

Statutes of the Swedish IT&Telecom Industries

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§1 Purpose of the association

Swedish IT&Telecom Industries is a trade and employer association with a separate employer section within the Almega group that is affiliated to the Confederation of Swedish Enterprise (Föreningen Svenskt Näringsliv).

Pursuant to these statutes and to those of the Confederation of Swedish Enterprise, and either by itself or via a service company and joint action agreements with related organisations, the purpose of Swedish IT&Telecom Industries is to watch over and promote the common interests of its members as employers and commercial enterprises in the industry. In particular, it is incumbent on Swedish IT&Telecom Industries to:

- protect its members' interests on industry issues, promote the sound development of the industry and its goods and services,
- create competition-neutral terms and conditions for companies in the industry,
- represent the industrial interests of its members in relation to government authorities, trade union organisations and the mass media,
- function as a consultation body on matters of importance to the industry,
- promote the development of an environment that influences companies' conditions,
- promote a sound relationship between the members in the employer section and their employees,
- when considered desirable, draw up collective agreements for the members in the employer section,
- support members in the employer section in the event of industrial disputes and otherwise on employer issues,
- arrange for compensation for members in the employer section from the Confederation of Swedish Enterprise for damage/loss caused by industrial disputes.

Swedish IT&Telecom Industries shall, in the performance of its duties, be entitled pursuant to special agreement to take joint action with related organisations through a federation named ALMEGA and its service company (Almega AB).

§ 2 Membership

The Board is entitled to grant companies membership of the association in accordance with procedures established by the Board. A member of Swedish IT&Telecom Industries is obliged to comply with the association's business rules.

A member of Swedish IT&Telecom Industries is obliged conjointly to be a member company of the Confederation of Swedish Enterprise and to comply with its statutes and specific agreements between the Confederation of Swedish Enterprise and the association and between the association and related organisations.

A member shall submit such details concerning work and wage conditions as may be requested by Swedish IT&Telecom Industries, the service company or the Confederation of Swedish Enterprise.

§ 3 Membership scope

Membership of Swedish IT&Telecom Industries shall cover all a member's employees who are employed in a business for which affiliation to the association is possible. The Board may allow exemptions to this provided the Confederation of Swedish Enterprise gives its consent.

A member who wishes to sign up to collective agreements entered into by the association and wishes to have access to service on employer issues may also be granted membership of the association's employer section. §§ 19-22 of these statutes apply only in relation to these members. A separate list of members of the employer section shall be maintained.

When so requested, companies applying for or granted membership of Swedish IT&Telecom Industries are required to provide information about whether, and to what extent, they are engaged in any other business.

§ 4 Admission

Applications for admission to Swedish IT&Telecom Industries, and the conjoint membership of the Confederation of Swedish Enterprise, shall be submitted to the association on the approved form, whereby the applicant shall approve in writing the statutes of both Swedish IT&Telecom Industries and the Confederation of Swedish Enterprise.

The application shall contain details regarding the number of people employed by the applicant, the total payroll paid out by the applicant for membership during the previous calendar year, and any other information that Swedish IT&Telecom Industries or the Confederation of Swedish Enterprises judges to be necessary.

§ 5 Transfer of membership

Should the business engaged in by a member pass into the ownership of another party who wishes to take over the membership in Swedish IT&Telecom Industries, and thus also the membership of the Confederation of Swedish Enterprise, the said party shall submit to the association and application therefore on the approved form, and including both the consent of the former member and its own undertaking to accept liability for the former member's commitments and undertakings in relation to Swedish IT&Telecom Industries and the Confederation of Swedish Enterprise.

§ 6 Termination of membership

Membership of Swedish IT&Telecom Industries and conjointly membership of the Confederation of Swedish Enterprise shall terminate at the end of the half-year (June or December), whichever occurs first after six months from the date when written notice of termination of membership was given by the association or the Confederation of Swedish Enterprise. However, the board may, subject to obtaining the consent of the Confederation of Swedish Enterprise, permit a member that has closed down or transferred its business to resign from Swedish IT&Telecom Industries at the end of the current half-year period.

Notwithstanding the provisions of the paragraph above the board is entitled to terminate membership with effect from the end of the current half-year period in the case of a member that has not paid its dues to Swedish IT&Telecom Industries for the current and previous year.

A member that refuses to comply with, infringes or circumvents these statutes or any decision made by Swedish IT&Telecom Industries on the basis of these or the Confederation of Swedish Enterprises' statutes may have its membership revoked by the board with immediate effect.

A member that, pursuant to the statutes of the Confederation of Swedish Enterprise, has lost its rights in relation to the Confederation has also lost its rights in relation to Swedish IT&Telecom Industries and the service company as referred to in §1 (Almega AB) but remains obliged to pay such dues as are incumbent on it on the basis of these statutes for so long as it remains a member, except in so far as the association decides otherwise. A member that has lost its rights in relation to Swedish IT&Telecom Industries is not entitled to take part in meetings or any other of the association's activities.

§ 7 Dues

Members shall pay to Swedish IT&Telecom Industries and/or the service company as referred to in §1 (Almega AB) dues as determined annually by the annual general meeting.

Over and above this, members shall pay dues and fees to the Confederation of Swedish Enterprise as provided in these statutes.

§ 8 Board

Swedish IT&Telecom Industries' affairs shall, taking into consideration joint action agreements with associated organisations in the ALMEGA group, be administered by the board and the director of the association.

The board is elected annually at an annual meeting on the basis of the nomination committee's proposals. The board consists of a separately elected chairman together with a minimum of 10 and a maximum of 20 other members. In addition,

the president of Swedish IT&Telecom Industries shall always be a member of the board. The board elects at least one deputy chair from among its members.

When the board is being elected endeavours should be made to give it a representative membership taking into account the structure of the membership. CEOs or other senior management personnel are eligible to become members of the board.

The registered office of the association is in Stockholm.

§ 9 Duties of the board

It is incumbent on the board:

- to encourage companies to become members of Swedish IT&Telecom Industries,
- to ensure that members comply with the statutes of the association and the Confederation of Swedish Enterprise,
- to prepare business for the association's meetings,
- to foster effective cooperation with other organisations in the ALMEGA group through representation on the ALMEGA group's board,
- to put into effect decisions made at the association's meetings,
- to represent the association and make decisions on all matters, except for those that, according to the statutes or separate joint action agreement with associated organisations, are excluded from the board's authority,
- to convene a meeting of the association when the board considers the circumstances give reason, or when the Confederation of Swedish Enterprise or the board of the ALMEGA group so request,
- to take good care of and administer the association's assets and have detailed and accurate accounting records kept of its income and expenditure,
- to submit a report on its administration together with the auditors' comments on the report to the annual meeting,
- to maintain close relations between the association, the ALMEGA group, the service company referred to in §1 (ALMEGA AB) and the Confederation of Swedish Enterprise, in the manner prescribed by these statutes and those of the Confederation of Swedish Enterprise as well as by the joint action agreement with associated organisations,
- to function as a negotiating delegation or to appoint one,
- to hire and dismiss the association's president, and

- to deal with matters of common interest to the association, that are matters of principle that are not dealt with by the board of the ALMEGA group, or to prepare such matters for discussion.

§ 10 Meeting of the board

The Board meets when it is convened by the chairman or the president of the association.

Notice of meeting shall be distributed if at least two members of the board so request.

§ 11 Board decisions. Executive committee

The Board has a quorum when at least half of its members are present.

Each member has one vote. The board's decision shall be the position supported by the majority of those present. In the event of a tied vote the chairman shall have the casting vote.

Board members are not entitled to the consideration of items of business in which they have a personal interest.

Business that is covered by the joint action agreement with association organisations shall be decided by the board of the ALMEGA group.

For matters of lesser importance or of an urgent nature, the board may appoint from among its own members an executive committee consisting of the chairman or deputy chairman, two other board members and the necessary deputies for these.

The board is entitled to authorise persons authorised to represent Swedish IT&Telecom Industries.

§ 12 President of the association

The president of the association is accountable to the board and handles Swedish IT&Telecom Industries' statutory affairs, with the aid of the service company's personnel. In this regard it is incumbent on the president of the association:

- to prepare incoming business for decision by the board, or for decision by the ALMEGA group's board,
- to carry out the decisions of these boards,
- to assist members in negotiations in accordance with board directives and these statutes,

- to watch over the interests of Swedish IT&Telecom Industries in general, and
- to maintain complete accounting records, summarise these in the annual financial statements and submit these to the auditors for examination before 15 March each year.

Without specific authorisation, the president of the association, or an authorised representative, is entitled to represent Swedish IT&Telecom Industries.

§ 13 Auditors

Two auditors, of whom one shall be an authorised public accountant, shall be elected annually by the annual meeting to examine Swedish IT&Telecom Industries' accounting records and administration in general. Each auditor is entitled to examine Swedish IT&Telecom Industries' accounting and other records whenever he/she so wishes. The auditors shall complete their examination administration and submit their audit report to the board no later than 31 March.

§ 14 Nomination Committee

The annual meeting shall appoint a nomination committee consisting of no fewer than three and no more than five members, of whom one shall be appointed chairman, to submit nominations to the annual meeting. The nomination committee shall submit to the annual meeting nominations for chairman of the association's board, for other members of the board, auditors, nomination committee and for the association's representatives on the small businesses committee of the Confederation of Swedish Enterprise.

§ 15 Annual and extraordinary meetings

The annual meeting shall be held before the end of May each year, at a time and place to be decided by the board.

An extraordinary meeting is held when the board deems it necessary or when it is convened in writing by the auditors or by members representing at least one-tenth of the total number of votes in Swedish IT&Telecom Industries. Notice convening an annual meeting or an extraordinary meeting, including an agenda for the meeting, shall be sent by post at least 10 days before the meeting or by email to those members who have stated elsewhere that they wish to receive information from the association in this way.

If the matter requires urgent attention, an extraordinary meeting may be held at least three days after such notice has been given, in such a case either by telegram, telefax or by any other acceptable method.

An extraordinary meeting may only decide on business that is stated in the notice convening the meeting. Other business may only be raised for discussion.

§ 16 Agenda of annual meeting

The annual meeting shall have the following agenda:

- 1 Election of person to chair the meeting
- 2 Approval of the voting list
- 3 Election of two persons to check and approve the minutes together with the chairman
- 4 Consideration of whether the meeting has been duly convened
- 5 Presentation by the board of the annual report
- 6 Report of the auditors
- 7 Discharge of the board and the association's president from liability
- 8 Business submitted by the board, the Confederation of Swedish Enterprise, or the board of the ALMEGA group
- 9 Business submitted to the board in writing by a member at least two weeks before the meeting for inclusion on the agenda
- 10 Determination of annual fees to the association and/or the service company, as referred to in § 1
- 11 Election of chairman of the board
- 12 Election of other members of the board
- 13 Election of two auditors
- 14 Election of nomination committee
- 15 Election of members to the board of the Confederation of Swedish Enterprise
- 16 Election of representatives to attend the Confederation of Swedish Enterprise's annual meeting
- 17 Election of the association's representative on the Confederation of Swedish Enterprise's small businesses committee
- 18 Election of the association's representative to attend the annual meeting of the service company referred to in §1 (ALMEGA AB)
- 19 Election from among board members of members of the board of the ALMEGA group
- 20 Determination of fees and remuneration

Over and above this the meeting shall consider items that are stated in the notice of meeting or arise immediately out of the board's report or the auditors' report. Any other business may be brought up for discussion but not for decision.

§ 17 Voting at meetings

In the event of a vote being taken at a meeting each member has one vote and over and above this one vote for every (complete) hundred employees that each

member of Swedish IT&Telecom Industries has according to the latest figures sent to the Confederation of Swedish Enterprise.

Voting is open but the vote may take the form of a secret ballot should anyone so request. In the event of a tied vote the decision shall be the position supported by the majority of the persons voting. Should this also result in a tied vote, the decision shall be made by drawing lots; otherwise the chairman shall have the casting vote.

Each member is represented by only one person. The chairman of the meeting and the persons elected to check and approve the minutes are elected by means of a show of hands. Absent members can grant a proxy to another member to represent them. At the meeting no person may vote on behalf of more than one proxy.

§ 18 Other voting among members

In the event of any other voting among members than that referred to in §17 each member has one vote and over and above that one vote for every (complete) hundred employees that each member of Swedish IT&Telecom Industries has according to the latest figures sent to the Confederation of Swedish Enterprise.

Voting is open but the vote may take the form of a secret ballot should anyone so request. In the event of a tied vote the decision shall be the position supported by the majority of the persons voting. Should this also result in a tied vote, the decision shall be made by drawing lots. Absent members can grant a proxy to another member to represent them.

If a negotiating delegation is appointed, voting therein takes place by means of a show of hands.

§ 19 Drawing up and application of collective agreements

Members shall regularly provide information and confer with Swedish IT&Telecom Industries on matters of particular importance in the relationship between employers and their employees. Moreover, members shall take into account the need for uniformity of behaviour among members in connection with collective agreements.

When applying collective agreements members shall comply with the guidelines issued by Swedish IT&Telecom Industries.

While a strike, lockout or any other industrial dispute is in progress, in contravention of a decision by Swedish IT&Telecom Industries or the Confederation of Swedish Enterprise, members shall not, directly or indirectly, provide work for or in any other way support employees who are on strike or locked out or otherwise affected by the dispute. It is incumbent on Swedish IT&Telecom Industries to take suitable measures to ensure compliance with these rules.

If a member is found guilty of breaching or circumventing the rules in this paragraph or based on issued regulations, the board is entitled to enjoin the member to pay damages to Swedish IT&Telecom Industries in an amount being no higher than what is laid down in the Confederation of Swedish Enterprise's rules for corresponding cases.

§ 20 Lockout procedures

If a member considers that it should declare a lockout Swedish IT&Telecom Industries shall be notified thereof with details of the reason for and scope of the lockout. Swedish IT&Telecom Industries shall immediately take the measures prescribed in the Confederation of Swedish Enterprise's rules. A member shall not declare a lockout without having the consent of the Confederation of Swedish Enterprise.

The member shall provide Swedish IT&Telecom Industries with all the information relating to the industrial dispute that the association requests or that is otherwise of importance.

If the declaration of a lockout otherwise is questioned within Swedish IT&Telecom Industries, the proposal shall be submitted to the members disputing the lockout. If the proposal is supported by at least two-thirds of all the votes cast then the board can declare the lockout in question provided the decision has the consent of the Confederation of Swedish Enterprise.

§ 21 Strike procedures

If a strike or other industrial dispute threatens to break out at a member's business, this shall be reported without delay to Swedish IT&Telecom Industries. It is incumbent on Swedish IT&Telecom Industries to take such measures as the association sees fit for averting the dispute.

If a strike or other industrial dispute breaks out at a member's business written notice of the situation shall be sent to Swedish IT&Telecom Industries without delay.

Furthermore the member shall provide Swedish IT&Telecom Industries with all the information regarding the dispute that the association requests or that is otherwise of importance.

§ 22 Compensation for loss caused by work stoppages

A member is entitled, on the conditions and to the extent laid down in the Confederation of Swedish Enterprise's statutes, to compensation from the Confederation of Swedish Enterprise for loss incurred as a result of a work stoppage.

§ 23 Amendments to statutes and dissolution of Swedish IT&Telecom Industries

The amendment of these statutes or the dissolution of Swedish IT&Telecom Industries requires either that the members present at an annual meeting vote unanimously in favour of the decision or that such a decision is taken at two consecutive meetings, the second being at least one month after the first, and that at least three-quarters of the votes cast at the second meeting were cast in favour of the decision.

Amendments to the statutes are not valid if the Confederation of Swedish Enterprise does not give its consent to the amendments.

In the event of the dissolution of Swedish IT&Telecom Industries its remaining assets shall be applied used in accordance with decisions made at the last meeting.

§ 24 Arbitration

Any disputes between Swedish IT&Telecom Industries, on the one hand, and a member, on the other, shall be settled by three arbitrators in accordance with the applicable Arbitration Act. If the parties cannot reach agreement on the third arbitrator, the said arbitrator shall be appointed in accordance with the rules of the Stockholm Chamber of Commerce's Arbitration Institute.

§ 25 Supplementary rules

Over and above what has been stipulated above, the Confederation of Swedish Enterprise's statutes also apply to Swedish IT&Telecom Industries, where applicable.