

# Humans of the World International Foundation



## Code of Governance

### **Name and Headquarters**

#### Article 1

The foundation bears the name: Stichting Humans of the World International Foundation.

1. It has its headquarters in the Municipality of The Hague.

### **Goal**

#### Article 2

1. The foundations has as its goal:

- a. Enabling and providing affordable health care, education, food, shelter and the holistic development of individuals and communities all worldwide with a special focus on marginalized populations.
- b. Perform all further actions related to the foregoing in the widest sense or can be conducive to it.

2. The foundation seeks to achieve its objective by setting up -

programs, extensive communication, collaboration, referral and networking by entering into partnerships with International and local governments, universities, businesses, other foundations and communities within the framework of supporting the activities of the foundation.

### **Board: composition, manner of appointment**

#### Article 3

1. The board of the foundation consists of a series of at least three directors to be determined by the board.

2. The directors are appointed and suspended by the board. Vacancies must be filled as soon as possible. The Board shall elect a chairman, a secretary and a treasurer. The offices of secretary and treasurer may be filled by one person.

3. The directors are appointed for an indefinite period of time.

4. In case of one or more vacancies on the board the board retains its powers.

5. The directors receive no remuneration for their work.

They are entitled to compensation for by them in the exercise of their function in costs incurred.

# Humans of the World International Foundation



## Board: tasks and powers

### Article 4

1. The board is charged with the management of the foundation.
2. The board is not authorized to decide to enter into agreements to acquire, alienate and encumber registered property unless the resolution is adopted by unanimous vote of all directors then in office.
3. The board is not authorized to decide to enter into agreements whereby the Foundation makes itself as guarantee or linking co-debtor, for a third party or undertakes to provide security for the debt of another, unless the resolution is adopted by unanimous vote of all directors then in office.
4. Testamentary dispositions may only be accepted with the benefit of inventory.

## Board meetings

### Article 5

1. The Board meetings are held at the place and in the notice is given or via Skype or any other digital medium.
2. Annually within six months after the end of the financial year a meeting of the Board (the annual meeting) shall be held, where the adoption of the balance sheet and statement of income and expenses will be discussed. In addition, each month a meeting shall be held.
3. Further meetings are held when one of the directors shall send the notice.
4. The notice convening a meeting shall be given at least seven days in advance, not calculating the day of the convocation, and the day of the meeting, by means of a convocation.
5. A notice of meeting shall state, except the place and time of the meeting, the topics to be discussed.
6. The meetings are chaired by the Chairman. In his absence the directors provide the leadership of the meeting. Until then, the meeting is chaired by the director most senior in age.
7. The secretary takes minutes of the meeting. In the absence of the secretary, the secretary is appointed by the person chairing the meeting. The minutes shall be adopted and signed by those who have acted as chairman and secretary at the meeting. The minutes will be kept by the secretary.
8. Access to the meetings of the Board, have the directors then in office and those who have been invited by the board.

## Board decision-making

### Article 6

1. The Board can only make decisions in a meeting if the majority of the directors in office is present or represented.

**Kamer Van Koophandel Nummer: 64049272**  
**Louis Couperusplein 2, The Hague 2514 HP, The Netherlands.**  
**Website: [www.howif.org](http://www.howif.org) Email: [info@howif.org](mailto:info@howif.org)**

# Humans of the World International Foundation



A board member can be represented in a meeting by another board member after a written, at the discretion of the chairman of the meeting sufficient, power of attorney has been issued. A board member can then only represent one other board member and act as plenipotentiary.

2.If at a meeting the majority of the board members in office is not present or represented then a second meeting will be held no earlier than two and no later than four weeks after the first meeting. In this second meeting regardless of the number of present or represented board members there can be decided on the matters which were issued on the agenda at the first meeting. In the convocation for the second meeting must be stated at that and why a decision can be taken regardless of the number of present or represented board members.

3.As long as in a meeting all board members then in office are presented, valid resolutions can be adopted on all subjects coming up for discussion, provided unanimously voting, even though the prescribed regulations by the statutes for calling and holding of meetings have not been followed.

4.The board may also adopt resolutions by unanimous voting without a meeting. Of this decision a summary will be written by the secretary that after co-signing is kept by the president as minutes.

5.Each director has the right to cast one vote. Insofar as these Articles of Association don't prescribe a larger majority board decision will be adopted by an absolute majority of the valid votes casted. In case of a tie vote the proposal is considered to have been rejected.

6.All votes will be held orally in a meeting, unless one or more directors require a written voting before the meeting. Written votes will be cast by unsigned, closed ballots.

7.Blank votes will be deemed not to have been cast.

8.In all disputes on voting the chairman of the meeting decides.

## **Board resignation**

### Article 7

A director resigns:

a.by his death or if the director is a legal person, its dissolution or if it ceases to exist.

b.by the loss of the right to dispose of his assets.

c.by his resignation.

d.by dismissal by the joint remaining directors.

e.by dismissal under Article 2: 298 Dutch Civil Code.

# Humans of the World International Foundation



## Representation

### Article 8

1. The board represents the foundation.
2. The authority is vested in two managing directors acting jointly.
3. Against an act in violation of Article 4 paragraphs 2 and 3 may be made invoked against third parties.
4. The Board may grant one or more directors, or third parties to represent the foundation within the limits of that power of attorney.

## Financial year and annual accounts

### Article 9

1. The financial year of the foundation is the same as the calendar year.
2. The board is obliged to keep administration about the financial position of the foundation and of everything concerning the activities of the foundation, by the requirements arising from these activities, and keep the relevant books, records and other data carriers in such a way that the rights and obligations of the foundation always can be known.
3. The Board is required annually within six months after the end of the financial year to make the balance sheet and statement of income and expenditure of the Foundation and establish this on paper.
4. The board is obliged to keep the books referred to in the preceding paragraphs, documents and other data carriers for seven years.
5. On a data carrier mounted data, except for on paper mounted balance sheet and statement of income and expenditure can be transferred to another data carrier and stored, provided that the transfer will represent accurate and complete data and these data are available during the entire storage time and can be made legible within a reasonable amount of time.

## Regulations

### Article 10

1. The board is authorized to establish a set of rules in which those subjects are regulated, requiring (further) control by the opinion of the directors.
2. The regulations may not be in conflict with the law or these Articles.
3. The board is authorized to amend or discontinue the rules.
4. On the adoption, amendment and termination of the regulation shall Article 11 paragraph 1 apply.

**Kamer Van Koophandel Nummer: 64049272**  
**Louis Couperusplein 2, The Hague 2514 HP, The Netherlands.**  
**Website: [www.howif.org](http://www.howif.org) Email: [info@howif.org](mailto:info@howif.org)**

# Humans of the World International Foundation



## Amendment of the articles

### Article 11

- 1.The board is authorized to amend these Articles. A resolution to amend the Articles must be made by unanimous votes in a meeting at which all directors are present or represented.
- 2.The change must be affected by a notarial deed. Each director is individually authorized to let the appropriate act be executed.
- 3.The directors are required to leave a certified copy of the amendment and the amended Articles of Association at the Chamber of Commerce.

## Dissolution and Liquidation

### Article 12

- 1.The board is authorized to dissolve the foundation.
- 2.On the decision of the board to dissolve the foundation paragraph 1 of article 11, shall apply.
- 3.The Board shall decide a fixed destination of the surplus based on the decision made in the previous paragraph, in which this surplus should be given to the benefit of a public welfare institution with a similar purpose or a foreign institution that exclusively or nearly exclusively intends general interest, and which has a similar objective.
- 4.After dissolution liquidation is carried out by the directors, unless by the decision to dissolve others are assigned to be liquidators.
- 5.After the liquidation, the books and records of the dissolved foundation will stay under custody of the person designated by the liquidators during the period prescribed by law.
- 6.Title 1, Book 2 of the Dutch Civil Code applies on the liquidation.

## Final Provisions

### Article 13

- 1.In all cases, in which both the law and these statutes do not provide, the board will decide.
- 2.Written in these articles includes any message transmitted through the usual channels of communication, which is evident from scripture.
- 3.The first financial year of the foundation ends on the thirty-first of December two thousand fifteen (31-12-2015).