



## **The Rules of the Finnish Scottish Society ry**

### **1. Name and Domicile of the Association**

The name of the association is the “Finnish Scottish Society”, hereinafter referred to as “the Society”. The domicile of the Society is the City of Helsinki.

### **2. Purpose and Nature of Activities**

2.1 The Society is a non-political and non-profit cultural and social association.

2.2 The purposes of the Society are:

2.2.1 To promote and raise awareness of Scottish culture;

2.2.2 To further cultural co-operation and relations between the peoples of Finland and Scotland; and

2.2.3 To bring together Scots living in Finland, their families and people resident in Finland who have an interest in Scottish culture, and to act as a point of contact for them.

2.3 To realise its purposes, the Society can:

2.3.1 raise funds by charging an annual membership fee;

2.3.2 upon obtaining the appropriate permits, raise funds by organising raffles and sales;

2.3.3 accept grants, donations and bequests;

2.3.4 raise funds by offering for sale merchandise representing the Society;

2.3.5 arrange meetings, parties, social events, lectures and educational events for which ticket prices may be charged, and other fundraising activities;

2.3.6 own movable and immovable property necessary for its operation;

2.3.7 distribute literature and other material on Scotland and Scottish culture;

2.3.8 provide information and arrange fact-finding and study trips to Scotland for its members.

### 3. Membership

3.1 The Society's membership shall consist of:

3.1.1 Ordinary Members (persons aged 18 years and over who have paid the annual membership fee);

3.1.2 Junior Members (persons under 18 years of age who are the children of Ordinary Members); and

3.1.3 Honorary Members (persons aged 18 years and over elected at the Annual General Meeting under Rule 3.4).

3.2 The membership year of the Society shall be the same as the financial year – from 1<sup>st</sup> January to 31<sup>st</sup> December.

3.3 A person who supports the purposes of the Society, accepts its Rules and wishes to become an Ordinary Member shall apply in writing or electronically to the Society. The admission of new Ordinary Members shall be subject to the approval of the Board. Subject to Rule 5. applicants shall be accepted as Ordinary Members after they have paid the annual membership fee.

3.4 At the Annual General Meeting, the Society may elect, on the recommendation of the Board, not more than three (3) Honorary Members. Any Ordinary or Honorary Member may propose a person for Honorary Membership. The proposal must be agreed by a majority of the members of the Board. The names of all such persons recommended for election as Honorary Members shall be included in the notice email convening the Annual General Meeting.

3.5 Honorary Members shall, subject to Rule 5. and Rule 8.4, enjoy full membership rights during the whole of their lifetime and be free of liability for annual membership fees. The total number of Honorary Members of the Society shall not at any time exceed three (3).

#### 4. Resignation from the Society

A member may resign from the Society at any time by informing the Board in writing or by email, or by informing the Society at a General Meeting for this to be noted in the minutes.

#### 5. Expulsion from the Society

5.1 A member may be expelled from the Society, with no refund of their annual membership fee, for:

5.1.1 any verbal or physical abuse or threats, violence, or disorderly behaviour directed towards another member of the Society, or any other person, while attending any meeting of the Society or any other Society event; or

5.1.2 the sending of any abusive, threatening or offensive communication to any person via any of the Society's social media platforms.

5.2 The Board also has the right to expel a member from the Society, with no refund of their annual membership fee, who:

5.2.1 has failed to fulfil the obligations to which he or she has committed himself or herself by joining the Society;

5.2.2 by his or her actions within or outside the Society has substantially damaged the Society; or

5.2.3 no longer meets the conditions for membership laid down by law or the Rules of the Society.

5.3 In all instances, a member may only be expelled by the decision of a majority of the members of the Board present and voting. Before a decision to formally expel a member from the Society is made, the member concerned must be notified by email of the intended decision, the reason for the decision, and shall be given the opportunity to give an explanation to the Board.

5.4 Any member expelled from the Society may appeal to the next General Meeting of the Society, and such appeal shall be determined by a simple majority of those members present and voting.

5.5 If an Ordinary Member has left his or her annual membership fee for the year unpaid by the end of the financial year, he or she shall be considered to have resigned from the Society.

## **6. Motions of No Confidence**

6.1 A motion of no confidence in any member of the Board, or in the auditor or deputy auditor, may only be called by a written petition signed by at least twenty percent (20%) of the membership of the Society entitled to vote.

6.2 If a motion of no confidence is called then an Extraordinary General Meeting must be held in accordance with Rule 13.

6.3 In order for the motion of no confidence to be passed it must be supported by a two-thirds (2/3) majority of the votes cast at the Extraordinary General Meeting.

6.4 The member of the Board, auditor or deputy auditor in question will immediately cease to hold office upon the passing of the motion of no confidence.

## **7. Membership Fees**

7.1 Upon joining the Society, all Ordinary Members shall pay an annual membership fee, with the amount being determined at each Annual General Meeting.

7.2 A resigning Ordinary Member shall be released from the payment of the annual membership fee and other obligations specified in these Rules from the first day of the following January.

7.3 Junior Members and Honorary Members shall not pay the annual membership fee.

## **8. The Board of Directors**

8.1 There shall be a Board of Directors, which is referred to in these Rules as “the Board”. The Board is responsible for overseeing the management, administration and activities of the Society.

8.2 The Board is required by these Rules to meet at least once in every three-month period. Board meetings may be held via video or telephone conference, if the members of the Board so decide.

8.3 The Board is responsible for ensuring that the Society complies with its purposes as outlined in Rule 2. The members of the Board have a responsibility for ensuring that the Board and the Society act in accordance with the Rules of the Society.

8.4 The Board shall consist of five (5) fully paid-up Ordinary Members of the Society. The Board consists of:

8.4.1 the Chairperson;

8.4.2 the Vice-Chairperson;

8.4.3 the Secretary;

8.4.4 the Treasurer; and

8.4.5 one (1) Ordinary Board Member.

8.5 Nominations for members of the Board shall be called for no later than fifty-six (56) days before an Annual General Meeting. Members of the Society who wish to nominate themselves as candidates for election to the Board must notify the Secretary by email no later than thirty (30) days before the Annual General Meeting. Existing Board members are eligible for re-election.

8.6 The members of the Board shall be elected for one (1) year at a time from the Annual General Meeting in which they were elected until the following Annual General Meeting.

8.7 Candidates who receive the most votes are elected. Where there is a tied vote, the final outcome will be decided by the toss of a coin. Unopposed candidates are automatically elected.

8.8 A member of the Board may resign from the Board at any time by informing the Board in writing or by email. All the members of the Society must be informed of the resignation.

8.9 If the position of any Board member becomes vacant between Annual General Meetings, the Board must convene an Extraordinary General Meeting to elect another fully paid-up Ordinary Member of the Society to fill that vacancy until the next Annual General Meeting.

8.10 If a person ceases to be a member of the Board, that person must within fourteen (14) days hand over to the Board any and all Society documents or property which are in his or her possession.

8.11 The Chairperson - or in his or her absence, the Vice-Chairperson - shall convene the Board as he or she may deem necessary or when at least half of the members of the Board so demand.

8.12 The quorum for the Board shall be the Chairperson, the Vice-Chairperson, and at least one (1) other member of the Board. Matters shall be decided by a simple majority of votes and if the votes are equal the Chairperson's opinion shall be decisive.

## 9. Roles and Duties of Members of the Board

### 9.1 The Chairperson shall:

- 9.1.1 be responsible, under the direction of the Board, for coordination and oversight of the operation of the Society;
- 9.1.2 preside at General Meetings of the Society and meetings of the Board;
- 9.1.3 prepare an agenda for each Society meeting in conjunction with the Secretary;
- 9.1.4 represent the Society as its spokesperson, as and when authorised to do so by the Board;
- 9.1.5 present a report at the Annual General Meeting on the activities of the Society during the past year and proposals for the Society's activities for the coming year;
- 9.1.6 submit amendment notices to the Patent and Registration Office, when necessary; and
- 9.1.7 perform any other duties that may be assigned to the Chairperson by the Board or by these Rules.

### 9.2 The Vice-Chairperson shall:

- 9.2.1 deputise for the Chairperson whenever he or she is unable to fulfil his or her duties; and
- 9.2.2 perform any other duties that may be assigned to the Vice-Chairperson by the Board or by these Rules.

### 9.3 The Secretary shall:

- 9.3.1 be responsible for the general administration of the Society;
- 9.3.2 prepare an agenda for each Society meeting in conjunction with the Chairperson, and shall distribute them to members of the Society, the Board or committees;
- 9.3.3 notify all members of the Society of the time, date and place of meetings;
- 9.3.4 record and maintain a file of the minutes of all meetings of the Society;
- 9.3.5 hold the Society's records and documents, except the financial documents;

- 9.3.6 maintain a list of the members of the Society, and shall notify all members of the Society when their membership becomes due for renewal;
- 9.3.7 conduct correspondence on behalf of the Society, as required by the Board or by these Rules.
- 9.3.8 perform any other duties that may be assigned to the Secretary by the Board or by these Rules.

9.4 The Treasurer shall:

- 9.4.1 be responsible for the financial administration of the Society, and for safeguarding its finances;
- 9.4.2 manage the Society's bank accounts and hold the Society's financial documents;
- 9.4.3 keep proper accounting records of the Society's financial transactions and liaise with the auditors, as required;
- 9.4.4 prepare and present the annual financial accounts to the Annual General Meeting;
- 9.4.5 provide financial information to the Board and the Society, as and when required; and
- 9.4.6 perform any other duties that may be assigned to the Treasurer by the Board or by these Rules.

9.5 Ordinary Board Members shall perform any duties that may be assigned to Ordinary Board Members by the Board or by these Rules.

## 10. Committees

10.1 The Annual General Meeting shall have the power to appoint, for one (1) year at a time, such committees working under the oversight of the Board as it may consider necessary for the performance of particular functions and duties, or it may resolve to allow such power to be exercised by the Board.

10.2 The Annual General Meeting or the Board, depending on the circumstances, shall decide on the size, membership, chair, and proceedings of each committee, and shall decide their functions and duties. All committees shall consist of not less than three (3) and not more than twenty (20) members.

10.3 Committees shall only consist of Honorary Members or fully paid-up Ordinary Members of the Society. Members of the Board may be elected or appointed as members of a committee.

## **11. Persons Entitled to Sign the Name of the Society**

The Society's name is jointly signed by the Chairperson and the Vice-Chairperson, or either one of them together with the Secretary or the Treasurer.

## **12. Finances**

12.1 The financial year of the Society shall be the calendar year.

12.2 The Society shall have an auditor and a deputy auditor who shall be appointed at the Annual General Meeting.

12.3 The annual financial accounts shall be relinquished to the auditors at least six (6) weeks before the Annual General Meeting. The auditors shall submit a written report to the Board at least four (4) weeks before the Annual General Meeting.

## **13. General Meetings of the Society**

13.1 The Annual General Meeting (AGM) of the Society shall take place in March each year on a date and at a place to be decided by the Board.

13.2 An Extraordinary General Meeting (EGM) of the Society must be convened:

13.2.1 when the Board deems it necessary; or

13.2.2 when a motion of no confidence is called in accordance with Rule 6.; or

13.2.3 when at least one-tenth (1/10) of the membership of the Society entitled to vote make a written request to this effect to the Board, at the same time stating the reason for the proposed General Meeting.

13.3 Whenever any of the events listed under Rule 13.2 occur, an Extraordinary General Meeting must be convened within thirty (30) days from the date on which the event occurred. The Board shall decide the date and place of an Extraordinary General Meeting.

13.4 Only Honorary Members and fully paid-up Ordinary Members have the right to vote at a General Meeting.

13.5 To have the right to attend a General Meeting, Ordinary and Honorary Members must inform the Secretary by email in advance of their participation in the meeting, no later than one (1) day before the meeting.

13.6 Subject to Rule 13.5, at all General Meetings each Ordinary and Honorary Member of the Society has one (1) vote, and shall have the right to speak at the meeting.

13.7 Unless otherwise provided for in these Rules, all decisions shall be taken by a simple majority of votes. If the votes are equal the Chair of the meeting's opinion shall be decisive.

13.8 The quorum for a General Meeting is twenty percent (20%) of the membership of the Society entitled to vote.

13.9 The Chairperson shall preside as Chair of every General Meeting at which he or she is present; but if he or she is not present or is unwilling to chair the meeting, his or her place shall be taken by the Vice-Chairperson. If the Chairperson and the Vice-Chairperson are not present or are both unwilling to chair the meeting, the Members present shall choose an Ordinary Member who is willing and present to act as Chair of the General Meeting.

13.10 The Secretary shall act as Secretary of every General Meeting at which he or she is present; but if he or she is not present or is unwilling to act as Secretary of the meeting, his or her place shall be taken by the Ordinary Board Member. If the Secretary and the Ordinary Board Member are not present or are both unwilling to act as Secretary of the meeting, the Members present shall choose an Ordinary Member who is willing and present to act as Secretary of the General Meeting.

#### **14. Convening General Meetings of the Society**

The Secretary shall send a notice email convening a General Meeting, together with the agenda for the meeting, to all the members of the Society at least twenty-one (21) days prior to the meeting.

#### **15. Motions at General Meetings of the Society**

15.1 Provided that the motion is in accordance with these Rules, any Ordinary or Honorary Member may propose a motion to be voted on at a General Meeting, by submitting it in writing or by email to the Secretary at least twenty-eight (28) days before that meeting. The member may also provide information in support of the motion. All motions proposed by members shall require a second at the General Meeting.

15.2 Provided that the motion is in accordance with these Rules, the Board may also decide to propose motions for the Society to vote on at a General Meeting. Such motions shall be included in the notice email or letter convening the meeting. Motions proposed by the Board shall not require a second at the General Meeting.

## 16. The Annual General Meeting

16.1 The following matters shall be dealt with at the Annual General Meeting of the Society:

- 16.1.1 Opening of the meeting.
- 16.1.2 Election of two (2) persons to examine the minutes of the meeting and, if necessary, two (2) tellers.
- 16.1.3 Declaring the meeting legal and quorate.
- 16.1.4 Adopting the agenda of the meeting.
- 16.1.5 Approving the minutes of the previous meeting.
- 16.1.6 Presenting the annual report and the financial accounts.
- 16.1.7 Decision to approve the accounts and release the Board and other responsible parties from liability for the accounts.
- 16.1.8 Setting the amount of the annual membership fee.
- 16.1.9 Election of the members of the Board.
- 16.1.10 Appointment of an auditor and a deputy auditor.
- 16.1.11 Election of any Society committees or authorising the Board to appoint such committees.
- 16.1.12 Other matters presented in the notice email convening the meeting.

16.2 Proposals for any matters to be discussed at the Annual General Meeting shall be submitted to the Secretary by a member well in advance so that the matter can be included in the notice email convening the meeting.

## **17. Amendment of these Rules**

17.1 Any Ordinary or Honorary Member of the Society may propose an amendment of these Rules.

17.2 Full details of any proposed amendment of these Rules must be included in the notice email sent to all of the members of the Society under Rule 14.

17.3 The subsequent General Meeting of the Society may amend these Rules only if a two-thirds (2/3) majority of the votes cast are in favour of a proposed amendment of these Rules.

## **18. Dissolution of the Society**

A General Meeting of the Society may decide to dissolve the Society if a three-quarters (3/4) majority of the votes cast are in favour of dissolution. The proposal to dissolve the Society shall be included in the notice email convening the meeting. If the Society is dissolved or closed down, its assets shall be handed over to an active registered organisation or organisations having similar purposes.

## **19. Rules**

19.1 In the event of any question of interpretation of these Rules arising, a General Meeting of the Society shall have the final and binding decision on interpretation.

19.2 Every Ordinary and Honorary Member of the Society shall receive a copy of these Rules and his or her membership of the Society shall be governed by them.

19.3 A copy of these Rules as amended from time to time shall be published on the Society's website.