

## **Kuopio University Hospital (KUH) Research Foundation fr rules**

(Unofficial translation)

- 1§ The name of the foundation is Kuopio University Hospital Research Foundation fr, and its domicile is the city of Kuopio.
- 2§ The purpose of the foundation is to support and promote scientific research conducted at Kuopio University Hospital (hereinafter referred to as the "hospital") and to make the hospital's research work known.
- 3§ To fulfill its purpose, the foundation grants scholarships and subsidies to the staff of the hospital and entities belonging to the same group for scientific research activities. It organizes and supports events related to its purpose, engages in publishing activities, and in other comparable ways, supports and promotes the activities of the hospital.
- 4§ The foundation's basic capital is 25,228.19 euros (150,000 Finnish marks). The foundation may have designated funds.
- To fulfill its purpose, the foundation may receive grants, scholarships, donations, bequests, and other funds given to it for the realization of the foundation's purpose. If the donor or testator specifies the use of the funds, such instructions must be followed unless they conflict with the foundation's purpose.
- The foundation may establish unrestricted or restricted funds for the realization of its purpose.
- The foundation may increase its assets in other ways, such as investment activities, but may not engage in business activities.
- The foundation may acquire and own real estate.
- The foundation's assets must be managed carefully, and the financial management of the foundation must be systematic.
- 5§ The foundation's board represents the foundation and exercises its decision-making authority, as well as manages its affairs and assets.
- The foundation's board consists of the Chief Medical Officer of the Wellbeing Services County of North Savo, Director of Special Services, Director of Research and Innovation, three (3) representatives from the medical staff, of whom at least two (2) must be professors, and two (2) representatives from the nursing staff, totaling eight (8) members. Each member is assigned an alternate.
- The annual general meeting of the foundation's board appoints the board members.
- The term of office for the foundation's board members is four (4) calendar years.
- If a board member resigns, is dismissed, becomes ineligible, or is disqualified for the position, the foundation's board appoints a new member for the remaining term.
- Changes concerning the foundation board's members and representatives are reported to the Finnish Patent and Registration Office.

The Chief Medical Officer serves as the chair of the board, and the Director of Special Services serves as the vice-chair. Board members are not entitled to receive meeting or other fees.

The foundation's board may establish committees, commissions, or other permanent or temporary working groups under the board's authority and determine their composition and tasks. The board may also seek expert opinions.

6§ The board convenes at the invitation of the chair or, in their absence, the vice-chair, or when requested in writing by any of the board members. A written notice of the meeting must be sent at least one (1) week before the meeting and must specify the matters to be discussed.

The board is quorate when the chair of the meeting and at least half of the other board members are present. If both the chair and vice-chair are disqualified for the matter under consideration, the board selects a member from among themselves to act as the chair for that specific matter.

The responsibilities of the board include, in particular:

- Careful management of the foundation's assets
- Taking all necessary actions to increase the foundation's assets
- Preparing the financial statements and annual report to be presented to the auditors
- Drafting the budget and action plan for the foundation's next operating period

Decisions are made by a simple majority vote, unless otherwise provided in these rules. In the event of a tie, elections are decided by casting lots, and in other matters, the opinion endorsed by the chair of the meeting prevails.

The foundation board meetings can be conducted as electronic remote meetings. The board may also hold email meetings, and decisions made during email meetings are recorded in the minutes of the next board meeting.

A secretary selected by the meeting takes the minutes at the board meeting. The minutes of the board meeting are signed by the chair of the meeting and at least one member selected by the board for that purpose. Additionally, the minutes are reviewed and signed by one person chosen as the minutes inspector during the board meeting.

7§ The foundation is represented by the chair of the board together with another member of the board or a person authorized by the board. The board may authorize another individual to represent the foundation either alone or together with a board member or another person.

8§ The foundation's board convenes for the annual meeting no later than April of each year. The following matters are addressed at the annual meeting:

- Approval and signing of the activity report and financial statements for the previous year
- Decision on the action plan and budget for the current year
- Election of one auditor and one alternate auditor; the auditor must be approved by the Central Chamber of Commerce and the Chamber of Commerce
- Discussion of other matters specified in the meeting agenda.

- 9§ The foundation's financial year is the calendar year. The accounts and the board's report on the foundation's activities in the preceding year must be submitted for inspection by the auditor after the annual meeting. The auditor must provide their report to the board by the end of May. If the auditor's report gives cause for concern, the chair must convene the board in May to decide on necessary actions. The board reviews the audit report and approves the financial statements at its next meeting.
- 10§ Duly certified copies of the income statement and balance sheet with appendices, balance sheet details, and the activity and audit reports must be submitted to the Finnish Patent and Registration Office by the end of June. Any changes in the foundation's board members, representatives, and signatories must be promptly reported to the Foundation Register of the Finnish Patent and Registration Office.
- 11§ The foundation's bylaws may be amended if at least 2/3 of the board members support it. Approval for bylaw amendments is sought from the Finnish Patent and Registration Office. The decision to dissolve the foundation is made in the same manner.
- 12§ If the foundation is dissolved or liquidated, the assets will be transferred in a manner determined by the foundation's board for use in the scientific research activities of the North Savo Welfare Area's hospital.
- 13§ Any matters not explicitly addressed in these rules will adhere to the current Foundation Act and the regulations issued under it in the foundation's operations.