



Amsterdam, 24 May 2022

# By-laws

Artsen zonder Grenzen

Médecins sans Frontières – Nederland

June 11, 2022

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

*By-laws (“Huishoudelijk Reglement”) of the association Artsen zonder Grenzen (Médecins sans Frontières, Nederland) are a supplement to the Articles of Association and in accordance with article 15 of the Articles of Association. 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 24, 2022** and have been amended for the last time at the General Assembly of **June 11, 2022**.*

**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, the profit and loss account and the cash flow statement, 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: the association Artsen zonder Grenzen (Médecins sans Frontières – Nederland);
- d. Association Member: a member of the association MSF-Nederland within the meaning of article 3 of the statutes of the Association;
- e. Association News: a bulletin by MSF-Nederland addressed to its members;
- f. Association Team: the employees and volunteers of MSF-Nederland dealing, among others, with issues relating to membership of the association MSF-Nederland;
- g. Articles of Association: the articles of association of MSF-Nederland;
- h. 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;
- i. Board: the corporate body which governs MSF-Nederland;
- j. Board Committee on Associative matters: A committee installed by the Board to advise the Board on associative matters;
- k. By-laws: the By-laws of MSF-Nederland (“*Huishoudelijk Reglement*”), as supplement to the Articles of Association;

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- l. Field Associative Debate: Annual meeting in a project country where national and international field staff meets to discuss topics relating to the social mission objectives and the associative dimension of *Médecins sans Frontières*;
- m. General Assembly: the corporate body consisting of the members entitled to vote;
- n. General Director: the titular director as appointed by the Board;
- o. International General assembly: abbreviated to IGA; the corporate body of the association *Médecins sans Frontières International* consisting of its members entitled to vote;
- p. In writing/written: in the form of any message transmitted and received in writing via any prevailing means of communication, including e-mail;
- q. Management Team: the General Director and other directors that manage MSF-Nederland and execute the policy as broadly defined and adopted by the Board;
- r. MSF-Nederland: the association Artsen zonder Grenzen (Médecins sans Frontières, Nederland);
- s. Operational Centre Amsterdam: abbreviated to OCA; an operational directorate as referred to in the statutes of the association *Médecins sans Frontières International* which is an operational management system of the associations MSF-Nederland, and other MSF entities and which is agreed in a signed memorandum of understanding between the participants;
- t. OCA-Council: non-statutory body which oversees the joint implementation of the social mission objectives of the operational directorate OCA and which is further agreed in a signed memorandum of understanding between the participants;
- u. OCA-Partner: *Médecins sans Frontières* entity that is recognized by *Médecins sans Frontières International* and that is a signatory to the Operational Centre Amsterdam memorandum of understanding.

## **General provisions**

### **Article 1: Registration, established names and abbreviations**

- 1.1 The registered office of MSF-Nederland is in Amsterdam, The Netherlands.
- 1.2 MSF-Nederland is registered with the *Chamber of Commerce of Amsterdam*, registration number 41215974 and is a *Public Benefit Organisation (ANBI)* with *Legal Entities and Partnerships Identification Number (RSIN)* or tax number 006790264.
- 1.3 MSF-Nederland has established the following trade names:
  - a. Artsen zonder Grenzen, abbreviated: AzG or AZG;
  - b. Médecins sans Frontières – Nederland, abbreviated: MSF-NL;
  - c. Actie zonder Grenzen; and

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d. Baby zonder Grenzen.

In addition the following are used by MSF-Nederland:

e. MSF-Holland, abbreviated: MSF-H;

f. Operational Centre Amsterdam, abbreviated: MSF-OCA.

## **Membership and general meeting**

### **Article 2: Correspondence**

- 2.1 All correspondence on membership issues to and from the Board will be handled by the Association Team at the offices of MSF-Nederland.
- 2.2 Members shall provide their accurate, complete and up to date postal address and e-mail address, timely to the Association.

### **Article 3: Application procedure**

- 3.1 The following persons may apply for the membership of the Association:
  - a. Natural persons who meet the membership criteria as laid down in article 3.1.(i).a of the Articles of Association;
  - b. Natural persons who meet the membership criteria as laid down in article 3.1.(ii) of the Articles of Association;
  - c. Natural persons who, on the basis of a contract with the Association, are working for the Association but don't meet the membership criteria as described in this article 3.1.a. and 3.1.b. above.
- 3.2 The application for membership of the Association shall be in writing.
- 3.3 The board proposes to admit applicants as described in this article sub 3.1.(a) and 3.1.(b) by publishing the names of the applicants in "Association News" or in a mailing to the members at the latest four weeks prior to the Annual General Assembly. Objections against membership can be filed with the Board within four weeks after publication.
- 3.4 If no objections are raised within four weeks, applicants will automatically become a member and will be informed thereof by the Board.
- 3.5 Applicants as described in article 3.1.(i).a. or article 3.1.(ii) of the Articles of Association, will in accordance with this article 3.3 and 3.4 be proposed by the Board for membership admittance. In case these applicants don't meet the membership criteria within one year after their application, the Board shall unsubscribe their application. The applicant shall be informed by the Board.
- 3.6 If objections are raised against a membership application, the Board Committee on Associative matters will assess the nature of the objections and advise the Board. The

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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.

#### **Article 4: Procedure for members as meant in article 3.1.(i).b and 3.1.(i).c of the Articles of Association**

- 4.1 People who made a special contribution to the MSF-Nederland Association, but do not belong to any of the other member categories, can become a member pursuant to Article 3.1.(i).b of the Articles of Association. 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 3.2 to 3.6.
- 4.2 People who made a special contribution to the MSF-Nederland Association to become a honorary member pursuant to Article 3.1.(i).c of the Articles of Association. A nomination stating the merits of the proposed member and signed by at least ten Association Members should be submitted to the Board. The Board will examine with due care whether an honorary membership is unquestionable and propose the nomination for approval of the General Assembly.

#### **Article 5: 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 denounced 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 6: Changes in voting rights**

- 6.1 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 12.4 of the Articles of Association.
- 6.2 The Board will establish the voting rights accordingly at the day of issuing the convocation for a general meeting.

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### **Article 7: Membership fee**

- 7.1 Annually the Board proposes the membership fee at the Annual General Assembly for approval.
- 7.2 The membership fee is paid on a voluntary basis; members are free to pay less or more than the approved membership fee.
- 7.3 The Association Team will send the members a request to pay the membership fee in each financial year.

### **Article 8: Board elections**

- 8.1 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.
- 8.2 The election procedure of Board members will be as follows:
  - a. prior to the start of election procedure a job profile with qualifications required for the vacancy is drawn up by the Board;
  - b. an Association member who presents him/herself for Board elections and is not a Board member standing for re-election, will need a letter of recommendation signed by at least ten other members;
  - c. Board candidates are obliged to inform the president of the Board of any real or potentially perceived conflict of interest as described in article 11 of these By-laws and all current financial interests which will be disclosed to the General Assembly before voting takes place;
  - 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 or e-mail, to the Association Team and arrive not later than one day before the Assembly date. Alternatively, prior to the General Assembly, members will receive an electronic notification with a link, which can be used to cast a vote during or prior to the General Assembly;
  - 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

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(number of ballot papers, or electronic votes cast) and to apply article 12.4 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 votes cast 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 voting committee and in accordance with the provisions of article 13.1 below. 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 a term of maximum three years and may be re-elected in accordance with article 8.4 of the Articles of Association.

### 8.3 The procedure for appointing expert Board members

Depending on which expertise the Board would like among its positions, 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 letter of motivation and resume 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 appointment of a co-opted expert Board member at the first meeting after the appointment.

- 8.4 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.

- 8.5 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.

- 8.6 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 9: General Assembly - taking part and voting**

- 9.1 The members shall be allowed to take part and vote in General Assemblies in physical presence or by an electronic means of communication whenever possible. The means of

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communications and the specifications required to take part and vote in the General Assembly are determined by the Board and mentioned in the convocation for the meeting.

- 9.2 Members, who will not be able to attend the meeting, can be represented by another member by means of a written proxy. Any member can only represent and vote on behalf of a maximum of four other 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.
- 9.3 Voting at the General Assembly shall take part by electronic means whenever possible. Prior to the General Assembly, members will receive an electronic notification with a link, which can be used to cast a vote during the General Assembly.
- 9.4 The Board provides the General Assembly with all information and data that it requests, except for cases when operational interests or significant interests of the Association or of confidentiality prevail.

#### **Article 10: 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-Nederland 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 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.
- 10.6 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. Proposals formulated during Field Associative Debates are considered as recommendations only.
- 10.7 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 voted for. The motion committee will consist of one Board member and two Association members to be appointed at the beginning of the General Assembly.



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- 10.8 A voting committee will be appointed two weeks in advance of each Assembly consisting of the Treasurer and two Association 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: MSF-Nederland in the international movement *Médecins sans Frontières***

- 11.1 MSF-Nederland is an institutional member of the association *Médecins sans Frontières International* that has its registered office in Geneva, Switzerland.
- 11.2 The liability of the MSF-Nederland membership of the association *Médecins sans Frontières International* is limited to the payment of membership fees in accordance with article 8 of the statutes of the said association.
- 11.3 MSF-Nederland will be represented in the International General Assembly (IGA) of the association *Médecins sans Frontières International* in accordance with the statutes and internal regulations of the said association. The representation will comprise of two representatives from the members of MSF-Nederland, at least one of which will have a medical background.
- 11.4 The Board will appoint the representatives to the IGA after consultation of the Association members. The representatives will be appointed for three years. The appointment will be in accordance with article 15 (Disinterestedness / Conflict of interest) of these By-laws and will take place no later than 45 days before the next meeting of the IGA.
- 11.5 The representatives to the IGA need to consult the Board first, prior to voting for a proposal on issues directly related to our social mission objectives and / or with material impact on MSF-Nederland's financial or human resources, identity or independence.
- 11.6 Representatives to the IGA will not receive any remuneration. Expenses incurred by representatives to the international general assembly in relation to their tasks will be reimbursed according to a procedure adopted by the Board.
- 11.7 The president or other Board representative in the association *Médecins sans Frontières International* and more specifically in the International Board (IB) will need to consult the Board first, prior to voting for a proposal in the IB or IGA on issues directly related to the social mission objectives and / or with material impact on MSF-Nederland's financial or human resources, identity or independence.

**Article 12: MSF-Nederland in the Operational Centre Amsterdam**

- 12.1 MSF-Nederland is a partner in the operational directorate Operational Centre Amsterdam.

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- 12.2 The Operational Centre Amsterdam is governed by a duly signed memorandum of understanding. The OCA memorandum of understanding and any subsequent amendments thereof shall be approved by the General Assembly.
- 12.3 The OCA memorandum of understanding defines the rights and responsibilities of each partner in the collaborative partnership and the governance of the OCA in accordance with the indivisible and unalienable legal responsibilities of the Board.
- 12.4 The Boards of the OCA-partners have established the OCA-Council as the delegated governing body of the OCA partnership. The OCA-Council is primarily responsible for the delegated monitoring and supervision of the social mission implementation in accordance with the OCA memorandum of understanding.
- 12.5 The president and one other elected Board member, as appointed by the Board will represent MSF-Nederland in the OCA-Council. They will have full voting rights in the said OCA-Council, however they will need to consult the Board first, prior to voting for a proposal in the said OCA-Council on issues directly related to the social mission objectives and / or with material impact on MSF-Nederland's financial or human resources, identity or independence.

## **The Board**

### **Article 13: MSF Nederland Board profile**

#### **13.1 Medical identity**

With respect to article 7.1 of the Articles of Association, the Board will inform the membership of the number of (para-) medical members (as defined in the statutes of the association *Médecins sans Frontières International*) 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 none (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.

- 13.2 In accordance with article 7.1 of the Articles of Association the majority of the Board members has a (para-) medical background. Exceptions can only be made with the agreement of the board of *Médecins sans Frontières International*. In case such a situation occurs, the Board will make a tangible effort to ensure a rightful composition of the Board is possible at the next general assembly to be held.

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### **13.3 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 described separately in the document.

### **13.4 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.

### **13.5 Board Evaluation**

The Board sets a Board (self) evaluation procedure. In the evaluation procedure the Board considers its 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 14: Remuneration of MSF-Nederland Board members**

- 14.1 Expenses incurred by Board members in relation to their Board tasks will be reimbursed according to a policy adopted by the Board.
- 14.2 Board members shall not receive any remuneration for the time spent on board tasks.
- 14.3 In exceptional 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 or can be deemed beyond what can be reasonably expected. 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. The Remuneration Committee will discuss the issue with the Board member concerned and will formulate a proposal for approval by the Board.
- 14.4 Any agreements on compensation shall be in writing.
- 14.5 Any compensation (as referred to in article 14.3) or remuneration (as referred to in article 15.4) earned with the Association by MSF Nederland Board members will be disclosed in the Annual Financial Statements, the annual board report and on the website of the Association in accordance with applicable regulations.

## **Article 15: Disinterestedness / Conflict of interest**

- 15.1 The association MSF-Nederland fully subscribes to the principle of disinterestedness (is: 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

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International Council on April 1<sup>st</sup>, 1995. This principle of disinterestedness fully applies to all MSF-Nederland Board members.

- 15.2 Individual Board members are obliged to inform the (vice) president of any real or potentially perceived conflict of interest. The (vice) president will always 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.
- 15.3 Board members should report to the (vice) 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-Nederland. The (vice) president will discuss with the other Board members whether or not resignation from the Board or other measures should follow.
- 15.4 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 field position.
  - b. a 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 as soon they occur.
- 15.5 Members of the Board must inform the (vice) 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-Nederland and financial interests will be drawn up which will be kept by the secretary.
- 15.6 Any violation of the principle of disinterestedness may lead the MSF-Nederland 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.

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**Article 16: MSF-Nederland Board Role, Tasks and Responsibilities****16.1 Policy, budget, daily management, administration of funds**

- 16.1.1 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 the system of internal control are part of the financial guidelines.
- 16.1.2 The Management Team is to draw up a multi-year policy plan to be adopted by the Board for a period of four 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 plan and reserves 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.
- 16.1.3 The multi-year policy plan and the activities of the fundraising institution are to be in accordance with the objective stated in its statutes.
- 16.1.4 The Board and the Management Team are to familiarize the employees and volunteers with the outlines of the multi-year policy plan.
- 16.1.5 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.
- 16.1.6 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.
- 16.1.7 The Board ensures that MSF-Nederland is adequately organized and equipped to implement the policy.

**16.2 Employment and Employee Handbook**

- 16.2.1 The Board ensures that an employee handbook is in place, in which the standards and expectations, employment policies and practices are set out. The employee handbook shall contain such topics as the Board decides and shall approve including but not limited to:
- a. general recruitment and employment principles and policies;
  - b. conduct, integrity and ethics policies;
  - c. function grid and remuneration framework including compensation and benefits, working hours, time off and leave;

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- d. staff health policy; and
- e. safety and security framework.

16.2.2 The Board ensures a policy is in place in which the manner in which employees can contribute to and in which they are informed about the organization, its plans, results and major events.

### **16.3 Safeguarding, whistle blower, complaints procedures and medical error procedure**

16.3.1 The Board together with the OCA-Council ensures a safeguarding policy is established and maintained by the Management Team.

16.3.2 The Board, together with the OCA-Council ensures a Code of Conduct is established and maintained by the Management Team.

16.3.3 The Board ensures that a whistle blower procedure and internal complaints procedures are in place and maintained by the Management Team.

16.3.4 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.

16.3.5 The Board ensures a medical error and follow-up procedure is in place and maintained by the Management Team.

### **16.4 Communication and fundraising plan**

16.4.1 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.

16.4.2 The Board ensures that a communication plan is in place, setting out *inter alia*:

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

### **16.5 Risk management**

16.5.1 The Board ensures a comprehensive system for risk management is in place that enables for the identification of risks and the evaluation of risks, and helps in the setting of acceptable risks thresholds, controlling risks the identification of risk indicators and the quantification of risks. The Board approves the risk appetite profile of the Association.

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16.5.2 The Board regularly inspects and evaluates the development and maintenance of the risk management system. More specifically risk is overseen by the Audit & Risk Committee, the Medical Committee and the Duty of Care Committee

#### **Article 17: Information and consultation**

- 17.1 The Board members will receive information from the General Director, which will at least consist of the minutes of Management Team meetings, periodical progress reports as agreed, 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. The General Director will ensure all information relevant to meaningful Board functioning will be available and accessible to the Board.
- 17.2 The Board will sound out at least once a year with the works council. At least two Board members will take part in this meeting.
- 17.3 Board representatives will meet with the operational managers, the heads of department, and the controller at least once a year.
- 17.4 Board representatives will take part in the annual Field Associative Debates held in the project countries.
- 17.5 The Board-executive meeting has been established as a regular consultative meeting with (a part of) the Management Team, the controller and other staff as required to attend to enhance the supervisory and advisory role of the Board. The Board-executive meeting will be held at regular intervals during the year, normally every quarter.

#### **Article 18: The management; management statute**

- 18.1 The Board delegates the daily management of MSF-Nederland (*inter alia* the management of medical humanitarian operations, programme support, advocacy, communication and fundraising) to the General Director and the Management Team. The Board retains full responsibility.
- 18.2 The General Director is 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.
- 18.3 The Board and OCA-Council together, 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 and OCA-Council may install a Board committee for this purpose.
- 18.4 The Board sets a management statute that shall address *inter alia* the following issues:

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- 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 on-boarding and 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 communicated to the members, typically in the Association News or on the website of the Association.

18.5 No representative authority without prior Board approval is given to the General Director, the Management Team or other persons in respect of:

- a. entering into agreements for the acquisition, disposal or encumbrance of property subject to registration that under use of MSF-Nederland or will be under its use, as well as the termination of any such use. Representative authority may be granted by means of procuration with respect to accepting legacies and inheritances under the condition of beneficiary acceptance;
- b. entering into agreements in which MSF-Nederland binds itself as a surety or commits itself as 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 main bank connections and entering into loan and credit agreements, with the exception of using a credit facility available to MSF-Nederland;
- 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-Nederland executes medical humanitarian programmes, 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-Nederland;



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

## **Board Committees**

### **Article 19: Board Committees**

- 19.1 Board committees can be installed by the Board to conduct specific tasks.
- 19.2 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.
- 19.3 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.
- 19.4 Standing committees of the Board will be the Audit & Risk Committee and the Remuneration Committee.
- 19.5 The Board shall further establish the Medical Committee and the Duty of Care Committee.
- 19.6 The Audit & Risk Committee, the Medical Committee and the Duty of Care Committee will be established within the Operational Centre Amsterdam partnership. These committees will report to the OCA-Council in accordance with the OCA memorandum of understanding, unless otherwise required by the Board.
- 19.7 The composition, authority and procedures for the committees referenced in this article 19.4 and 19.5 above are specified in these By-laws and in the management statute.
- 19.8 The Board and the General Director shall ensure adequate executive support for the functioning of the committees is in place at all times.

## **The Audit & Risk Committee**

### **Article 20: Overall responsibility Audit & Risk Committee**

The Audit & Risk 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 overall risk analysis and risk management; and for stimulating the

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organisation is complying with the law, relevant regulations and good practice. The Audit & Risk Committee supports and advises the OCA-Council in overseeing the financial management of the OCA partnership.

#### **Article 21: Composition and reporting Audit & Risk Committee**

- 21.1 The Audit & Risk Committee will consist of maximum six members of MSF-Nederland and members of an OCA-Partner board.
- 21.2 No fewer than two members, including the chair of the Audit & Risk Committee will be member of MSF-Nederland.
- 21.3 The treasurer of an OCA-Partner may be a member of the Audit & Risk Committee.
- 21.4 At least one member of the Audit & Risk Committee is an expert in finance which requires this person to have relevant knowledge and experience in the area of finance and / or accounting.
- 21.5 Members of the Audit & Risk Committee shall be independent in accordance with the relevant articles as in the “*Normen Erkenningsregeling*” (article 5, section D) and good governance regulations and practices.
- 21.6 The treasurer of the Board of MSF Nederland will be the chair of the Audit & Risk Committee.
- 21.7 The members of the Audit & Risk Committee are appointed by the Board in consultation with the OCA-Council.
- 21.8 Any member of the Board or the OCA-Council may attend a meeting of the Audit & Risk Committee, including those who are not members of the Audit & Risk Committee.
- 21.9 The General Director, the controller and such other members of staff as the chair of the committee may require and the external auditor shall be attending the meetings. Mostly, the General Director may be represented by another member of the Management Team.
- 21.10 Members of the Audit & Risk Committee will be appointed annually. Their membership ends when the membership of the Board, the membership of MSF-Nederland or their membership of an OCA-Partner board ends.
- 21.11 The Audit & Risk Committee will report once a year in the annual report to the General Assembly about their tasks performed and general findings et cetera.

#### **Article 22: Meetings of the Audit Committee**

- 22.1 The Audit & Risk Committee will meet at least four times a year. The assistant to the OCA-Council will be made available as an assistant to the Audit & Risk Committee.

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Minutes of the meetings will be circulated to all Board members, the OCA-Council, the Management Team (via the General Director), the controller and the Auditor.

22.2 At least once a year the Audit & Risk Committee meets with the Auditor in the absence of any staff member of MSF-Nederland or of an OCA-Partner.

### **Article 23: Authority of the Audit & Risk Committee**

23.1 The Audit & Risk Committee is authorised to obtain appropriate external legal and other professional advice in order to fulfil its responsibility to the Board.

23.2 The Audit & Risk 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-Nederland, its assets, the reliability of all records and information, and its compliance with relevant laws, regulations, policies and its governing instruments.

23.3 The Audit & Risk Committee advises the General Director in the hiring and appraisal of the controller.

23.4 The Audit & Risk Committee adopts the Audit Statute, elaborating on the procedure for internal audits performed by the controller.

23.5 The Audit & Risk Committee adopts the annual internal audit plan of the controller.

23.6 The Audit & Risk Committee receives all internal audit reports from the controller that should include comments of the Management Team on earlier drafts of these reports.

### **Article 24: Main duties of the Audit & Risk Committee**

The main duties of the Audit & Risk Committee include:

- a. to advise the Board and the OCA-Council on the minimum and optimum level of internal and external audit arrangements;
- b. to have the consistency of MSF-Nederland's internal control and procedures reviewed;
- c. 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;
- d. to examine reports on special investigations including the periodical compliance assessment of the CBF or any other regulatory agency's report and to advise the Board accordingly;

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- e. to examine audit reports as carried out by external auditors on behalf of 3<sup>rd</sup> party organisations such as institutional donors;
- f. 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;
- g. to stimulate coordination and good working relationships between internal audit, external audit and any relevant committees of the Board that have been set up, such as the Remuneration Committee and the Duty of Care Committee;
- h. 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-Nederland;
- i. to review and discuss with management the periodical financial reporting of and at year-end, determine whether they are complete and reflect relevant reporting principles and advise the Board accordingly;
- j. to review significant accounting policies as applied by MSF-Nederland;
- k. to evaluate its own performance once a year.

**Article 25: Audit & Risk Committee relation to the Auditor**

- 25.1 The Auditor will in principle contact the designated member of the Management Team and/or the controller. The Auditor may always contact the Audit & Risk Committee.
- 25.2 The Audit & Risk 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-Nederland's statutory accounts.
- 25.3 The Audit & Risk Committee reviews and discusses the terms of engagement of the Auditor, the scope of the annual accounts audit, the remuneration and the independence of the external auditor every year.
- 25.4 The Audit & Risk Committee scrutinises and advises the Board and the OCA-Council on the contents of the draft audit report and of any management letter that the Auditor 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-Nederland's statutory accounts or any other financial statements.
- 25.5 The Audit & Risk Committee discusses with the Auditor any problems or reservations arising from the draft external audit report and draft management letter, reporting relevant issues back to the OCA-Council, and advising the Board accordingly.

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- 25.6 The Audit & Risk Committee reviews the performance of the Auditor and advises the Board on any changes that ought to be made to their general terms of engagement.
- 25.7 The Audit & Risk Committee evaluates the policy and practice of MSF-Nederland on services provided by (other parts) of the audit company that are not related to auditing.

### **The Remuneration Committee**

#### **Article 26: Overall responsibility Remuneration Committee**

The Remuneration Committee takes delegated responsibility on behalf of the Board for ensuring that there is a framework for accountability on the remuneration policy, the job rating and classification policy and the performance evaluation policies applied within the organisation and for stimulating such policies are complying with the law, relevant regulations and good practice. The Remuneration Committee advises the Board on the structure, size and composition of the management team as well as the Board.

#### **Article 27: Composition and reporting Remuneration Committee**

- 27.1 The Remuneration Committee shall be appointed by the Board from amongst its members and shall consist of not less than three members. The president shall not be a member of the committee. The director staff and the controller will have standing invitations to the meetings of the committee. For matters agreed in the OCA memorandum of understanding between the OCA-Partners, a member of the OCA-Council, to be appointed by the OCA-Council may join the Remuneration Committee.
- 27.2 The Board will appoint the chair of the Remuneration Committee from its midst
- 27.3 Appointments to the committee shall be for a period of one year and will be reviewed at the first Board meeting after the General Assembly each year.
- 27.4 At the request of the committee any other Board member or senior management staff shall attend committee meetings.
- 27.5 The Remuneration Committee will meet at minimum twice a year. The proceedings and recommendations of all committee meetings shall be recorded and shared with the Board.
- 27.6 The Remuneration Committee will report once a year in the annual report to the General Assembly about their tasks performed and general findings et cetera.

#### **Article 28: Main duties of the Remuneration Committee**

The main duties of the Remuneration Committee include:

- a. to advise the Board on the remuneration policy of the Board and the members of the Management Team and to ensure the remuneration policy is complying with the law,

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relevant regulations, guidelines, the overall remuneration framework (*Functie Waarderingsstelsel*) of the organization and good practice, to ensure accountability on the policy for the remuneration as referred to in article 14.3 and article 18.4 of these bylaws;

- b. to direct the terms and conditions of employment negotiations at entering and at termination of an assignment contract of a member of the Board, the management team or other senior executive staff within the organisation and to advise the Board accordingly;
- c. to supervise the remuneration for the members of the Board, the Management Team and other senior executive staff within the organisation and to advise the Board accordingly;
- d. to oversee the performance review system, performance indicators and performance measurement schedule of the General Director;
- e. to oversee and advise the Board on the remuneration of the president of the Association, the policy on attendance fees (*vacatiegelden*) for Board members and the policy on declaration of expenses of Board members;
- f. to oversee the performance review system, performance indicators and performance measurements schedule of the president of the Association, individual Board members and Board and Board Committee functioning;
- g. to consider proposals from the General Director about the remuneration of senior executive staff and make recommendations to go to the full Board;
- h. to consider proposals from the General Director regarding remuneration benefits across the organisation and to make recommendations to go to the full Board;
- i. to make recommendations as referred to in this article 28.1.g and article 28.2.h above taking into account all aspects which it deems necessary. The considerations may include the review of data and information supplied by external parties and internal and external comparative information. The full Board will discuss and approve of the recommendations of the committee;
- j. to regularly review the structure, size and composition (including the skills, knowledge and experience) required of the management team and the Board, such in consultation with the General Director;
- k. to regularly review the contract assignment period terms for the directors and other senior executive staff within the organisation and to advise the Board accordingly.

28.2 No director or executive shall be involved in any decision about their own remuneration.

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28.3 The committee may seek any information it requires and may obtain external legal or other professional advice and to obtain the attendance of anyone it considers having relevant experience, expertise or knowledge. When required the committee may or will consult the Association's works council.

### **The Medical Committee**

#### **Article 29: Overall responsibility Medical Committee**

The Medical Committee supports and advises the OCA-Council and the Board in its role of overseeing of the medical direction of the Operational Centre Amsterdam and in ensuring that there is a framework for accountability on the quality of medical services and standards, the professional competency of medical staff, issues of professional care, for examining and reviewing systems and methods of control, including risk analysis and risk management pertaining to medical practice and medical error reports; and for stimulating the organisation is complying the relevant legal provisions and regulations as well as good practice.

Further to article 30 and article 31 here below the Medical Committee shall have separate terms of reference that are approved by the OCA-Council.

#### **Article 30: Composition and reporting Medical Committee**

- 30.1 The Medical Committee shall have no fewer than three and maximum six members and shall be composed of at least one representative from each OCA-Partner board.
- 30.2 No fewer than two members will be OCA-Council member.
- 30.3 The members of the Medical Committee are appointed by the OCA-Council on recommendation of the OCA-Partner boards.
- 30.4 The Medical Committee appoints its chair from its midst. The chair of the Medical Committee shall be a member of the OCA-Council. The OCA-Council will acknowledge the chair of the Medical Committee.
- 30.5 Members on the Medical Committee shall have a medical background in accordance with the statutes of the association *Médecins sans Frontières International*. It is desired for the committee to have members with medical expertise in diverse areas.
- 30.6 The Medical Committee will meet at minimum three times a year. The proceedings and recommendations of all committee meetings shall be recorded and shared with the OCA-Council and the Management Team (through the medical director).
- 30.7 The medical director and such other members of staff as the chair may require shall attend the meetings.

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- 30.8 Members of the Medical Committee will be appointed annually. Their membership ends when their membership of the concerned OCA-Partner's board or the membership of the concerned OCA-Partner ends.
- 30.9 The Board will report once a year in the annual report to the General Assembly about the tasks performed and general findings et cetera of the Medical Committee.

### **Article 31: Main duties of the Medical Committee**

The main duties of the Medical Committee include:

- a. to provide timely and regular information to the OCA-Council on medical programming, achievements, risks and concerns;
- b. to make recommendations to OCA-Council on medical issues for annual and strategic planning;
- c. to identify and discuss medical issues of interest or concern facing the OCA in particular, or the operations of *Médecins sans Frontières* in general and table subsequent relevant insights or recommendations to the OCA-Council;
- d. to establish and maintain of links with the medical committees of the other operational directorates.

### **The Duty of Care Committee**

#### **Article 32: Overall responsibility Duty of Care Committee**

The Duty of Care Committee supports and advises the OCA-Council and the Board in its role of monitoring and oversight of the integrity systems, the safety & security framework and good governance principles of the Operational Centre Amsterdam and ensuring that there is an effective culture of accountability on integrity, behaviour, health, safety, and professional conduct of all staff. The committee monitors and inquires whether systems and methods of control, including risk analysis, risk management and reporting pertaining to behavior, staff health and safety & security are in place and effective. The committee stimulates the organization in complying with the relevant legal provisions and regulations as well as good practice.

Further to article 33 to article 35 here below the Duty of Care Committee shall have separate terms of reference that are approved by the OCA-Council.

#### **Article 33: Composition and reporting Duty of Care Committee**

- 33.1 The Duty of Care Committee shall have no fewer than three and maximum six members and shall be composed of at least one representative from each OCA-Partner board and at least one external member experienced in the subject matter of the committee.



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- 33.2 No fewer than two members will be OCA-Council member.
- 33.3 The members of the Duty of Care Committee are appointed by the OCA-Council on recommendation of the OCA-Partner boards.
- 33.4 The OCA-Council will appoint the chair of the Duty of Care Committee. The chair of the Duty of Care Committee shall be a member of the OCA Council.
- 33.5 Members on the Duty of Care Committee shall have expertise in areas of organisational culture, governance and integrity or safeguarding systems.
- 33.6 The staff director and such other members of staff as the chair may require shall attend the meetings.
- 33.7 Members of the Duty of Care Committee will be appointed annually. Their membership ends when their membership of the concerned OCA-Partner's board or the membership of the concerned OCA-Partner ends.
- 33.8 The Board will report once a year in the annual report to the General Assembly about the tasks performed and general findings et cetera of the Duty of Care Committee.

#### **Article 34: Main duties of the Duty of Care Committee**

The main duties of the Duty of Care Committee include:

- a. to monitor and assess the consistency of internal control, procedures and reporting in particular relating to the Association's:
  - i. safeguarding systems;
  - ii. integrity systems;
  - iii. safety and Security framework;
  - iv. staff health policies;
- b. to evaluate, with the General Director and the Management Team, at least annually, on organizational culture, integrity, behavior, health and safety and professional conduct and report on progress to the OCA Council;
- c. to consider the appropriateness of executive action following external and internal reviews and to advise the General Director on any additional or alternative steps to be taken and advise the OCA Council and the Board accordingly;
- d. to review the possible effect on any new legal or regulatory requirements or practices in the area of reporting and governance that may affect any of the OCA-Partners;
- e. to provide timely and regular information to the OCA-Council on programming, achievements, risks and concerns;

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- f. provision of recommendations to OCA-Council on Duty of Care issues for annual and strategic planning;
- g. to identify and discuss issue in the area of Duty of Care of interest or concern facing the OCA in particular, or the operations of *Médecins sans Frontières* in general and table subsequent relevant insights or recommendations to the OCA-Council.

**Article 35: Authority of the Duty of Care Committee**

- 35.1 The Duty of Care Committee is authorised to obtain appropriate external legal and other professional advice in order to fulfil its responsibility to the Board and the OCA-Council.
- 35.2 The Duty of Care Committee may make recommendations to the Board and the OCA-Council to initiate investigations into any matter that threatens or adversely affects the accomplishment of the aims and objectives of the Association, its assets, the reliability of all records and information, and its compliance with relevant laws, regulations, policies and its governing instruments.
- 35.3 The Duty of Care Committee considers any whistleblowing case concerning the General Director, members of the Management Team or OCA-Council, or any whistleblowing case in which the standing executive line of inquiry cannot be followed, or any case of OCA reputational concern, real or perceived. This consideration includes whether and how to investigate such cases as well as who shall be the decision-making authority, taking into account moral and legal accountability.

**Article 36: Final provision**

- 36.1 If there is any doubt about the interpretation of these By-laws, the Board will decide and report the interpretation for approval to the General Assembly.
- 36.2 In all cases pertaining to the management of MSF-Nederland not provided for by the Articles of Association or the By-laws, the Board will act as it deems fit and in the best interest of the Association.
- 36.3 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.

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