

By-laws

Umeå Association of International Affairs

After reading at the annual election meeting the 21th of

May 2019

This is a translation of the Swedish by-laws. This version is *not* the official by-laws. The official by-laws is the Swedish version accepted at the annual meeting 21-05-2019. Thus, this document shall merely be considered an aid for English speakers.

§1. Name

1:1 The name of the Association is *Utrikespolitiska föreningen vid Umeå universitet* and it's abbreviation is UpF, alternatively UpF Umeå. The English name of the association is *Umeå Association of International Affairs* and its abbreviation is UAIA.

1:2. The association is a non-profit association and has its seat in Umeå.

1:3 The association is connected to Utrikespolitiska förbundet Sverige (UFS).

§2. Organization

The association's highest decision-making authority is the annual meeting and the extra annual meeting. Other decision-making bodies are the annual election meeting and the board meetings. The controlling body consists of the auditors.

§3. The associations main pillars and purpose

The association is politically and religiously independent and runs its activities based on the conviction of equality of all human beings.

Equality is a central principle within the association and is a guideline in the choice of speakers, board and the subjects which are brought up. UAIA is based upon a firm belief in the United Nation's (UN) Universal Declaration of Human Rights and the Council of Europe's Convention for the Protection of Human Rights and Fundamental Freedoms.

The purposes of the association is:

3:1. To evoke debates on international and global issues by functioning as a forum where such issues can be addressed.

3:2. To spread awareness regarding other countries, cultures and religions with the aim to increase understanding, consent and respect between people and groups from different geographical, political, social and religious backgrounds.

§4. Operational year

The operational year extends from July 1st to the 30th of June.

§5. Authorized signatories

The authorized signatory is signed by two members of the association's board or two authorized signatories appointed by the board.

§6. The board

6: 1. Between the annual meetings the board is the association's decision making authority.

6:2. The board consists of members elected during the annual election meeting.

6:3. The board shall consist of at least (3) three physical persons, whereof one president,

one treasurer as well as one secretary.

6:4. The annual meeting is capable, upon the board's request, to also elect substitutes for parts of, or the board in its entirety.

6:5. The board may give mandate to standing members outside the board to be in charge of specific matters or a number of matters on behalf of the association.

6:6. Quorum is established when at least half, though at least three (3), of all the elected board members, or their substitutes, participates in a meeting that's been legitimately summoned.

6:7. The president shall on own initiative or by request of at least one third of the board's members summon all members to a meeting at least three (3) days in advance in order to make the meeting legitimately summoned.

6:8. If the board so pleases a board meeting can be held over the telephone or with assistance of electronic devices.

6:9. A decision that has been made unanimously by all members of the board is valid even though it has not been made during a meeting in accordance with item 6:7.

6:10. Board decisions are made by a simple majority. In the event of a tie, the president shall have the casting vote.

6:11. All members of the association has access to board meetings but only the board members, or it's substitutes, have the right to vote.

6:12. The board assumes office immediately after the operational year begins (July 1) and steps down by the end of the operational year (30th of June).

6:13. A Motion of Censure can be filed towards the board in its entirety or an explicit board member if the annual meeting or the annual election meeting so pleases. The Motion of Censure shall be considered adopted if it has been approved by a majority of the members participating at the meeting.

§7. Members

7:1. Anyone who supports the association's fundamentals and purposes, as defined in these by-laws, can become a member. Membership is obtained by paying the fee determined by the annual meeting. The annual meeting can decide for the membership to be free of charge.

7:2. The board has the right to expel a member who in any way opposes the association in its work or purpose. The expelled member must be discussed at the

upcoming annual meeting upon which the exclusion is assessed or repealed.

7:3. Upon request, a member is entitled access to the association's documentation as soon as possible.

7:4. The board owns the right to appoint a person who has achieved something honourable related to the association's survival as honorary member. The board can also appoint honorary ambassadors who in their working role can support the work of the association. Both honorary members and honorary ambassadors are appointed for life.

§8. Trust groups

8:1. Decision regarding the formation of a new trust group is made on a board meeting. A trust group, for example, refers to the formation of a committee or a Project group.

8:2. A board member shall be responsible for the trust group and shall continuously account for the group's work to the board.

8:3. The goals and areas of responsibility of each trust group shall be determined by the board. The area of responsibility and the goals of each trust group shall be written and available.

8:4. It falls on each trust group to follow the board's decisions.

8:5. Each trust group is free to design its activities as long as they do not violate the

board's decisions, these by-laws or Swedish law.

§9 Auditors

9:1. In order to review the association's accounts and management one or two auditors are elected on the annual election meeting. On the board's request, the annual election meeting can also elect substitutes for the auditors.

9:2. The auditors shall not hold a position on the board.

9:3. The auditors does not have to be members of the association.

9:4 The auditors owns the right to continuously take part of UpF:s accounts, protocols as well as other documents.

§10. Nominating committee

The nominating committee shall consist of at least two (2) persons whereof one (1) convenor.

The nominating committee shall, as long as possible, formulate a complete suggestion for a new board along with a new nominating committee and present it at the annual election meeting. The election committee is also responsible for the nomination of a suitable candidate for the national board of the Sweden Association of International Affairs (SAIA).

The election committee shall strive towards a balanced disposition between the sexes.

§11. Annual meeting

11:1. The ordinary annual meeting shall be held before the 30th of September each year. The board decides the time and the place.

11:2. For the meeting to be regarded as legitimately summoned, the members of the association shall be noticed at least fourteen (14) days before the annual meeting.

11:3. The agenda shall be attached to the summon.

11:4. All the members of the association has the right to leave a motion to the annual meeting. The motions must be submitted to the board at least seven (7) weekdays before the annual meeting.

11:5. Submitted motions shall be available to the members.

11:6. Anyone who has paid the membership fee at least five (5) days before the chosen date for the meeting is entitled to vote.

11:7. Other questions does not have to be announced to member associations, assemblies, auditors and the election committee ahead of the annual meeting.

11:8. Other questions must be unanimously approved to be passed by the annual meeting.

11:9. The following issues shall always be treated at the ordinary annual meeting:

- a) The meeting's opening
- b) Question regarding the legitimacy of the meeting's announcement
- c) Election of Meeting Speaker
- d) Election of Meeting Secretary
- e) Election of Attesters as well as Tellers
- f) Counting of electoral register
- g) Approval of the Agenda
- h) The board presents the Annual Report for the previous operational year and the board's accounts (balance sheet and income statement) for the previous fiscal year
- i) The auditor's report on the board's management during the previous operational and fiscal year
- j) Request for the board's discharge for the previous operational year
- k) Determination of the membership fee for the operational year and fiscal year
- l) Propositions

- m) Motions
- n) Other questions
- o) Conclusion of the meeting

§12. **Annual election meeting**

12:1. The election meeting shall be held annually during the spring, though before the end of May. For the meeting to be considered legitimate the members must be summoned at least fourteen (14) days before the date of the annual election meeting.

12:2. During the annual election meeting the following issues must be treated and registered:

- a) The meeting's opening
- b) Question regarding the legitimacy of the meeting's announcement.
- c) Election of Meeting Speaker
- d) Election of Meeting Secretary
- e) Election of two Attesters as well as Tellers
- f) Counting of electoral register
- g) Approval of the Agenda

- h) Approval of the operational plan and budget for the next operational year as well as for the next fiscal year
- i) Election of the board for the next operational year
- j) Election of the Authorized Signatories
- k) Election of Auditor and auditor substitute for the next operational year
- l) Election of the election committee for the next operational year
- m) Election of other potential positions for the next operational year
- n) Other questions

§13. Extra annual meeting

13:1. An extra annual meeting shall be announced by the president if at least three (3) board members, one auditor or one fourth (1/4), though at least ten (10), of the members of the association so requests.

13:2. To be considered legitimate, the members of the association must be noticed at least fourteen (14) days ahead.

13:3. Extra annual meeting can only be requested at least thirty (30) days after an ordinary annual meeting or a previous extra annual meeting.

13:4. On the extra annual meeting issues stated in the announcement can only be

addressed.

13:5. Extra annual meeting cannot be held during the summer months; June - August.

§14. Number of votes at annual meeting

14:1. All issues treated at an annual meeting, an extra annual meeting or an annual election meeting is decided by a simple majority unless otherwise specified in the by-laws.

14:2. Abstentions will not be counted.

14:3. Every person with the right to vote is entitled to one (1) vote.

14:4. Closed voting shall be applied during personal votes.

14:5. During personal votes with two (2) candidates where a tie emerges shall the candidate nominated by the election committee obtain the position as a new board member. If none of the two candidates has been nominated by the election committee, the appointment of the board member shall be settled through lottery.

14:6. During personal votes with more than two (2) candidates an extra ballot shall be held immediately if no candidate has gained a majority of the number of votes. After each such ballot, the candidate who has gained the least number of votes shall be eliminated from the voting procedure.

§15. Revision of the by-laws

15:1. These by-laws can only be revised after being processed during two (2) annual or extra annual meetings following each other, that has been announced in accordance to the by-laws, which reaches the exact same decision in the issue. On the first occasion where the change or amendment is addressed it can be rejected or be declared dormant to the next annual or extra annual meeting, while the second occasion where the issue is being addressed can either reject or accept the change or the amendment.

15:2. In order to be valid, the alternation must be approved by at least two thirds (2/3) of the total number of votes.

15:3. The suggestion must be notified to the members in the announcement for the meeting when a revision is about to take place. If not, the alternation must be approved unanimously.

15:4. Proposals for revisions or amendments to these by-laws can be produced by the board or a single member of the association. Proposals by a member of the association must always be processed by the current board before it can be addressed at an annual or extra annual meeting, whereby the same procedure is applied as for motions with item §11.

15:5. Proposals for revisions or amendments to these by-laws shall be presented in written form.

15:6. If ambiguity regarding the content of these by-laws should appear during an annual meeting, the interpretation of the annual meeting is valid until a clarifying change is made.

15:7. If ambiguity regarding the content of these by-laws should appear outside of the annual meeting, the interpretation of the board is valid until a clarifying change is made.

§16. Dissolution

16:1. The association is dissolved if two (2) annual or extra annual meetings, which has been summited in accordance to the by-laws, so decides.

16:2. In order to implement the dissolution, three-quarters (3/4) of the members present at both meetings supports the proposal.

16:3. That the question of dissolution will be addressed during the meeting must be announced in the summon.

16:4. If any funds remain, after the final decision regarding the association's dissolution, and a final settlement of potential debts and commitments, the outgoing board shall ensure that these assets shall be saved in a fund operating under Umeå University. The money from this fund shall be offered as a loan to an association that has serious and long gone plans of starting up an organization in Umeå that has similar fundamentals and purposes as this association.

This loan can later on be converted into grants if the association proves capable of setting up an organization aligned with the spirit of these by-laws.