

## **By-laws of the Finnish Federation for Communications and Teleinformatics (FiCom), registered 9 March 2020**

**NB: Unofficial translation, legally binding only in [Finnish](#)**

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### **Section 1 – Name and domicile**

The association's name is the Finnish Federation for Communications and Teleinformatics (FiCom), and its domicile is Helsinki, Finland.

### **Section 2 – Purpose**

The federation's purpose as a trade association in the field of communications and teleinformatics is to promote digitalisation and exert influence in the interests of its member companies and Finland as a whole. The federation promotes preconditions and collaboration conducive to its members' businesses based on the freedom of competition and acts in its members' interests in the Finnish and international markets.

### **Section 3 – Forms of activity**

In order to realise its purpose, the federation:

1. participates in and actively influences society and societal development in matters pertaining to its field by representing its members and safeguarding their interests;
2. participates in socio-political debate in matters pertaining to its field;
3. engages in non-profit training, advisory services and statistical work; and
4. represents its members and safeguards their interests in areas other than those listed above.

### **Section 4 – Members**

The federation may approve a company as a corporate member if it is a registered entity engaged in commercial activities in the communications and teleinformatics sectors or a closely related sector in Finland.

The federation may approve a registered entity as an association member if it represents companies operating the foregoing sectors.

The federation may approve a registered entity as a supporting member if the entity cannot be approved as a corporate or association member.

Entities may apply to join the federation by sending a written application to the Board of Directors, which decides whether to approve the entity as a member.

### **Section 5 – Membership fees**

The amounts of the registration fee and annual membership fee for corporate and association members and the annual supporting member fee for supporting members are decided by a two-thirds (2/3) qualified majority of attendees at the federation meeting for one calendar year at a time.

The membership fee for corporate and association members is determined on the basis of a basic fee and the entity's revenues according to the most recently adopted financial statements. For entities structured as groups, the membership fee is based on the entire group's revenues. For association members, the fee is based on the total consolidated revenue of all the association's members. The revenue that forms the basis of the membership fee includes revenues in Finland, as well as billing for exports.

If a corporate member is also a member of an association that is an association member of the federation, the membership fee shall only be payable on the basis of the corporate membership.

The fees must be paid by the deadline set by the Board of Directors.

### **Section 6 – Federation meeting**

The members convene for an annual federation meeting on a date and at a venue specified by the Board of Directors. The meeting must take place in April at the latest.

An extraordinary meeting may be held when the Board of Directors considers it necessary or when at least one-tenth (1/10) of the federation's members entitled to vote request a meeting in writing for a stated purpose. The meeting must be held within thirty days of the date when the demand for a meeting is submitted to the Board of Directors.

Every corporate and association member that has paid its outstanding membership fees is entitled to vote at the federation's meetings. Supporting members are not entitled to vote. Voting rights may be exercised on behalf of a member by a person who is eligible and competent on the basis of their position or whom the member has specifically authorised to vote.

At meetings, every member has one vote and an additional one vote for every one thousand (1,000) euros of membership fees outstanding and paid.

In elections of the Chair of the meeting, each member has one vote.

If the votes are split evenly, the Chair casts the deciding vote, except in elections and closed ballots, where lots are drawn.

An opinion supported by more than half of the votes cast will be taken as a decision of the meeting unless otherwise specified in these by-laws.

Upon demand, voting will take the form of a closed ballot.

The following matters will be addressed at the federation meeting:

1. Electing the Chair of the meeting;
2. Calling the secretary of the meeting;
3. Attesting the legality of the meeting and the presence of a quorum;
4. Stating the members in attendance and the members' representatives;
5. Electing two (2) people to review the minutes of the meeting, assisted in this task by the Chair of the meeting;
6. Presenting the Board of Directors' review of operations in the preceding calendar year;
7. Presenting the auditors' report and any explanations by the Board of Directors;
8. Deciding on the adoption of the financial statements and discharging the Board of Directors and Managing Director from liability;
9. Electing the members of the electoral committee;
10. Approving the action plan for the current year;
11. Confirming the budget for the current calendar year and deciding on the fees to be paid to the federation;
12. Specifying the number of members of the Board of Directors;
13. Electing the Chair and Deputy-Chairs of the Board of Directors;
14. Electing the other members of the Board of Directors;
15. Determining the auditors' fees; and
16. Electing an audit firm as referred to in the Auditing Act or an auditor and deputy auditor for the next calendar year.

The meeting also addresses other matters that the Board of Directors proposes, as well as the matters presented by members in accordance with section 8.

### **Section 7 – Invitations to meetings**

Invitations to annual meetings of the federation must be sent by letter, email or other digital means at least fourteen (14) days before the meeting.

Extraordinary meetings are convened in the same way as annual meetings.

The invitation to an annual meeting of the federation must state the matters listed in section 6, as well as all other matters that the Board of Directors will propose to the meeting.

Extraordinary meetings only cover the matters stated on the invitation.

### **Section 8 – Members' proposals to the federation meeting**

In order for members' proposals to be addressed at an annual meeting of the federation, they must be presented to the Board of Directors in writing no later than eight (8) weeks before the meeting.

### **Section 9 – Board of Directors**

The federation's affairs are handled by the Board of Directors, which consists of the Chair, two Deputy-Chairs, and six to ten other members, all of whom are elected at the meeting. The Board of Directors convenes at the invitation of the Chair, or, if the Chair is unavailable, at the invitation of a Deputy-Chair, when they consider a meeting to be warranted or when at least half of the members of the Board of Directors request it.

The Board of Directors has a quorum when half of its members are present in addition to the Chair or either of the Deputy-Chairs. Votes are resolved by an absolute majority. If the votes are split evenly, the Chair casts the deciding vote, except in elections, where lots are drawn.

The Board of Directors must ensure that the federation's accounts comply with the law and its financial management has been arranged in a reliable way.

The Board of Directors must keep a list of the federation's members. The list must state the full name and domicile of each member. The Board of Directors is tasked with processing and resolving membership applications.

The Board of Directors appoints the federation's Managing Director.

The Board of Directors convenes meetings of the federation and prepares the matters to be addressed at the meeting. It also presents to the meeting a review of the federation's activities in the preceding year, and it draws up an action plan for the ongoing year, as well as estimates of income and expenditure, and presents these to the meeting of the federation.

The Board of Directors' term of office lasts from the federation meeting until the next federation meeting.

### **Section 10 – Electoral committee**

The electoral committee has five (5) members. The electoral committee elects a Chair from among its members. The electoral committee's term of office lasts from the federation meeting until the next federation meeting.

The electoral committee is tasked with:

1. nominating a Chair and two Deputy-Chairs for election to the Board of Directors at a meeting of the federation;
2. proposing to the federation meeting the number of members of the Board of Directors, the ordinary members of the Board of Directors, and an audit firm or an auditor and deputy-auditor;
3. nominating members of the electoral committee for election at a meeting of the federation; and
4. any other matters.

### **Section 11 – Other committees and organs**

The Board of Directors may also appoint other committees or organs to promote the federation's activities.

### **Section 12 – Duties of the Managing Director**

The Managing Director's duties include:

1. handling the federation's day-to-day administration in line with the instructions and orders issued by the Board of Directors;
2. promoting and developing the federation's purpose;
3. preparing and presenting matters to be addressed at meetings of the Board of Directors;
4. ensure the implementation of the Board of Directors' decisions;
5. managing the federation's office;
6. recruiting and dismissing the federation's employees;
7. organising the federation's financial management and accounting in a reliable way; and
8. taking care of measures related to convening meetings of the federation as ordered by the Board of Directors, as well as meetings of the Board of Directors as ordered by the Chair or a Deputy-Chair.

### **Section 13 – Financial statements and audits**

The federation's financial period and operating period are the calendar year. The financial statements and the Board of Directors' review of operations must be submitted to the auditors at least six (6) weeks before the meeting of the federation.

The auditors must issue their written statement to the Board of Directors no later than two (2) weeks before the meeting of the federation.

#### **Section 14 – Signing on behalf of the federation**

The Chair of the Board of Directors and the federation's Managing Director may each sign on behalf of the federation. The people authorised by the Board of Directors to sign on behalf of the federation may do so when two of them act jointly.

#### **Section 15 – Provision of information**

Members are obliged to provide the federation with information such as their revenues for the purpose of determining the membership fee and other details about their operations in accordance with the federation's instructions. The information about members obtained in this way is confidential.

#### **Section 16 – Lapsed membership**

Members are entitled to resign from the federation by notifying the Board of Directors or the Chair of the Board of Directors in writing or by having the resignation entered into the minutes of a federation meeting. The membership and obligation to pay membership fees will lapse on the first day of January or July, whichever falls first after six (6) months have elapsed from the resignation.

Any member that fails to pay the membership fee may be expelled from the federation at the decision of the Board of Directors. However, the outstanding membership fees must still be paid. The Board of Directors may also expel a member from the federation if the member has otherwise failed to fulfil the obligations to which it committed upon joining the federation or if the member's actions within or outside the federation have materially harmed the federation or no longer satisfy the conditions for membership as stated in the law or the federation's by-laws.

In the event of lapsed membership, the member will not receive any refund of the fees paid to the federation nor any share of the federation's assets.

#### **Section 17 – Amendment of the by-laws and dissolution of the federation**

Decisions to amend the by-laws and dissolve the federation must be made by at least a three-quarters (3/4) majority of votes cast at a meeting of the federation. The invitation to the meeting must mention the amendment of the by-laws or dissolution of the federation.

If the federation is dissolved, the federation's assets will be used to promote the federation's purpose in the manner specified by the meeting that decided on the dissolution. If the federation is disbanded, its assets will be used for the same purpose.