

# Abilis Foundation

## BYLAWS

### Name and residence

**1 §** The name of the Foundation is Abilis-säätiö sr, in Swedish Abilis-stiftelsen sr, in English Abilis Foundation sr, in Spanish Fundación Abilis sr, in Portuguese Fundação Abilis sr, in French Fondation Abilis sr, in Russian Fond Abilis sr and in Arabic Moâssasat Abilis sr.

The Foundation's secondary name is Abilis-säätiö, in Swedish Abilis stiftelse, in English Abilis Foundation, in French Fondation Abilis, in Portuguese Fundação Abilis, in Spanish Fundación Abilis, in Russian Fond Abilis and in Arabic Moâssasat Abilis.

The Foundation is registered in Helsinki.

### Statement of purpose

**2 §** The purpose of the Foundation is to promote in different ways the activities of persons with disabilities, their human rights, equal opportunities and independent living in developing countries and in Eastern Europe.

### Achieving the purpose

**3 §** To achieve its purpose, the Foundation grants financial support and conducts awareness raising, training and counselling activities.  
The Foundation may conduct humanitarian work and provide disaster relief in the countries designated in §2.  
The Foundation may also seek to achieve its purpose through any activities likely to further it in this pursuit.

**4 §** The Foundations activities may include Global Disability Diplomacy work the objective of which is to promote the Human Rights of Persons with Disabilities, focusing on helping directly or indirectly People with Disabilities in developing countries. A group of experts consisting of Persons with Disabilities may be attached to the Disability Diplomacy work.

**5 §** The Board of Directors may, if necessary, establish a committee of patrons to promote the activities and fund-raising of the Foundation.

### Business activities

**6 §** The Foundation may sell expert, training and other similar services as well as Abilis products. The business activities must support the Foundation's purpose.

**7§** The Foundation may conduct any legal line of business in order to finance its activities.

### The Board of Directors and its term

**8 §** The Foundation is managed and represented by a Board of Directors consisting of five to seven full members and one deputy member, elected for a term of two calendar years.

### Election of Board members

**9 §** The members are elected by the founding member designated in the Foundation charter, and who will consult the members of the existing Board before electing the new one. One member and his/her personal deputy are nominated by the Helsinki Deaconess Institute Foundation.

If the founding member has not elected the members of the Board of Directors for the next term before the 1st of December, they will be elected by the Board of Directors in the first meeting of the following year, to be held before the end of February.

#### **Eligibility of Board members**

**10 §** To be elected member of the Board, an extensive knowledge of both disability and Development Aid is required.

#### **Election of chairperson and vice chairperson**

**11 §** The Board of Directors appoints a chairperson and a vice chairperson among its members in the first meeting of each year.

#### **Meetings of the Board of Directors**

**12 §** An invitation to a meeting of the Board shall be sent by post or electronically to each member at least five days before each meeting. Any other communications to the members will be conveyed in a similar way.

The Board meets at the invitation of the chairperson or, in his absence, at the invitation of the vice-chairperson.

#### **Decision-making of the Board**

**13 §** The decisions of the Board are legally valid when the chair or the vice chair and four members of the Board are present.

The decisions are made under simple majority rule, when not otherwise required by these bylaws. In case of a tie, the vote shall be decided by lottery; in other instances the chairperson's choice will prevail.

#### **Minutes of the Board meetings**

**14 §** Minutes shall be recorded of each meeting, with the decisions taken and the results of votes. The minutes are signed by the chairperson of the meeting and at least one other member appointed to the task in the meeting.

#### **Remuneration of Members of the Board**

**15 §** The Board of Directors may receive a meeting allowance and be remunerated, to a reasonable extent, for other work conducted for the Foundation as well as for reasonable travel expenses.

#### **Representation of the Foundation**

**16 §** The Foundation is represented by the chairperson together with another member of the Board.

The Board may appoint a person of its choice to represent the Foundation alone or together with the chairperson.

#### **Executive Director/Chief Executive Officer (CEO)**

**17 §** The Foundation may have an Executive Director or a Chief Executive Officer and his/her deputy.

The CEO's duties include seeing to it that the Foundation fulfils its purpose and conducting its other daily administrative management according to the instructions and rulings of the Board. He/she is also responsible for the lawfulness of the accountancy and the dependability of the financial management.

The Executive Director conducts the daily administrative management according to the instructions and rulings of the Board.

The Board appoints the Executive Director and the Chief Executive Officer.

**Amendments to the bylaws and cessation of the Foundation**

**18 §** The bylaws of the Foundation can be amended if the amendments are supported by more than half of all the members of the Board. Amendments to the bylaws must be confirmed by the National Board of Patents and Registration of Finland.

The dissolution of the Foundation will be approved in a similar manner.

**19 §** In the event of dissolution of the Foundation, its assets will be used for the purpose stated in 2 § in a way determined by the Board of Directors.