

Complete text of the articles of association

Artsen zonder Grenzen (Médecins Sans Frontières, Nederland)

Name. Seat.

Article 1.

- 1.1. The name of the association is: Artsen Zonder Grenzen (Médecins Sans Frontières, Nederland).
- 1.2. The association has its seat in Amsterdam.
- 1.3. The association is connected internationally with other Médecins Sans Frontières organisations, which are referred to hereinafter as other “Sections”.
- 1.4. The association accepts as the basis for all its actions the Charter as endorsed by all Sections.

Object.

Article 2.

- 2.1. The object of the association is to organise the provision of actual medical help to people in disaster areas and crises anywhere in the world, in accordance with the principles expressed in the Charter. On the basis of its medical work, the association also endeavours to be an effective advocate for the population group it is assisting.
- 2.2. The association attempts to achieve this object *inter alia* by:
 - a. sending medical teams to disaster areas on its own initiative and employing locally recruited staff in disaster areas;
 - b. providing assistance at the request of international organisations, of the governments or authorities of the countries concerned, of public or private bodies on the spot or of national or regional communities established there;
 - c. endeavouring to obtain all appropriate national and international help in order to enable the association to fulfil its assignment;
 - d. encouraging activities of other organisations which have comparable objects;
 - e. investigating and providing information and training in fields in which the association is active;
 - f. purchasing, importing, storing, transporting, donating and/or providing medical drugs, medical equipment and medical devices in disaster areas.

Members.

Article 3.

- 3.1. Only the following persons may be members of the association:
 - (i) members having full voting rights as referred to in Article 12, paragraph 3:
 - a. natural persons who, on the basis of a contract with the association for a consecutive or non-consecutive period of at least six (6) months, were but no longer are employed by the association;
 - b. natural persons who make or have made themselves useful in the context of the objects of the association and who have been admitted by the board of directors pursuant to criteria

- and procedures determined in the associations' by-laws; or
 - c. honorary members, who have been admitted by the board of directors pursuant to criteria and procedures determined in the associations' by-laws.
 - (ii) members with limited voting rights, as referred to in Article 12, paragraph 3, being natural persons who, on the basis of a contract concluded with the association for a period of at least six (6) months have been and still are working for the association.
- 3.2. The association's by-laws shall determine the procedure for the admission of new members.
- 3.3. Members of the association are competent to nominate persons for membership. The board of directors decides on the admission of new members, in compliance with the provisions of the by-laws.
- 3.4. If a member no longer meets the criteria that apply to his or her class of membership ('change of status'), the membership will continue. The member will then, effective as per the first of January following the day of the change of status, be classified in the class of membership which the member meets at that moment.

End of membership.

Article 4.

- 4.1. Membership shall end upon:
- a. the death of the member;
 - b. termination by the member;
 - c. termination by the association;
 - d. expulsion as referred to in paragraph 4.
- 4.2. Termination by the member shall be in writing and sent to the address of the association before the end of an association year, subject to a period of notice of at least four (4) weeks; termination may be with immediate effect, provided that notice is given *in writing*, either if it cannot reasonably be expected from the member to continue the membership or within a month of the date on which he or she is informed of a resolution to convert the association into a different legal form or of a merger *or demerger* resolution.
- 4.3. Termination by the association shall be effected by the board by *notice given in writing* and shall be possible only if it cannot reasonably be expected from the association to continue the membership. In all these cases the membership shall end on the date of the above-mentioned notice. *In writing shall within the meaning of article 4.2 and 4.3, mean in the form of any message transmitted and received in writing via any normal means of communication, including fax or e-mail.*
- 4.4. The board may expel a member from the association, but only where the member acts in violation of the articles of association, by-laws or resolutions of the association or prejudices the interests of the association in an unreasonable way.

In the event of expulsion, the member concerned shall be notified of the expulsion resolution as quickly as possible by registered letter, together with a statement of the reasons.

The person concerned shall have the possibility to appeal to the general assembly within one month

after receipt of this letter. The appeal should be lodged by registered letter with the board. If the general assembly resolves in its next assembly to annul the expulsion, the membership of the member concerned shall be deemed not to have been ended. During the appeal period and pending the appeal the member shall be suspended both from membership and from any positions which he holds in the association.

- 4.5. Upon termination of the membership in the course of an association year, the member concerned shall owe the membership fee for the entire association year.

Obligations of the members.

Article 5.

The members are obliged:

- a. to contribute a voluntary annual membership fee as detailed in the by-laws;
- b. to endorse the Charter referred to in article 1.4 and to observe the provisions of the articles of association, by-laws and resolutions of the association.

Board.

Article 6.

- 6.1. The association shall be managed by the board.
- 6.2. The procedure of the board and the activities of the board members shall be defined in the by-laws.
- 6.3. The board may institute ad hoc or standing committees of the board, which prepare subjects or duties for discussion and decision in the board meeting. Further rules for the institution and procedure of such board committees may be laid down in the by-laws.
- 6.4. During the existence of one or more vacancies, the board shall be deemed to be fully constituted, without prejudice to the provisions of Article 9, paragraph 3, second sentence.

Appointment of board members.

Article 7.

- 7.1. The board shall consist of such number of board members as the board itself may determine, but no fewer than seven natural persons, in which connection:
 - a. at least four board members will be appointed by means of election by the general assembly, each of them referred to below as: "Association board members". At the election of Association board members, each member can cast as many votes as there are vacancies or, if this is less, the number of candidates. A person can only be elected as Association board member if he or she has received at least ten percent (10%) of all validly cast votes. In case there are more than eight vacancies, the percentage mentioned in the former sentence, will be five percent (5%);
 - b. no more than three board members are appointed by the board from experts sought in areas where the board is of the opinion that expertise within the board is required and who need not be members of the association, each of them hereinafter referred to as: 'Appointed board members.' provided always that the majority of the board members has a medical or paramedical background.
- The board remains authorized to manage if its membership falls below seven (7). If there are fewer than

three (3) board members in office, the board will immediately take measures to fill the vacancies on the board. A board member shall be deemed not to be in office if he or she has been prevented from performing board duties for more than three (3) consecutive months.7.2. No close family or similar relationships may exist within the board, including – but not limited to – marriage, registered partnerships, cohabitation without being married, or affinity or kinship to the third degree.

- 7.3. Being a board member shall be irreconcilable with being a board member, founder, shareholder, supervisor or employee of:
- a. an entity to which the association pays its collected funds, either directly or indirectly, or wholly or in part;
 - b. an entity with which the association regularly performs legal acts capable of being expressed in money, other than for the obtaining of funds by the association for the benefit of completing its programmes, projects and/or activities,

with the exception of such circumstances in which annual accounts are drawn up in which the assets and liabilities, revenues and expenses of the association and of the respective entity or entities are combined together as one.

An entity as referred to in this paragraph shall be equated with a legal entity or entity linked to the association – directly or indirectly – in accordance with the articles of association.

- 7.4. A relationship as referred to in paragraphs 2 and 3 shall be a ground for dismissal. The board member or board members in question shall each inform the board immediately of the existence of a relationship as referred to in paragraphs 2 and 3. If the irreconcilability occurs with respect to one or more Association board members in question, the board shall inform the general assembly at the first possible assembly and, if necessary, will submit a request for the dismissal of the board member or board members in question in order to cancel the irreconcilability. If the irreconcilability occurs with respect to other board members, the board will propose the dismissal of the board member or board members in question at a board meeting within two (2) weeks of having been informed of the irreconcilability, in order to cancel such irreconcilability.
- 7.5. Members of the Association as referred to in Article 3, paragraph 1, at (i).c and (ii) may not be board members.
- 7.6. The Association board members shall be appointed by the general assembly. The Appointed board members shall be appointed by the board.
- 7.7. The board may suspend a board member with immediate effect. After a suspension resolution, a recommendation for dismissal of an Association board member shall be put to the general assembly, which shall be convened within three (3) months. The general assembly shall then adopt a resolution in accordance with Article 15. Such a resolution may be passed only by a two thirds majority of the votes of all board members, with the exception of the relevant board member agreeing to the resolution, for which purpose the vote of the relevant board member does not count. The suspension ends if it is removed by the board, the recommendation for dismissal is not or not timely submitted and if it is

resolved not to dismiss him or her.

- 7.8. The board shall appoint from among its members a chair and vice-chair, a secretary and a treasurer. The positions of secretary and vice-chair or of secretary and treasurer may be held by a single board member.
- 7.9. If the general assembly must appoint a board member, members of the association may nominate one or more candidates, provided that a notice to this effect signed by at least ten (10) members with voting rights is in the possession of the secretary to the board no later than two (2) weeks before the day fixed for the general assembly. The names of the nominated persons shall be listed in the notice calling the general assembly concerned.
- 7.10. After a collective resignation of the board, the board shall designate an interim board consisting of at least three (3) members. The function of the interim board shall be not only to carry on the on-going business but also to call as quickly as possible a general assembly in order to appoint the Association board members.
- 7.11. After a dismissal as referred to in Article 8, paragraph 7, the general assembly at which the resolution on the proposed dismissal is passed shall designate an interim board consisting of at least three (3) board members. The function of the interim board shall be not only to carry on the on-going business but also to call as quickly as possible a general assembly in order to appoint the association board members.
- 7.12. In the event of the absence or inability to act of all board members, the general meeting shall appoint at least three (3) or more persons, who are temporarily charged with the management of the association. The appointment can be made conditionally in the event that all board members are absent or unable to act.

Term and termination of office of board members.

Article 8.

- 8.1. Apart from dismissal a board member shall cease to hold office:
 - a. upon his or her death;
 - b. upon his or her voluntary retirement or his or her retirement in accordance with a periodic retirement rota;
 - c. if he or she has lost the unfettered control of his or her assets in any way other than as a consequence of a suspension of payments granted to him or her;
 - d. in the case of a board member as referred to in Article 7, paragraph 1 (a), by the termination of his or her membership of the association.
- 8.2. A board member shall hold office for a term of three years. If the board considers it necessary, it may fix a shorter or longer term of office for one or more of its members by way of transitional measure.
- 8.3. The board members shall retire at periodic intervals in accordance with a rota to be drawn up by the board. The retirement shall take effect on the date of appointment of a new board member. A change to the retirement rota may not result in a board member ceasing to hold office against his or her will

before the expiry of the term for which he has been elected or appointed.

- 8.4. Retiring board members shall be eligible for re-election immediately but subject to a maximum term of nine (9) years consecutive years. Thereafter, appointment is only possible again after six (6) years after the end of the last board term has expired.
- 8.5. If a vacancy for an Association board member arises within six months of the most recent annual general assembly, the result of the last election to the board shall be observed. If a board vacancy occurs more than six months after the last annual general assembly this vacancy shall remain unfilled until the next annual general assembly, unless a board member is elected for the vacancy in question at a general assembly held earlier. The person appointed to fill an unscheduled vacancy shall take the place on the retirement rota of his or her predecessor in office, subject to the provision that this person may also be re-elected immediately but shall not serve as a board member for a period exceeding nine years, irrespective of the number of times that his predecessor has been re-elected.
- 8.6. A resigning board member shall be obliged to hand over immediately to his or her successor, in exchange for the issue of a receipt, all things which he has in his or her possession for the purposes of his or her office.
- 8.7. The general assembly may dismiss the entire board by means of a resolution passed in accordance with Article 16.

Article 9.

- 9.1. The board shall meet as often as the chair or two other board members deem desirable, subject to a minimum of three meetings per year. The meeting shall be convened by the secretary by means of a notice to the board members specifying the items to be dealt with at the meeting, subject to a period of notice of at least 14 days, not including the day of the notice and the day of the meeting.
In urgent cases (this being a matter for the decision of the chair) the prescribed manner of calling the meeting and/or the period of notice may be derogated from.
- 9.2. The meeting shall be presided over by the chair; the secretary shall keep the minutes.
In the absence of the chair or the secretary, the meeting shall designate one of those present to preside over the meeting or, as the case may be, to keep the minutes.
- 9.3. The board shall decide by an absolute majority of the votes cast. No resolution can be taken, if no majority of the number of board members, as determined by the board in accordance with article 7, paragraph 1, attends the meeting in person.
- 9.4. The meetings of the board may also be conducted by telephone or by means of other technical equipment in general use, provided that all the participating board members are able to hear one another simultaneously.
Resolutions which are passed at such a meeting shall be recorded in writing after the end of the meeting by the secretary of the board and made available to all board members.
- 9.5. Each board member shall be entitled to cast one vote; blank votes or invalid votes shall be deemed not to have been cast. A board member may authorise another board member to attend a meeting of the

board on his or her behalf and to cast a vote on his or her behalf at that meeting.

- 9.6. The minutes shall be adopted by the chair and the secretary of the relevant meeting and signed by them in confirmation thereof.
- 9.7. The board may also pass resolutions other than at a meeting, provided that this is done in writing, which includes fax or other technical equipment in general use and provided that none of the members of the board objects to this manner of decision-making and that a majority of the members of the board in office vote in favour of the relevant resolution. The papers evidencing the passing of such a resolution shall be kept with the minute book.
- 9.8. The by-laws include a provision dealing with the eventuality of a conflict of interest in respect of a board member. The board shall publish this provision.
- 9.9. The board members shall not receive any remuneration for their work, either directly or indirectly. Remuneration shall not be understood to mean a reasonable reimbursement for costs incurred for the benefit of the association and for work performed by them for the benefit of the association. All reimbursements paid to board members shall be included as such in the annual accounts and explained.
- 9.10. In all cases in which the association has a conflict of interest with a member of the board, the board member in question should notify the board of such. The board member in question should refrain from participating in the relevant deliberations. This board member will have no voting right with respect to the decisions relating to the relevant matter and the presence of this board member will not be included when determining whether the required quorum has been achieved for taking decisions.

Representation.

Article 10.

- 10.1. The association shall be represented either by the board or by two board members acting together, provided that the said board members are the chair, vice-chair, secretary or treasurer of the board.
- 10.2. In all cases in which the association has a conflict of interest with one or more board members, the association may only be represented following the approval of the general assembly. Without prejudice to the provisions of the previous sentence, the association shall be represented in accordance with the provisions of paragraph 1 of this article, except if the general assembly authorises one or more other persons for this purpose. The board members having a conflict of interest with the association cannot represent the association in this respect and cannot be authorised for this purpose.
- 10.3. A conflict of interest will, *inter alia*, be understood to mean the performance of legal acts capable of being expressed in money between the association and:
 - a. members of the board and/or employees of the association;
 - b. persons having close family or similar relationships with the persons referred to above under a;
 - c. legal entities of which the persons referred to above under a and b are board members, members of a supervisory body or shareholders.
- 10.4. The board shall be entitled to resolve to enter into contracts to acquire, alienate and encumber registered property and to enter into contracts whereby the association undertakes to act as surety or co-debtor

having joint and several liability, to guarantee performance by a third party or to provide security for a third party.

General assemblies.

Article 11.

11.1. The annual general assembly shall be held once a year, namely within six months of the end of the association year. The items on the agenda for the annual general assembly shall in any event include the approval of the financial report and the annual accounts, as well as the granting of a discharge from liability to the board for their management in the past financial year, unless the period for the preparation of the annual accounts has been extended.

11.2. In addition, a general assembly shall be convened as often as the board considers desirable or at least twenty-five (25) members or ten percent (10%) of the members if the association has fewer than two hundred and fifty (250) members address an application to this effect to the board in writing specifying the items to be dealt with.

If the general assembly is not convened within 14 days of the lodging of this application in such a way that it can be held within not more than six (6) weeks in accordance with paragraph 3 of this Article, each applicant shall be entitled to convene the general assembly, subject to the relevant provisions of these articles of association.

11.3. The board shall adopt the agenda for the general assembly. If the general assembly takes place at the request of the members, the items raised by the members shall in any event be put on the agenda. If the members who have requested a general assembly have themselves called the general assembly, only the items specified by these members in their initial request shall be put on the agenda.

11.4. The convocation of the general assembly is done by the secretary of the board by letter or electronic message addressed to the members to the address specified by them or by a communication in the members' bulletin of the association, subject to a period of notice of at least fourteen (14) days except for the provisions of Article 16, paragraph 3 and 4. The day of the convocation and that of the meeting are not included in the convocation terms stated in these articles of association. The convening notice states the topics to be discussed.

11.5. The general assembly cannot pass resolutions on matters not specified in the convocation notice..

Decision-making by the general assembly.

Article 12.

12.1. Unless provided otherwise in these articles of association, resolutions shall be passed by an absolute majority of the votes cast, subject to the provision that resolutions may be passed only at assemblies of members at which at least one member who is a member as referred to in Article 3, paragraph 1 (i), is present or represented.

12.2. Subject to the following provisions, each member (provided he is not suspended) shall be entitled to cast at least one vote. Blank or invalid votes shall be deemed not to have been cast.

12.3. The board may determine that members entitled to vote can participate in the general meeting and cast

their vote therein via an electronic means of communication, in accordance with the provisions of the by-laws; the conditions of this use of electronic means of communication shall be made known in the convocation. If this option is not used, the chair will determine the voting method, on the understanding that voting on the appointment, suspension or dismissal of persons will take place by closed unsigned ballots.

- 12.4. Before the start of the assembly, it shall be determined how many members as referred to in Article 3, paragraph 1 (i), and members as referred to in Article 3, paragraph 1 (ii), are present or represented. If fifty-one percent (51%) or more of the number of members present or represented are members as referred to in Article 3, paragraph 1 (i), each member shall have one vote. If less than fifty-one percent (51%) of the number of members present or represented are members as referred to in Article 3, paragraph 1 (i), each member as referred to in Article 3, paragraph 1 (ii), shall have one vote and each member present or represented as referred to in Article 3, paragraph 1 (i), shall have such number of votes that the total votes to be cast by or on behalf of them represents fifty-one percent (51%) of the number of votes.

Fractions of votes shall be rounded to two decimal places.

- 12.5. The annual general assembly shall be presided over by the chair of the board or by a person who has been designated by the board and approved by the general assembly.

The secretary of the board or a member of the association designated by the chair of the meeting shall keep the minutes.

The minutes shall be adopted and signed by the chair and the secretary of the relevant assembly or adopted by a subsequent general assembly; in the latter case they shall be signed by the chair and the secretary of the subsequent meeting in confirmation of their adoption. The minutes shall be kept in the minute book of the assembly of members.

- 12.6. The chair of the assembly shall be entitled to permit non-members to attend the assembly or parts of the assembly specified by him or her.
- 12.7. A member may be represented at the assembly by another member authorised in writing for that purpose. An authorisation shall be considered as written if it has been set down and transferred per fax, email or by any other electronic communication means of transferring a text. A member may act as an authorised member for no more than four members. Further requirements may be made of the authorisation in the by-laws.
- 12.8. Votes relating to the appointment of board members may be cast prior to the general assembly at which the appointment will be dealt with, in accordance with a regulation included in the by-laws. The votes may not be cast earlier than the thirtieth (30th) day before the day of the assembly in question.
- 12.9. With regard to decisions other than those referred to in the previous paragraph, the board -if the law allows such- may stipulate that the votes may be cast prior to the assembly. The provisions of the previous paragraph shall apply accordingly.

Audit committee, other committees

Article 13.

- 13.1. The association has an audit committee charged with the supervision of the financial management and the sharing of financial information by the association. The manner of appointment and dismissal of members of the audit committee, its composition, tasks and powers shall be further described in the by-laws.
- 13.2. The board may set up other committees, of which the manner of appointment, tasks and powers are further described in the by-laws. The board may decide to abolish any committees it has set up.

Financial resources. Association year.

Financial report and the annual accounts.

Article 14.

- 14.1. The financial resources of the association shall consist of subscriptions, subsidies, gifts, inheritances, legacies and other income. Inheritances may be accepted only if an inventory of the estate has been prepared.
- 14.2. The subscription shall be determined by the general assembly.
- 14.3. The association year and the financial year shall coincide with the calendar year.
- 14.4. The board shall present an annual report on the course of events in the association and on the policy pursued at the annual general assembly within six months of the end of the financial year, unless this period is extended by the general assembly. The board shall submit the financial report and the annual accounts to the annual general assembly for approval. These documents shall be signed by the board members; if the signature of one or more of them is missing, this fact and the reason for it shall be stated.
- 14.5. A certificate of an auditor as referred to in Article 2:393, paragraph 1, of the Dutch Civil Code to the effect that the accounts give a true and fair view shall be submitted to the general assembly.
The auditor charged with the inspection of the annual reports and accounts will be appointed by the general assembly following a proposal from the board, or if the general assembly fails to do so, by the board. The auditor's assignment may be withdrawn at any time by the general assembly.
The auditor shall make a statement to the general assembly concerning his or her inspection and shall issue a report of his or her findings to the board.
- 14.6. The board shall be obliged to keep such records of the financial position of the association, to the extent that it is possible to ascertain its rights and obligations from them at all times.
- 14.7. The board shall be obliged to keep the documents referred to in paragraphs 4, 5 and 6 of this article for seven years.
- 14.8. The assets owned by the association before the conversion, as well as the fruits of those assets, may only with the permission of the court be spent in a manner other than was prescribed for the foundation Stichting Artsen Zonder Grenzen Foundation (Médecins Sans Frontières, Nederland) before the conversion.

By-laws.

Article 15.

- 15.1. Further rules shall be included in by-laws. By-laws, as well as any amendments to such, shall be adopted by the board and shall require the approval of the general assembly.
- 15.2. If the board or the general assembly amends or adopts the by-laws, the board shall give immediate written notice thereof to the members.
- 15.3. Any provision of the by-laws that conflicts with these articles of association shall be null and void.

Special resolutions.

Article 16.

- 16.1. A resolution to suspend or dismiss an association board member, to dismiss the entire board as referred to in Article 8, paragraph 7, to alter the articles of association or to wind up the association may be passed by the general assembly only by a majority of at least two thirds of the votes cast at a general assembly at which at least ten percent (10%) of the members entitled to vote are present or represented.
- 16.2. If at least ten percent (10%) of the members entitled to vote are not present or represented at an assembly at which a resolution as referred to in paragraph 1 is proposed, a second assembly shall be convened and held within six (6) weeks of the first; at this second assembly a resolution in accordance with the resolution proposed at the first assembly, with the exception of a resolution as referred to in Article 8, paragraph 7, may be passed by a majority of at least two thirds of the votes cast, irrespective of the number of members present or represented.
- 16.3. A notice calling a general assembly as referred to in paragraph 1 shall be sent at least four (4) weeks before the day of the assembly. A notice calling a general assembly as referred to in paragraph 2 shall be sent at least three (3) weeks before the day of the assembly.
- 16.4. Those persons who call the assembly to deal with a resolution to alter the articles of association shall, at least two weeks before the day of the assembly, send a copy of the resolution containing the literal text of the proposed alteration to the members and deposit such a copy of the resolution at a place suitable for inspection by the members until the end of the day of the assembly.
The above shall be stated in the notice calling the general assembly.
- 16.5. A resolution effecting a legal merger or a legal split, in which context assets of the association transfer to another legal entity, may only be adopted if the proposal to merge or split provides that the articles of association of the acquiring legal entity, as these articles of association will read following the merger or split, stipulates that the assets that the acquiring legal entity shall obtain as a result of the merger or split, as well as the fruits thereof, may only be spent in a manner other than prescribed before the merger or split, with the permission of the court.
- 16.6. Alterations to the articles of association shall take effect as soon as a notarial instrument has been drawn up. Each board member shall be entitled to execute the relevant instrument.

Article 17.

- 17.1. The association shall be dissolved:
 - a. by a resolution to this effect by the general assembly, subject to the provisions of Article 15;

- b. after adjudication of bankruptcy either by termination of the bankruptcy on account of the state of the assets or by insolvency;
 - c. by the court in the cases specified by law;
 - d. by the entire absence of members.
- 17.2. Those who are on the board of the association at the time of the dissolution pursuant to paragraph 1 (a) shall be responsible for the winding up, unless provided otherwise in the dissolution resolution.
- 17.3. If the association is dissolved owing to the complete absence of members, liquidators shall be appointed at the request of interested parties or by the courts on the application of the Public Prosecution Department (*Openbaar Ministerie*).
- 17.4. Any surplus assets remaining after liquidation and winding up shall be used in accordance with the object of the association under its articles of association or shall be transferred to another institution designated by the Inspector of Registration and Succession Duty as a charitable institution.
- 17.5. The books and documents of the association shall be kept for seven years after the association has ceased to exist by the person designated for this purpose by the liquidators.