

Metsä Conservation Foundation rules

1§ Name and registered office of the Foundation

The Foundation's name in Finnish is Metsän Suojelusäätiö sr and Metsä's Conservation Foundation sr in English. Its registered office is in Helsinki.

2§ Purpose of the Foundation

The purpose of the Foundation is to do work for the public good to

- (a) promote the voluntary conservation of forest habitats and associated non-forest habitats in sites with special nature values where commercial utilisation for forestry would have clearly distinct environmental impacts from normal forestry sites
- (b) finance the voluntary conservation of forest habitats and non-forest habitats by private sector operators alongside public programmes
- (c) provide non-economic added value to forest owners, even when forest ownership includes sites with conservation value; and
- (d) within the framework of the above purposes, to strengthen the conditions for forest utilisation in forests of all forest owners.

3§ The Foundation's activities

The Foundation may carry out its purpose by

- funding conservation sites comprising forested and non-forested habitats that support the goals of halting and reversing biodiversity loss
- supporting Finnish forestry with a view to sustainability in other ways
- acquiring ownership of conservation sites through purchase or exchange, or via donations or inheritances, at a fair or lower price, or by financing conservation sites owned by others
- producing information, marketing, lecturing, organising events, and otherwise contributing to the fulfilment of the Foundation's purpose
- acquiring the necessary expert and other services from Metsäliitto Cooperative or other service providers
- raising funds and conducting various other appropriate fundraising and financing activities, including accepting donations, bequests, grants, real estate and other assets, as well as conducting business related to the actual activities to finance those activities.

The Foundation may promote the pursuit of its purpose in any other manner decided by the Foundation's Board of Directors that is consistent with the purpose and rules of the Foundation.

The Foundation's Board of Directors shall adopt the criteria for the selection of the conservation sites to be financed in force in the Foundation's activities at any given time and may make such amendments as it deems necessary.

4§ Basic capital

The Foundation's basic capital is one million (1,000,000.00) euros.

Metsä Conservation Foundation rules

The Foundation may accept donations, bequests, grants, and real estate and other assets.

5§ The Foundation's Board of Directors

The Foundation's affairs are managed, and represented by the Board of Directors, which consists of a minimum of three (3) and a maximum of seven (7) regular members.

The first members of the Board of Directors and its Chair are appointed in the foundation deed by the founder of the Foundation.

Metsäliitto Cooperative shall elect all members of the Board of Directors. The term of the members of the Board of Directors is one (1) calendar year.

Metsäliitto Cooperative has the right to dismiss a member of the Board of Directors during their term. If a member is dismissed or resigns during their term, Metsäliitto Cooperative may elect a new member for the remainder of the term.

The members of the Board of Directors may be paid a usual meeting fee and usual remuneration for the work done for the Foundation.

6§ Meetings of the Board of Directors

The Board of Directors shall meet at the Chair's invitation.

The Board has a quorum when more than half the members are present, one (1) of whom must be the Chair.

Decisions are made by a simple majority unless otherwise provided for in these rules or legal provisions. In the event of a tie, the view of the Chair becomes the decision, except in elections, which are then decided by lot.

Minutes of the Board of Directors' meetings shall be drawn up, which shall record all decisions made and shall be signed by the Chair of the meeting and at least one member elected by the Board of Directors as a signatory.

7§ Duties of the Board of Directors

The Board of Directors is responsible for the duties under the Finnish Foundations Act. The Board of Directors thus takes care of the Foundation's administration and the appropriate organisation of the Foundation's activities to achieve its purpose. The Board of Directors is responsible for the proper organisation of accounting and the control of asset management.

Board of Directors

- prepares and approves the financial statements and the annual report

Metsä Conservation Foundation rules

- decides on the annual budget
- decides the auditor's fee
- elects an auditor and a deputy auditor if necessary.

The Foundation's affairs are managed by the Board of Directors in accordance with the Foundations Act and the Foundation's rules.

8§ President and Manager

The Foundation may have a President and a Representative, both elected by the Board of Directors. The President's duties are laid down in the Foundations Act. The President thus takes care of the implementation of the Foundation's purpose and manages the day-to-day administration of the Foundation in accordance with the instructions and orders given by the Board of Directors. The President is responsible for ensuring that the Foundation's accounting complies with the law, and that its asset management is arranged reliably.

9§ Representation

The Foundation is jointly represented by a member of the Board of Directors and the President, and jointly by two Board members. The Foundation's Board of Directors may authorise a designated person to represent the Foundation either alone or jointly with another authorised representative.

10§ Financial year and auditors

The Foundation's financial period is the calendar year.

The Foundation has one (1) auditor approved by the Finnish Patent and Registration Office and an elected deputy auditor if necessary. If an audit firm is elected as an auditor, there is no need to elect a deputy auditor. The term of the auditor shall be one (1) financial year.

11§ Amendment of the Foundation's rules

Amending the Foundation's rules requires the support of a qualified majority (2/3) of the members of the Board of Directors. Any amendment of the Foundation's rules requires the consent of the Foundation's founder.

12§ Dissolution of the Foundation

The Foundation's dissolution is decided by its Board of Directors and requires a qualified majority (2/3). If the Foundation is unravelled or terminated, its remaining assets shall be used for its original purpose as decided by the Board of Directors and/or for the activities of another existing foundation or a foundation to be established that closely furthers that purpose.