



**Lithuanian Professionals Club in Stockholm**  
**BY-LAWS**

Revision adopted 2nd February, 2023

**1. The name and goals**

- 1.1 The Lithuanian Professionals in Stockholm Club (further, LPS), '*Lietuviu profesionalu klubas Stockholme*' is a non-political and non-profit organisation.
- 1.2 The LPS Club has its headquarters in Stockholm but can establish branches in other parts of Sweden.
- 1.3 The highest decision-making body of LPS is the General Meeting (GM).
- 1.4 The LPS Club is represented by the Chair and Board members and, when specifically approved by the Board, by other member/s.
- 1.5 LPS is a part of the Lithuanian Community in Sweden (LBS).
- 1.6 LPS is a part of the Global Lithuanian Leaders (GLL) community.
- 1.7 The LPS Club is subject to these By-Laws, Swedish law, and other relevant Swedish legal acts.
- 1.8 The mission of the LPS Club is to unite Lithuanians and other professionals who have an interest in Lithuania and who support the following goals:
  - 1.8.1 Promote and strengthen Lithuanian professionals, their networking, knowledge, skills and collaboration,
  - 1.8.2 Support Lithuanian businesses, culture and other relevant actors in Sweden,
  - 1.8.3 Liaise with relevant actors and institutions for better knowledge and image of Lithuania in Sweden, and represent the interests of the professional diaspora.

**2. Membership**

- 2.1. Members of LPS Club can be Lithuanian, Swedish or other professionals as well as legal entities or companies that pay the membership fee and support the goals and By-Laws of the Club.
- 2.2. Based on the exceptional distinction in support of the work of the LPS Club, the Club can elect Honorary members that are appointed following a specific procedure, presented in Annex 2.
- 2.3. Unless specified otherwise, the annual LPS Club membership fee is decided according to a special decision taken by AGM based on the proposal of the Board.
- 2.4. Members joining the Club in the second part of the year shall pay half of the membership fee.
- 2.5. The LPS Club membership application is submitted via the Club website [www.lpsclub.se](http://www.lpsclub.se). The Board shall respond to the applicant in three weeks by mail approving or rejecting an application for the membership.

- 2.6. The membership fee shall be paid within three weeks after the membership confirmation was issued.
- 2.7. The Board has the right to reject an application for membership by informing the applicant of the reasons in writing within three weeks.
- 2.8. The membership cannot be transferred to third parties.
- 2.9. Under exceptional circumstances and after the member in question is given a right of defence, the Board may remove any member from the Club, subject to the approval of at least, three Board members.
- 2.10. The members of the LPS Club can:
  - have access to all events of the Club;
  - have access to all gathered information;
  - recommend a new member;
  - attend and vote at the General Meeting;
  - attend the Board meetings, when invited, without a voting right;
  - elect and be elected to the Board of the Club;
  - organise LPS Club's events in agreement with the Board;
  - join any working group or project of the LPS Club;
  - represent the Club in external events in agreement with the Board;
  - organise sponsorship for the Club.

### **3. Decision-making and governing**

- 3.1 General Meeting (GM) is the highest decision-making body of LPS.
- 3.2 GM adopts and approves amendments to the By-laws and ensures their implementation. Amendments shall be valid when supported by an absolute majority of participating members. Other decisions are taken by a simple majority of participating members.
- 3.3 From the list of candidates proposed by the Board, GM elects the Chairperson of the Board for a period of one year. The election procedure is laid down in Annex 1.
- 3.4 From the list of candidates proposed by the Board, the GM elects four members to the Board to serve for one year.
- 3.5 GM elects members to the Financial Audit.
- 3.6 GM takes decisions on the following:
  - 3.6.1 Approves the Board's operations and financial report for the previous year.
  - 3.6.2 Approves the Financial Audit Committee's report and grants the Board exemption from liability.
  - 3.6.3 Based on the proposal of the Board, takes a decision on the annual membership fee.
  - 3.6.4 When urgently needed for the functioning of the Club, GM takes decisions by a written procedure. A written procedure and deadlines shall be proposed by the Chairperson in consultation with the Board.
- 3.7 GM can be convened by the Chairperson or at the request of a majority of the Board. The Board shall organise a GM during the last quarter of the year. If necessary, the Board may at any time summon an Extraordinary General Meeting, adopt financial report and audit report and exempt the Board from financial liability.
- 3.8 The quorum shall be constituted when at least half of members with voting rights are present or represented by a proxy (proxy template is in Annex 3). When a quorum is not reached, a new Meeting shall be summoned by the Chair within the following four weeks.
- 3.9 The GM is chaired by an elected Chairperson and a Secretary of the meeting.

- 3.10 Decisions are adopted by a simple majority of the votes. Absent members may vote by proxy. In addition to a member's own vote, each participating member may receive a maximum of one vote by proxy on behalf of an absent member. In case of a tie, the Chairperson of the meeting shall have a casting vote.
- 3.11 The Executive body of the Club is the Board:
- 3.11.1 The Chairperson will lead the work of the Board and shall be a spokesperson of the LPS, unless decided otherwise by the GM.
- 3.11.2 The distribution of responsibilities of the four Board members is decided internally by the Board, one member of the Board is delegated to represent the Club in the Lithuanian Community in Sweden.
- 3.11.3 In cases when the Chair or a member of the Board cannot fulfil their tasks, i.e. in case of resignation or inability to act, the Board may take an internal decision to co-opt a new member to serve on the Board for the remaining term of office. The co-opted member has the same rights and obligations as other members of the Board.
- 3.11.4 The Board shall strive to fulfil the goals defined in these By-Laws and shall implement the decisions of GM. It shall prepare for the approval of the GM annual activity and financial reports and any other necessary documents.
- 3.11.5 Decisions are taken by majority of Board members, in case of a tie, the Chairperson shall have a casting vote.
- 3.12 Replacement or removal of the Chairperson and/or members of the Board may be initiated by an absolute majority of Board members when the Chairperson or a member of the Board works in a manner that substantially harms the reputation of the club. The decision to remove shall be taken by two-thirds of Club members. In the event of the resignation of the Chairperson or her/his inability to serve for any other reason, the Board shall approve an acting Chairperson, who shall lead the Board till the Extraordinary GM elects a new Chairperson for the remainder of the term of office. If a member of the Board resigns or is asked by majority of the Board to resign, a Co-opted Board member takes the role.
- 3.13 To support the specific areas of work or to contribute with a rare competence, the Board may co-opt individual experts for a determined period of time and a specific project or activity. The co-opted individual does not have the right to vote but has access to necessary work documents and may attend the Board meetings when needed.

#### **4. The Financial Audit Committee**

- 4.1 The Financial Audit Committee is elected by the General Meeting to serve for two years and shall consist of two members. They may not be the Treasurer, Chairperson or member of the Board.
- 4.2 The Financial Audit Committee shall check the financial report of the Board and will submit to the Board an audit report to be adopted by the General Meeting.
- 4.3 If for any important reason, members of the Financial Audit Committee cannot prepare an audit report, the Board can decide to ask other members of the LPS Club to do the audit and prepare the audit report.

#### **5. Resources of the LPS Club**

- 5.1 The LPS Club's funds come from:
- The membership fee, which on the proposal of the Board, is set at the GM;
  - Donations, heirlooms, sponsorship and support from private persons or legal entities;
  - Revenues generated from the Club events;
  - Funds not used in the previous fiscal year;
  - Public funding;
  - Services provided to business, private and legal entities;
  - Other income.

## Amendments to the By-Laws of LPS, 2023

- 5.2 The funds are used to finance activities or projects supporting the By-Laws and decisions of the General Meeting.
- 5.3 Upon their choice, the Board members, co-opted Board members and co-opted Experts may attend the Club events, which do not involve material costs, free of charge.
- 5.4 The Board can compensate the costs related to organising the Club events and representation of Club's interests (travel and accommodation) upon a special decision.
- 5.5 The Club pays a fee to the Lithuanian Community in Sweden, established by the Lithuanian Community in Sweden and approved by the Board of the Club.

### **6. The dissolution of the LPS Club**

- 6.1 Decision to dissolve the LPS Club shall be taken at GM by absolute majority of members.
- 6.2 In the event of the dissolution of the Club, all net assets and documents shall be submitted to the Lithuanian Community in Sweden, preceded by an audit and the payment of all existing financial obligations.

### **List of Annexes**

#### **Annex 1**

Election procedure of the Chairperson of the Board of LPS Club

#### **Annex 2**

Election of Honorary Members of LPS Club

#### **Annex 3**

Proxy voting template

## **Annex 1**

### **ELECTION PROCEDURE OF A CHAIRPERSON OF A BOARD OF LPS CLUB**

The members shall elect a Chairperson from among its members at the General Meeting.

#### **1 Nominations**

- 1.1 Following the start of a new term of office or when the Chairperson need to be replaced, the Electoral Committee shall request candidacies from among the (ex)-members for the respective role(s). Only members who have had membership in LPS for at least one year may run for elections.
- 1.2 The names of those persons wishing to stand as candidates shall be presented in writing to the Electoral Committee before the meeting, during which the election will take place, or be announced at that meeting. A member may declare their candidacy in their own name or be proposed by another member.

#### **2 Election process**

- 2.1 The vote shall take place by secret ballot. Therefore, the Chairperson of the meeting, assisted by two other volunteers among the members, shall collect the ballots, count the votes and declare the results immediately thereafter. The Electoral Committee shall ensure that ballots are made available ahead of the vote, if needed. In case of a written procedure, digital ballots shall be prepared.
- 2.2 If there is only one candidate, that candidate shall be declared elected, unless a member requires a vote.
- 2.3 Where there is more than one candidate or a vote is requested by a member, members shall write the first name and surname of the candidate of their choice on one voting ballot. Successful candidates shall have received an absolute majority of the valid votes.
- 2.4 On the first ballot, if no candidate receives the majority of votes, all candidates other than the two receiving the largest numbers of valid votes shall be eliminated. If two or more of the top candidates receive an equal amount of votes, the Chairperson of the General Meeting shall call for a re-vote between them and the candidate(s) with the lowest number of votes shall be eliminated.
- 2.5 On the second ballot, the candidate receiving the majority of the valid votes shall be elected Chairperson. If neither candidate receives a majority of the votes, voting continues until one candidate does receive the majority of the votes. A candidate may withdraw at any stage of the procedure.
- 2.6 The person acting as chairperson of the meeting shall announce to the members the name of the person elected Chairperson immediately after the results are final.

## Annex 2

Approved by the General Meeting on date...

### **GRANTING A STATUS OF HONORARY MEMBER OF LPS CLUB**

In accordance with article 2.2 of the By-Laws of the Lithuanian Professionals in Stockholm Club, the Club may grant Honorary membership to individuals that have distinguished themselves and made an extraordinary contribution to the Club. This membership is the sign of the highest appreciation made by the Club.

The status of Honorary member becomes valid after the nomination is approved by the General Meeting. The duration of this membership is not time-bound. Honorary members can continue their membership in the Club, they can also be elected to the Board of the Club.

#### **Nomination procedure**

Nominations for the status of the Honorary member can be made by the Board or a member of the Club and communicated in writing no later than three weeks before the General Meeting of the year in question. The nominations shall contain an elaborate description of all merits of the candidate, in line with the criteria listed below. When approved by the General Meeting, the membership comes into force on the same day.

#### **Benefits and obligations**

Honorary members have the right to pay only a symbolic annual membership fee of 10.00 SEK and may participate free of charge in the events of the Club, where there are no material costs. The granting of status is published and disseminated in all social media and other media channels of the Club and becomes an official part of the Club's history.

The Honorary members take upon themselves an obligation to give access to and use their professional contacts for the purpose of raising the visibility and reputation of the Club, help search sponsors and partners and to the extent possible, contribute with their professional experience and knowledge to the work of the LPS Club.

#### **Criteria for granting Honorary member status**

Granting the status of a Honorary Member must meet at least four of the criteria below.

- Actively supported the work of the Club and was a member for at least nine (9) years.
- Demonstrated leadership and was leading the work of the Club as Chair or Member of the Board for at least five (5) years.
- Represented the Club as a solid professional vis a vis public institutions, at international events and professional organisations of diaspora for at least five (5) years.
- Developed and coordinated at least three (3) externally funded projects and/or coordinated at least five (5) projects or other crucial for the Club initiatives.
- Initiated at least three (3) long-term partnership agreements of a larger scale.
- Secured sponsorship for Club support above 10 000.00 SEK.

**General clauses**

**Termination of the Honorary membership status**

- It can be terminated upon a decision of the General Meeting, based on a proposal of the Board, with weighty arguments given
- Upon a written request to waive the membership
- Termination of the Honorary Membership is noted in LPS Club documents and published on its web.

**Annex 3**

PROXY for VOTING

Date

City

I, .....(Name, Surname), authorise ..... LPS Club member (Name, Surname) represent me and vote in my name at the Annual General Meeting of LPS Club that is held .....(date).

Signature