

THE RULES OF FINANCE FINLAND

Approved by the Finnish Patent and Registration Office on 8 July 2022

Section 1 – Name

The name of the association is Finanssiala ry (Finance Finland), hereinafter referred to as “the association”. The association is domiciled in Helsinki.

Section 2 – Objective and responsibilities

The association shall operate as a central organisation and a cooperation body for the financial services sector.

The role of the association is to improve both general and common operating conditions in private-sector finance and insurance and other financial services, to defend the interests of its members and to engage in lobbying on both industry policy and labour market policy issues in the financial services sector.

To achieve its objective, the association shall, e.g.

- represent its members and defend its members’ interests in legislative and economic policy issues;
- represent the financial services sector on international bodies;
- defend on its part the public image of the financial services sector;
- create a framework for cooperation between members within the scope allowed by competition legislation;
- monitor working conditions in the financial services sector and develop cooperation between its members and their employees;
- work to avoid and amicably settle conflicts between its members and their employees and support and assist its members during labour conflicts; and
- make agreements for the benefit of its members in matters relating to the members’ position as employers.

Section 3 – Membership

The association may be joined by legally competent entities engaging in the finance, insurance or securities industry.

Section 4 – Joining fee

Any member joining the association shall pay a joining fee. The amount of the joining fee for a credit institution or an insurance institution is €8,000. The joining fee payable by the other members amounts to €4,000.

No fee is charged to members who are only involved in the association’s lobbying in the field of labour market policies.

Section 5 – Membership subscriptions

The subscriptions annually charged by the association consist of a basic subscription, subscription for industry policy work, subscription for labour market policy work, and subscription for Confederation of Finnish Industries (EK) membership.

Basic subscription

The basic subscription is determined as follows:

- The basic subscription due from credit institutions amounts to €8,000;
- The basic subscription due from insurance institutions other than authorised employee pension insurers amounts to €8,000;
- For the purpose of determining the basic subscription due from an authorised employee pension insurer, the association's autumn meeting adopts the total amount of basic subscriptions charged annually to authorised employee pension insurers in such a manner that the total amount of all the different subscriptions charged to authorised employee pension insurers to cover the association budget equals the percentage accounted for by the 2021 subscriptions charged to authorised employee pension insurers of the total amount of subscriptions charged to all members of the association in 2021. The basic subscription due from an authorised employee pension insurer is determined as a percentage of the total amount of basic subscriptions charged to authorised pension insurers in such a manner that the percentage equals the insurer's share of the total amount of premiums written by authorised employee pension insurers in the calendar year concerned;
- The basic subscription charged to the other members amounts to €4,000;
- For the purpose of calculating the basic subscription, members who are part of the same financial group, conglomerate or amalgamation are considered to constitute one member and the total amount of basic subscriptions due from such grouping is a maximum of €10,000. Authorised employee pension insurers and fund management companies are excluded when the total amount of basic subscriptions is calculated. The basic subscription payable by an individual member that is part of such grouping shall equal the amount obtained by dividing the €10,000 by the number of entities in the grouping that are members of the association.

Subscription for labour market policy work

Subscription for labour market policy work is charged to cover expenses arising from the association's lobbying in the field of labour market policies. The subscription is determined as a percentage of wages paid to persons employed by the member in the preceding calendar year.

Subscription for industry policy work

Any part of the adopted budget amount that is not covered by the total of the joining fee, basic subscription and subscription for labour market policy work shall be covered by a subscription for industry policy work, which is determined on the basis of wages paid to persons employed by the members in Finland in the preceding

calendar year in such a manner that the amount of a member's subscription for industry policy work equals the member's share of the total amount of wages paid by all members of the association.

For the purpose of calculating the subscription for industry policy work, members who are part of the same financial group, conglomerate or amalgamation are considered to constitute one member. The amount of the subscription due from a member that is part of such grouping is determined as a percentage of the subscription charged for industry policy work to the grouping in such a manner that the percentage equals the member's share of the total amount of wages paid by all members that are part of the grouping.

On the proposal of the relevant Executive Committee, the Board of the association may determine budgeted special expenses to be included in the subscription charged for industry policy work to members engaging in the industry concerned, in accordance with the criteria applied to the calculation of the subscription for industry policy work. The special expenses incurred by the payment systems area shall be allocated among the operating bodies that are involved in the activities according to the volume of payment transactions in a manner to be determined in more detail by the Board, and the special expenses incurred in investment fund activities shall be allocated according to the number of investment funds in a manner to be determined in more detail by the Board.

No subscription is charged for industry policy work to members who are only involved in the association's lobbying in the field of labour market policies.

Total amount of basic, labour market policy work and industry policy work subscriptions

The total amount of basic subscriptions, subscriptions for labour market policy work and subscriptions for industry policy work charged to a member, or members who are part of the same financial group, conglomerate or amalgamation, may not equal more than 17.5% of the total amount due to the association in subscriptions from all members. Any amount in excess of this is included in the subscriptions charged for industry policy work to the other members, calculated in accordance with the criteria applied to the calculation of the subscription for industry policy work.

Subscription for EK membership

The subscription charged by the association includes a subscription for EK membership, which covers the costs incurred from the association's membership in the Confederation of Finnish Industries EK. The amount of EK membership subscription is determined in percentages from the association member's annual value added and payroll.

Section 6 – Meetings of the association

The spring meeting of the association shall be held before the end of May, and the autumn meeting before the end of December. An extraordinary meeting of the association shall be held whenever the association meeting so decides or the Board sees reason therefor or when at least 1/10 of the membership so request in writing because of an issue announced by them.

Notice of the regular meetings shall be sent by mail, email or fax to each member to the address indicated by the member not later than 14 days before the meeting. Notice of any other meeting shall be sent by the same means not later than seven days before the meeting. The issues to be discussed at the meeting shall be mentioned in the notice.

Section 7 – Voting rights

Each member shall hold one vote (basic vote) at the association meetings and one extra vote per every subscription that makes up a full percentage point of the total amount of subscriptions paid in the preceding year. If a member is part of a financial group, conglomerate or amalgamation, the member's basic vote shall be a fraction which reflects the member's share of the number of association members included in the alliance. No one may exercise votes representing more than one seventh of the votes represented at the meeting.

A member entity's managing director or, if he/she is prevented, deputy to the managing director shall be entitled to represent the entity without a power-of-attorney. Beyond this, no member may be represented by any person other than that specifically authorised thereto. Besides sending a representative with voting rights, a member may have the meeting attended by other representatives with only voice but no vote at the meeting.

Section 8 – Meeting agendas

The spring meeting shall:

1. receive the financial statements, annual report, and auditors' report;
2. pass a resolution on the adoption of the financial statements and granting of discharge from liability to the Board and other accountable parties;
3. discuss any other issues presented by the Board and any questions raised by members and reported to the Board not later than March 1.

The autumn meeting shall:

1. confirm the number of the members of the Board;
2. elect members of the Board;
3. elect an auditor and a deputy auditor
4. confirm the budget and subscriptions; and
5. discuss any other issues presented by the Board and any questions raised by members and reported to the Board not later than March 1.

Section 9 – The Board

The Board of the association shall comprise a minimum of 8 and a maximum of 10 members elected at the autumn meeting for two calendar years at a time. The term of office of a member begins immediately after the annual meeting at which the member was elected. The Board shall elect from among its members a Chairman and two Vice Chairmen.

Convened by the Chairman, Vice Chairman or Managing Director, the Board shall constitute a quorum when at least one half of the members are present. All questions shall be resolved by a simple majority of votes. If the votes are equal, the Chairman's opinion shall be decisive in all cases other than elections, which are decided by lot.

Section 10 – Responsibilities of the Board

The Board shall, e.g.

- run the association's business in accordance with these Rules and be responsible for the preparation of the association meetings and for the implementation of resolutions passed at the meetings;
- decide on admission as members to the association;
- appoint and discharge the Managing Director and heads of divisions and determine the conditions of their employment;
- appoint executive committees for the different sectors and define their responsibilities; and
- decide on activities for which members are charged a subscription to cover special expenses.

Section 11 – Managing Director

In accordance with guidelines and instructions issued by the Board, the Managing Director shall be responsible for running the association's business.

Section 12 – Signing for the association

The persons authorised to sign for the association shall be the Chairman, the Vice Chairmen, the Managing Director and any officer of the association appointed thereto by the Board, any one of them alone.

Section 13 – Financial statements

The association's financial year shall equal the calendar year. The financial statements and annual report shall be forwarded by the Board to the auditors by the end of March and the auditors shall give their report to the Board well in advance of the spring meeting.

Section 14 – Withdrawal from the association

Any member withdrawing from the association shall notify the association or its Chairman of the withdrawal in writing. The membership is terminated within six months of the date of such notice on the first day of January or July, whichever comes first.

Section 15 – Dissolution and winding up

If the association is dissolved or wound up, any remaining assets shall be used for the advancement of the association's objective in the manner determined by the last meeting of the association.