

**PSK STANDARDISOINTIYHDISTYS RY
PSK STANDARDS ASSOCIATION**

**SÄÄNNÖT
RULES**

The official language version of the rules of the Association is Finnish and in case of conflict the Finnish text is valid.

1 § NAME AND DOMICILE

The name of the Association is PSK Standardisointiyhdistys ry and it has its domicile in the city of Helsinki.

The Association refers to itself with unofficial abbreviations "PSK Standardisointi" and "PSK Standards Association".

2 § PURPOSE AND NATURE OF OPERATION

The operational purpose of the Association is to promote the standardization operation in the process industry and to establish common standards.

The Association implements this purpose by:

- 1 coordinating the standardization activities among its members and being the cooperative organization for its members in the standardization activities,
- 2 setting up working groups that evaluate the need for standards and establish and develop standards,
- 3 organizing the distribution, communication and training related to standards,
- 4 acting as a representative of its members towards the national standardization body,
- 5 monitoring the interests of its members in national and international standardization,
- 6 cooperating with other domestic and foreign Associations.

The purpose of the Association is not to gain profits or to obtain any other immediate economic benefit.

3 § MEMBERS

Members of the Association may be legally competent entities engaged in or serving the process industry.

Members of the Association may also be non-industrial legally competent entities, whose activities are supported by standards.

The membership must be applied for in writing.

An Association meeting decides on joining.

A member who wishes to resign from the Association must either notify the Board or its Chairman in writing or notify the meeting of the Association in the minutes of the meeting.

The membership will end at the end of the year during which the member has announced his resignation.

The Association meeting may terminate the membership by a board proposal.

4 § ASSOCIATION MEETINGS

4.1 Regular and extraordinary meetings

The Association's right of decision is exercised by authorized representatives of members attending the Association meeting.

The regular meetings of the Association are a spring meeting, held annually before the end of April, and an autumn meeting, held annually before the end of November.

An extraordinary meeting shall be held when the meeting itself or the Board so decides or when required in writing for a specifically notified issue by at least one tenth of the members entitled to vote of the Association.

Unless the issue is stated in the notice of convening, the meeting of the Association cannot make decisions on the dissolution of the Association, modification of these rules, or issues mentioned in Section 23 of the Law on Associations, or other issues that deviate from the approved operative and financial plan.

A member may request a particular issue to be processed at a meeting of the Association provided that he has communicated his matter to the Board at least one month before the meeting.

If so decided by the Board or the meeting of the Association, participation in the meeting may take place via mail, text message, email, data communication channel or other technical medium during or before the meeting.

4.2 Notice of convening

The Board shall convene a meeting of the Association no later than two weeks before the meeting with a notice of convening, which should include **an agenda for the meeting**. The invitation shall be sent to members by mail or e-mail to those who have announced their email address.

4.3 Spring meeting

The agenda items in the spring meeting are:

- 1) Appointment of the Chairman, Secretary and Examiners of the meeting
- 2) Confirmation of the legality of the meeting, the participants and the quorum.
- 3) Presentation of the annual report of the previous year.
- 4) Presentation of the financial statements, audit report and report of the operations inspection.
- 5) Decision **on the** approval of the annual report and confirmation of the financial statements.
- 6) Decision on the discharge to the Board.
- 7) Discussion of the issues mentioned in the notice of convening as well as any other issues raised by the Board.

4.4 Autumn meeting

The agenda items in the autumn meeting are:

- 1) Appointment of the Chairman, Secretary and Examiners of the meeting
- 2) Confirmation of the legality of the meeting, the participants and the quorum.
- 3) Approval of the action plan for the next year.
- 4) Approval of the financial plan for the next year.
- 5) Confirmation of the membership fees for the next year
- 6) Confirmation of the remuneration for the Board members and auditors.
- 7) Election of the Chairman of the Board.
- 8) Confirmation of the number of the Board members, election of the Board members to replace the members due for resignation.
- 9) Election of the auditor and inspector of operations as well as deputy auditor and deputy inspector of operations.
- 10) Discussion of the issues mentioned in the notice of convening as well as any other issues raised by the Board.

5 § MEMBERSHIP FEES AND VOTING RIGHTS

5.1 Membership fees

Each member must annually pay to the Association a membership fee consisting of a basic and additional membership fee.

The Board will submit a proposal on the amount of the basic membership fee to be decided by the Association's autumn meeting.

The additional membership fee is determined by dividing the remainder of the amount to be collected from the membership fee in proportion to the turnover of the members, however, so that the Board will propose a maximum membership fee to be decided by the Association's autumn meeting. Any member's membership fee may not exceed 10% of the amount collected by the membership fees set out in the financial plan.

The membership fee shall be no more than 0.1 % of the turnover communicated to the Association, but the Board submits a proposal on the lower limit of the membership fee for decision by the autumn meeting of the Association. In addition, the Board may, in individual cases, propose a deviating procedure.

The Board may decide in an individual case for a member company to pay less than the membership fee for the current year, for example when the company becomes a member in the middle of the year.

The membership fee for a non-industrial community is equal to the basic membership fee, however, so that the Board submits a proposal on the amount of the membership fee for vocational schools, polytechnics, colleges and universities for decision by the Association's autumn meeting.

The members of the Association may voluntarily pay a special fee to finance one-off activities appropriate to the Association's operation.

The member must notify the Association by the beginning of September of the annual turnover, which should be based on the last consolidated financial statements. The Board may present a different procedure on a case-by-case basis for approval by an Association meeting.

5.2 Voting rights

Each member of the Association has one (1) vote and additional votes one (1) per each additional member fee corresponding to the basic membership fee.

At the meeting, each member may use up to one fifth of the total number of the votes represented by present members.

A member's voting rights are exercised by an authorized representative, who may represent up to three members at a meeting.

6 § BOARD

6.1 Composition

In addition to the Chairman, the Board includes at least 6 and up to 8 members.

The Chairman is elected for a calendar year at a time and members for three calendar years at a time. Each year, one to three members of the Board shall resign, if necessary by drawing lots. A resigning Board member may be re-elected immediately.

The Board shall elect from among its members a Vice-Chairman at the first meeting of the term.

6.2 Quorum

The Board's decision will be the proposal seconded by half of its members. If the votes are equal, the chairman's vote will decide.

6.3 Notice of convening

The Board convenes at the invitation of the Chairman or at the request of three members.

6.4 Duties

The duty of the Board is based on the Association Law, these rules and the Association's decisions and guidelines:

- 1 represent the Association and use its voice and powers to manage the Association's operations,
- 2 monitor the economics of the Association
- 3 employ and dismiss the Executive Director and lay down his terms of service and provide instructions for the recruitment, dismissal and service terms of other staff,
- 4 review the report of the Executive Director on the activities of the previous year and present it as well as the related financial statements, audit report and report of the operations inspection to the Association's Spring Meeting,
- 5 prepare the issues to be discussed at the meetings of the Association, convene meetings and implement their decisions,
- 6 confirm the proposals as PSK standards and decide on submitting proposals to SFS standards,
- 7 prepare the Association's long-term planning,
- 8 decide on standardization subjects and working groups,
- 9 discuss matters presented by the Executive Director and other matters pertaining to the Board.

7 § EXECUTIVE DIRECTOR

The task of the Executive Director is to direct the affairs of the Association. He will attend meetings of both the Board and the Association and serve as secretary in those unless the meeting decides otherwise. He also prepares and presents matters to be addressed by the Board. The Executive Director runs the office, employs and dismisses the office personnel according to the instructions of the Board.

The Executive Director represents the association on the terms of reference of the Board and within its mandate, acts as a coordinator for working group activities and manages publishing.

The Executive Director manages the Association's finances.

8 § RIGHT TO SIGN ON BEHALF OF THE ASSOCIATION

The right to sign on behalf of the Association is by the Chairman and Vice Chairman of the Board together or either together with the Executive Director or with a member of the Board specifically appointed by the Board.

9 § AUDIT AND OPERATIONS INSPECTION

The financial year of the Association is the calendar year. The financial statements with necessary documents and the annual report reviewed by the Board must be submitted to the selected auditors and operations inspectors for audit before the end of the following March.

The auditors and operations inspectors are required to return to the Board the documents received within two weeks and provide them with a written audit report and operations inspection report addressed to the meeting of the Association indicating whether they are proposing discharge from liability.

10 § MODIFICATION OF RULES

Proposals for changing these rules must be submitted in writing to the Board, which shall present them with statements to the meeting of the Association. The proposal will be accepted if it is supported by at least two thirds (2/3) of the votes cast and approved.

11 § DISSOLUTION OF THE ASSOCIATION

For the dissolution of the Association, it is required that the decision be made in two consecutive meetings of the Association, one of which should be the regular meeting, with at least two thirds (2/3) of the votes cast and approved. The interval between these meetings should be at least one month.

Upon dissolution, the funds of the Association will be released to promote the purposes of the Association as determined by the terminating meeting.