

## Bylaws amendments to be decided in the spring general meeting May 6, 2021

Suggested amendments to the bylaws are mostly clarifications and improvements to the language.

There are two substantial changes:

Require new member applicants to sign the MyData Declaration (3.1 Admission of a Member)

~~Membership of the Association can be applied for by a~~ Any natural person or legal entity who wishes to promote the Association's purpose ~~purpose of the of the Association and, commit to following commits to follow these bylaws, and signs the MyData Declaration, may apply for Membership in the Association.~~

Explicit deadline for general meeting materials (10.4 Agenda for General Meetings)

The agenda followed at general meetings is compiled by the Board. If the members wish a particular matter to be decided or discussed at a general meeting, they must take the motion to the Board no later than fourteen (14) days before the meeting ~~Any motions for decision or discussion in a general meeting by the membership are to be submitted fourteen (14) days prior to the meeting.~~ The Board shall provide all the meeting materials to the membership no later than seven (7) days before the meeting.

# ARTICLE 1 – Name and Domicile of the Association

## 1.1 Legal Name

The name of the Association is MyData Global ry. (hereafter referred to as “the Association”).

## 1.2 Domicile

The domicile of the Association is Helsinki, Finland.

## 1.3 Governing Legislation

The Finnish Association Act governs the Association.

## 1.4 Language Policy

The Association is obliged to maintain up-to-date English-language versions of bylaws and meeting minutes of board meetings, general meetings and extraordinary general meetings of the Association.

## ARTICLE 2 – Purpose and Means

### 2.1 Purpose

The Association maintains, develops and promotes the MyData Declaration.

The purpose of the Association is to empower individuals by improving their right to self-determination regarding their personal data. The human-centric paradigm is aimed at a fair, sustainable, and prosperous digital society, where the sharing of personal data is based on trust as well as balanced and fair relationship between individuals and organisations.

### 2.2 Modes of activity

The Association operates globally and engages with a diverse group of stakeholders, including natural persons, companies, non-profits, academic institutions and public organisations.

The Association shall facilitate an open, participatory and collaborative environment for individuals and organisations pursuing the Association's purpose.

The Association offers a global framework for local, national, and international activities that accord with the purpose of the Association and for affiliated initiatives. The activities of the Association include promoting and developing international networks related to the purpose of the Association, conducting advocacy, collaboration with different stakeholders, influencing policy making, producing reports and conducting research, and implementing projects and services supporting the purpose of the Association.

To support its operations, the Association may receive donations and bequests as well as raise funds by organising collections, seminars, courses, and other events that support the purpose of the Association. The Association may own, buy, sell, and licence goods necessary for its operations as well as own tangible and intangible assets. In addition, the Association may engage in the following types of business activities that support its purpose: training, consulting, sale and manufacture of goods related to the purpose of the Association, organisation of events such as conferences, publishing, and certification.

## ARTICLE 3 – Members

### 3.1 Admission of a Member

Membership of the Association can be applied for by a natural person or legal entity who wishes to promote the purpose of the of the Association and commits to follow these bylaws.

The Board of the Association approves new members based on applications. Applications must be filed in the format currently approved by the Board.

Membership may not be transferred to another natural person or legal entity.

The Association's list of members is a public document and may be published online if so decided by the Board.

## 3.2 Membership Classes

The Association has two membership classes: 1) individual members (that are natural persons) and 2) organisation members (that are legal entities).

Rights and obligations of the member depend on the membership class. Class shall be determined at the time of membership admission.

Organisation members must authorize a natural person as their primary contact and representative in matters relating to the Association.

## 3.3 Admission Fee and Membership Fee

The Association may charge an admission fee and an annual membership fee.

Admission fees and annual membership fee categories for membership classes are defined and decided on in the autumn general meeting.

## 3.4 Resignation and Expulsion of a Member

To retain membership, all members shall pay their respective membership fee by its due date. A membership fee that remains unpaid after ninety (90) days of its due date is considered a resignation of the Association's membership.

A member may resign from the Association by notifying the Board in writing. A member may also resign by including such resignation to the minutes of a Meeting of the Association.

The Board may suspend or expel a member for violation of these bylaws, violation of the Association's internal regulations, action against the Association's purpose, behaviour contrary to the purpose or collective interest of the Association, or action that brings the Association into disrepute. Suspension and expulsion from the Association will take immediate effect after the decision to suspend or expel.

## ARTICLE 4 – Board of Directors

## 4.1 Board of Directors

The board of directors (hereafter “the Board”) manages the Association’s affairs and activities.

The Board is composed of a minimum of six (6) and a maximum of ten (10) principal members. For each of the principal board members, a personal alternate member shall be elected.

If a principal board member resigns or is removed during their term, their alternate will act as a board member for the rest of the term.

## 4.2 Board elections

The elections for members of the Board takes place in the autumn general meeting.

All members of the Board must be individual members of the Association. Any member may nominate any individual member as a candidate or their alternate for the Board. Board candidates may not be nominated as alternates for other board candidates.

## 4.3 Board Members’ Term of Office

The term of office for the Board members is two (2) fiscal years, and annually half or approximately half of the Board members are to retire.

A member can be a principal Board member for a maximum of two (2) consecutive terms.

## 4.4 Chair, Vice Chair and other officials

The Board will elect the chair and the vice chair from among the elected Board members and assign a Treasurer, a Secretary and other necessary officials from among or outside the elected Board members.

## 4.5 Board Meetings

The Board meets at the invitation of the chair or the vice chair or when at least half of the board's principal members request a meeting.

The Board is quorate when at least half of its members, including the chair or the vice chair, are present.



## 4.6 Remote Participation in Board Meetings

Remote participation in Board meetings shall be possible with telecommunication or other technical means. The Board will settle the exact mode of remote participation.

# ARTICLE 5 – Officers and Steering Group

## 5.1 Chief Executive Officer (CEO)

The Board may nominate a Chief Executive Officer. The authority delegated to the CEO will then be defined by the Board.

## 5.2 Steering Group

The steering group is responsible for assisting the Board in its oversight of the Associations' internal regulations and following the approved strategy.

The steering group shall conduct the annual performance audit and report it in the spring general meeting.

The steering group is responsible for reviewing candidates for the Board and steering group and their alternates and any position or committee membership in the Association that the Board requests a review.

When requested, the steering group shall submit to the Board a roster of candidates, including their Curriculum Vitae or similar, for election or appointment.

The Steering Group shall consist of four (4) principal members representing the association membership, two (2) from each membership class. The representatives of each membership class shall be elected among the Association's members at the autumn general meeting. For each of the principal Steering Group members, a personal alternate member shall be elected. Members of the Steering Group that are candidates for election cannot review the other candidates for that election.

In addition to the elected Steering Group members the Board shall appoint two members of the Board to serve also in the Steering Group.

The term of office for members of the steering group is one (1) year. A member can be a principal steering group member for a maximum of three (3) consecutive terms.

## ARTICLE 6 – Committees

### 6.1 Appointment of Committees

The Board may establish committees it deems necessary or appropriate to act towards the purpose of the Association. The Board shall define the scope, purpose, and duties for these Committees at the time of their establishment.

The Board has the right to change the members as well as the powers and duties of any committee that it has created and disband any such committees at its sole discretion.

## ARTICLE 7 – Fiscal Year and Auditing

### 7.1 Fiscal Year

The accounting period of the Association is the calendar year.

### 7.2 Financial Audit

The Association has one primary financial auditor and one deputy financial auditor. If the primary financial auditor is an auditing company, a deputy financial auditor is not necessary.

The financial statement and its supplements, approved by the board, must be submitted for auditing in due time.

# ARTICLE 8 – Power of Attorney

## 8.1 Chair, Vice Chair, Chief Executive Officer (CEO)

The chair, vice chair(s), and CEO may sign on behalf of the Association alone. The Board may give power of attorney to a Board member or one of its officials to sign on behalf of the Association alone.

# ARTICLE 9 – Internal Regulations

## 9.1 Internal Regulations

The general meeting may establish internal regulations for the Association that supplement these bylaws. In case of a conflict between the internal regulations and the bylaws, the bylaws shall be used.

Internal regulations are approved to be used in the general meeting. An English language copy of valid regulations is kept available electronically for all members of the Association.

# ARTICLE 10 – General Meetings of the Association

## 10.1 Regular General Meeting Times

A spring general meeting of the Association is to be held between March and June and an autumn general meeting between September and December, at a date and time specified by the Board.

## 10.2 Extraordinary General Meeting

An extraordinary general meeting is held if it is decided upon in a general meeting; in case the Board deems it necessary; or if at least one tenth (1/10) of the members, or 100 members, whichever is smaller, request it in writing in order to discuss a named issue.

## 10.3 Notice of General Meetings

The Board must give notice of general meetings by email and at the Association's website at least thirty (30) days before the meeting.

## 10.4 Agenda for General Meetings

The agenda followed at general meetings is compiled by the Board. Any motions for decision or discussion in a general meeting by the membership are to be submitted fourteen (14) days prior to the meeting.

At minimum, the following points shall be addressed in the spring general meeting:

- The annual report by the Board, the financial audit, and the statement of the accountants shall be presented
- The financial statement of the preceding year of activity is approved and the Board and others accountable for that fiscal period are relieved of responsibility
- The performance report as prepared by the oversight committee.

At minimum, the following points shall be addressed at the autumn general meeting:

- Deciding on the number of Board members for the next term
- Elections for the one half (1/2) of the Board (including their personal alternates) whose term has concluded
- Choosing one (1) auditor for the Association and, if the auditor is not a registered accountancy firm, one (1) deputy auditor for the next fiscal period
- Deciding on the compensation for Board members and auditor(s)
- Elections for four (4) members, two (2) from each membership class, to the Steering Group for the next fiscal period
- Ratification of the business plan and budget of the Association for the next fiscal period.
- Setting the membership fees for the Association for the next fiscal period

## 10.5 Voting in General Meetings

In the Association's meetings each individual member has one (1) vote and each organisational member has four (4) votes. The goal of the Association is equal voting power between two membership classes (individual members and organisational members). Should the ratio between individual members and organisational members change, the Association will take steps to update these bylaws to reflect the then current ratio. The evaluation is conducted yearly and considered in each spring general meeting.

Members of the Association may delegate their vote(s) to another member. Procedures are defined in detail in the Association's Voting and Elections Regulations.

Election and voting procedures are defined in detail in the [Association's Voting and Elections Regulations](#).

## 10.6 Remote Participation in General Meetings

Remote participation in general meetings shall be possible during the meeting through telecommunications or other technical means. Further regulations concerning remote participation are to be defined in the voting and elections regulations.

# ARTICLE 11 – Amendment of Bylaws and Dissolution of the Association

## 11.1 Bylaw Amendments or Dissolution

Bylaws Section 11.1 Bylaw Amendments or Dissolution: Decisions for amendments to these bylaws or the dissolution of the Association require at least three quarters ( $\frac{3}{4}$ ) of votes cast in favour in a general meeting to pass.

Amendation of the bylaws or the dissolution of the Association must be announced in the general meeting invitation.

## 11.2 Distribution of Assets upon Dissolution

In case of dissolution the assets of the Association must be used to promote the purpose of the Association in a manner determined by the general meeting at which the dissolution is decided.

# ARTICLE 12 – Open Decision Making

## 12.1 Open Decision Making

Decision making in and activities of the association are open and transparent. Preparations and outputs of all board- and general meetings, including agenda creation and proposals for



decision or discussion, minutes, records of decisions made, and any of their supplements, are open by default and the membership have the right to participate in them. All board meetings are by default open for members to participate in. All decisions taken by the Association are public by default.

In extraordinary circumstances, the Board may restrict the involvement and access of members who are not on the Board in the processes and to the documents outlined in this section. Matters involving privacy protection and those of a particularly sensitive nature may qualify as these extraordinary circumstances.