



SGIA

SGIA statutes
Scandinavian Green Infrastructure Association
Non-profit association

The statutes were adopted at the extraordinary general meeting held in Malmö December 16, 2004, and updated at the annual members meetings held in Malmö May 31, 2018 and May 27, 2019.

GENERAL PROVISIONS

1 § Company

The association's name is Scandinavian Green Infrastructure Association Nonprofit Association

2 § Location of the seat of the Board

The Association's Board is based in Malmö.

§ 3 Composition

The Association is an association of natural and legal persons who have been admitted to the Association as members and who have a special interest in improving environment and long-term sustainability through the implementation of green infrastructure.

§ 4 Purpose / Business

The association aims to promote sustainable cities through increased use of green infrastructure. The purpose will be achieved by, among other things, owning and managing shares in Scandinavian Green Roof Institute AB and related activities. The association does not have the purpose of promoting the financial interests of its members.

§ 5 Decision-making bodies

The association's decision-making body is the association meeting, extra association meeting and the board.

6 § Company registration

The association's company is signed by the Board or, if the Board so pays, by one or more Board members or specially appointed persons.

7 § Financial year

The associations fiscal year covers the period from January 1st to December 31st.

8 § Service company

The Association shall own more than 90% of the share capital and hold more than 25% of the votes in the Company.

The Company will have the task of running the Association's ongoing operations, running and developing the Augustenborg Botanical Roof Garden, with address Ystadvägen 56 in Malmö, to become an attractive tourist destination, create systems and routines for information and demonstration of green roofs and infrastructure, and organize exhibitions, seminars, conferences and other events aimed at increasing interest in and knowledge of green roofs and infrastructure. The Company shall arrange for various service packages to be sold on a commercial basis to the Association members and other interested parties.

The limited company will also initiate, implement and coordinate research and development on green roofs, green infrastructure and its effects.

In order to change the share capital or part of the votes in the limited company, a

decision is required at two consecutive meetings, of which at least one ordinary, at least four weeks apart.

9 § Statutes interpretation etc.

If there is any doubt about the interpretation of these statutes, or if there are cases that are not foreseen in the statutes, the question is referred to the next association meeting. In urgent cases, the matter may be decided by the Board.

Member, through its membership of the Association, undertakes not to bring an action before the General Court in respect of these statutes. Disputes regarding the application of the Statutes shall instead be settled in accordance with the provisions of § 30.

10 § Statute amendment

To amend its statutes, decisions must be taken at two consecutive association meetings, of which at least one ordinary, at least four weeks apart.

§ 11 Resolution of the Association

Resolution of the Association requires decisions at two consecutive association meetings, of which at least one ordinary, at least four weeks apart.

The Association meeting which finally dissolves the Association also decides on the disposition of the Association's property. This association meeting may under no circumstances be decided that the Association's property shall be distributed among the members. The Association's property upon dissolution shall be transferred to another association with the Association's equivalent activities.

Members of the Association

12 § Membership

Applications for membership in the Association shall be submitted to the Board, which decides whether or not to grant membership. When a legal person applies for membership, the application must state which natural person represents the legal person towards the Association.

Decisions to refuse membership can not be appealed.

§ 13 Withdrawal

A member who wishes to resign from the Association shall notify the Board in writing and shall be deemed to have immediately left the Association.

A member who has not paid the membership fee for two consecutive fiscal years may be considered to have resigned from the Association. In such a case, the membership is terminated by the person being removed from the membership list. Upon departure, no part of the paid membership fee is refunded.

§ 14 Exclusion etc.

Member to fulfill their obligations, is contrary to the Association's interests or otherwise promotes purpose of the association can be excluded. Decisions on the immediate expulsion of any member made by the association's board.

Upon exclusion repaid no part of the paid membership.

§ 15 Members' rights and obligations

Member

- a) have the right to attend meetings organized for members,
- b) have the right to information about the Association's affairs,
- c) shall comply with the Association's statutes and decisions taken by the association bodies,
- d) is not entitled to part of the Association's holding or property upon dissolution of the Association,
- e) shall pay an annual membership fee and other fees decided by the Association.

ASSOCIATION MEETING AND EXTRAORDINARY association meeting

§ 16 Time, vocation

Regular meetings shall be held every year before the end of June at the time and place as the Board determines.

The notice of the association meeting, as well as proposals on the agenda, shall be sent to the members no later than three weeks before the meeting, or announced on the Association's website.

The right to attend the general meeting is conferred on the member who notifies the Association no later than one week before the association meeting in the manner stated in the notice. In the notification of attendance at the meeting, a member who is a legal person must always state which natural person will represent the member at the meeting.

§ 17 Proposal for a matter to be considered by the association meeting

Both members as the Board may submit proposals be considered by the association meeting. Proposals from member must reach the Board no later than four weeks before the annual general meeting.

§ 18 Voting rights as well as the right to express opinions and proposals at the association meeting.

Association meeting is opened by the Chairman of the Board, who is also Chairman of the Association Meeting. Subsequently, the members group themselves by section and choose between themselves a representative of the section to exercise voting rights at the meeting. When selecting a section representative, each member has one (1) vote. The choice of section representative is decided by a relative majority, that is, the person among the members of the section who has received the highest number of votes is elected regardless of how these votes relate to the number of votes cast. At the same number of votes, the chairman of the association meeting decides who is to represent the section. The voting rights of the members at the association meeting can thus only be exercised by the representative of each section. Members who have paid overdue membership fees, on the other hand, always have the right to express opinions and proposals at the association meetings.

Each section's representative has one vote at the meeting.

§ 19 Decisions at the association meeting

The meeting is decided by the number of voting section representatives present at the meeting.

The association meeting may only decide or make decisions in matters specified in the notice, or matters which are immediately prompted by something mentioned in the notice.

With the exception of the cases mentioned in sections 8, 10 and 11 §§, a decision is made by association meeting at a meeting.

Elections are decided by a relative majority, which means that the party (s) who received the highest number of votes is elected regardless of how the voices relate to the number of votes cast. At the same number of votes, the meening of the chairman of the association meeting wins.

For decisions on issues other than elections, an absolute majority is required, which means that more than half of the votes cast is required for approval of the proposal. Decisions are confirmed by the hammer.

20 § Issues at the association meeting

The agenda for the association meeting shall include the following matters.

1. The Chairman of the Board opens the meeting.
2. The chairman shall appoint the secretary for the meeting.
3. The attendance list is drawn up with the indication of each member's affiliation.
4. Each section shall appoint a section representative to represent and to exercise voting rights at the meeting.
5. Determination of the voting length for the meeting.
6. Selection of protocol adjusters and vote counters.
7. Ask if the meeting has been advertised correctly.
8. Establishing agenda.
9. Presentation of
 - a) the accounting records of the Board for the most recent financial year; and
 - b) the auditor's account of the Board's management during the most recent financial year.
10. Decide on
 - a) determination of income statement and balance sheet; and
 - b) discharge from liability to the members of the Board.
11. Determination of membership fees.
12. Establishing a business plan and the handling the budget for the coming period financial year.
13. Choice of
 - a) the members of the Board, with alternates, with a turnaround established for them; the Board, for a period of one (1) year,

- b) the Chairman of the Board as well as the Chairman of the Association Meeting for a term of one (1) year; and
 - c) auditor with or without an alternate, for a period of four (4) years.
14. Other Questions.

§ 21 Extra association meeting

Each of the Chairman of the Board and the Association's auditor may call the members to an extra association meeting. In addition, following a decision at the Board meeting, the Board owns calls for extra Society meeting.

The above provisions regarding the association meeting also apply, as applicable, to parts extra association meeting. However, matters according to § 20, p. 9-13 will not become relevant at an extra Society meeting.

AUDITORS

§ 22 Audit

The association shall have one (1) auditor, with or without alternate accountant. The association's auditor shall be the same as the auditor in the company.

The auditor has the right to continuously consult the Association's accounts, and board minutes and other documents.

The association's accounts auditor must be submitted to the auditor at least two months before the annual Society meeting.

The auditor shall review the Board's administration and accounts for the most recent financial year and submit the report to the Board no later than 14 days prior to the annual general meeting.

BOARD

§ 23 Composition

The Board of Directors shall consist of five to nine (5-9) members being one (1) chairman. There should be 2 representatives from each country in the Board. At the formation of the Association, the Board shall consist of eight (8) ordinary members.

Board alternates may be appointed.

The Board may appoint a Deputy Chairman, Secretary, Treasurer and other executives as it deems appropriate.

§ 24 The Board's responsibility

When the association meeting is not gathered, the Board is the decision-making body for the Association and responsible for the affairs of the association.

The Board shall respond to the association's activities and utilize the interests of its members.

It is the Board's responsibility in particular to:

- ensure that laws and binding rules applicable to the Association are complied with;
- execute decisions of the association meeting;
- plan, manage and distribute the work within the Association;
- responsibility for and management of the Association's funds;
- provide the auditors with accounts, etc. according to § 22 and
- prepare association meeting.

25 § Notice, etc.

The Board meets at the invitation of the Chairman, or at least half the number of members has requested it.

Board meetings can be held physically or by telephone conference or link. At the board meeting, meeting minutes shall be kept.

§ 26 Resolution of the Board

The Board makes a decision when all members called and at least five (5) Board members are present at the meeting. For all of the decisions of the Board, more than half of all members of the Board are required to agree on the decision.

§ 27 Transfer of decision-making power

The Board may assign decision-making rights in individual cases to the section or to an individual member.

Anyone who has made a decision under the previous paragraph shall inform the Board here.

SECTIONS

§ 28 Formation and closure of the section

A decision to form or close a section is made at the association meeting or extra Society meeting.

The association currently has the following seven (7) sections:

- Property owners and housing companies
- Architects and construction consultants
- Non-profit organizations
- Municipal administrations and companies
- Industrial companies, banks and insurance companies
- Entrepreneurs
- Institutions and departments at universities and colleges and research councils

A member belongs to the section that the Board decides

§ 29 Section Management

The management of each section is exercised by a section representative. The section representative is elected by voting section members at the association meeting for time until the next association meeting.

DISPUTES

30 § Arbitration clause

The action in a dispute between a member and the Association must not be brought before the general court. Such a dispute shall be settled by arbitration in accordance with the Stockholm Chamber of Commerce's Arbitration Institute's Rules for Simplified Arbitrations. Arbitration proceedings shall take place in Malmö.