

# Bylaws

## ARTICLES OF THE FINNISH-BRITISH TRADE ASSOCIATION

### I Name and Purpose

#### Article 1

The name of the association is Suomalais-Englantilainen Kauppayhdistys – Finsk Engelska Handelsföreningen – The Finnish-British Trade Association r.y.

The association is domiciled in the City of Helsinki.

#### Article 2

The purpose of the association is, without engaging in any business activities, to enhance economical, commercial and cultural ties between Finland and the United Kingdom. The association does not take part in any political activity whatsoever. In order to carry on its purpose, the association makes initiatives, and arranges meetings, lectures, situation reviews as well as other such events.

### II Income and Assets of the Association

#### Article 3

The association receives its income from membership fees, voluntary donations and contributions by the members of the association or by other supporters of its purposes. The assets of the association may only be used for the benefit of its purposes.

### III Members of Association

#### Article 4

Persons, corporations or other associations having legal capacity, which have business connections with the United Kingdom or which in other ways support the intentions of the association, may be accepted as ordinary members of the association.

Members will be accepted by the Board of Directors of the association and the Board of Directors is entitled, if it considers that the interests of the association so require, to refuse to accept a new member as well as to dismiss a previously accepted member from the association.

#### Article 5

Persons who have shown particular interest in the association and its purposes or who have distinguished themselves in Finnish-British trade may be invited by the Board of Directors to become honorary members of the association.

#### Article 6

The ordinary member of the association shall pay an annual membership fee, the amount of which shall be determined by the Annual General Meeting.

#### IV Meetings of the Association

##### Article 7

The meetings of the association shall have the highest authority in the affairs of the association.

##### Article 8

The meetings of the association shall be held in Helsinki and its members shall be notified of them no later than ten days before the meeting, by (1) announcements placed in at least two Helsinki morning newspapers (2) notices to convene the meeting submitted by post to the addresses of each member or (3) e-mails sent to the e-mail address provided by each member.

##### Article 9

The Annual General Meeting of the association shall be held no later than June 30 and the members must be notified of the meeting in the manner specified in the above mentioned article.

##### Article 10

Only members of the association may participate in its meetings and each ordinary and honorary member shall have one vote at the meetings. Each member should use his or her vote personally, but votes by proxies will be accepted if the proxy has been given to a member of the association. Each member may not cast more than two votes. Associations and trusts may grant a proxy to their staff member.

##### Article 11

The meetings of the association shall be chaired by a person elected by those present at the meeting.

##### Article 12

A simple majority of votes is required to pass a resolution at the meetings of the association, except in cases involving:

1. a) the amendment to the articles of association b) the liquidation of the association or c) the disposal of the majority of the assets of the association,

which require at least a three-fourths majority of votes by the members in favour of the proposal at two consecutive meetings.

##### Article 13

The agenda for the Annual General Meeting of the association shall include the following:

1) The annual report of the Board of Directors for the previous financial year. 2) The auditors' report, the adoption of the financial statements, and the question of discharge from liability for the association's Board of Directors and treasurer. 3) Issues raised by the Board of Directors of the association. 4) The election of members of the Board of Directors ~~to replace those whose terms have expired.~~ 5) The election of an auditor and a deputy auditor. 6) Election of scrutinizers for the minutes of the meeting.

#### Article 14

Minutes shall be kept of the meetings of the association. The minutes shall be attested by the chairman and the secretary of the meeting and by the persons elected to do so.

#### V Board of Directors

#### Article 15

The Board of Directors of the association shall consist of at minimum five and at maximum twenty members. The term of the members of the Board of Directors shall commence at the Annual General Meeting at which they are elected and expire at the next Annual General Meeting. Members of the Board of Directors may be re-elected for several consecutive terms.

The Board of Directors shall convene when convened by the chairman or when at least three of its members so request in writing.

The Board of Directors shall itself decide on the action plan; minutes shall be kept of its meetings and the minutes shall be numbered consecutively.

If a member of the Board of Directors resigns in mid-term, no new member shall be elected in his or her place until the next Annual General Meeting.

The members of the Board of Directors shall elect a chairman and a deputy chairman from among themselves.

At the meeting of the Board of Directors, resolutions shall be passed by a simple majority of votes. In the event of a tie, the chairman shall have the casting vote.

#### Article 16

The Board of Directors, which shall have a quorum when half of its members are present, shall decide on the management of the association's affairs within the limits prescribed by the meetings and the Articles of the association.

The Board of Directors may appoint a secretary, a treasurer or other officers.

The Board of Directors may also elect special committees to prepare exceptional matters within the association's sphere of activities. Members of the Board of Directors or of the association may be elected to such committees.

No remuneration shall be paid to the members of the Board of Directors. However, the secretary, the treasurer and other officers of the association may be paid remuneration as determined by the Board of Directors.

The Board of Directors shall consider proposals made by the members of the association and shall submit them accompanied with its own statement, when necessary, to a meeting of the association.

#### Article 17

The name of the association shall be signed by the chairman or the deputy chairman of the Board of Directors together with the secretary or with any member of the Board of Directors.

#### VI Accounting Period and Audit

##### Article 18

The accounting period of the association is a calendar year.

##### Article 19

The financial statements must be submitted to the auditors no later than April 30 following the end of the accounting period. The auditors shall thereafter give the auditors' report to the Board of Directors no later than May 31.

#### VII Liquidation of the Association

##### Article 20

In the event that it is decided to liquidate the association, a fund must be comprised of the assets of the association. The accrued interests from the fund shall be used for the development of Finnish-British trading relations. It shall be for the final meeting of the association to decide who shall be entrusted with this fund.