

By-laws of Tostan Sweden

§ 1 Name

The name of the organization shall be Tostan Sweden.

§ 2 Mission

Tostan Sweden shall be a non-profit organization incorporated under the laws of Sweden. Its mission shall be to support the activities of Tostan.

§ 3 Activities and Methods

To further its mission Tostan Sweden shall conduct the following activities:

- Inform various groups in the Swedish society, such as schools and universities, about Tostan;
- Raise funds from the public in support of Tostan's activities in Africa;
- Apply for funds from Swedish organizations;
- Maintain contact with Tostan's core sponsors in Sweden; and
- Act as an intermediary between potential volunteers and Tostan.

Each year the board of directors shall prepare a plan for the activities during the upcoming year. This plan shall be approved by the members of Tostan Sweden at the annual general meeting.

All activities shall be carried out in accordance with the principles and values of Tostan.

§ 4 Status

Tostan Sweden shall be independent from political and religious organizations both in Sweden and abroad.

§ 5 Membership and Annual Dues

Membership shall be open to every person or association (e.g. a company or a school) that supports Tostan Sweden's mission and has paid the annual dues.

The amount required for annual dues shall be decided at the annual general meeting. The board of directors shall decide how annual dues shall be paid.

Honorary members may be appointed at the annual general meeting by two-thirds majority of the votes cast. Honorary members are exempt from paying annual dues.

A member who acts in a way irreconcilable with the values of Tostan Sweden or otherwise in a way that damages its activities may be expelled from the organisation by the board of directors. An expelled member shall have the right to appeal against board of director's decision. The appeal shall be heard at the next annual general meeting.

§ 6 Financial year

The financial year shall be the calendar year.

§ 7 Structure

Tostan Sweden shall consist of the following bodies:

- the annual general meeting
- the board of directors

Tostan Sweden may also include:

- working groups
- local sections
- local representatives

§ 8 Annual General Meeting

The annual general meeting shall be the highest decision-making body of Tostan Sweden. The annual general meeting shall take place every year before the end of the month of March. Printed notice of the annual general meeting shall be sent to each member no later than four weeks prior to the meeting. The notice shall contain the following information:

- the time and location of the meeting;
- how to act to receive documents relevant to the annual general meeting beforehand;
and
- the last day upon which members may submit petitions.

Members who wish that a certain issue shall be dealt with at the annual general meeting shall submit a petition to the board no later than two weeks prior to the annual general meeting.

The board shall supply the following documents no later than one week prior to the annual general meeting: the agenda for the meeting, the annual report, the auditors' report, submitted petitions, the board's proposals and the nominating committee's proposal.

The following matters shall always be addressed at the annual general meeting:

1. opening of the annual general meeting;
2. election of a chairman and secretary at the annual general meeting;
3. election of two persons to check the minutes and count votes;
4. preparation and approval of a voting list;
5. examination whether the annual general meeting has been properly convened;
6. presentation of the annual report;
7. presentation of the auditors' report;
8. approval of the profit and loss statement and the balance sheet;
9. discharging the board from liability;
10. determining annual dues;

11. presentation of submitted petitions;
12. presentation of the board' s proposals;
13. determining the budget and activity plan for the upcoming year;
14. stipulating the number of members and deputy members to be appointed to the board;
15. election of the chair, members and deputy members of the board;
16. election of the auditor;
17. election of the nominating committee;
18. closing of the meeting.

Those who have paid the annual dues for the previous calendar year no later than four weeks prior to the annual general meeting shall be entitled to attend, speak and vote at the annual general meeting. Members of the board shall not be entitled to vote in the election of auditors or on whether the board shall be discharged from liability.

An association that is a member of Tostan Sweden shall exercise the above-mentioned rights through a representative. Save this exception, such rights may not be exercised through a representative.

Unless otherwise stated in these bylaws, all issues to be voted on at the annual general meeting shall be decided by a simple majority of the votes cast.

Voting at the annual general meeting shall be conducted by voice vote or, if a members so requests, by counting each individual vote. Voting shall be non-secret and the chairman of the annual general meeting shall cast the deciding vote should the vote be evenly split. Notwithstanding the above, elections shall be conducted by secret ballot if a member so requests. Should the vote when conducted by secret ballot be evenly split, the outcome shall be decided by draw of lots.

Minutes shall be taken at the annual general meeting. Such minutes shall be approved by the chairman of the annual general meeting and the two persons elected at the annual general meeting to check the minutes. The approved minutes shall be sent to the members of Tostan Sweden no later than four weeks after the annual general meeting.

The board or the auditors shall be entitled convene special general meetings. Notice of a special general meeting shall be sent to each member no later than two weeks prior to the meeting. Only matters specifically mentioned in the notice may be dealt with at a special general meeting. What is stated in these bylaws about the annual general meeting shall in relevant parts be applied to special general meetings.

§ 9 Board of Directors

The board of directors runs the day-to-day business of Tostan Sweden. The board of directors shall have no fewer than three members, including the chair, and three deputy members. The chair is elected to serve until the next annual general meeting. The other members and deputy members of the board of directors are elected to serve two such terms with half of these seats being up for election each year.

Half of the board of directors shall constitute a quorum for the transaction of business. Issues to be voted on shall be decided by a simple majority of the votes cast. Should the votes be evenly split, the chair shall cast the deciding vote.

The board of directors may allow anyone to participate at a board meeting. Such person does not have the right to vote.

The chair shall summon a meeting of the board of directors when necessary.

Minutes shall be taken at meetings of the board of directors. Such minutes shall be approved by the chair and an additional member/deputy member who has participated in the meeting. Minutes shall be sent to Tostan Sweden members who request them no later than two weeks after the meeting in question.

The board of directors shall authorize one or more of its members/deputy members to sign on behalf of Tostan Sweden.

§ 10 Working Groups

The board of directors may create working groups to work on a certain question or activity. Both members and non-members of Tostan Sweden may be appointed to working groups.

§ 11 Local Sections and Local Representatives

Tostan Sweden members may, after approval of the board of directors, create local sections. Framework bylaws for such local sections shall be adopted the annual general meeting of Tostan Sweden. Bylaws of local sections that differ from the framework bylaws must be approved by the Tostan Sweden board of directors.

Following its annual general meeting, a local section shall send the annual general meeting minutes, the annual report and the auditors' report to the Tostan Sweden board of directors. If a local section dissolves, any remaining assets shall be transferred to Tostan Sweden.

Local sections may receive funds from Tostan Sweden. Local sections are not entitled to collect their own annual fees.

The Tostan Sweden board of directors may appoint local representatives in places where no local section exists. Local representatives may receive funds from Tostan Sweden.

12 § Audit

The annual general meeting shall appoint a certified or approved auditor to serve until the next meeting. The auditor is at any time entitled to view any and all Tostan Sweden material.

Financial statements, board meeting minutes etc. shall be handed over to the auditor not later than 30 days after the end of the financial year. The auditor's report shall be completed no later than two weeks prior to the annual general meeting.

The auditor has the right to attend and speak at the annual and special general meetings.

13 § Nominating Committee

The nominating committee shall consist of no less than two persons who have been appointed at the annual general meeting. The members of the nominating committee are elected for one year. Members/deputy members of the board of directors and the auditor may not be appointed to the nominating committee.

The nominating committee shall propose a chair, members and deputy members of the board of directors as well as an auditor. The proposal of the nominating committee shall be sent to the board of directors no later than two weeks prior to the annual general meeting.

§ 14 Amendments

These bylaws may be amended at the annual general meeting/special general meeting by two-thirds majority. The annual general meeting/special general meeting shall decide when the amendment will enter into force. The annual general meeting/special general meeting may only deal take into consideration amendments that have been duly raised by petition or by proposal of the board of directors.

Notwithstanding the above, a unanimous vote at the annual general meeting or a two-thirds majority at two consecutive annual general meetings/special general meetings is required to amend § 2 or § 3.

§ 15 Dissolution

Tostan Sweden may be dissolved by three-fourths majority at two consecutive annual general meetings/special general meetings. The annual general meeting/special general meeting may only deal take the issue of dissolution into consideration when duly raised by petition or by proposal of the board of directors.

Upon dissolution, any remaining assets shall be transferred to Tostan.