

Bylaws of Finnish Business & Society ry (FIBS)

5.4.2022

1. Name and domicile of the association

The name of the association is Finnish Business & Society ry, and its domicile is Helsinki. The unofficial abbreviation of the name of the association is FIBS.

2. Purpose and activities

The purpose of the association is to promote corporate and social responsibility in business including financially, socially and ecologically responsible activities with the help of companies, the public sector and a network between consumers and citizens.

To realise its purpose, the association

- promotes and maintains dialogue between companies in order to identify and disseminate practices related to corporate responsibility by arranging discussion, negotiation and other similar events
- supports companies in defining and determining their own corporate responsibility with advice and instructions
- produces information on corporate responsibility for companies
- organises training related to corporate responsibility for its members,
- carries out publishing activities related to corporate responsibility, and
- cooperates with similar national and international organisations.

In order to support its activities, the association organises publishing activities, training, and other similar activities that promote its purpose. The association may also own and manage real and movable property needed for its activities, such as shares and other securities.

3. Members

All organisations with legal capacity and private individuals carrying out business activities that approve of the purpose of the association, are prepared to act in accordance with the ethical practices of the business and their field and want to promote corporate responsibility in their own activities can become members of the association.

The board of the association approves members upon application.

4. Resignation and expulsion of members

Members have the right to resign from the association by notifying the board or its chairperson in writing, or by announcing their resignation at a meeting of the association to be entered into the records.

The board can expel a member from the association, if the member has failed to pay the membership fee that has fallen due or has otherwise failed to fulfil the obligations, to which the member has committed by joining the association, or if the member has substantially damaged the association by their actions either within or outside the association, or if they no longer meet the conditions for membership laid down by law or the rules of the association. Before the decision to expel the member, the board reserves an opportunity for the member in question to be heard, unless the reason for expulsion is failure to pay the membership fee.

5. Joining and membership fees

Joining fees and annual membership fees are staggered into five membership fee categories (1-5) based on the size of the membership group. The association has different membership fee categories for (1) micro companies, (2) small companies, (3) medium-sized companies, (4) large companies, and (5) large-scale companies. Membership fees for other organizations are determined by the corresponding size classification. A private individual carrying out business activities is considered a micro company in the membership fee category.

The basis and amount of the joining fee and the annual membership fee separately for each membership fee category are decided by the annual autumn meeting of the association.

Members may be charged for using the association's services. The amount of service fees is decided by the board.

6. Board

The association's activities are managed by the board, which includes the chairperson and vice-chairperson elected by the annual general meeting as well as 5 to 6 other permanent members.

The term of office of the board is two (2) years, or the period between three (3) annual general meetings. The members of the board can be elected for a maximum of two (2) consecutive two-year terms. If necessary, the board can be complemented by a decision of the meeting of the association.

The board meets when summoned by the chairperson or, if the chairperson is prevented, by the vice-chairperson, when there is cause for a meeting in their opinion or when at least one half of the members of the board demand it.

The board constitutes a quorum when at least half of its members, including the chairperson or the vice-chairperson, are present. Votes are decided by a simple majority. If the votes are tied, the chairperson casts the deciding vote; however, tied elections are decided by drawing lots.

7. Persons entitled to sign the name of the association

The chairperson of the board, the vice-chairperson, the executive director or other official appointed by the board are entitled to sign the name of the association; two people always sign together.

8. Accounting period and audit

The accounting period of the association is a calendar year.

The annual accounts with the necessary documents as well as the annual report of the board shall be given to the auditors at least four weeks before the annual general meeting. The auditors shall submit their written report to the board at least three weeks before the annual general meeting.

9. Meetings of the association

The association holds two regular meetings a year. The spring meeting of the association is held on a date determined by the board between March and May and the autumn meeting between October and December.

An extraordinary meeting is held upon decision of a meeting of the association or when there is cause in the opinion of the board, or when at least one tenth (1/10) of the members of the association entitled to vote demand it from the board in writing concerning a specifically stated matter. The meeting must be held within thirty days from the time when the demand for the meeting was presented to the board.

At the meetings of the association, each member has one vote.

Unless otherwise required by the bylaws, the decision of the association meeting shall be the opinion supported by more than half of the votes cast. Votes are decided by a simple majority. If the votes are tied, the chairperson of the meeting casts the deciding vote; however, tied elections are decided by drawing lots.

10. Convening meetings of the association

The board must convene the meetings of the association at least 14 days before the meeting by letters posted to the members or by email.

If the board or the meeting of the association so decides, meetings may also be attended by post or by means of a telecommunications connection or other technical aid during or before the meeting.

11. Annual meetings of the association

At the spring meeting of the association the following issues will be discussed:

- Opening of the meeting
- Electing the chairman, secretary, two examiners of the minutes and, if necessary, two counters of votes
- Confirming the legitimacy of the meeting and the presence of a quorum
- Approving the meeting agenda
- Presenting the financial statement, the annual report and the auditors' report
- Making the decision on adopting the financial statement and discharging from liability the board of directors and other accountable persons
- Discussing the other matters mentioned in the invitation to the meeting

At the autumn meeting of the association the following issues will be discussed:

- Opening of the meeting
- Electing the chairman, secretary, two examiners of the minutes and, if necessary, two counters of votes
- Confirming the legitimacy of the meeting and the presence of a quorum
- Approving the meeting agenda
- Adopting action plan and budget for the following year, and confirming amount of membership fee and joining fee
- Electing the chairperson, the vice-chairperson and the other members of the board
- Electing one or two auditors and their deputy auditors or an audit firm
- Discussing the other matters mentioned in the invitation to the meeting.

If a member of the association wants an issue to be discussed at the annual meeting, the member must notify the Board about the issue in writing early enough that the issue can be included in the invitation to the meeting.

12. Amending the rules and dissolving the association

The decision to amend the rules or dissolve the association must be made at a meeting of the association by a majority of at least three quarters (3/4) of the votes cast. Amending the rules or dissolving the association must be mentioned in the invitation to the meeting.

If the association is dissolved, the assets of the association shall be used to promote the purpose of the association in the manner determined by the meeting that makes the decision to dissolve the association. If the association is terminated, its assets shall be used for the same purpose.