



Inclusive Business Sweden

Not-for-profit association (ideell förening) charter

Founded 2nd July 2013. Charter revised by the annual meeting on 29th May 2018.

§ 1 Name

The association's name is *Inclusive Business Sweden*, hereafter referred to as "the centre".

§ 2 Location

The centre is based out of Gothenburg, Sweden.

§ 3 Form

The centre is a not-for-profit organisation (ideell förening) with registration number 802473-4892. The centre stands independent of the state and municipality, and of religious, political and private interests.

§ 4 Mission and Vision

The centre is the national centre for the advancement of inclusive business initiatives with the Base of the Pyramid (BoP). The BoP refers to the 4.5 billion individuals, primarily living in developing countries, whose annual per capita income is below \$3,000.

The mission of the centre is *to enable business to meet global development needs*. In order to fulfil this purpose, the centre will serve as a platform for creating awareness of inclusive business, facilitating collaboration between organisations, as well as for connecting and supporting organisations to create opportunities associated with the billions at the base of the pyramid.

The vision is for Inclusive Business Sweden to be playing a leading role in reducing poverty and improving living conditions for the poor.

§ 5 Decision-making Authority

The centre's decision-making authorities are the annual meeting, the board and the executive director.

§ 6 Authorised Signatory

The board has the right to represent the centre and enter into agreements on behalf of the centre as an authorized signatory.

The Executive Director has the right to represent the centre and enter into agreements on behalf of the centre as an authorized signatory for the daily activities.

The board may appoint additional members to have the right to represent the centre and enter into agreements on behalf of the centre as an authorized signatory.

§ 7 Membership

Membership to the centre is open to all Swedish organisations including companies (limited companies, partnerships, sole traders), associations and public organisations. Board members and the Executive Director will automatically be considered individual members in the organisation. When an organisation has paid the membership fee, it is a member and shall be registered in the member register.

Members are required to follow the centre's charter and decisions, and support the centre's purpose and vision in principle.

Each member has the right to participate in meetings arranged for the members and to take part of information concerning the centre. Each present member has equal voting rights at membership Meetings. Honorary members have the right to participate in discussions and cast proposals.

§ 8 Annual Meetings

The annual meeting is the centre's highest decision-making authority. Annual meetings will be held at least once per year in a place decided by the board.

Annual meetings will be held by latest June. The meeting date, with a draft agenda for the meeting, will be communicated at least 2 weeks in advance via e-mail and the website. Each meeting will at least cover the following agenda items:

- Presentation of the key achievements, activities and plans of the centre
- A financial report
- Discussions and voting on key issues requiring membership attention (e.g. changes to the charter)
- Changes to the board: including election committee and auditor (to be defined)
- Budget
- Operations
- New questions, comments and/or proposals
- Discharge for the old board

Members must submit motions / proposals for discussion at the annual meetings at least 4 weeks before the annual meeting.

Additional membership meetings will be called as required by the board, also with 2 weeks notice. An additional membership meeting can cover the same agenda items as the annual meeting. Members also have the right to call for extra annual meetings.

The annual meeting has quorum with the number of present members. Voting decisions at membership meetings will be based on a simple majority. If voting is even, the chairperson will have final decision-making power. All attending members will have the right to vote.

Minutes shall be kept at the annual meeting. The minutes shall be e-mailed to the members latest 4 weeks after the membership meeting.

§ 9 Membership Fees and Requirements

Annual membership fees will be set by the board for the following calendar year.

Membership applications submitted pre-June 30 will apply to the current financial year, while applications submitted post June 30 will apply to the current and following financial year.

Membership fees will be payable by invoice, or via other means deemed convenient by the board.

Board members will not be required to pay membership fees.

Fee exemptions may be granted by the board.

The board may also set additional membership requirements.

§ 10 Member Withdrawal or Expulsion

Any member who wishes to resign from the centre shall give written notice to the board, and shall immediately be considered a non-member. Fees paid will not be refunded.

Members may be expelled from the centre by decision of the board if they have failed to pay the agreed fees, opposed the centre's activities and purpose, or obviously damaged the interests of the centre. Any expelled members have the right to appeal at the next membership meeting. In such a case, the membership meeting shall vote on whether the board's decision shall remain. The expelled member will have the right to vote in the matter.

§ 11 Board

The board must be made up of between 3-8 members and up to 2 substitutes. Ideally, the board will consist of the following roles:

- Chairperson – co-ordinate and represent the centre and board
- Vice chair – stand in for chairperson
- Treasurer – responsibility for accounting and the centre's economy
- Secretary – minutes for board and membership meetings

The roles of chairperson, vice chair, treasurer and secretary are decided by the board.

The board has the right to make decisions on major issues in the operation of the centre. Board responsibility includes decisions on the centre's authorised signatories, calling members to meetings, representing the centre, paying tax for the organisation, ensuring yearly accounts are kept, conforming to charter, reporting major organisational changes and selection of the executive director.

New board members may be nominated at membership meetings. The board mandate period will be 4 years. However, any board member may choose to leave the board with one month's notice, or may be ejected by the members by a 66% majority.

Board meetings will be held at least once per quarter, with information provided by the chairperson at least one week before the meeting. At least 60% of board members must be present at board meetings to have quorum.

Voting decisions at board meetings will be based on a simple majority. If voting is even, the chairperson will have final decision-making power.

§ 12 Management

The board will select an executive director for the centre who will have a mandate period of 4 years. The executive director will have the responsibility of managing the on-going operations of the centre, including but not limited to strategy development, operational decision-making, organisational development, financial management and staffing.

§ 13 Interpretation of Charter

Any doubts regarding the interpretation of the charter or any disputes concerning matters not covered by the charter will be addressed and settled at the following board or membership meeting.

§ 14 Changes to the Charter

To make any changes to the charter requires a 66% majority of attending members at a membership meeting. Propositions to change the charter may be put forward by any member.

§ 15 Dispute resolution

Any dispute, controversy or claim arising out of or in connection with this charter between the centre and a member, shall be finally settled by rule of arbitration.

§ 16 Auditor

One auditor will be selected by the annual meeting for a 2-year mandate period.

§ 17 Financial Year

The centre's financial year will run from the 1st January – 31st December.

§ 18 Language

Due to the international nature of the centre, board and annual meetings will be held in English.

§ 19 Dissolution

The centre's dissolution requires a 66% majority at a membership meeting. After the auditors' approval of the accounts, the remaining assets will be allocated to organizations or associations with similar objectives. The final meeting decides on the allocation of funds.