

# REGULATIONS FOR THE SWALLOWS INDIA BANGLADESH

Adopted 2008-04-19

## § 1 THE ASSOCIATION

### 1.1 Name and Domicile

The name of the association is Swallows India Bangladesh<sup>1</sup>. The association has its registered office in Lund, in the municipality of Lund [*Sweden*].

### 1.2 Symbol

Any decisions regarding changes to the symbol of the Swallows (see above) will be taken at the annual meeting.

### 1.3 Aims

The Swallows is a non-profit association, free from ties to political parties and religions, and has aims in the spirit of the Emmaus Movement:

To work towards a world without poverty for women and men alike;

To contribute to the achievement of social and economic justice in the world;

To work for a sustainable environment

## § 2 ORGANIZATION

**2.1** The highest decision-making body of the association is the annual meeting. Between annual meetings, the organization is led by a board.

### 2.2 Financial year

The financial year for the association runs from 1 January to 31 December.

### 2.3 Auditing

An approved public accountant<sup>2</sup> and deputy will be appointed at the annual meeting. The accountant will examine the activities, accounts and administration of the association in accordance with generally accepted accounting principles.

The auditor's report, recommending discharge from liability or not, will be submitted to the annual meeting. It will also include a statement regarding the adoption of the income statement and balance sheet.

### 2.4 Authority to sign for the association

Authority to sign for the association is vested in any two of the chairman of the board, the vice-chairman and the treasurer acting together, or in one of these three elected representatives and another person appointed by the board acting together.

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<sup>1</sup> *The Swedish name of the association is 'Svalorna Indien Bangladesh'. Its former English name was 'Swallows Association for Social Voluntary Service' (corresponding to its former Swedish name of 'Föreningen Svalorna Indien- Bangladeshsektionen')* – Translator's Note.

<sup>2</sup> *'Approved public accountant' is the second-highest level of government certification for accountants in Sweden* – Translator's Note.

## **2.5 Nomination committee**

The association's nomination committee will consist of at least three members and two deputies. The annual meeting will appoint its convening member. The nomination committee will be elected at the annual meeting for the period until the next meeting. During this period the nomination committee will consist of its ordinary members. Should any of these resign during the period, they will be replaced by deputies in the order of election.

If a member elected at the annual meeting is unable to perform his or her duties, the board may appoint a new member. The nomination committee will prepare the elections that must take place at the annual meeting by virtue of these regulations, with the exception of the election to the nomination committee. Individual members of the association have the right to propose candidates to the nomination committee.

Candidates proposed by the nomination committee must have already accepted their nomination.

## **§ 3 MEMBERSHIP**

### **3.1 Becoming a member**

A member is an individual who recognizes the association's regulations and who pays the membership fee.

The amount of the membership fee is decided at the annual meeting.

Fees for new members paid after October will cover membership for the following year.

### **3.2 Voting rights**

Members who have paid the current year's membership fee not later than two months before the annual meeting have the right to vote. Voting rights for discharge from liability for the previous year are accorded only to those who have been members for all or part of the year to which the decision as to discharge from liability refers.

### **3.3 Voting**

Decisions are made by open ballot.

Closed ballots will be used to elect persons if anybody so requests. Ballot papers with more or fewer names than the number to which the election applies are not valid.

### **3.4 Withdrawal**

Membership is withdrawn if the membership fee is not paid.

### **3.5 Expulsion**

A member may be expelled if he or she has worked against the activities of the association and clearly damaged the interests of the association. Decisions on expulsion will be taken by the board. A member may not be expelled without having been given the opportunity to defend him- or herself. The board's decision on expulsion must be by two-thirds majority and will come into force immediately. Decisions on expulsion may be appealed at the annual meeting or at an extra annual meeting, which must decide on the appeal with a two-thirds majority.

## **§ 4 ANNUAL MEETING**

### **4.1 Summons**

An ordinary annual meeting will be held yearly, before the end of April. Summons to the ordinary annual meeting must be sent at the latest 10 weeks before the meeting by the board.

**4.2** The annual meeting will only decide the issues that caused its convening.

### **4.3 Participation**

Every member has the right to be present, to express him- or herself and to put forward proposals.

### **4.4 Voting rights**

Board members do not have voting rights regarding discharge from liability for the board.

### **4.5 Decisions**

Decisions at the annual meeting are made by simple majority unless otherwise stated in the regulations.

### **4.6 Meeting documents**

At least two weeks before the meeting, the following meeting documents must have been sent to registered participants: the agenda, annual report of activities, annual financial report, plan of activities, budget, motions with remarks by the board, proposals of the board and proposals of the nomination committee.

### **4.7 Motions**

All members have the right to submit motions. Motions must be submitted to the board at the latest 8 weeks before the annual meeting.

### **4.8 Right to make propositions**

The board has the right to make propositions.

### **4.8 Agenda at an ordinary annual meeting**

- (1) Meeting declared open
- (2) Election of chairman for the meeting
- (3) Election of secretary for the meeting
- (4) Election of two members to verify the minutes with the chairman and count the votes
- (5) Consideration of the procedure for convening the meeting
- (6) Approval of the voting list
- (7) Approval of the agenda
- (8) Presentation and approval of the board's annual report of activities
- (9) Presentation and approval of the balance sheet and income statement
- (10) Auditor's report
- (11) Consideration of discharge from liability of the retiring board
- (12) Motions and proposals
- (13) Adoption of the activity plan for the current year
- (14) Adoption of the budget for the current year
- (15) Election of the board

- (a) election of chairman for one year
- (b) election of first vice-chairman for one year
- (c) election of second vice-chairman<sup>3</sup> for one year
- (d) election of treasurer for one year
- (e) election of half the number of board members for two years and deputies for one year
- (16) Election of auditor and deputy auditor
- (17) Determination of membership fee for the coming year
- (18) Election of nomination committee and its convening member
- (19) Any other business
- (20) Closing of the meeting

## § 5 EXTRA ANNUAL MEETING

### 5.1 Summons

An extra annual meeting will be held when the board so decides or when requested by at least 30 members. A summons to the extra annual meeting must be sent at the latest four weeks before the meeting by the board.

5.2 An extra annual meeting will only deal with the issues that caused its convening.

### 5.3 Agenda at extra annual meetings

- (1) Meeting declared open
- (2) Election of chairman for the meeting
- (3) Election of secretary for the meeting
- (4) Election of two members to verify the minutes with the chairman and count the votes
- (5) Consideration of the procedure for convening the meeting
- (6) Approval of the voting list
- (7) Approval of the agenda
- (8) Issues registered
- (9) Closing of the meeting

## § 6 BOARD

### 6.1 Responsibilities

The board is the highest decision-making body of the association between annual meetings. The board is responsible for the activities of the association between annual meetings and takes on this responsibility when it is elected, retaining it until a new board is elected. The board will run the association's activities in accordance with its regulations and decisions made at the annual meeting, and exercise the responsibilities of an employer on behalf of the association.

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<sup>3</sup> *The office of second vice-chairman has apparently been introduced by an amendment to the regulations (whereby 'vice-chairman' was also replaced by 'first vice-chairman' on the preceding line). Modifications consequent upon that amendment, however, do not seem to have been made in Points 2.4, 6.2, 6.3 and 6.4 of the regulations, where reference is made to 'vice-chairman' only. Since the Swedish word for 'chairman' is identical in the singular and the plural, the Swedish wordings could in some, but not all, cases be interpreted such that 'vice-chairman' refers to 'first vice-chairman and/or second vice-chairman', meaning that an alternative English translation could have been 'vice-chairmen'. However, because it seems less likely to reflect the sense of the original text and because it cannot be used throughout, that Alternative was not chosen for the translation, which uses 'vice-chairman' in all the above-mentioned Points – Translator's Note.*

The responsibilities of the board include:

- planning, leading and distributing work in the association in accordance with its regulations and the guidelines drawn up in the budget and activity plan adopted at the annual meeting;
- establishing the organization and staffing needs of the secretariat;
- managing the assets of the association, submitting reports of activities and financial reports, and deciding on authorization rights;
- executing the decisions of the annual meeting;
- preparing matters for the annual meeting;
- deciding the association’s rules for the delegation of powers;
- managing cooperation with Emmaus International.

## **6.2 Elections/eligibility**

Only paid-up members of the association may be elected as board members or deputies. Members of the association who are employed by the association may not be elected to positions of trust in the association. The board is elected at the annual meeting. The board will consist of at most nine board members and three deputies. The chairman, vice-chairman and treasurer are elected for one year, other members for two years, so that half the number of board members are elected at each ordinary annual meeting. The annual meeting will appoint the chairman, vice-chairman and treasurer. The board will appoint a secretary internally.

## **6.3 Decisions**

The board forms a quorum when at least five board members, of whom one is the chairman or vice-chairman, participate in a decision. The board will meet at least six times per year at the summons of the chairman or, in his or her absence, at the summons of the vice-chairman or at the request of at least three of the board members. Minutes are to be taken at the board meetings.

The board meeting will appoint a deputy with voting rights in the absence of an ordinary board member.

The board has the right to/may when necessary call in persons with special expertise. Such persons have the right of initiation.

## **6.4 Working committee**

The board may internally appoint a working committee consisting of at least three board members and two deputies. The chairman or vice-chairman must be included in the working committee. The presence of at least three members is required to form a quorum. Minutes are to be taken at the working committee’s meetings and reported to the following board meeting. The working committee is a preparatory body for the board. If so required, it may make decisions in questions and areas of responsibility delegated to it by the board.

The working committee has the right to/may when necessary call in persons with special expertise. Such persons have the right of initiation.

## **6.5 Working groups**

The board may form different working groups whose tasks and authorities are decided by the board. The meetings of the groups are to be documented in the form of memoranda.

**§ 7 CHANGES IN REGULATIONS**

These regulations may be changed by identical two-thirds majority decisions at two consecutive annual meetings held at least six months apart. At least one of these must be an ordinary annual meeting.

To make any changes in the regulations, a proposal for such change must be presented to the members at least ten weeks in advance of the annual meeting.

**§ 8 DISSOLUTION**

The association may be dissolved by two-thirds majority decisions at two consecutive annual meetings held at least six months apart. At least one of these must be an ordinary annual meeting.

If the association is dissolved, its assets are to be distributed to organizations with similar goals. This decision will be taken at the last annual meeting.