



European ProClusters
Association

BYLAWS

1. Name and Domicile

The name of the association is European ProClusters Association. The domicile of the Association is the City of Helsinki (Finland).

2. Purpose and activity

The purpose of the Association is to foster and enhance the European cluster culture, to strengthen cluster executive skills and to improve cluster cooperation knowledge and competencies of enterprises, governmental structures, educational institutions and business support organisations, and especially of cluster consultants, facilitators and practitioners.

The Association's long term goal is to positively influence in the existing values surrounding entrepreneurship, society and intellectual capital. The Association will play an active role in initiating and continuously accelerating the implementations of national and international cluster based initiatives. The most important practical role of the Association is to stimulate the cluster related education and support activities and certify all cluster stakeholders in their work and provide them with information on latest cluster know-how, methodologies and development tools.

For achieving the goals, the Association will continuously improve and produce methodologies and tools, offer training and information services, organize conferences, presentations, seminars, study tours and workshops for cross-border networking and promote coherent leadership culture through research, training, information provision and dissemination activities. In order to effectively practice various training, information provision and publishing activities the Association can establish sub-divisions.

The Association will initiate new cluster project activities at national and international level and apply for sponsoring and/or financing to the relevant institutions. The Association will further take part in tenders by funding agencies which promote and assist the creation of cluster cooperation.

Additionally, the Association is allowed to receive such financial support like testaments and donations, and maintain fixed assets if applicable.

3. Membership

All members of the Association are approved by the Executive Committee. Permanent member status can be given to a natural person, or to an Association, company or foundation having legal capacity. Also foreign members can be accepted as a permanent member, as long as they have legal capacity and meet the requirements of the Association and have accepted the regulations of the Association.

The most preferred permanent members are those applicants having the ProCluster® certificate. Executive committee is anyhow allowed to take a non-certified member, when reason being that the non-certified member will be a valuable resource for the Association due to the members' professional skills or social connections.

The Association can also have contributory or passive members. Passive member's role is to support the Association without participating in the actual decisions or operations of the Association. A natural person or an Association having legal capacity can be accepted as a contributory member, as long as they have accepted the regulations of the Association.

The membership is applied from the Executive committee by written format. Executive committee can also invite a suitable member candidate for the Association.

By the decision of the Executive committee, a specially distinguished person can be invited as a honorary member of the Association.



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4. Cancellation of membership

A member can resign from the Association either by providing the resignation letter to the Executive committee or chairperson by writing, or by asking to include his/her resignation announcement in the meeting minutes of the Association.

Executive committee is allowed to cancel the membership in the following situations: member has neglected to pay the membership fee, member has acted against the principles, values or regulations of the Association or member is no longer fulfilling the legal requirements of the membership.

5. Liabilities of members

The annual membership fee for permanent and passive members is decided on the annual general meeting of the Association. Membership fee can differ per membership type. Honorary members are not obliged to pay the membership fee.

6. Executive Committee

Executive committee has the legal and decision-making power in the Association. Executive committee consists of a chairperson, eight to twelve (8-12) permanent members and eight to twelve (8-12) deputy members.

The term of office of the Executive Committee is two years. Chairperson's position is valid for one term.

Amongst the Executive committee a deputy chairperson is selected. A secretary, treasurer and other necessary representatives are nominated.

Executive committee has the power to decide about establishing separate legal organs or business names in order to meet the purpose and develop the operations of the Association.

Executive committee meetings are called by the chairperson's or the deputy chairperson's invitation. Meeting can be called whenever seen necessary by the above mentioned parties, or when the majority of the Executive committee members have requested a meeting to be held.

Executive committee has the decision-making power in a meeting when at least half of the members, including chairperson and deputy chairperson, are present. Voting results are validated by majority of votes. In case of even amount of votes chairperson's vote counts for the result. In case of even amount of votes in an elections situation, the result is chosen by lot.

7. Persons entitled to sign the name of the association

The persons allowed to sign the name of the Association are the chairperson and the deputy chairperson of the Executive committee, secretary and treasurer, and always with two of the above mentioned signatures together.

8. Accounting period and auditing

The accounting period of the Association is a calendar year.

The statutory annual accounting documents, including annual report from the Executive committee, must be given to the auditor at least five weeks prior to the annual general meeting. Auditors must provide the Association with a written auditor's statement three weeks prior to the annual general meeting.



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9. Ordinary meetings

The annual general meeting is held during a period between 1st of January and 31st of May. The exact meeting date is set by the Executive committee.

An additional meeting can be held whenever it has been decided in a previously held meeting, or when decided by the Executive committee, or when minimum tenth (1/10) of all vote holders have requested an additional meeting from the Executive committee (in writing and including the purpose of the meeting).

The additional meeting is to be held in 30 days after the request is raised to the attention of Executive committee.

Every member has one vote in the meetings of the Association.

Voting results are validated by majority of votes, unless otherwise stated in the regulations. In case of even amount of votes, chairperson's vote counts for the result. In case of even amount of votes in an elections situation, the result is chosen by lot.

10. Manner of and period for convening a meeting

Convening a meeting for all members of the Association must be done by the Executive committee minimum 14 days prior to the meeting date. The manner of convening must be evidential, for example by posted letter or e-mail.

11. Annual general meeting

Annual general meeting will consist of minimum of these agenda items:

1. opening call of the meeting
2. selecting a chairperson, secretary, two scrutinizers of the minutes and if necessary, two persons responsible for counting votes for the meeting
3. verifying the legality and quorum of the meeting
4. approving the meeting agenda
5. presenting the statutory annual accounting documents, annual report and the auditor's statement
6. decision about confirming the annual accounting and discharging the current Executive committee and other relevant parties from liability
7. approvals of the operative plan, budget and membership fees for the next accounting period
8. selecting, every second year, a chairperson and applicable members for the next term
9. selecting one or two auditors and a deputy auditor for each auditor
10. issuing of other agenda items

In case a member is requesting an additional agenda item for the annual general meeting, he/she must make such request early enough and in written for the Executive committee, in order to have the agenda item included in the meeting invitation.

12. Changes in the regulations and use of assets in case of dissolution

Decisions regarding changes in Association's official regulations must be validated in an Executive committee meeting by a three fourths (3/4) majority. If the following items are to be handled in a meeting, the meeting invitation must include them as agenda items: changes in the Association's official regulations or dissolution of the Association.

In case of dissolution of the Association and regarding the usage of any assets belonging to the Association, the dissolution meeting will decide how the funds and assets would be used in an appropriate way to in order to continue serving the purposes of the Association in the future.
