

## HELSINGIN SANOMAT FOUNDATION CONSTITUTION

### §1

The name of the Foundation is the Helsingin Sanomat Foundation sr, and its domicile is the city of Helsinki.

### §2

The purpose of the Helsingin Sanomat Foundation is to advance and support excellence in research as a means of insuring the broad base, independence, and continuity of Finnish scientific work. The Foundation also promotes and supports freedom of expression, including research and other activities related to the freedom of expression, and it fosters educational and cultural activities mainly in Finland.

The Foundation focuses primarily on research connected to communications or the communications industry, futures research with special emphasis on its interdisciplinary aspects and research that is of significance to the well being, development, or international position of Finnish society.

The Foundation may also support and promote educational activities that are related to these areas of research.

### §3

To achieve its aims, the Foundation awards grants and provides both immediate and secondary support for the kinds of research, training, and publishing compatible with the Foundation's purposes as well as for related educational work and museum activities in the field of communications;

The Foundation may work to bring about a Finnish research institution of excellence that promotes the Foundation's goals, and maintain such institution either alone or in cooperation with others, as circumstances allow.

The Foundation maintains the historical archive of the newspapers *Päivälehti* and *Helsingin Sanomat* and the picture agency Lehtikuva Oy, for purposes of compiling, preserving, organising, and cataloguing the documents and photographic material of the Sanoma Corporation (which, as a result of a merger on 1 May 1999, includes materials of the SanomaWSOY Group, whose name was changed on 1 October 2008 to Sanoma Group), and its subsidiaries; makes the material available to researchers and others who

need it; and keeps a selection on public display at museums and exhibitions, or by other, similar means. The Foundation acquires pictures, literature, museum pieces, real estate, and other property necessary for its operations.

#### §4

The original capital of the Foundation is one million (1,000,000) euros.

The Foundation may accept donations, gifts, and bequests and may accumulate property in other ways, also by engaging in business activities.

The original capital of the Foundation shall be kept intact. The Foundation's Board of Trustees may use the Foundation's other assets to implement its purposes unless the donor of the asset in question has stipulated otherwise as a condition of donation.

The Foundation's financial management must be systematic and planned.

#### §5

The Foundation's affairs shall be handled by a Board of Trustees, which shall represent the Foundation and which shall have no fewer than three (3) and no more than seven (7) full members.

The members of the Board of Trustees shall have expertise in financial and administrative matters sufficient to the Foundation's nature and scope.

The full members of the Board of Trustees are elected by the Foundation's Board for a term that begins immediately upon conclusion of the election meeting and expires at the conclusion of the following annual meeting. A member can be chosen for a maximum of nine consecutive terms. The Board of Trustees shall not elect any member who attains the age of 70 or older during the term of office.

If the Chair or Vice Chair does not continue on the Board of Trustees, the Board shall choose a new Chair and at least one (1) and no more than two (2) Vice Chairs.

## §6

The Board of Trustees shall convene at the invitation of the Chair. If the Chair is unable to do so, the Vice Chair shall convene the meeting.

Unless a different arrangement has been reached by unanimous decision or is required by this Constitution, written notice of meetings shall be sent no later than ten (10) days prior to the meeting to members of the Board of Trustees to an address given by them. The Board shall decide on the meeting's specific considerations.

If either amendments to the Constitution or liquidation of the Foundation is to be discussed at a meeting of the Board of Trustees, mention shall be made in the notice of the meeting, and the notice shall be sent to Board members in writing no later than thirty (30) days prior to the meeting to an address that the members have submitted.

## §7

The Board of Trustees shall have a quorum if more than half the Board members, of whom one is either the Chair or Vice Chair, are in attendance.

Decisions at the meetings of the Board of Trustees shall be made by simple majority. If the Board is divided equally, the Chair shall cast the deciding vote.

A record of the proceedings and transactions of each meeting of the Board of Trustees shall be written without delay and shall be signed by the Chair and at least one other member authorised by the Board.

The Board of Trustees can make decisions without holding a regular meeting by e-mail or telephone meeting. In case a decision is made without holding a regular meeting, a record must be written and the rules of this paragraph must be applied.

## §8

The Board of Trustees shall appoint and shall have the power to relieve the Foundation's President, who shall have economic and administrative expertise sufficient to the Foundation's nature and scope and who shall be a resident and citizen of Finland. The Board of Trustees shall also appoint and have the power to relieve other functionaries who are needed for handling the Foundation's routine tasks. The Board shall also determine their tasks and their pay benefits. The president and functionaries appointed

by the Board of Trustees act according to instructions and rules given by the Board of Trustees and under the supervision and responsibility of the Board of Trustees.

#### §9

The Board of Trustees shall have an Executive Committee with no fewer than three (3) and no more than five (5) members. The Executive Committee shall include the Chair, the Vice Chair or Chairs, and the President.

The Board of Trustees may appoint a Finance Committee as well as other committees it considers necessary for the implementation of tasks to be defined separately. Unless stated otherwise in an agenda drawn up by the Board, the committee shall have no fewer than three (3) and no more than five (5) members.

Committees appointed by the Board of Trustees act according to the instructions and rules given by the Board of Trustees and under the supervision and responsibility of the Board of Trustees.

#### §10

Members of the Board of Trustees and members of committees established by the Board shall be paid a customary meeting fee and compensated for any travel costs.

#### § 11

The authorised signatories of the Foundation shall be those of the Chair of the Board of Trustees alone, or two (2) members of the Board together and, in a manner determined by the Board, one or more Foundation officials or other persons as authorised by the Board of Trustees.

#### §12

The Board of Trustees shall convene for an annual meeting by the end of March of each year. The following items shall be dealt with at the annual meeting:

- 1) Approval of the Board of Trustees' annual report and the account balance;
- 2) Determining the amount to be paid for the services of the auditor and of the meeting fee to be paid to the members of the Board of Trustees;
- 3) Deciding the number of members on the Board of Trustees and electing the members to the Board;

4) Electing an auditor according to the Foundations Act and Audit Act.

#### §13

The Foundation's accounting year shall be one calendar year.

The account balance and the Board of Trustees' annual report on the Foundation's activities during the previous year shall be submitted immediately after the annual meeting to the auditor, who shall submit the report during the month of April.

If the auditor's report gives cause, then the Board of Trustees shall convene during the month of May to decide on any necessary measures to be taken.

#### §14

The Board of Trustees must fulfil its obligations stipulated by the Foundations Act, Trade Registers Act and other applicable legislation regarding reporting and registrations obligations.

#### §15

The Board of Trustees shall see to it that archival material is kept safe from fire, moisture, and other factors that could cause damage.

#### §16

When placing archival material at the disposal of researchers or others who need it, the Foundation is entitled to charge a fee equivalent to the actual costs incurred.

#### §17

The Foundation's Constitution may be amended if at least two thirds (2/3) of the members of the Board of Trustees are in favour of the amendment.

#### §18

If the Foundation should be liquidated, use of its funds will be decided by the Board in a manner consistent with the Foundation's purpose.

For legal purposes, the Finnish text of this Constitution serves as the official, operative text.