



# **BYLAWS OF CIRCLE CENTRE**

## **ARTICLE I. NAME OF ORGANISATION**

The name of the organisation is CIRCLE CENTRE.

## **ARTICLE II. PURPOSE OF ORGANISATION**

### **Section 1. Nonprofit Purpose**

Sweden has set a national goal to achieve net zero carbon emissions by 2045. To achieve this, Swedish residents must drastically reduce their current yearly carbon footprint of 10 tonnes of carbon per capita to 2 tonnes per capita. Our current economic system of perpetual growth relies on ever-increasing resource exploitation, production, consumption and waste generation, making the 2045 net zero goal seem far beyond reach. Our mission at CIRCLE CENTRE is to directly address this prevailing over-consumption pattern by fostering a community where resources and skills are shared amongst community members. Reaching net zero emissions is an important step towards achieving a globally sustainable future and requires integrated community-based solutions. Our goal is to inspire a cultural shift towards new habits of consumption and new practices of production that will ensure ecologically and culturally rich livelihoods for present and future generations. Cheap goods of low quality, planned obsolescence, and marketing are factors that are encouraging consumer culture under capitalism. Under capitalism, companies produce goods to make a profit and to compete against other



companies. Therefore, the prime motive is to sell as much as possible, using advertisements to make us buy more than we need.

The city of Lund is also home to a large population of budget-conscious students who come to study for short durations and often purchase low-quality items that are rarely used and ultimately sold at a cheaper price, donated, or thrown away. To address this problem of continuous material consumption and waste, CIRCLE CENTRE will operate as a space where, at a low cost, Lund residents can borrow high quality, durable items, attend repair cafes, and work independently or collaboratively on DIY and art projects. By challenging the dominant norm of individual ownership, this sharing space will discourage unnecessary consumption and disposal of goods and will encourage communal and self-improvement values.

## **ARTICLE III. MEMBERSHIP AND GENERAL ASSEMBLY**

### **Section 1. Granting of membership**

Membership of CIRCLE CENTRE shall be granted to any person of legal age that registers their interest in being a member and has a tie to Lund or CIRCLE CENTRE, for example a person currently residing in Lund or a former user, volunteer, officer or board member. Membership is registered through CIRCLE CENTRE ´s website or via email.

### **Section 2. Termination of membership**

Membership shall be terminated at request of the member or through exclusion.



A member can be excluded from the association for special reasons through a decision of the Board of Directors. Exclusion can be appealed against by a member to the General Assembly.

### **Section 3: General Assembly**

The General Assembly consists of all members of CIRCLE CENTRE and is held each year, generally in the last quarter of the year.

### **Section 4. Right to vote and voting in the General Assembly**

For exercising voting rights and making decisions in the union meeting, the following applies:

- a) each member has one vote
- b) voting rights may not be exercised by proxy
- c) decisions are made by open vote unless someone requests a closed vote
- d) the members of the Board of Directors may not vote on the issue of discharge from liability or on the issue of the election of auditors

### **Section 5. Agenda of the General Assembly**

The General Assembly shall be held annually. The following items shall be on the agenda:

1. Opening of the General Assembly
2. Election of General Assembly chairman
3. Establishment of the voter register
4. Selection of two adjusters of the minutes and two vote counters
5. Approval of the agenda
6. Decision about whether the General Assembly has been duly convened



7. Presentation of the Board of Directors' annual report, the income statement, the balance sheet, as well as the auditor's report regarding the preceding year
8. Approval of the balance sheet and income statement
9. Decision about discharge of liability for the members of the Board of Directors
10. Decisions regarding the association's profit or loss according to the proposal in the balance sheet
11. Processing of motions and propositions submitted to the General Assembly
12. Establishment of the association's membership fee, business plan and budget for the coming financial year
13. Election of the association's President
14. Election of the association's Secretary
15. Election of the association's Treasurer
16. Election of other members of the Board of Directors
17. Election of auditor(s)
18. Election of the election committee
19. Closing of the General Assembly

## **Section 6. Extraordinary General Assembly**

An extraordinary General Assembly shall be held if the Board of Directors deems it necessary, or if at least a quarter of CIRCLE CENTRE's members request it, and then within a month after petition about this to the Board.



## **Section 7. Notice of General Assembly**

An invitation to the General Assembly shall be issued by the Board of Directors no later than two weeks before the meeting to those who have the right to participate in the meeting. The agenda shall be attached to the invitation. The agenda shall include the list of motions and propositions that will be processed at the meeting.

## **Section 8. Election committee**

The General Assembly shall elect an election committee of minimum two members.

## **Section 9. Opening and minutes of the General Assembly**

The opening of the General Assembly shall be done by the President of the Board of Directors.

The minutes of the General Assembly shall be adjusted by the elected adjusters and the chairman of the meeting and made available to members no later than one month after the meeting.

## **Section 10. Motions to the General Assembly**

Every member has the right to bring a motion to the General Assembly. Motion to be processed at ordinary General Assembly must be received by the Board no later than one week before the meeting. The Board must share its answer to the motions at the latest during the meeting.



## **ARTICLE IV. BOARD OF DIRECTORS**

### **Section 1. Positions**

Board positions shall consist of, at a minimum, the President, Treasurer and Secretary. Additional board positions are optional.

### **Section 2. General Powers**

The overall policy, direction and affairs of the CIRCLE CENTRE shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of CIRCLE CENTRE.

### **Section 3. Number and Requirements**

The number of Directors shall consist of no less than three (3), including the following roles: President, Treasurer, and Secretary.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All new members of the Board of Directors must be approved by a qualified majority of two-thirds (2/3) vote by the Board of Directors.

### **Section 4. Confidentiality**

Directors shall not discuss or disclose information about CIRCLE CENTRE or its activities to any person or entity unless such information is already a matter of public knowledge; such person or entity has a need to know; or the



disclosure of such information is in furtherance of the CIRCLE CENTRE's purposes; or can reasonably be expected to benefit CIRCLE CENTRE. Directors shall use discretion and good judgment in discussing the affairs of CIRCLE CENTRE with third parties.

### **Section 5. Advisory Council**

An Advisory Council may be created, whose members shall be elected by the members of the Board of Directors. Voting privileges, duties and obligations of the advisory council is at the discretion of the Board of Directors. Members of the Advisory Council shall comply with the confidentiality policy set forth in Article IV, Section 4 of the bylaws upon being voted onto and accepting appointment to the Advisory Council.

### **Section 6. Resignation and Termination**

Any member of the Board of Directors may resign by filing a written resignation with the Board Secretary. A member can have their membership terminated by a majority vote of the membership.

Board Members must act in the best interest of CIRCLE CENTRE. Any member of the Board of Directors may be terminated at any time by qualified majority vote of at least two-thirds (2/3) by the members of the Board of Directors. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action.



## **Section 7. Authorised Signatories**

For all official documentation requiring a signature for CIRCLE CENTRE affairs in relation to, but not limited to: legal, financial and banking, administrative, procedural decisions, etc. may only be signed by the designated signatories approved by two-thirds majority of the Board of Directors. Only one signature by any of the approved signatories is required for official documentation. The approved signatories must hold the positions of President, Vice President and Director. The approved signatories and conditions may be changed at any time, subject to two-thirds approval by the Board of Directors.

## **Section 8. Banking Accounts**

Upon the event when the current administrator of the CIRCLE CENTRE banking account(s) resigns, is removed from the CIRCLE CENTRE Board or Directors, or wishes to no longer be the CIRCLE CENTRE banking account(s) administrator, the Board of Directors may nominate and place a vote to select a board member to become the new administrator of CIRCLE CENTRE banking account(s).

# **ARTICLE V. BOARD OF DIRECTORS**

## **Section 1. General powers**

The overall policy, direction and affairs of the CIRCLE CENTRE shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of CIRCLE CENTRE.



The Board of Directors has the right to act on behalf of CIRCLE CENTRE vis-à-vis third parties and to represent the association before courts and other authorities.

## **Section 2. Responsibilities**

The Board of Directors shall be accountable for:

- a) convening the General Assembly in accordance with the statutes in this bylaw
- b) executing decisions made at the General Assembly
- c) creating and defining the scope of working committees, and appointing Officers for these
- d) creating and maintaining registers of members
- e) maintaining and proposing changes to the association's bylaws and policies
- f) processing motions from members prior to General Assembly
- g) preparing yearly budget proposition prior to General Assembly

## **Section 3. Positions**

Board positions shall consist of, at a minimum, the President, Treasurer and Secretary. Additional board positions are optional and may consist of, but are not limited to, Vice President, Advisory Council, and Assistant Secretary.

The division of responsibilities within the Board of Directors shall be decided by the Board itself. However some positions have duties that may not be delegated.



The President's duties shall be to:

- a) Preside at all Board of Director meetings.
- b) See that all orders and resolutions of the Board of Directors are brought forth to the Board of Directors.
- c) The President, in concert with the Secretary, shall make the arrangements for all meetings of the Board of Directors, including the annual meeting of the organization.

The Secretary's duties shall be to:

- a) Record all votes and minutes of all proceedings in a book to be kept for that purpose. The Secretary, in concert with the President, shall make the arrangements for all meetings of the Board of Directors, including the General Assembly.
- b) Send notices of all meetings to the members of the Board of Directors and other necessary arrangements for meetings.
- c) Make Board of Director meeting minutes available to members

The Treasurer's duties shall be to:

- a) Submit for approval of all expenditures of funds raised by the Advisory Board and proposed capital expenditures by CIRCLE CENTRE.
- b) Present a complete and accurate report of CIRCLE CENTRE finances and finances directly related to the Board of Directors.
- c) Assist in direct audits of the funding source guidelines and generally accepted accounting principles.



#### **Section 4. Election Committee and Election**

Board members will be nominated by an election committee that is itself elected at the previous annual meeting by members. The election committee is directly under the members and is therefore independent from the board. They should not take orders from the board, but work, just like the board, on the trust of the association's members. They should complete the nomination process at least two weeks before the annual meeting and communicate to the members.

The Board of Directors shall be elected by the General Assembly. At least half of the members of the board should have served as an officer of CIRCLE CENTRE for one year. The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified.

#### **Section 5. Meetings and decision-making**

The Board of Directors meet on site in Lund and must be able to meet this requirement. The Board of Directors meet at least once a year after being called by the President. A meeting must always be held if at least half of the members request it. At the Board of Directors meetings, minutes must be kept, which shall be adjusted by the meeting President and one more Board Member. Minutes must be available to members no later than one month after the meeting.

The Board of Directors is competent to act when at least half of its Officers are present. Decisions are made by simple majority. In the event of an equal number of votes, the President has the deciding vote.



## **Section 6. Signatories**

The Board of Directors shall appoint one or two members of the board that is authorized to act as CIRCLE CENTRE's signatories. The appointment of signatories shall be documented in the minutes of the first Board meeting after each General Assembly, the constitutive meeting.

## **Section 7. Confidentiality**

Directors shall not discuss or disclose information about CIRCLE CENTRE or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the CIRCLE CENTRE's purposes, or can reasonably be expected to benefit CIRCLE CENTRE.

Directors shall use discretion and good judgment in discussing the affairs of CIRCLE CENTRE with third parties.

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An Advisory Council may be created, whose members shall be elected by the members of the Board of Directors. Voting privileges, duties and obligations of the advisory council is at the discretion of the Board of Directors. Members of the Advisory Council shall comply with the confidentiality policy set forth in Article IV, Section 7 of the bylaws upon being voted onto and accepting appointment to the Advisory Council.

## **Section 9. Resignation and Termination**

Any member of the Board of Directors may resign by filing a written resignation with the Board Secretary. A member can have their membership terminated by a majority vote of the membership.



Board Members must act in the best interest of CIRCLE CENTRE. Any member of the Board of Directors may be terminated at any time by qualified majority vote of at least two-thirds ( $\frac{2}{3}$ ) by the members of the Board of Directors. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action.

## **ARTICLE VI. AUDITING**

### **Section 1.**

An internal auditor shall be elected by the Board of Directors to review CIRCLE CENTRE activities of the fiscal year. The auditor shall attend all annual meetings. The auditor is not required to attend special meetings; however, the auditor shall attend special meetings upon request by the Board of Directors.

The mission of the auditors is to review CIRCLE CENTRE activities of the fiscal year. The auditors may not be members of the Board of Directors and must have the insight into accounting and financial conditions that is needed with regard to the association's activities. The auditor shall be provided with meeting minutes and financial documentation upon request. The auditors shall leave an annual report to be presented at the General Assembly, prior to the decision about the discharge of liabilities for the Board of Directors.



## **ARTICLE VII. BOOKS AND RECORDS**

### **Section 1.**

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

## **ARTICLE VIII. FINANCIAL YEAR**

### **Section 1.**

CIRCLE CENTRE year of operation and fiscal year will begin on the 1<sup>st</sup> of January and will end on the 31<sup>st</sup> of December of each year.

## **ARTICLE IX. INTERPRETATION AND AMENDMENTS**

### **Section 1. Interpretation of Bylaws**

The Board of Directors shall have the right to interpret the association's bylaws on behalf of the General Assembly.

### **Section 2: Amendments to Bylaws**

Amended, altered, repealed and new bylaws shall be approved by a qualified majority of two-thirds (2/3) vote at the General Assembly. Written notice setting forth the proposed amendment or summary of the changes to be effected shall be given to each director within the time and the manner provided.



## **ARTICLE X. DISSOLUTION**

### **Section 1.**

CIRCLE CENTRE may be dissolved with a two-thirds (2/3) majority vote by the Board of Directors. In the event of dissolution, CIRCLE CENTRE shall notify all relevant stakeholders and shall proceed with dissolution procedures according to Swedish law.

After liabilities of the CIRCLE CENTRE have been discharged or provided for, CIRCLE CENTRE's remaining assets shall be disposed of and/or distributed according to Swedish tax code and state, regional or local government laws.