

Statutes

Design Leadership Community

Associational number: 802535 - 7651

1. Introduction

- The name of the association is *Design Leadership Community*
- The association is a non-partisan, non-religious and non-profit association
- The association's headquarters is in Stockholm
- The association focus on leadership in design

2. Purpose and activities

Design Leadership Community works to support and help design leaders in their professional everyday lives.

The association's purpose is to support design leaders and designers in their everyday lives and specially to exchange knowledge and experience, spread information about the industry and mentorship.

The association is aimed at people of all ages, regardless of background and country. The association must actively work to counteract all forms of discrimination.

Design Leadership Community's activities consist of, but not limited to

- To create events that contributes to the exchange of knowledge and experience
- To function as a platform for participation and involvement
- Other activities that contribute to fulfilling the association's goals and vision

3. Members

3.1. Membership

A member is one who wishes to support the association's purposes, pays a membership fee, and agrees with the association's values. Only individuals, not companies, can become members of the association. Decisions on membership are made by the board or by the person to whom the board has delegated the decision-making power. Membership is valid until further notice.

3.2. Membership fee

Membership fee for future fiscal years is determined by the board. The coming fiscal year refers to the fiscal year that has begun when the annual general meeting is held.

3.3 Rights and obligations

A member

- has the right to participate in gatherings organized for members
- has the right to information about the organization's affairs
- shall follow the association's statutes, values and decisions made by associations bodies
- is not entitled to part of the association's holdings or property upon dissolution of the association
- must pay a membership fee and any other fees decided by the association
- has the right to vote at the annual general meeting
- has the right to attend and express opinions at board meetings
- approves through its membership that the association may process personal data for the purpose of conducting appropriate activities in accordance with the organization's statutes in force at any given time and in accordance with any other conditions for the processing of personal data decided by the association.

3.4 Withdrawal

A member has the right to withdraw from the association at any time. Paid membership fees are non-refundable. A member who has not paid his membership fee according to his payment plan (monthly or annually) is considered to have requested resignation from the association.

3.5 Exclusion

A member who actively opposes the organization's purpose and values can be excluded by the board. Exclusion from the association must be justified. Exclusion cannot be appealed.

4. Decision-making bodies

The association's decision-making bodies are the annual general meeting, extraordinary general meeting, and board meeting. Decisions are made by a simple majority where nothing else is stated. In the event of an equal number of votes, the chairperson of the meeting has the casting vote, except in elections where the lottery decides.

5. Annual general meeting

5.1 The function of the annual general meeting

The annual general meeting, which is the association's highest decision-making body, shall meet at least once per fiscal year. The fiscal year lasts from 1 January to 31 December. An ordinary annual general meeting shall be held before the end of May.

5.2 Notice and meeting documents

Notice convening annual general meeting shall be sent no later than two (2) weeks before the annual general meeting. The notice shall contain information on the date, time and place of the meeting and the agenda. If amendments to the statutes of the association or

proposals for the dissolution of the association are to be considered, this shall be stated in the notice.

Documents for matters to be dealt with at the annual general meeting shall be available to the members no later than one (1) week before the annual general meeting.

All members, the board, auditors, and other functionaries appointed by the annual general meeting and the board are invited to the annual general meeting.

5.3 Participation and voting rights

Every member who has been accepted as a member of the association has the right to vote at the annual general meeting. The right to vote is personal and may not be transferred to anyone else.

5.4 Motions

Both members and the board can submit a motion to the annual general meeting. Motions to the annual general meeting must be received by the board no later than four (4) weeks before the annual general meeting. The board shall submit a written opinion on the proposal to the annual general meeting.

5.5 Nomination committee and candidate nomination

Eligible for election to the board and the nomination committee is a voting member of the association. Nominations of candidates are made to the nomination committee.

The nomination committee consists of 1-2 members, one of whom is convening, elected by the annual general meeting.

The nomination committee shall, no later than four (4) weeks before the annual general meeting, ask those whose term of office expires at the end of the annual general meeting if they wish to run for the next term.

5.6 Matters at the annual general meeting

At the annual general meeting, the following shall be discussed and recorded:

1. Opening of the annual general meeting
2. Determination of the electoral register
3. Election of chairperson, secretary, two (2) minutes adjusters and two (2) vote counters for the annual general meeting
4. Verification that the annual general meeting has been duly convened
5. Approval of the agenda
6. The board's activity and financial report
7. Auditors' audit statement
8. Decide on discharge from liability for the board
9. Presentation of business plan and budget
10. Election of chairperson for a period of 1 year
11. Election of 3-6 other board members for a period of 1 year
12. Election of 1-2 auditors for a period of 1 year

13. Election of 1-2 members of the nomination committee for a period of 1 year, one of whom shall be the convener
14. Motions
15. Other issues reported under item 5. Decisions of greater financial or other decisive importance for the association or the members, may not be made unless it has been included in the notice. Nothing in addition to what is in the notice may be taken up and decided at the annual general meeting.
16. Closing of the meeting

5.7 Decision and vote

The annual general meeting is quorate with the number of voting members present at the meeting. Voting records with present members shall be drawn up and attached to the minutes of the annual general meeting.

Decisions are made by open ballot, by a simple majority, unless otherwise stipulated. A secret ballot shall take place if someone so requests. In the event of an equal number of votes, the chairperson of the meeting entitled to vote has the casting vote, except in the case of elections, when the lottery decides.

5.8 Extraordinary general meeting

Extraordinary general meetings shall be held when the board deems it necessary or if any of the auditors, or a third (1/3) of the members so request.

Extraordinary general meetings may only deal with the issue or issues that caused the meeting and were included in the notice convening the meeting.

Extraordinary general meetings shall be held no later than six (6) weeks after the request for such has been received by the board. Notice convening the extraordinary general meeting shall be received by the members no later than two (2) weeks before the meeting. The notice shall contain information on the date, time and place of the meeting and the agenda.

6. The board

6.1 Tasks

The board is the association's highest decision-making body between the annual general meetings. Its main task is to:

- work for the association's purposes
- to continuously work actively with the association's values and ensure that all members are aware of it
- implement the decisions of the annual general meeting and extraordinary general meeting
- plan, lead and distribute the work within the association
- handle and be responsible for the association's funds and property
- ensure that the laws and binding rules applicable to the association are observed
- submit accounts etc. to the auditors in accordance with section 7
- prepare the annual general meeting and propose the budget and business plan to the annual general meeting

6.2 Composition and decisions

- The board consists of a chairperson and 3-6 other members appointed by the annual general meeting. All members of the board are elected for one (1) year. Everyone who is a member of the association is eligible for election to the board.
- The chairperson is elected by the annual general meeting, otherwise the board constitutes itself.
- At the statutory board meeting, the vice chairperson, secretary, and treasurer shall be appointed.
- All ordinary members of the board are signatories. Two signatories in combination with each other have the right to fully represent the association in all matters.
- The board has the right to co-opt additional members to the board if necessary. Such a person does not have the right to vote but may, after a decision by the board, be given the right to express an opinion and make proposals. The additional member may be appointed to a position within the board.
- The board meeting is quorate if all members have been duly convened no later than seven (7) days before the meeting and the number of board members present is at least half of the total number of ordinary members. If the meeting is conducted virtually, e.g., video conference or conference call, those attending the meeting are considered to be present.
- The board meeting is also quorate if a non-present board member has announced his or her vote beforehand in writing (e.g., via chat, email or similar).
- For all decisions, it is required that at least half of all members of the Board agree on the decision. In the event of an equal number of votes, the chairperson has the casting vote.
- The board shall keep minutes of the meetings stating who was present and what decisions were made. Deviating opinions shall be recorded in the minutes. The minutes shall be signed by the secretary and adjusted by one (1) person on the board who attended the meeting. Digital signing and adjustment are acceptable.

6.3 Working groups and transfer of decision-making power

The board may appoint a working group to deal with matters and to prepare board meetings.

The board may transfer its decision-making power in individual cases or certain groups of cases, to a working group or individual member. Anyone who decides with the support of an authorization shall continuously inform the board of this.

7. Audit

The association's fiscal year is a calendar year.

1-2 auditors shall be appointed to review the association's accounts and the board's administration. The auditors are appointed by the annual general meeting and must be independent of those they have to review. The auditors have the right to continuously read the association's accounts, annual general meeting and board minutes and other documents. The auditors must receive the association's accounts no later than one (1) month before the annual general meeting. The auditors shall review the board's management and accounts for the most recent financial year and submit an audit

statement to the board no later than one (1) week before the annual general meeting.

8. Statutes

Only the association's general meeting can decide on changes to the association's statutes. For a change in the statutes, a two-thirds (2/3) majority of two consecutive general meetings is required, one of which must be an annual general meeting.

Proposals for amendments to the statutes may be submitted in writing by both a member and the board.

9. Dissolution of the association

For the dissolution of the association, a decision is required at two consecutive general meetings, at least two weeks apart, one of which must be an annual general meeting, with at least two-thirds (2/3) of the number of votes cast.

At the meetings that decide on the dissolution of the association, a decision shall also be made on the disposition of the association's assets. The assets must be handed over to an organization with related activities.

10. Coming into force

These statutes were adopted at the association's constituent meeting on April 13, 2021. Revised and adopted by the annual general meeting and written consent of all members on 30th of May 2022.