

By-Laws in force: 20 January 2023 at 09:02:32

## 1. Name and domicile of association

The name of the association is Suomalaiset kehitysjärjestöt - Finnish Development NGOs Fingo ry. The association's domicile is Helsinki, Finland.

## 2. Purpose

Fingo is a cooperation and umbrella organisation the purpose of which is to promote sustainable development and the strengthening of civil society globally.

## 3. Types of activity

To fulfil its purpose, Fingo shall:

- strengthen the capacities of global civil society;
- compile civil society views and convey them to policymakers;
- independently and in cooperation with Member Organisations (MOs), increase awareness of global development issues;
- provide training and advice relating to its purpose in order to develop the competence of Member Organisations, the private sector and public entities;
- promote the interests of its members in issues relating to the fulfilment of Fingo's purpose;
- act in other ways corresponding to those mentioned above to fulfil its purpose.

## 4. Support to Fingo's activities and Fingo's financial activities

To support its activities, Fingo may, having obtained the relevant authorisation where necessary:

- organise fundraising collections, lotteries, fairs and other fundraising;
- receive grants, donations and bequests;
- own and manage fixed assets and movables necessary for its activities;
- set up, manage and augment funds;
- pursue publishing activities; and
- organise training and courses relevant to its purpose free of charge or subject to charges.

Fingo may practice a trade or other economic activity referred to in section 5 of the Finnish Associations Act.

## 5. Honours and awards

The Fingo Executive Committee may decide to grant Fingo honours or awards to individuals who have made selfless and outstanding efforts for the benefit of Fingo or its purpose.

The Fingo Executive Committee shall decide upon the introduction of Fingo honours or awards and provide further instructions concerning them

and their granting.

## 6. Membership

The Fingo Executive Committee may, on application made in writing, accept as a regular member any association or foundation that endorses Fingo's objectives and activities and has legal capacity.

The Fingo Executive Committee may accept as a contributing member an entity, foundation or private individual that has legal capacity and wishes to support Fingo's purpose and activities.

## 7. Member resignation, consideration as resigned and expulsion

Members shall have the right to resign from Fingo by providing the Fingo Executive Committee or its Chairperson a written notification thereof or by announcing their resignation at a General Meeting for insertion in the minutes.

The Executive Committee may expel a member from Fingo if:

- the member has failed to fulfil the obligations the member undertook to fulfil when becoming a Fingo member or the member's conduct is contrary to Fingo's purpose;
- the member's conduct within or outside Fingo has resulted in considerable damage to Fingo; or
- the member no longer meets the criteria set for membership in legislation or these By-Laws.

The member shall be granted the opportunity to provide information before a decision is made on expulsion.

A member shall be regarded as having resigned from Fingo if the member has failed to pay its membership dues for two consecutive years.

## 8. Membership dues

Regular and contributing members shall pay membership dues confirmed separately for regular and contributing members by the Fingo Autumn Meeting for one year at a time.

The membership dues of Fingo's regular members shall be scaled into six (1-6) membership dues categories. The scaling and amounts of membership dues for the following year shall be decided by the preceding Fingo Autumn Meeting. In this, the criterion for the determination of the membership dues category shall be the financial indicators, as reported in the member's latest audited and adopted financial statements, concerning the scope activities or assets. The more extensive the scope of a member's activities, the higher its membership dues category shall be.

The amount of contributing members' membership dues shall be decided separately by a General Meeting.

## 9. Fingo's bodies

Fingo's bodies shall be the General Meeting and the Executive Committee.

Fingo shall also have a Working Committee and an Election Committee. In addition, the Executive Committee may establish other committees or working groups at its discretion.

#### 10. General Meetings

The General Meeting shall be Fingo's highest decision-making body. Fingo shall hold two ordinary General Meetings each year.

The Spring Meeting shall be held in April-June and the Autumn Meeting in October-December on dates decided by the Executive Committee.

An extraordinary General Meeting shall be held where so decided by a General Meeting or where found necessary by the Executive Committee or where requested in writing from the Executive Committee by a minimum of one tenth (1/10) of Fingo members holding voting rights for the purpose of discussing a matter specified in the request. The meeting must be held within thirty days from the date of submission to the Executive Committee of the request to hold the meeting.

#### 11. Voting rights and representation at General Meetings

The number of votes available to regular members at the General Meetings shall be determined as follows:

1. members with fewer than 25,000 members shall have one vote;
2. members with 25,000 or more members shall have two votes;
3. members that are a foundation shall have one vote while, however, such foundations shall have two votes which, as reported in their latest audited and adopted financial statements, have spent at least EUR 10 million a year on such activities the promotion of which Fingo pursues under Article 3 of these By-Laws.

The Executive Committee shall, where necessary, have the right to obtain from members information about their number of members as well as their financial statements confirmed by their auditor or operations inspector.

The same person may only represent and use the voting rights of a maximum of three regular members at a General Meeting. Furthermore, each regular member shall also have the right to send in two observers with the right to speak.

Contributing members shall not have the vote at the General Meetings.

#### 12. Decision-making at General Meetings

Unless otherwise provided for in legislation or these By-Laws, the opinion supported by more than half of the votes cast shall constitute the decision of the General Meeting.

Where votes are equal, the chair of the meeting shall have a casting vote, excluding elections in which case the decision shall be determined by lot.

### 13. Election Committee

Elections conducted at the Autumn Meeting shall be prepared by an Election Committee appointed by the preceding Spring Meeting into which a convener and 5-8 other members, who shall reflect the Fingo membership in a manner that is as varied as possible, shall be appointed on the basis of the Executive Committee's proposal. The Election Committee shall elect a chairperson and deputy chairperson from among its members and, where necessary, appoint a secretary for the committee.

The Election Committee shall be tasked with the presentation of its justified proposals to the election year Autumn Meeting for the persons to be elected as the Chairperson, Vice Chairpersons and other members of the Executive Committee. Prior to this, the Election Committee must request proposals from Fingo members for candidates to the elected offices to be filled at the election year Autumn Meeting.

Executive Committee members may not be appointed as members of the Election Committee. The Election Committee may not propose its members to elected offices filled at an Autumn Meeting. Where necessary, rules of procedure for the Election Committee may be adopted by a General Meeting.

### 14. Convening of and registration for General Meetings

The Executive Committee shall convene the General Meetings by sending a letter of notice to the Fingo members by email to the email address provided by each member no later than two weeks prior to the meeting. The notice shall specify the items on the agenda, and the documents relating to the consideration of items must be sent with the notice. In addition, the letter of notice and the items and documents on the agenda shall be made available on the Fingo website. Registration shall take place at least 14 days prior to the meeting.

### 15. Right to propose motions at General Meetings

Where a member wishes to propose an item for inclusion on the agenda of a Spring or Autumn Meeting, the member shall submit the proposal in writing to the Executive Committee by 15 March for the Spring Meeting and by 15 September for the Autumn Meeting.

### 15. Ordinary meetings

The Spring Meetings shall cover the following:

1. opening of the meeting by the Chairperson of the Executive Committee or, where the Chairperson is prevented from attending to their duties, by one of the Vice Chairpersons;
2. election of the chair, secretary, two scrutineers of the minutes and two tellers for the meeting;
3. verification of the quorum and validity of the meeting;
4. approval of the agenda for the meeting;
5. discussion of the Executive Committee's report of Fingo's operations and finances for the previous calendar year;
6. presentation of the financial statements and the auditors' report;

7. decision upon the adoption of the financial statements and the discharge of the Executive Committee Members and other responsible parties from liability;
8. in election years, appointment of the Election Committee referred to in Article 13 above for the preparation of elections that are to take place at Fingo's Autumn Meeting, including the nomination of candidates;
9. discussion of any other items specified in the notice of the meeting.

The Autumn Meetings shall cover the following:

1. opening of the meeting by the Chairperson of the Executive Committee or, where the Chairperson is prevented from attending to their duties, by one of the Vice Chairpersons;
2. election of the chair, secretary, two scrutineers of the minutes and two tellers for the meeting;
3. verification of the quorum and validity of the meeting;
4. approval of the agenda for the meeting;
5. adoption of the Action Plan for the following year and the budget for the following financial year as well deciding upon the amount of the membership dues for the following calendar year;
6. every other year, the election of the Chairperson and Vice Chairpersons and other members of the Executive Committee;
7. every four years, the appointment of one auditor, as well as one deputy auditor if the auditor is not an audit firm referred to in sections 6 and 5 of the Auditing Act, for the following four calendar years;
8. discussion of any other items specified in the notice of the meeting.

#### 16. Executive Committee

The Executive Committee shall attend to the affairs of Fingo.

The Executive Committee shall be elected by the Autumn Meeting.

The Executive Committee shall comprise the Chairperson, two Vice Chairpersons and 6-8 other members.

The Chairperson, Vice Chairpersons and members of the Executive Committee shall be elected for two calendar years at a time. Each member may be elected for a maximum of two consecutive terms. However, a member of the Executive Committee may be elected as the Chairperson for two consecutive terms even if they have already been a member of the Executive Committee prior to having been elected as the Chairperson.

#### 17. Convening of Executive Committee meetings

Fingo Executive Committee meetings shall be convened by the Chairperson or, where the Chairperson is prevented from attending to their duties, by one of the Vice Chairpersons.

The manner of convening shall be decided upon by the Executive Committee at the beginning of its term.

Executive Committee meetings shall also be held whenever found necessary by the Chairperson or one of the Vice Chairpersons or where requested by

at least half of the members of the Executive Committee.

In such cases, the Executive Committee meeting shall discuss the matters for which it was convened.

#### 18. Executive Committee quorum and decision-making

At least half of the members of the Executive Committee, including the Chairperson or one of the Vice Chairpersons, present shall constitute a quorum.

Votes shall be decided by a simple majority. Where votes are equal, the chair of the meeting shall have a casting vote, excluding elections in which case the decision shall be determined by lot.

#### 19. Executive Committee's duties

1. Implementing the decisions made by General Meetings;
2. developing Fingo's activities and safeguarding its interests and rights;
3. keeping a list of members and deciding on the acceptance and expulsion of members;
4. appointing and, where necessary, dismissing Fingo's Executive Director and, on the Executive Director's proposal, confirming the appointments of other senior officials;
5. adopting the Management Charter and supplementary rules and regulations concerning Fingo's management and administration;
6. attending to the management of Fingo's finances and assets and the appropriate depositing of funds;
7. formulating the Fingo strategy and presenting the strategy to the Fingo Autumn or Spring Meeting;
8. drawing up Fingo's annual plan and budget and presenting the annual plan and budget to the Fingo Autumn Meeting;
9. producing the annual report and financial statements and submitting the accounts to the financial auditors, and presenting the annual report and financial statements as well as the auditors' report in addition to the Executive Committee's own statement to Fingo's Spring Meeting.

#### 20. Working Committee

Fingo's Working Committee shall comprise the Executive Committee's Chairperson, two Vice Chairpersons or two Executive Committee members elected to the role by the Executive Committee, and Fingo's Executive Director.

The Executive Committee shall appoint the Working Committee for one calendar year at a time.

The Chairperson of the Executive Committee shall chair the Working Committee. If the Chairperson or one of the Vice Chairpersons is temporarily prevented from participating in the activities of the Working Committee, the Executive Committee may appoint one of its members to the Working Committee for the period of prevention from participation.

The Executive Director shall act as the Secretary of the Working Committee.

Working Committee meetings shall be convened by the chair. A minimum of three (3) Working Committee members shall constitute a quorum. The Working Committee shall decide on matters by a simple majority. Where votes are equal the chair shall have a casting vote.

#### 21. Working Committee's duties

The Working Committee shall have the following duties:

1. preparing matters that are not to be prepared by other bodies for consideration by the Executive Committee;
2. preparing key matters relating to collaboration;
3. adopting Fingo's management and administration guidelines supplementing the Management Charter;
4. accepting officials not included in annual plans and budgets adopted by the Executive Committee;
5. acting as Fingo's operational/administrative governance environment;
6. attending to other matters transferred to and duties assigned to the Working Committee by the Executive Committee.

#### 22. Right to sign for Fingo

The Chairperson of the Executive Committee, one of the Vice Chairpersons of the Executive Committee or the Executive Director shall sign documents for Fingo, on each occasion with two of these persons signing jointly or with one of these persons signing jointly with another Fingo official appointed by the Executive Committee.

#### 23. Financial year

Fingo's financial year shall be the calendar year.

#### 24. Amendments to By-Laws and winding up of Fingo

These By-Laws may be amended if such a motion presented to an ordinary General Meeting is supported by a minimum of two thirds (2/3) of the votes cast. A decision to wind up Fingo must be made by two General Meetings held at the interval of at least one month and shall require a majority of at least three quarters (3/4) of the votes cast.

The notice convening the meeting shall specify that an amendment to the By-Laws or the winding up of Fingo will be on the agenda.

In the event that Fingo is wound up, its assets must be used to benefit activities serving Fingo's purpose in accordance with the decision made by the latter General Meeting deciding upon the winding up.

#### 25. Electronic attendance

A General Meeting may decide that Fingo's General Meetings may also be attended via a telecommunications connection or other technological device during or prior to the meeting. The opportunity for such attendance must be mentioned in the notice of the meeting.

A General Meeting may issue further provisions concerning electronic attendance and the exercise of the right to propose motions in Fingo's rules of procedure concerning voting and elections adopted by the General Meeting.