

Finnish Patent and Registration Office

Trade Register

Community Code of Conduct

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Company: Pitäjänmäen Osuusruokala

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Pitäjänmäen Osuusruokala Code of Conduct

1§ Company name and location

The Cooperative name is Pitäjänmäen Osuusruokala and it is located in Helsinki, Finland.

2§ Industry

The Cooperative practices restaurant business, café and cafeteria business, trade in vending machines and other automatic machines, as well as education, teaching and consultation in the field of restaurant business.

3§ Subsidiary

The cooperative cannot establish business related subsidiaries.

4§ Services of the Cooperative

The Cooperative provides services also to customers who are not members of the cooperative. The business can be limited to members only with an executive decision of the board.

5§ Membership of the Cooperative

To join the Cooperative, the applicant must be employed by ABB in an open-ended or a minimum of one year fixed-term contract. Membership applications must be submitted to the board of the Cooperative.

6§ Termination of a Membership

A member has the right to terminate their membership by notifying the board with a written declaration. The termination will come into effect once the board has received the declaration. A membership will be terminated without a declaration, when a member is no longer employed by ABB.

7§ Expulsion of a Member

A membership can be revoked if

- (1) The member is unable to fulfill the obligations outlined by the law and the community code of conduct.
- (2) The member has caused substantial harm to the Cooperative, or evidently functioned against the interests and purpose of the Cooperative.

Expulsion is decided by the board.

A member has a right to complain about the board's decision regarding their expulsion.

8§ Membership Fees

The Membership fee is 2€. A member can reclaim one share of the Cooperative. The membership fee is paid in the context of establishing the membership.

9§ Funds of the Cooperative

The cooperative must obtain a reserve fund. 5% of the annual surplus on the balance sheet, of which the operating losses in the balance sheets of previous financial years has been reduced, is to be transferred to the reserve fund. The accumulation of the reserve fund must continue as long as it contains the minimum of 1/100 of the grand total of the balance sheet and is over 2 500 euros.

The cooperative also obtains a contingency fund.

10§ Allocation of Surplus

After funds have been transferred to the reserve fund according to the code of conduct, at least 10% of the surplus will be transferred to the contingency fund.

11§ The Use of Funds to Cover Operating Loss

The funds are used to cover operating loss following the 8th chapter of the Cooperatives Law.

12§ The Board of the Cooperative and Administration

The board of the Cooperative consists of six (6) members and two deputy members. The term of board members lasts for two years. The Board elects a President, Vice President, Secretary and a Vice Secretary. These responsibilities are assigned annually by the board to members of the board. To reach the minimum threshold for decision making the President or the Vice President as well as half of the Board members need to present.

13§ Responsibilities of the Board

The board represents the cooperative and handles the matters of the cooperative, unless they are in this document or under the law assigned to another body.

- (1) Acceptance of membership applications
- (2) Assign and dismiss officials and assign their emoluments, unless the task is assigned to another body.
- (3) Prepare the agenda for the cooperative's assemblies
- (4) Oversee the implementation of the resolutions of the cooperative assemblies
- (5) Follow the procedure of the board and update it when required

14§ Signing for the Cooperative

The cooperative name is signed by two board members together. The signing for the cooperative can also take place when a person with the right to sign for the company signs it together with the members of the board.

15§ The Chief Executive Officer

The Cooperative has a Chief Executive Officer (CEO), who manages the company, under the supervision of the Board and following the directions and decisions of the Board. When the CEO is unavailable, their tasks are assigned to another person by the Board.

16§ Financial Statement

The financial term of the cooperative is one calendar year. The materials of the financial statement and annual report are to be delivered to the Cooperative's accountant at least a month before the Spring Assembly of the Cooperative.

17§ Audit of the Accounts

The accountant selected to complete the audit must have completed the Finnish KHT (authorized by The Finland Chamber of Commerce) or HTM (authorized by the Chamber of Commerce) degree. The accountant is to deliver the audit report at least a week before the Spring Assembly of the Cooperative. Other aspects of the audit are to follow the Cooperatives Law and the Auditing Act.

18§ Assemblies of the Cooperative

The official cooperative assemblies are held twice a year. The date of the assembly is determined by the board in the spring before the end of June and in the autumn before the end of November. The assembly elects a President, a Secretary and two Examiner of the Minutes.

The names of the attending Cooperative members, as well as how the Cooperative members were invited to the event are to be listed in the minutes.

Each member of the Cooperative has one vote, and the decisions of the assembly are based on absolute majority. The tie breaker is the vote of the President in all votes except for elections where the winner is decided by lottery. Ballot voting is used in elections. In other voting, the assembly will follow the regulations in Cooperatives Law.

§19 Invitation to Assembly

Invitations to the Cooperative's Assembly are delivered to the members in a written note, which will be placed on the notice board of the Cooperative office a week before the assembly. Other information regarding the cooperative will be delivered to the members in the same manner and in the same time as the invitation.

§20 Official Spring Assembly

The Spring Assembly will address the following issues:

- (1) Presentation of the annual report, the financial statement, the balance sheet and the audit report.
- (2) Vote on the confirmation of the balance sheet
- (3) Vote on the admittance of freedom of responsibility to the Board and the CEO, and other measures if the administration of the preceding year or reports of it have given ground for such action.
- (4) Vote on the allocation of surplus
- (5) Address other issues listed in the invitation to the Assembly.

§21 Official Autumn Assembly

The Autumn Assembly will address the following issues:

- (1) Determine the compensation of the President of the Board, the Members of the Board and the Accountants
- (2) Biannually, the election of the members and deputy members of the Board
- (3) State or, if necessary, select an accountant who fits the criteria listed in this document
- (4) Address other issues listed in the invitation to the Assembly.

§22 Membership in Organizations

The Cooperative can join organizations within its line of business.

§23 Changing the Cooperative's Code of Conduct

Changing the Cooperative's Code of Conduct is conducted following the Cooperatives Law.

§24 Abolition of the Cooperative

The Abolition of the Cooperative is conducted following the Cooperatives Law.