

1. Association name and domicile

The name of the association is Amcham Finland and it is domiciled in Helsinki.

2. Purpose

The purpose of the association is to enhance internationalization of member companies and their common and joint interests and further the position of American and other foreign investors in Finland i) by encouraging and facilitating exchange of information, cooperation, and innovation between its members; ii) by offering its members a forum for commercial and social activity and advocacy; and iii) by participating in public debate.

The organization carries out its purpose by following economic development and legislature and by taking initiative and making proposals and statements that promote the purpose. The association organizes meetings, consultations, and training, and prepares studies if applicable.

The organization offers its members programs and meetings which promote its goals and by engaging in other activities which similarly further its mission.

3. Members

The organization may have full members and honorary members.

The board of the organization approves full members based on an application and by a simple majority.

The association has three membership categories for regular members, which are based on the services offered to members.

Members belong to their chosen membership category. The board confirms the membership category chosen by the actual member.

A legally competent entity, which accepts the purpose of the association, is eligible to become a full member.

An individual or a legally competent entity, who has significantly advanced and supported the organization's activities, may be appointed as an honorary member based on a proposal by the board.

The general meeting annually approves honorary members by simple majority, based on a proposal by the board of the organization.

Honorary members are not authorized to participate in decision-making in general meetings.

4. Resignation and dismissal of members

Any member of the association has a right to resign from the organization by submitting a written notice of resignation to the board or the chair of the board or by informing of the resignation in a general meeting to be recorded in the minutes.

Members must submit their written notice of resignation no later than on September 30th or announce their resignation in a general meeting held before September 30th. Otherwise the member accepts to pay the membership dues of the following calendar year.

The board may revoke the membership of any member from the organization by a four-fifths (4/5) majority vote, calculated on the basis on the votes of directors present. Before a final decision can be made to revoke a membership, the member must be offered an opportunity to be heard.

5. Joining and membership fee

The amount of the joining fee and the annual membership fee to be collected from regular members is decided separately for each membership category by the association's meeting. Members are required to pay the joining fee within two (2) months of the approval of membership application in accordance with section 3. The annual membership fee must be paid in January for each calendar year.

Honorary members are not required to pay a joining or a membership fee.

6. The board

A board comprising no more than fifteen (15) and no fewer than (5) members appointed by the general meeting oversees the organization's affairs.

The board serves for a period of two (2) years.

The board members are preferably selected from among individuals employed by member companies. The board members should preferably constitute a diverse representation of the organization's members.

The board must appoint a chair, a vice chair, and a secretary by and among the members of the board. They shall also select either from amongst themselves or from the outside a treasurer and any other officials deemed necessary.

The board convenes at least four (4) times a year.

The board convenes at the invitation of the chair, or, in the absence of the chair, at the invitation of the vice chair as they deem necessary. The board also convenes when at least half of the board members so require.

The board has a quorum when at least half of its members, including the chair and the deputy chair, are present. Votes are based on a simple majority. If a vote is a tie, the chair shall cast the deciding vote. In case of a tie in an election, the election shall be decided by lot.

The board may establish and discontinue working groups and committees to manage different responsibilities. Each working group and committee must select a chairperson.

7. Executive director

The board shall appoint an executive director to manage the finances and affairs of the association. The executive director serves for an indefinite period. The executive director shall receive direction and guidance from the board and is entitled to participate in the organization's board meetings.

8. Authority to sign

The chair of the board, the vice chair of the board, and the executive director are each individually authorized to sign on behalf of the association.

9. Accounting period and audit

The accounting period of the organization shall be the calendar year.

The financial statement, including all required documents and the annual report by the board, must be submitted to the auditors no later than one month prior to the general meeting. The auditors must submit their written statement to the board no later than two (2) weeks prior to the general meeting.

10. Meetings of the organization

The organization holds an annual general meeting in the period between March and May on a date set by the board.

An extraordinary meeting of the association shall be convened if so decided by the general meeting, or when the board of directors sees a need for an extraordinary meeting, or when at least one tenth (1/10) of the voting members of the association present a written request to the board of directors for an extraordinary meeting for a specifically announced matter. The meeting must be held within thirty days from the date when the request has been presented to the board of directors.

Each full member is entitled to one (1) vote in the general meetings. Honorary members are entitled to attend and speak at meetings.

Unless otherwise stipulated in the bylaws, the decision of the general meeting shall be the opinion that is supported by more than half of the votes given. The votes are decided with a simple majority. The chairman shall have the decisive vote. In case of a tie in an election, the election shall be decided by lot.

If the board or the association's meeting so decides, the association's meeting can be held without a meeting place so that the members use their decision-making power in an up-to-date manner with the help of a telecommunications connection or a technical aid during the meeting.

11. Convening of the general meetings

The Board shall convene the general meetings by serving at least fourteen (14) days prior a written notice with that effect to the members by mail or e-mail to the addresses provided by the members.

12. General meeting

The following matters shall be considered in the annual general meeting:

1. Opening of the meeting
2. Election of chairman of the meeting, a secretary, two scrutinizers of the minutes and, when necessary, two counters of votes
3. Quorum of the meeting
4. Approval of the agenda
5. Presentation of the financial statement, annual report, and the auditors' report
6. Approval of the financial statement and discharge from liability to the members of the board and executive director
7. Approval of the operating plan, budget, and membership dues
8. Election of the board every second year
9. Election of one or two auditors and their deputies
10. Handling of other matters included in the notice to convene

In case a member of the association wishes to present a matter to the agenda of the annual general meeting, the member must deliver a written request to the board of directors well in advance so that the matter can be included in the notice of the annual general meeting.

13. Amendment of the bylaws and dissolving the organization

A decision to amend the bylaws or dissolve the association must be made in a general meeting and be supported by a majority vote of no less than two thirds (2/3) of voting members present. The invitation to convene must mention that the agenda includes amendments of the bylaws or dissolving the association.

If the association is dissolved, its assets will be used to cover any of the organization's obligations. If any assets are left over, these will be allocated to

furthering the mission of the organization in accordance with the requirements of the meeting responsible for the dissolution. If the organization is abolished, its assets will be used in a similar fashion.