

ARTICLES OF ASSOCIATION

Section 1 Company Name

The name of the company is Kajaani University of Applied Sciences Oy, in English Kajaani University of Applied Sciences Ltd.

Section 2 Domicile

The company's domicile is Kajaani.

Section 3 Field of operations

The company's field of operations involves maintaining a university of applied sciences in Kajaani in accordance with the University of Applied Sciences license granted by the Council of State. In order to conduct its operations, the company may own, manage, and sell fixed assets and securities. The company may also organize training, development activities, coaching and consultancy services which support its operations.

Section 4

Non-profit and distribution of company assets

The company conducts its operations in accordance with the Polytechnic Act. It is not the purpose of the company's operations to produce profit for shareholders. The company does not distribute dividends to its shareholders: any possible profits must be used to develop the company's operations in line with decisions made by the general meeting.

If the company terminates its operations, having been dissolved or removed from the register, or having reduced its share capital or having acquired and paid for its own shares, an amount corresponding to the capital invested by the shareholders in the company will be distributed amongst the shareholders. Otherwise the assets will be submitted to another non-profit company or organization which implements the company's field of operations.

Section 5 Share capital

The minimum capital of the company is 2500 euros and the maximum amount of capital is 10 000 euros. Within these limits the share capital can be increased or decreased without amendments to the articles of association.

Section 6 The Board

The board is responsible for the expedient organization of company administration and operations and it includes four to twelve (4-12) regular members. The owners decide on the members of the Board. Decisions concerning who will be admitted to the Board will be made according to the corporate law and university of applied sciences law in force at the time of the decision.

The period of office of the members of the Board ends when the first general meeting following the election ends.

Section 7 Chief Executive Officer

The company has a Chief Executive Officer (CEO) who selects the Board and who takes, in accordance with the Board's instructions and orders, responsibility for the company's operative activities. The CEO acts as the President of the University of Applied Sciences.

Section 8 Company representation

The company is represented not only by the Board, but also by the Chairperson and the Chief Executive Officer alone and the Board members two at a time. In addition, the board can accord procuration or the right to represent the company to a specifically named person.

Section 9 Accounting period

The company's accounting period is the calendar year.

Section 10 Auditing

The company is audited by statutory, authorized auditors belonging to the community of authorized and statutory accountants and auditors.

Section 11 Invitation to the Annual General Meeting

The invitation to the general meeting will be submitted in writing two months at the earliest instance or one week at the latest instance before the general meeting to each shareholder whose address is known by the company.

Section 12 Annual General Meeting

The general meeting will be held annually on a date decided by the Board within six months of the end of the accounting period. During the general meeting the following issues will be decided upon:

- confirming the financial statement
- how profit indicated in the balance sheet will be used
- granting freedom of liability for Board members and the CEO
- if necessary, on choosing the Board and auditor