

Måleriföretagen i Sverige's Articles of Association

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ARTICLES OF ASSOCIATION - PAGE 1 of 5

Contents

- §1 Måleriföretagen aims
- §2 Måleriföretagen registered office
- §3 Membership
- §4 Gaining membership
- §5 Membership responsibilities etc.
- §6 Membership and service fees
- §7 Damages
- §8 Måleriföretagen management
- §9 Audit
- §10 Regional associations
- §11 Måleriföretagen Congress
- §12 Måleriföretagen AGM
- §13 Representation and voting rights
- §14 Arbitration
- §15 Collective bargaining and labour disputes
- §16 Association logotype
- §17 Resignation, expulsion and transfer
- §18 Måleriföretagen funds
- §19 Amendments to Articles of Association
- §20 Måleriföretagen's dissolution

§1 Måleriföretagen aims

Måleriföretagen i Sverige (below referred to as Måleriföretagen) is a business area and employer interest association and a member of the Confederation of Swedish Enterprise.

The aims of Måleriföretagen are to, in accordance with these and the Articles of Association of the Confederation of Swedish Enterprise, bring companies in the painting business into a national organisation in order to protect their common interests. Måleriföretagen special tasks include:

1. Stimulating developments within the painting business area.
2. Regulating working conditions in the painting business area via collective agreements plus negotiating, assisting and in other ways helping members in the event of disputes and conflicts between them and their employees.
3. Monitoring members' interests as concerns legislative issues concerning the painting business area.
4. Counteract unfair competition within the painting business area.
5. Provide information on a continuous basis as concerns Måleriföretagen operations and on developments in the business.
6. Gather together Måleriföretagen members under its established, registered brand.
7. Maintain good cooperation with other employer and business area interest organisations.

§2 Registration

Måleriföretagen is registered in Stockholm.

§3 Membership

Members of Måleriföretagen may include:

- a. Associations within the painting business area who are members of regional associations (direct members).
- b. Companies undertaking similar operations who wish to become members (individual members).
- c. Members as above are defined as active members.
- d. Individuals who are no longer running painting operations but who wish to remain as a member of Måleriföretagen (passive members).
- e. Passive members enjoy the right of attendance and expression in association activities but have no voting rights.
- f. Members enjoy the rights attendant on membership from the date the fees stated in these Articles of Association are paid and relevant undertakings fulfilled.

§4 Gaining membership

Application for membership of Måleriföretagen as a direct member according to §3 subsection a) must be made in writing on the prescribed form and submitted to the regional association in duplicate.

Application for membership of Måleriföretagen as an individual member according to §3 subsection b) must be made in writing on the prescribed form and submitted to Måleriföretagen in duplicate. The applicant company must provide written approval of the articles of association of both Måleriföretagen and the Confederation of Swedish Enterprise.

Active members of Måleriföretagen are member companies of the Confederation of Swedish Enterprise and must observe both its statutes and the special agreement concluded between the Confederation of Swedish Enterprise and Måleriföretagen. Application for entry into Måleriföretagen as a passive member under §3 subsection d) must be submitted in writing to the appropriate region association.

§5 Membership responsibilities etc.

Direct or individual membership of Måleriföretagen brings the following responsibilities:

1. Accurately comply with Måleriföretagen Articles of Association and the decisions taken pursuant to them, and also the regulations stated by the Congress or by the Måleriföretagen Board. Members of Måleriföretagen must adopt the Måleriföretagen Customer Satisfaction Guarantee with all its rights and obligations, see Customer Satisfaction Guarantee.
2. When processing admission applications to regional associations, objectively consider the admission criteria established by Måleriföretagen.

ARTICLES OF ASSOCIATION - PAGE 2 of 5

3. Allow its membership in Måleriföretagen to encompass all employees in operations for which membership applies. If member companies own stock in other companies engaged in painting operations, membership will also cover these companies.

Exceptions may be granted by the Måleriföretagen Board.

4. The relevant regional association will report to the Board on the occurrence of labour dispute or strike, blockade or boycott or equivalent measure. Individual members report directly to the Måleriföretagen Board.
5. Not to cancel a collective agreement or enter into negotiations on such a measure without the prior consent of the Måleriföretagen Board.
6. Not to conclude a collective agreement without prior approval from the Måleriföretagen Board. Neither to apply working conditions that do not comply with current collective agreement or decisions of the Måleriföretagen Board.
7. Not to, during ongoing strike, lockout or other labour market conflict, contrary to decision by the Måleriföretagen Board, directly or indirectly, offer work to or in any other manner support the employees on strike, shut out or in any other way affect employees involved in the strike.
8. Not to instigate a lockout without the approval of the Måleriföretagen Board.
9. Unconditionally maintain any lockout determined in accordance with these Articles of Association.
10. Pay the fees as established in the Articles of Association to Måleriföretagen and Måleriföretagens Serviceaktiebolag.
11. Comply with the regulations concerning combatting unfair competition within the painting business area included in these Articles of Association or amendments to the Articles of Association adopted by the Congress.
12. Comply with decisions taken by Måleriföretagen and, at the stated time, file requested data with Måleriföretagen.
13. In the event that a member does not comply with any of the above responsibilities, they must pay any penalty payment that the Måleriföretagen Board may, in each individual case, find reasonable as stated in these Articles of Association.

§6 Membership and service fees

- a. Direct and individual members will pay membership and service fees on an annual basis to Måleriföretagen and Måleriföretagens Serviceaktiebolag. The amount of fees to be paid to be established at the Måleriföretagen Congress/AGM.
- b. Direct members will pay membership and service fees on an annual basis to the relevant regional association and its service company. The level of fees to be paid to be established at the regional association AGM.
- c. The Sweden Board may, after application exempt a member, wholly or partially, from paying the above fees.

- d. Active members are also obliged to pay the level of fees determined by the Confederation of Swedish Enterprise.

§7 Damages

- a. If a member is in breach of regulations in §5, Sections 6 and 8, it is the duty of the member concerned to pay a penalty the equivalent to the payment for work to employees who, contrary to regulations, had been provided with work.
- b. If a member is in breach of any of the remaining regulations in these Articles of Association, it is their duty to pay a penalty to be established by the Måleriföretagen Board. The sum of the penalty is paid to, unless otherwise determined, Måleriföretagen.

Costs for collection of penalty payment to be paid by the member.

§8 Måleriföretagen management

- a. Måleriföretagen operations are managed by a Sweden Board consisting of Chair and nine members plus nine personal deputies. If a member cannot attend, the personal deputy will be called first. Each regional association (7) will be represented in the Sweden Board. The remaining two mandates (full member and personal deputy) are proposed by the Måleriföretagen Election Committee. Eligibility to the two free mandates does not require that the individuals represent member companies. This Board will also become the Board of Måleriföretagens Serviceaktiebolag.
The mandate period for all Board members is two years. Congress appoints the Chair, two free mandates plus members and deputies from the Skåne and Mid-Sweden regional associations on even years and members and deputies from the East, Stockholm, Southeast, West and North regional associations in odd years. Departing Board members may be re-elected.
- b. The Board appoints its Deputy Chair from among its members.
- c. The Board appoints from among its members an Executive Committee consisting of the Board Chair and Deputy Chair and the CEO. In addition to the powers the Board may delegate in accordance with the Articles of Association, the Executive Committee is entitled to co-opt additional members when considered necessary.
- d. The Board may employ and dismiss the CEO.
- e. The CEO is responsible for the management of Måleriföretagen day-to-day operations in accordance with directives issued by the Board.
- f. The Board meets when called by the Chair or when at least three members request a meeting. A quorum is achieved by the presence of six full members or their deputies.
When voting, the majority vote wins. In the event of a tie, the Chair has the casting vote. Members may not participate in votes in which they have a declared interest.

- g. Måleriföretagen authorisation consists of the signatures of the Board, of the Chair, Deputy Chair and CEO, two of these jointly or by the individual/s authorised by the Board. The CEO is entitled to sign on behalf of Måleriföretagen concerning matters connected to day-to-day operations and to represent Måleriföretagen in courts and as concerns government agencies.
- h. The Board is specially instructed to:
- Promote the aims stated in §1 and otherwise work for the successful achievement of Måleriföretagen's goals.
 - In consultation with the Confederation of Swedish Enterprise and in accordance with its Articles of Association, manage collective agreement issues in the Måleriföretagen field and also take action in response to imminent or ongoing strikes, lockouts or other collective industrial action.
 - Consult the Confederation of Swedish Enterprise on issues that are of particular importance to the relationship between employers and employees.
 - Prepare matters for Måleriföretagen congresses and implement Måleriföretagen congress decisions.
 - Ensure that Måleriföretagen has a proper organisation and, if considered appropriate, locate certain activities at a separate legal entity.
 - Ensure that fees are collected and that the Måleriföretagen financial records are properly maintained and that the management of Måleriföretagen assets is secure and appropriate controls are in place.
 - Before 30 November each year, establish an Annual Report and consolidated accounts.
 - Manage collective agreement issues and related matters.
 - Ensure that the Måleriföretagen Articles of Association are carefully observed.
- i. The Board Chair, Deputy Chair and other members and deputies as well as elected auditors and committee members are entitled to be paid fees in accordance with the instructions established by the Congress.
- j. If it is considered necessary that decisions or undertakings by Måleriföretagen are made public, this information may only be issued by the Board or appointees of the Board.
- k. Appoint member/s to the Board of the Confederation of Swedish Enterprise and representatives to attend the Confederation of Swedish Enterprise AGM.

§9 Audit

The financial year is from 1 September to 31 August.

Management by the Måleriföretagen Board and CEO plus its annual accounts, consolidated accounts and financial reporting will, to the degree stipulated by good auditing practice, be examined by three auditors with deputies appointed by Congress. One of the auditors must be a certified public accountant. This individual will be appointed as a named individual from

the audit company selected by the Congress. If this individual leaves his/her employment, the audit company will appoint a substitute. The same applies to this auditor's deputy.

Auditors may, whenever they choose, access Måleriföretagen accounts and documents.

Before 30 November every year, the accounts and the Måleriföretagen Annual Report and Consolidate Accounts will be forwarded to the auditors who, after due examination, will submit their Audit Report before 31 December. The Måleriföretagen Annual Report and Consolidated Accounts plus Audit Report will be distributed to all regional associations.

§10 Regional associations

- a. The country will be divided into regional associations according to decision of Congress.
- b. Regional association Articles of Association will be approved by Måleriföretagen. These articles of association will include the following formulation "The association will belong to Måleriföretagen".
- b. By 1 December at the latest every year, the region will:
- Elect a member and personal deputy of the Congress Election Committee.
 - Elect the District's member and personal deputy of the Måleriföretagen Board in accordance with the distribution stated in §8a.

In addition to the points above the region may:

- Nominate one or more members for election to the Måleriföretagen Board to the Election Committee. These individuals' mandates to begin at the following congress.
- c. By 1 December in even years, the region must:
- Elect the region's full member with personal substitute of the Måleriföretagen Board in accordance with the distribution stated in §8a. These individuals' mandates to begin at the following congress.

§11 The Måleriföretagen Congress

- a. The Måleriföretagen Congress is to be held before the end of April on even years at a location determined by the Board.
- b. Extra congresses may be held when the Måleriföretagen Sweden Board finds it necessary. They will also be held if the auditors so request or if at least three regional associations so request. Such requests to be made in writing stating the matters to be taken up.

The notification for extra congresses must state the matters to be discussed, no other matters may be taken up.

- c. The notification for the regular Congress must be sent out at least 30 days before the congress date. Notifications of extra congresses must be sent out at least 8 days in advance. The notification to the regular congress will state the matters to be discussed. Decisions on other matters than those

stated may not be taken unless all meeting participants support the measure unanimously.

Propositions and matters to be processed at the regular congress must be accompanied by their background reasoning and submitted to the Måleriföretagen Board no later than 1 December the year prior to the congress.

- d. There must be an Election Committee for each congress consisting of a representative of each regional association. These representatives will be elected at the regional association AGMs.

Information concerning these committee members and their substitutes must have been received by Måleriföretagen by 31 December at the latest. The Chair and the Deputy Chair of the Committee are appointed by congress. The Election Committee works up to and including the following congress. The Måleriföretagen Sweden Board is responsible for ensuring that the members of the Election Committee are provided with the necessary information well in advance of the congress.

- e. The following agenda will apply to regular congresses:
1. Election of Congress Chair.
 2. Appointment of two people to verify the Minutes together with the Congress Chair.
 3. Establishment of voting list.
 4. Has the Congress been properly convened?
 5. Report on members of the incoming Election Committee plus election of Chair and Deputy Chair.
 6. Adoption of Måleriföretagen Annual Report and consolidated accounts plus Audit Report.
 7. Discharge from responsibility for the Måleriföretagen Sweden Board members and the CEO.
 8. Adoption of budget and establishment of membership and service fees for the period up to the following regular congress.
 9. Establishment of fees for the Måleriföretagen Sweden Board Chair, Deputy Chair and other Board members and deputies, also the elected auditors and committee members.
 10. Processing of proposals from the Måleriföretagen Sweden Board plus propositions from regional associations and individual members.
 11. Election of Board in accordance with §8a.
 12. Election of three auditors and three deputy auditors.

§12 Måleriföretagen AGM

- a. The Måleriföretagen AGM must be held before the end of April in odd years at a location determined by the Board.
- b. Notification of AGM to occur at least 30 days in advance. Notification to include the matters to be dealt with at the AGM.

- c. The following AGM agenda will be applied:

1. Election of AGM Chair.
2. Appointment of two people to verify the AGM Minutes together with the AGM Chair.
3. Establishment of voting list.
4. Has the AGM been properly convened?
5. Adoption of Måleriföretagen Annual Report and Consolidated Accounts plus Audit Report.
6. Election of Board in accordance with §8a.

§13 Representation and voting rights

- a. Regional associations are entitled to participate in Måleriföretagen congresses and AGMs. The number of representatives is directly related to the fees that members registered in the regional associations have paid during the previous operational year. The total sum is divided by 600 price base amounts (PBA). The results are rounded up or down to the nearest whole number which will be the number of representatives for the regional association in question.

These representatives own voting rights calculated in the same manner as above however with a dividend of 10 PBA.

If regional associations have been involved in a labour market conflict for a period of at least three months, their representation and voting rights will be based on the fees paid during the previous, conflict-free, operational year.

If regional associations are represented by several representatives, the regional association must inform the AGM which of the representative/s are to enjoy the regional association's voting rights.

If regional associations do not provide the information as to which representative/s enjoy voting rights, votes are distributed between all the regional association's representatives present.

If there is an uneven number of votes, the excess vote goes to the first representative registered.

- b. Individual members are also entitled to participate in Måleriföretagen congresses and their voting rights will be calculated in the same manner as for the regional associations.
- c. Other members than those stated above may also participate in Måleriföretagen congresses but do not have voting rights.
- d. Congress/AGM is a quorum when the number of representatives who have been duly notified participate in procedures.
- e. No representative/member may possess more than 1/3 of the votes in the processing of any item at regional association meetings, AGMs or at a Måleriföretagen congress or AGM.

§14 Arbitration

Any disputes concerning liability for damages or similar between a member and Måleriföretagen will be settled by an arbitrator in accordance with current legislation.

If the dispute concerns a Måleriföretagen Board decision in which a member was declared liable to pay damages or penalty payments, and if the member has not paid within a period of 14 days after the decision was delivered to the member by registered post or in any other manner supported by evidence and the member has not requested arbitration from Måleriföretagen, the member will be assumed to have accepted the decision.

§15 Collective bargaining and labour market conflicts

- a. Any proposals concerning collective agreements or amendments to such intended to be presented to unions must be approved by the Måleriföretagen Board. Negotiations concerning collective agreements or amendments to them must be carried out by a negotiator appointed by the Måleriföretagen Board.
- b. Collective agreements concluded in regional negotiations will only become valid on approval by the Måleriföretagen Board.
- c. The Måleriföretagen Board takes decisions concerning lockouts or other collective conflict measure and takes measures concerning imminent or ongoing strikes or other labour market conflicts.
- d. Under the conditions for and to the extent stated in the Confederation of Swedish Enterprise Articles of Association, members are entitled to compensation for damages incurred through strike or lockout.
- d. It is the duty of the regional associations to ensure that Måleriföretagen is immediately notified when a member files a report in accordance with §5, Item 4 and to ensure that members fulfil their undertakings as concerns Måleriföretagen.

§16 Association logotype

Members of Måleriföretagen are entitled to use the Måleriföretagen logotype in their business operations on the condition that the member produces an approved product in accordance with current good business practice. If a member utilises the logotype in a manner considered by the Måleriföretagen Board or regional association Board to be unfair to other colleagues or inappropriate in any other manner, the Måleriföretagen Board may on its own initiative or on the request of other companies examine opportunities to withdraw the right for the member to use the logotype.

§17 Resignation, expulsion and transfer

- a. Membership in Måleriföretagen and in the Confederation of Swedish Enterprise will cease at the beginning or middle of the year occurring six months after written notice of termination of membership from the member, regional association or Måleriföretagen Boards is issued. Membership in Måleriföretagen also ceases if a company ceases to be a member of the Confederation of Swedish Enterprise in any other manner.

Members who are in breach of these of the articles of association of the Confederation of Swedish Enterprise or in accordance with other regulations or have in any other manner seriously acted in conflict with the aims of Måleriföretagen, may be expelled from Måleriföretagen by the Måleriföretagen Board.

Members who do not, after request, pay membership and service fees that have fallen due to Måleriföretagen and to Måleriföretagens Serviceaktiebolag will be expelled from Måleriföretagen by the Måleriföretagen Board.

In special circumstances the Måleriföretagen Board may expel a member with no period of notice.

- b. Termination of membership of regional associations will also be considered as termination of membership in relationship to Måleriföretagen with the application of the period of notice stipulated in Item a) above.
- c. Members, whose membership has been terminated by a regional association or by the Måleriföretagen Board, will be deprived of the right, by the Måleriföretagen Board, to participate in congresses and meetings within Måleriföretagen.
- d. Any member who ceases membership of Måleriföretagen is not entitled to refund of any payments he/she has made to Måleriföretagen or to any part of Måleriföretagen assets.
- e. If a company that is operated by a member is transferred to another owner, who is not a member, continued membership will be examined by the regional association concerned or by the Måleriföretagen Board.

If application is approved, the new owner is considered to have taken over all the previous owner's rights and duties in relationship to Måleriföretagen and the Confederation of Swedish Enterprise.

§18 Måleriföretagen funds

Måleriföretagen manages the following funds:

August and Hans Berggrens minnesfond, Axel Fallgrens fond, J L Högbergs donationsfond, Norrlands Målaremästareförenings stipendiefond, Premiefonden för lärlingar and Måleriföretagens Garantifond.

§19 Amendments to Articles of Association

Proposals for amendments to these Articles of Association may only be processed during regular congresses and a 2/3 majority is necessary for such a decision. Any amendments are not valid until approved by the Confederation of Swedish Enterprise.

However, if the amendment concerns an increase of members' financial undertakings, a 3/4 majority is required.

§20 The dissolution of Måleriföretagen

A decision concerning the dissolution of Måleriföretagen must be made with a 4/5 majority at two congresses of which one is a regular congress. The relevant congress will then determine how Måleriföretagen assets will be disposed of.