

Association statutes BIL Sweden

§ 1

Name of the association

BIL Sweden is an association representing the interests of its members who consist of companies that manufacture or import cars, trucks and buses as well as other vehicles and mobility services for sale on the Swedish market. The association is a member of the Confederation of Swedish Enterprise. The name of the association is BIL Sweden and its registered office is in Stockholm.

§ 2

Purpose

The purpose of the association is to cooperate to safeguard and enact the common interests of its members. The association is not permitted to act on issues that affect the free competition in the industry, such as price fixing or allocating market shares, nor issues relating to the relationship between employer and employee.

The overall aim of the Association's activities is to monitor and influence members' interest within the country when it comes to parliament, government, authorities, the general public and media, as well as internationally when it comes to the EU and international organisations involved in the car and transport industry. The association acts as a neutral spokesperson for its members. Its work consists mainly of consultations, petitions, contacts, press conferences and press releases, campaigns as well as its own investigations and compilations.

§ 3

Members

The members of the association consist of companies that manufacture or import cars, trucks and buses as well as other vehicles and mobility services for sale on the Swedish market. New membership categories must be approved by the Board.

Applications for membership must be submitted to the Association Board. Decisions on inclusion are made by the Board. Membership in the Association also means that the members are also member companies of the Confederation of Swedish Enterprise and are obliged to follow its statutes as well as the special agreements between the Confederation of Swedish Enterprise and the Association.

Notification of withdrawal from the Association shall be made in writing to the Association Board. Withdrawal from the Association can only take place at the end of the calendar year. The notification must be submitted at least six months in advance, otherwise the withdrawal will take place at the end of the subsequent calendar year.

The general meeting of the Association may, should there be a valid reason to do so, exclude a member, provided that all the members participating in the meeting, with the exception of the member concerned, agree to this. The resigning member does not have the right to reimbursement of fees and is not entitled to a share in the Association's assets.

§ 4

Annual general meeting

The association's highest decision-making body is its annual general meeting, which will be held no later than May. The Association Board shall, if necessary, call a special budget meeting during September / October. The Association Board shall convene such a budget meeting if at least ten (10) percent of the Association's members submit a request to the Board by the end of August. Each member company has one vote at the Association's annual general meeting as well as at any budget meeting.

Notice of the annual general meeting is issued by the Chairman of the Association Board and must be made in writing to all members no later than three weeks before the annual general meeting is due to take place. Should it be required and the chairman deems it appropriate, an extraordinary general meeting may be convened. This can also happen if at least thirty (30) percent of the Association's members make a written request to the Association Board. Notice of an extraordinary general meeting shall, unless urgent matters require a shorter notice, be made in writing to all members no later than two weeks before the meeting. Each Association member company has one vote at an extraordinary general meeting.

§ 5

Board and Chairman

The association comprises three different boards, the Association of Market and Industry boards. Those with authority to sign on behalf of the Association are stipulated in § 8.

The Association Board

The Association board shall have no more than eight members, including the Chairman of the Association and the CEO, which constitutes the Association Board. All ordinary members, with the exception of the Chairman and the CEO, must appoint personal deputies who are ready to step in when necessary. The Association Board shall include representatives from Swedish vehicle manufacturers as well as the Chairman and the Vice Chairman of the Market Board.

A board member's term of office is one year. Two to three members are appointed at each annual general meeting. Re-election is permitted. Should a member resign before the end of their term, the deputy will be appointed for the period remaining until and including the next annual general meeting.

The Association Board also has a Market Board and an Industry Board, which handle issues within the respective area of expertise.

The Market Board

The Market Board handles issues pertaining the conditions for selling vehicles in Sweden.

The Market Board shall include seven ordinary members, including the Chairman and Vice Chairman. Each member must have a personal deputy.

A board member's term of office is one year. Two to three members are appointed at each annual general meeting. At least one ordinary member and one deputy shall represent manufacturers of commercial vehicles.

Re-election is permitted.

The Industry Board

The Industry Board handles issues pertaining Swedish vehicle manufacturers' industrial operations.

The Industry Board, which is appointed at each annual general meeting, shall consist of representatives from Swedish vehicle manufacturers, with personal deputies. The term of office is one year. One or two members are appointed at each annual general meeting. Re-election is permitted.

§ 6

Chief Executive Officer

The Association Board appoints the Chief Executive Officer, CEO, to lead the Association's ongoing operations.

It is the responsibility of the CEO to lead the Association's operations and to promote collaboration with the various bodies in the automotive industry.

§ 7

Auditor

The Association's Annual General Meeting also appoints an auditor to supervise the administration of the Association Board and the CEO. A deputy auditor is also appointed. The auditor as well as their deputy must be authorised auditors and they should not simultaneously have any interests in car manufacturers or car importers. The auditor and the deputy auditor remain in their respective positions until the Annual General Meeting instigate a new election due to resignation or another reason.

§ 8

Approaches

Annual general meeting

At the Annual General Meeting, the Association Board's annual report and the associated income statements and balance sheets are presented and reviewed, the audit report is presented and the question of discharge of responsibility in relation to Association Board's administration for the past calendar year is examined.

Election of board members to the various boards, as well as deputies and auditors takes place. In addition, elections of representatives at the Confederation of Swedish Enterprise's annual general meeting take place and, where applicable, to its board of directors.

The Association Board determines the draft budget for the coming fiscal year, the calendar year. The draft budget must have been discussed by the Market and Industrial Boards prior to this taking place.

The annual general meeting forms a quorum when at least half of the members are present.

Resolutions

Resolutions pertaining to the following issues are passed by a simple majority: election of board members, deputies and auditors, discharge of responsibility, determination of annual amounts in accordance with § 9 and, in the event of a budget meeting, a decision on the budget. Other decisions must be unanimous. Decisions are taken by means of acclamation or, if requested, in a vote. In the event of a tie, the Association Board chairman shall have the casting vote. Members of the Association Board are

not permitted to make decisions regarding discharge of responsibility for administration operations for which they have responsibility, nor the appointment of an auditor.

Authority to sign on behalf of the Association

The Association Board represents the Association in the periods between general meetings. The Association Board shall meet at least two (2) times per year or when the Chairman deems it necessary or if at least three members of the Association Board so request. The other boards meet at the invitation of the respective chairman, but at least twice a year.

Members of the association shall have the opportunity to participate in the preparation of board matters. The task of the Board is to competently and objectively, and with consistency and foresight, handle all of the significant issues in the automotive industry in a way that not only safeguards its members' business interests, but that also strengthens the industry's profile and credibility.

The Association Board has the authority to sign on behalf of the Association. Three members as well as the chairman of the Association Board must sign on behalf of the Association. The CEO has the authority to sign alone for transactions not exceeding six (6) basic amounts including VAT. For transactions exceeding six (6) basic amounts including VAT but not exceeding twelve (12) basic amounts including VAT, the CEO and the finance officer can sign jointly on behalf of the Association. Transactions with a value exceeding, or are deemed to exceed, twelve (12) base amounts including VAT may only be signed by the Association Board in accordance with the provisions of this paragraph. The basic amount refers to the basic amount of the Social Insurance Code (2010:110) or replacement legislation.

It is the responsibility of the Association Board to ensure

- that a strategy is chosen and enacted by the members
- that messages are formulated
- that target groups, schedules and communication channels are established
- that communication and other activities are carried out.

§ 9

Membership fee

Members of BIL Sweden undertake each calendar year to contribute to the Association's expenses by an amount and distribution agreed between the members. The annual fee is determined at the Association's budget meeting if one is held. If there is no budget meeting, the annual fee is provisionally determined by the Board of Directors and is then decided on at the general meeting. The annual amount must be paid in two (2) equal instalments during the course of the year. Each share of the annual fee must be paid no later than January 1, April 1, July 1 and October 1. The payments must be made to the Association's bank or postal giro account. Fees shall also be paid to the Confederation of Swedish Enterprise in accordance with its statutes.

§ 10

Operating as a business

BIL Sweden may conduct its publishing, investigating and information activities, as well as associated activities as a limited company. BIL Sweden Adm AB, org no 556077-4886, is used for this purpose. The association consists of shareholders (Auditors' Note).

§ 11

Election Committee

Nominations for chairman, board members, deputies and auditors shall be drawn up by an election committee consisting of three members of the Association, one of whom is the convening party. The Election Committee's term of office is two years and it is appointed at the Association's Annual General Meeting.

§ 12

Statute amendments

A decision to amend these statutes is made by BIL Sweden's Annual General Meeting and must be unanimous. The statute change must be approved by the Confederation of Swedish Enterprise.

§ 13

Dissolution

Decisions regarding the dissolution of the Association are made by the Association's Annual General Meeting and must be unanimous. In the event of dissolution, the Association must be legally wound up and any remaining assets, unless otherwise unanimously approved by the Annual General Meeting, distributed proportionally to the members' contributions, according to § 9 above, during the past three calendar years.

The statutes were adopted at a meeting of the Board on September 2, 1992, and apply from the Annual Meeting 1993

An amendment of § 5 was resolved at the Annual General Meeting on March 12, 1998

Amendments of §§ 5, 6 and 10 were resolved at the Annual General Meeting on February 25, 2003

Amendments of the statutes were resolved at the Annual General Meeting on March 26, 2004

Amendment of § 5 was resolved at the Annual General Meeting on April 13, 2005

Amendments of §§ 1, 4 and 5 were resolved at the Annual General Meeting on April 18, 2012

Amendments to §§ 1-13 were resolved at the Annual General Meeting on April 17, 2013

Amendments to §§ 1, 3, 8 and 9 were resolved at the Annual General Meeting on April 25, 2019