



BYLAWS

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Article I: Name

Section 1. Name

The name of this organisation shall be KvinnoKapital (hereafter “KvinnoKapital” or the “Organisation”).

Section 2. Location

The domicile of KvinnoKapital is Stockholm, Sweden. The language for the Organisation’s official documents and communication shall be English.

Section 3. Purposes

KvinnoKapital is organised exclusively for networking, educational and charitable purposes. The purpose of the Organisation is to help women in asset management to achieve their career and personal goals. This is accomplished by:

1. Providing opportunities for women to meet and increase their professional and personal network both physically and virtually
2. Encouraging women’s mutual support and individual self-confidence through lectures and presentations
3. Helping to promote women in the network by facilitating access to job opportunities
4. Facilitating access to the asset management industry for women by inspiring younger generations through presentations at universities and institutions of higher education

Section 4. Legal entity

KvinnoKapital is established as a non-profit entity in accordance with Swedish law.

Section 5. Independence

KvinnoKapital is an independent organisation, meaning that it is not affiliated with any other for-profit or non-for-profit organisation in any way, financially or organisationally.

Article II: Membership

Section 1. Regular Membership

- 1.1 Membership is granted by KvinnoKapital upon application on the Organisation's website: www.KvinnoKapital.com
- 1.2 **Career criteria:** To be admitted, the applicant must demonstrate a link to the asset management industry through their career activities and a willingness to help other women in the context of their careers in asset management.
- 1.3 **Gender:** Regular Membership is restricted to women.
- 1.4 **Location:** While the goal of KvinnoKapital is to focus on the Nordic region, membership is not limited to members domiciled, resident or working in the Nordics. However, applicants who are not located in the Nordics should be able to demonstrate why joining KvinnoKapital is relevant to them and how they intend to help other members.
- 1.5 **Sponsorship:** Membership applications submitted after the Constituting Meeting shall require at least one Sponsor ("Fadder"). A Sponsor shall be an existing Regular Member willing to support a prospective member's application. (All members registered on the website before the organisation's Constituting Meeting shall become Regular Members without requiring a Sponsor)
- 1.6 With the exception of the criteria in points 1.1-1.5 above, KvinnoKapital will not limit membership on other discriminatory classifications, such as on the basis of race, ethnicity, nationality, religion, sexual orientation, age, disability or financial position.

Section 2. Other Memberships

- 2.1 KvinnoKapital may choose to grant an Honorary Membership to a woman or a man who demonstrated in their careers and in their actions a particular willingness and ability to help advance the careers and the integration of women in the asset management industry.
- 2.2 A Member may become a Retired Member after having been a Regular Member for 5 years or more, if they are not currently engaged in professional activities which qualify as relevant for Regular Members or if they have moved to another location. Retired Members may retain their profile on the Organisation's website, participate in meetings and receive invitations to events.
- 2.3 At the discretion of the Organisation, individuals who do not meet membership requirements may participate in KvinnoKapital events and/or have access to the Organisation's website.

Section 3. Member Responsibilities

- 3.1 All Members must abide by the KvinnoKapital Code of Conduct published on the Organization's website.
- 3.2 Once admitted, a Regular Member must maintain a current profile on the website with at least one valid email address to retain its Membership. If a member cannot be reached after several attempts, Membership may be suspended.
- 3.3 In order to maintain Membership status, Regular Members must comply with the requirements of KvinnoKapital, which may include the payment of Dues or minimum activity or attendance as decided by the Board from time to time.
- 3.4 Honorary Members and Retired Members may be relieved from complying with some of the requirements for KvinnoKapital, as decided by the Board.

Section 4. Voting Rights

- 4.1 Regular Members have voting rights in the Organisation and each Regular Member shall be entitled to one (1) vote on each matter submitted to the Regular Members.
- 4.2 Voting rights are exercised at the Member Meetings.
- 4.3 Honorary Members and Retired Members may participate in Member Meetings but do not have voting rights in the Organisation.

Section 5. Resignations

5.1 Any Member may at any time cease to be a Member of the Organisation by submitting a notice of resignation to the Board or Secretary of KvinnoKapital. Such resignation shall be effective on receipt, or the date specified, and acceptance thereof shall not be necessary to make it effective unless it so states.

5.2 Any Member may also resign by deleting their profile on the Organisation's website. Unless the Board receives a request for the reinstatement of a Member's profile on the website within 30 days of the profile being deleted, the Member will be considered as having resigned and will have to re-apply in order to be reinstated.

Section 6. Suspensions or Revocation of Membership

6.1 Membership in the Organisation may be suspended or revoked at any time for any violation of Article II Section 3.

6.2 A Member whose Membership is revoked or suspended shall not be entitled to any rights or privileges of Membership.

6.3 A Member whose Membership is suspended may be able to reinstate Membership by complying with Member Responsibilities as stated in Article II Section 3.

6.4 A Member whose Membership is revoked can reapply for Membership.

Article III: Governing Body

The affairs of KvinnoKapital shall be administered by a Board of Directors.

Section 1. Board of Directors

1.1. The governing body of the organization shall be a Board of Directors (hereafter the "Board") consisting of no less than three (3) and no more than six (6) Directors or Board Members, of whom one shall be the immediate past Chairwoman of the Board, to the extent possible.

1.2. The Board may also include up to three (3) Deputy Board Members.

1.3. The Board Members and Deputy Board Members are elected by the Annual General Meeting.

1.4. Board Members as well as Deputy Board Members shall qualify as Regular Members at the time of Election.

Section 2. Powers

2.1 The Board shall have full power to carry out the purposes of the Organisation and shall have general charge and control of its affairs, funds, and property, but shall not have the sole right to amend the Bylaws.

2.2 The Board is responsible for setting immediate goals for the current administrative year and long-term goals for future achievements of the organisation.

2.3 The Board shall have full power to act on all membership applications.

2.4 The Board shall attribute the executive and administrative tasks necessary for the conduct of the Organisations activities among its Board Members or Deputy Board Members. Alternatively, the Board may appoint an Executive Committee.

2.5 The Board shall propose an Auditor or Independent Examiner at the Annual General Meeting to verify that the Annual Report has been established fairly and in accordance with the laws and regulations. The Auditor should be a member independent from the Board.

2.6 For a signature to be binding for the Organisation, two Board Members must co-sign.

Section 3. Director Roles

3.1 The Board shall consist of at least one **Chairwoman**, one **Deputy Chairwoman**, one **Secretary** and one **Treasurer**. All **Roles** shall be attributed to different persons, except for the Deputy Chairwoman, who may concurrently serve as Secretary or Treasurer.

3.2 The Board shall attribute these positions among the Board Members following the Election..

3.3 The **Chairwoman**, or in her absence the Deputy Chairwoman, shall preside at all meetings of the Organisation and the Board. The Chairwoman shall perform such other duties as may be required by custom or by the welfare of the Organisation, including the completion of the annual report.

3.4 In the temporary absence of the Chairwoman, the **Deputy Chairwoman** shall be designated by the Chairwoman to exercise and perform her duties. At other times the Deputy Chairwoman shall carry out such duties, such as heading important committees of the Organisation, as may be delegated by the Chairwoman to the Board.

3.5 The **Secretary** shall keep a record of all meetings of the Organisation and the Board. The Secretary shall be the custodian of the records of the Organisation, conduct correspondence, and have charge of the membership and mailing lists. The Secretary shall notify all Members of the Organisation's meetings (but not KvinnoKapital Events) and shall keep available for inspection by the Members, copies of the Bylaws.

3.6 The **Treasurer** shall be authorized to collect all monies payable to the Organisation and shall be in charge of keeping the funds of the Organisation, and from such funds shall make the necessary disbursements. The Treasurer shall keep the Organisation's financial control and accounts in order and shall enter in detail all receipts and disbursements. The Treasurer establishes and ensures checks and balances as it relates to the disbursement of the Organisation's funds. The Treasurer shall see to that the Organisation's funds are managed in a prudent manner. The Treasurer shall be authorized to open an

account in the name of the Organisation and deposit all funds therein. The Treasurer shall make an annual statement and report to the Organisation, or, when required, to the Board.

- 3.7 In addition to the Roles defined above, the Board shall name a Board Member or Deputy Board Member responsible for each of the main activities or group of activities conducted regularly by the Organisation.
- 3.8 All Roles shall be attributed at the first Board meeting following the Elections.

Section 4. Committees

- 4.1 The Board may appoint a Committee to resolve or consider such issues as the Board sees fit. Committees may be composed of non-members. Each committee shall act under the supervision and control of the Board and the Board shall have the authority to remove any chair or member of a Committee.
- 4.2 If the Board appoints an Executive Committee to manage the Organisations affairs, the Executive Committee shall include one of the Board Members
- 4.3 A Nomination Committee of at least two (2) Members shall be elected on the Annual General Meeting. The Nomination Committee shall present to the Annual General Meeting a list of nominations for the positions of Board Members.

Section 5. Meetings

- 5.1 The Board shall meet at least twice per year to plan the activities of the Organisation and to review the general situation, or at any time designated by the Chairwoman.
- 5.2 The first meeting after the Election shall take place no more than two (2) months after the Election at a date decided by the Chairwoman.
- 5.3 The Board shall decide how many Board meetings shall take place during the upcoming year, and the date of such meetings, at the first Board meeting after the Elections. The Chairwoman may call additional Board meetings when needed.
- 5.4 The Secretary will be responsible for notifying each Board Member of the scheduled Board meetings as well as the additional Board meetings.
- 5.5 At Board meetings a majority constitutes a quorum. When no majority can be attained, the Chairwoman's vote counts for two votes.

Section 6. Directors' term

- 6.1 Directors are elected for two years for a maximum of five consecutive terms.
- 6.2 Deputy Directors are elected for one year for a maximum of five consecutive terms.
- 6.3 One of the Directors is elected as Chairwoman by the Board of Directors for one year for a maximum of five consecutive terms.
- 6.4 As far as possible, new Directors are elected on successive years so that all Directors' terms shall not expire the same year, in order to ensure continuity in the Board.
- 6.5 If a vacancy should occur during the year, the Board is entitled to appoint a substitute until the next Annual General Meeting.

Article IV: Meetings of Members

Section 1. Annual General Meeting

- 1.1 The Annual General Meeting shall be held at a time and place to be determined by the Board at which time the election of the Board of Directors shall take place.
- 1.2 The Annual General Meeting shall take place each year before the end of September.

Section 2. Notice of Annual General Meeting

- 2.1 The Secretary as directed by the Board of Directors shall give notice of the Annual General Meeting (the "Notice") at least three (3) weeks prior to the Meeting.
- 2.2 A Notice shall include an Agenda. If there are proposals the decision of which requires qualified majority, this must appear from the Notice.
- 2.3 The Notice for the Annual General Meeting shall also include the proposal from the Nomination Committee and the Annual Report (or a link to the documents posted on the KvinnoKapital website).
- 2.4 Proposals from the Members have to be submitted to the Board in due course to allow such proposals to be included in the Notice.

Section 3. Agenda

The agenda for an Annual General Meeting shall include the following points:

1. Approval of meeting agenda
2. Election of a Chairwoman for the Meeting
3. Election of a Secretary for the Meeting
4. Election of two members to verify the minutes
5. Establishment of the Electoral Register
6. Establish that the Meeting was duly Notified
7. Presentation of the Annual Report
8. Adoption of the Annual Report
9. Auditor's Report & Discharge of Board from liability
10. Election of Board Members
11. Appointment of an Auditor/Independent Examiner
12. Election of a Nomination Committee
13. Board Motions to be put to the AGM
14. Motions from Members

Section 4. Special Meetings

- 4.1 An Extraordinary General Meeting may be convened by a decision of the Board, or by a written request by at least one third of the Regular Members. The request shall be accompanied by proposals in writing.
- 4.2 The General Meeting is then to be summoned within two weeks, with the shortest possible notice.
- 4.3 Only matters within the purpose described in the Meeting notice shall be conducted at the special meeting.

Section 5. Decisions

Each Regular Member shall be entitled to one vote upon any matter coming before the Organisation. Resolutions shall be passed by the General Meeting by a simple majority of the votes cast. Amendment of the Bylaws shall, however, require the affirmative vote of no less than 2/3 of the members present.

Article V: Elections

Section 1. Nominations

- 1.1 The Nomination Committee shall be responsible for proposing new Board Members for election at least one (1) month prior to each Annual General Meeting. The proposal shall be sent to the Board to be included in the Notice.
- 1.2 Nothing in the Bylaws shall prevent the nomination of Regular Members for positions in the Board.

Section 2. Annual Elections

The annual election shall be held at the Annual General Meeting. Newly elected Board of Directors will take office on October 1.

Section 3. Removal of Board members

Board Members may be removed, with or without cause, by 2/3 vote of the Board.

Article VI: Dues

Section 1. Amount

- 1.1 The amount of Membership Dues shall be determined by the Board of Directors.
- 1.2 Dues are non-refundable.

Section 2. Fiscal Year

- 2.1 Each dues payment shall cover the fiscal year of the Organisation, which is from July 1 through the following June 30, inclusive.

2.2 To maintain a Regular Membership in good standing, Membership Dues shall be paid within 2 (two) months of the beginning of the fiscal year.

Article VII: Conflicts of interest & Data Protection

Section 1. Conflicts of interests

- 1.1. The Organisation will operate in a professional and ethical manner that allows for networking while avoiding conflicts of interests.
- 1.2. The Organisation will refrain from making financial investments in any enterprise or venture. No Board Members or Members will use the Organisation's name in making financial investments in any enterprise or venture.
- 1.3. No Board Members or Members will benefit financially from involvement with the Organisation, unless formally engaged by the Board for contracted services.
- 1.4. If Members who wish to promote personal or commercial business through the Organisation or its activities must request a permission to the Board. The Board will coordinate the sending of material or invitations to events on behalf of Members.
- 1.5. The Organisation's communications will not contain advertisements for, or listings of, any businesses unless those businesses have an approved Event or Sponsorship agreement.
- 1.6. KvinnoKapital will remain neutral on all political issues.

Section 2. Membership List and Membership Record

- 2.1 KvinnoKapital shall keep a list of the names, email addresses, business affiliations, and membership classifications of all Members and such other records and information relating thereto as the Board shall determine, the Membership Directory.
- 2.2. The Organisation will consider all Member Data as highly confidential information.
- 2.3. Each Member shall have access to the data related to their Membership on the Organisation's website and be able to modify or delete the data in their profile directly on the website.
- 2.4. Each Regular Member agrees to share at least one email address with the other members of KvinnoKapital. The sharing of other email addresses or telephone numbers is at the discretion of each member.
- 2.5. With the exception of contact details, KvinnoKapital may add publicly available information to the profile of Members (such as profile photo, job title, role or employer) in order to improve the completeness and efficiency of the Membership Directory. KvinnoKapital may also keep other publicly available data on its Members only for the purpose of maintaining statistics.
- 2.6. KvinnoKapital will not use Member's data for commercial purposes. This data is available for networking purposes only.
- 2.7. Members will not use the Members Directory for marketing purposes.

Article VIII: Amendments

Articles and sections of these Bylaws may be amended, altered or repealed at any Annual or Extraordinary General Meeting by two thirds (2/3) of the vote of those present, provided that notice of the proposed amendment, alteration or repeal has been sent at least (3) three weeks prior to such meetings to all Regular Members.

Article IX: Dissolution

Section 1. Decision

The Organisation can be dissolved by the Annual or Extraordinary General Meeting by two thirds (2/3) of the vote of those present, provided that notice of the Dissolution has been sent at least (3) three weeks prior to such meeting to all Regular Members.

Section 2. Distribution

In the event of dissolution of the Organisation:

- 2.1 No Member shall be entitled to any distribution or division of its property or its proceeds; and

2.2 All funds and property of the Organisation shall be transferred to or applied for the benefit one or more non-for-profit organisations, as then defined by the tax laws to which the Organisation must adhere, as selected by the Board, and by any court that may exercise jurisdiction over such liquidation or dissolution, if any.
