

# **BY LAWS FOR THE NON-PROFIT ASSOCIATION GREENPEACE NORDIC**

(approved by the AGM on 5 May 2018)

The non-profit association Greenpeace Nordic (GPN) shall participate in the international Greenpeace organisation and enjoy international membership; voting rights and other rights and obligations as agreed by the Stichting Greenpeace Council (SGC).

## **1. NAME**

The name of the association shall be Greenpeace Nordic (Norden).

## **2. PURPOSE AND OPERATIONS**

Greenpeace is an international environmental organisation, which uses non-violent, creative confrontation to expose global environmental problems, and to force the solutions, which are essential to a green and peaceful future.

The association receives fees, gifts and donations. The association does not accept financial support from companies, governments or other political institutions. The assets of the association may only be used for its own purposes.

## **3. DONORS**

A Donor is any person who has given at least one donation to GPN in the last 12-month period, or any person who has notified GPN that they have remembered GPN in their will. Donors receive information about the association's operations on a regular basis, providing the Donor has supplied correct mail, email or other contact information. Any Donor may contact GPN to ask for additional information. GPN does not seek or accept donations that could compromise its independence, aims, objectives or integrity and therefore GPN reserves the right to refuse any donation.

## **4. VOTING MEMBERS**

The number of voting members in the association shall be 20 at maximum. Only physical persons may be appointed as members.

Members of the Board of Directors (BD), the Executive Director (ED) and members of the staff may not be voting members of the association. Members may be expelled from the association if they do not fulfil their obligations or if they act contrary to the association's purpose or operations. Questions of expelling a member from the association will be decided by a vote supported by at least three-quarters (3/4) of the total membership votes. Members cannot vote for themselves.

If the association has got less than 6 members, the board of Greenpeace Nordic or Stichting Greenpeace Council may appoint members.

The Annual General Meeting (AGM) of the voting members elects voting members. They are elected for a period of three years, with one third of them being elected every third year. When voting members are elected, two-thirds (2/3) of the total number of voting members must support the election.

The voting members of the association shall be elected so that half of them are members of the staff of other Greenpeace offices and half of them are not employed by any Greenpeace office. Exception from this rule can be agreed with SGC. Gender balance shall be sought.

## 5. ANNUAL GENERAL MEETING (AGM)

Voting members meet annually to decide on matters related to the Annual Report and to elect members for the Board of Directors. The AGM is convened and organised by the BD.

The AGM shall be held before the end of May every year. A written summons from the BD is to be sent to all voting members no later than four (4) weeks prior to the AGM. Other documents related to the AGM shall be sent to the voting members no later than two (2) weeks prior to the AGM.

Proposals by voting members shall be in writing and be received by the BD at the latest three (3) weeks prior to the AGM. Issues for decision by the AGM may be added to the agenda at the AGM if such a motion is favoured by at least two-thirds (2/3) of the voting members.

Members of the BD have the right to be present and express themselves at the AGM. The board or the individual members have the right to, upon approval by a two-third (2/3) majority, invite persons of their choice to be present and express themselves at the meeting or part of the meeting.

A voting member unable to attend the AGM may appoint another voting member as proxy.

The power of attorney shall be written in Swedish or English and be verified by two persons, which can be done via email. The power of attorney shall state that the provider of the power of attorney gives the proxy an unlimited right to represent her/him in all matters dealt with at the AGM. Each voting member present at the AGM can hold a maximum of two powers of attorney.

A quorum is reached when two-thirds (2/3) of all voting members are present in person or by proxy.

If no quorum is reached, an extra session of the AGM shall be held within four (4) weeks of the AGM for which no quorum could be reached, and then, any number of voting members present in person or represented by proxy will constitute a quorum.

At the AGM all decisions are considered unanimous if no vote is called for. If a vote is called for by one or more voting members, then all votes shall be decided by a simple majority unless otherwise stated in the bylaws. A draw is not considered a simple majority, and such a vote is not successful.

Vote by closed ballot can occur if requested by voting members representing at least half (1/2) of the voting members present or represented by proxy at the AGM.

The decisions of the AGM shall be entered into minutes, providing the time and place of the AGM as well as the names of the voting members present or represented by proxy and the number of votes on particular issues. The minutes shall be signed by the secretary of the AGM, the chairperson of the AGM and two voting members appointed by the AGM to verify the minutes.

The agenda for the AGM shall include in the following order:

- Opening of the AGM by the board chair
- Establishing a list of voting members present in person or by proxy
- Election of the chairperson of the AGM
- Election of secretary for the AGM and two voting members to verify the minutes
- Decision on presence of further persons at the AGM
- Decision on the question whether the AGM has been summoned in a correct way
- Adoption of the agenda for the AGM
- Decision on acceptance of the Annual report from the BD, income statement and balance sheet along with the auditor's report for the last year.
- Decision on disposition of surplus/deficit
- Decision on the question of indemnity for the BD and possible remuneration
- Appointment of auditor for the following year and decision on auditor's fee
- Proposals by the BD or proposals by voting members
- Election of members of the BD, election of voting members and appointment of election committee

## 6. EXTRA SESSIONS

Extra sessions of the AGM shall be convened by the BD or when at least one-third (1/3) of the voting members so requests. A written summons stating the reason for the session shall be sent to the voting members within two (2) weeks of such request. The extra session shall take place no later than four weeks after the BD has received said request.

Decisions within an extra meeting can be taken in writing (e-mail, mail) if one-third (1/3) of the voting members decides to do so.

## 7. THE ASSOCIATION'S ACCOUNTS

The BD's economic administration and the association's accounts shall be audited annually by a chartered auditor.

The association's accounts shall be closed on December 31 every year. The BD's Annual report shall be given to the association's auditor at the latest by March 15. The auditor shall at the latest by April 1 deliver the final auditing report.

## 8. THE ASSOCIATION'S LEADERSHIP

### 8.1 The Board of Directors

The Board of Directors (BD) shall consist of five to seven (5-7) Directors.

The BD constitutes the association's executive body. It is responsible for the administration and leadership of the association's activities. During the time between AGMs the BD is the association's decision-making body.

The BD and the chairperson of the BD are elected by the voting members at AGM for a period of three (3) years. At the AGM one-third (1/3) of the members of the BD shall be elected. In order to promote continuity in the work of the BD, the AGM may elect a member of the BD for a period shorter than three years.

A member of the BD may be re-elected to serve a maximum of nine consecutive years. Only if elected as chairperson may a current member of the BD be elected for an additional maximum six years. After not serving on the BD for a minimum period of 3 years, any former member of the BD can again stand for election, based on the conditions outlined above. The criteria for the selection of members of the BD should follow the governance regulations agreed with SGC.

The BD meets when the chairperson finds it necessary, or at the request of at least three (3) members of the BD. There should be a minimum of three (3) meetings per year.

The BD can make decisions, when at least half (1/2) of the members are present. Decisions within the BD shall be carried out openly. Decisions are reached by ordinary majority. When there is a tie, the chair has the deciding vote.

The members of the BD are entitled to fair reimbursement for their work and for costs and expenses pursuant to the valid instructions for the international Greenpeace organisation. However, remuneration must never compromise the independence of any member of the BD.

The minutes from meetings of the BD shall be signed by the secretary, chairperson and one additional member of the BD.

The annual meeting of voting members or an extra session may decide to remove any board director. The removal of a board director requires that three-quarters (3/4) of the entire voting membership support the motion.

The Board of Directors shall:

- Appoint and dismiss the Executive Director (ED). This shall be done with the participation of Greenpeace International (GPI)
- Execute the decisions of the AGM
- Maintain a complete list of the association's membership, which may be applied as a voting register at organisational meetings.

- Provide for the AGM an Annual Report for the prior fiscal year and other material related to the AGM
- Protect the name Greenpeace and other copyrights and immaterial rights the association may have
- Submit the association's bylaws for approval by SGC
- Oversee that activities are conducted in accordance with the bylaws and that the association follows policy and governance rules agreed with SGC
- Submit to SGC the decisions of the AGM

The BD is to include the chair and deputy chair. Aside of the chair, who is elected by the AGM, the BD appoints itself regarding other functions of the BD.

The association's legal signatory shall be the chair of the BD.

The chair of the BD may designate the ED and other functionaries as legal signatories.

## 8.2 The Executive Director

The ED shall be in charge of the continuing activities of the association according to those guidelines put forward by the BD.

When an ED is not appointed, the chairperson of the board or a person appointed by the chairperson shall be in charge of the association's operation.

The ED's authority shall not include measures, which, with regard to the association's objectives and circumstances, are of an unusual nature or of great significance. Such decisions shall be taken by the board.

When the board's decisions cannot be awaited without significantly disrupting the association's operations, the executive director may execute such measures, but shall as soon as possible present said measures to the board for approval.

## 9. THE ELECTION COMMITTEE

The election committee shall present a proposal for members of the BD and for voting members to the AGM. The election committee shall consist of four (4) persons of whom three (3) persons shall be voting members and one (1) a member of the BD.

## 10. COMPENSATION

If it may be lawfully achieved, the board of directors, the executive director, or other persons acting on behalf of the association, shall be indemnified by the association if they by a final judgement or any other way have been held liable as a result of an act or omission which was a consequence of the fulfilment of obligations for the association based on the bylaws or decision taken in accordance with the bylaws.

Decision in regard of such compensation to a member of the board shall be taken at the General Assembly.

## 11. ALTERATION OF BYLAWS

Proposals from voting members for alteration of the bylaws shall be received by the BD at least three (3) weeks prior to the AGM and may then occur after a decision by the AGM having a two-third (2/3) majority of the total number of voting members. A decision to alter the bylaws shall nevertheless be submitted for approval by the SGC and is binding from that day the SGC approves said decisions.

## 12. INTERNATIONAL MEMBERSHIP

The association is a licensee of Stichting Greenpeace Council (SGC), the international ruling body for Greenpeace.

The association acknowledges SGC's right of ownership of the name and trademark Greenpeace.

The association assigns to SGC the right to:

- Approve the association's budget
- Approve the association's campaigns
- Approve the association's bylaws
- Expel the association from SGC

## 13. THE ASSOCIATION'S DISSOLUTION

If the association is dissolved, its assets shall be transferred to SGC.

The above version of the bylaws was approved by the AGM on 5 May 2018.