

## **CIRCOLO SCANDINAVO**

### **Code of management practices**

#### Executive Board

Circolo Scandinavo shall be managed by the Board and the Director (Kunsterforstander), who are responsible for the proper organization of the management of the Association. The Board shall supervise and cooperate with the Director in determining the general guidelines for the operation of the Association.

The Director shall submit to the Board for consideration and decision in all important matters. For each Board meeting the Director shall provide an account of the activities of the Association that have been carried out since the previous Board meeting, including the financial position, which is then discussed at the meeting. At the Board meetings, the Board shall be responsible for obtaining from management such information and documentation as is deemed necessary for the fulfilment of matters brought before the Board.

A number of the duties of the Board are specified –although not exhaustively –in clause 12 of the Statutes, and in these rules of Procedure.

The Board is responsible of the well-being and finance of the Circolo. It can delegate operational powers to the Director, but the responsibility and accountability to the Annual General Meeting of the association remains.

Immediately after the Annual General Meeting, a board meeting shall be held for the purpose of electing a chairman and/or a vice-chairman, according to clause 13 of the Statutes.

Board meetings shall be held at least twice a year, of which one shall be an accounts meeting for the approval of the annual accounts to be presented to the general meeting; see clause 10 of Statutes.

The Board shall hold a meeting when this is considered necessary by the chairman or when requested by at least three members of the Board, or by at least 30% of the members of the Association, see clause 12 of the Statutes.

The chairman shall arrange for board meetings to be convened as fast as possible at not less than 15 days' notice. At the same time as receiving the notice convening the meeting the Board of Directors shall receive the agenda for the meeting and to the extent possible written material.

The agenda for the Board meeting is prepared by the Director in concert with the Chairman. The Director is obligated to be present and speak at the Board meeting, unless otherwise decided by the Board in every single case.

Board meetings shall be held at the office of Circolo Scandinavo in Rome. Under special circumstances the meeting may be held at another location, when the subject of the meeting, or other matters, are deemed by the chairman to make such change of location well-founded. In urgent cases the meeting can be arranged also by e-mail.

The chairman shall chair the meetings of the Board of Directors. The chairman organizes, convenes and chairs the meetings with a view to securing efficiency in the Board work and creating the best possible conditions for the work of the members and generally.

The chairman shall ensure that new members are given a thorough introduction to the tasks, duties and responsibilities of the Board. The chairman shall be in charge of the evaluation of the work of the Director.

The Board shall be legally competent to transact and make decisions when at least four members are present: see clause 11 of the Statutes.

#### Conflict of interest

A board member and the Director cannot participate in the discussion of questions on agreements between the Association and the board member/ director him-/herself. The same shall apply to questions between the Association and a third party where the board member/ director has a material interest therein that may be contrary to the interests of Circolo Scandinavo.

The members of the Board shall cast their votes to the best of their judgement and shall not be bound by directions from the persons by whom they were elected.

All personal compensations for the board members are prohibited by the statutes of the Association.

#### Minute book

A minute-book shall be kept of the resolutions passed by the Executive Board. The minutes shall be prepared by the secretary unless otherwise decided by the Board.

The minute-book shall contain (1) the participants, (2) the chairman of the meeting, (3) the agenda and resolutions with respect to each individual item thereof, (4) the person who took the minutes.

The members of the Board shall receive the minutes of board meeting no later than 7 days after the chairman has accepted the first draft. Thereafter the members of the Board must respond by e-mail to the Director within 8 days after having received the minutes. If no response is received, the relevant member is considered to have approved and accepted the content of the minutes.

According to clause 12 of Statutes, the minutes or a report shall be accessible on the notice board and the website not later than 60 days after the board meeting was held.

At the next board meeting the minute-book shall be signed by all board members. A board member absent from the meeting shall be indicated next to the signature.

#### Chairman of the Board

The Chairman of the Board shall represent the Board externally and internally. He shall ensure that all formalities required by law and the Statutes are complied with, including in particular that annual accounts and the annual report, including the auditor's report, are filed with the necessary Italian authorities.

The chairman shall procure that the other board members are informed of all matters of importance to the Association, that have occurred since the last Board meeting. Likewise, the Chairman shall ensure the drawing up and keeping of all books, registers and minutes prescribed by Italian law.

In the Chairman's absence the vice-chairman will take over as alternate of the chairman (see clause 13 of the Statutes) and exercise the powers vested with the chairman under this code of management practices.

#### Appointment and duties of the Director

According to clause 12 of the Statutes, the Board has the right to appoint the Director (Kunstnersforstanderen), and shall procure the drawing up of rules of procedure for the management to the extent required.

In addition to what has been written in the Director's work agreement according to Italian laws, the Director has the following duties and responsibilities:

- Day to day management of the Circolo, following budgets accepted by the Annual General Meeting and guidelines of the Executive Board.
- Act as executive secretary of the Board, which includes preparations for the board meetings, presentations of the proposals, preparation of the annual report and financial statements for Board consideration.
- Report to the Board about activities of the Circolo, in particular economic developments.
- Responsibility of day to day financial transactions under chairman's supervision.
- Development and improvement of Circolo's main functions and presence in Rome.

#### Advisory professional committee

To meet the objects of Circolo Scandinavo in accordance with clause 1 of the Statutes, the Board may set up an advisory committee, including an artistic advisory committee consisting of all the art forms that are represented in the Association.

The most important object and task of this committee is to consider applications from artists for stay at Circolo Scandinavo allocated on the basis of art forms, nationalities, gender, etc. as well as the scope and length of stays.

The Director, who is a member of the committee, shall act as a facilitator for the committee and shall convene the committee at least once a year in connection with the allocation of offers of stays for the coming year.

The committee recommends the stays of the artists to the Director, who makes the final selection, following the Board's guidelines and decisions.

The executive board appoints the advisory committee annually. The artistic advisory committee meets by e-mail or in Rome if possible in combination with the Board meetings.

Furthermore, the Association may in order to meet the objects of the Association set up other committees for special tasks and activities, including fundraising, marketing, artistic activities/events, etc.

#### Substitutes

According to clause 10 of the Statutes, the general meeting shall vote for two substitutes. The substitute participates in the Board work as a full member, when a permanent member resigns between the two Annual Meetings.

#### Preparation and approval of annual accounts

The board shall carefully examine the draft annual report and accounts prepared by the manager, and shall ensure that the accounts have been prepared in accordance with fair accounting practices.

When the annual accounts and the annual report have been finally prepared and the accounts have been audited and provided with an audit report the accounts and the report shall be presented to the Board for final approval and signing by the Director and the Board.

Thereafter the annual accounts and the annual report, together with the budget for the coming year shall be presented for approval at the annual general meeting to be held no later than April.

Audits

The Board shall procure the existence of the necessary basis for the authorized external decide whether an internal audit is required.