

Statutes of the Association Médecins Sans Frontières Norway

Approved by the 2019 General Assembly – 11 May 2019

ARTICLE I – NAME

Médecins Sans Frontières Norway (abbreviated as “MSF Norway”), registered in Norway as Leger Uten Grenser, is a Norwegian non-for-profit association in the medical humanitarian field.

MSF Norway is an institutional member of the Médecins Sans Frontières International (abbreviated as “MSF International”). As such, MSF Norway undertakes and guarantees to abide by the Statutes attached in Appendix I, Internal Rules attached in Appendix II, and decisions of MSF International.

MSF International is solely responsible for the use of all names, trade names, marks, trademarks, domain names and other intellectual property rights and grants MSF Norway a non-transferrable, non-exclusive, and royalty free license as outlines in the Trademark License Agreement attached in Appendix III by and between MSF International and MSF Norway.

ARTICLE II – REGISTERED OFFICE

The head office of MSF Norway is in Oslo, Norway.

ARTICLE III – PURPOSE

MSF Norway, as part of MSF International, strives to advance the Charter of Médecins Sans Frontières attached in Appendix IV (abbreviated as the “MSF Charter”) in a manner consistent with the principles set out therein.

ARTICLE IV – ACTIVITIES

Section 1: Internationally

MSF Norway may carry out any activities that supports or furthers the achievement of its purpose (see Article III). As such, MSF Norway shall:

- contribute to the implementation of international Operational Projects initiated by the Operational Centers (abbreviated as “OCs”) in accordance with the MSF Charter;
 - promote accountability of the actions of MSF International and hold it accountable for its actions and operations; and
 - participate in the operational decision making process of operations through collaborations with OCs;
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Section 2: In Norway

MSF Norway may carry out any activities that supports or furthers the achievement of its purpose (see Article III). As such, MSF Norway shall:

- recruit and maintain a pool of volunteers of doctors, health sector workers, and other professions, as needed by operations to carry out MSF's International Operational Projects in accordance with the MSF Charter;
 - spread information, bear witness and raise public awareness about the work, charter, and principles of MSF;
 - ensure transparency and accountability towards members, and the public, including donors; and
 - raise funds for the activities of the Association internationally and in Norway.
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ARTICLE V – MEMBERSHIP

Section 1: Structure of MSF Norway

MSF Norway fulfils the following condition:

- comprises of at least 50 members.

MSF Norway shall in addition strive to fulfill the following criteria:

- one third (1/3) of its members have international experience of working in Operational Projects; and
- one third (1/3) of its members have a medical background.

Section 2: Membership in the MSF Norway Association

Membership is granted only to individuals. All who fulfil at least one of the following criteria below may become a member by applying for membership and paying the annual membership fee.

To become a member:

- s/he has working experience as International Staff in an Operational Project for at least six (6) months; and/or,
- s/he has completed two (2) separate contracts as International Staff in an Operational Project; and/or,
- s/he has working experience of overall one (1) year as a locally contracted employee of the Association or any of MSF International's Institutional Members; and/or,
- s/he has done unpaid work, student assistance or internship of overall two (2) years within the Association or any MSF International's Institutional Members.

A person may also be coopted as a member if s/he has experience valuable to the Association, however, members without MSF experience (as outlined above) cannot represent more than 5 % of the voting rights.

Each membership is valid for 12 months, from the date the payment is made.

Members are to receive regular information about the activities of MSF Norway and MSF International.

Section 3: Approval of Membership

The General Assembly delegates to the Board of Directors (abbreviated as the “Board”) to approve new members of the Association. A list of all new members are to be presented to the General Assembly each year.

Section 4: Duties of Membership

The members of MSF Norway shall:

- Elect the Board of Directors and IGA Representative.
- Hold the Board accountable for its duties.
- Declare other affiliations that may be in contradiction to the value and principles of MSF.
- Actively promote medical-humanitarian action through associative participation.
- Ensure adherence to the MSF Charter and to act in the interest of the MSF movement as a whole.

Members retain the right to express themselves freely, in a respectful and non-discriminatory way. However, members shall refrain from:

- Any direct or indirect public use of the term "Médecins Sans Frontières" or "MSF" for commercial or political purposes, whether for own benefit or for the benefit of another person, movement or group.
- Making public statements on behalf of MSF without the prior approval of the MSF Norway executive or a person to whom the executive has delegated such responsibility.

Section 5: Resignation or loss of Membership

A member can leave the Association by notifying the Board in writing, or by not paying the annual membership fee as established by the General Assembly (see Article VI). If the membership fee payment occurs later, membership will be reinstated without any additional approvals.

Members automatically lose their membership status upon death.

Section 6: Expulsion from the Association

Only the Board can expel a member from the Association. A member who is expelled from a mission for reasons of personal misconduct or conduct damaging to the MSF Charter, or otherwise broken the duties of membership set out in Section 4 second paragraph above, may be excluded from the Association by the Board with immediate effect. A member may also be excluded if they act in contradiction to the principles, or for any other reasons that renders that person unfit for membership. Likewise, a member who has been expelled from an MSF association for reasons of misconduct may not be allowed to join and/or may automatically lose his/her membership in MSF Norway.

Section 7: Right to Appeal Expulsion

A member who has been excluded has the right to appeal the decision at the next General Assembly or Extraordinary General Assembly.

Section 1: Role and timing of the General Assembly

The General Assembly is the supreme deciding body of MSF Norway. The General Assembly shall be held annually, no later than six (6) months after the end of the fiscal year (see ARTICLE XI).

Section 2: Notice of the General Assembly

Notice of the General Assembly shall be issued no later than 90 days prior to the meeting. The notice shall be issued by email or mail to all members of the Association, and a notice shall be posted in the office, and on the Association's internal website.

Section 3: Location of the General Assembly

The location of the General Assembly shall be determined by the Board.

Section 4: Agenda of the General Assembly

The General Assembly agenda shall always include the following items:

- approval of whether the General Assembly was duly convened;
- verification of the voting roll;
- approval of the agenda;
- election of a Chairperson, secretary, two vote counters, and two members, who together with the Chairperson shall sign the minutes;
- presentation and approval of the Annual Report;
- presentation and approval of the Auditor's Report;
- presentation and approval of the past year's chosen level of remuneration for the compensated Board Member(s);
- resolution to discharge the Board of liability;
- establishment of the membership fee;
- establishment of the General Assembly fee for the coming year;
- presentation of all members approved since the last General Assembly;
- election of Board Members;
- election of one representative to the International General Assembly (when applicable);
- election of Auditor and an alternate Auditor for a period of two (2) years, only authorized Auditors are eligible; and
- election of Election Committee. The role of the Election Committee is outlined in the MSF Norway Internal Rules attached in Appendix V.

Section 5: Motions

The General Assembly shall also handle motions from the Board or from members of the Association.

Motions must be received by the Board at least 30 days prior to the General Assembly.

Motions shall be sent to the members no later than 14 days prior to the General Assembly.

With the exception of motions dealing with the statutes of the Association, motions can be submitted after the 30 day cut off period, but will only be added to the agenda for discussion if four-fifths (4/5th) of the voting members agree.

The Board is required to report back to the General Assembly on motions passed at the consequent General Assembly.

Section 6: Quorum

Quorum for the General Assembly and the extraordinary General Assembly is fulfilled when at least three (3) Board members (of whom one must be the president or Vice president) and six (6) association members are present in person.

Section 7: Digital participation at the General Assembly and the extraordinary General Assembly and the use of electronic voting

When available, members may participate at the General Assembly and the extraordinary General Assembly by means of digital communication, including to exercise their rights as members electronically.

Section 8: Decisions taken at the General Assembly and the extraordinary General Assembly

Decisions taken at the General Assembly and the extraordinary General Assembly require a simple majority unless otherwise stated. Vote by secret ballot shall be used if a member with voting rights so requests.

Any contestation of the results of elections or decisions taken during the General Assembly or extraordinary General Assembly must be brought forward by a member of the Association within thirty (30) days from the date of the General Assembly.

Section 9: Proxy voting

Members who are not present at the General Assembly or extraordinary General Assembly, and not casting their vote electronically, may authorize another member attending in person to vote on his/her behalf by proxy. However, no member may hold more than three (3) proxies.

Section 10: Voting for the Board of Directors When voting for Board Members the votes will be weighted so that not more than one-third (1/3rd) of the votes may come from members who are currently working as paid employees or as volunteers for MSF Norway. At all other times all members have a full and equal vote.

When voting for Board Members, members have the same number of votes as there are candidates. The board candidate(s) with the highest number of votes are elected. To be elected, a Board candidate requires the votes of at least 33 % of the voting members after the votes have been weighted. The same rules apply to election of IGA-representative.

ARTICLE VII – EXTRAORDINARY GENERAL ASSEMBLY

An extraordinary General Assembly shall be held when the Board deems it necessary or at the request of no less than two-fifths (2/5th) of the members. Notice of the extraordinary General Assembly shall be sent to the members no later than 14 days prior to the meeting and shall indicate the reason for the meeting. Statute changes or amendments should be referred to an ordinary General Assembly, but if external conditions render that impossible, deadlines apply as outlined in Article VIII.

ARTICLE VIII – AMENDMENTS TO THE STATUTES

Section 1: Amendments to the statutes

Amendments to the Statutes are decided upon by the General Assembly and require a two-thirds (2/3rd) majority.

Articles 1, 2, 3, 4, 8, 9 and 13 can only be amended by the General Assembly at the proposal of a unanimous Board.

Section 2: At the General Assembly

Proposals for changes of statutes from members of the Association should be sent to the Board at least 30 days prior to the General Assembly. All proposals for changes of statutes shall be sent to the members of the Association no later than 14 days before the General Assembly.

Section 3: At the Extraordinary General Assembly

Proposals for changes of statutes must be sent to the members of the Association with the notice of the Extraordinary General Assembly 14 days prior to the meeting.

Articles 1, 2, 4, 8, 9, and 13 can only be amended by the extraordinary General Assembly at the proposal of a unanimous Board.

ARTICLE IX – BOARD OF DIRECTORS

Section 1: Obligations of the Board

The Board is the guardian and the guarantor of MSF's ethics, values and principles as agreed upon within MSF International. It sets the policy and vision as well as supports and promotes the activities of MSF Norway.

The Board shall:

- act in good faith and in the best interest of the Association;
- comply with the policies and procedures, including the conflict of interest and confidentiality statement, established by the Board (as outlined in the MSF Norway Internal Rules);
- approve the long and short term strategy direction;
- approve an annual plan of activities and a budget; and
- sign the Annual Report and the Audited Financial Statements.

Board Members shall follow the duties and responsibilities as outlined in the MSF Norway Internal Rules.**Section 2: Board Composition**

The Board shall consist of five to nine (5-9) board members with voting rights ("Elected Board Members").

The Board can co-opt members without voting rights, for a term of one (1) year, renewable.

The Executive of MSF Norway may appoint a representative to the Board without voting rights as regulated by the MSF Norway Internal Rules.

The Board shall strive to have a majority of voting members with a Medical Background.¹

¹ See Definitions at the end of this document.

All Board Members must:

- be members of the MSF Norway association for the duration of their Board service;
- be of at least 18 years of age.

No Elected Board Member can simultaneously hold an Executive position with MSF. Elected Board Members may however, at the consent of the Board, take up gap-filling positions within the Executive of no more than three months duration. During this time the Board Member's voting rights will be suspended. Elected and co-opted MSF Norway Board Members may not apply for any position in the office of MSF Norway while serving on the Board.

Elected Board members cannot concurrently serve on the Board of more than one of MSF International's Institutional Members.

Half of the voting members of the Board must be residents of the European Economic Area (EEA), and at least one Board Member must be a resident of Norway.

The Board can appoint working groups.

Section 3: Elected Board Members

Board Members are elected for a term of three (3) years. Board Members may be elected for a shorter term, upon decision by the General Assembly, for the purpose of maintaining staggered renewal of the Board Members. There are no restrictions on the number of terms a Board Member can serve, as long as s/he is reelected by the General Assembly.

Section 4: Resignation of Board Member

A Board Member may resign from office in writing to the full Board. The Board will then vote to approve the resignation at its next Board Meeting.

In case of death or resignation, the empty seat will remain vacant until the next General Assembly where a replacement Board Member will be elected for the remainder of the term.

If the Board is no longer able to form a quorum due to loss of Board Members, an extraordinary General Assembly will be called to elect replacement members.

Section 5: Removal of Board Member

A Board Member can be removed from office by a two-thirds (2/3rd) majority vote of the full Board. If a Board Member is removed, they can appeal at the next General Assembly to be reinstated.

Section 6: Election of Vice President, Secretary, and Treasurer

The Board elects its Vice President, Treasurer, and Secretary (for individual Board duties, see the Internal Rules) for a one (1) year term.⁴

Section 7: Meeting of the Board

The President convenes the meetings of the Board and prepares the Agenda. The Board must convene a minimum of four (4) times between each General Assembly.

Section 8: Decisions

⁴ For election of President see Article X.

Simple majority is required for a decision, except in the case of appointment of General Director, election of President, and for some changes to the statutes.⁵ Board decisions may be taken when a majority of the Board members are present, one of whom must be the President or Vice President.

When electing and removing the President and appointing and removing the General Director a two-thirds (2/3rd) majority of the full Board is required.

Should there be a tie, the President casts the deciding vote.

Section 9: Board Minutes

The Board Minutes shall be verified by the President, the Secretary, and one (1) controller. The minutes of the Board Meetings shall be made available to the members.

ARTICLE X – THE PRESIDENT

The Board elects a President from among its members at the Constituting Meeting of the Board for a one (1) year term.

The President must have a medical profile.⁶ In exceptional cases, a person with a non-medical background may be elected interim President, but for no longer than one (1) year.

The President will serve as a Representative to the International General Assembly concurrently with his/her term as President.

In the event that the Board President step down during his/her term, the Board will elect a new President at its next meeting. Should the President be unable to fulfil his/her duties, the Vice President will step in until a new election is held.

ARTICLE XI – ACCOUNTS

Section 1: Fiscal Year

The management of the Board and the accounts of the Association shall be audited annually by auditors appointed by the annual General Assembly. The financial year and the fiscal year shall both run from January 1st to December 31st.

Section 2: Signatory Rights of MSF Norway

The Board decides which persons have a right to sign for the Association and which persons have the right to speak in the name of the Association.

ARTICLE XII – MISCELLANEOUS

⁵ See Article VIII

⁶ See Definitions at the end of this document

The Internal Rules of MSF Norway shall complement these Statutes. The Board is the guardian of the Internal Rules, and can amend them as needed. In case of contradiction between these Statutes and the Internal Rules, these Statutes prevail.

ARTICLE XIII – DISSOLUTION

Dissolution of the Association shall be decided upon at two (2) consecutive General Assemblies, of which one must be a regular General Assembly, both announced in accordance with the Statutes. The decision at both Assemblies requires a two-thirds (2/3rd) majority.

In the case of dissolution, remaining assets shall be transferred to MSF International and not be distributed among the members.

DEFINITIONS:

For the purpose of these Statutes, unless otherwise specified:

1. *Association* refers to Médecins Sans Frontières Norway, abbreviated as MSF Norway
2. *Board* means the Board of Directors
3. *Executive* means any person having a position or an activity supervised by the Board of an entity operating under the name of MSF who is either (i) under contract (paid or volunteer) working within the management system of an executive director or (ii) under contract (paid or volunteer) with duties related to supporting the Board or running day-to-day activities of such entity; a Board Member, whether paid (in part or full) or not, is not considered holding an Executive position.
4. *International Staff* means persons working on Operational Projects outside the country where the entity they have contracted with has its registered office or is located.
5. *Institutional Member* means the legal entities established and operating under the Name of MSF pursuant to the laws of the country in which they are registered, meeting the conditions of Article 6 para 2, of MSF International's Statutes.
6. *Locally Contracted Employee* means persons working under contract with an Institutional Member in the same country where the Institutional Member they have contracted with has its registered office or is located.
7. *Medical Background* as defined in Médecins Sans Frontière International Statutes as all professions that have, during initial training and later practice, a practitioner-patient relationship.
8. *Member* is someone who fulfills the membership requirements as set out in these statutes and have paid the membership fee in the last 12 months.
9. *Motions* should address the associative and is about the fundamentals of the movement, its identity, aspirations, responsibility principles and its mandate. The board is required to report back to the General Assembly on motions passed.
10. *MSF* means Médecins Sans Frontières in any language and, as the case may be, refers to the Association, its Members, persons or entities, operating or carrying out activities or missions under the name of MSF.
11. *MSF International* is Médecins Sans Frontières International, and is a formally registered association that brings together the entire MSF movement.
12. *MSF Norway* is Médecins Sans Frontières Norway, locally known as Leger Uten Grenser

13. *Operational Projects* refers to activities involving the direct provision of assistance to beneficiaries under the name of MSF.

ATTACHMENTS:

- I. Statutes of Médecins Sans Frontières International
- II. Internal Rules Médecins Sans Frontières International
- III. Trademark License Agreement between Médecins Sans Frontières and Médecins Sans Frontières Norway
- IV. Charter of Médecins Sans Frontières
- V. MSF Norway Internal Rules