

**By-laws Association Artsen zonder Grenzen
(Médecins sans Frontières, the Netherlands)**

*By-laws (“huishoudelijk reglement”) are a supplement to the Articles of Association of the association Artsen zonder Grenzen (Médecins sans Frontières, the Netherlands)
By-laws are available in English only and will be reviewed annually by the Board.*

These by-laws are adopted by the Board in its meeting of May 24th, 2008

Definition of Terms.

In these By-laws, the following terms shall be understood to have the meanings assigned to them below.

- a. Annual Financial Statements: the balance sheet and the profit and loss account, plus the explanatory notes thereto;
- b. Annual General Assembly: the General Assembly intended, among others, to discuss and adopt the Annual Financial Statements;
- c. Association News: a bulletin by MSF-Holland addressed to its members;
- d. Association Team: the employees and volunteers of MSF-Holland dealing, among others, with issues relating to membership of the association MSF-Holland;
- e. Articles of Association: the articles of association of MSF-Holland;
- f. Auditor: a registered accountant or another accountant within the meaning of Article 2:393 of the Dutch Civil Code [*Burgerlijk Wetboek*], or an organization in which such accountants co-operate;
- g. Board: the corporate body which manages MSF-Holland;
- h. Board Committee on Associative matters: A committee installed by the Board to advise the Board on associative matters;
- i. By-laws: the by-laws of MSF-Holland, as supplement to the Articles of Association;
- j. Field Associative Debate: Annual meeting in a project country where national and international field staff meets to discuss topics relating to the mission and the associative dimension of *Médecins sans Frontières*;
- k. General Assembly: the corporate body formed by the members entitled to vote.

- l. in writing/written: in the form of any message transmitted and received in writing via any normal means of communication, including fax or e-mail;
- m. MSF-Holland: the association Artsen zonder Grenzen (Médecins sans Frontières, the Netherlands);
- n. OCA-Council: non-statutory body composed by 2 elected Board members of each of the associations MSF-Holland, MSF-Canada, MSF-Germany and MSF-UK, which oversees the joint implementation of the social mission objectives of the associations.
- o. PS Board member: a Board member co-opted from the board of a partner section.

Article 1: Membership

1.1 All correspondence on membership issues to and from the Board will be handled by Association Team in the office of MSF-Holland.

1.2 Application procedure

- a. Persons who meet the membership criteria as laid down in article 3(i)a and 3(ii) of the Articles of Association, should apply to the Board in writing.
- b. The names of the applicants the board proposes to admit will be published in “Association News” or in a mailing to the members at the latest one month prior to the Annual General Assembly. Objections against membership can be filed with the Board within a month after publication.
- c. If no objections are raised within one month, applicants will automatically become a member and will be informed thereof by the Board.

1.3 Objections against membership application

If objections are raised, the Board Committee on Associative matters will assess the nature of the objections and advise the Board. The applicant will be notified by the Board regarding the objections and will be given the opportunity to submit a written defence. The Board will then make a final decision and will communicate this decision to the applicant.

1.4. Procedure for members as meant in article 3(i)c of the Articles of Association

Article 3(i)c of the Articles of Association makes it possible to nominate people who made a special contribution to the MSF-Holland Association, but do not belong to any of the other member categories, to become a member. A

nomination stating the merits of the proposed member and signed by at least ten association members should be submitted to the Board. Thereafter the same procedure as for other members will be followed, as stipulated in these By-laws (articles 1.2b, 1.2c, 1.3)

1.5 Changes in voting rights

Members will have full (article 3.1(i) of the Articles of Association) or limited (article 3.1(ii) of the Articles of Association) voting rights. In due course, for individual members, the underlying status which determines the voting right may change. The voting right will then be adjusted accordingly, from full to limited or vice-versa, in accordance with article 3.4 and article 12.3 of the Articles of Association.

1.7 Objections against existing members

Members may raise objections against continued membership of other members by formulating the objections in a confidential letter to the Board. The Board will examine the case and may ask the accused member to submit a written defence. If there are proper grounds, the Board may decide to suspend the membership and will follow the procedure as described in article 4.4 of the Articles of Association.

Article 2: Membership fee and default

- 2.1. Annually the Board proposes the membership fee during the Annual General Assembly for approval.
- 2.2. At the beginning of each financial year the Association Team will send all members a request to pay the membership fee, to be paid within three months after receiving the letter. In case of non-payment within the set period, the Association Team will send reminders.
- 2.3. If payment does not take place within three months after this reminder, article 4.3 of the articles of Association applies and membership may be ended. This will be communicated in this 2nd reminder.
- 2.4. In exceptional cases the Board may decide to temporarily exempt members resident in project region/countries from paying the membership fee. An exceptional case can be a situation where the procedures as in article 2.2 or 2.3 cannot be executed.

Article 3: Board elections

- 3.1 The election process of Board members is designed to be applicable in all cases, whether the number of candidates is higher, equal or less than the number of vacancies.
- 3.2 The election procedure of Board members will be as follows:
- a. Prior to the election procedure a job profile with qualifications required for the vacancy is drawn up by the Board.
 - b. People who run for the Board elections will need a letter of recommendation of ten other members.
 - c. Board candidates are obliged to inform the president of any real or potentially perceived conflict of interest as described in article 5 of these by-laws which will be disclosed to the General Assembly before voting takes place. This includes financial interests.
 - d. The names and profiles of Board candidates will be published in the General Assembly brochure.
 - e. Prior to the General Assembly, members will receive a coded ballot paper, which can be used to cast a vote during or prior to the Assembly. In the latter case the ballot paper must be returned, by post, e-mail or fax, to the Association Team and arrive not later than one day before the Assembly date.
 - f. Every member will have a number of votes equal to the number of Board vacancies or to the number of candidates, whichever number is less.
 - g. Members may use a maximum of one vote per candidate; members are not obliged to use all available votes.
 - h. At the General Assembly a three-member voting committee will be appointed. This committee will be responsible to check the validity of the votes, to count the votes (number of ballot papers) and to apply article 12.3 of the Articles of Association. The voting committee will advise the chair of the General Assembly on the outcome of the votes.

- i. Only candidates who receive a minimum of 10% of all valid ballot papers handed in can be elected. In the (unusual) event of having more than 8 vacancies, this threshold will only be 5%.

Candidates who pass the threshold will be ranked according to the number of votes they received. Then, starting at the top of the list, a number of candidates equal to the number of vacancies will be appointed as Board members. In case of an equal result of two or more board candidates, a decisive lot will be drawn by the polling committee. Candidates, who passed the threshold, but are not elected will be asked to stay on a “substitute list”, which may be used in case of a vacancy. Elected Board members are on the Board for three years and may be re-elected twice.

3.3 The procedure for co-opting Partner Section Board members

In case of a vacancy for a partner section (PS) Board member seat, the Board will request the PS Board to propose a new candidate. This person should preferably be an elected member in his/her own Board to maintain the Associative spirit. A brief motivation and CV of the proposed candidate will be distributed among the Board with the question if any Board member has an objection against the proposed candidate. If no objections are raised within one month, the proposed candidate is accepted as new Board member. If there are objections, a formal decision will need to be taken at the next Board meeting. The Board will inform the General Assembly on the acceptance of a co-opted Partner Section Board member at the first meeting after the appointment.

3.4 The procedure for co-opting expert Board members

Depending on which expertise the Board would like among its ranks, the Board will draw up a profile of the preferred candidate and contact its network or use other means to identify one or more suitable candidates. A brief motivation and CV of the proposed candidate(s) will be distributed among the Board. A Board selection committee will meet with the candidate(s) and advise the Board on the candidacy of the person concerned. The Board will take a formal decision based on this recommendation. The Board will inform the General Assembly on the acceptance of a co-opted expert Board member at the first meeting after the appointment.

- 3.5 Co-opted Board members are appointed for three years and can be re-appointed twice. Re-appointment should be based on an explicit, formal Board decision. The Board will inform the General Assembly on the acceptance of a co-opted Partner Section Board member at the first meeting after the re-appointment.
- 3.6. The Board members will elect the president annually at the General Assembly from among the Board members elected by the General Assembly of the Association.
- 3.7. If the position of president becomes vacant during the year, the Board members elected by the Association will immediately elect a new president from among the Board members elected by the General Assembly of the Association.
- 3.8. In case of vacancies, the vice-president, secretary and treasurer are appointed by the Board from among its midst at its first meeting after a position has become vacant.

Article 4: Remuneration of MSF-Holland Board members

- 4.1 Expenses incurred by Board members in relation to their Board tasks will be reimbursed according to a procedure adopted by the Board.
- 4.2 Board members will not receive any remuneration for the time spent on board tasks.
- 4.3 In special cases, and usually limited to the president, Board members may be compensated for lost income if the Board tasks take up substantial amounts of time that otherwise would be used to earn income. Since personal circumstances of a Board member will have to be taken into consideration, such compensation will have to be determined on a case by case basis. An ad-hoc Board committee will discuss the issue with the Board member concerned and will formulate a proposal for approval in the Board.
- 4.4 Any compensation (as referred to in article 4.3) or remuneration (as referred to in article 5.4) earned with the association by MSF Holland Board members will be disclosed in the Annual Financial statements.

Article 5: Disinterestedness / Conflict of interest

- 5.1 The MSF-Holland Association fully subscribes to the principle of disinterestedness (= not being influenced by one's own advantage) which underlies the commitment of all people directly involved with MSF and was reconfirmed in recommendations by the MSF International Council on April 1st, 1995. This principle of disinterestedness fully applies to all MSF-Holland Board members.
- 5.2. Individual Board members are obliged to inform the president of any real or potentially perceived conflict of interest. The president will inform and if necessary further discuss with the other Board members whether or not the conflict of interest is real and resignation from the Board or other measures should follow. In case the Board considers the real or perceived conflict of interest to be of a nature that is compatible with continued Board membership, the Board member will not be allowed to participate in discussions or decisions on topics related hereto.
- 5.3. Board members should report to the president if they are in any visible or active way linked with political parties or groupings or other organisations that may conflict with the interests of MSF-Holland. The president will discuss with the other Board members whether or not resignation from the Board or other measures should follow.
- 5.4. Board membership is in principle incompatible with field positions and paid or unpaid consultancies for the organisation. However, in the interest of the organisation exceptions to this rule may apply occasionally, under the following conditions:
 - a. If a Board member takes up a temporary field position, for a maximum period of three months, her/his Board membership will be suspended for the duration of the mission.
 - b. Board member can only enter into a paid or unpaid consultancy contract with the organisation if her/his expertise is difficult to find elsewhere. The Board member concerned will refrain from decision-making on subjects related to this consultancy job.
 - c. The president should be notified in writing of such exceptions.

- 5.5 Members of the Board must inform the president of any function he or she fulfils or financial interests he or she holds. Annually a signed written statement on employment, professional and public functions, activities outside the association MSF-Holland and financial interests will be drawn up which will be kept by the president.
- 5.6 Any violation of the principle of disinterestedness may lead the MSF-Holland Board to suspend a Board member from her/his Board activities, notwithstanding the provisions made in article 7.4 and article 7.7 of the Articles of Association.

Article 6: Board and governance structure of MSF Holland

The Board delegates the day-to-day management of the operations and the supporting offices to the general director and the members of the management team appointed by the general director. The Board holds full responsibility.

MSF-Holland Board Role, Tasks and Responsibilities

6.1 Policy, budget, daily management, administration of funds

The Board determines the policy, establishes the financial guidelines and holds the final responsibility for the overall management and the raising of sufficient funds as well as the administration and spending thereof. The establishment of competences and system of internal control are part of the financial guidelines.

- 6.1.1 The management team is to draw up a multi-year policy plan to be adopted by the Board for a period of at least three years with accompanying multi-year financial estimate that is presented to the General Assembly. The multi-year policy plan contains measurable objectives and the prioritization of these objectives, as well as an investment/reserve strategy.

In order to draw up the multi-year policy plan a situation analysis is made. In this respect opportunities and threats, among other things, are considered.

- 6.1.2 The multi-year policy plan and the activities of the fundraising institution are to be in accordance with the objective stated in its statutes.
- 6.1.3 The Board and the management team are to familiarize the employees and volunteers with the outlines of the multi-year policy plan.

- 6.1.4 Before the end of the fiscal year the management team draws up and the Board adopts an annual policy plan and budget for the following year, in which the objectives, programmes, activities and intended results are clearly described, and presents these to the members of the Association.
- 6.1.5 The Board regularly inspects and evaluates the realization of the objectives, the programmes and the activities on the basis of the annual policy plan. Where necessary the implementation of policy is adjusted.
- 6.1.6 The Board ensures that MSF-Holland is adequately organized and equipped to implement the policy.
- 6.1.7 The Board provides the General Assembly with all information and data that she requests, except for cases when operational interests or significant interests of the Association or of confidentiality prevail.

6.2 Volunteer policy

The Board establishes a volunteer policy in which at least the following items are addressed:

- a. which activities can and which activities cannot be executed by volunteers;
- b. the manner in which persons that apply as volunteer are recruited;
- c. the manner in which is decided on the involvement of volunteers to projects and activities;
- d. The manner in which volunteers can contribute and in which they are informed about the organization, its plans, results and major events.

6.3 Whistle blower and complaints procedures

The Board sets a whistle blower procedure and ensures internal complaints procedures are in place and maintained by the management team.

The Board ensures a complaints procedure is accessible to the external stakeholders to the organisation such as, but not limited to, private donors and patients.

6.4 Communication and fundraising plan

- 6.4.1 The Board ensures that a fundraising plan is in place, describing the objectives, methods and principles to be adhered to in the fundraising and communication of the association.
- 6.4.2 The Board ensures that a communication plan is in place, setting out inter alia

- a. who are the stakeholders of MSF-Holland;
- b. which information is communicated to the stakeholders;
- c. the manner in which stakeholders can communicate their views and ideas to MSF-Holland;
- d. the manner and methods of communication.

6.5 Risk management

The Board develops and maintains a system for risk management that enables for the identification of risks and the evaluation of risks, and helps in the setting of acceptable risks thresholds, controlling risks and identify risk indicators.

MSF Holland Board profile

6.6 Medical identity

With respect to article 7.1 of the Articles of Association, the Board will inform the membership of the number of (para-)medicals that should be minimally elected, in the General Assembly brochure. It also describes the ranking procedure of the voted candidates that will be followed. (Para-)medical candidates may be higher ranked than non (para-)medical candidates with the same or a larger number of votes.

- a. The president has to be medical or paramedical.
- b. The vice-president is preferred to be medical or paramedical.

6.7 Board Member qualifications

The Board sets a list of attributes for the Board as a whole. The qualifications for the function of president, vice-president, secretary and treasurer will be separately described in the document.

6.8 Board member responsibilities

Arrangements with each Board member will be specified in a written document, as well as practical matters such as reimbursement of cost and disinterestedness requirements.

6.9 Board Evaluation

The Board sets a Board (self) evaluation procedure. In the evaluation procedure the Board considers it's own functioning and the working relationship with the

general director, the management team and the controller. Board evaluation will be done in writing. A Board Committee may be installed to facilitate the process.

Article 7: Board Committees

- 7.1 Board committees can be installed by the Board to conduct specific tasks. The procedure regarding Board committees will be laid down in a separate document. That document forms an integral part of the by-laws.
- 7.2 On request of the Board or the General Assembly, Association working groups can be installed to advise the Board on specific topics. The terms of reference and the composition of an Association working group will be set by the Board. An Association working group will always have at least one Board member.
- 7.3 A register of existing Board committees and Association working groups is kept by the Board and reported annually – typically before or during the General Assembly – to the members of the Association.

Article 8: Information and consultation

- 8.1 The Board members will receive information from the general director, which will at least consist of the minutes of management team meetings, four-monthly progress reports, annual reports, annual plans, evaluation reports and (internal) audit reports. Other documents of interest to the Board will be distributed on an ad-hoc basis or will be available for perusal at the Board office.
- 8.2 The Board will consult at least once a year with the Work's Council. At least 3 Board members will take part in this consultation.
- 8.3 Board representatives will meet with the heads of department, the controller and operational managers once a year.
- 8.4 Board representatives will take part in the annual Field Associative Debates held in the project countries.

Article 9: MSF-Holland in the international movement *Medécins sans Frontières*

- 9.1 The president or other Board representative in the *Association Bureau Medécins sans Frontières International* and more specifically in the International Council (IC) and International Council Board (ICB) of the said association, will need to

consult the Board first, prior to voting for a proposal in the IC or ICB on issues not directly related to our mission and / or with material impact on MSF-Holland's financial or human resources, identity or independence.

- 9.2 The president and one other elected Board member, as appointed by the Board will represent MSF-Holland in the OCA-Council. They will need to consult the Board first, prior to voting for a proposal in the said Council on issues not directly related to our mission and / or with material impact on MSF-Holland's financial or human resources, identity or independence.
- 9.3 Elected board members of the association MSF Holland may be co-opted to a board of an affiliated MSF association, namely MSF-Canada, MSF-Germany and MSF-UK.

Article 10: General Assembly, Motions

- 10.1 A motion can be tabled for a vote during a General Assembly either by the Board or by the members.
- 10.2 The outcome of a vote on a Board motion is binding to MSF-Holland and its Board
- 10.3 The outcome of a vote on a member's motion has the status of a recommendation to the Board. The Board will report back during the next General Assembly how this recommendation has been dealt with.
- 10.4 A Board motion must be announced prior to the General Assembly at least two weeks before the General Assembly.
- 10.5 Members, who will not be able to attend the meeting, can be represented by a fellow member. Any member can only represent and vote on behalf of a maximum of four fellow members. Members who like to be represented need to give their name and unique identification number, which can be found in the invitation letter for the General Assembly, to the member who will represent him/her.
- 10.6 Board motions will be discussed during the General Assembly. Both the members and the Board may bring in amendments. A formal vote on the Board motions and any applicable amendments will conclude the topic.

- 10.7 Member motions may be announced prior to the General Assembly and included in the invitation to the General Assembly or may be brought in during the meeting. Also, motions formulated during Field Associative Debates are considered as member motions.
- 10.8 A motion committee to be appointed at the start of each Assembly will judge if a motion is pertinent to the General Assembly, will ensure that the motion is properly worded, and will determine the sequence in which motions and amendments will be voted for. The motion committee will consist of the Board Secretary, an additional board member, and two association members to be elected at the beginning of the General Assembly.
- 10.9 A voting committee will be appointed at the start of each Assembly consisting of the Treasurer and two members. It is the task of this committee to ensure that the voting procedure is in conformity with the articles of association. The voting committee will advise the chair of the General Assembly on the outcome of the votes.

Article 11: The management; management statute

- 11.1 The Board delegates the daily management of MSF-Holland to the general director to be appointed, dismissed and/or suspended by the Board. The general director will appoint the other members of the management team. The Board determines the size of the management team and the functions it should comprise of.
- 11.2 The Board shall set performance agreements and evaluate the functioning of the general director at least once a year. The agreements and the evaluation report shall be in writing. The Board may install a Board committee for this purpose.
- 11.3 The Board sets a management statute that shall address inter alia the following issues:
- a. the tasks and duties of the general director;
 - b. the representative authority of the general director and other directors and restrictions thereto including which acts are subject to prior approval of the Board;

- c. the recruitment and selection procedure for the appointment the general director including the drafting of a job profile prior to the recruitment;
- d. the evaluation of the functioning of the general director;
- e. the remuneration policy of the general director and the members of the management team;
- f. disclosure of additional offices and or positions;
- g. procedures for conflict of interest situation.

The management statute and changes thereto are published to the general assembly, typically in the Association News or on the website of the Association.

- 11.4 No representative authority without prior Board approval is given to the general director, the management team or other person in respect of:
- a. entering into agreements for the acquisition, disposal or encumbrment of property subject to registration that under use of MSF-Holland or will be under its use, as well as the termination of any such use;
 - b. entering into agreements in which MSF-Holland binds itself as a surety or commits itself as a a joint and several debtor, guarantees the performance of a third party or provides security for a debt of a third party;
 - c. changing the bank connections and entering into loan and credit agreements, with the exception of using a credit facility available to MSF-Holland;
 - d. the establishment of an investment budget, as well as making investments not included therein;
 - e. the establishment of offices in other countries than where MSF-Holland executes aid projects, as well as the incorporation of, participation in and taking on management positions in other legal entities;
 - f. the appointment and dismissal of managers as well as of employees receiving a salary or other remuneration the gross amount of which - including the employer-paid taxes and all emoluments social security premiums - exceeds a sum determined by the Board;
 - g. the conclusion of pension arrangements including amending those existing;
 - h. replacement of the head office of MSF-Holland;

- i. dissolution and/or liquidation of MSF-Holland, including filing a petition for the liquidation of MSF-Holland or applying for its bankruptcy or suspension of payments;
- j. granting, changing or revoking a power of attorney;
- h. entering into or breaking off any long-standing collaboration that is of major strategic importance.

The Audit Committee

Article 12: Overall responsibility Audit Committee

The Audit Committee takes delegated responsibility on behalf of the Board for stimulating that there is a framework for accountability; for examining and reviewing systems and methods of control, including risk analysis and risk management; and for stimulating the organisation is complying with the law, relevant regulations and good practice.

Article 13: Composition and reporting Audit Committee

- 13.1 The Audit Committee will consist of no fewer than two Board members.
- 13.2 All members of the Audit Committee will be member of MSF-Holland.
- 13.3 At least one member of the Audit Committee is an expert in finance which requires this person to have relevant knowledge and experience in the area of finance and / or accounting.
- 13.4 Members of the Audit Committee shall be independent in accordance with the relevant articles as in the CBF regulations (article 4.1) and good governance regulations and practices.
- 13.5 The chair and the members of the Audit Committee are appointed by the Board.
- 13.6 Any member of the Board may attend a meeting of the Audit Committee, including those who are not members of the Audit Committee.
- 13.7 The general director, the controller and such other members of staff as the chair may require and the external auditor shall be attending the meetings.

- 13.8 Members of the Audit Committee will be appointed annually. The membership ends when the membership of the Board or the membership of MSF-Holland has ended.
- 13.9 The Audit Committee will report once a year in the Annual Report to the General Assembly about the tasks performed and general findings et cetera.

Article 14: Meetings of the Audit Committee

- 14.1 The Audit Committee will meet at least three times a year. The assistant to the Board will be made available as an assistant to the Audit Committee. Minutes of the meetings will be circulated to all Board members, the members of the Risk Committee, the management team (via the general director), the controller and the External Auditor.
- 14.2 At least once a year the Audit Committee meets with the External Auditor in the absence of any staff member of MSF-Holland.

Article 15: Authority of the Audit Committee

15.1 Authority of the Audit Committee

- 15.1.1 The Audit Committee is authorised to obtain appropriate external legal and other professional advice in order to fulfil its responsibility to the Board.
- 15.1.2 The Audit Committee is authorised to initiate investigations on behalf of the Board into anything that threatens or adversely affects the accomplishment of the aims and objectives of the association MSF-Holland, its assets, the reliability of all records and information, and its compliance with relevant laws, regulations, policies and its governing instruments.
- 15.1.3 The Audit Committee advises the general director in the hiring and appraisal of the controller.
- 15.1.4 The Audit Committee adopts the Audit Statute, elaborating on the procedure for internal audits performed by the controller.
- 15.1.5 The Audit Committee adopts the annual internal audit plan of the controller.

15.1.6 The Audit Committee receives all internal audit reports from the controller that should include comments of the management team on earlier drafts of these reports.

15.2 Main duties of the Audit Committee: General

The main duties of the Audit Committee include:

- 15.2.1 To advise the Board on the minimum and optimum level of internal and external audit arrangements.
- 15.2.2 To have the consistency of MSF-Holland's internal control and procedures reviewed.
- 15.2.3 To stimulate that regular audits or reviews are carried out, both at headquarters and in the field, in the following areas: legal, financial, personnel management, procurement, health and safety, investments and insurance, and to contribute to these reviews.
- 15.2.4 To examine reports on special investigations including the 5-yearly compliance assessment of the CBF or any other regulatory agency's report and to advise the Board accordingly.
- 15.2.5 To examine audit reports as carried out by external auditors on behalf of 3rd party organisations such as institutional donors.
- 15.2.6 To consider the appropriateness of executive action following external and internal audit reviews and to advise senior management on any additional or alternative steps to be taken.
- 15.2.7 To stimulate there is coordination and good working relationships between internal audit, external audit and any other relevant committees of the Board that have been set up, such as the Risk Committee.
- 15.2.8 To review the possible effect on any new legal or regulatory requirements or practices in the area of reporting and governance that may affect MSF-Holland.
- 15.2.9 To review and discuss with management the financial reporting of 4M, 8M and year-end, determine whether they are complete and reflect relevant reporting principles and advise the Board accordingly.
- 15.2.10 To review significant accounting policies as applied by MSF-Holland.
- 15.2.11 To review its own performance once a year.

15.3 Relation to external auditors

- 15.3.1 The external auditor will in principle contact the controller and/or the general director. The external auditor may always contact the Audit Committee.
- 15.3.2 The Audit Committee has delegated responsibility of the Board and the General Assembly to consider tenders for the external auditing services and recommend to the Board for proposal to the General Assembly which firm should carry out the annual external audit of MSF-Holland's statutory accounts.
- 15.3.3 The Audit Committee reviews and discusses the terms of engagement of the external auditor, the scope of the annual accounts audit, the remuneration and the independence of the external auditor every year.
- 15.3.4 The Audit Committee scrutinises and advises the Board on the contents of the draft audit report and of any management letter that the auditors may wish to present to the Board, and to formulate for Board use any written representations that may be needed by the auditors in connection with the MSF-Holland's statutory accounts or any other financial statements
- 15.3.5 The Audit Committee discusses with the external auditors any problems or reservations arising from the draft external audit report and draft management letter, reporting relevant issues back to the Board, and advising the Board accordingly;
- 15.3.6 The Audit Committee reviews the performance of the external auditors and advises the Board on any changes that ought to be made to their general terms of engagement
- 15.3.7 The Audit Committee evaluates the policy and practice of MSF-Holland on services provided by (other parts) of the audit company that are not related to auditing.

Article 16: Final provision

- 16.1 If there is any doubt about the interpretation of the Articles of Association or the By-laws, the Board will decide.
- 16.2 In all cases pertaining to the management of MSF-Holland not provided for by the Articles of Association or the By-laws, the Board will act as it deems fit.
- 16.3 Any amendments to the By-laws are proposed and adopted by the

Board in accordance with the Articles of Association. These amendments are subject to approval of the General Assembly.