



Statutes of

The Society for the Collection of Recipes

Created: 19/07/2022

General provisions

1 § Purpose

Full name of the association

The Society for the Collection of Recipes

The purpose of the association is to carry out non-profit activities consisting of the digitisation and transcription of cookery book manuscripts from approximately 1700-1945. The web site, *collecting.recipes*, allows for the display of digital facsimile of the manuscripts plus accompanying historical information on the maker(s) and owner(s). The public is then invited to transcribe the texts in the manuscripts. The association is open to people of all ages, nationalities, languages, and geographic locations, regardless of background.

2 § Registered office and organisation number

The association is based in the municipality of Uppsala.

3 § Composition, membership, etc.

The Association consists of the natural persons who have been admitted to the Association as members.

4 § Decision-making bodies

The Association's decision-making bodies are the Annual General Meeting, the Extraordinary General Meeting and the Board of Directors.

5 § Company registration

The signature of the Association shall be signed by the Board of Directors jointly or, if the Board so decides, by two members of the Board of Directors jointly or separately or by one or more persons of full age specially appointed. Any person who has been delegated the power to represent the Association shall report to the Board.

6 § Operating and accounting year

The Association's operating and accounting year is the calendar year.

7 § Statute interpretation

If there is any doubt about the interpretation of these statutes, or if cases arise which are not foreseen in the statutes, the matter is referred to the next annual meeting. In urgent cases, the matter may be decided by the Board.

8 § Arbitration clause

No action may be brought before the general courts in respect of a dispute between a member and the Association. Such disputes shall be settled in accordance with the Arbitration Act (1999:116), except where other special arrangements are provided for. However, the following shall apply to the costs of the arbitration proceedings. Each party shall be

responsible for its own costs and for the costs of the arbitrator appointed by it. The costs of the chairman and the secretary shall be shared equally between the parties.

9 § Statute change

Amendments to these Statutes shall require a decision at two consecutive meetings, at least one month apart, one of which shall be an annual meeting, by at least 2/3 of the votes cast.

Proposals to amend the statutes may be made in writing by either a member or the Board.

10 § Dissolution of the Association

The dissolution of the Association requires a decision at two consecutive meetings, at least one month apart, one of which must be an annual meeting, by at least 2/3 of the votes cast. In the decision to dissolve the Association, the assets of the Association shall be donated to the General Inheritance Fund and the Association's documents, etc. shall be archived at the City Archives.

Members of the Association

11 § Membership

The association is open to all natural persons. Members must comply with the Association's statutes and regulations. The Board has the right to appoint a person as an honorary member. Decisions on membership are taken by the Board or by the person to whom the Board has delegated the power of decision. If approved by the board, then once the membership fee has been paid, the person is a member and is entered in the register of members. Membership is valid until further notice.

Processing of personal data

By becoming a member, the member agrees that the association may process personal data for the purpose of conducting appropriate activities in accordance with the General Data Protection Regulation, GDPR.

12 § Withdrawal

Any member wishing to withdraw from the Association shall notify the Board in writing and shall be deemed to have left the Association immediately. Any member who has not paid the membership fee by 31 December shall be deemed to have withdrawn from the Association. In such a case, membership shall be terminated by removal from the list of members.

13 § Exclusion

A member may not be expelled from the Association for any reason other than failure to pay dues as decided by the Association, frustration of the Association's activities or purposes, or manifest prejudice to the interests of the Association. A decision to expel or warn a member shall not be taken unless the member has been given a reasonable period of time, not less than 14 days, in which to contest the grounds on which membership is being questioned. The decision shall state the reasons on which it is based and the procedure to be followed by the member in appealing against it. The decision shall be delivered in writing to the person concerned within three days of the date of the decision.

14 § Member's rights and obligations

A member

- has the right to participate in meetings organised for its members
- has the right to information on the affairs of the Association
- shall comply with the statutes of the Association and the decisions taken by the organs of the Association
- shall not be entitled to any part of the assets or property of the association in the event of its dissolution
- shall pay membership fees and any other fees decided by the Association
- by becoming a member, agree that the Association may process personal data for the purpose of conducting appropriate activities in accordance with the Association's statutes in force at the time and in accordance with any other conditions for the processing of personal data decided by the Association

Annual and Extraordinary Meetings

15 § Timing, notice

The Annual General Meeting, which is the highest decision-making body of the Association, is held before the 15th of April at a time and place determined by the Board, and it must be possible to attend online. The notice of the annual meeting and the draft agenda shall be sent by the Board to the members at least two weeks before the meeting by email. If a proposal has been made to amend the statutes, to close or merge the Association with another association or to deal with any other matter of substantial importance to the Association or its members, this shall be stated in the notice. The activity and management reports, the auditor's reports, the activity plan with budget and the proposals of the Board and the motions received with the opinion of the Board shall be made available to the members at least one week before the annual meeting. The notice shall indicate where these documents are available.

16 § Proposals for motions to be considered by the Annual General Meeting

Both the member and the Board may make proposals to be considered by the Annual General Meeting. Proposals from members must be received by the Board no later than four weeks before the annual meeting. The Board shall give a written opinion on the proposal to the Annual Meeting.

17 § Right to vote, opinion and proposal

Members who have paid the membership fee at least 30 days before the meeting and who are at least 18 years old during the year of the meeting have the right to vote at the meeting. The right to vote is personal and may not be exercised by proxy. A member who does not have the right to vote has the right to express opinions and make proposals at the meeting.

18 §Decision-making authority

The quorum for the meeting shall be the number of members entitled to vote present at the meeting.

19 § Decisions and voting

Decisions are taken by acclamation or, if requested, by vote.

With the exception of the cases referred to in Sections 9 and 10, all questions shall be decided by a simple majority vote. A simple majority may be either absolute or relative. Elections shall be decided by a relative majority. A relative majority means that the person(s) receiving the highest number of votes is (are) elected, irrespective of the ratio of these votes to the number of votes cast. Decisions on matters other than elections require an absolute majority, which means more than half the number of votes cast. Voting shall be open. However, if a member entitled to vote so requests, the election shall be held in secret. In the case of a vote other than an election, in the event of a tie, the proposal seconded by the Chairperson at the meeting shall prevail, if the Chairperson is entitled to vote. If the Chairperson is not entitled to vote, lots shall be drawn. In the event of a tie, the decision shall be taken by lot. Decisions shall be confirmed by a club resolution.

20 §Validity

Any member of the Association with voting rights is eligible for election to the Board and the Nomination Committee. However, an employee of the Association may not be elected as a member of the Board, the Nomination Committee or as an auditor of the Association.

21 § Business of the Annual Meeting

The following shall be considered and recorded at the annual meeting:

1. Determination of the voting list for the meeting (who has the right to vote).
2. Election of the chairman and secretary of the meeting.
3. Election of who shall take minutes and count votes.
4. Verification that the meeting has been called properly.
5. Adoption of the agenda.
6. (a) the activity report of the Board of Directors for the last financial year.
(b) the management report (balance sheet and profit and loss account) of the Board of Directors for the last financial year.
7. the auditors' report on the management of the Board during the last financial year.
8. Discharge of the Board of Directors for the period covered by the audit.
9. Determination of membership fees.
10. Adoption of the financial plan and consideration of the budget for the coming financial year.

11. Consideration of proposals from the Board (proposals) and timely proposals from members (motions).

12. Election of

- a) the President of the Association for a period of 2 years.
- b) the other members of the Board for a period of 2 years.
- c) 1-2 auditors and 1-2 deputies for a period of 1 year. The members of the Board of Directors may not participate in this election.
- d) 1-3 members of the Nomination Committee for a period of 1 year, one of whom shall be appointed as convenor.

13. Decisions on matters of major financial or other decisive importance for the association or its members may not be taken unless they have been included in the notice convening the meeting. Nothing other than that contained in the notice of meeting may be discussed or decided at the annual meeting.

22 § Extraordinary annual meeting

The Board of Directors may convene an Extraordinary General Meeting. The Board of Directors is obliged to convene an Extraordinary General Meeting when requested to do so by an auditor or at least 25% of the Association's members entitled to vote. Such a request must be made in writing and contain the reasons for the request.

Upon receipt of a request for an Extraordinary General Meeting, the Board shall, within 14 days, convene such a meeting to be held within two months of receipt of the request. Notice of the Extraordinary General Meeting, together with a draft agenda, shall be sent to members not later than seven days before the meeting in the manner decided by the Board. At an extraordinary general meeting, only the business that gave rise to the meeting may be discussed. The voting rights at an extraordinary general meeting and the quorum for such a meeting shall be as laid down in Articles 17 and 18.

Nomination Committee

23 § Composition, duties

The Nomination Committee consists of 1-3 members, including a convenor, elected by the Annual General Meeting. The Nomination Committee meets whenever the Chair or at least half of the members so decide. At least 4 weeks before the Annual Meeting, the Nomination Committee shall ask those whose term of office expires at the end of the meeting whether they wish to stand for the next term of office. At least 2 weeks before the annual meeting, the Nomination Committee shall communicate its proposal to the members entitled to vote.

Revision

24 § Audit

One or two auditors and one or two deputies shall be appointed to audit the accounts of the Association and the management of the Board. The auditors are appointed by the annual meeting and must be independent of those they are to audit.

The auditors have the right to inspect the Association's accounts, the minutes of the Annual General Meeting and of the Board of Directors and other documents on an ongoing basis. The auditor shall not regularly attend Board meetings. The Association's accounts must be submitted to the auditors at least one month before the annual meeting. The auditors shall examine the management and the accounts of the Board of Directors for the last financial and operating year and shall submit an audit report to the Board of Directors not later than 14 days before the annual meeting.

Board of Directors

25 § Composition

The Board consists of the following members: the President, the Secretary, the Treasurer and such other officers as may be required. If a member resigns before the end of his/her term of office, he/she must give notice one month prior, and a new election must take place within the next two months. The Administrative Board may appoint a person as an interim member. Such a member shall not have the right to vote, but may, by decision of the Board, be given the right to express opinions and make proposals. The interim may be appointed to a position within the Administrative Board.

26 § Duties of the Board

When the Annual General Meeting is not convened, the Board is the Association's decision-making body and is responsible for the Association's affairs. The Board shall - within the framework of these Statutes - be responsible for the activities of the Association according to the established plans and shall represent the interests of the members. In particular, the Board is responsible to

- ensure that the laws and binding rules applicable to the Association are observed
- execute decisions taken by the Annual General Meeting
- plan, manage and distribute the work of the Association
- be responsible for and manage the funds of the Association
- provide the auditors with accounts etc. in accordance with § 24
- prepare the annual meeting

27 § Convening, quorum and voting

The Board of Directors shall meet when convened by the President, or at the request of at least half of its members. The quorum shall be constituted when all members have been

called and at least half of the members are present. All decisions shall require the agreement of at least half of all the members at the meeting. In the event of a tied vote, the President shall have the casting vote. Voting may not be by proxy, but votes may be decided by online conference. If no separate minutes are drawn up, such a decision shall be notified at the next meeting. Minutes shall be taken of the meeting. The minutes shall be approved by the chairman of the meeting and by a duly authorised person. Dissenting opinions shall be recorded in the minutes.

28 § Transfer of decision-making powers

The Board may delegate its decision-making power on individual matters or on certain groups of matters to a section, committee or other body or to an individual member or employee. The person who has taken a decision on the basis of such authorisation shall keep the Board informed thereof.

Statutes established 2022