

Rules of TIVIA Association

[N.B. This is an unofficial translation of the rules – only the Finnish version is authentic]

Rules

The name of the association is Tieto- ja viestintäteknii- kan ammattilaiset TIVIA ry (The Finnish Information Processing Association). The domicile of the association is the city of Helsinki and its area of activity is Finland. The Finnish Information Processing Association's current rules have been registered on 7 March 2014.

The rules of the Finnish Information Processing Association

Name and Domicile

1 § The name of the association is Tieto- ja viestintäteknii- kan ammattilaiset TIVIA ry (The Finnish Information Processing Association), in these rules called the Association. Its domicile is Helsinki and its area of activity is Finland.

Purpose and Activities

2 § The Association is a nationwide, independent umbrella organisation for associations working within the field of information technology and its utilisation. The purpose of the Association is to

- promote the productive and profitable use of information technology while taking into account human, ethical and social aspects;
- promote cooperation in the field of information technology;
- promote the professional development of its members.

The Association realises its purpose by

- engaging itself, as well as through various organisations, in research, development, information and education activities;
- participating in the activities of national and international organisations functioning in the field of information technology;
- contributing to the preparation and application of legislation in the field of information technology;
- promoting proposals and implementations of decisions and measures concerning the field of information technology.

In order to support its activities, the Association may receive donations and own securities and properties.

The purpose of the Association is not to make profit for those participating in its activity, nor may its activity otherwise become mainly of a financial character.

Provisions for Membership

3 § Upon the proposal of the executive committee, a registered association that has applied for membership and that fulfils the prerequisites for membership confirmed by the Meeting of the Association may be granted membership in the Association by the Meeting of the Association.

4 § A member association may resign from the Association by giving written notice to the executive committee or its chairperson or orally for the minutes of the Meeting of the Association before 30 September, in which case the resignation will be effective as of the beginning of the next calendar year, or before 31 March, in which case the resignation will be effective as of the beginning of following July.

The Meeting of the Association may expel a member association, the activities of which the Meeting of the Association finds to be contrary to the purpose and operating principles of the Association. Expulsion of a member association requires a majority of 4/5 of the votes cast at the Meeting of the Association. The decision becomes effective immediately.

5 § The Meeting of Association decides the amount of the membership fee and the basis of its calculation based on the number of members of the associations.

Meeting of the Association

6 § The highest decision-making body of the Association is the Meeting of the Association, for which the member associations elect their representatives for one calendar year at a time. In addition to the tasks under the Finnish Associations Act, the Meeting of the Association decides on granting and expulsion of membership in the Association, the Association's membership fees, the composition of the executive committee and appointment of consultative committees and the Association's guidelines.

7 § The number of representatives of a member association at the Meeting of the Association is calculated on the basis of the number of members whose fee the member association has paid to the Association by the end of August of the previous year.

The member association will have one representative at the Meeting of the Association, if its number of members referred to in section 1 above is under 300. If the number of members is 300 or over 300, the numbers of the representatives will be:

| | | | | | |
|----------------------------|-------|-------|-------|------|---|
| Number of members at least | 300 | 900 | 1800 | 3000 | |
| Representatives | | 2 | 3 | 4 | 5 |
| Number of members at least | 4,500 | 6,300 | 8,400 | | |
| Representatives | | 6 | 7 | 8 | |

When the number of members exceeds 10,800, the member association will have 9 representatives in the Meeting of the Association.

8 § The executive committee will convene the Meeting of the Association by means of written notice to be sent to the members of the Association and the representatives at least 14 days before the Meeting. The Meeting constitutes a quorum if it has been convened in accordance with the rules. The Meeting of the Association must be convened when at least three member associations or a fifth of the representatives representing at least three member associations or at least 1/10 of all the members of the Association requests this from the executive committee in order to handle a matter notified separately in writing. The Meeting shall be held within a month from the date when the request was delivered to the office of the Association.

9 § The Spring Meeting of the Association will be held by the end of April, and the following matters will be considered at the Meeting:

1. opening of the Meeting;

2. appointing the chairperson of the Meeting, the secretary, two examiners of the minutes and, if necessary, two vote counters;
3. establishing the legality and quorum of the Meeting;
4. adopting the agenda of the Meeting;
5. presenting of the report of the executive committee, annual accounts of the Association and the auditor's statement;
6. deciding on the adoption of the annual accounts and granting discharge from liability for the executive committee and other accountable persons;
7. adoption of principles, policies and procedures for the long-term planning of the activities as well as necessary meetings;
8. addressing other matters proposed by the executive committee or matters proposed by the member associations to the executive committee in writing no later than 4 weeks before a noticed meeting.

10 § The Autumn Meeting of the Association will be held between November 15 and December 15, and it will consider the following matters:

1. opening of the Meeting;
2. appointing the chairperson of the Meeting, the secretary, two examiners of the minutes and, if necessary, two vote counters;
3. establishing the legality and quorum of the Meeting;
4. adopting the agenda of the Meeting;
5. adopting the long-term plan of activities for the Association;
6. confirming the amount of member fees, plan of activities and budget for the following year;
7. election of the chairperson of the executive committee;
8. election of the committee members;
9. election of the voting committee to prepare the election of the executive committee for the following Autumn Meeting of the Association;
10. election of two auditors and one deputy auditor. The auditors and the deputy auditor must be approved auditors or approved audit firms. If both auditors are approved audit firms, a deputy auditor need not be elected;
11. addressing the matters proposed by the executive committee or the matters proposed by the member associations to the executive committee in writing no later than 4 weeks before a noticed meeting

11 § At the Meetings of the Association, matters will be decided by a simple majority of votes. In the event of a tie vote, the chairperson will have the casting vote, whereas elections will be decided by drawing lots. Each representative has one vote at the Meeting. The voting right of a representative elected to the Meeting of the Association may also be exercised by proxy by another representative or a deputy representative elected by the same association.

Executive Committee

12 § The affairs of the Association will be attended to by a executive committee elected by the Autumn Meeting of the Association consisting of the chairperson and eight other members. The term of the chairperson of the executive committee is one calendar year and that of the other members is two calendar years. Of the latter, half shall resign annually under the rotating procedure, for the first time based on a lottery, and thereafter in turns. The executive committee appoints a deputy chairperson from amongst its members.

A committee member who has acted as a committee member for four consecutive calendar years may be elected again after one year, at the earliest.

The chairperson or other committee members may serve in their position for four consecutive calendar years, at a maximum.

On the committee's proposal, the Meeting of the Association may expel a committee member or the chairperson before the expiry of his/her term. If a committee member resigns or is expelled before the expiry of his/her term, a new member will be appointed in his/her place at the next Meeting of the Association for the remaining term. The executive committee constitutes a quorum if at least half of its members, the chairperson or the deputy chairperson amongst them, participates in considering the matter. In the event of a tie vote, the chairperson of the meeting shall have the casting vote.

13 § The executive committee shall convene the Meetings of the Association in a municipality chosen by it, maintain a list of the members of the Association and to manage its activities. The executive committee may appoint for the Association consultative committees or other committees and determine their duties, composition and authority. The executive committee will appoint an executive manager, who will see to the operative management of the Association in accordance with the instructions and orders given by the executive committee.

14 § The name of the Association is signed by the chairperson of the executive committee, the deputy chairperson, the executive manager of the Association and an officer separately appointed by the executive committee, always two jointly. For the purpose of operative management, the executive committee may elect one or several members of the committee or officers of the Association to sign the name of the Association as separately stipulated from time to time.

Management of the Accounts of the Association

15 § The financial period of the Association is calendar year. The accounts and the report of the executive committee and other necessary documents concerning accounting and administration shall be submitted by 15 March to the auditor of the Association for the audit of administration and accounts.

16 § Before the end of March, the auditor shall submit to the executive committee a report addressed to the Spring Meeting of the Association on conducting the audit of the administration and accounts of the Association.

Amendments to the Rules and Dissolution of the Association

17 § Any amendments to the rules shall be decided by the Meeting of the Association. Adoption of a decision requires a majority of at least 3/4 of the votes cast.

18 § A decision concerning the dissolution of the Association requires a majority of 5/6 of the votes cast at the Meeting of the Association and confirmation of the decision with a similar majority of votes at a Meeting to be held one month later, at the earliest.

19 § If the Association is dissolved, its assets will be surrendered in accordance with the decision of the last Meeting of the Association to a registered entity having legal capacity, the purpose of which corresponds the purpose of the Association or is close to this purpose.

Other Provisions

20 § In other respects, the provisions of the Finnish Associations Act as in force will apply.