

By-Laws of Canadian Friends of Finland

Name

1. The name of the Corporation shall be "Canadian Friends of Finland".

Corporate Seal

2. The seal of the Corporation shall be in such form as shall be prescribed by the Directors of the Corporation.

Head Office

3. The Head Office of the Corporation shall be located in the City of Toronto, in the Province of Ontario, Canada.
4. The Corporation may establish such other offices and agencies elsewhere within Canada as the Board of Directors may deem expedient by resolution.

Objects

5. The objects and purposes of the Corporation are:
 - (a) to develop, promote and encourage friendly relations between the peoples of Finland and Canada, and to foster and extend friendly relations between individuals interested in Finnish-Canadian relations;
 - (b) to provide a network of contacts among Canadians interested in Finland by encouraging and/or sponsoring social, cultural and educational events;
 - (c) to provide contacts and to work as an intermediary between Canadian and Finnish cultural, academic and scientific groups;
 - (d) to initiate and support cultural, academic and scientific exchanges and programmes, and to set up and administer a fund for such purposes;
 - (e) to co-operate with other organizations having similar objectives.

Limitation

6. The Corporation is a non-sectarian, non-political and non-profit organization. The organization shall not, as such, join any other organization as a member.

Conditions of Membership

7. There shall be three (3) classes of membership:
 - (a) Regular members consisting of individuals resident in Canada or elsewhere;
 - (b) Life members consisting of individuals anywhere who pay the membership fee for life members as set by the Corporation;

(c) Honorary members consisting of individuals admitted as Honorary members for a period of one year upon unanimous vote of the Board of Directors. Honorary members shall be exempt from membership fees and shall have all the rights and privileges of Regular members except the right to vote.

8. The membership fees shall be as prescribed annually by the Board of Directors subject to the approval of members at the Annual General Meeting.

9. Regular members and Life members shall each be entitled to one vote, which may be exercised in person or by proxy.

10. Admission to membership shall be subject to approval by the Board of Directors or its designated membership committee.

11. Any member whose membership fees remain unpaid for a period of ninety (90) days following receipt of a statement of fees due and payable may be declared delinquent and may therefore forfeit his/her membership.

12. Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the Secretary of the Corporation.

13. Any member may be required to resign by a vote of three-quarters of the members at an Annual General or Special Meeting if the actions of the member in any way reflect negatively on the aims and values of the Corporation.

Meetings of Members

14. The Annual General Meeting of the Corporation shall be held at such date, time and place as the Board of Directors may appoint, provided such Annual General Meeting shall be held each fiscal year and normally in the month of June, the time to be determined at the discretion of the Board of Directors. Written notice of the meeting shall be sent to all classes of members; by mail to those members requesting this method at least twenty-one to sixty (21-60) days prior to such Annual General Meeting and by other electronic communication means to those members requesting this method at least twenty-one to thirty-five (21-35) days prior to such Annual General Meeting. The notice of the meeting shall indicate that the annual financial statements of the Corporation are available at the registered office.

15. Special Meetings of the Corporation may be called by resolution of the Board of Directors, or upon written request of not fewer than fifteen (15) members entitled to vote and in good standing, or five (5) percent of all members entitled to vote and in good standing, whichever is less, addressed to the Secretary of the Corporation. Written notice of such Special Meeting shall be sent to all classes of members; by mail to those members requesting this method at least twenty-one to sixty (21-60) days prior to such Special Meeting and by other electronic communication means to those members requesting this method at least twenty-one to thirty-five (21-35) days prior to such Special Meeting. At such meeting no business other than that stated in the notice shall be transacted.

16. Fifteen (15) voting members in good standing, present in person or represented by proxy, shall constitute quorum for the transaction of business at any Annual General or Special Meeting of the Corporation.

Board of Directors

17. The property and business of the Corporation shall be managed by a board of fourteen (14) directors of whom five (5) shall constitute a quorum.

18. The directors shall be elected by the members entitled to vote at an Annual General Meeting. The term of office of directors shall be two (2) years and they shall be eligible for re-election when that term expires. A director whose term is expiring shall remain in office until the close of the meeting at which a successor is due for election.

19. The office of director or an officer shall be automatically vacated:

(a) if a director or officer shall resign office by delivering a written resignation to the Secretary of the Corporation;

(b) if at a Special Meeting of members a resolution is passed by a majority of the members present at the meeting that director or officer be removed from office;

(c) on death of the director or officer;

(d) if the director or officer is found to be lunatic or becomes of unsound mind;

(e) if the director or officer becomes bankrupt or suspends payment or compounds with his/her creditors.

If any vacancy occurs by reason of the above, the Board of Directors may by resolution appoint a member in good standing as a director to hold office until the next Annual General Meeting, except that a vacancy created by removal of director under paragraph 19.(b) may be filled at the Special Meeting of members where the director was removed by members.

20. Meetings of the Board of Directors may be held at any time and place to be determined by the directors provided that five (5) days' notice of such meeting shall be sent in writing to each director. No formal notice shall be necessary if all directors are present at the meeting or waive notice thereof in writing.

21. Directors, as such, shall not receive any remuneration for their services.

22. The directors may exercise all such powers of the Corporation as are not by the Canada Not-for-profit Corporation Act or by these by-laws required to be exercised by the members at general meetings.

23. The Board of Directors shall have the power to make expenditures for the purpose of furthering the objects of the Corporation and may, by resolution, delegate to an officer or officers of the Corporation the right to employ and pay salaries to employees.

24. The Board of Directors shall take such steps as they may deem requisite to enable the Corporation to receive donations and benefits for the purpose of furthering the objects of the Corporation.

Officers

25. The officers of the Corporation shall be President, Vice-President, General Secretary, Membership Secretary, Recording Secretary and Treasurer, and such other officers as the Board of Directors may by by-law determine.

26. The officers shall be elected annually by the Board of Directors following the Annual General Meeting of the members except that the President and Vice-President shall hold office for a period of two (2) years each. Subject to any vacancy, the offices of President and Vice-President shall be ladder positions with the holder of the office of Vice-President succeeding to the position of the President when the holder's two-year term as Vice-President expires. While the offices of Membership Secretary and Recording Secretary need not be held by directors of the Corporation, all other officers must be directors.

27. The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.

28. The remuneration of all agents and employees shall be fixed by the Board of Directors by resolution.

Indemnities to Directors and Others

29. Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against:

(a) all costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of his/her office or in respect of any such liability;

(b) all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

No director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for any loss, damage, or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed or invested or for any loss or damages arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss occasioned by an error of judgement or oversight on his/her part or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his/her respective office or trust or in relation thereto unless the same shall happen by or through his/her own willful act or default.

Duties of Officers

30. The President shall be the chief executive officer of the Corporation. He/she shall preside at all meetings of the Corporation and the Board of Directors. He/she shall have at such meetings, in the event of a tie-vote on any issue, the right to cast an additional ballot to break the tie. He/she shall be responsible for the general direction and control of the Corporation in accordance with its objectives. He/she shall see that all resolutions and decisions of the Board of Directors are put into effect; shall sign all instruments and documents requiring his/her signature; and shall have such other powers and duties as may from time to time be assigned by the Board of Directors.

31. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him/her by the Board of Directors.

32. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation and in such depositories as may be designated by and shall render to the President and directors at a meeting of the Board of Directors, when required to do so, an account of all his/her transactions as Treasurer and of the

financial position of the Corporation. He/she shall also perform such other duties as may from time to time be determined by the Board of Directors.

33. The General Secretary shall attend all sessions of the Board of Directors and all meetings of the members and, with assistance of the Recording Secretary, act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He/she shall give or cause to be given notice of all such meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he/she shall be. He/she shall be the custodian of the seal of the Corporation, which he/she shall deliver only when authorized by a resolution of the Board of Directors to do so and to such a person or persons as may be named in the resolution.

Committees

34. The Board of Directors may create such committees of members as may be required from time to time to carry out the objects of the Corporation. Such committees shall have powers and authority only within the terms of reference and functions assigned to them by the Board of Directors at the time of their creation. Such committees shall cease to function on the termination of their assignments, if specific, or at the next Annual General Meeting of members.

Amendments

35. The by-laws of the Corporation may be replaced or amended by by-law enacted by a majority of directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds of the members present or by proxy at a meeting duly called for the purpose of considering the said by-laws.

36. Members may appoint as their proxy any other member to vote at any Annual General or Special Meeting.

37. At all meetings of members of the Corporation every question shall be determined by a majority of votes unless otherwise specifically provided by The Canada Not-for-profit Corporations Act or by these by-laws.

Fiscal Year

38. The fiscal year of the Corporation shall be the calendar year.

Auditors

39. The members shall at each Annual General Meeting appoint an auditor to audit the accounts of the Corporation to hold office until the next Annual General Meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors, unless fixed by members at the Annual General Meeting.

Signature and Certification of Documents

40. Contracts, documents, or any instruments in writing requiring the signature of the Corporation shall be signed by any two of the President, Vice-President, Treasurer and General Secretary, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The directors shall have power from time to time by by-law to appoint an officer or officers on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing. The

seal of the Corporation when required may be affixed to contracts, documents and instruments in writing as aforesaid by any officer or officers appointed by resolution of the Board of Directors.

41. Cheques and payments of the Corporation of less than \$500 must be authorized by at least one officer of the Corporation. Cheques and payments of the Corporation of \$500 or more must be authorized by at least two officers of the Corporation.

Winding-up of the Corporation

42. Any property remaining on liquidation of the Corporation, after discharge of liabilities, shall be distributed to one or more qualified donees in Canada within the meaning of subsection 248(1) of the Income Tax Act.

Pecuniary Gain

43. The Corporation is to carry on its operations without pecuniary gain to its members and any profits or other accretions to the Corporation are to be used in promoting its objects.

Rules and Regulations

44. The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only to the next meeting of members of the Corporation when they shall be confirmed, and in default of confirmation at such Annual General Meeting of members shall at and from that time cease to have force and effect.

IN WITNESS WHEREOF we have hereunto set our hands at the City of Toronto this 4th day of May 2015.

Applicants:

(Revised to comply with the Canada Not-for-profit Corporations Act.
The revisions were approved by the CFF Board of Directors in a meeting on May 4, 2015.)