



13.5.2005

Association for Cooperation for Research and Development of Electronics  
KOTEL R.Y.

### Articles of Association

#### Name and domicile

- 1 § The name of the Association is **Elektroniikan tutkimuksen ja kehityksen yhteistyöelin KOTEL r.y.** (Association for Cooperation for Research and Development of Electronics), here referred to as the Association.

The domicile of the Association is Espoo, Finland, and the geographic area of operation of the Association is Finland.

The languages of the Association are Finnish and Swedish.

#### Objectives

- 2 § The aim of the Association is to promote quality, reliability and economy in the design, manufacture, acquisition and maintenance of electronic components, equipment, systems and software.
- 3 § In order to pursue its objectives, the Association
- prepares research topics related with electronics, enters into research contracts and performs research
  - carries out cooperation for example in work groups
  - prepares recommendations, standards and research reports
  - distributes information and gives out publications
  - organises training related to its field of operations.
- 4 § The Association collects annual fees and may charge for the events it organises or for its publications in order to finance its operations.
- 5 § Funding for research may be granted in part from the annual fees and through direct funding from the members and external research grants. The Association may also establish funds for supporting its research and publication activities.

The Association will obtain the necessary licences for its operation.

**Members**

- 6 § Any registered associations and incorporated societies wishing to promote the aims of the Association may be admitted as full members.

A written application for membership shall be submitted to the Board of Directors of the Association which may or may not approve it.

- 7 § Resignation from membership shall be by written notification to the Board of Directors of the Association or to its Chairman or to the office of the Association or by oral notification into the minutes of the meeting of the Association. The resignation shall take effect at the end of the calendar year in which the notification was submitted.

The obligations of the member towards the Association expire upon resignation or dismissal from the Association excepting overdue fees or fees agreed by the member for a fixed period of time.

- 8 § A member neglecting his obligations towards the Association that are based on these articles of association or on decisions thereof or a member neglecting the annual fees or other fees may be dismissed from the Association by a decision of the Board of Directors.

A member who has neglected his annual fees or other fees of the Association has no vote at the meetings of the Association. In addition the Board of Directors may withhold deliveries of written material of the Association to such a member until remittance of the overdue fees.

A dismissed member has the right to request examination of his dismissal from the meeting of the Association by written notification to the Chairman of the Board of Directors within 30 days from receipt of the notice of dismissal.

Neglect of the annual fees and other fees shall be addressed at the meeting of the Board of Directors, which shall decide the date of effect of the terms in subparagraphs 1 and 2.

- 9 § Members of the Association shall nominate in writing the persons representing them at the meetings of the Association to the Board of Directors.

**Honorary members**

- 10 § The Association may have honorary members invited by the Board of Directors. Persons with exceptional achievement in the operation of the Association or persons otherwise supporting the operations of the Association are eligible for honorary membership.

The Board of Directors decides further the criteria for honorary membership. Honorary members are exempt from all fees. Honorary members have the right of speech but no vote at the meetings of the Association.

### **Government of the Association**

11 § The meeting of the Association has the power of decision in the Association.

The Board of Directors manages the Association.

The office of the Association manages the daily affairs of the Association. The name of the office is KOTEL office.

The operational year of the Association is the calendar year.

### **Meeting of the Association**

12 § The Board of Directors shall call the annual general meeting in March and other meetings if it so decides or if at least one fifth of the members so request by written notification to the Board of Directors. In the latter case, the meeting shall be organised within two months from notice of the members' request to the Board of Directors.

The Board of Directors selects the time and location of the meeting of the Association.

13 § Calls to the meeting of the Association shall be sent in writing to the members no later than seven days prior to the meeting. The call shall be addressed to the contact person nominated by the member. The call shall include the agenda of the meeting. Other issues may be raised and decided at the meeting provided that the Board of Directors so moves at the meeting or a member so moves at the start of the meetings and provided that, in case of a dispute, at least half of the voting representatives are in favour of the motion. Amendments to these articles of association, dissolution of the Association, purchase, sale or mortgage of real estate and other issues of equal relevance may not, however, be decided unless specifically mentioned in the call to the meeting.

14 § The meeting of the Association constitutes a quorum when lawfully convened.

15 § Each member represented at the meeting has the right to vote. In addition, a member represented at the meeting may use the voting right of a member not represented at the meeting by proxy. The voting rights of members not represented at the meeting are only applicable in issues specifically stated in the call to the meeting.

Each member has one vote at the meeting. The method of voting will be open unless at least two of the members represented at the meeting move for a secret vote. Resolutions are carried by a simple majority of the votes except in cases stipulated in these articles of association as requiring a qualified majority. In a tie, the Chairman's vote will decide, except in elections and secret votes, where the result will be decided by lot.

16 § The meeting of the Association are opened by the Chairman of the Board or the Deputy Chairman of the Board, or if these are not present, another representative of a member of the Association present at the meeting. He will preside until the meeting elects itself a chairman.

In an extraordinary meeting, however, the person opening the meeting shall also preside. In other respects, the course of the meeting is as in the annual general meeting, wherever applicable.

17 § The tasks of the annual general meeting are:

- 1) Election of a chairman, a secretary, two examiners of the minutes and other necessary officials for the meeting,
- 2) Confirmation of the lawfulness and the required quorum of the meeting as well as of the representatives and proxies present at the meeting,
- 3) Discussion and confirmation of the agenda and of the raising of issues outside the call to the meeting,
- 4) Discussion and confirmation of the report of the Board of Directors of the previous calendar year,
- 5) Discussion and confirmation of the financial statements of the previous calendar year and of the auditors' report,
- 6) Discussion and decision on the release from responsibility for the parties liable to render accounts,
- 7) Discussion of the plan of activities,
- 8) Discussion of the budget for the current calendar year and determination of the annual fee and, if applicable, of the budgets and annual fees also for the following years or parts thereof included in the plan of activities,
- 9) Decision on the personnel resources to be allocated for the use of the Board of Directors,
- 10) Election of the Chairman of the Board of Directors, who shall also act as the Chairman of the Association, and of other ordinary members of the Board of Directors to replace the members, whose term is expiring, as well as of two deputy members,
- 11) Election of two auditors and two deputy auditors,
- 12) Decision on other issues raised as stipulated in subparagraph 3.

### **Board of Directors**

18 § The Board of Directors of the Association consists of the Chairman, the Deputy Chairman and of a maximum of ten other members. The members of the Board of Directors shall be elected from different interest groups.

The term of office of the members of the Board of Directors will begin after the closing of the annual general meeting that elected them and end at the closing of the following annual general meeting. The Chairman is elected for a one year term and the members of the Board of Directors for a two year term. Half of the members are at the end of their term each year. When the Board is elected for the first time, half of the members are elected for a two year term and half for a one year term.

In addition, two deputy members are elected annually to the Board of Directors. The deputy members are appointed first and second deputy members according to their votes. They will be called to the Board of Directors in this order.

- 19 § The Board of Directors shall elect a Deputy Chairman from among its members. The Board shall elect or appoint an Executive Director, a Secretary and a Treasurer. The Board of Directors also appoints and discharges other necessary officials and determines their duties.
- 20 § The Board of Directors convenes summoned by the Chairman or if he is prevented by the Deputy Chairman. If the Deputy Chairman is also prevented, the Executive Director may call a meeting of the Board of Directors.

The Board of Directors shall convene if at least two of its members so request.

The Board of Directors constitutes a quorum if at least half of the members including the Chairman and/or the Deputy Chairman are present.

If some of the ordinary members of the Board of Directors are prevented from attending the meeting or the Board of Directors may not otherwise be made to constitute a quorum, the Chairman or the Deputy Chairman who has summoned the meeting may invite the necessary number of deputy members to the meeting. The deputy members will in such a case have the same powers as ordinary members.

Resolutions are carried by a simple majority of the votes.

In a tie, the Chairman's vote will decide, except in elections, where the result will be decided by lot.

- 21 § The Board of Directors has a duty of careful management of the affairs of the Association and its activities in accordance with the laws concerning associations and with the articles of association and decisions of the Association.

The duties of the Board of Directors are:

- to keep records of members of the Association and to admit new members
- to call the meetings of the Association and to prepare the agendum for these and to execute the resolutions of these meetings,
- to carefully manage the assets and other property of the Association and to supervise the preparation of the financial statements within the stipulated time limits and to present these statements to the auditors,
- to elect the required officials and representatives of the Association for various tasks and events,
- to confirm the remuneration of the officials or other such remuneration for execution of tasks within the budget and to decide about the compensation of expenses for the execution of various tasks,
- to deal with all other issues within the scope of duties of the Board of Directors

22 § When addressing membership issues all Board Members must be present or the issue shall be addressed in two meetings of the Board of Directors. The call to the meeting of the Board of Directors shall include an item on membership issues.

#### **Signatures of the Association**

23 § The Chairman of the Board of Directors, the Deputy Chairman of the Board of Directors or the Executive Director of the Association each have the right to sign on behalf of the Association alone. The Board of Directors may also appoint other persons to sign for the Association in the order stipulated by the Board of Directors.

#### **Annual fees**

24 § Members of the Association shall pay an annual fee to the Association determined by the annual general meeting of the Association. The Board of Directors will determine the method of collection of the annual fee. The amount of the annual will be determined to small, medium size and large members of the Association.

The categories of the annual fees	Members in registered associations or personnel in incorporated societies
small member	less than 200 persons
medium size member	200 - 3000 persons
large member	over 3000 persons

The honorary members will not pay the annual fee. In addition to the annual fee, the annual general meeting may decide to collect an annual fee for publications. The amount of this fee will be determined based on the number and size of the delivered publications.

The annual general meeting determines the supplementary annual fee and the method of its collection. The maximum amount of the supplementary annual fee may be twice the annual fee. The inclusion of a supplementary annual fee in the agenda of the annual general meeting shall be specifically mentioned in the call to the meeting.

### **Work groups**

- 25 § The Board of Directors has the authority to set up work groups for carrying out the aims of the Association. The work groups shall consist of experts from among the members.

The Board of Directors invites the chairman, the secretary and the necessary number of members for each work group.

The Board of Directors determines the tasks of the work groups and the work groups are responsible to the Board of Directors for their work. The Board of Directors also determines the general operational principles for the work groups.

- 26 § Members of the Association shall be prepared to allocate annually the personnel resources agreed at the annual general meeting for the disposal of the Board of Directors to be used for expert tasks in the work groups.

### **KOTEL office**

- 27 § The Board of Directors of the Association decides how the tasks of the office of KOTEL are carried out.

- 28 § The tasks of the KOTEL office are managed by the Executive Director of the Association who is also the Executive Director of KOTEL. The Executive Director has the right to speak but not to vote at the meetings of the Association and the Board of Directors. The tasks of the Executive Director consist of acting as presenter at the meetings of the Board of Directors and of the Association and of running the daily affairs of the Association together with other personnel according to the decisions of the Board of Directors.

### **Accounting and audit**

- 29 § The financial year of the Association is the calendar year.

The financial statements and the relevant documents shall be submitted to the auditors by the 10th of February.

The auditors shall audit the management of the Association, its financial management, its accounts, cash, securities and other assets. The auditors shall submit an audit report and statement concerning the financial management, confirmation of the financial statements and release of the Board of Directors from financial liability addressed to the annual general meeting to the Board of Directors two weeks before the annual general meeting.

If the auditors discover cause for reminders or motions while monitoring the financial management during the year, in the course of their audits or otherwise, they shall immediately notify the Board of Directors of this.

#### **Amendments to the articles of association**

- 30 § These articles of association may be amended by a simple majority of votes at the annual general meeting. This item shall be mentioned in the call to the meeting.

#### **Dissolution of the Association**

- 31 § The resolution on the dissolution of the Association shall be passed at two meetings of the Association held at a minimum of three months apart. This item shall be mentioned in the call to the meeting.

The resolution on the dissolution of the Association must be passed by a majority of at least three quarters of the given votes at both meetings.

At the dissolution of the Association its assets and all accumulated material shall be assigned to the Technical Research Centre of Finland.

#### **Supplementary regulation**

- 32 § In matters other than stipulated in these articles of association the current legislation concerning associations shall apply.

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Registration number of KOTEL: 138301

The articles of association and KOTEL were entered for the first time into the register of associations on the 14th of October 1983.

These articles of association were entered into the register of associations on the 24th of March 2005.