

Statutes of the non-profit association Swedwatch

Adopted at the inaugural meeting of the organisation on 30 September 2003, revised at the annual meeting on 3 June 2009, at the annual meeting on 25 May 2010, at the annual meeting on 23 May 2013, at the annual meeting on 23 May 2019 and at the annual meeting on 25 May 2020.

1 § Name and status of the organisation

Swedwatch is a non-profit organisation that has no political or religious affiliation.

2 § Purpose and activities of the organisation

The purpose of the organisation is to reduce social and environmental adverse impacts in connection with business operations, primarily in developing and transition countries, by

- investigating, influencing and informing people of such adverse impacts, and
- encouraging best practice, lobbying and in an open dialogue working with companies and public institutions in Sweden to highlight the prevention of such adverse impacts.

3 § Membership

Legal entities that support the purpose of the organisation can be elected as member organisations. Applications to join the organisation are reviewed by the Board of Directors. Membership fees are established at the annual meeting.

4 § Ordinary and extraordinary annual meetings

The annual meeting is the organisation's highest decision-making body. The ordinary annual meeting shall be held between 15 April and 15 June. The annual meeting takes place at a venue agreed upon by the Board of Directors. The Board of Directors is responsible for ensuring that written notice is sent to all members at least two months prior to the annual meeting.

The Board of Directors is responsible for ensuring that proposals for the agenda for the ordinary annual meeting, the Annual Report and documentation for the budget and operations as well as the election committee's suggestions for nominations (see §10 Election Committee) are sent to the members no later than two weeks prior to the ordinary annual meeting. Members who wish to raise a particular issue must submit it no later than five weeks prior to the annual meeting.

Each member organisation is entitled to one vote at the annual meeting. In order for the vote to be valid, the member representative must be able to show proof of authorisation, issued by the member organisation. Board members or deputies cannot be elected as representatives entitled to vote at the annual meeting.

Decisions are made at the annual meeting, unless stipulated otherwise in these statutes, with a simple majority. In the event of an equal number of votes on both sides, the chairperson of the annual meeting has the casting vote. Voting is open.

The following items will be handled at the ordinary annual meeting:

1. Opening of the meeting.
2. Confirmation that the annual meeting has been duly convened.
3. Election of meeting chairperson.
4. Election of secretary for the annual meeting.
5. Adoption of the agenda.
6. Establishment of the voting list.
7. Election of two persons to revise the minutes in addition to the chairperson, and to act as voting officers as required.
8. Presentation of the Board of Directors' Annual Report for the most recent financial year.
9. Auditor's report for the same period.
10. Adoption of the narrative report.
11. Adoption of the financial statement and balance sheet.
12. Issue of discharge from liability for the Board members for the period to which the accounts relate.
13. Establishment of the Board of Directors and election of its chairperson and deputy chairperson.
14. Election of Election Committee
15. Election of two auditors, including one chartered accountant, and two deputy auditors, including one chartered accountant.
16. Establishment of membership fees due to the organisation.
17. Discussion regarding activities for the coming year.
18. Discussion of items that the Board of Directors has referred to the annual meeting, or items proposed by individual members for consideration at the annual meeting.

Extraordinary annual meetings shall be held when the Board of Directors deems necessary, or when requested in writing, stating the reason, by at least two-fifths of the members. The Board of Directors must issue reports on the items dealt with at the extraordinary annual meeting. The notice convening the extraordinary annual meeting shall provide details of the issue that occasioned the convening of the meeting. The extraordinary annual meeting can only discuss matters that have been detailed in the notice convening the annual meeting.

5 § Board of Directors

The affairs of the organisation shall be managed by a Board of Directors. The Board has 5-9 Board members and 2-4 deputies. The Chairperson shall have the casting vote.

Each member organisation is entitled to nominate candidates to the Board of Directors, as board members or deputies. The Board of Directors will predominately consist of candidates nominated by the member organisations.

6 § Registered offices of the Board of Directors

The Board of Directors shall be based in Stockholm.

7 § Duties of the Board of Directors

The Board of Directors is the organisation's highest decision-making body when the annual meeting is not assembled.

Elections of Board members to fill a vacancy are determined by the Board of Directors.

Specific duties of the Board of Directors include

- ensuring that the organisation's activities are conducted in accordance with the purpose of the organisation;
- managing the organisation's financial affairs and keeping accounts;
- making decisions with regard to procedural rules, the staff team and the Director;
- making decisions regarding the operational plan and budget;
- appointing company signatories; and
- submit the Annual Report for the most recent financial year ahead of the ordinary annual meeting.

The chairperson convenes meetings when he/she deems necessary, or when at least two of the Board members submit such a request. Meetings shall be held at least three times a year. All ordinary members will be requested to attend these meetings. Minutes will be taken at Board meetings, which are revised by the chairperson of the meeting and by one other Board member attending the meeting.

8 § Decision-making procedure for the Board of Directors

When more than half of the Board members are present, this constitutes a quorum. Decisions within the Board of Directors are made when more than half of the members are in agreement. Voting within the Board of Directors is open.

9 § Remuneration of Board members

Unless otherwise determined by the annual meeting, the members of the Board of Directors are not entitled to any other remuneration from the organisation besides travel expenses for participating in Board meetings and annual meetings.

10 § Election Committee

The election committee prepares and nominates candidates for the Board of Directors (board members and deputies) to be appointed at the annual meeting, following proposals of candidates by the member organisations. The election committee also has the opportunity to propose its own nominations at the annual meeting, to the extent there is room (see §5 Board of Directors).

The election committee elects within it a convener. The election committee consists of 2-3 persons and is appointed at the annual meeting.

11 § Financial year

The organisation's financial year shall correspond to a calendar year.

12 § Audit

The organisation's management and the accounts shall be examined annually by two auditors appointed for this purpose, one of which shall be an chartered accountant. Two deputy auditors shall be appointed, one of which shall be an chartered accountant.

Chartered accountants are entitled to remuneration as charged. No other fee is payable to the auditors besides such remuneration.

13 § Exclusion

If the annual meeting deems that a member organisation is working in opposition to the interests and objectives of the organisation, such member may be excluded. Decisions regarding exclusion are made with a two-thirds majority at ordinary or extraordinary annual meetings.

Exclusion may not be enacted before the member in question has been given an opportunity to comment.

14 § Dissolution

The organisation may be dissolved as a result of a decision made with a two-thirds majority at two consecutive annual meetings, at least one of which shall be an ordinary annual meeting.

In the event that the organisation is dissolved, the final annual meeting makes decisions regarding the organisation's assets, including the organisation's name, archives, website, etc. The organisation's assets shall accrue to activities that benefit the purpose of the organisation.

15 § Withdrawal of membership

Members are entitled to leave the organisation at any time. In the event of a withdrawal of membership, the membership fee for the current financial year is not repaid.

16 § Changes to the statutes

Changes to the statutes are decided on by an ordinary annual meeting. Decisions regarding changes to the statutes require the support of at least two-thirds of the votes cast. Voting shall be open.