



**Board Regulations
2023 - 2026
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Chamber of Commerce number: 61279838
RSIN: 8542.81.861

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Introduction

These board regulations were drawn up and adopted on January 1, 2023, by the board of the Foundation and contain definitions and other regulations regarding the functioning of the board and the advisory board. The purpose of these regulations is to further specify the scope of the duties of the board and the advisory board, as well as their powers and responsibilities.

The Foundation was established at the end of 2014 after the Islamic State, hereinafter referred to as IS, committed genocide in Iraq against the Yezidis. The Foundation is one of the leading organizations targeting Yezidis that support humanitarian goals and advocate for the protection of the human rights of Yezidis. The Foundation is a humanitarian organization with no political agenda or profit motive.

The Foundation was created to help Yezidis in need and since its inception, it has set up several projects to protect and support the most vulnerable members of the Yezidi community. The Foundation is headquartered in the Netherlands and has an operational presence in various areas in Iraq. The Foundation is particularly concerned with helping Yezidis who are victims of crimes. In addition, the Foundation is committed to the pursuit of justice and accountability for all direct perpetrators and other parties complicit in the Yezidi Genocide committed by ISIS. The Foundation is also a leading advocate of promoting wider humanitarian support for Yezidis and better protection of Yezidis' human rights by governments and other official bodies. The Foundation has several projects in Iraq in various fields, as can be seen on FYF's website and each year's annual report. The Foundation devotes particular attention to women's rights education, empowerment, and livelihood training. With hundreds of thousands of Yezidis displaced, the Foundation's work remains imperative.

Thanks to its expertise, the Foundation can offer community-led, survivor-centered assistance to Yezidis. All projects and courses are tailor-made and match the needs and wishes of the victims. The community remains vulnerable as a targeted minority group in Iraq. The Foundation has been successful in winning and implementing grants from a number of reputable donors, including the Netherlands Foreign Ministry, United Nations, IOM, and others. The Foundation will continue and scale up its work in the coming years in favor of Yezidi recovery, human rights, and empowerment, with a focus on women in the community.

General data

Statutory name:	Stichting Free Yezidi
Organization type:	Foundation
Established:	19 August 2014
Chamber of Commerce number:	61279838
Bank account number (IBAN)	NL90INGB0006642318
Tax number (RSIN)	854281861
Mailing address:	P.O. Box 17350, 1001 JJ Amsterdam, The Netherlands
Website:	www.freeyezidi.org
E-mail:	info@freeyezidi.org
Field:	Iraq
Beneficiaries:	Yezidis

The board

The regulations are established by the board. The regulations can be changed by the board. The advisory board has an advisory vote in this regard and can make proposals. The rules must be observed by (the members of) the board and the advisory board.

Article 1: Articles of Association and Regulations

Every board member must act in accordance with the provisions contained in the statutes of the Foundation. The articles of association are registered in the trade register of the Dutch Chamber of Commerce and the regulations are published on the Foundation's website.

Article 2: The Board

1. The Foundation is led daily by the board.
2. The board consists of at least three members. Membership is entered into by following the onboarding procedure manual and verbally agreeing to the board member responsibilities policy.
3. The chairman (executive director) of the board is the founder of the Foundation, Pari Ibrahim, until she resigns from office.
4. If the board has two or more members, the board will appoint a secretary and a treasurer. Both positions can be filled by one person at the same time.
5. The board has final control over the Foundation's bank accounts.
6. The treasurer is responsible for the financial situation of the Foundation and will have the finances of the previous year assessed by the board by June of the following year at the latest. The annual accounts are prepared based on the Dutch applicable laws and regulations (Title 9 of Book 2 of the Dutch Civil Code, Council for Annual Reporting (RJ) or IFRS).
7. The board is obliged to act in accordance with the laws and regulations applicable in the Netherlands regulations.

Article 3: End of membership

Membership of a board member ends:

- due to the death of a member;
- in the event of loss of free management of his assets (under guardianship, debt rescheduling scheme, bankruptcy, suspension of payments);
- in the event of written resignation;
- upon dismissal according to Section 2:298 of the Dutch Civil Code;
- by a resolution passed unanimously by the other members;
- through periodic resignation (each board member always serves for three years in the management. They are re-electable).

Article 4: Appointment new members

1. Upon the occurrence of one (or more) vacancy(s) on the board, the remaining members unanimously (or the sole remaining member) will fill this within three months of the occurrence of the vacancy(s) by appointing one (or more) successor(s).
2. If for whatever reason, one or more members are missing from the board, the remaining board members or the sole remaining board member nevertheless forms a legal board.
3. In the event of a difference of opinion between the (remaining) members regarding the appointment, as well as if at any time all members were to be absent before the vacancy(s) that

had arisen was filled and if the remaining members would fail to fulfill the 1 of this article mentioned the term in the vacancy(s), such provision will be made by the court at the request of any interested party.

Article 5: Hiring staff

1. Personnel may be hired by the board if and when necessary. The chairman reserves the right to terminate the employment of previously hired personnel for reasons of his own, which reasons must be in accordance with Dutch law.
2. When contracting personnel, the Foundation is represented by the chairman or a person designated by the chairman.
3. The Foundation strives to deploy volunteers who can contribute to achieving the goals of the Foundation. She will give a modest reward when desired.
4. Volunteers are appointed by the board. The board reserves the right to dismiss volunteers from their duties.
5. Members of the board can be employed by the Foundation as employees and can receive wages received based on an employment contract. They are also entitled to reimbursement of the costs and attendance fees incurred by them in the performance of their duties.

Article 6: Meetings and decisions of the Board

1. The meetings of the board are held at regular intervals by the board places to be determined.
 2. At least one meeting is held every six months.
 3. Meetings are held each time, if the chairman deems this desirable or if one of the other members submits a request to that effect to the chairman in writing, stating the items to be discussed in detail.
 4. If the chairperson does not comply with such a request in such a way that the meeting can be held within three weeks of the request, the applicant is entitled to convene a meeting himself, with due observance of the required formalities.
 5. All members of the board have the right to put one or more items on the agenda provided they indicate this in a timely manner.
 6. The meetings are chaired by the chairman of the board; in his absence, the meeting itself appoints its chairman. Minutes are kept of the business transacted in the meetings by the secretary or by one of the other attendees, so requested by the chairman. The minutes are adopted at the next meeting and signed by the chairman of that meeting in evidence thereof.
 7. The board can only take valid decisions in a meeting if the majority of its members in the office are present or represented at the meeting. A member may be represented at the meeting by a co-member upon submission of a written power of attorney, sufficient to be judged by the chairman of the meeting.
 8. A member can only act as an authorized representative for one co-member.
- The board can also pass resolutions outside a meeting, provided that all board members have their vote issued in writing.
- The provisions of the previous sentence also apply to decisions to amend the articles of association or to dissolve the Foundation.
- The same majorities apply to decision-making outside a meeting as to decision-making in a meeting.
- A record of a resolution passed outside a meeting, including the votes received, will be drawn up by the secretary, which will be added to the minutes after countersignature by the chairman.

9. Each member has the right to cast one vote. Insofar as the articles of association do not prescribe a larger majority, all resolutions of the board are passed by an absolute majority of the valid votes cast.
10. If the votes are tied, no decision will be made. One or more members have the right to request the Netherlands Arbitration Institute to appoint an advisor within ten days of the day of the meeting in which the votes are tied, to make a decision on the proposal concerned. In that case, the decision of the consultant shall be deemed to be a decision of the board.
11. All votes at the meeting are taken orally unless the chairman deems a written vote desirable or one of the persons entitled to vote so requests before the vote. Written voting takes place by unsigned, closed ballots.
12. Blank votes are considered not to have been cast.
13. The chairman decides in all disputes regarding voting, not provided for in the articles of association.

Article 7: Authority and Representation Board

1. The Foundation is represented by the board, insofar as not otherwise provided by law results. The Foundation may also be represented by two members of the executive board acting jointly.
2. The board may grant power of attorney to others to administer the Foundation in and out of court within the limits defined in that power of attorney.
3. The chairman is independently authorized to conclude agreements to acquire, alienate or encumber registered property and to enter into agreements in which the Foundation commits itself as surety or joint and several co-debtors act for a third party or act as security for committing a debt of another if the board has given unanimous consent.

Article 8: Liquidation

1. The Foundation can only be dissolved by the board, with a two-thirds majority and the explicit permission of the chairman of the board.
2. The Foundation will continue to exist after it has been dissolved for as long as this is necessary for the liquidation of its assets.
3. During the liquidation, the rules of the articles of association and regulations remain in force.
4. The board determines which destination, after payment of all debts, to the remaining assets of the Foundation will be given, on the understanding that the balance must be allocated to a public benefit institution recognized by the tax authorities - with a similar objective or to a foreign institution that aims exclusively or almost exclusively for the public benefit and that has a similar objective.

Advisory board

These regulations have been drawn up and adopted by the Foundation and contain definitions and other rules regarding the functioning of an advisory board. The purpose of the regulations is to clarify the scope and powers of the advisory board and the mutual expectations. The duties, responsibilities, and control powers are defined in these regulations. These regulations have been drawn up with due observance of the legal provisions as well as the statutory provisions of the Foundation.

Article 9: Advisory Board Regulations

1. The regulations are established by the board.
2. The regulations can be amended by the board, with a majority of the votes of the board.
3. The regulations contain the provisions that the members of the advisory board must comply with.
4. Each member of the advisory board will be provided with a copy of the applicable statutes, and the policy plan and regulations are provided.

Article 10: Duties and powers

1. The advisory board advises at the request of the board.
2. The advisory board also functions as a sounding board for the board.
3. If requested by the board, the members will commit themselves
 - To find and attract investors and sponsors for projects;
 - Using their personal networks for the growth of the Foundation;

Article 11: Nomination and appointment

1. The members of the advisory board can be nominated by the board and/or by (members of) the advisory board.
2. The appointment of a member is made by the board.
3. A member is appointed for two (2) years, after which the appointment can be extended for a period to be determined.

Article 12: Member Profile

The profile below will be taken into account in the composition of the advisory board:

- A member of the advisory board has an affinity with the objectives of the Foundation as shown in the policy plan.
- A member can set aside sufficient time for the adequate performance of his duties.
- A member preferably has a demonstrably relevant network and knowledge about and experience with the goals of the Foundation.
- A member is prepared to use his knowledge and experience to achieve the goals of the Foundation without receiving financial compensation.

Article 13: Meetings

1. The meetings of the Advisory Board are held via Zoom
2. At least one meeting is held every year.
3. The agenda of the meetings is drawn up by the advisory board. All members of the Advisory Board will have the opportunity to add items to the agenda prior to the meeting.

4. Advice and action points issued from the meeting are kept up to date and sent to participants for information.

Article 14: Termination of membership advisory board

1. Membership of a member of the Advisory Board ends:

- by death;
- in the event of loss of free management of his assets (under guardianship, debt rescheduling scheme, bankruptcy, suspension of payments;
- in the event of written resignation (to say thank you);
- by a decision by the other members of the Advisory Board;
- through periodic resignation (each member is a member of the advisory board for two years at a time. (They are re-electable).

2. The decision to dismiss shall be reasoned and shall be sent in writing to the dismissed member confirmed.

Article 15: Fees

Members of the Advisory Board do not receive any compensation.

General provisions

Article 16: Amendments

The board is at all times entitled to change these regulations in consultation.

Article 17: Unforeseen business

The board decides in accordance with the articles of association on matters not provided for in these regulations.

Article 18: Confidentiality

Members of the board and advisory board are obliged to treat all information that will be provided to them concerning the Foundation as confidential information. A member will therefore keep all information about the Foundation strictly confidential for third parties.

Article 19: Applicable law

These regulations are governed by Dutch law. These regulations are published on the Foundation's website.