The Board of Directors may only, with the consent of the fund authority, make or distribute to extraordinary disposition which may entail a risk that the articles of association may not be compiled with.

Ændring af punkt 6.4 er vedtaget på bestyrelsesmøde den 15. marts 2022

Amendment of pt 6.4 was adopted at the meeting of the Board of Directors held on 15 March 2022

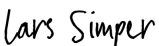
Bestyrelsen
/ Board of
Directors:


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Peter Frank Andersen, Chairman

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