

# **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**

The association's goal is to eradicate deprivation and its causes. Since it was established, the association has worked on this through international cooperation with actors in Sweden and globally who work to fight oppression, injustice and imperialism.

The association also aims to contribute towards an ecological transition by extending the life of goods and questioning unnecessary new consumption. Björkåfrihet does this by collecting and selling second-hand goods to generate a profit for international solidarity work.

The association shall strive to ensure that our responsibility as an employer is consistent with the association's fundamental values, and that the association is at the cutting edge of a transition towards working life that is sustainable in the long term, where those who find themselves outside the labour market and/or have disabilities are also included.

## **§ 3 Membership**

Any natural person 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 members 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 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. Board of Directors' report on activities and financial statement to the association, and budget and operational plan for the current year.
7. Auditors' report.
8. Adoption of Annual Report.
9. Determination of discharge from liability for outgoing Board of Directors regarding its work during the previous calendar year.
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. Determination of membership fee.
13. Election of Chair for two years.
14. Election of other Board members for two years and at least two deputising members.
15. Election of authorised auditor.
16. Election of Nomination Committee and its convener for the next Ordinary Annual General Meeting and adoption of directions for the Nomination Committee.
17. An open discussion point, where members present can express their wishes to the Board in terms of its future work.
18. Other issues, which cannot be items for decision.
19. Ending of Extraordinary General Meeting.

Only Björk&frihet 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 and authorised auditor.

## § 5 Extraordinary General Meeting

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

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 been issued.

## § 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's mission is to promote the association's objectives and to safeguard the activities carried out within the association that promote these objectives. The Board governs, leads and manages the association in accordance with the decisions made at the Annual General Meeting.

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

The Board appoints the association's authorised signatories. There must be two authorised signatories.

The Board consists of the Chair and at least three ordinary members elected by the Annual General Meeting.

In an election process managed by the association's employees, there is also the possibility of electing two additional members from among themselves. Employees who are elected to the Board should be able to participate in the work of the Board during their working hours. Employees who work in the management team are not eligible for election to the Board.

The Chair, who is also the association's spokesperson, is elected for two years. Other members are elected for two years.

The Board is quorate when all Board members have received notice of a meeting and when at least three Board members attend the meeting. Where an equal number of votes are cast, the Chair of the meeting has the deciding vote.

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

Agendas for Board meetings must be sent to members seven days before the date of the meeting. Decisions can only be taken on the items that are included on the agenda.

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

A Board member may not participate in decisions concerning contracts and relationships between the association and themselves, nor concerning contracts and relationships between the association and third parties in which they have a material interest.

A Board member who is deemed unsuitable 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 the association's various issues.

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

## § 8 Nomination Committee

Members of the Nomination Committee shall be members of the association. Board members or deputising members of the association's Board of Directors cannot be members of the Nomination Committee. The Nomination Committee shall have at least two members.

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

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

## § 9 Auditors

Auditors are elected at the Annual General Meeting, and shall review the activity of the association on an ongoing basis.

## § 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 solidarity object.