

CHARTER – Engineers without borders Finland

(UNOFFICIAL TRANSLATION)

Section 1 – Name and domicile of the Association

The name of the association shall be Engineers without borders – Finland (in Finnish “Insinöörit ilman rajoja ry.” and in Swedish “Ingenjörer utan gränser rf.”) its domicile is Espoo.

Section 2 – Purpose and activities of the Association

The Association is a non-political, non-denominational, non-profit-making organisation and its purpose is to advance human development through appropriate and sustainable technology and engineering, and to increase the awareness of its members and the public about important development challenges like education, health, nutrition, housing, communication and the environment, as well as the possibilities of technology in providing solutions to the challenges.

To achieve its purpose, the Association

- educates and trains its members e.g. in issues related to development and technology
- organises information and discussion
- disseminates information about current and important topics using different channels
- organises meetings between its members and experts of technology and development
- implements projects in collaboration with other organisations in Finland and abroad
- conducts research in the area of development issues and technological solutions.

To support its activities, the Association

- applies for grants and stipends
- charges membership fees
- accepts donations.

Section 3 – Membership

An engineer, or also a non-engineer who accepts the purpose of the Association, can be accepted as a regular member of the Association.

A private individual or an organisation, which wants to support the purpose and activities of the Association, can be accepted as a supporting member.

The Board of Directors approves applications for regular and supporting membership in the Association.

Upon a recommendation by the Board of Directors, an Association meeting may confer honorary membership on individuals who have made a significant contribution

to the objectives of the Association. Honorary members are exempt from membership fees.

Section 4 – Resignation and expulsion of members

A member has the right to resign her/his membership in the Association by submitting a notice in writing to the Board of Directors or its Chairperson, or by making it known at an Association meeting wherein the resignation will be entered in the minutes.

The Board of Directors may expel a member who has failed to pay her/his overdue membership fee, or has otherwise failed to fulfil her/his membership duties, or who has acted contrary to the objectives of the Association, or who does no longer fulfil the conditions of membership defined in the law or the charter and bylaws of the Association.

Section 5 – Registration and membership fees

The registration fee of new members and the annual membership fee to be collected from regular and supporting members shall be set at the annual general meeting. Honorary chairperson and honorary members are exempt from the membership fee.

Section 6 – Board of Directors of the Association

The affairs of the Association shall be managed by a Board of Directors, which is comprised of a Chairperson, four regular members and two substitute members, all elected at the annual general meeting.

The term of operation of the Board is the period between two annual general meetings.

The Board of Directors shall elect a Deputy Chairperson from its number, engage a Secretary, a Treasurer, and other necessary officers.

Board meetings are called by the Chairperson or, when the Chairperson is not available, by the Deputy Chairperson. A meeting of the Board of Directors must also be called if at least half of the members of the Board so request.

The presence of at least half of the members of the Board of Directors, including the Chairperson or the Deputy Chairperson, shall constitute a quorum. Decisions are made by a simple majority vote. In a tie vote, the vote of the Chairperson breaks the tie, except in an election, when lots are drawn.

Section 7 – Signing authority

Any two of the following Board members shall sign for the Association: the Chairperson, the Deputy Chairperson, the Secretary or the Treasurer,

Section 8 – Activity and financial year of the Association

The activity and financial year of the Association shall coincide with the calendar year.

The Board of Directors must submit the annual accounts along with any necessary documents to the auditors three weeks prior to the annual general meeting at the latest. The auditors must submit their written statement to the Board two weeks prior to the annual general meeting.

Section 9 – Association meetings

The annual general meeting of the Association will be held on a date determined by the Board in February–April.

An extraordinary meeting shall be held when the Board of Directors considers a meeting necessary or when at least one tenth (1/10) of the voting membership request in writing that the Board of Directors call a meeting to discuss a specific matter. The Board of Directors must convene a meeting without within 30 days from when the request was presented.

Each regular member, honorary chairperson and honorary member attending an Association meeting has one vote. Supporting members have the right to be present and participate in the discussion.

Decisions shall be made by a simple majority vote, unless otherwise specified in this Charter. In a tie vote, the vote of the Chairperson breaks the tie, except in an election, when lots are drawn.

Section 10 – Invitations to association meetings

The Association meetings shall be called by the Board of Directors at least seven days before the meeting by a letter mailed to the members.

Section 11 – Annual general meeting

The following matters shall be dealt with at the annual general meeting of the Association:

1. Opening of the meeting
2. Election of the meeting officials: a chairman, secretary, two surveyors of the minutes, and two polling officers if applicable
3. Establishing the legality of the meeting and checking if the members present constitute a quorum
4. Acceptance of the meeting agenda
5. Presentation of the account closing balance, annual report and comments from the accountant auditor(s).
6. Decision on the confirmation of the account closing balance, and granting discharge of liability to the Board members and other officials
7. Confirmation of the plan of action, budget, and the registration and membership fees
8. Election of the Board chairman and other officials
9. Election of one to two accountant auditors and substitute auditors
10. Handling of other matters mentioned in the meeting invitation letter

To have a given matter discussed at the annual general meeting, a member must notify the Board of Directors about the matter in writing in good time, so that the matter can be included in the invitation letter.

Section 12 Amendments to the charter and dissolution of the Association

Decisions to amend the charter or dissolve the Association shall be made at an Association meeting with a minimum of a three-quarters majority of those voting on

the matter. The notice of the meeting must mention that the meeting will deal with amendments to the charter or the dissolution of the Association.

On dissolution, the assets of the Association shall be used to promote the objectives of the Association in a manner established by the meeting deciding on the dissolution of the Association.