STATUTES

of the Association Västsvenska Handelskammaren

The West Sweden Chamber of Commerce

English translation of the Swedish statutes adopted on 22 April 2026

Translation note
This document is an English translation. The Swedish source text should be consulted for legal interpretation.

HISTORY

The West Sweden Chamber of Commerce traces its origins to 1661, when the Gothenburg Merchants' and Traders' Guild was founded. In 1734, its name was changed to the Gothenburg Trade Society. In 1846, in connection with the introduction of freedom of trade, the Society was reorganised as the Gothenburg Trade Association. From 1906, the governing council of the Gothenburg Trade Association constituted the Gothenburg Chamber of Commerce. The Gothenburg Chamber of Commerce received official authorisation in 1917.

In 1973, the Chambers of Commerce of Västergötland and Northern Halland were also incorporated into the Gothenburg Chamber of Commerce, and the name was changed to Västsvenska Handelskammaren. At the same time, responsibility for the districts of Bohuslän and Dalsland was transferred from the Värmland Chamber of Commerce. In 1992, the Värmland Chamber of Commerce was incorporated into Västsvenska Handelskammaren. With effect from 1 January 1998, however, the Värmland Chamber of Commerce once again became an independent chamber of commerce.

New articles of association were adopted in 1998, together with a change of name to Västsvenska Industri- och Handelskammaren. In 2011, however, it was resolved to revert to the name Västsvenska Handelskammaren.

STATUTES OF THE ASSOCIATION VÄSTSVENSKA HANDELSKAMMAREN

GENERAL PROVISIONS

§1

The purpose of the Association Västsvenska Handelskammaren (the "Association") is, with particular regard to its geographical area of operation, to promote the business community and represent its interests in relation to public authorities.

§2

The Association's geographical area of operation comprises Västra Götaland County and the municipalities of Kungsbacka and Varberg in Halland County.

§3

The governing bodies and officers of the Association are the General Meeting, the Board of Directors, the Nomination Committee and the Chief Executive Officer. The Board of Directors of the Association constitutes the West Sweden Chamber of Commerce (the "Chamber").

The Association is entitled to conduct business activities, either directly or indirectly through subsidiaries.

MEMBERSHIP

§4

Membership may, upon application, be granted to a business operator that conducts business activities of a commercial nature within the Association's geographical area of operation and has not, in the conduct of its business, demonstrated that it is manifestly unsuitable for membership. "Business operator" means both a natural person and a legal entity.

Natural persons and legal entities that do not meet the requirements in the preceding paragraph may be admitted as associate members, provided that they have not demonstrated that they are manifestly unsuitable for membership.

Membership is valid for a period of twelve months. Notice of termination of membership must be given in writing no later than thirty days before the end of the period. If notice is not given, the membership is automatically renewed for a further period of twelve months.

The Board of Directors decides on the admission and exclusion of members upon the recommendation of the Chief Executive Officer.

§5

A member is required to pay both a membership fee to the Association and a service fee to the Association's service company (the "Service Company"). The principles for calculating the membership fee and the amount of the membership fee are determined by the Annual General Meeting upon the recommendation of the Board of Directors.

The principles for calculating the service fee and the amount of the service fee are determined by the Board of Directors of the Service Company.

GENERAL MEETINGS

§6

The members exercise their right to decide on the affairs of the Association at General Meetings.

The Association's members and associate members must be given notice of an Annual General Meeting, which must be held before the end of May each year, and otherwise whenever required (an Extraordinary General Meeting). The Board of Directors must convene an Extraordinary General Meeting if at least 20 members request this in writing and state the matter they wish the meeting to consider.

§7

The Board of Directors determines the time and place of the General Meeting and issues the notice. Notice of a General Meeting must be given in writing and sent no later than four weeks before the meeting. Meeting materials may, however, be sent no later than two weeks before the meeting. Both the notice and the meeting materials may be sent to the Association's members by email.

§8

Each member of the Association has one vote, except for associate members, who have no voting rights. A member or associate member is entitled to attend a General Meeting if it has notified the Association of its attendance no later than the date specified in the notice. To exercise voting rights, the notification must state who will attend as the member's representative. That representative must be an authorised signatory of the member or hold a written and dated power of attorney to represent the member. The member must also have paid the membership fee.

§9

A General Meeting has a quorum when at least 20 members are represented.

§10

In matters other than elections, a resolution of the General Meeting is the proposal that receives more than half of the votes cast or, in the event of an equal number of votes, the proposal supported by the chair of the meeting. In elections, the candidate who receives the most votes is elected. In the event of an equal number of votes, the election is decided by drawing lots, unless the General Meeting resolves before the election that a new vote will be held in the event of a tie. A resolution to amend the Statutes is passed by the General Meeting and is valid if supported by at least two thirds of the members present at the General Meeting.

Voting is open. However, an election of an individual must be conducted by secret ballot if requested by a member entitled to vote. A member may not vote on a matter in which the member has a material interest that may conflict with the interests of the Association.

§11

Matters of major importance may not be decided at a General Meeting unless the matter has been stated in the notice.

§12

The General Meeting is opened by the Chair of the Board of Directors. The General Meeting must decide on the following matters:

1. Approval of the voting list.
2. Whether the meeting has been duly convened.

3. Approval of the agenda.
4. Election of the chair of the meeting.
5. Election of two persons who, together with the chair, will verify the minutes.
6. The Association's annual report.
7. The auditor's report.
8. Adoption of the income statement and balance sheet.
9. Discharge from liability for the Board of Directors and the Chief Executive Officer for the period covered by the audit.
10. Election of the Chair of the Association's Board of Directors.
11. Election of the Deputy Chair or Deputy Chairs of the Association's Board of Directors.
12. Election of the other members of the Association's Board of Directors.
13. Election of auditors and their alternates.
14. Election of the Nomination Committee.
15. Determination of the membership fee.
16. Authority to sign on behalf of the Association.
17. Other matters prepared by the Board of Directors and submitted to the General Meeting.

For a proposal from an individual member to be considered at an Annual General Meeting or an Extraordinary General Meeting, the proposal must be submitted in writing to the Board of Directors no later than three weeks before the General Meeting.

BOARD OF DIRECTORS

§13

The Association must have a Board of Directors consisting of no fewer than 16 and no more than 20 members. The Board of Directors is responsible for the organisation of the Association and the management of its affairs.

All members of the Board of Directors have equal voting rights.

Members of the Board of Directors are elected by the Association at its Annual General Meeting. A Board member is elected for a term of two years and may be re-elected for no more than two additional terms. Notwithstanding the preceding limitation, the General Meeting may resolve to make an exception to the maximum number of terms for which a Board member may be re-elected. A Board member may hold the office of Chair or Deputy Chair of the Board of Directors for no more than four terms in total, that is, for a maximum of eight years.

At any one Annual General Meeting or Extraordinary General Meeting, no more than four new Board members may be elected, unless a greater number of new members must be elected in order to meet the requirement that the Board comprise at least 16 members.

One member of the Board of Directors must serve as Chair and between one and four members must serve as Deputy Chairs. Unless otherwise resolved by the General Meeting, the General Meeting elects the Chair and Deputy Chairs of the Board of Directors. The Chair must lead the work of the Board of Directors and ensure that the Board performs its duties. If the Chair is unable to perform these duties, they must be performed by a Deputy Chair in order of seniority.

A person who is no longer actively employed or professionally engaged, has been declared bankrupt, is subject to a prohibition on carrying on business, or has otherwise demonstrated that they are manifestly unsuitable may not serve as a member of the Board of Directors.

If a Board member resigns before the end of the term for which they were elected, the Nomination Committee must appoint a new member for the remainder of that term.

§14

A member of the Board of Directors may not participate in the consideration of:

18. a matter concerning the relationship between the Board member and the Association, the Chamber or the Service Company;
19. a matter concerning the relationship between the Association, the Chamber or the Service Company and a third party, if the Board member has a material interest in the matter that may conflict with the interests of the Association, the Chamber or the Service Company, respectively; or
20. a matter concerning the relationship between the Association, the Chamber or the Service Company and a legal entity that the Board member is entitled to represent, either alone or jointly with another person.

§15

The Board of Directors must meet at least twice each year when convened by the Chair. The Board must always be convened if requested by a Board member or the Chief Executive Officer.

Minutes must be kept of meetings of the Board of Directors.

§16

The Board of Directors has a quorum when more than half of the total number of Board members are present. When determining whether the Board has a quorum, Board members who have a conflict of interest under §14 are deemed not to be present. A decision may not be made on a matter unless, to the extent possible, all Board members have been given both an opportunity to participate in the consideration of the matter and adequate information on which to decide it.

§17

The Board of Directors must work to further the purpose stated in §1. In particular, the Board of Directors is responsible for:

issuing certificates and other documents for trade purposes on behalf of public authorities or private parties; and

otherwise performing the duties imposed on the Chamber by law or specific regulation.

CHIEF EXECUTIVE OFFICER

§18

The Board of Directors must appoint a Chief Executive Officer. The Chief Executive Officer is responsible for the day-to-day management of the Association in accordance with the guidelines and instructions of the Board of Directors. In addition, without the authorisation of the Board, the Chief Executive Officer may take measures that, having regard to the scope and nature of the Association's activities, are unusual in nature or of major importance if a decision by the Board cannot be awaited without material detriment to the Association's activities. In such a case, the Board must be informed of the measure as soon as possible.

The Board of Directors may delegate to the Chief Executive Officer or another person the authority to represent the Board and otherwise perform duties incumbent on the Board. Such delegation may not include decisions on the annual financial report, the determination of the principles for calculating or the amount of the membership fee, or the exclusion of a member.

The provisions in §13 and §14 above concerning ineligibility and conflicts of interest in relation to a Board member also apply to the Chief Executive Officer.

NOMINATION COMMITTEE

§19

The Association must have a Nomination Committee consisting of no fewer than three and no more than four members with sound knowledge of the business community within the Association's geographical area of operation. Candidates for the Nomination Committee must be nominated jointly by the Chair of the Association's Board of Directors, the Chair of the Nomination Committee and the Association's Chief Executive Officer. However, each member of the Association is also entitled to nominate candidates for the Nomination Committee.

A person who is no longer actively employed or professionally engaged, has been declared bankrupt, is subject to a prohibition on carrying on business, or has otherwise demonstrated that they are manifestly unsuitable may not serve as a member of the Nomination Committee. A member of the Association's Board of Directors and/or the Association's Chief Executive Officer may nevertheless be elected to the Nomination Committee at the General Meeting at which they step down as a Board member or Chief Executive Officer, even if they are no longer actively employed or professionally engaged at that time. Similarly, a member of the Nomination Committee who ceases to be actively employed or professionally engaged during an ongoing term may remain a member until the end of that term and may be re-elected for no more than one additional term, that is, two years, provided that the member's total period of service will not thereby exceed six years.

The Annual General Meeting appoints the members of the Nomination Committee for a term of two years. A member of the Nomination Committee may be re-elected for no more than two additional terms. Unless otherwise resolved by the Annual General Meeting, the Annual General Meeting elects the Chair of the Nomination Committee.

Proposals for elections to the Board of Directors must be prepared by the Nomination Committee.

The Nomination Committee must endeavour to ensure that the Board of Directors reflects a geographical spread across the Association's area of operation, represents the industries present in the area, and includes large, well-established companies, medium-sized companies and younger, entrepreneur-led companies.

§20

The annual financial statements and the annual report on the Association's activities during the preceding calendar year must be prepared by the Association by the end of March.

AUDIT

§21

The Association must have two auditors, at least one of whom must be an authorised public accountant, and two alternate auditors, at least one of whom must be an authorised public accountant. The auditors and alternate auditors are elected by the Annual General Meeting. The appointment as auditor or alternate auditor continues until the end of the Annual General Meeting held during the fourth financial year after the election of the auditor.

§22

The auditors must examine the Association’s accounts and the management of the Association by the Board of Directors and the Chief Executive Officer.

For each financial year, the auditors must submit an auditor’s report to the Association’s Annual General Meeting. The report must be presented to the Board of Directors before the end of March.

§23

Any amendment or addition to these Statutes is resolved by a General Meeting in accordance with §10 above. To enter into force, any amendment or addition so resolved must be approved by the Swedish Government or by an authority designated by the Government. Amendments or additions resolved and approved in this manner must be submitted to the Swedish National Board of Trade (Kommerskollegium), or another authority designated by the Government, for review and confirmation.

TRANSITIONAL PROVISIONS

§24

The duties incumbent on the former governing body, the Council of Delegates, will henceforth be performed by the Board of Directors.

Statutes adopted on 22 April 2026