

## **Constitution for the Non-profit Association Women for Education**

**Disclaimer:** This is a translation of the Swedish constitution that is the governing document of the Association. If there is any conflict between a provision in this English version of the constitution and any provision in the Swedish version of the constitution, the Swedish constitution shall control.

### **§ 1 Women for Education**

The name of the Association is Women for Education (herein after called “the Association”)

### **§ 2 The purpose of the Association**

The purpose of the Association is to, on a non-profit basis, strengthen women's position in society by educating the next generation of female leaders. The Association's target group is young women in countries where access to university education is limited because of poverty, inequality, or other circumstances affecting women's access to education.

### **§ 3 Activities of the Association**

The Association will provide loans or grants in cash for university studies to young women that are elected by the Association (herein after called “the Student”). These loans and grants will be used for tuition fees and other expenses that are necessary for the Student to carry out her studies. Such expenditures may be the purchase of school supplies, accommodation, food and other necessary living expenses.

Furthermore, the Association will aim to establish contact between the Student and the labor market. The Student will be given the opportunity to participate in a mentorship program that prepares her for future employment through career guidance, contact with female role models and future employers. With the mentorship program the Association intends to motivate and inspire the Student to become the next generation of female leaders.

The Association aims to circulate the revenues within the organization and enable education for several generations ahead. When the Student completes her education and receives a steady income, an individual repayment plan will be developed in which all, or part, of the loan is returned to the Association. Repaid funds will thus be used to finance other women’s educations.

The revenues will primarily be obtained through contributions from individuals, companies or organizations, other collection of funds and through membership fees. The operations shall be run so that the revenues, to the maximum extent possible, support the Association's main purpose without disproportionate cost.

If the Association finds it appropriate, it has the right to decide to operate as a Swedish limited company and/or as a foundation or as another type of organization. For such a change to be carried out 2/3 of the given votes must be in favor of the proposal at the Annual Meeting.

The Association is politically and religiously independent.

### **§ 4 The registered office of the Association**

The registered office of the Association is situated in Stockholm County.

### **§ 5 Membership**

All members of the Association should seek to support the constitution and the purpose of the Association, and pay the established annual membership fee.

Should a member fail to pay the established fee, despite issued reminder, act in a manner contradictory to the purposes or intentions of the Association or in any other way harm the purpose or reputation of the Association, he or she can be excluded. This decision is to be made by the Board.

Any member who wishes to leave the Association must notify the Board in writing, and is thereby regarded to have left the Association immediately and in full.

### **§ 6 Membership fees**

Members are subject to an annual fee, established by the Annual Meeting. Records of the memberships are kept by the Association.

### **§ 7 The Board**

The Association is managed by a Board of a minimum of three and a maximum of nine board members.

The board members are elected at the Annual Meeting. The Annual Meeting may appoint deputies, though no more than two. The Board elects the Chairwoman, Vice Chairwoman and the other officers as it deems necessary for the duration of one year. Such decisions must be supported by more than half of the total number of possible votes from the board members.

The Board is not entitled to receive remuneration.

### **§ 8 The role of the Board**

The Board represents the Association, sees to its interests and manages its concerns. The Board makes decisions on behalf of the Association, unless otherwise stated in the constitution. The role of the Board is to execute decisions made at the Annual Meeting, see to the financial concerns of, and the accounts for the Association, as well as being responsible for the presentation of the Annual Report at the Annual Meeting.

The Board may designate appropriate project managers that works with the Board with the association's activities.

### **§ 9 Board meetings and quorum**

The Board meets when the Chairwoman finds it appropriate, or when a member of the Board requests it, though no less than four times per year.

Board meetings can be held through video or telephone conferences, or by similar means of communication. Protocols are to be made at all board meetings.

60 % of the board members must be present to constitute a quorum. Decisions are made through simple majority (more than half of the total amount of votes made). In the event of a tie, the Chairwoman has a casting vote.

### **§ 10 Authorized signatory**

The Board appoints its signatories; signatories are authorized to sign on behalf of the Association with a minimum of two signatories.

### **§ 11 Keeping of accounts**

The financial year corresponds to the calendar year. For every financial year, an Annual Report should be set up. Final accounts are to be presented to the appointed accountants a minimum of five weeks before the Annual Meeting.

### **§ 12 Accountants**

The Annual Meeting elects an authorized accountant and a deputy accountant for revision of the annual report, general accounts and the Board's management of those accounts. The accountants are to provide their audit report one week before the Annual Meeting.

For their duties, the accountant may receive reasonable remuneration.

### **§ 13 Annual Meeting**

The Annual Meeting is the governing body of the Association. The permanent Annual Meeting is to be held annually before the end of March, at a time and a place decided by the Board. All members are to be notified, by post or e-mail, a minimum of fourteen days before the permanent Annual Meeting and seven days before any additional Annual Meeting.

The following topics are to be discussed at the permanent Annual Meeting:

1. Election of chairman and secretary for the meeting.
2. Establishment of voting register for the meeting.
3. Election of adjuster of protocol and teller.
4. The question of whether the meeting has been announced correctly or not.
5. Establishment of the agenda.
6. The directors' report, balance sheet and income statement for the latest financial year.
7. Audit report for the financial year.
8. Establishment of financial gain or loss, as well as the decision about the transfer of this result to the new accounts.
9. The question of granting of discharge for the Board for the time accounted for by the audit.
10. Establishment of the membership fees.
11. Possible establishment of the business program, and reading of the budget for the financial year to come.
12. Election of Members of the Board for the duration of two years (maximum five board members), election of Members of the Board for the duration of one year, as well as possible deputies, for the duration of one year.
13. Election of accountant and deputy accountant.
14. Election of Election Committee.
15. Addressing of proposals of the Board as well as timely received proposals from members.
16. Additional topics.

Any member has the right to address a topic at the Annual Meeting should their written request be received by the Board a minimum of two weeks before the meeting.

### **§ 14 Additional Annual Meeting**

An additional Annual Meeting is to be held should the Board or the accountants find it necessary, or should at least ½ of the members of the Association request this in a written statement to the Board. This statement is to specify the topic or topics the members wish to be treated at the meeting. The additional Annual Meeting is to exclusively treat the topics stated in its invitation.

### **§ 15 Voting rights**

At the Annual Meeting every member has a vote. This voting right may be exercised through a representative.

### **§ 16 Decision making, voting and quorum**

Decisions are made by acclamation, or, if requested by a member, by ballot. Voting is open, with the exception of the election of a board member in which a ballot may be held should it be requested. Decisions are made through simple majority, unless the constitution states otherwise. In the event of a tie, the

Chairwoman has a casting vote. A quorum is reached by the number of attending members that are entitled to vote, personally or through representatives.

Board members may not participate in the decision-making regarding discharge resolution for an administrative act for which they are responsible, nor in the election of accountant.

#### **§ 17 “90-konto”**

The Association has the right to apply for, and, after approval, keep a 90-konto at Svensk Insamlingskontroll. The Board and the accountant are to, from thereon, keep the accounts according to the system approved by Svensk Insamlingskontroll.

#### **§ 18 Cooperation with other organizations**

The association can cooperate and accept help from other organizations to implement the constitution’s stated purpose.

#### **§ 19 Rules for changes in the constitution**

For changes in the constitution a decision must be made at an Annual Meeting, with a minimum of 2/3 of the votes casted in favor of the proposal. The proposal of changes in the constitution may be given by any member of the Association as well as any board member.

#### **§ 20 Dissolution of the Association**

Dissolution of the Association may be decided on Annual Meetings, should the proposal receive a minimum of 2/3 of the votes. In the event of dissolution of the Association, the decision about the management of the assets of the Association is to be made by 2/3 of the votes. In the event of dissolution of the Association, its assets are to be distributed to causes largely in accordance with the purposes of the Association.

A copy of the Annual Meeting protocol containing the decision of the dissolution of the Association is thereafter to be sent to Skatteverket, for the Association to be deleted, or to any other authority according to regulations.