



CONVERSION OF INFORMAL ASSOCIATION INTO AN ASSOCIATION WITH FULL LEGAL CAPACITY

INTRODUCTION

1. FINNISH DUTCH CHAMBER OF COMMERCE, statutorily located in Rotterdam, with its office and mailing address at 's-Gravendijkwal 64, 3014 EG Rotterdam, registered in the Chamber of Commerce (KvK) under file number: 24454504, and as such representing this association validly, Finnish Dutch Chamber of Commerce hereinafter referred to as: the "association".

STATUTES

2. Then, the appearing parties, acting as mentioned, declared to implement these decisions by converting the current association with limited legal capacity into an association with full legal capacity, for which the following Statutes shall apply.

Article 1.

Definitions.

In these articles of association, the following terms shall have the meanings ascribed to them below:

- General Meeting: the body of the Association formed by the voting members of the Association;
- Board: the Board of the Association;
- Written: by letter, fax, or email, or by a message transmitted via another common means of communication and capable of being received electronically or in writing provided that the identity of the sender can be sufficiently established;
- Statutes: the articles of association of the Association;
- Association: the legal entity to which the Statutes apply.

Article 2.

Name.



1. The Association shall be named: Finnish Dutch Chamber of Commerce in the Netherlands.
2. The Association shall also be known by the abbreviated name: FDCC.

Article 3.

Seat.

The Association is based in the municipality of Rotterdam.

Article 4.

Purpose.

1. The Association aims to promote business, economic, and social relations, in the broadest sense of the word, between the Kingdom of the Netherlands on one side and the Republic of Finland on the other side, and all that is related thereto or conducive thereto, all in the broadest sense of the word.
2. The Association seeks to achieve this purpose by
 - a. promoting the interests of trade, industry, and economy, as well as cultural, social, and other relations, both in terms of governmental and private organisations in the Netherlands and Finland;
 - b. promoting relations and mutual contacts between the Netherlands and Finland, which are interested in relations referred to under point a.;
 - c. collecting material and information in order to advise and inform interested parties on how economic interests in the Netherlands and Finland can be promoted;
 - d. disseminating books, periodicals, and brochures, as well as organising conferences and exhibitions that may be relevant for the consolidation and further expansion of relations between the Netherlands and Finland,
 - e. collaborating with various stakeholders and other bilateral business associations to expand services and networks;
 - f. all other lawful means.
3. The Association is not aimed at making a profit.

Article 5.

Members. Honorary Members.

1. Members of the Association may be those who wish to contribute to the purpose of the Association.
2. The Board maintains a register containing the names, addresses, and email addresses of all members and honorary members.
3. Honorary members are individuals who have rendered outstanding services to the Association and, upon recommendation of the Board, have been appointed as such by



the General Assembly with an absolute majority of the valid votes cast and have accepted this appointment.

Article 6.

Admission.

1. The Board decides on the admission of members.
2. If a person is not admitted as a member, the General Assembly may still decide to admit them.

Article 7.

Termination of Membership.

1. Membership of the Association ends:
 - a. by the death of the member;
 - b. by resignation of the member;
 - c. by termination by the Association.
This can occur when a member no longer meets the requirements set for membership by the Statutes, when the member fails to fulfill their obligations towards the Association, or when it cannot reasonably be expected of the Association to continue the membership;
 - d. by expulsion.
This can only be pronounced when a member acts contrary to the Statutes, regulations, or decisions of the Association or unreasonably harms the Association.
2. Termination by the Association is done by the Board.
3. Termination of membership by the member or by the Association can only occur at the end of a financial year and with a notice period of four weeks.
However, membership can, in any case, be terminated at the end of the financial year following the financial year in which notice was given.
Furthermore, membership can be terminated immediately if it cannot reasonably be expected of the Association or the member to continue the membership.
4. Termination in violation of the provisions of the preceding paragraph terminates the membership at the earliest permissible time following the date of termination.
5. A member can terminate their membership with immediate effect within one month after the member has been informed of a decision to convert the Association into another legal form or to merge or split in the sense of Title 7 Book 2 of the Civil Code.
6. A member may also terminate their membership with immediate effect within one month after the member has become aware of or been notified of a decision by which the



member's rights are limited, or the member's obligations towards the Association are increased.

The decision shall not apply to the respective member.

A member is not authorised, by terminating their membership, to exclude a decision that has changed the financial rights and obligations of the member in question from applying to said member.

7. Expulsion from membership is carried out by the Board.
8. Upon a decision to terminate membership by the Association on the grounds that a member fails to fulfill the obligations towards the Association and it is not reasonable to expect the Association to continue the membership, as well as a decision to expel from membership, the individual concerned has the right to appeal to the General Assembly within one month after receiving the notification of the decision.
The concerned member shall be promptly notified in writing of the decision and the reasons provided. During the appeal period and pending the appeal, the member is suspended, with the understanding that the suspended member has the right to present their case at the General Assembly where the appeal is discussed.
9. If membership ends during the fiscal year, the annual contribution remains due in full nonetheless.

Article 8.

Annual contributions. Obligations.

Members are obliged to pay an annual contribution, which will be determined by the General Assembly.

To that end, they may be classified into categories, each paying a different contribution.

1. Honorary members - to the extent that they are not also regular members - do not pay an annual contribution but otherwise have the same rights as regular members.
2. The Board is authorised to grant full or partial exemption from the obligation to pay a contribution in special cases.
3. The Board is, after obtaining permission from the General Assembly, authorised to attach obligations to membership.

Article 9.

Board.

1. The Board consists of a number, determined by the General Assembly, of four or more persons who are appointed by the General Assembly.
A board member is appointed from the members of the Association, except as provided for in paragraph 2 of this article.



2. The General Assembly may decide to appoint a board member from outside the members.
3. The appointment of board members is made from one or more binding nominations, except as provided for in paragraph 4 of this article.
Both the Board or ten or more members are authorised to draw up such a nomination.
A nomination by the Board is communicated alongside the convocation for the meeting.
A nomination by ten or more members must be submitted to the Board in writing before the start of the meeting.
4. The binding nature of any nomination can be revoked by a decision of the General Assembly, taken with at least two-thirds of the votes cast in a meeting where at least two-thirds of the members are represented.
If the nomination includes only one candidate for a vacant position, a decision on the nomination results in the appointment of the candidate unless the binding nature is revoked.
5. If no nomination is made, or if the General Assembly decides in accordance with the preceding paragraph to revoke the binding nature of all the nominations, the General Assembly is free in its choice.
6. If there are more than one binding nominations, the appointment is made from those nominations.

Article 10.

Termination of Board Membership. Periodic resignation. Suspension.

1. Every board member, even if appointed for a specific term, can be dismissed or suspended by the General Assembly at any time.
A suspension not followed by a decision of dismissal within three months ends with the expiration of that term.
2. Each board member resigns no later than three years after their appointment. A board member can be re-elected for a second term of three years. After the second term of three years, a member can be re-elected twice for a one-year term. After leaving the board, someone can be re-elected to the board after a period of two years.
The board creates a rotation schedule. A person appointed to fill a midterm vacancy takes his predecessor's place on the roster.
3. Membership of the Board terminates as follows
 - a. by the termination of their membership of the Association with regard to a board member who is appointed from the members;
 - b. by resignation.

Article 11.

Functions in the Board. Decision-making of the Board.



1. The Board appoints a chairman, a secretary, and a treasurer from its midst.
The Board may appoint a substitute for each of them from its midst.
A board member can hold more than one position.
The Board may appoint a general manager and authorise the manager to represent the Association in and out of court within the limits described in that authorisation.
2. The Board meets as often as one or more of the directors deems necessary, with a minimum of ten meetings per year.
The convocation - specifying the items to be discussed - is issued by the board member who initiates the meeting, observing a notice period of at least eight days.
In the meetings, each board member has the right to cast one vote.
Board members may be represented by another board member by written proxy.
Board meetings can be held through telephone or video conferences or by any other means of communication, provided that each participating board member can be heard simultaneously by all others.
Minutes of each Board meeting are prepared by the secretary, which are then approved and signed by the chairman and the secretary.
The minutes can also be signed electronically, provided that the identity of the signatories can be reliably established.
3. The Board decides by an absolute majority of the validly cast votes of all board members present or represented at the meeting who are entitled to participate in the decision-making process.
The Board may also make decisions outside of meetings provided that they are done in writing, all board members are informed of the decision to be made, none of them object to this method of decision-making, and the decision is made by an absolute majority of the votes validly cast by board members entitled to participate in the decision-making process.
In the event of a tie vote, the General Assembly shall decide.
4. A director shall not participate in the deliberation and decision-making if the director has a direct or indirect personal interest that clashes with the interest of the Association and its affiliated organisation.
If this prevents a Board decision, the decision shall nonetheless be made by the Board.
5. Further rules regarding the meetings and decision-making by the Board may be provided in the bylaws.

Article 12.

Duties of the Board. Representation. Remuneration.

1. Subject to the limitations outlined in the Statutes, the Board is tasked with governing the Association.



In fulfilling their duties, the board members must act in the interest of the Association and its affiliated organisation (s).

2. If the number of directors falls below three, the Board remains competent.

However, the Board is obligated to convene a General Assembly as soon as possible to address the vacancies that have arisen.

In the event of absence or incapacity of one or more board members, the remaining board member(s) shall be responsible for the entire board.

The General Assembly ensures that a person is designated to temporarily manage the Association in the event of absence or incapacity of all board members or the sole board member.

In these statutes, incapacity includes but is not limited to the circumstance where:

- a. the board member is unreachable for a period exceeding seven days due to illness or other causes; or
 - b. the board member is suspended.
3. The Board is empowered to have certain parts of its tasks executed, under its responsibility, by committees appointed by the Board.
 4. The Board is also empowered, subject to the approval of the General Assembly, to decide on agreements for the acquisition, disposal, and encumbrance of real estate properties, as well as agreements in which the Association acts as a guarantor, joint debtor, or provides security for the debt of another party, and for the representation of the Association in relation to these transactions.

In the absence of the aforementioned approval from the General Assembly, third parties can still be held accountable.

5. The General Assembly is authorised to subject decisions of the Board to its approval. These decisions must be clearly defined and communicated to the Board in writing.
6. Without prejudice to the provisions of paragraph 4 of this article, the Association is represented by the Board. Furthermore, the Association can be represented by two board members acting jointly.
7. The General Assembly may grant remuneration to the board members. Expenses are reimbursed to the board members upon presentation of supporting documents.

Article 13.

Board report. Accountability and financial reporting.

1. The fiscal year of the Association coincides with the calendar year.
2. The Board is obliged to keep accounts of the financial position of the Association and of all matters pertaining to the activities of the Association in accordance with the requirements arising from these activities. The Board must maintain such records,



documents, and other data carriers in such a way that the rights and obligations of the Association can be known at all times.

3. The Board shall present a management report to the General Assembly within six months after the end of the financial year unless this period is extended by the General Assembly for a maximum of four months. The report shall cover the state of affairs in the Association and the policies implemented.

The Board shall submit the written balance sheet and the statement of income and expenses, accompanied by explanations, for approval by the General Assembly.

These documents shall be signed by the board members; if the signature of one or more of them is missing, this shall be stated along with the reasons.

Upon expiration of the term, any member may legally demand that the joint board members fulfill these obligations.

4. The General Assembly annually appoints from the members a financial committee consisting of at least two individuals who are not part of the Board.

The financial committee examines the documents mentioned in the second sentence of paragraph 3 of this article and reports its findings to the General Assembly.

The Board is obligated to provide the financial committee with all requested information for its examination, to show the committee the Association's cash and assets if requested, and to make the books, documents, and other data carriers of the Association available for consultation.

5. If the examination of the accounts and accountability requires special accounting expertise, the financial committee may seek assistance from an expert.
6. The mandate of the financial committee can be revoked at any time by the General Assembly, but only by appointing another financial committee.
7. The Board is obligated to retain the books, documents, and other data carriers mentioned in paragraphs 2 and 3 of this article for a period of seven years, notwithstanding the provisions of paragraph 8 of this article below.
8. The data stored on a data carrier, except for the written balance sheet and statement of income and expenses, can be transferred and retained on another data carrier, provided that the transfer is done accurately and completely, the data remains available throughout the entire retention period and can be made legible within a reasonable time.

Article 14.

General Meeting.

1. To the General Assembly of the Association belong all powers that are not entrusted to the Board by law or the Statutes.
2. Annually, no later than six months after the end of the financial year, a General Assembly - the annual meeting - is held.

The annual meeting includes, among other things:



- a. the management report and the statement of income and expenses referred to in Article 13 with the report of the committee mentioned therein;
 - b. the appointment of the committee mentioned in Article 13 for the following financial year;
 - c. provisions for any vacancies;
 - d. proposals from the Board or members announced in the convocation for the meeting.
3. Other General Assemblies are convened as often as the Board deems it desirable or when it is obliged to do so according to the law or the Statutes.
 4. Furthermore, the Board is obliged, upon written request from at least such a number of members entitled to cast at least one-tenth of the votes, to convene a General Assembly within a period of not more than four weeks after the request is submitted.
If the request is not complied with within fourteen days, the petitioners themselves can proceed with the convocation by calling in accordance with Article 18 or by advertisement in at least one widely read newspaper in the place where the Association is established, observing the notice period specified in Article 18.
The applicants may then authorise persons other than the board members to conduct the meeting and prepare the minutes.

Article 15.

Access and Voting Rights.

1. Access to the General Assembly is granted to all members and honorary members of the Association, as well as to the board members.
2. Suspended members and suspended board members are not granted access, except as specified in paragraph 8 of Article 7.
3. The General Assembly decides on the admission of persons other than those mentioned in paragraph 1 of this article.
4. Each member of the Association who is not suspended has one vote.
A board member who is not a member of the Association has an advisory vote.
5. A member may cast the vote of another member who has provided written authorisation. The authorisation must be submitted to the Board before the meeting.
6. If the Board has opened the possibility for it in the convocation to a General Assembly, members are authorised to exercise their voting rights through an electronic communication means, provided that:
 - (i) the conditions regarding the use of the communication means such as the connection, security, and the like are announced in the convocation,
 - (ii) the member can be identified,
 - (iii) the member can directly access the proceedings of the meeting, and
 - (iv) if this possibility is opened, the member can participate in the deliberations.



7. If the Board has provided the opportunity in writing, votes can be cast prior to the General Assembly via electronic communication means, but not earlier than the thirtieth day before the meeting, at a specifically designated email address.
These votes are considered equivalent to votes cast in the General Assembly.

Article 16.

Chairmanship. Minutes.

1. The General Assemblies are chaired by the Chair of the Association or by the deputy of the Chair.
In the absence of both the Chair and the deputy, one of the other board members designated by the Board acts as the chairperson.
If the chairmanship cannot be provided in this manner either, the meeting itself provides for it.
Until then, the chairmanship is temporarily filled by the oldest person present at the meeting.
2. Minutes of each meeting are prepared by the secretary or another person designated by the chairperson, which are then approved and signed by the chairperson and the minute-taker.
The signing of the minutes can also be done electronically, provided that the identity of the signatories can be reliably established.
Those who convene the meeting can have a notarial record of the proceedings drawn up.
The content of the minutes or the record is made known to the members.

Article 17.

Decision-making of the General Assembly.

1. The opinion expressed by the chairperson during the General Assembly regarding the outcome of a vote is conclusive.
The same applies to the content of a decision made insofar as it was voted on a proposal not documented in writing.
2. However, if the correctness of the outcome expressed in the first paragraph is immediately contested after its announcement, a new vote takes place if the majority of the assembly or - if the original vote was not conducted by roll call or by ballot - a voting member present requests it.
Through this new vote, the legal consequences of the original vote are annulled.
Votes cast electronically in accordance with Article 15, paragraph 6 before the General Assembly are also considered cast in the new vote.
3. Unless otherwise provided by the Statutes or the law, all decisions of the General Assembly are made by an absolute majority of the votes cast.



4. Blank votes and invalid votes are considered as not cast.
5. If no one has obtained an absolute majority in an election of individuals, a second vote takes place, or in the case of a binding nomination, a second vote between the nominated candidates.

If, once again, no one has obtained an absolute majority, repeat votes take place until either one person has obtained an absolute majority or a tie occurs between two individuals.

In such repeat votes (excluding the second vote), the vote is always cast between the individuals who received votes in the previous round, except for the person who received the fewest votes in the previous round.

If the fewest votes were cast for more than one person in the previous round, the selection of the individual on whom no votes can be cast in the new vote is decided by a draw.

In the event of a tie in a vote between two individuals, a draw decides who among them is chosen.

6. If the votes are tied, the proposal is rejected, notwithstanding the provisions of paragraph 5 of this article.
7. All votes are taken orally.

However, the chairperson may decide that votes be cast by ballot papers.

In the case of an election of individuals, a voting member present may also request that votes be cast by ballot papers.

Voting by ballot papers is done with unsigned sealed ballots.

Decision-making by acclamation is possible unless a voting member requests a roll-call vote.

8. A unanimous decision by all members, even if they are not assembled in a meeting and taken with prior knowledge of the Board, has the same effect as a decision of the General Assembly.

This also applies to decisions to amend the Statutes or dissolve the Association.

9. As long as all members are present or represented at a General Assembly, valid decisions can be made, with unanimous consent, on all matters under consideration - including proposals to amend the Statutes or dissolve the Association - even if the notice has not been given in the prescribed manner or if any other requirement regarding the convening and holding of meetings or any related formality has not been observed.

Article 18.

The convening of the General Assembly.

1. The General Assemblies are convened by the Board, notwithstanding the provisions of Article 14, Section 4.

The convocation is done in writing to the addresses (including email addresses) of the



members according to the register mentioned in Article 5.

The notice period for the convocation is at least fourteen days.

2. The convocation includes the topics to be discussed, notwithstanding the provisions of Articles 19 and 20.

Article 19.

Amendment of the Statutes.

1. Notwithstanding the provisions of Articles 17, Sections 8 and 9, no changes can be made to the Statutes except by a resolution of a General Meeting, convened with the notification that an amendment to the Statutes will be proposed there.
2. Those who issue the invitation to the General Meeting to consider a proposal to amend the Articles of Association shall include the text of the proposed new Articles, clearly indicating the proposed changes, with the invitation. Additionally, the Board shall post that text on the Association's website at least five days before the meeting until the end of the day on which the meeting was held.
3. A decision to amend the Articles of Association requires at least two-thirds of the votes cast in a meeting where at least two-thirds of the members are present or represented. if two-thirds of the members are not present or represented, a second meeting shall be convened within four weeks after the first meeting in which the proposal discussed in the previous meeting is addressed. In the second meeting, regardless of the number of members present or represented, a decision can be made with a majority of at least two-thirds of the votes cast.
4. A change to the Articles of Association does not take effect until a notarial deed has been drawn up.
Any board member is authorised to have the deed executed.

Article 20.

Dissolution.

1. The Association can be dissolved by a decision of the General Meeting.
The provisions of Article 19, paragraphs 1 and 3, shall apply.
2. After dissolution, the liquidation shall be carried out by the board members.
The Board may decide to appoint other persons as liquidators.
3. In its decision referred to in the preceding paragraph, the General Meeting determines the destination for the net assets, as much as possible in accordance with the purpose of the Association.
4. After completion of the liquidation, the books, records, and other data carriers of the dissolved Association shall remain in the custody of the person designated by the liquidators for the term prescribed by law.



5. The liquidation is, moreover, subject to the provisions of Title 1 Book 2 of the Civil Code.

Article 21.

Internal Regulations.

1. The General Meeting may establish internal regulations.
2. The internal regulations must not conflict with the law, even where it does not contain mandatory provisions, nor with the Statutes.

Unofficial translation