



## Statues Associated Membership FKG

### 1. The purpose of FKG

- 1.1 The task of FKG is to represent the suppliers who work with Swedish industrial interests in common questions. FKG is actively working to increase the interest and the status for the manufacturing suppliers.

By this purpose, FKG will work with information and education and arrange courses, seminars, marketing etc. FKG will also arrange continuous meetings with the purpose to promote the exchange of information and relationships between members. FKG will also be the referral body and spokesman for the industry.

### 2. Associated member

- 2.1 You can be an associated member of FKG if you are a globally active company and if you are directly or indirectly operative with deliveries to the Swedish automotive industry, regardless where.
- 2.2 After the application has been accepted, the company is an associated member of FKG. The associated member does own the right to attend the general assembling and to come with suggestions. The associated member does however not own the right to vote in this general assemblings – see §6.6.
- 2.3 The application can be rejected only if there are any suspicions that the applicant will oppose the interests of FKG. The board decides if the application will be rejected, the decision shall be motivated.
- 2.4 A member who wish to withdraw from FKG shall give this information in writing at least 6 months before the end of the year. Termination at a later date means that the membership remains for another year. Provided that termination takes place in the prescribed manner, the withdrawal takes place at the end of the year. Charges not refunded. A member who has not paid an annual fee for one year may be considered to have requested his withdrawal from FKG. Such a request for withdrawal does not, however, exempt the member from the obligation to pay membership fees for the time the member has been a member.
- 2.5 Members may not be excluded from FKG for any reason other than that the member has not paid statutory fees to FKG or has opposed FKG's activities or purposes or obviously damaged FKG's interests. Decisions on exclusion are made by the Board.

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The question of exclusion must not be settled until the member has been given the opportunity to comment. In the exclusion decision, the reasons must be stated.

- 2.6 As a member you own the right to receive continuous information about the affairs of FKG.
- 2.7 As a member you must pay a membership fee to FKG and pay annual service fee to FKG AB.  
Annual service fee is determined by the board of directors of FKG AB (for 2019 the fee is SEK 10,600 - VAT is not included). Fees to FKG and FKG AB are paid in advance.
3. The board of Fordonskomponentgrupper FKG AB
  - 3.1 FKGs The vehicle component group's affairs are handled by the board of directors of FKG AB. It shall work for the progress of FKG and safeguard the common interests of its members.
  - 3.2 In particular, it is the responsibility of the Board to:
    - I Ensure that FKG's binding rules are observed
    - II execute the decisions of the annual meeting
    - III organize, lead and distribute the work within FKG
    - IV responsibility for and administration of FKG's funds
    - V prepare for the annual meeting
  - 3.3 The Board of Directors shall consist of 5 to 12 ordinary members, of whom the Managing Director of FKG AB shall be one of the ordinary members.
  - 3.4 The board of directors FKG AB meets at least four times a year or when the chairman or at least half the number of board members demands so.
  - 3.5 The board are quorate if all members have been called to the meeting and at least half of them are present. The board makes decisions by simple majority. At equal number of votes it will be the vote of the chairman which applies.
  - 3.6 It is the chairman of the board and the CEO of FKG AB that are the official representatives of FKG.  
The chairman of the board is responsible for leading the negotiations and the work of the board. But also to monitor that the statutes and the rules of FKG are being obeyed. If the chairman of the board are occupied the CEO will act in the place of the chairman. Otherwise, the tasks are distributed among the members of the Board according to the Board's decision, but the information stated below should arrive at the secretary. The CEO of FKG AB shall be the secretary of FKG.
  - 3.7 The task of the secretary:
    - To prepare the gatherings of the board and all the other meetings and to keep records over the gatherings of the board.
    - To register and store the writings of gatherings which describe the decisions which have been made and look after that the decisions will be executed.
    - To sign outgoing letters and keep copies of these, if the chairman does not decide otherwise.
    - To annually prepare proposals for an activity report for FKG to handle FKG's finances.
    - To answer for FKG's accounting.
    - To provide, where appropriate, a specific task, establish a declaration and submit the income statements.
    - To prepare annual balance sheets and income statements, as well as to keep a record over the members.
4. Business and financial year, etc.
  - 4.1 The business year and the financial year comprise the period from 1 January to 31 December.

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- 4.2 A member of the board will be chosen in the annual meeting and the task comprises the time from the annual meeting up to and including the annual meeting the following year.
5. Revision
- 5.1 The Board shall provide the auditors with information about FKG's accounts, the minutes of the annual meetings and board meetings, membership reports and other documents that the auditors wish to take. This should be provided whenever the auditors wish. When it comes to the revision of the administration concerning the last year, this will be provided no later than a month before the annual meeting.
- 5.2 The auditors shall review the Board's administration and accounts for the most recent business and financial year and submit the auditor's report to the Board no later than 14 days prior to annual meetings.
6. The annual meeting
- 6.1 The annual meeting shall be held within six months from the end of the financial year.
- 6.2 The board decides the time and place for the annual meeting.
- 6.3 Notice and agenda for the annual meeting are sent by post, e-mail or fax to the members no later than three weeks before the annual meeting. The Board of Directors shall keep the accounting documents and the audit report available to the members no later than one week before the annual meeting.
- 6.4 A member who has paid his fees to FKG in the prescribed order has a vote at the annual meeting.
- 6.5 For the Group, regardless of whether several membership fees have been paid, the Group has one vote.
- 6.6 Member who does not have the right to vote (an associated member) has the right to speak and submit a proposal.
- 6.7 The annual meeting is quorum with the number of members entitled to vote who are present at the meeting.
- 6.8 At the annual meeting, the following matters should be included:
1. A rollcall and an establishment of the electoral roll for the meeting.
  2. Question about if the meeting is duly convened.
  3. Approval of the agenda.
  4. Election of chairman and secretary.
  5. Election of an adjuster.
  6. The of Board of Directors will present their report and the income statement and balance sheet for the last financial year.
  7. Presentation of audit report.
  8. Question on discharge from the Board of Directors for the time the audit relates.
  9. Determination of membership fees.
  10. Choice of
    - a) The chairman of FKG, also chairman of the board, for a period of two years.
    - b) half the number of other members of the board for a period of two years.
    - c) an authorized auditor and a deputy for a period of two years.
    - d) at least three members of the nomination committee for a period of one year, one of whom must be convening.

11. Treatment of proposals brought by the board or submitted by a voting member at least 14 days before the annual meeting, however, for proposals for a statutory amendment or resolution of FKG no later than 30 days before the meeting.
12. Other questions.
7. Extra meeting
  - 7.1 The board may call the members of FKG to an extraordinary meeting if such a meeting is required.
  - 7.2 Furthermore, the Board is obliged to convene an extraordinary meeting when the auditors request which they may do in writing, or when requested for at least 1/10 of FKG's voting members for the stated purpose.
  - 7.3 Notice and agenda for an extra meeting are sent to the members by mail, e-mail or fax no later than seven days before the meeting. It is only the matters that exist in the agenda that will be processed in the extra meeting.
8. Decision and vote
  - 8.1 Decisions are made by acclamation or after voting if requested. Voting takes place openly, however, elections must be made with hidden tickets, if requested of a member entitled to vote.
  - 8.2 In voting, all questions are settled by simple majority.

In the case of votes that do not refer to elections, the same vote will apply to the proposal that is supported by the chairman at the meeting, if he is entitled to vote. If he is not entitled to vote, the fortune will decide. In elections, in the event of equal votes, the fortune will decide.
9. Stage change and resolution etc.
  - 9.1 In order for a decision to change these statutes or the dissolution of FKG or the disposal of shares in FKG AB to be valid, it is required that two consecutive Association Meetings (annual meetings or extraordinary meetings) with at least 14 days intervals have dealt with the issue and made a decision thereon.
  - 9.2 In order for proposals for decisions on these issues to be dealt with, it is required that the proposal will be included in the notice of the meeting.
  - 9.3 At the dissolution of FKG shall be liquidated and FKG's assets shall be shared equally between FKG's members.
10. Subassociations

An annual meeting or an extra meeting can decide about the formation of a subassociation.