

BYLAWS OF ASSOCIATION ROLDA SVERIGE
A NOT-FOR-PROFIT CORPORATION

(updated: 01.10.2024)

ARTICLE I ORGANIZATION

Section 1

Name – The name of the organization shall be Association ROLDA Sverige, referred below as "*the organization*" and "*ROLDA Sverige*"

Section 2

Seal – The organization might have a seal, which shall be in the following form: The seal of the organization shall be in such form as may, from time to time, be adopted by the Board members.

Section 3

Name Change – The organization may not change its name. Failing to respect this leads to organization being immediately winded up.

ARTICLE II PURPOSES

Section 1

Purpose – The primary purpose of the organization is to help exclusively the activity of the Fundatia ROLDA ("ROLDA Romania" or "Global entity"), CUI 18416340 at address Str Carol I nr 5 Smardan jud Galati Romania.

ROLDA Sverige is the "*Supporting Organization*" for Fundatia ROLDA which is the "*Global entity*" and acts exactly as the conditions describe in Chapter 4 of the *Global Trading and Operating Agreement* which must be signed by each member of the ROLDA Sverige board unless there is a power of attorney (or another internal document legalized at notary) that gives the power to one board member to act on behalf of the entire board. If such document exists, it should be provided to *Global entity*.

Independent of signing the *Global Trading and Operating Agreement*, it is the duty of ROLDA Sverige to share the name (word ROLDA) and the logo identity as stated in Global brand licensing agreement signed with all other ROLDA Supporting Organizations for the regimentation of trademark rights.

The organization may not change its purpose. Failing to respect this leads to organization being immediately winded up.

While most of the funds will be transferred to Fundatia ROLDA bank account in Romania, some funds will be used for administrative and fundraising purposes in Sweden. A financial policy will

be created to ensure that the foreign activities will further ROLDA Sverige's own charitable purposes and that the activities in Romania are bona fide.

ARTICLE III MEMBERSHIP

Section 1

Membership – ROLDA Sverige welcomed non-paid and paid members. Currently, the members of the Board (*the board*) are non-paid members.

A person can become a paid member of ROLDA Sverige if (these cumulated conditions apply)

- previously contributed substantially donating time and skills
- knows ROLDA mission, programs and goals
- share our values and principles
- pay a fix amount of 250sek for one person or 300sek a year for a family.

Paid members must pay the fee until 31 December for the next year. Membership is canceled on 1st January for all members who can't proof they paid the membership until 31 December (of previous year).

ARTICLE IV THE BOARD OF ROLDA SVERIGE

Section 1

Board Role, Size, and Compensation – The board is responsible for overall policy and direction of the organization. The Board is responsible to take management, financial and strategic decisions. The board might delegate responsibility of day-to-day operations to the staff, including officers.

The board shall consist of no more than 4 members and from these, at least 2 people from Romania. The board is formed by non-paid members which receive no compensation other than reasonable expenses.

The board also welcomes paid members. Each paid member has a vote. Paid members can vote only if attending Annual meetings (happening at ROLDA Romania headquarter unless exceptional circumstances occur) where they can discuss and vote how the strategic plan approved by Global entity will be applied.
(The relation between ROLDA Sverige and Global entity is described in the Global Trading and Branding agreements, signed by both parties)

The board has the right to change the strategy in regard to membership conditions, criteria to become a member only after these are approved in writing by the Global entity.

For the present time, the board is formed by:

Lisa Högberg who resides in Sweden, Registered 995 995 99 Sweden, identified with passport number 20112843, expiring 28 07 2025

Goran Svensson who resides in Sweden, Registered 995 995 99 Sweden, identified with passport number A42386712, expiring 01 11 2027

Elena Daniela Costin who resides in Romania, 10 Paracleteilor str. 06 022, ap 15, 0600622 Galati, identified with passport number 28637765, expiring on 28 10 2028

Ciprian Tudor who resides in Romania, SS (Cristian) nr 14.05.1979 nr 128, Cămin, identified with passport number 200027768, expiring on 25.10.2025

Section 2

Terms – All board members shall serve 4-year terms, but are eligible for re-election.

Section 3

Meetings and Notice – The board shall meet at least once a year in Romania, at an agreed time and place (Fundatia ROLDA headquarter). In exceptional circumstances, the board might meet also online (e.g. international restrictions caused by pandemics like COVID) and document each meeting with a minute. An official board meeting requires that each board member be notified of the meeting and at least 75% of the board members to be present.

Section 4

Board Election – During the last quarter of the fiscal year of the organization, the board shall elect members to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular board meeting, called in accordance with the provisions of these bylaws. The election or re-election of board members shall take place by unanimous vote. In case the vote is not unanimous, the mandate of the existent board is prolonged indefinitely, until an unanimous vote is reached. Members elected shall serve a term beginning on the first day of the next fiscal year.

Section 5

Resignation and Termination – Resignation from the board must be in writing. A board member may be removed by unanimous vote of the remaining members if sufficient cause exists for removal. Exception makes the Founder of ROLDA, which can't be vote to be removed from the board, but can resign. In the event this clause is found to be noncompliant, the Founder shall remain a member of the board for 25 years from the date of adoption of these Amended Bylaws.

Section 6

Vacancies – When a vacancy on the board exists mid-term, the present board members shall nominate new members. These nominations shall be voted upon at the next board meeting. A majority vote will fill the vacancy. These vacancies will be filled only to the end of the particular board member's term.

Section 7

Quorum – 75% percent of the members of the board shall constitute a quorum.

Section 8

Business Transactions – All major business transactions, such as, but not limited to obtaining debt or lease obligations, must be approved with unanimous votes.

Section 9

Officers and Duties – The officers of the board are: a President, a Secretary and a Treasurer.

Internal policies, aligned with current bylaws and the *Global Trading and Operating Agreement* are defining the duties of each officer and how any conflict of interests is disclosed and managed.

ARTICLE V CONFLICTS OF INTEREST POLICY

SECTION 1.

Purpose. The purpose of the conflicts of interest policy is to protect the organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or board member of ROLDA Sverige or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable laws governing conflict of interest application to nonprofit and charitable organizations.

SECTION 2.

Definitions.

2.1 Interested Person. Any officer, or member with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2.2 Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (a) An ownership or investment interest in any entity with which the organization has a transaction or arrangement,
 - (b) A compensation arrangement with ROLDA Sverige or with any entity or individual with which the organization has a transaction or arrangement, or
 - (c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which ROLDA Sverige is negotiating a transaction or arrangement.
- Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest.

Under Section 3.2, a person who has a financial interest may have a conflict of interest only if the appropriate board decides that a conflict of interest exists.

2.3 Considering that the presence of the ROLDA Founder in the board of different *supporting organizations* of ROLDA (including Fundatia ROLDA) is well known by all board members, this can't be further perceived as a conflict of interest.

SECTION 3.

Procedures.

3.1 Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members with governing board delegated powers considering the proposed transaction or arrangement.

3.2 Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board members shall decide if a conflict of interest exists.

3.3 Procedures for Addressing the Conflict of Interest.

- (a) An interested person may make a presentation at the board, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- (b) The president of the board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- (c) After exercising due diligence, the board shall determine whether the organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- (d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in ROLDA Sverige's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

3.4 Violations of the Conflicts of Interest Policy.

- (a) If the board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- (b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION 4.

Records of the Proceedings.

The minutes of the board shall contain:

- (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest is present, and the board's decision as to whether a conflict of interest in fact exists.
- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

SECTION 5.

Compensation.

5.1 A member of the board who receives compensation, directly or indirectly, from ROLDA Sverige is precluded from voting on matters pertaining to that member's compensation.

5.2 A member whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from ROLDA Sverige for services is precluded from voting on matters pertaining to that member's compensation.

5.3 No member of the board whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from ROLDA Sverige, either individually or collectively, is prohibited from providing information regarding compensation.

5.4 The majority of the board must be non-salaried and will not be related to salaried personnel or to parties providing services. In addition, all compensation decisions will be made by the board.

5.5 Further, all compensation paid will be reasonable and will be based on the following factors:

- (a) the type and amount of compensation received by others in similar positions,
- (b) the compensation levels paid in our particular geographic community,
- (c) the amount of time the individual spends in their position,
- (d) the expertise and other pertinent background of the individual,
- (e) the size and complexity of organization, and
- (f) the need of our organization for the services of the particular individual.

SECTION 6.

Annual Statements.

Each officer and member of the board shall sign a statement which affirms such person:

- (a) has received a copy of the conflicts of interest policy,
- (b) has read and understands the policy,
- (c) has agreed to comply with the policy, and
- (d) understands the organization is charitable and in order to maintain its NPOs status, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

SECTION 7.

Periodic Reviews.

To ensure ROLDA Sverige operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in impermissible private benefit or in an excess benefit transaction.

SECTION 8.

Use of Outside Experts.

When conducting the periodic reviews as provided for in Section 7, the organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring periodic reviews are conducted.

SECTION 9.

Failure to sign does not nullify the conflicts of interest policy.

ARTICLE VI LOANS

Section 1

Loans - No loans shall be contracted on behalf of ROLDA Sverige and no transactions to incur indebtedness shall be issued in its name unless authorized in writing by the *Founder* of ROLDA Romania.

ARTICLE VII FISCAL YEAR

Section 1

Fiscal year - The fiscal year of the organization is 1/1-31/12

ARTICLE VIII DISSOLUTION CLAUSE

Section 1

Winding up – In case ROLDA Sverige winds up (for any reasons or for the particular reasons mentioned in Chapter 4 of the Global Trading and Operating Agreement), all of its assets and property shall be distributed to Fundatia ROLDA, CUI 18416340 at Str Carol I nr 5, com Smardan, jud Galati, Romania if it continues to exist as non profit organization for charitable purposes at the time of dissolution. If Fundatia ROLDA, CUI 18416340 is not in existence, or unwilling or unable to accept the assets, then these shall be distributed for one or more exempt purposes as per Swedish legislation.

ARTICLE IX DOCUMENT RETENTION AND DESTRUCTION

Section 1

Purpose – It is a crime to alter, cover up, falsify, or destroy any document with the intent of impeding or obstructing any official proceeding. This policy provides for the systematic review, retention and destruction of documents received or created by ROLDA Sverige in connection with the transaction of organization business. This policy covers all records and documents, regardless of physical form (including electronic documents), contains guidelines for how long certain documents should be kept and how records should be destroyed. The policy is designed to ensure compliance with federal and state laws and regulations, to eliminate accidental or innocent destruction of records and to facilitate the organization's operations by promoting efficiency and freeing up valuable storage space.

Section 2

Document Retention - The organization follows the document retention procedures outlined below. The period is recommended. Documents that are not listed, but are substantially similar to those listed in the schedule will be retained for the appropriate length of time.

Duration: Permanently - Statute, Registration certificate, Board Meeting and Board Committee Minutes, Board Policies/Resolutions, Annual Audits and Financial Statements.

Duration: 7 years – Invoices, Bank Deposit Slips, Bank Statements and Reconciliation, Electronic Fund Transfer Documents, Cash Receipts, Credit Card Receipts.

Duration: 3 years - Correspondence (general)

Section 3

Non-permanent documents - Certain documents are not required by law to be permanently retained and may be destroyed after the passage of certain time or upon the passing of events.

Notwithstanding the listing of documents below, no record, whether or not referenced may be destroyed if in any way the records refer to, concern, arise out of or in any other way are involved in pending or threatened litigation.

Section 4

Document Destruction - The organization's President is responsible for the ongoing process of identifying its records, which have met the required retention period and overseeing their destruction.

Section 5

Compliance - Failure on the part of the ROLDA Sverige staff to follow this policy can result in possible civil and criminal sanctions against the organization and its staff and possible disciplinary action against responsible individuals. The President will periodically review these procedures with legal counsel or the organization's certified public accountant to ensure that they are in compliance with new or revised regulations.

ARTICLE X NON-DISCRIMINATION POLICY

Section 1

Purpose - The organization does not unlawfully discriminate internally (in its administrative and program operations) or externally on the basis of race, political orientation, religion, gender, sexual orientation, age, national origin, ethnicity, ancestry, marital status, veteran status, or mental or physical disability or any other status prohibited by applicable law.

ARTICLE XI WHISTLEBLOWER/COMPLAINT RESOLUTION POLICY

Section 1

Purpose - In keeping with the policy of maintaining the highest standards of conduct and ethics, the Association ROLDA Sverige will investigate complaints of suspected fraudulent or dishonest use or misuse of its resources or property by staff, board members, consultants, volunteers, or clients. To maintain the highest standards of service, the organization will also investigate complaints concerning its programs and services.

Staff, board members, collaborator, volunteers and donors are encouraged to report suspected fraudulent or dishonest conduct or problems with services provided, pursuant to the procedures set forth below.

This policy supplements, and does not replace, any procedures required by law, regulation, or funding source requirements.

Section 2

Reporting - A person's concerns about possible fraudulent or dishonest use or misuse of resources or property, or program operation, should be reported: to the Secretary (if a volunteer, donor, collaborator); to the President (if a board member or staff member). Alternately, to facilitate reporting of suspected violations where the reporter wishes to remain anonymous, a written statement may be submitted to one of the individuals listed above.

Section 3

Investigation - All relevant matters, including suspected but unproved matters, will be promptly reviewed and analyzed, with documentation of the receipt, retention, investigation, and treatment of the complaint.

Appropriate corrective action will be taken, if necessary, and findings may be communicated to the reporting person and his or her supervisor, if appropriate.

Investigations may be conducted by independent persons such as auditors and/or attorneys. Investigators will endeavor to maintain appropriate confidentiality, but confidentiality is not guaranteed.

Section 4

No Retaliation - No director, officer, staff member or volunteer who in good faith reports suspected fraudulent or dishonest use or misuse of its resources or property or complaints concerning the services it provides and programs the organization runs shall suffer harassment, retaliation, or adverse consequence.

This Whistleblower/Complaint Resolution Policy is intended to encourage and enable individuals to raise serious concerns within the organization prior to seeking resolution outside the organization.

Individuals making complaints must be cautious to avoid baseless allegations; those who intentionally make false allegations are subject to legal action in accordance with the current laws.

ARTICLE XII AMENDMENTS

Section 1

Amendments - These bylaws may be altered, amended, repealed or added to by an affirmative unanimous vote of the board.

Only the board can approve a change to the Bylaws, not Officers.

CERTIFICATION

Adopted by the board of Association ROLDA Sverige

On:

By:

Lisa Högberg



14.12.2024

Goran Svensson



14.12.2024

Elena Daniela Costin



(signature)

14.12.2025

(date)

Ciprian Tudor



(signature)

14.12.2025

(date)