

STATUTES OF

The Swedish Pharmacy Association

Passed at the member meeting on 23 March 2011

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§ 1 INFORMATION

The Swedish Pharmacy Association is a non-profit organisation assigned to oversee and promote its members' trade interests. In order to fulfil this assignment, the organisation is to:

- Initiate and pursue activities relating to issues that are important to the members.

In particular, it falls on the *Swedish Pharmacy Association* to:

- Promote the interests of member companies with regard to issues concerning Apotekens Service AB.
- Function as a referral body for issues relating to the pharmacy industry.
- Promote the interests of member companies with regard to issues concerning quality, patient safety and regulation.
- Represent member companies in contacts with government agencies and politicians with regard to strategic issues concerning pharmaceuticals, pharmacies and health care.
- Represent the interests of member companies by promoting their cause in various debates.
- Promote issues relating to competence and education by participating in the development of a national curriculum for pharmaceutical education, the training of pharmacy technicians and internships.
- Assist government agencies and industry associations, domestically and internationally, with verdicts and surveys regarding the pharmacy industry.

The *Association's* activities do not cover collective agreement issues.

§ 2 MEMBERSHIP

Membership in the *Swedish Pharmacy Association* is granted to companies in Sweden that are licensed, or have filed for a licence from the Medical Products Agency to operate a pharmacy. A group of companies can apply for joint membership.

Membership is granted upon recommendation by the *Swedish Pharmacy Association's* Board of Directors.

Companies that apply for, or have received, a membership in accordance with these statutes are also obliged to, upon request, provide information as to whether and to what extent other activities are pursued.

§ 3 ADMISSION

Applications to join the *Swedish Pharmacy Association* are to be made on the stipulated form. The applicant must also approve these statutes in writing.

§ 4 TERMINATION OF MEMBERSHIP

Membership in the *Swedish Pharmacy Association* is ended at the turn of the year or half-year, six months after either party has ended the membership in writing. *The Swedish Pharmacy Association* may allow member companies that have ended or transferred their business to withdraw at the end of the current half-year.

Member companies that ignore, violate or circumvent these statutes may be withdrawn immediately by the Board of Directors.

§ 5 FEES

Fees are to be paid to the *Swedish Pharmacy Association* in accordance with the decisions at the annual meeting.

§ 6 ANNUAL MEETING

- A. Annual meetings are held once a year, before the month of May, at a location decided by the Board of Directors. The annual meeting is opened and presided over by the Board Chairman or Vice Chairman or, if they are unable to attend the meeting, by the person decided upon by the Board of Directors.
- B. During the annual meeting, the following matters are to be discussed in the order stated below.
 - 1. Roll call of attending member company representatives
 - 2. Deciding on a certifier of the minutes
 - 3. Confirming that the annual meeting has been properly summoned
 - 4. Adjustments to the electoral register
 - 5. Annual report
 - 6. Accountants audit report
 - 7. Election of accountant
 - 8. Discussing special fees to the *Swedish Pharmacy Association*
 - 9. Freedom from liability for the Board of Directors
 - 10. Election of Chairman
 - 11. Election of Board of Directors
 - 12. Election of Election Committee
 - 13. Other matters submitted to the annual meeting, in due order
- C. In the event of additional annual meetings, which are to be opened and conducted as stated in clause A, matters are discussed in the following order: in accordance with clause B 1-4 followed by other matters stated in the notice.

§ 7 VOTING

During voting at the annual meeting, each member company has one (1) vote. Voting is conducted with open ballots. If requested, voting will be conducted with secret ballots. If the vote is tied, the Chairman will cast the deciding vote. However, when voting for a representative, tied votes will be decided by drawing of lots.

§ 8 NOTICE TO ATTEND ANNUAL MEETING ETC.

Annual meetings are announced by the Board of Directors no later than one month before the meeting is set to be held.

Member companies that wish to bring up topics at the annual meeting are to submit these to the Board of Directors in writing no later than 10 days before the annual meeting.

Additional annual meetings will be held if the Board of Directors finds it necessary, or if such meeting is requested in writing by at least one third of the member companies. Notices to attend the additional annual meeting should be sent out by the Board of Directors as soon as possible, and no later than three days before the additional annual meeting.

§ 9 BOARD OF DIRECTORS

The Board of Directors is to consist of no less than six members and no more than twelve members. The term of office for members of the Board is one year. In the event that an elected member of the Board ceases to represent a member company, the Election Committee will call in a new member to serve on the Board of Directors until the next annual meeting.

The composition of the Board of Directors should be well-balanced with regard to the industry's various fields of activity. The newly elected members of the Board will assume their position after the annual meeting has been adjourned.

The Board of Directors will meet upon notice from the Chairman, or if at least three (3) members of the Board request a meeting.

The Board of Directors is competent to make decisions when at least half of all members of the Board are present. The Board of Directors will implement the propositions that receive support from the majority of the members present. If the vote is tied, the Board will implement the proposition supported by the Chairman.

When discussing a matter connected solely to a member of the Board or the company to which the member is connected, the member may not cast a vote.

The Board of Directors is to meet regularly during the year. An operational plan will be decided on every year by the Board. Before each meeting, members of the Board are to receive the agenda which states the decisions, discussions and information that are to be attended to. Furthermore, Members of the Board are to receive the material that will be

discussed at the meeting no later than one week before the meeting. The minutes of the meeting are to be sent out to the members of the Board as soon as the certification has been completed.

For separate matters, the Board of Directors may appoint working groups for the preparation.

§ 10 ELIGIBILITY

According to these statutes, only the persons in charge of pharmacy activities (the Managing Director or similar) may be elected to serve on the Board of Directors or the Election Committee.

§ 11 ELECTION COMMITTEE

The Election Committee is to consist of three members, of which one is the convener.

§ 12 AMENDMENTS TO STATUTES AND DISSOLUTION OF *The Swedish Pharmacy Association*

Amendments to these statutes, or dissolution of the *Swedish Pharmacy Association*, require either that all attending member companies at the annual meeting request this, or that it is decided at two consecutive annual meetings, one of which must be a regular annual meeting. In such case, the second meeting must be held at least one month after the first meeting, and the decision at the second meeting must receive at least three quarters of the votes.

§ 13 MANAGING DIRECTOR

The Managing Director is to organise and administrate the management of the *Association's* ongoing activities, to the extent decided by the Board of Directors.