

Björkåfrihet – constitution

§ 1 Björkåfrihet

The name of the association is Björkåfrihet.

Björkåfrihet is a non-party political and non-religious not-for-profit association that operates on a socialist basis.

Björkåfrihet's registered office is in Gothenburg.

The association's financial year is the calendar year.

§ 2 Object

- *International solidarity*, through the organisation's work to ensure everyone is able to enjoy human rights, democracy and equality, against oppression, poverty and imperialism. Björkåfrihet supports organisations in Sweden and internationally whose values are similar to ours and who work to counter oppression and poverty on their own initiative.
- *Sustainable development* through re-use of donated goods. Through this work, Björkåfrihet helps conserve the world's resources. Our own activities will have the least possible adverse effect on the climate and the environment.
- *Social responsibility* by providing meaningful employment and a workplace community for people outside the labour market and/or who have disabilities.

§ 3 Membership

Any natural person who is resident in Sweden and who has paid the stipulated membership fee can be a member of Björkåfrihet.

Members who contravene the association's constitution or deliberately cause harm to the association in any other way can be excluded by the Board of Directors. The person in question has the right to be present and to speak when the matter is dealt with. Any exclusion comes into effect immediately. The decision shall be reported to the next Annual General Meeting, which will approve or revoke the exclusion. A member who is excluded or resigns is not entitled to a refund of their membership fee.

§ 4 Ordinary Annual General Meeting

The Annual General Meeting is the association's highest authority.

- The Annual General Meeting determines the association's constitution, vision, fundamental values, mission and goals
- The Annual General Meeting decides on the focus of the organisation's work



- The Annual General Meeting selects the Board and reviews its work

An Ordinary Annual General Meeting shall be held every year before the end of April.

Every member present at the Annual General Meeting – whose membership fee is recorded in the association's account no later than the day before the Annual General Meeting – has the right to speak, make proposals and vote. Voting by proxy is permitted where a proxy is granted in writing, with a maximum of one proxy vote per member present. However, the outgoing Board do not have the right to vote on issues concerning their discharge from liability.

Decisions are taken on a simple majority basis. Voting is done openly, except where individuals are being voted for, when a secret ballot can be requested. Where an equal number of votes are cast, a decision will be made by drawing lots.

The business of an Ordinary Annual General Meeting shall be as follows:

1. Opening of the Annual General Meeting.
2. Election of Chair and Minute Clerk for the meeting.
3. Election of two minute-checkers and tellers.
4. Determination of whether the Annual General Meeting was properly called.
5. Adoption of agenda and list of voters.
6. Board of Directors' report on activities and financial statement to the association.
7. Auditors' report.
8. Adoption of Annual Report.
9. Determination of discharge from liability for outgoing Board of Directors.
10. Reports from the Board: a) Any exclusions of members, with proposals regarding approval. b) Other reports.
11. Motions, with the Board's remarks, and proposals.
12. Adoption of an overall operational plan and budget for the current year.
13. Determination of membership fee.
14. Election of Chair for two years.
15. Election of other Board members for two years and at least two deputising members.
16. Election of authorised auditor.
17. Election of two internal auditors and two deputising auditors.
18. Election of Nomination Committee and its convener for the next Ordinary Annual General Meeting and adoption of directions for the Nomination Committee.
19. Other issues, which cannot be items for decision.
20. Ending of Annual General Meeting.

Only Björkåfrihet members have the right to submit motions to an Annual General Meeting. The Board shall give all members at least eight weeks' notice of the meeting.

Motions shall be received by the Board at least six weeks before the Annual General Meeting.

The full papers for the Annual General Meeting must be available no later than two weeks before the meeting. The papers will comprise:

- The Annual Report, including a report on activities and a financial statement for the previous year
- The operational plan for the current year
- The overall budget for the current year
- Motions from the Board
- Other motions with the Board's remarks
- The Nomination Committee's proposals for the Board, Chair, authorised auditor, internal auditors and deputising auditors

Any member who so wishes may be sent the Annual General Meeting papers by post

§ 5 Extraordinary General Meeting

An Extraordinary General Meeting is held if requested by at least a third of the association's members, Board or auditors.

The business of an Extraordinary General Meeting shall be as follows:

1. Opening of the Extraordinary General Meeting.
2. Election of Chair and Minute Clerk for the meeting.
3. Election of two minute-checkers and tellers.
4. Determination as to whether the Extraordinary General Meeting was properly called.
5. Adoption of agenda and list of voters.
6. The matter/s given in the notice of the meeting, including any motions directly connected to the matter/s.
7. Ending of Extraordinary General Meeting.

The Board shall give all members notice of an Extraordinary General Meeting no later than six weeks after a statutory request for an Extraordinary General Meeting has been received by the Board.

An Extraordinary General Meeting shall be held no sooner than four weeks and no later than six weeks after the notice of a meeting has gone out.

Motions on account of – and directly connected to – the matter/s to be dealt with by an Extraordinary General Meeting shall be received by the Board no later than three weeks after the notice of a meeting has gone out.

§ 6 The Board of Directors

The Board of Directors is the highest authority at Björkåfrihet between Annual General Meetings.

The Board will meet and appoint its executives no later than three weeks after the Annual General Meeting.

The Board governs, leads and manages the association in accordance with the decisions made at the Annual General Meeting.

The Chair is the spokesperson for the association. Only members can be elected to Björkåfrihet's Board and as the association's Chair.

The Board appoints the association's authorised signatories and signatures must be done two jointly.

The Board will be composed of at least seven ordinary members and at least two deputising members. The Board overall will be composed of a maximum of fifty per cent men with the remainder non-men and the Board's ordinary members will be composed of a maximum of fifty per cent men with the remainder non-men. The Chair is elected for two years and may hold the position for no longer than six years. Other Board members are elected for two years. Half are elected at the same Annual General Meeting. Board members may not hold their positions for more than six consecutive years.

The Board is quorate if all Board members have been given notice of a meeting and over half the Board members attend the meeting. Where an equal number of votes are cast, the vote of the Chair of the meeting is the deciding vote.

The Board meets regularly or when the association's Chair or at least a third of members so request.

Board members must receive the agenda for Board meetings seven days before the day of the meeting. Decisions can only be made on matters on the agenda.

Board members and other elected representatives may not take senior positions in organisations running competing second-hand businesses.

A Board member deemed unsuitable under the terms of the prevailing governing documents can be relieved of their Board duties if agreed by a qualified majority of Board members. The person in question has the right to be present and to speak when the matter is dealt with. Any severance comes into effect immediately. The decision shall be reported to the next Annual General Meeting, which will approve or revoke the severance.

§ 7 Membership involvement

Björkåfrihet's members are encouraged to get involved in Björkåfrihet's work as an association. Where a group of members has had clear, long-term involvement, they should be urged to form a working group. The working group shall appoint a contact to liaise with Björkåfrihet.

The nature and aims of member activity shall fall within the framework of Björkåfrihet's constitution, vision, values, goals and operational plan. Between Annual General Meetings, the Board has preferential right of interpretation in respect of this framework, and the working group shall be approved by the Board. The members formulate their work independently. All work shall be open to all Björkåfrihet members.

If members handle money, they shall appoint a finance manager. This person will be responsible for reporting to Björkåfrihet on funds received.

All collections of money for organisations or relaying of financial assistance shall be approved by Björkåfrihet and funds distributed by Björkåfrihet.

Working groups and active members must report on their activities to Björkåfrihet's Board of Directors at the association's Annual General Meeting and whenever the Board so wishes during the year.

Work groups can apply for financial grants from the association.

If a working group does not fulfil its obligations to Björkåfrihet or if its activities are incompatible with Björkåfrihet's object, values or mission, the Board has the right to dissolve the group. Work groups dissolved by the Board have the right to appeal against the decision at the next Annual General Meeting.

§ 8 Nomination Committee

Members of the Nomination Committee shall be members of the association. Board members or deputising members on the association's Board of Directors cannot be members of the Nomination Committee. The Nomination Committee shall have at least three members. A maximum of one permanent member of staff may sit on the Nomination Committee.

The Nomination Committee shall seek to achieve diversity on the association's Board of Directors.

Directions for the Nomination Committee shall be adopted by the Annual General Meeting.

§ 9 Auditors

The auditors shall review the activity of the association on an ongoing basis. The association's accounts shall be made available to the auditors no later than six weeks before the Ordinary Annual General Meeting.

§ 10 Constitution

Changes to the association's constitution must be agreed by a two-thirds majority at two consecutive Annual General Meetings, of which at least one shall be an Ordinary Annual General Meeting. There shall be a period of at least twelve weeks between the Annual General Meetings.

A proposal for changes to the constitution can only be considered at the Annual General Meeting if it is submitted in the form of a motion, either from the Board or from a member.

§ 11 Dissolution

A proposal to dissolve Björkåfrihet may only be submitted to an Ordinary Annual General Meeting and shall be received by the Board no later than twelve weeks before the relevant Annual General Meeting.

The association cannot be dissolved unless it is agreed by two consecutive Ordinary Annual General Meetings, with a minimum of a four-fifths majority at each Annual General Meeting.

Upon dissolution, the association's assets shall be distributed in pursuance of the association's object.

The constitution was approved at the Annual General Meeting of 28/04/2019.