

Articles of Association of Collective Tools ek. för.

Adopted at the Constituent Assembly 2019-05-08.

COMPANY NAME, REGISTERED OFFICE AND SCOPE OF ACTIVITY

§ 1 Company

The name of the association is Collective Tools ek. för.

§ 2 Board

The association's board of directors is based in the municipality of Gothenburg.

§ 3 Scope of activities

The scope of the association includes providing open source digital services to democratic organisations, democratic companies and public institutions and related activities.

PURPOSE, ECONOMIC ACTIVITIES AND PARTICIPATION

§ 4 Purpose

The purpose of the association is to promote the economic interests of its members by conducting economic activities in which members participate and to provide members with open source digital communication and project management services that do not share their data with any third party.

§ 5 Economic activities

The association shall carry out the following economic activities:

Sales of digital services for communication and project management based on open source.

§ 6 Participation of members

a, Members who are legal entities participate by purchasing the association's services.

b, members who are natural persons participate as consultants or as employees of the association.

MEMBERSHIP

§ 7 Membership

Legal entities participating in the association according to §6a are accepted as members.

Physical persons participating in the association according to §6b for a duration of at least six months are accepted as members.

Members shall comply with the statutes and decisions of the Association and contribute to the fulfilment of the purpose of the association.

The Association may accept investing members (member who does not participate according to § 6).

Applications for membership must be made *via the association's website* to the Board or to the person appointed by the Board. A decision to admit an investing member shall state that the person is an investor member.

§ 8 Change of membership category

A member who has ceased to participate in the Association's activities in accordance with § 6 shall, if he or she so requests, be transferred to the category of investing member.

An investing member who has begun to participate in the activities of the Association, in accordance with § 6, shall apply for membership as a participating member. If membership is granted in accordance with the provision of § 7 on membership, the membership is transferred to the latter category.

A change of membership category must be recorded in the membership list.

§ 9 Membership list

The Board shall keep a list of the members of the Association (membership list). The list of members shall include:

1. the name and postal address of each member,
2. if applicable, that the member is an investing member
3. the date on which the member joined the association,
4. the number of member contributions the member makes to the association,
5. the total amount, as shown in the last adopted balance sheet, of members' investments paid in or credited by way of contribution issue,
6. the sum of the amounts which, after the end of the financial year in which the balance sheet has been paid or is payable in accordance with 10 Chapters 11 and 16 of the Swedish Economic Associations Act, and
7. the date of the payments referred to in 6.

The membership list shall be available at the association for anyone who wishes to access it.

§ 10 Termination of membership

A termination of membership in the association shall be done via the associations webpage.

§ 11 Expulsion

A member who grossly disregards his/her obligations towards the Association by not complying with duly adopted decisions or who otherwise works against the purpose or interests of the Association may be expelled.

A member who does not participate in the activities and, from what has been established, does not intend to do so in the foreseeable future, may be excluded.

Decisions of expulsion are made by the board.

Anyone who is expelled immediately loses his/her right to take part in deliberations and decisions concerning the Association's affairs.

§ 12 Resignation of members

When a member resigns, his/her membership will terminate at the end of the fiscal year that ends at the earliest one month after that the member has announced his/her resignation, been expelled or left the association for any other reason.

CONTRIBUTIONS, FEES AND ACQUISITIONS OF SHARES

§ 13 Membership shares

Mandatory contribution

The membership share in the association is 200 SEK

Each member shall participate in the association with one (1) share.

The share must be paid to the association's account no later than 15 days after joining the association.

Additional shares

A member may participate with multiple shares

Additional shares shall be paid to the Association's account as directed by the Board.

Emission shares

The General Meeting may decide that free equity shall be transferred to member shares through an emission share. The amounts transferred is equal to the members' emission stake.

Membership share

The mandatory share, together with any additional shares and emission shares constitutes the total membership share of each member. Member contribution corresponds to the member's share in the association.

§ 14 Additional investments (Förlagsinsats)

The Board of Directors may decide that capital in the form of private investments (förlagsinsatser) may be contributed to the Association.

Such contributions may be made by members and non-members alike.

The amount of the investment and other terms and conditions must be set out in a investment certificate. The provisions of Chapter 11 of the Swedish Economic Associations Act apply.

§ 15 Membership fee

The General Assembly may decide that members shall pay an annual membership fee.

It may not exceed SEK 500 per year.

§ 16 Repayment of membership shares

A member who has resigned is entitled to receive his/her membership share and the agreed profit distribution in accordance with the provisions of Chapter 10, Section 11 of the Swedish Economic Associations Act.

A member who participates in the association with additional shares has the right to have these refunded in accordance with the provisions of Chapter 10, Section 16 of the Swedish Economic Associations Act, without resigning from the association.

§ 17 Acquisition of shares

If a membership share has been transferred to another person by way of partition, inheritance or will, the person who acquired the share must apply for membership of the Association within six (6) months of the acquisition or, in the case of the acquisition of a deceased member's share, at the later time at which the deceased would have resigned if the death had been equated with a termination of membership.

Anyone who has acquired a membership share by transfer (purchase, gift, exchange, etc.) without himself being a member of the Association must apply for membership within six (6) months of the acquisition.

The conditions for membership, the form of application and the decision-making body for applications under the first and second paragraphs shall be as laid down in these Statutes.

If membership is granted, the transferee takes the place of the member. If the transferee does not apply for membership within the prescribed period or is refused membership, the member is deemed to have resigned from the Association. In such a case, the transferee shall have the rights otherwise enjoyed by the withdrawing member.

ASSOCIATION'S BODIES

§ 18 Bodies of the Association

The bodies of the Association are:

- General Assembly
- The Board
- Auditor

§ 19 The General Assembly

The General Assembly is the highest decision-making body of the Association.

A regular general meeting of the association, the annual general meeting, must be held no later than June.

Extra General Meetings shall be held whenever the General Meeting so decides and whenever the Board considers it necessary. An extra general meeting shall also be held when the auditor or at least one tenth (1/10) of all members entitled to vote so request in writing for the consideration of a particular matter or matters. In the latter case, the Board of Directors shall convene the meeting within fourteen (14) days of receiving the request.

The general meeting shall be held in the municipality where the association has its registered office or, if the Board so decides, at another place within the association's area of activity.

If the Board considers it reliable and functional, members shall be given the opportunity to participate in the general meeting of the Association by digital means, or by postal voting in accordance with Chapter 6. 6 of the Swedish Economic Associations Act. The procedure for participation in a general meeting by digital means or postal voting shall be set out in the notice of meeting.

Notice of the General Meeting shall be in writing and sent by letter or e-mail no earlier than six (6) weeks and no later than two (2) weeks before the meeting.

The auditors shall be informed as soon as possible after the notice of the general meeting has been issued.

All notices and other information to be provided to members may be sent to members by e-mail under the conditions set out in Chapter 1, Section 16 of the Swedish Economic Associations Act.

Each member has one vote at a general meeting. However, the votes of the investing members shall not be fully counted if their votes exceed one third of the total number of votes indicated. In this case, their value shall be reduced so that their votes correspond to half of the total number of other votes indicated.

Except in the cases mentioned in §§ 30 and 31, a majority of the votes cast must be in favour of the proposal for a decision to be valid at a general meeting of the Association, a so-called simple majority. In the event of a tied vote, the chairman of the meeting shall have the deciding vote. In the case of election of persons at a general meeting, the person who receives the most votes shall be deemed to be elected, known as a relative majority. In the event of a tied vote, the election shall be decided by sortition, unless the meeting decides otherwise before the election.

Members who are legal entities are represented by a legal representative (person authorised to sign) or an agent. A member who is a natural person may be represented by an agent, but only by a spouse, another member or the legal representative of another member. An proxy must have a written, dated power of attorney and may represent only one member. A proxy may represent no more than one (1) member.

A member or a representative may bring an assistant to the general meeting.

The assistant may speak at the general meeting.

The General Assembly is opened by the Chairman of the Board or by the person appointed by the Board.

§ 20 Matters at the Annual General Meeting

The following matters shall be considered at the Annual General Meeting:

1. Opening of the meeting and establishment of the voting list
2. election of the chairman of the meeting and his/her choice of recording secretary
3. the election of two tellers, who will also count the votes
4. whether the meeting has been duly convened
5. the annual report of the board of directors and the auditor's report
6. establishing of the profit and loss account and balance sheet and decisions relating to the profit or loss
7. discharge of the members of the Board of Directors
8. if any fees should be paid to elected representatives
9. election of the Board according to § 22
10. election of auditors according to § 24
11. determination of membership fees
12. if the Meeting deems it necessary, election of the Nomination Committee, in accordance with § 21
13. bills and motions
14. any other questions

Any matter that a member wishes to refer to the Annual General Meeting, a motion, must be submitted in writing to the Board at least two months before the meeting. The Board shall in due time notify members of the date of the meeting.

§ 21 Nomination Committee

The General Assembly may appoint a Nomination Committee. The Nomination Committee shall consist of a maximum of five (5) persons, one of whom shall be appointed as chairperson.

§ 22 The Board of Directors

The Board of the Association shall manage the affairs of the Association and represent association.

The Board of Directors is appointed by the General Assembly and shall consist of at least three (3) and at most seven (7) members and at most three (3) deputies. The alternates shall serve in the elected order.

At least half of the members of the Board must be members of the Association.

Board members and alternates are appointed for the period until the Annual General Meeting is held the financial year following the election.

The Chairman of the Board is elected by the General Assembly. Other officers are appointed from within the Board.

A person who is a minor, bankrupt or prohibited from engaging in business cannot be member of the Board.

The quorum of the Board shall be the presence of members and alternates representing at least half of the number of elected members.

If the Board is not fully constituted, a valid decision requires more than one third of the elected members to vote in favour of the decision.

Decisions of the Board are taken by simple majority, i.e. the majority of those voting. In the event of a tie, the Chairman shall have a casting vote.

§ 23 Company registration

The Association's signature is signed, in addition to the Board (the majority), by those appointed by the Board as signatories.

§ 24 Auditor

The Association's auditor shall examine the management of the Association's affairs and its accounts.

The Association shall have one (1) auditor(s) and a maximum of one (1) deputy auditor(s) who shall be appointed for the period until the Annual General Meeting held in the financial year following the election.

Instead of appointing the auditor and any alternate auditor in accordance with the second paragraph, the General Meeting of the Association may appoint a registered auditing firm as auditor.

FISCAL YEAR, ANNUAL REPORT, AUDIT REPORT ETC.

§ 25 Fiscal year

The fiscal year of the Association is the calendar year.

§ 26 Annual report

For each fiscal year, the Board of Directors shall draw up an annual report covering management report, profit and loss account and balance sheet.

The annual report and accounts shall be submitted to the auditors not later than six (6) weeks before the Annual General Meeting.

§ 27 Auditors' report

The auditor must draw up a report on his/her annual audit, the audit report.

The auditor's report, together with the accounts, shall be submitted to the Board of Directors not later than three (3) weeks before the Annual General Meeting.

§ 28 Provision of documents for the Annual General Meeting

The annual report, the auditor's report and other documents of the annual general meeting shall, in original or copy, be made available to the members at the Association no later than two (2) weeks before the Annual General Meeting.

ASSOCIATION'S PROFIT

§ 29 Appropriation of the Association's profits

Free equity (net profit and retained earnings) as shown in the adopted balance sheet shall, after distribution of any investments (föreningsinsatser) in accordance with any investment certificates, as decided by the General Meeting of the Association, in whole or in part

- be transferred back to the association
- used to fund a specific purpose
- distributed in relation to member shares (interest rate)
- transferred to membership shares by emission shares in relation to the number of shares paid by each member (mandatory shares and additional shares).

The General Meeting may not decide on a dividend in excess of the amount specified in any investment certificate or, in the case of any other dividend, proposed or approved by the Board of Directors.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION, MERGER AND LIQUIDATION

§ 30 Amendments to the articles of association

When deciding on amendments to these statutes, the majority requirements described in Chapters 6, Sections 35 and 36 of the Swedish Economic Associations Act apply.

The general rule is that a proposal to amend the statutes must be supported by at least two-thirds (2/3) of the votes cast at an association meeting in order to be valid.

An amendment to the statutes that increases the obligation to participate with a compulsory contribution according to § 13 or the membership fee according to § 15 must be supported by at least three quarters (3/4) of the voters at a general meeting of the association in order to become effective.

An amendment to the statute that limits the right of members to receive members' contributions paid under § 16 or their right to retained assets under § 32 must be supported by all (1/1) of the votes cast at a general meeting of the Association in order to be valid.

The same applies to a decision to amend the statutes in order to restrict the right of members to leave the association.

Amendments to the statutes only take effect once they have been registered. An amendment reducing the compulsory contributions or otherwise alleviating the obligation of members to make contributions under the statutes may not be implemented until one year after registration.

§ 31 Decision on merger and liquidation

A decision on the approval of a merger plan and on voluntary liquidation, see Chapter 16, Section 15 and Chapter 17, Section 2 of the Economic Associations Act respectively, must be supported by at least two-thirds (2/3) of the votes cast at a general meeting of the association in order to be valid.

§ 32 Assets retained upon dissolution of the association

In the event of dissolution of the association, any assets retained by the association investments (förlagsinsatser) are refunded first. Thereafter, member contributions shall be refunded. Remaining assets shall be distributed equally among the members.

OTHER

§ 33 Miscellaneous

As regards the association's other circumstances, the provisions of the Swedish Economic Associations Act and, where applicable, the Accounting Act and the Annual Accounts Act apply.