

THE RULES OF THE FINNISH-POLISH CHAMBER OF COMMERCE

- 1 §** The Finnish name of the association is ”Suomalais-Puolalainen kauppakamariyhdistys”, abbreviated to SPKK ry. The Swedish name is ”Finsk - Polska handelskamarföreningen”, abbr. FPHK rf. The Finnish and Swedish names are the official names registered in the Finnish register of associations. In other contexts the association may also use the English name “Finnish-Polish Chamber of Commerce”, abbr. FPCC, and the Polish name “Finsko-Polska Izba Handlowa”, abbr. FPIH. The domicile of the association is Helsinki and it shall be registered in the Finnish register of associations. The association is hereinafter referred to as “FPCC” or “the Association”.
- 2 §** The purpose of FPCC is to promote economic, commercial, scientific and technical co-operation between Finland and Poland.
- 3 §** FPCC is a legal person with the right to purchase and rent movables and immovables necessary for its operations, accept donations and subventions, collect membership fees and conclude agreements.
- 4 §** In order to fulfil its purpose FPCC:
1. Obtains necessary information e.g. from commercial organisations.
 2. Serves its members by organising events in Finland and Poland in order to promote networking and development of trade links.
 3. Undertakes publishing activity in order to provide its members with better access to information.
 4. Organises seminars and conferences concerning current issues and trade promotion.
 5. Arranges workshops for different sectors of business and industry.
 6. Produces and publishes information about its activities.
 7. Co-operates with the authorities of both countries in order to promote trade and co-operation between Finland and Poland.
 8. Consults companies and organisations and encourages them to participate in business promotion events.
 9. Promotes co-operation between commercial, economic, etc commissions from different countries.
 10. Carries out other actions essential to the accomplishment of its purpose.

FPCC may establish offices in Finland and in Poland and they shall act according to the rules of FPCC.

- 5 §** The Board of the Association shall approve new members on the grounds of a written application issued by the candidate for membership. The membership categories are:
- 1) regular member, 2) supporting member, 3) honorary member.
- 1) Regular membership may be admitted to any incorporated society or registered association with a domicile in Finland or in Poland.
 - 2) Supporting membership may be admitted to an individual person or a legal person who wishes to support FPCC in fulfilling its purpose by providing the Association with financial assistance. Supporting members are not eligible to speak or vote at the meetings of the Association.

3) Honorary membership may be awarded by the Board of the Association to individual and legal persons in recognition of work of outstanding merit on behalf of promoting trade between Finland and Poland. Honorary members shall be exempt from payment of membership fees. Honorary members have the right to speak at the meetings of the Association. Honorary members are not eligible to vote.

6 § All regular members of FPCC shall have equal privileges and obligations. Regular members shall pay an annual membership fee at the amount proposed by the Board of the Association and determined by the Annual General Meeting of the Association.

7 § Members shall pay the full membership fee for the year in which they join if their membership begins before November 1st. Membership fees are due before the end of the first quarter of each year.

The Board of the Association may expel any member who has failed to pay his membership fee or fulfil his obligations to the Association, caused damage to the Association through his actions within or outside the Association, or who no longer fulfills the terms of membership set by the Rules of the Association or the law.

8 § The affairs of the Association shall be managed by the Board comprising of a Chairman and 2-7 regular members. The Board shall be elected at the Annual General Meeting.

The Board is elected for a one-year term between the Annual General Meetings.

The Board shall elect a Vice Chairman from among its members, and a Secretary, Treasurer and other functionaries either from among the Board or outside the Board.

The Board meeting shall be convened by the Chairman, or during his absence by the Vice Chairman, when considered necessary or if requested in writing by at least one-half (1/2) of the Board members.

The Board is quorate when at least one-half (1/2) of its members, including the Chairman or the Vice Chairman, is present. Issues shall be decided by a simple majority vote. In the event of a tie, the Chairman's vote shall be decisive. In case of elections, the resolution shall be determined by lot.

The Chairman of the Board and the Vice Chairman of the Board may be called the Chairman of the FPCC and the Vice Chairman of the FPCC.

Should the Chairman or Vice Chairman become unable to perform his responsibilities, a Special General Meeting shall convene and elect a new Chairman or Vice Chairman to perform his responsibilities until the next Annual General Meeting. Should a member of the Board resign or become unable to fulfill his duties, a Special General Meeting shall elect a new member to take his place on the Board and perform his responsibilities until the election of the new Board.

Duties of the Board of the Association include: a) implementing the resolutions of the Annual General Meetings; b) managing the affairs of the Association; c) preparing the plan of operation and the budget of the Association; d) preparing and presenting the annual report and the auditor's report to the Annual General Meeting; e) submitting proposals for the annual membership fees to the Annual General Meeting for approval; f) admitting and expelling the regular members of the Association; g) appointing committees to examine specific issues connected to the activities of the Association; h) appointing assisting committees and experts to perform tasks connected to the commercial and economic co-operation between Finland and Poland, such as analyses, evaluations and reports, within the laws and regulations in force; i) proposing honorary members and the Honorary Chairman for acceptance by the Annual General Meeting; j) appointing the Managing Director and the Deputy Managing Director responsible for the management of activities of the Association in practice and providing them necessary instructions; k) accepting the personnel plan for the Association, its unregistered subdivisions and agencies upon proposal of the Managing Director; l) deciding about selling, replacing and mortgaging of the Association's property and taking out of loans; m) supervising the work of the Managing Director and his deputy, as well as the work of the directors and vice directors of the subdivisions; n) authorizing functionaries to represent the Association upon proposal of the Managing Director; o) deciding about other matters falling under the Board's competence.

9 § The Association shall be represented by:

- 1) the Chairman of the Board,
- 2) the Managing Director/Executive Director/President,
- 3) a member of the Board jointly with the Managing Director/Executive Director/President, or
- 4) two functionaries authorized to the representation by the Board.

10 § The accounting period of the association is a calendar year. The financial statement with the necessary documentation and the annual report shall be submitted to the Auditor at least three (3) weeks before the Annual General Meeting. The Auditor shall submit his written statement to the Board two (2) weeks before the Annual General Meeting at the latest.

11 § The Annual General Meeting shall be convened between January and May each year on a day determined by the Board.

A Special General Meeting shall be convened at the resolution of the meeting of the Association, or when considered necessary by the Board, or if requested in writing by at least one-tenth (1/10) of the voting members of the Association to deal with a specified matter. The meeting shall be convened within thirty (30) days from the moment of presenting the request to the Board.

Each voting member shall have one vote at the meeting of the Association.

The proposed resolutions must be supported by more than one-half (1/2) of the votes cast. In the event of a tie, the chairman's vote shall be decisive. In case of elections, the resolution shall be determined by lot.

12 § The Board shall notify all the members of the Association about the meeting by mail, electronic mail or an announcement in the local newspaper, published in the domicile of the Association, at least seven (7) days before the date of the meeting.

13 § In the Annual General Meeting of the Association, the following matters shall be handled:

1. opening of the meeting
2. election of Chairman of the meeting, secretary, two keepers of the minutes, and, if necessary, two scrutineers
3. declaration that the meeting is legal and constitutes a quorum
4. approval of the agenda for the meeting
5. presentation of the financial statement, the annual report and the auditor's report
6. confirmation of the financial statement and the granting of discharge from liability to the members of the Board and other persons accountable
7. confirmation of the plan of operation, budget, and the application and membership fees
8. election of the Chairman of the Board and other Board members
9. election of one (1) or two (2) Auditors and their deputies
10. any other matters mentioned in the notice of the meeting

Any member shall put forward a matter to be raised at the Annual General Meeting. Such matters shall be presented to the Board of the Association in writing before the sending of the notices.

14 § The revenue of the Association comprises of: a) annual membership fees; b) donations, subventions and special funds; c) revenue generated from the activities; d) revenue generated from the publishing activities.

15 § Amendments to these Rules and the dissolution of the Association require a majority of at least three-fourths (3/4) of the votes cast at the meeting. The amendment of Rules and dissolution of the Association must be mentioned in the notice of the meeting

In case of voluntary dissolution, the assets of the Association shall be used to promote the purpose of the Association in a way determined by the dissolving meeting. In case of involuntary dissolution, the assets shall be used for the same purpose.

16 § Finnish law will be applied in matters not included in these Rules.