

## STICHTING OXFAM INTERNATIONAL CONSTITUTION

### Name and Registered Office

#### Article 1

- a. The name of the Foundation is: “**Stichting Oxfam International**”.
- b.. The Foundation has its registered office at The Hague (the Netherlands).
- c. The Foundation has been established for an indefinite period of time.

#### Objects

#### Article 2

Whereas conflict, injustice and the denial of basic rights are, inter alia, major causes of poverty and empowerment of the poor is necessary to achieve change, the objects of the Foundation are:

- a. to relieve poverty, combat distress and alleviate suffering in any part of the world regardless of race, gender, creed or political convictions;
- b. to research the causes and effects of poverty, distress and suffering and to educate the general public and decision-makers as to the same;
- c. with a view to the objects set forth under a. and b. to work as an international partnership of goodwill.

#### Definitions

#### Article 3

In this Constitution:

- a. “the Foundation” shall mean the Foundation mentioned in Article 1;
- b. “the “Affiliate” or Affiliates” shall mean the corporate organisations who subscribe to the objects of the Foundation and who have been entered in the register referred to in Article 6;
- c. “the Board” shall mean the Board of Trustees entrusted with the management of the Foundation and which is its governing body;
- d. “Trustees” shall mean a Voting Trustee or a Non-Voting Trustee and the Chair (Non-Voting);
- e. “Voting Trustee” shall mean any Trustee who has been appointed to be a Trustee by each Affiliate Board and who is a voting member of that Board
- f. “Non-Voting Trustees” shall mean Trustees who are Chief Executives (or Executive Directors) of an Affiliate;
- g. “the Rules of Procedure” (Rules) shall mean the rules referred to in Article 8;

- h. "the Code of Conduct" (Code) shall mean the code referred to in Article 8;
- i. "Annual and Extraordinary General Meeting" shall mean a meeting of the Trustees;
- j. "annual and additional Board meeting" shall mean a meeting of the Board
- k. "Affiliation Agreement" shall mean the form of agreement and the recording document establishing membership in the Foundation other than for founder Affiliates which are governed by their original undertakings in forming the Foundation and in signing the Constitution;
- l. "Trade Mark" shall mean the Foundation's graphic logo;
- m. "Licence Agreement" shall mean the agreement allowing for and controlling use of the Foundation's Trade Mark by any of the Affiliates.

#### Assets

#### Article 4

The assets of the Foundation shall consist of contributions made by the Affiliates, subsidies and donations, grants, legacies and bequests and all other income and revenue.

#### Means

#### Article 5

To attain its objects the Foundation, acting on behalf of the Affiliates, shall:

- a. facilitate international advocacy, research and policy development; and provide public education;
- b. develop and implement a common communications and marketing policy;
- c. facilitate the harmonisation and evaluation of the Affiliates' field programmes and improve coordination of emergency response;
- d. promote a common culture among the Affiliates and protect the integrity of the name "Oxfam";
- e. facilitate global fund raising;
- f. facilitate a coordinated approach to alternative trading;
- g. facilitate participation by partner organisations and other relevant constituencies;
- h. enhance the capacity of the Foundation to fulfil its purposes;

- i. apportion the expense of these tasks among the Affiliates in accordance with such budgets as the Board shall approve;
- j. and do all such other things as are necessary to attain these objects.
- k. in compliance with the laws applying in the United States of America no substantial part of the activities of the Foundation shall be carrying on propaganda, or otherwise attempting to influence legislation in the USA or participating in, or intervening in, (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office in the USA.

### Affiliates

#### Article 6

The name and address of each Affiliate and of each Trustee representing that Affiliate shall be entered in a register kept by the Board

Affiliates are:

- a. The first Affiliates, namely:
  1. those organisations presently registered in their respective countries under the name "Oxfam": Oxfam America, Oxfam en Belgique/in België, Oxfam Canada, Oxfam Hong Kong, Oxfam Quebec, Oxfam GB (formerly Oxfam (United Kingdom and Ireland), and
  2. Community Aid Abroad and Nederlandse Organisatie voor Internationale Ontwikkelingssamenwerking (Novib).
- b. Other corporate organisations which the Board admits as Affiliates in the manner specified in Article 10.e.3.

All the Affiliates must:

1. agree to the objects of the Foundation set out in Article 2, to this Constitution and to the Rules;
2. agree to observe the Code referred to in Articles 8 and 10 and such other codes as the Board may adopt in the future;
3. agree that the right to use the name "Oxfam" or to have the name "Oxfam" used belongs to the Foundation and shall only be used by an Affiliate in any of its activities upon such terms and conditions as the Foundation shall decide, taking into account the provisions of Articles 19 and 20.
4. accept that the Trade Mark is owned by the Foundation and that such Trade Mark may only be used by Affiliates in accordance with the Licence Agreement to which it is a party and that any Affiliate who ceases to be an Affiliate shall immediately cease to have the right to continue to use the Trade Mark.

### The Board

#### Article 7

- a. The Board shall consist of a Voting Trustee and a Non-Voting Trustee appointed by each Affiliate, and the Chair.
- b. In case of vacancies the remaining Trustees shall constitute a legitimate Board.
- c. Trustees shall not receive any remuneration from the Foundation, but may be repaid such out-of-pocket expenses as the Board shall decide.

## Functions of the Board

### Article 8

The Board shall:

- a. represent the Foundation, decide its overall management and formulate its policies and the programme of common activities;
- b. adopt a Code of Conduct to supplement or implement this Constitution but in the event of inconsistency the Constitution shall prevail
- c. adopt Rules and Procedures to supplement or implement this Constitution but in the event of any inconsistency the Constitution and the Code shall prevail, provided that in the case of the Licence Agreement and the Affiliation Agreements any amendment shall be made in accordance with the provisions of those agreements.
- d. preserve, protect, interpret and amend policies where necessary, and the Constitution, the Rules, the Code, the Licence Agreement, Affiliation Agreements, the Trade Mark and any other adopted codes
- e. hold an Annual General Meeting and at least one Board meeting in each calendar year at such time and place as the Board shall decide but with an interval of not more than fifteen calendar months between such meetings. In so far as possible the country venue of each meeting shall be different and be hosted by Affiliates in rotation. The Annual General Meeting agenda shall include:
  - 1. the annual report of the Foundation including the conclusions of any evaluations;
  - 2. the auditors' report for the preceding year or, on any occasion when the auditor's report cannot be complete before the Board meeting is held, a financial statement of the Foundation subject to its subsequent audit, which must be formally approved within such period and by such means as the Board shall predetermine;
  - 3. the designation of the auditors;
  - 4. approval of any amendments to the Constitution and the Code
  - 5. holding elections, as required, of the Chair, Deputy Chair and Treasurer.
- f. approving a budget for the current or succeeding year and agreeing an apportionment formula for the Affiliates;

- g. supervising the management by the Executive Director, approving his/her annual report, examining and approving the Foundation's accounts and expenditure.

## Powers of the Board

### Article 9

The Board shall have the power to:

- a. establish such sub-committees to the Board, standing or otherwise, as the Board may see fit, define their terms of reference, examine their reports and recommendations and authorise any follow-up action;
- b. hold extraordinary Board meetings as provided by the Rules;
- c. subject to Articles 10d and 10e, pass resolutions without Trustees being physically present, as provided in the Rules, and provided the resolution is voted upon by at least fifty percent (50%) of the Trustees who are entitled to vote
- d. appoint the Executive Director of the Foundation, fix his/her remuneration and dismiss him/her;
- e. inspect the accounts and records of any Affiliate and its subsidiaries and make any copies or extracts it may think necessary and request such other information from an Affiliate as may be reasonably necessary for the effective functioning of the Foundation or the Board;
- f. delegate by Power of Attorney to the Chair of the Board and one other Trustee, who does not represent the same Affiliate as the Chair, the power to represent the Foundation in any legal proceedings, agreements or otherwise.

## Voting

### Article 10

- a. Only a Voting Trustee shall have the right to vote at meetings or on resolutions of the Board subject to the Rules.
- b. Each Voting Trustee shall have one vote.
- c. Decisions of the Board, in so far as possible, should be reached by consensus. If this is not possible, the Voting Trustees or the Chair shall have the right to call for a vote.
- d. On all matters, save those specified in 10.e, resolutions shall be passed by a majority of at least three fourths of the votes cast by those who are present and entitled to vote.
- e. On the following matters, if unanimity is not possible, at least two votes shall be necessary to block a decision:
  - 1. any change to this Constitution or to the Code;
  - 2. the protection of the name and integrity of the Foundation, including the granting or withdrawal of the right to use the name "Oxfam";
  - 3. the admission of an Affiliate or its expulsion pursuant to the provisions of

Article 21;

4. any change to the apportionment formula according to which Affiliates contribute to the Foundation's budget expenses;
5. the addition of any other matter for decision within this sub-clause.

### Decisions of the Board

#### Article 11

Decisions of the Board shall be binding upon all Affiliates except in circumstances where, in the reasonable judgement of the affected Affiliates, there are deemed to be impeding national, legal or life-threatening circumstances.

The judgement of the Affiliate concerned shall be circulated to all the Affiliates in writing forthwith, the reasons being stated.

### Office Bearers

#### Article 12

- a. The Board shall elect its Chair from among its Voting Trustees and, if found necessary from among current voting members of Affiliate Boards, including their Chairs, and from among former Affiliate voting Board members with long governance associations with those Affiliates Any Affiliate whose Voting Trustee is elected chair of OI may appoint a Voting Trustee in his or her stead to hold office during the tenure of that Chair.
- b. The Board shall elect its Deputy Chair and Treasurer from among the Voting Trustees.

### Executive Director

#### Article 13

The Board shall appoint an Executive Director who shall be in charge of the ~~daily~~ management of the Foundation, within the budget and policy framework approved by the Board. The Director shall be responsible for ensuring that the Board's decisions are implemented, that proper books of account and records are kept and further for all such guidelines and duties as the Board shall decide.

### Financial Year and Accounts

#### Article 14

- a. The financial year of the Foundation shall be the calendar year.
- b. At the end of each financial year the Executive Director (or in the event of a vacancy, the Chair) shall be responsible for the preparation of financial statements incorporating a balance sheet and a statement of income and expenditure for that year.
- c. In the event of such statement showing any shortfall of income to cover budgeted expenditure and which is not covered by any general cash reserve, it shall be the duty of the Affiliates to

make good such shortfall by using the same apportionment formula that was used to determine their contribution to that budget. Any shortfall shall be made up within such time and upon such terms as the Board shall decide.

#### Quorum

#### Article 15

The quorum required to hold any valid meeting of the Board shall be fifty per cent (50%) of the Trustees who are entitled to vote.

#### Amendments to the Constitution

#### Article 16

The Constitution may only be changed or added to with due observance of the provisions of Article 10.e. A proposal to change or make additions to the Constitution shall be sent to each Affiliate and to each Trustee not later than 30 clear days prior to the meeting, setting out the proposal for that change or addition. Any alteration must be effected by a notarial deed on pain of nullity and the Board must lodge an authenticated, dated copy of the alteration, as well as the altered Constitution, with the office of the Public Register of Foundations kept at the Chamber of Commerce and Industry within whose jurisdiction the Foundation has its registered office.

#### Service of Notices

#### Article 17

- a. A notice may be served on any Affiliate at its registered office address last notified to the Foundation. A notice may be served by any Affiliate upon the Foundation or its Chair at its Secretariat address, either personally, or by sending it by post, or by fax or other information technology message receivable in permanent printed form.
- b. A notice served by post shall be deemed to have been served on the tenth day after it was put in the post, of which the date stamp or other receipt of the Post Office shall be sufficient proof. A notice served by fax or other information technology shall be proved and deemed to have been served on the date printed on the sender's receipt that such message has been a good transmission.

#### Termination of Trusteeship

#### Article 18

Besides removal from office by the court in the cases mentioned in Section 298, subsection I, Book 2 of the Netherlands Civil Code, membership of the Board shall terminate:

- a. if a Trustee dies or resigns;
- b. if a Voting Trustee ceases to be a voting member of an Affiliate Board, provided that this does not apply to the Chair elected as a former member of an Affiliate Board;
- c. if a Non-Voting Trustee ceases to be the Chief Executive (or the Executive Director) of an affiliate

- d. if the Affiliate withdraws the right of the Trustee to represent it;
- e. if the Affiliate which is represented by the Trustee concerned resigns from affiliation to the Foundation or if the Affiliate which is represented by the Trustee concerned is expelled from affiliation by the Board.

### Resignation of an Affiliate

#### Article 19

- a. Only Affiliates specified in Article 6a. which voluntarily resign from affiliation to the Foundation shall have the right to retain the use of the name "Oxfam", provided that such Affiliate shall not commence proceedings voluntarily to resign from its affiliation to the Foundation for a period of not less than three years from 2 January 1996, being the date of first registration of this Constitution.
- b. Any Affiliate wishing to resign from its affiliation to the Foundation shall notify the Board of its intention to resign not later than twenty-four months prior thereto. If the Affiliate concerned still intends to resign from affiliation twelve months prior to the date on which the announced resignation is to take effect, it shall notify the Foundation thereof once again. After this second period of twelve months the resignation shall take effect automatically.
- c. The provisions of Articles 6.b.3 and 19.a, relating to the right to use the name "Oxfam", may be reviewed with the objective of amending this Constitution - with the agreement of all Affiliates specified in Article 6.a - to vest the right to use the name "Oxfam" exclusively in the Foundation. Unless there is agreement by all Affiliates specified in Article 6.a to change this, the existing provisions entitling an Affiliate intending to resign to retain the name "Oxfam" shall remain applicable.

### Expulsion

#### Article 20

- a.
  1. An Affiliate which is - by virtue of a resolution of the Board passed by the majority required by Article 10.e. (on which the subject Affiliate shall not be entitled to vote) - found to be in gross violation of the fundamental principles of the Foundation as contained in - but not only in - this Constitution and the Code may be expelled from affiliation with the Foundation. The expulsion shall take effect immediately after the expulsion resolution has been passed.
  2. A resolution to proceed to expulsion shall only be passed after all reasonable steps have been taken to counsel, mediate or otherwise correct the violation. For the purposes of this provision and for a period of three years from 2 January 1996, being the date of first registration of this Constitution, the Board shall decide by the majority mentioned in Article 10.e what is to be understood by the term "gross violation". In this case the subject Affiliate shall not be entitled to a vote.
  3. If a resolution to expel an Affiliate takes effect, the Affiliate concerned shall forfeit the right to use the name "Oxfam" (or any derivative or non-English language form of "Oxfam") in conformity with the terms of the Affiliation Agreement and provided that the Board establishes that the use of the name "Oxfam" by the expelled Affiliate would cause grave and enduring damage to the Foundation or its Affiliates. The expelled Affiliate shall also forfeit the right to use the Foundation's Trade Mark in accordance with the relevant Licence Agreement.



4. The expelled Affiliate shall have the right to appeal within thirty days against a resolution by which it is expelled, either to an independent arbitrator under the Rules or to the appropriate court of law. Until the appeal is decided, the expelled Affiliate shall not be entitled to participate in the affairs of the Foundation but shall have the right to retain the use of the name "Oxfam" if the resolution provided for forfeiture of this name and of the Trade Mark.
- b. For a period of three years from 2 January 1996, being the date of first registration of this Constitution, no Affiliate shall be expelled from affiliation to the Foundation, provided that the Board may, in the event of an actual, indicated or suspected gross violation or breach of the fundamental principles of the Foundation as contained in - but not only in - this Constitution and the Code and by the voting majority referred to in Article 10.e. (in respect of which the subject Affiliate shall not be entitled to vote) make whatever arrangements (including direct intervention in the Affiliate's management or governance) the Board considers necessary to investigate and rectify or otherwise resolve the actual, indicated or threatening gross violation or breach.
- c. Where expulsion proceedings have commenced against an Affiliate and it then serves notice of its intention to resign, the provisions of Article 20 shall nonetheless apply and take precedence over the resignation provisions contained in this Constitution.

#### Termination of Affiliation for External Reasons

##### Article 21

An Affiliate which, because of undue government interference, is in ongoing breach of the provisions of the Constitution, the Code or the Affiliation Agreement may be suspended at the Board's discretion from participation in and voting at the Foundation's meetings and from use of the name "Oxfam", domestically and internationally, for such a period as may be determined by the Board. This resolution shall be passed by the voting majority provided in Article 10.e. (in respect of which the subject Affiliate shall not be entitled to vote). After this period the Board shall review the Affiliate's ability to comply with all requirements of affiliation and may, by the voting majority needed as referred to in Article 10.e (from which the subject Affiliate will be excluded), decide:

- a. to reinstate the Affiliate's right of participation and voting, or
- b. to extend the period of suspension, or
- c. to proceed to expel the Affiliate.

In that case all provisions relating to expulsion contained in Article 21 above shall apply.

#### Dissolution

##### Article 22

- a. The Foundation can only be dissolved by virtue of a resolution which is passed by a majority of not less than three fourths of the votes cast by the Trustees who are present and entitled to vote, after each Trustee has been informed thereof at least twenty-one days prior to the meeting.
- b. If upon such dissolution there remains, after the satisfaction of all debts and liabilities, any property whatsoever, it shall be distributed in so far as possible among the membership at the

date of dissolution according to the apportionment formula operating at the time and only for the objects set out in Article 2.

No part of the net earnings of the Foundation shall inure to the benefit of any members, Trustee, director, officer of the Foundation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Foundation), and no member, Trustee, officer of the Foundation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Foundation.

- c. After its dissolution the Foundation shall continue to exist in so far as this is necessary for the liquidation of its assets. The words “in liquidatie” shall be added to its name.
- d. If the Foundation has been dissolved by a resolution of the Board, the Trustees shall act as liquidators of the assets of the dissolved Foundation. The provision of the laws of the Netherlands and this Constitution relating to the appointment, suspension and removal from office of Trustees shall apply to these liquidators, who shall have the same powers, duties and liabilities as a Trustee in so far as these are compatible with their duties as liquidators.
- e. After liquidation, the books and records shall remain in the custody of the person designated for that purpose by the liquidators for a period of ten years.
- f. After the dissolution the Affiliates specified in Article 6.a. shall have the continuing right to use the name “Oxfam”, unless any such member has previously forfeited the right to use the name “Oxfam”, conditional upon the unanimous agreement of the said founder members.

#### Final Provisions

##### Article 23

The laws of the Netherlands shall apply to any matter relating to the Foundation and its conduct and to this Constitution, the Code and the Rules. In any case not provided for either by law or this Constitution, the Board shall decide.