



Rules of Technology Industry Employers of Finland

(Unofficial English translation of the association's official rules)



Section 1. Name and domicile of the association

The association is called Teknologiateollisuuden työnantajat ry, in Swedish: Teknologiindustriins arbetsgivare rf. It is domiciled in Helsinki.

The following unofficial English name can be used for the association: Technology Industry Employers of Finland.

Section 2. Purpose of the association and its implementation

The purpose of the association, in cooperation with Technology Industries of Finland, is to promote the operating conditions of companies and associations engaged in the technology industry and related activities and to ensure the preconditions for the success of the technology industry operating in Finland in open, global competition.

To achieve its purpose, the association:

1. Develops the cooperation between its members and their employees;
2. Takes actions to prevent and amicably resolve work disputes between its members and their employees, and supports and assists its members in work disputes;
3. Negotiates collective agreements for the sector and participates in the development of other contracting activities in the sector;
4. Provides training and advice to its members in relation to applicable agreements and assists its members in matters related to the legislation applied to the sector.

Section 3. Membership

Only a company with legal capacity and engaged in the technology industry and related activities in Finland, which is also a member of Technology Industries of Finland, can be accepted and act as a full member of the association.

Members are approved by the association's Board of Directors on a separate written application.

Members resign from the association by notifying the Board of Directors or the minutes of the general meeting in writing. Membership ends one (1) month after the date of notification unless the Board of Directors decides on a shorter period on a case-by-case basis.

The Board of Directors shall expel a member whose membership in Technology Industries of Finland has ended.

The Board of Directors of the association may expel a member who, by their actions, harms the interests of the association. The member shall be given the opportunity to be heard before the decision on expulsion is taken.

The Board of Directors may expel a member who has failed their payments.

A member who resigns or is expelled from the association is not entitled to a refund of membership fees already paid and has no share in the assets of the association.

Section 4. Membership fees

The amount, basis and time of payment of the membership fee charged to members are confirmed annually at the autumn meeting as a percentage based on either the total wages paid in Finland by the member during the last calendar year, or the member's turnover for the last



calendar year, or the added value of the member's production in Finland in the preceding year, or a combination of certain of the above criteria.

A minimum amount may be defined for the membership fee.

Membership fees are charged for all calendar months in which the member has been a member of the association.

Section 5. Board of Directors

The association's Board of Directors comprises 9-15 full members and a personal deputy who may be elected for each of them.

The term of office of members of the Board of Directors is three (3) calendar years, with one third (1/3) of members of the Board of Directors due to retire by rotation at a time. Those due to retire by rotation are decided by the general meeting.

The aim is to elect members of the Board of Directors so that different sectors of the association's field of activity and companies of different sizes are represented in proportion to their significance.

A member of the Board of Directors may be a person who acts in the association's member community or other company in the association's field of activity as CEO, member of the Board of Directors or Executive Committee, or in another senior position. If a member of the Board of Directors no longer acts in a senior position in a member community or other company in the association's field of activity, that member of the Board of Directors shall inform the Board of Directors thereof.

The Board of Directors elects a Chair and a Deputy Chair from among its members for one year at a time.

Section 6. Meetings of the Board of Directors

The Board of Directors shall convene at the invitation of the Chair or, if prevented from doing so, at the invitation of the Deputy Chair, when they consider it appropriate or when at least half of the members of the Board of Directors so request. The Board of Directors has a quorum when at least half of its members, including the Chair or Deputy Chair, are present. Votes shall be decided by a simple majority. In the event of ties between the votes, the vote of the Chair shall be decisive, or the result shall be decided by drawing lots in the case of elections.

The Board of Directors may make decisions in the information network, in telephone meetings, by email or by other means of communication that enables the members of the Board of Directors to communicate during decision-making.

Section 7. Duties of the Board of Directors

The Board of Directors' duties include the following:

1. Be responsible for the management of the association's affairs, the preparation of general meetings, and the implementation of the decisions of the meeting in accordance with these rules;
2. Resolve applications for membership;
3. Appoint and dismiss the CEO of the association and decide on the terms of employment of the CEO;



4. Decide on the conclusion of collective agreements in the sector within the established limits;
5. Coordinate the association's cooperation with Technology Industries of Finland;
6. Be responsible for managing the association's assets;
7. Deal with violations of these rules, agreements binding on the association and members, decisions taken or instructions issued, to the extent that they have not been referred to the CEO.

Section 8. CEO

The association may have a CEO appointed by the Board of Directors. The CEO is responsible for managing the association in accordance with the instructions of the Board of Directors and for seeing to tasks assigned to him/her by the Board of Directors.

Section 9. Signing for the association

The Chair of the Board of Directors and the CEO shall sign for the association each alone, and persons appointed separately by the Board of Directors two together or alone.

Section 10. Financial period

The association's financial period is the calendar year.

Section 11. General meetings

When the Board of Directors or general meeting so decides, the general meeting may also be attended by post or by means of a communication connection or other technical assistance during the meeting or before the meeting.

The association holds two ordinary general meetings annually. The spring meeting is held in March-June and the autumn meeting in September-December on a date determined by the Board of Directors. An extraordinary general meeting is held when the general meeting so decides, when the Board of Directors considers it appropriate or when at least 1/10 of the voting members of the association so request from the Board of Directors for a matter notified in writing.

Section 12. Notices of meetings

Notice of an ordinary general meeting shall be sent to the postal or email address specified by the member at least seven (7) days before the meeting. The notice shall indicate the matters to be addressed at the meeting.

Notice of an extraordinary general meeting shall be sent at least three (3) days before the meeting. The notice of an extraordinary general meeting shall indicate the matters to be addressed.



Section 13. Decision-making at general meetings

At the meeting, each represented member or their proxy shall have one vote and, in addition, a vote for each full minimum fee for the most recently fixed membership fee. If no minimum fee has been set, the member has one vote, plus one vote for each EUR 150 of membership fee payable.

However, no company's vote may represent more than one tenth (1/10) of the number of votes represented at the meeting.

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

Proxies can be exercised during the vote.

Section 14. Ordinary general meetings

Ordinary general meetings address the following matters:

1. Opening of the meeting;
2. Election of chair, secretary, two examiners of minutes and, where appropriate, two vote counters;
3. Establishment of the legality and quorum of the meeting;
4. Adoption of the agenda of the meeting.

In addition, the following are addressed at the spring meeting:

5. Presentation of the financial statements, annual report and auditors' opinion;
6. Decision on the adoption of the financial statements and discharging the Board of Directors and other accountable persons from liability;
7. Discussion of any other matters stated in the notice of the meeting.

and the following are addressed at the autumn meeting:

5. Adoption of the action plan and budget and decision on the fees to be paid to the association for the following calendar year, and their date of payment;
6. Decision on the number of members of the Board of Directors, and election of members of the Board of Directors in place of those due to retire by rotation and those who resigned during their term of office;
7. Selection of two auditors or an audit firm for the following year and decision on their fees;
8. Discussion of any other matters stated in the notice of the meeting.

An extraordinary meeting addresses the matters stated in the notice of the meeting.

If a member of the association wishes to have a matter discussed at the spring or autumn meeting, they shall notify the Board of Directors in writing no later than three (3) weeks before the meeting.

English can also be used at general meetings.

Section 15. General obligations of members

Members shall abide by these rules, decisions taken by the general meeting and the Board of Directors and, with respect to their employees, agreements binding on the association.

Members may not enter into agreements which violate the rights of employers to manage and divide work and to hire and dismiss employees, whether professionally organised or non-organised. Neither shall members make agreements which would entail a derogation from generally followed employer principles that leads to a clear deterioration in the employer's position.

Members shall arrange working conditions and employment relationships in accordance with legislation, agreements binding on members of the association and decisions.

The Chair of the Board of Directors, the CEO or an employee of the association have the right to receive an explanation of the working conditions of a member's locations, in accordance with their allocated task.

Members may not enter into collective agreements with their staff without the permission of the Board of Directors.

Section 16. Notification of a labour dispute

Members shall immediately inform the Board of Directors of the association of a labour dispute or a threat thereof at their location, explaining in detail its reasons and the questions relevant to settlement.

During a strike or lockout, members shall not have work done by another organised employer's workers who are on strike or under lockout or assist them.

Section 17. Decision on a lockout

The Board of Directors may decide unanimously to initiate a lockout for one or more members. The Board of Directors decides on ending a lockout it has initiated.

The Board of Directors may authorise members to implement a lockout. The written request for authorisation shall state the reasons for and extent of the lockout.

Section 18. Non-compliance

In the event of a member acting in violation of the purpose of the association or of these rules, decisions taken on the basis of them or the instructions given, or failing to comply with employer principles that safeguard the employer's position or the activities of the association, the Board of Directors may, depending on the violation, issue a warning to the member, oblige the member to pay compensation to the association, expel the member or apply several of the said penalties.

The member shall be given the opportunity to be heard before the decision on penalties.

The compensation shall be determined based on the seriousness of the violation and the damage suffered. The compensation may not exceed 20 times the member's most recently confirmed membership fee.

If the member notifies the Board of Directors in writing of their dissatisfaction with the Board's decision on compensation within thirty (30) days of notification of the decision, the

compensation shall be determined by an arbitral tribunal to which the Board of Directors and the member each elect one arbitrator, and these jointly elect the chair of the tribunal.

If the arbitrators cannot agree on a chair, the chair shall be elected by the Arbitration Institute of the Finland Chamber of Commerce. The arbitral tribunal shall convene in Helsinki.

If, within one week of receiving a notice, the member has not appointed their arbitrator, the arbitrator shall be elected by the Board of Directors of the Confederation of Finnish Industries. Otherwise, the law in force on arbitration shall be applied.

The termination of membership shall not prevent the initiation or completion of the compensation procedure.

The Board of Directors may expel a member who committed a violation referred to in paragraph 1 if at least three quarters (3/4) of those present support the expulsion.

A member who has been expelled or has resigned shall be liable to pay the fees imposed before the end of the membership and any compensation ordered thereafter.

Section 19. Amendment of the rules, dissolution of the association or transfer of assets

A decision amending these rules, dissolving the association or transferring the majority of its assets shall be taken at two consecutive general meetings, which shall be held at least a month apart.

If the association is dissolved or terminated, its assets shall be transferred to Technology Industries of Finland or used for other public utility purposes close to the association's activities, in accordance with the decision of the final general meeting.



**Technology Industry
Employers of Finland**