

The foundation's Board of Directors approved the rules on 31 August 2017.  
The National Board of Patents and Registration of Finland registered the rules on 26 October 2017

## RULES OF HELSINKI DEACONESS INSTITUTE

### FOUNDATION SR §1 NAME AND REGISTERED OFFICE

The foundation's name is Helsingin Diakonissalaitoksen säätiö sr; in Swedish Stiftelsen Diakonissanstalten i Helsingfors sr and in English Helsinki Deaconess Institute Foundation sr. The foundation's registered office is Helsinki, Finland.

### 2 § PURPOSE OF THE FOUNDATION

The purpose of the foundation is to run the Helsinki Deaconess Institute and to engage in Christian service activities.

### 3 § CARRYING OUT THE PURPOSE OF THE FOUNDATION

To carry out its purpose, the foundation may

1. train diaconal workers for the service of the church, Christian organisations and society, arrange vocational and further education in the social welfare and healthcare sector, as well as provide and develop other education opportunities particularly for people in vulnerable positions;
2. provide and develop social welfare and healthcare services and other services that support life management;
3. promote free adult education and awareness of the significance of social responsibility and diaconic work for society;
4. practise and promote scientific research on the fields it represents; and
5. practise and promote any other activities to reach these goals.

The foundation may practise its business to reach its goals itself or through companies that it owns either partially or completely.

The foundation may practise any business to fund its operations itself or through companies that it owns either partially or completely.

#### 4 § ADMINISTRATION OF THE FOUNDATION

The foundation's executive organs are the Board of Directors and the Managing Director. The foundation also has a delegation.

#### 5 § COMPOSITION AND TERM OF THE DELEGATION

The foundation's delegation shall comprise a minimum of 12 and a maximum of 18 members. The members are elected as follows:

6. the sister delegation of the Deaconess Institute or a corporation named by the sister delegation shall elect one member;
7. employees of the foundation and companies fully owned by the foundation shall elect two members in compliance with election rules ratified by the Board of Directors;
8. the Cathedral Chapter of the Diocese of Helsinki shall elect one member;
9. the Cathedral Chapter of the Diocese of Porvoo shall elect one member; and
10. the delegation shall elect a minimum of 7 and a maximum of 13 members.

If the sister delegation or the corporation named by the sister delegation, the employees or the Cathedral Chapters fail to elect a new member for the delegation by two months prior to the end of the previous member's term at the latest, the delegation may elect said members for the next term.

The parties named under items 1–4 above may dismiss the member(s) they have elected during their term.

All persons elected to the delegation shall be less than 70 years old at the beginning of their term. A person who is employed by the foundation or a company fully owned by the foundation may not be elected to the delegation, except for the members elected by the employees. Minors or people for whom a trustee has been named, whose competency is limited or who have been declared bankrupt cannot be elected to the delegation.

The term of the members of the delegation is three years. The term of a member of the delegation starts at the end of the delegation's autumn meeting. Around one-third of the members of the delegation are outgoing members each year.

If a vacancy in the delegation opens in the middle of the term or if a member is no longer deemed qualified to act as a member of the delegation in the middle of the term, the party who named said member may name a new member for the remainder of the term.

## 6 § MEETINGS OF THE DELEGATION

The delegation shall meet at least twice a year,

and more often if necessary. An extraordinary meeting shall be arranged based on a decision of the delegation, the chairperson of the delegation or the Board of Directors, or if at least five members of the delegation request a meeting from the Board of Directors in writing.

An invitation to a meeting of the delegation shall be sent to the addresses given by the members to the foundation at the latest seven days prior to the meeting.

The delegation has a quorum when more than half of the members are present. The number of members present shall be calculated based on the elected members of the delegation.

A proposal that is supported by more than half of the members present at the meeting shall be considered as the delegation's decision. Any disqualified members of the delegation shall not be calculated among the present members. The chairperson's vote shall be decisive in the case of a tied vote.

A candidate who receives more than half of the votes shall be elected. If none of the candidates receives more than half of the votes during the first round of voting, a new round between the two candidates who received the most votes shall be arranged. If the second round is also tied, the winner shall be decided by lot.

The regulations laid down in chapter 3, section 4 of the Finnish Foundations Act shall be applied to the disqualification of members of the delegation.

Minutes shall be prepared for each meeting of the delegation, and all decisions and votes shall be included in the minutes. The minutes shall be signed by the chairperson of the meeting and at least one member elected for this purpose by the delegation. The member and the chairperson have the right to have their dissenting opinions recorded in the minutes. Minutes shall be consecutively numbered and archived in a reliable manner.

## 7 § DUTIES OF THE DELEGATION

The delegation supports the achievement of the foundation's goals and promotes diaconic work in society; it also offers its views and recommendations on the operations and finances of the foundation to the Board of Directors to ensure the carrying out of the purpose of the foundation.

The delegation appoints and dismisses Board members.

The delegation shall always be heard before any major asset item is assigned or mortgaged, or the foundation's rules are amended.

At the delegation's spring meeting,

1. the previous year's annual report, financial statements and auditors' report shall be presented, and
2. a statement to the Board of Directors on any action to be taken due to the previous year's performance shall be issued.

At the delegation's autumn meeting,

1. a plan of action and budget for the next year shall be presented;
2. a decision on the number of members in the delegation shall be made;
3. new members to replace the outgoing members of the delegation and any other required new members shall be elected;
4. the delegation's chairperson and vice chairperson for the next year shall be elected;
5. a decision on the number of Board members shall be made;
6. the members of the foundation's Board of Directors, the chairperson of the Board and the vice chairperson of the Board shall be elected; and
7. an auditor and a deputy auditor (if necessary) shall be elected.

The delegation may dismiss a Board member in the middle of the term if at least three quarters of the members present at the delegation's meeting support the dismissal of the Board member. However, this dismissal right does not apply to the term during which these rules were registered, unless the member specifically consents to the dismissal right.

A decision on dismissing a Board member may not be made if the dismissal was not mentioned in the invitation to the meeting.

## 8 § COMPOSITION AND TERM OF THE BOARD OF DIRECTORS

The foundation shall have a Board of Directors which shall comprise of a minimum of five (5) and a maximum of eight (8) members. The Board of Directors shall include both Finnish- and Swedish-speaking members.

The term of Board members is three years. The chairperson of the Board and the vice-chairperson of the Board are elected annually. The term of Board members starts at the end of the delegation's meeting where they were elected. Around one-third of the members of the Board members are outgoing members each year.

A person who has turned 70 years of age before the start of the term, a person who is employed by an affiliated corporation or foundation, or a person who is currently a member of the delegation may not be elected as a Board member.

## 9 § DECISION-MAKING BY THE BOARD OF DIRECTORS

The Board of Directors has a quorum when more than half of the members are present.

A proposal that is supported by more than half of the Board members present at the meeting shall be considered as the decision of the Board of Directors, unless otherwise stipulated by law or by the rules. The chairperson's vote shall be decisive in the case of a tied vote. A candidate who receives more than half of the votes shall be elected. If none of the candidates receives more than half of the votes during the first round of voting, a new round between the two candidates who received the most votes shall be arranged. If the second round is also tied, the winner shall be decided by lot.

The Board of Directors discusses issues based on a presentation of the foundation's Managing Director, unless specified to the contrary by the Board of Directors on a case-by-case basis.

## 10 § DUTIES OF THE BOARD OF DIRECTORS

The Board of Directors shall handle administration of the foundation and ensure that the foundation's operations are properly arranged to ensure the carrying out of the purpose of the foundation. The Board of Directors is responsible for the appropriate arrangements for the control of the foundation's accounts and finances.

## 11 § MANAGING DIRECTOR

The foundation has a Managing Director who is elected and dismissed by the Board of Directors. The Managing Director may have a deputy.

## 12 § REPRESENTING THE FOUNDATION

The foundation may be represented by the Board of Directors and either the chairperson of the Board or the Managing Director on their own. The Board of Directors may grant two persons the right to represent the foundation together.

## 13 § ACCOUNTING PERIOD

The foundation's accounting period is a calendar year.

## 14 § AUDITOR

The foundation shall have one principal auditor and one deputy auditor. If the principal auditor is an accounting firm (of authorised public accountants), a deputy auditor is not necessary.

## 15 § AMENDING THE FOUNDATION'S RULES AND DISSOLUTION OF THE FOUNDATION

A decision on amending the foundation's rules or the dissolution of the foundation may be made by the Board of Directors. To be approved, the proposal to amend the rules shall be supported by at least two-thirds of the votes.

The delegation and the sister delegation or a corporation named by the sister delegation shall be heard when preparing the decision on amending the rules.

If the foundation is dissolved, its funds shall be used for the purpose laid down in §2 above.