

Constitution of the ideella förening Shed i Malmö  
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PLEASE NOTE: This is the English translation of the official *Stadgar*, originally in Swedish.

## GENERAL PROVISIONS

### § 1 Name and location

The name of the association is *Shed i Malmö*. The association is located in the city of Malmö.

### § 2 Form & Purpose

The association is independent and free from political or religious association.

The association will work to broaden social offerings, promote social integration across gender, age, cultural, and other divides, and promote good mental health in the Malmö area. The association will provide a physical space and organise social activities to meet these goals.

### § 3 Composition

The association is composed of the persons that are in the association as members.

### § 4 Governing Bodies

The association's governing bodies are the annual general meeting, extraordinary general meetings, and the board.

### § 5 Signatories

Signatories are appointed by the board

### § 6 Operational and financial year

The association's operational and fiscal year is the calendar year and covers the period from and including 1 January to and including 31 December.

### § 7 Interpretation of the constitution

Should doubt arise about the interpretation of these bylaws, or in the instance that a circumstance is not addressed within the bylaws, the matter will be referred to the next annual general meeting. In urgent cases, the matter will be settled by the board.

### § 8 Arbitration Clause

The action in a dispute between a member and the association may not be brought before the ordinary courts. Such dispute shall, except in cases where other special arrangements are prescribed, be settled under the Arbitration Act. The following shall apply regarding the costs of the arbitration. Each party is responsible for its own costs as well as the cost of the arbitrator appointment. The costs of the chair and secretary shall be divided equally between the parties.

#### § 9 Amendments of this constitution

Amendment to these bylaws require a decision at the annual general meeting by at least 2/3 of the votes cast. Draft amendments to the bylaws must be delivered in writing by both members and the Board.

#### § 10. Dissolution of the Association

Dissolution of the association requires a decision of the annual general meeting by at least 2/3 of the votes cast. The decision to dissolve the association shall declare how the assets of the association shall be used to further promotion the purposes of the association and where the dissolved association documents, etc. be archived. The association's remaining assets upon dissolution shall be transferred to activities that share the association's purposes.

### ASSOCIATION MEMBERSHIP

#### § 11 Membership

The association is open to all, provided that the bylaws be accepted and that the membership fee is paid. All members are entitled to attend and speak at all meetings of the association, members are entitled to vote at annual general meetings and extraordinary general meetings. The association's membership is determined by the board.

Members have the right to suggest and the Board has the right to appoint persons to honorary membership.

#### § 12 Withdrawal

Member wishing to withdraw from the association, shall notify the Board in writing and thereafter have their membership immediately withdrawn. Members who have not paid dues for two consecutive fiscal year shall be deemed to have requested his resignation from the association. In such cases, membership is termination through the removal of the person from the list of members.

#### § 13 Expulsion etc.

No member may be expelled from the association of reason other than that they have neglected to pay their membership, opposed or undermine the association's activities or purposes, or obviously damaged the interests of the association. A decision on expulsion or warning may not be taken without the member being informed and given the right to comment on the circumstances surrounding the expulsion or warning, and to appeal within a certain time, at least 14 days. In the decision, the right to appeal shall be recognized and the conditions of an appeal outlined. The decision shall be given in writing to the person concerned within three days from the date of the decision.

#### § 14 Members' rights and obligations

Members

- Have the right to participate in meetings organized for members,
- Have a right to information about the affairs of the association,
- Must comply with the association's bylaws and the decisions of the association's bodies,
- Are not entitled to part of the association's proceeds or property upon dissolution of the association,
- Shall pay the membership fee no later than 31 March and possibly other charges imposed by the association.

## ANNUAL GENERAL MEETING AND EXTRAORDINARY GENERAL MEETINGS

### § 15 Time, calling

The annual general meeting, which is the highest decision-making body, will be held before the end of February at a time and place determined by the board. Notice of the annual general meeting will be given by the Board to members no less than three weeks before the meeting. Suggestions brought about change to the bylaws, dissolution or merger of the association with another association, or other issues of significant importance to the association or its members shall be stated in the notice. Members are entitled to make suggestions for items to be discussed at the meeting. This should occur no later than 14 days prior to the meeting. Operational and management reports, auditors' reports, business plan with budget and the Board's proposals and motions with the Board's opinion shall be available to members at least one week prior to the annual general meeting. The notice shall state where these documents are available. The agenda and other documentation shall be made available to association members at least seven days before the annual meeting.

### § 16 Voting rights, the right to speak and the right to make proposals at annual meeting

All members who have paid membership fees and who have turned at least 18 years old in the year of the meeting are entitled to vote at the meeting. The right to vote is personal and may not be exercised by proxy. All members have the right to speak and the right to make proposals at the meeting regardless of voting rights.

### § 17 Quorum

The annual general meeting or extraordinary general meeting is quorate with the number of voting members present at the meeting.

### § 18 Decision and vote

With the exception of cases mentioned in § 9 and § 10, votes are determined by a simple majority. A simple majority can be either absolute or relative. Voting of elections is determined by relative majority. Relative majority means that the person/s that received the highest number of votes is/are selected regardless of how those votes are related to the number of votes cast. Decisions in matters other than voting on elections require an absolute majority, which means more than half of the votes cast. Voting is open. If a voting member so require, elections shall be closed. Should votes that do not pertain to elections be tied, the Chair at the meeting will hold the deciding vote, if the Chair is entitled to vote. If the Chair is not entitled to vote, the tie is

broken by drawing lots. Regarding an election, a tie is broken by drawing lots. Decisions are confirmed with the hammer.

#### § 19 Eligibility

Voting members of the association are eligible for election to the Board and the Nomination Committee. An employee of the association may not be elected as a member of the Board, the Nominating Committee or the auditor of the association.

#### § 20 Business of the Annual General Meeting

At the annual general meeting, the following are processed and recorded:

1. Determination of the voting list for the meeting. (Who has the right to vote)
2. Election of the chairman and secretary of the meeting.
3. Election of the adjuster of the minutes and whips.
4. Ask if the meeting has been called correctly.
5. Determination of the agenda.
6.
  - a) report of activity from the Board for the past financial year,
  - b) report of financial position (balance sheet and income statement) for the last financial year.
7. The auditors' report on the Board's management during the past financial year.
8. The discharge of the Board for the period audited.
9. Determination of membership fees.
10. Determination of the business plan and the treatment of the budget for the coming financial year.
11. Consideration of the Board's proposals and timely motions.
12. Election of
  - a) (every other year) the Chair of the association for a period of 2 years;
  - b) half the number of other board members for a period of 2 years;
  - c) up to 2 deputies with those established rota for a period of 2 years;
  - d) 1 auditor and deputy auditor for a period of one year.Board members shall not participate in this election;
- e) 2 members of the nominations committee for a period of one year, one of which shall be nominated chair of the nomination committee.

Nothing beyond that contained in the notice may be raised and decided at the annual general meeting.

#### § 21 Extraordinary General Meeting

The Board may call members to an extraordinary general meeting. The Board is obliged to convene an extraordinary general meeting when at least  $\frac{1}{3}$  of the association's voting members request it. Such requests shall be made in writing and include the reasons for the request.

When the Board receives a request for an extraordinary general meeting they shall within 14 days proclaim that such a meeting will be held within two months of the request. Notice of the draft agenda of the extraordinary general meeting shall be circulated to members at the latest

seven days before the meeting. Furthermore, the notice of proposed agenda shall be posted in the clubhouse or at another suitable location. Should the Board fail to call or summon an extraordinary general meeting, those who made the request may themselves organise the extraordinary general meeting. At the extraordinary general meeting, only the items which led to the meeting are admissible. Voting and a quorum for such a meeting shall proceed according to the provisions of §16, §17 and §18.

## NOMINATIONS COMMITTEE

### § 22 Composition, duties

The Nomination Committee consists of the Chair and another member elected at the annual general meeting. The Nominating Committee meets when the Chair so decides. The Nominating Committee shall meet at least six weeks before the annual general meeting to review whose term of office expires at the end of the meeting, if they want to be a candidate for the next term of office, and to seek other nominations for open positions. At least seven days before the annual general meeting, the Nominating Committee shall notify the members entitled to vote of its proposal.

## AUDITORS

### § 23 Auditors

Auditors have the right to continuously access the association's accounts, annual general meeting and board minutes and other documents. Auditors shall not attend regular board meeting. The association's accounts shall be audited no later than one month before the annual general meeting. The auditors shall audit the board's administration and accounts for the most recent operational and financial year and the Board shall submit the audit report no later than 7 days before the annual general meeting.

## THE BOARD

### § 24 Composition

The Board shall consist of the Chair and no less than three other members. The Board shall consist of men and women. The Board elects from within itself a vice-chair, secretary, treasurer and other officers as needed. Should a member be unable to attend to their duties, a supplement shall replace them according to the rota established at the annual general meeting. Should a board member retire their position before the end of their mandate, a supplement shall replace them under the same regime for the period until the next annual general meeting. The Board may appoint persons not elected at the annual general meeting to act as board members. Such an acting board member shall have no voting rights on the board, but may at the discretion of the Board be permitted to forward opinions and motions.

### § 25 The Board's duties

When the annual general meeting is not convened, the Board is the association's governing body and is responsible for the affairs of the association. The Board shall - within the framework of these bylaws - be responsible for the association's activities in accordance with established plans and members' interests. The Board is particularly to

- Ensure that the association abides by the law and binding rules,
- Effect resolutions of the annual general meeting,
- Plan, manage and distribute work within the association,
- Be responsible for and manage the association's funds,
- Set the auditors' accounts, etc. according to §23, and
- Prepare the annual general meeting.

#### § 26 Notice, quorum and voting

The Board meets when convened by the Chair, or when at least half of the board members have requested it. The Board constitutes a quorum when all members were called and when at least half of the members are present. For any decision, at least half of all board members must agree on the decision. In the event of a tie, the Chair has the casting vote. Voting may not take place by proxy. In urgent cases, the Chair may decide that the matter shall be settled by written ballot or by telephone meeting. If minutes of a special meeting are not kept, decisions shall be reported at the next meeting. Minutes of all meetings shall be recorded. Minutes shall be adjusted by the chairman of the meeting and by a specially appointed adjuster of the minutes. Dissenting opinion shall be recorded in the minutes.

#### § 27 Transfer of decision-making power

With the boards approval, a Board member may assign their discretion in individual cases or in certain categories of cases to the section, committee or other body or individual member or employee. Whoever makes the decision based on the authorization under the preceding sentence shall accordingly keep the Board informed on an ongoing basis.