

Statutes of the Swedish Association of Mines, Mineral and Metal Producers (SveMin)

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§ 1 The association and its objectives

The Swedish Association of Mines, Mineral and Metal Producers (below SveMin) is member of the Confederation of Swedish Enterprise (Svenskt Näringsliv).

The association works in accordance with these statutes and with the statutes of the Confederation of Swedish Enterprise, with the objective to protect and promote the common interests of its members and to maintain a connection between the association, the members and the Confederation of Swedish Enterprise.

SveMin's purpose can also be fulfilled through service companies, employer organisations that are members of SveMin or through cooperation agreements with related organisations.

§ 2 Registered office

The association has its registered office in Stockholm.

§ 3 Members of the association

Members of the association are:

- Companies that conduct or have conducted exploration or mineral/metal extraction in Sweden or related operations, and
- Employers' associations whose statutes have been approved by SveMin. A prerequisite for such an approval is that the statutes include a provision on that membership of the employers' association also requires an accompanied application for membership of SveMin.
- An employers' association that is member of SveMin has no vote in the affairs of the association.

A member company of SveMin is obliged to also be a member company of the Confederation of Swedish Enterprise.

The members are obliged to comply with the statutes of the Confederation of Swedish Enterprise and SveMin, and with the specific agreements reached between the associations mentioned.

§ 4 Entry

Applications for entry in the association are examined by the board. The applicant shall in writing accept the statutes of both SveMin and the Confederation of Swedish Enterprise. The application shall include all the information the board considers necessary.

Membership for companies in the association includes all operations of the company. The board may grant exemptions from this. A member company wanting exemption from the membership for certain operations shall on request supply details about the operations conducted.

If membership of the Association is refused but has been granted in an employers' organisation that is a member of the Association under § 3, the employers' organisation shall be notified of the reasons for this. However, granted membership

in the employers' organisation may remain if there are no reasons for termination or exclusion for the employers' organisation.

§ 5 Transfer of membership

If a member company's operations are transferred, in whole or in part, to someone else, this must immediately be reported to the association. If the new owner wants to take over the membership and enter as member in the Confederation of Swedish Enterprise, they shall apply in writing thereon to the board. The application must be accompanied, in writing, by the former owner's consent and the new owner's commitment to take responsibility for the former owner's all, to the transferred operations related, obligations to the association and to the Confederation of Swedish Enterprise.

§ 6 Withdrawal/termination of membership

Membership expires at the turn of the full-year or half-year that occurs six months after written notice from either of the parties has been given. The board may however allow a member company that has ended or transferred their business to withdraw from the association at the turn of the current half-year or without period of notice.

Membership that has been granted temporarily expires without prior notice after 12 months or when the time for which membership has been granted is ended.

Members that under the statutes of the Confederation of Swedish Enterprise have lost their rights in relation to the Confederation of Swedish Enterprise, also lose their rights in relation to the association, but are obliged to pay the fees, which under these statutes are imposed on members, for the time they remain as member, unless the association decides differently. Members that have lost their rights in relation to the association may not participate in meetings or in the other activities of the association.

§ 7 Suspension and damages

A member company that does not pay the prescribed fees in time and after repeated claims for payment may by the board be suspended with immediate effect. The board may commission the managing director to decide on suspension in such cases.

A member company that refuses to comply with, violates or circumvents these statutes, or decisions made under the statutes, may by the board be suspended with immediate effect. The same applies if a member company on several occasions or in a significant way has violated the Ethical Rules of SveMin or what could be regarded as good practice on the labour market or in other significant way has opposed SveMin. The board may in cases covered in this paragraph also decide on damages.

For decisions on suspension or damages according to § 10, second paragraph, it is required that at least three fourths of all board members agree on this.

At suspension, a member company is not entitled to any part of what has been paid in the assets of SveMin or the Confederation of Swedish Enterprise.

§ 8 Fees

Members of the association shall pay annual fees to the association as well as fees to other legal entity as decided at ordinary general meeting following a proposal by the board.

Members shall pay fees to the Confederation of Swedish Enterprise in accordance with its statutes.

§ 9 Board of the association

The affairs of the association are managed by the board and by the managing director.

The board is elected annually at the ordinary general meeting and consists of the number of members and deputies as decided by the meeting. The board appoints within themselves a chairman and a vice chairman.

The board may at the inaugural meeting appoint within themselves one or more vice chairmen.

If the chairman leaves his/her position during the term of office, the board shall within themselves elect a chairman for the period until next ordinary general meeting.

If a board member resigns from the assignment during the current term of office, the board may appoint a new board member for the period until next general meeting, provided that the new board member is active in the same member company as the previous board member.

A chairman of an employers' association that is member of the association, is also member of the association's board. Also other board members of such employers' association may be part of the association's board.

The chairman of the association shall also be member of such employers' association's board.

The board has its registered office in Stockholm

§ 10 Functions of the board

The functions of the board are;

- to ensure that the statutes of the association are complied with;
- to decide in matters within the association's area of operation, which according to the statutes are not to be decided by the general meeting or otherwise have been referred thereto,
- to work for new members joining the association,
- to employ and dismiss the managing director,
- to establish instructions for the managing director,
- to keep accurate records of the revenues and expenditures of the association and under common responsibility dispose and manage these assets,
- to when the board finds circumstances that so require, or when the Confederation of Swedish Enterprise so requests, call for an extraordinary general meeting,

- to represent the association and decide in all matters which under the statutes are not exempted from the authorities of the board,
- to decide regarding the authorised signatories of the association,
- to ensure that the members carefully observe the statutes of the Confederation of Swedish Enterprise, and
- to in ways that these statutes and the statutes of the Confederation of Swedish Enterprise state, maintain the connection between the association and the Confederation of Swedish Enterprise.

§ 11 Board meetings

The board convenes upon notice from the chairman or the managing director or on request by at least three board members.

The managing director is the rapporteur in the board.

Minutes are to be taken at board meetings.

§ 12 Board decisions

The board can make decisions when at least half of the members are present, among them the chairman or one vice chairman. Each member has one vote. Decisions are made by simple majority. If votes are equal, the opinion supported by the chairman shall apply.

In matters concerning an individual board member, he/she is not entitled to take part in the decision.

For matters of minor importance or for urgent matters, the board may appoint a work committee.

The board may authorise representatives to act on behalf of the association in relation to third parties and to represent the association in court and in relations with authorities.

§ 13 Managing director

The managing director is responsible for the day-to-day operations of the association. In particular, this responsibility includes:

- to prepare incoming matters for decision by the board,
- to execute the decisions of the board,
- to monitor the interests of the association,
- to be responsible for the accounts of the association.

The managing director is authorised to sign SveMin's current management acts.

Without special authority, the managing director has the right to, by himself/herself or by a representative, act on behalf of the association in relation to third parties and to represent the association in court and in relations with authorities.

§ 14 Accounts

The accounts of the association are closed per calendar year.

§ 15 Audit of the accounts

Audit of the association's accounts and of the management in general is accomplished by one at the ordinary general meeting elected authorised auditor and one deputy. The auditor has the right to, whenever he/she wants, take part of the association's accounts and other documents.

§ 16 Election committee

In SveMin, there shall be an election committee consisting of a chairman and not more than six other members. Upon selection of the election committee, the aim should be at having the same members as in the election committee of Gruvornas arbetsgivareförbund (the Mining Employers Association). The election committee shall be appointed at the ordinary general meeting and has the task to submit proposals of members for the board. The election committee shall also submit proposals in other matters entrusted to it by the general meeting.

The election committee should as far as possible take into account the desire of having companies of different sizes and operations within SveMin represented and that the representation also otherwise becomes comprehensive.

The election committee shall also as far as possible take into account the desire of promoting the cooperation with Gruvornas arbetsgivareförbund (the Mining Employers Association). In its work, the election committee shall therefore cooperate with the election committee of Gruvornas arbetsgivareförbund (the Mining Employers Association), in order to achieve to a significant part the same representation in both associations.

§ 17 Notice of general meeting etc.

The ordinary general meeting is held annually, at the time and location decided by the board, however no later than June 30. The management report of the board, the annual report of the association, the audit report and a list of the matters that are to be addressed at the general meeting shall no later than a week before the general meeting be available for the member companies at SveMin's office and – if the documents are not also available electronically – be sent to the companies that specifically request it.

An extraordinary general meeting will be held when the board considers it necessary or when a meeting is requested in writing by the auditors or by member companies representing at least a fifth of the member companies, calculated based on the number of employees in the companies, or by at least a tenth of the number of member companies in the association. In such a request, it shall be clearly stated the reasons for holding an extraordinary general meeting. The extraordinary general meeting shall be announced by the board and held promptly from the time the request has been received.

Notice of the general meeting shall be supplied by mail or electronic mail to each member company at the most recently supplied address and shall be sent at least 14

days before the ordinary general meeting and at least three days before an extraordinary general meeting.

§ 18 Member companies' right to refer a matter to the general meeting

Each member company has the right to refer a matter to the ordinary general meeting. Such matter shall in writing be submitted to the board of the association in such time that it can reasonably be prepared before the meeting.

§ 19 Ordinary general meeting

During the ordinary general meeting, the following matters shall be addressed:

- 1 Election of chairman for the meeting.
- 2 Consideration of whether the meeting was duly convened.
- 3 Approval of voting list for the meeting.
- 4 Election of two persons entitled to vote to approve the minutes together with the chairman.
- 5 Presentation of the board's and the auditors' reports.
- 6 Resolution on discharge from liability for the board and the managing director.
- 7 Determination of remuneration for the board and auditors.
- 8 Final determination of fees for the current financial (calendar) year and preliminary decision on fees for the coming financial year.
- 9 Election of members of the board.
- 10 Election of representative to the meetings of the Confederation of Swedish Enterprise in accordance with its statutes.
- 11 Election of possible representative to the board of the Confederation of Swedish Enterprise in accordance with its statutes.
- 12 Election of auditors and deputies for the coming financial (calendar) year.
- 13 Election of chairman and members of the election committee.
- 14 Other matters, which by a member at least eight days in advance or by the board have been referred to the meeting.

§ 20 Extraordinary general meeting

At an extraordinary general meeting, decisions can only be made on matters specified in the notice. Other matters may only be subject for discussion.

§ 21 Voting at general meeting

At the general meeting, the chairman of the meeting and the persons to approve the minutes are appointed after vote by head count. For other voting, each member company has one vote and additionally one for each full thousand SEK last paid by the member company in membership fee to the association. At the meeting, nobody can vote for more than one fifth of the represented votes at the meeting.

Absent members can at the general meeting be represented by an authorised representative. At the meeting, nobody can vote on the basis of more than one authorisation.

If votes are equal, elections are determined by lottery and other matters by the casting vote of the chairman of the meeting.

Voting shall be by secret ballot, if such claim is made.

§ 22 Member's contacts with the authorities

Member companies intending to make a request or otherwise address an authority in a matter that may be of importance also for other members or otherwise may be of interest to mining activities or the industry as a whole, shall in advance notify the managing director of the association in order to give the association opportunity to comment on the issue. If the board with respect to the general interest of the matter so demands, the association must not be prevented to participate by its own representative in any consultation on the matter between the member company and the authority.

§ 23 Amendments to statutes and dissolution of the association

Amendments to these statutes or the dissolution of the association require a decision at two consecutive general meetings, with at least one month in between, of which one must be the ordinary, and that the decision on the latter meeting is supported by at least three fourth of the total votes according to the approved voting list.

Amendments to these statutes shall be approved by the Confederation of Swedish Enterprise.

In connection with a decision to dissolve the association, a decision shall be made regarding the disposition of the association's remaining assets. The assets shall be used for the promotion of Swedish mining and minerals industry.

§ 24 Complementary provision

As complementary rules when these statutes do not contain special regulation, applicable parts of the statutes of the Confederation of Swedish Enterprise apply.

§ 25 Arbitration

Any dispute between the association and a member shall be settled by three arbitrators in accordance with the applicable law on arbitration.