

## **CFA Sweden Board Directives Financial Year 2019/2020**

### **Authority and Amendment**

- CFA Sweden is a not for profit Society. The Board of Directors issued these directives in accordance with Article 8, Section 7 of its Bylaws.
- These directives supplement the Bylaws and in the event of any conflict between the Bylaws and these directives, the Bylaws shall prevail.
- These directives may be revoked or amended by resolution of the Board of Directors.
- The Board of Directors shall review these directives on an annual basis.

### **Board of Directors**

The Annual General Meeting elects the President and the Board Members.

### **Officers of the Society**

The Officers of the Society shall be a President, Vice President, Treasurer, Secretary, and such other officers as the Board may determine.

A person may hold more than one office at the same time provided that the President and the Secretary may not be the same person.

The duties of each respective officer are as follows:

#### *President*

The President shall be the chief executive officer of the Society and, subject to the direction of the Board, shall;

- Exercise general supervision and control of the affairs of the Society,
- Preside as Chair at all meetings of the members and Board unless he/she designates someone to preside in his/her stead.
- Unless otherwise appointed as a member thereof, be an *ex officio*, non-voting member of each Society committee.
- Have such other duties as prescribed in the Bylaws, the Board Directives or by law.

It is the President's duty to effectuate all orders and resolutions by the Board, and to uphold the functions of any resigning Officer until the Board pursuant to Article 8, Section 3 of the Bylaws, appoints such time the replacement.

#### *Vice President*

The Vice President shall perform the duties of the President in his/her absence, and automatically become President of the Society in the event of the Presidents incapacity, resignation, removal or death until such time as the Board may convene to appoint a new President pursuant to Article 8, Section 3 of the Bylaws.

#### *Secretary*

The secretary shall transmit all calls for the meetings, keep the minutes of all Board Meetings and of General Members Meetings, comply with all requests for information from CFA Institute and perform such other functions as may be incidental to the office or assigned by the President. He/she shall be responsible to preserve all permanent records for the Society in a Succession File, in compliance with the Society Record Retention Policy, and relinquish them to his/her successor.

#### *Treasurer*

The Treasurer shall receive all monies provided for the Society, be custodian of the funds received, and disburse it upon the decision of the Board or the Executive Committee. It is the Treasurer's responsibility to ensure proper bookkeeping. The Treasurer presents a bi-annual financial statement to the Board and a brief status report at each Board Meeting. The Treasurer shall also present periodic reports to the President and the Executive Committee at such times as they may designate. He/she shall be responsible to preserve all financial records for the Society and relinquish them to his/her successor.

### **Board Resignations**

If a Board Member, for whatever reason, no longer is able to meet his/her commitment to CFA Society he/she is required to inform the Board at his/her soonest avail. The Board has the option of exercising the right to substitute the Board Member pursuant to Article 8, Section 3 of the Bylaws. The resigning Board Member will be released from responsibilities as of the date of the Board Meeting where this right has been executed or waived.

If an Officer is unable to meet his/her commitment, he/she is required to inform the President, in writing, without delay. The President will then assume the commitments of the resigning officer, in an interim capacity, until such time a replacement officer has been appointed by the Board. The resigning Officer will be released from responsibilities a week after the date when his written notice has been expedited to the President.

### **Board Roles and Responsibilities**

The Board is responsible for creating an efficient organization and for the overall management of its affairs. The Board shall ascertain that its activities are continuously evaluated. The Board sets the objectives and strategic plans for the Society. The principal functions of the Board of Directors include:

- Establishing the broad-based policies that govern the operations of CFA Sweden.
- Developing a long-range, strategic plan for CFA Sweden.
- Selecting and hiring a Chief Executive Officer or appoint an Executive Committee to manage ongoing business between Board meetings.
- Accepting full responsibility for the financial well being of CFA Sweden, including raising necessary income and approving and monitoring the annual operating budget.
- Developing and maintaining communications links and beneficial relationships with various communities, funders and other stakeholders in the organization's success.
- Ensuring evaluation of progress against plan on an ongoing basis.
- Providing for the continuous self-evaluation and renewal of the board itself.

Board Members are required to undergo training to help them perform their role. This could be online, via WebEx, at a society leadership meeting, and might be provided by CFA Institute or arranged by the Society Board.

### **Meetings of the Board**

The Board shall hold at least five regular meetings per year whereof one should be dedicated to long-term planning. The main purpose of the Board meetings is not conveying information, but mainly for discussion and decisions. It will be assumed that the relevant board material has been read in advance.

*The Statutory Meeting* is the first meeting of the new Board. The Statutory Meeting Agenda shall encompass;

- Welcome to New Board Members
- Election of vice-president, Secretary and Treasurer
- Decision on authorized signatories
- Fixing of days/times for Ordinary Meetings
- Establishment of Standing Committees

Meetings are called by the Chair or, at the request of a majority of the Directors, by the Secretary. The Secretary shall send a written reminder of the meeting at least 5 working days in advance. The notice shall state the date, time, and place of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. The notice will normally be through e-mail message that the summons and the agenda, previous minutes, and other relevant information shall be enclosed.

*The First Regular Board meeting* following the Statutory Meeting shall encompass;

- Brief overview of the CFA Sweden agenda
- Bylaws
- Strategy

- Membership Criteria
- Budget
- Board Directives

#### *Other Regular Meetings*

All regular meetings shall encompass;

- Minutes from last meeting
- Follow up on timelines (CFA Sweden & CFA Institute)
- Follow up on execution of decisions
- Follow up on pending discussions
- Treasury report: status, changes from last reports, predictions.
- Events Calendar
- Outreach
- Any Other Business

#### **Quorum**

The Board is legally competent to transact business whenever a minimum of three members, whereof one is an elected officer of the Society, is present. If a decision imposes significant financial risk or is essential to the activities of CFA Sweden, four Board members must be present. Each Director is entitled to one (1) vote. Proxy procedures can be used.

Resolutions will be passed by a simple majority of the votes cast. In case of parity of votes, the Chairman has the casting vote.

#### **Board Minutes**

The minutes of the Board meetings shall;

- Briefly reflect discussions during the meeting,
- Set the criteria for a decision;
- Formulate the Decision, and
- State the performance date and the executor of the decision.
- The Board minutes shall be circulated to all Directors within a week after the meeting.

#### **Board Committees**

The Bylaws allow the Board of Directors to establish Standing Committees to assist the Board in carrying out its functions. The Board may also appoint any Special Committee when necessary for a specific task or project.

Except as the Board of Directors may from time to time otherwise direct, the authority of Committees is limited to providing recommendations for Board action.

At the first regular meeting of the Board of Directors following the Annual and Statutory Meeting, the Board of Directors shall decide which Committees are to be active for the following year and shall appoint Chairs and assign members for each of the active Committees. The Board may at any other time of the year appoint additional or alternate members to Committees for the purposes of filling vacancies or to meet requirements. The Board may also appoint persons other than directors to be members of Committees. The Committee Chairs shall always be directors or Appointed Officers.

Committee Chairs and Members may be non-Charterholders.

#### **Investment Policy**

Any excess liquidity in CFA Sweden may only be invested in fixed income securities. Targeted reserves should aim to meet, but not exceed, six months ongoing business.

#### **Accounting and Reporting**

The CFA Sweden accounts shall at all times meet with Swedish legal requirements. Hence income and expenditure shall be reported for the year to which they relate, regardless of when received or paid.

The financial information to the Board shall include a profit and loss statement and balance sheet on a bi-annual basis. A concise statement of events during the reporting period must accompany these reports.

At the last Regular Board Meeting before the end of the financial year, the Treasurer shall present the preliminary financial statement and an indicative budget for the new financial year. The Treasurer presents the financial report at the annual meeting.

The Treasurer's records shall be audited or reviewed by a disinterested Auditor whenever the chairman or treasurer leaves office, before each AGM and at such times as the chairman or the Executive Committee requires.

### **Corruption and Bribery**

The Board is committed to conduct all affairs in an honest and ethical manner and take a zero-tolerance approach to bribery and corruption. Each Board Member is committed to act professionally, fairly and with integrity in all dealings and relationships. <sup>[1]</sup><sub>[SEP]</sub>The Board will uphold all laws relevant to countering bribery and corruption in Sweden and in any other jurisdiction in which we may operate.

### **Annual Meeting of the Members**

According to the Bylaws, it is the Board's duty to convene an Annual General Meeting in writing with minimum three weeks notice. The call shall include an agenda, the proposal from the Nomination Committee and a link to the Annual Report, which must be posted on the Society website. If there are proposals the decision of which requires qualified majority, this must appear from the call.

The annual meeting shall be held before the end of October.

### **Review and Revision**

This instruction will be reviewed and approved annually by the Board by simple majority at the board meeting immediately following the statutory meeting. The instruction will be made available at each Board meeting. The President of the Board has an ongoing responsibility to review this instruction when so demanded by changing circumstances.

Stockholm 2019-10-29

Fredrik Nilsson  
President, CFA Society Sweden