

## **BY-LAWS of NÄRINGSLIVETS INTERNATIONELLA RÅD (INTERNATIONAL COUNCIL OF SWEDISH INDUSTRY)**

### **1. NAME OF THE ORGANIZATION**

The organization is a non-profit organization, and the name of the organization is Näringslivets Internationella Råd (International Council of Swedish Industry) (hereinafter "NIR").

### **2. MISSION OF THE ORGANIZATION**

NIR's mission is to improve the business conditions of Swedish companies in complex markets.

### **3. OFFICES**

NIR's office is registered in Stockholm, Sweden.

### **4. MEMBERSHIP**

Members shall support NIR's mission and the achievement of its strategic goals and objectives. Members shall follow these By-Laws and any other policies adopted and decisions made by the Board of Directors.

#### **4.1 Qualifications for Membership**

A member of NIR must be a legal Swedish entity and do business in complex markets, as defined by NIR. Doing business means having an own presence in complex markets through sales, sourcing, production and/or financing such business.

Admission to NIR as a member is decided upon by the Board of Directors.

### **5. MEMBERSHIP FEES**

Membership service fees are set annually by the Annual General Meeting.

Members must pay membership service fees annually, no later than 31 January.

### **6. BOARD OF DIRECTORS**

The Board of Directors consists of a Chair, Vice Chair and a Board member from each fully paying member. Board members may not be substituted.

The Chair, Vice Chair and Board members are elected annually by the Annual General Meeting.

## **6.1 Duties**

The duties of the Board of Directors include the following:

- Represent NIR, actively participate in supporting its mission, safeguard its interests, and ensure it is economically sound and has good finances, including approving of the annual financial reporting;
- Decide upon NIR's strategic direction, including strategic goals and objectives;
- Oversee that the Chief Executive Officer delivers upon NIR's strategic goals and objectives;
- Adopt policies required to ensure NIR achieves its mission and oversee compliance with such policies; and
- Decide upon who has the authority to sign on behalf of NIR.

## **6.2 Meetings**

The Chair shall ensure that Board meetings are held when required, and the Board of Directors shall meet at least three (3) times annually. Written notice of Board meetings as well as a proposed agenda and supporting documents shall be sent to all Board members no later than two (2) weeks before a Board meeting.

Decisions undertaken by the Board of Directors shall be documented in meeting minutes and provided to all Board members no later than when written notification of the subsequent Board meeting is provided.

In exceptional cases, the Board may take a per capsulam decision. In such an instance, the Chair shall inform the Board of the matter by email and present a proposal for decision. Decisions made per capsulam shall be documented as a decision taken by the Board of Directors in accordance with these By-Laws and shall be noted as a decision by the Board of Directors at the subsequent Board meeting.

## **6.3 Quorum, Decisions and Voting**

No business shall be undertaken or decisions made at a Board meeting in the absence of a quorum. A quorum is formed if at least one third of Board members plus the Chair and/or Vice Chair are present. If the Chair and Vice Chair are not present, a quorum exists if at least half of Board members are present at a Board meeting.

Decisions by the Board should be reached by consensus whenever possible. Where a vote is required, each Board member shall have one vote. A vote by the majority of Board members present at any meeting at which there is a quorum shall be deemed a decision by the Board. In the event of a tie vote, the Chair casts the tie-breaking vote.

## **7. CHAIR OF THE BOARD OF DIRECTORS**

The duties of the Chair of the Board of Directors include the following:

- Manage the Board of Directors;
- Convene and chair Board meetings as well as set the Board meeting agenda;
- Follow NIR's strategic development and activities with the Chief Executive Officer and consult with the Chief Executive Officer on strategic matters;
- Ensure that Board members have all relevant information regarding NIR's strategic development and activities to be able to make informed decisions and support NIR's development; and
- Ensure that matters are dealt with in accordance with these By-Laws and any other relevant legally binding agreements.

The Chair's compensation is set annually by the Annual General Meeting. The Chair may not receive any other form of payments from NIR for services provided.

## **8. CHIEF EXECUTIVE OFFICER**

The Chief Executive Officer is accountable for NIR's operations, including financial, administrative and human resources matters. The duties of the Chief Executive Officer include the following:

- Propose and deliver upon NIR's strategic direction, goals and objectives, as decided upon and adopted by the Board of Directors;
- Uphold legally binding agreements, contracts and any other agreements entered into, as well as ensure that said agreements and contracts are properly executed and documented, and do not conflict with any legal obligations; and
- Report to the Board of Directors so that Board members are continuously provided with the necessary supporting documentation to make informed decisions.

## **9. ACCOUNTING**

The financial year shall be the calendar year.

NIR's accounting shall be carried out in accordance with the Accounting Act (1999:1078).

## **10. AUDITOR**

An independent auditor shall be appointed annually by the Annual General Meeting to audit NIR's financial statements and annual financial reports in accordance with international audit standards.

The independent auditor shall not serve for more than seven (7) consecutive years. After this period, a different independent auditor must be appointed. The former auditor may be considered again only after a break of at least three (3) years.

## **11. NOMINATIONS COMMITTEE**

The Nominations Committee shall consist of three (3) members and shall, after consultation with members, propose a Chair and Vice Chair of the Board of Directors to be elected at the Annual General Meeting.

## **12. ANNUAL GENERAL MEETING**

The Annual General Meeting shall be held annually no later than 30 April, at a time and place decided upon by the Board of Directors. Members shall be made aware of the date and time of the Annual General Meeting no later than 31 December of the preceding year.

Written notice of the Annual General Meeting as well as a proposed agenda and supporting documents shall be sent to members' representatives no later than two (2) weeks before the Annual General Meeting.

Decisions undertaken by the Annual General Meeting shall be documented in meeting minutes and made available to all members.

### **12.1 Quorum, Decisions and Voting**

No business shall be undertaken or decisions made by the Annual General Meeting in the absence of a quorum. A quorum is formed if at least one half of members are present.

Decisions by the Annual General Meeting should be reached by consensus whenever possible. Where a vote is required, each member shall have one vote via a designated representative. A vote by the majority of members present at an Annual General Meeting where there is a quorum shall be deemed a decision by the Annual General Meeting. In the event of a tie vote, the Chair of the Annual General Meeting casts the tie-breaking vote.

### **12.2 Duties**

The Annual General Meeting agenda shall include the following:

1. Opening of the Annual General Meeting
2. Election of chair and secretary of the Annual General Meeting
3. Roll call of voting members
4. Approval of quorum
5. Election of person designated to review the Annual General Meeting minutes
6. Approval of the Annual General Meeting notice
7. Approval of the Annual General Meeting agenda
8. Presentation and approval of the annual financial and audit reports, including income statement and balance sheet
9. Presentation and approval of the annual report proposed by the Board of Directors
10. Release the Board of Directors and Chief Executive Officer from liability for the prior financial year
11. Set membership service fee
12. Set Chair's compensation
13. Election of members to the Board of Directors
14. Proposal by the Nominations Committee for Chair and Vice Chair of the Board of Directors

15. Election of the Chair and Vice Chair of the Board of Directors
16. Election of auditor and any deputy auditors
17. Election of the Nominations Committee
18. Respond to any received motions and/or any other business
19. Closing of the Annual General Meeting

### **12.3 Motions**

Motions may be made by members to the Annual General Meeting by written notice to the Board of Directors no later than six (6) weeks prior to the Annual General Meeting. The Chair of the Board of Directors shall respond in writing to any such motion one (1) week before members are notified in writing of the Annual General Meeting.

## **13. EXTRA GENERAL MEETING**

An Extra General Meeting shall be held when the Board of Directors and/or auditor has reason to require such, or if at least one third of members require so by written request to the Board of Directors.

The same quorum, decision making and voting apply as for the Annual General Meeting.

## **14. TERMINATION OF MEMBERSHIP**

### **14.1 Voluntary Termination**

A member who voluntarily wishes to terminate its membership to NIR shall notify the Board of Directors in writing one (1) year before termination of membership. No repayment of paid membership fees will be made upon voluntary termination of membership.

### **14.2 Involuntary Termination**

The Board of Directors may decide to terminate a member's membership for good cause, which includes but is not limited to failing to pay membership fees, opposing NIR's activities and mission or otherwise harming NIR's interests.

Termination may not be decided upon before the member is informed in writing of the reason(s) for involuntary termination. A member shall have three (3) weeks to respond in writing after having been informed of the reason(s) for termination. The Board of Directors shall subsequently provide the member with its final decision in writing, including the reason for termination. The final decision shall be provided no later than three (3) weeks from receiving a written or response, or no later than six (6) weeks from written notice of the reason(s) for involuntary termination if no written response is received. No repayment of paid membership fees will be made upon involuntary termination of membership.

## **15. DISSOLUTION**

NIR may be dissolved by a unanimous decision by all members at an Annual General Meeting or Extra General Meeting.

## **16. MODIFICATION AND AMENDMENT OF BY-LAWS**

Modifications and amendments to these By-Laws require a decision by the Annual General Meeting or Extra General Meeting upon recommendation by the Board of Directors.

Members shall be notified of such modifications and amendments no later than two (2) weeks before the Annual General Meeting or Extra General Meeting. Modifications and amendments to these By-Laws shall be adopted upon the approval of least two thirds of the members voting at the Annual General Meeting or an Extra General Meeting.