



# *Inclusive Business Partners*

## *Not-for-profit association (ideell förening) charter*

*Founded 2<sup>nd</sup> July 2013. Charter revised by the annual meeting on 13th June 2023 .*

### **§ 1 Name**

The association's name is *Inclusive Business Partners*, hereafter referred to as "the centre". The centre's name was changed from Inclusive Business Sweden as agreed at the annual meeting held on the 8<sup>th</sup> June 2022.

### **§ 2 Location**

The centre is based out of Gothenburg, Sweden.

### **§ 3 Form**

The centre is a not-for-profit organisation (ideell förening) with registration number 802473-4892. The centre stands independent of the state and municipality, and of religious, political and private interests.

### **§ 4 Mission and Vision**

The centre is the national centre for the advancement of inclusive business initiatives with the Base of the Pyramid (BoP). The BoP refers to the 4 billion low-income people, primarily living in developing countries, whose annual per capita income is below \$3,000.

**The mission** of the centre is *to transform markets to meet global development needs*. In order to fulfil this purpose, the centre will serve as a platform for supporting the development of inclusive and sustainable value chains, facilitating access to products and services in low-income markets, and enabling cross-border partnerships between industry, the public sector, civil society and the investment community.

**The vision** for the centre is to be playing a leading role in reducing poverty and improving living conditions for low-income people, while respecting planetary boundaries and contributing to a healthier planet.

## § 5 Decision-making Authority

The centre's decision-making authorities are the annual meeting, the board and the Executive Director or Executive Management Team (EMT).

## § 6 Authorised Signatory

The board has the right to represent the centre and enter into agreements on behalf of the centre as an authorized signatory.

The Executive Director or authorised signatories on the EMT have the right to represent the centre and enter into agreements on behalf of the centre as an authorized signatory for the daily activities.

The board may appoint additional members to have the right to represent the centre and enter into agreements on behalf of the centre as an authorized signatory.

## § 7 Membership

Membership to the centre is open to all Swedish and international organisations including companies (limited companies, partnerships, sole traders), associations, NGOs and public organisations. The Chairperson will automatically be considered individual members in the organisation. When an organisation has paid the membership fee, it is a member and shall be registered in the member register.

Members are required to follow the centre's charter and decisions, and support the centre's purpose and vision in principle.

Each member has the right to participate in meetings arranged for the members and to take part of information concerning the centre. Each present member has equal voting rights at membership Meetings.

## § 8 Annual Meetings

The annual meeting is the centre's highest decision-making authority. Annual meetings will be held at least once per year in a place decided by the board.

Annual meetings will be held by latest June. The meeting date, with a draft agenda for the meeting, will be communicated at least 2 weeks in advance via e-mail and through social media channels. Each meeting will at least cover the following agenda items:

- Presentation of the key achievements, activities and plans of the centre
- A financial report
- Discussions and voting on key issues requiring membership attention (e.g. changes to the charter)
- Changes to the board: including election committee and auditor (to be defined)
- Budget
- Operations
- New questions, comments and/or proposals
- Discharge for the old board

Members must submit motions / proposals for discussion at the annual meetings at least 1 week before the annual meeting.

Additional membership meetings will be called as required by the board, also with 2 weeks notice. An additional membership meeting can cover the same agenda items as the annual meeting. Members also have the right to call for extra annual meetings.

The annual meeting has quorum with the number of present members. Voting decisions at membership meetings will be based on a simple majority. If voting is even, the chairperson will have final decision-making power. All attending members will have the right to vote.

Minutes shall be kept at the annual meeting. The minutes shall be e-mailed to the members latest 4 weeks after the membership meeting.

## **§ 9 Membership Fees and Requirements**

Annual membership fees will be set by the board for the following calendar year.

Membership applications submitted pre-June 30 will apply to the current financial year, while applications submitted post June 30 will apply to the current and following financial year.

Membership fees will be payable by invoice, or via other means deemed convenient by the board.

Board members will not be required to pay membership fees.

The board may also set additional membership requirements.

## **§ 10 Member Withdrawal or Expulsion**

Any member who wishes to resign from the centre shall give written notice to the board, and shall immediately be considered a non-member. Fees paid will not be refunded.

Members may be expelled from the centre by decision of the board if they have failed to pay the agreed fees, opposed the centre's activities and purpose, or obviously damaged the interests of the centre. Any expelled members have the right to appeal at the next membership meeting. In such a case, the membership meeting shall vote on whether the board's decision shall remain. The expelled member will have the right to vote in the matter.

## **§ 11 Board**

The board must be made up of between 3-8 members and up to 2 substitutes. Ideally, the board will consist of the following roles:

- Chairperson – co-ordinate and represent the centre and board
- Vice chair – stand in for chairperson
- Treasurer – responsibility for accounting and the centre's economy
- Secretary – minutes for board and membership meetings

The roles of chairperson, vice chair, treasurer and secretary are decided by the board.

The board has the right to make decisions on major issues in the operation of the centre. Board responsibility includes decisions on the centre's authorised signatories, calling members to meetings,

representing the centre, paying tax for the organisation, ensuring yearly accounts are kept, conforming to charter, reporting major organisational changes and selection of the Executive Director / EMT.

New board members may be nominated at membership meetings. The board mandate period will be 4 years. However, any board member may choose to leave the board with one month's notice, or may be ejected by the members by a 66% majority.

Board meetings will be held at least once per quarter, with information provided by the chairperson at least one week before the meeting. At least 60% of board members must be present at board meetings to have quorum.

Voting decisions at board meetings will be based on a simple majority. If voting is even, the chairperson will have final decision-making power.

## **§ 12 Management**

The board will select an Executive Director or Executive Management Team (EMT) for the centre. The Executive Director / EMT will have the responsibility of managing the on-going operations of the centre, including but not limited to strategy development, operational decision-making, organisational development, financial management and staffing.

## **§ 13 Interpretation of Charter**

Any doubts regarding the interpretation of the charter or any disputes concerning matters not covered by the charter will be addressed and settled at the following board or membership meeting.

## **§ 14 Changes to the Charter**

To make any changes to the charter requires a 66% majority of attending members at a membership meeting. Propositions to change the charter may be put forward by any member.

## **§ 15 Dispute resolution**

Any dispute, controversy or claim arising out of or in connection with this charter between the centre and a member, shall be finally settled by rule of arbitration.

## **§ 16 Auditor**

One auditor will be selected by the annual meeting for a 2-year mandate period.

## **§ 17 Financial Year**

The centre's financial year will run from the 1st January – 31st December.

## **§ 18 Language**

Due to the international nature of the centre, board and annual meetings will be held in English.

## **§ 19 Dissolution**

The centre's dissolution requires a 66% majority at a membership meeting. After the auditors' approval of the accounts, the remaining assets will be allocated to organizations or associations with similar objectives. The final meeting decides on the allocation of funds.