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# STATUTES

for

Sinf - Swedish Industry Association

Organization number 802001-5683

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This is an automatically generated translation of the statutes. In all  
cases, the original Swedish version takes precedence over the English  
translation.



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**EN OVANLIG  
ARBETSGIVARORGANISATION**

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## PURPOSE AND ACTIVITIES

### § 1 Purpose of the association

The Swedish Industry Association Sinf is an association of organizations and companies whose purpose is to represent and promote the interests of its members and small and medium-sized enterprises.

### § 2 Name and signatory

The association's name, which is Svensk Industriförening Sinf, is signed by the Board of Directors and by the person or persons appointed by the Board of Directors.

### § 3 The associations' logo

The association has a registered trademark (collective mark), which members are entitled to use.

### § 4 The associations' activities

#### Economic policy activities

The association shall work towards its objectives through:

- Opinion-forming in the mass media and through contacts with authorities, as well as in organizations, committees, reference groups, and boards
- Consultative opinions

#### Collective agreement activities

The association has the right to negotiate and enter into agreements on employment and wage conditions with central and local employee organizations on behalf of member companies and member groups that have granted the association negotiating authority.

### § 5 The association's registered office

The association has its registered office in Stockholm.

### § 6 Industry associations with directly affiliated members

Industry associations with directly affiliated members refer to an association of companies that are directly confirmed as members of both Sinf and the relevant industry association. Only companies that are members of Sinf can be members of such an industry association. The tasks of the industry associations are to:

1. Represent, assert, and develop the specific interests of the industry in question and represent the common interests of the industry in all relevant contexts.

2. Upon request, provide the association with information, statements, or opinions on industry issues.

The trade association, whose statutes shall be submitted to the Board for approval, shall elect a board from among its members, appoint a chairperson, and hold an annual general meeting. Local industry associations may be formed within the industry association. Such local industry associations shall establish statutes, which shall be submitted to the Board for approval, appoint a board with a chairperson, and hold an annual general meeting.

Subdivisions/directly affiliated industry organizations that so desire may establish an organization independent of the Swedish Industry Association Sinf. Such an organization shall be offered collective membership in the Swedish Industry Association Sinf.

## § 7 Organizations and industry associations with collectively affiliated members

After review by the Board, organizations formed outside the framework of the association that agree to work toward the association's goals and objectives may be collectively affiliated with the association.

Members of such organizations shall, through their affiliation, have access to all the membership benefits available to members of other subdivisions, unless certain membership benefits have been excluded in an agreement with the organization. The terms and conditions for such organizational affiliation, etc., shall be determined by the Board in agreement with the organization.

## § 8 Collective agreement activities

Collective agreement services are provided by the association's service company for a separate fee.

## § 9 The business-operating bodies

AB Sinf Konsult shall have a share capital whose size is determined by the Board.

The board of directors of the service company established to operate the business consists of the board of directors of the Swedish Industrial Association Sinf. For other wholly owned companies, the board of directors shall consist of three persons elected from the board of directors of the Swedish Industrial Association Sinf.

The shares in the respective companies shall be represented at general meetings by proxy from the association by three persons appointed by the board, who in their votes and decisions are obliged to follow directives that may be issued by the annual general meeting or the board.

## MEMBERS ETC

### § 10 Membership

Applications for membership must be made in writing. If the board of an industry association with directly affiliated members approves the application, membership in the association is

also considered provisionally approved.

Final approval of membership is decided by the Board. Preliminary membership is granted by the association's Presidium or the person or persons appointed by the Presidium.

## § 11 Different types of members

Members of the association can be either active or passive.

1. Small or medium-sized companies may be admitted as active members. Membership may also be granted by decision of the Board. Companies that are members of an organization with collectively affiliated members shall receive collective membership in the association with the right to make full use of all of the association's services, unless otherwise agreed.
2. Individuals, companies, or organizations with an interest in the association's activities may be admitted as passive members.

The association's Annual General Meeting may appoint as honorary members individuals who have made a particularly meritorious contribution to the development of industry or small and medium-sized enterprises.

## § 12 Member rights

1. Each member entitled to vote shall have one vote.
2. Passive members are entitled to attend the Annual General Meeting, but without voting rights.

## § 13 Members obligations

Members are obliged to:

1. Work as far as possible to promote the association's objectives and cohesion.
2. Comply unconditionally with its statutes and the decisions made on the basis thereof.
3. Upon request, provide the information required to determine the fee to the association's service company.
4. Pay in advance the membership and service fees decided by the Annual General Meeting and the Board. Passive members pay the annual fee determined by the Board. Members are not entitled to provide services from the association to non-member companies or external persons.

## § 14 Termination of membership

1. A member who resigns is not entitled to any part of the association's assets.
2. Membership in the association may be terminated either by resignation after notice of termination or by resignation after expulsion.

- a. Notice of termination must be given in writing to the Board, after which membership shall cease at the end of the calendar year following six calendar months from the date of termination.
- b. A member may be expelled from the association if the member clearly works against the association and its efforts or damages it.

A decision on expulsion may be taken by the Board and only if a two-thirds majority is achieved for the decision. The decision may be appealed at the next Annual General Meeting. Expulsion of a member from the association with immediate effect may be decided by the association's Presidium in the event that the member has not fulfilled their financial obligations to the association or any of its subdivisions and, despite a reminder, does not fulfill their obligations.

Termination of membership cannot be done through a representative or collectively by decision of a subdivision.

## § 15 Allowances and travel expenses

Allowances and travel expenses shall be charged to the association within three months of the meeting or assignment to which the compensation relates. Failure to do so will result in the loss of the compensation to which the person entitled is entitled.

## ORGAN

### § 16 The association's organs

The association's organs are:

1. The annual general meeting
2. The board
3. The presidium
4. Any committees

### § 17 The annual general meeting

1. The annual general meeting is the association's highest decision-making body.
2. The Annual General Meeting appoints five to ten board members, with the association's chairperson as a matter of course.
3. Members of the Board, the auditors, and the CEO may participate in deliberations at the Annual General Meeting with the right to make proposals but without the right to vote.

4. At the Annual General Meeting, each member has one vote. Voting and elections are conducted openly, unless a closed ballot is requested. Trade associations with collectively affiliated members are entitled to one vote per 25 members.
5. Voting by proxy may be carried out for a maximum of one additional member company in addition to the member's own company.
6. Decisions shall be valid by a simple majority of votes, except in matters referred to in §§ 24 and 25. In the event of a tie, elections shall be decided by lot and other matters by the chairperson's casting vote.

The Annual General Meeting is held annually before the end of June.

- a. The notice of meeting, which shall be accompanied by an agenda, shall be issued by the chair of the association and shall be sent by letter or email at least 14 days prior to the meeting.
- b. The Annual General Meeting shall be opened by the chair of the association. The following items shall be addressed at the meeting:
  1. Opening of the meeting.
  2. Election of secretary for the meeting.
  3. Recording of attendance.
  4. Verification of voting rights.
  5. Election of chair for the meeting.
  6. Election of two persons to verify the minutes together with the chair.
  7. Question of whether the meeting has been duly convened.
  8. Presentation and consideration of the Board's management reports and the auditors' report for the previous financial year, and question of adopting the income statement and balance sheet.
  9. Question of granting discharge from liability to the Board and the CEO for the previous financial year.
  10. Election of the chairperson of the association.
  11. Election of at least five and at most nine board members in addition to the chairperson.
  12. Election of two auditors and their deputies.
  13. Election of a nomination committee for the next Annual General Meeting.

14. Matters referred to the meeting by the Board of Directors.
15. Matters referred to the meeting by members.
16. Approval of the annual fee for the association for the following calendar year.
17. Recommendation to the association's service company regarding its fees for the following calendar year.
18. Determination of travel and subsistence allowances.
19. Election of any committees.
20. Matters raised during the meeting.
21. Closing of the meeting.

Proposals that individual members wish to have considered at the Annual General Meeting must be submitted in writing, together with a justification, to the Board no later than two weeks before the meeting.

- a. An Extraordinary Annual General Meeting shall be convened either when the Board deems it necessary, or when requested in writing for a specified purpose by a trade association with collectively affiliated members.
- b. At such a meeting, decisions may only be made on matters mentioned in the notice of the meeting.
- c. Notice of such a meeting shall be given by the association's chairperson and shall be sent by letter or e-mail at least 8 days before the meeting.

## § 18 The Board

1. The Board shall manage the association's activities in accordance with these statutes.
2. The Board is appointed by the Annual General Meeting and shall consist of five to ten members, with the association's chairperson as an ex officio member.
3. Board members are elected for a term of two years. They may be re-elected as board members four times, i.e. for a total of eight years. The exception to this time limit is board members who, after eight years, take on the role of chair of the Board. The chair of the Board may be re-elected four times, i.e. for a total of eight years.
4. The chair of the board, who is also the chair of the association, is appointed by the Annual General Meeting. The board shall also appoint a first and second vice-chair from among its members.
5. Each member of the Board has one vote. The Board has a quorum when at least one-third of the members are present.



6. Decisions require a simple majority of votes. In the event of a tie, the chairperson has the casting vote.
7. The Board shall meet as soon as the Chairman, the Chief Executive Officer, or one-third of the members so request, but at least four times a year.
8. Notices of meetings shall be issued by the Chairman of the Board and shall be sent by letter or e-mail eight days prior to the meeting.
9. Where deemed appropriate for cost or other reasons, the CEO may obtain the Board's opinion on certain matters by correspondence.
10. Minutes of Board meetings shall be taken by a person appointed by the Chairman.
11. The Board has the following specific tasks:
  - a. To establish a budget and continuously monitor the association's financial development.
  - b. To pay close attention to everything that may be of interest to the association and its members.
  - c. Promote cooperation within the association.
  - d. Appoint three persons to represent the association's shares at the general meeting of AB Sinf Konsult.
  - e. Handle employment matters for the CEO.
  - f. Be responsible for the management of the association's finances.
  - g. Implement decisions made by the Annual General Meeting where the Annual General Meeting has not delegated their implementation to another body.
  - h. Prepare the matters to be presented at the Annual General Meeting.
  - i. Submit the association's accounts and its management report for the past year to the auditors by April 15 each year. The management report shall contain an account of the association's activities and finances.
  - j. Determine the time and place of the Annual General Meeting..

## § 19 Presidium

The Presidium consists of the association's chairperson and first and second vice-chairpersons. The Presidium has the following tasks:

1. Assisting the chairperson and/or executive director in ongoing matters of particular importance.
2. Act as the association's salary delegation for negotiating the salaries of the executive committee and salary ranges for other office staff to be presented to the association's board.
3. The Presidium is convened at the request of the chairperson or the executive director.

## § 20 Chief Executive Officer

The Chief Executive Officer is responsible for the day-to-day management of the association's activities. It is the responsibility of the Chief Executive Officer to present to the Board, the Presidium, the Annual General Meeting, and committees those matters which, according to the statutes or as a result of the association's activities, are to be decided by these bodies.

## § 21 Committees

1. The Annual General Meeting may appoint committees to carry out certain tasks.
2. Such a committee shall elect a chairperson from among its members and shall submit a report on the performance of its duties to the Annual General Meeting. In this report, the committee shall present any proposals that the performance of its duties may have given rise to, together with the relevant justifications.

## AUDIT AND ACCOUNTS

### § 22 Auditors and accounts

1. Two auditors, at least one of whom must be authorized, shall be appointed to audit the association's accounts and activities.
2. The auditors shall be elected at the Annual General Meeting for the period from the beginning of the current year until the next Annual General Meeting.
3. The auditors shall have the following duties:
  - a. ensure that the accounting and storage of the association's funds are appropriate,
  - b. continuously review the association's accounts,
  - c. through studying minutes and other means, seek to form an opinion on the management of the association's affairs,
  - d. receive the association's accounts and the Board's management report by April 15 each year,
  - e. return these documents together with the audit report by May 15 each year. This shall include a definite approval or rejection of the following matters:
    1. Approval of the balance sheet
    2. Discharge from liability for the CEO and the Board
    3. The association's accounts shall include a complete statement of the association's assets and liabilities, as well as the costs and revenues of its operations. The accounts shall be closed at the end of each calendar year.

## DISPUTES

### § 23 Disputes

Disputes concerning the creation, interpretation, or application of these statutes, and agreements and legal relationships arising therefrom, shall be settled by arbitration in accordance with the rules for simplified arbitration proceedings of the Arbitration Institute of the Stockholm Chamber of Commerce. However, in cases where the amount claimed exceeds SEK 5 million, the dispute shall be settled by arbitration in accordance with the rules of the Arbitration Institute of the Stockholm Chamber of Commerce for arbitration.

However, with regard to clear and due claims relating to membership and service fees, the association is entitled to demand that the member fulfill their obligations by bringing the matter before a court of law.

## DISSOLUTION

### § 24 Dissolution of the Association

1. A proposal for the dissolution of the Association shall be submitted no later than three months prior to the Annual General Meeting at which it is to be considered and may not be made the subject of a decision until all of the Association's subdivisions have been given the opportunity to express their views on the matter. For a decision on the dissolution of the association to be valid, it must be taken at two consecutive Annual General Meetings, the latter at least three months after the former and supported by at least three-quarters of the votes cast on the matter. One of these meetings shall be an ordinary Annual General Meeting.
2. Upon dissolution of the association, its assets shall be used for some appropriate purpose for the promotion of industrial interests, as determined by the Annual General Meeting.

However, if donations or funds have been raised upon the dissolution of the association, these shall be disposed of in the manner specified at the time of their establishment.

## AMENDMENT OF THE ARTICLES OF ASSOCIATION

### § 25 Amendment of the Articles of Association

Any amendment or addition to these Articles of Association may only be considered at the Annual General Meeting. Before a decision on such a matter can be taken, it must be approved by at least three-quarters of all votes cast on the matter.