

**STATUTES**  
MÉDECINS SANS FRONTIÈRES  
INTERNATIONAL

Adopted in Geneva on June 25<sup>th</sup>, 2011



## PREAMBLE

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Since its founding in France in 1971, Médecins Sans Frontières (MSF) has developed into an international movement, composed currently of Operational Directorates that implement MSF's social mission, as guided by its Charter as well as Chantilly, La Mancha, and additional agreements, with the support of staff and members around the world.

MSF seeks to maintain a movement that is built on three tenets that underpin the legitimacy of Médecins Sans Frontières in carrying out its social mission. They are:

- the centrality of providing medical assistance to people in crisis through field operations;
- the diversity and strength of individual and collective origins, experience and action; and
- the commitment of all MSF staff and members to medical humanitarian action.

In 2011, MSF has decided to reform its international governance structure and Statutes to allow for: (i) a diverse, inclusive, and meaningful membership; (ii) a shared vision for the movement with complementary operational approaches and; (iii) a system of governance that provides leadership and accountability.

Specifically, MSF seeks to establish (i) a vibrant associative life through the creation of an International General Assembly that safeguards MSF's medical humanitarian social mission, develops a movement-wide vision, and fosters participation and involvement of members through diverse associative groupings, and (ii) an active and functional International Board that provides guidance for the movement, promotes executive and medical leadership and, above all, supports innovative implementation of our social mission.

The new Statutes of MSF International must be interpreted in light of the following:

- The MSF movement's governing bodies aim at promoting the best possible implementation of MSF's social mission, recognizing independence of action while ensuring coordination, accountability and conflict resolution across its membership.
- MSF's governance is based on the plurality of operations so as to encourage quality, relevance, and innovation in the implementation of our social mission. Operational Directorates, while retaining autonomy in their operational decision-making and governance structures, also recognize that autonomy comes with the responsibility and commitment to seek synergies within the movement through developing collaborative strategies to promote coherence and mutual accountability in our action.
- The ambition to achieve meaningful involvement of current and future members of MSF in associative projects and debates so as to positively contribute to the carrying out of this social mission.

The Statutes reflect the inclusive, collective commitment and desire of all MSF's Members to constantly improve MSF's medical humanitarian action in responding to the needs of people in crisis.

## TITLE I - NAME - REGISTERED OFFICE - PURPOSE - MEANS

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### Article 1 - Name and Status

Médecins Sans Frontières International, abbreviated as “MSF International”, is a not-for-profit association in the medical and humanitarian field, organized in accordance with articles 60 and following of the Swiss Civil Code (the “Association”) and the present statutes (these “Statutes”).

### Article 2 - Registered Office

The registered office of the Association is in Geneva, Switzerland.

### Article 3 - Purpose

The purpose of the Association is to implement the “Charter of Médecins Sans Frontières” attached in Appendix I (the “MSF Charter”). As such, the Association carries the collective ambitions of all its Members.

### Article 4 - Means and Activities

1. The Association may carry out any activity that supports or furthers the achievement of its purpose.
2. The Association shall in particular, but not to the exclusion of other activities:
  - a. provide leadership for the medical humanitarian action of its Members;
  - b. ensure compliance by its Members with the principles of the MSF Charter;
  - c. be solely responsible worldwide, on behalf of its Members, for promoting, defending, and defining the conditions of use of the Name of MSF, with particular regard for the humanitarian spirit and principles related thereto;
  - d. be solely responsible worldwide for the use of all names, trade names, marks, trademarks, domain names and other intellectual property rights owned by the Association and the entering into and termination of license agreements relating to said names, trade names, marks, trademarks, domain names and other intellectual property rights;
  - e. ensure transparency towards its Members and the public, including its donors;
  - f. promote accountability amongst its Members and hold them accountable for their actions and operations;
  - g. promote accountability of the Association and its Members towards those assisted, and the public, including its donors;
  - h. ensure the relevance, effectiveness, efficiency and quality of all its activities and those of its Members;
  - i. coordinate frameworks for managing growth and sharing resources of the Association and its Institutional Members; and
  - j. ensure that all Members share co-ownership of, and are dedicated to, MSF's social mission.

## TITLE 2 - MEMBERSHIP

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### Article 5 - Members

The members of the Association (the “Members”) are:

- a. the legal entities validly established and operating, or about to operate, under the Name of MSF pursuant to the laws of the country in which they are registered, meeting the conditions for membership under Article 6 para 2, upon admission by the International General Assembly (the “*Institutional Members*”);
- b. the president of the Association (the “*President*”);
- c. natural persons meeting the conditions for membership under Article 6 para 3, upon admission by the International General Assembly or the International Board respectively (the “*Individual Members*”). Subject to Article 7 para 3, the Individual Members form the Individual Members’ section of the Association (the “*Movement-Wide Individual Membership*”).

### Article 6 - Conditions for Membership

1. The President becomes a member of the Association by virtue of his/her election as President by the International General Assembly.
2. A legal entity validly established and operating under the Name of MSF may be considered for membership as Institutional Member when:
  - a. it has applied in writing to the International General Assembly; and
  - b. it meets the following principles of membership:
    - i. inclusive and accessible to all eligible persons regardless of where they are located in the world; and
    - ii. rooted in experience, commitment and understanding of the implementation of MSF social mission; and
    - iii. values operational experience outside of home-country environment; and
    - iv. freedom of membership; and
    - v. independence of the associative from the executive of Médecins Sans Frontières.
  - c. it meets the following cumulative criteria:
    - i. it comprises at least 50 members; and
    - ii. one third of its members have international experience of working in Operational Projects; and
    - iii. one third of its members have a Medical Background and it strives to have a majority of its members with a Medical Background; and
    - iv. it comprises a board, where the majority consists of elected members and of members with Medical Background and where no voting member of the board can simultaneously hold an Executive position; and
    - v. it strives to meet the minimum criteria for individual membership, and rights and duties of an Institutional Member as detailed in the Internal Rules.
  - d. it complies with the rules, requirements and proceedings set out in the Internal Rules.

3. An individual may be considered for membership as Individual Member when:
  - a. he/she has applied in writing to the International General Assembly or to the International Board; and
  - b. he/she meets the following criteria:
    - i. he/she has working experience as International Staff in an Operational Project of overall not less than six months; and/or
    - ii. he/she has completed two separate contracts as International Staff in an Operational Project; and/or
    - iii. he/she has working experience of overall one year as a locally contracted employee of the Association or any of its Institutional Members; and/or
    - iv. he/she has done unpaid work, student assistance or internship of overall two years within the Association or any of its Institutional Members.
  - c. he/she complies with the rules, the requirements and proceedings set out in the Internal Rules.
4. Membership as Institutional Member or Individual Member is subject to the approval of the International General Assembly, or upon delegation of the International General Assembly, to the approval of the International Board, in their sole discretion. These Statutes cannot be construed as granting any right to any person or entity, including those meeting the criteria set out in Article 6 para 2 and 3, to become a Member. In exceptional individual cases, the International General Assembly may approve as Member a person or entity without the fulfillment of one or several of the criteria set out in Article 6 para 2 and 3.

#### Article 7 - Right to Vote and Representation of Members

1. The President has the right to attend the International General Assembly and participate in person. He/she has one vote. He/she has no casting vote. In the absence of the President, the Vice-President, if any, exercises the President's vote.
2. Each Institutional Member has the right to be represented at the International General Assembly and has two votes as follows:
  - a. each Institutional Member is represented by two elected Representatives who shall have the right to attend and participate in the International General Assembly;
  - b. the Representatives shall each exercise one of the two votes granted to the Institutional Member that they represent; and
  - c. at least one Representative must have a Medical Background.
3. Individual Members do not have the right to vote. However, provided that the Movement-Wide Individual Membership comprises at least 50 members, of which one third have international experience of working in Operational Projects and one third have a Medical Background, the Movement-Wide Individual Membership can elect two Representatives who shall each have one vote. At least one Representative must have a Medical Background. The specific requirements and procedures are set out in the Internal Rules.
4. Elected Representatives cannot hold an Executive position within the Association, any of its Institutional Members, or any legal entity registered under the Name of MSF. If a Representative does not fulfill this condition, he/she must give up his/her role as a Representative.

5. Representatives are elected for a minimum term of three years; Representatives may be elected for a shorter term, upon decision of the International General Assembly, for the purpose of introducing and maintaining staggered renewal of the Representatives. Replacement or substitution of a Representative before the end of his/her elected term is subject to a decision of the International Board upon application by the Institutional Member he/she represents submitted no later than two months before the next meeting of the International General Assembly.
6. Subject to the conditions set forth in this Article 7, the Members are free to define the criteria by which Representatives are chosen.
7. Members and Representatives shall avoid conflicts of interests. The managing of conflicts of interests relating to Members and Representatives are dealt with in the Internal Rules.

#### Article 8 - Rights and Duties of the Members

1. Members have to comply with these Statutes, the Internal Rules and the decisions of the Association.
2. Members have to pay the membership fees and additional payments stated in Article 28 if they are subject to such fees and payments.
3. Membership of the Association and their representation at the International General Assembly shall serve to collectively support and further the purpose of the Association and act in the interest of implementing the MSF Charter.
4. Members may only use names, trade names, marks, trademarks, domain names and other intellectual property rights referred to in Article 4 para 2 lit. d when entitled by a formal license agreement with the Association.
5. Members' liability is limited to the payment of their membership fees, notwithstanding additional payments stated in Article 28. The Members do not assume responsibility owing to their membership other than the amount of the membership fee and any additional payments stated pursuant to Article 28 para 1 lit b, as the case may be.

#### Article 9 - Termination of Membership

1. Membership of the Association can be lost by resignation, expulsion or the occurrence of a specific event.
2. Resignation:
  - a. Institutional Members can resign for the end of a calendar year provided resignation is communicated by registered letter to the International General Assembly at least three months before the end of the calendar year. The International General Assembly takes note thereof. A timely resignation shall be effective at the end of the pending financial year. Institutional Members shall not have the right to resign at any other time even for good cause (*justes motifs*).
  - b. Individual Members can resign at any time and resignation shall be effective upon acknowledgement by the International General Assembly or the International Board.

3. Expulsion:
  - a. The International General Assembly has the right to expel an Institutional Member, subject to a four-fifths majority in accordance with Article 14 para 5. The expulsion can be pronounced without indication of a cause (*sans indication de motifs*) within the meaning of Article 72 para 1 of the Swiss Civil Code.
  - b. The International General Assembly delegates the right to expel Individual Members to the International Board. The International Board can expel an Individual Member, by a decision of two-thirds of all Voting IB Members in accordance with Article 19 para 3. The expulsion can be pronounced without indication of a cause (*sans indication de motifs*) within the meaning of Article 72 para 1 of the Swiss Civil Code.
  - c. An Institutional Member being considered for expulsion shall be given an opportunity to present its case in person or in writing before the International Board and the International General Assembly.
  - d. An Individual Member being considered for expulsion shall be given an opportunity to present its case in person or in writing before the International Board.
  - e. Expelled Members shall not have the right to appeal the decision of the International General Assembly or the International Board respectively.
  - f. Expulsion becomes effective upon notification of the decision. Until then, Members are bound by their obligations under these Statutes.
4. Occurrence of a specific event:
  - a. Individual Members lose automatically their membership upon death.
  - b. Institutional Members may lose their membership upon bankruptcy, as established by a final and enforceable judgment, or any other form of judicial or extrajudicial liquidation. Loss of membership in such cases is subject to the endorsement of the International General Assembly.
5. Resignation or Expulsion does not preclude Members from paying any outstanding amount due to the Association.
6. With the loss of membership, Members lose automatically and immediately all their rights and in particular their rights towards:
  - a. the assets of the Association;
  - b. the names, trade names, marks, trademarks, domain names and other intellectual property rights of the Association.
7. Termination of membership does not affect other rights and obligations resulting from contractual relationships between the Association and the Member whose membership is terminated.

#### Article 10 - Suspension and Other Sanctions

1. A Member may be suspended upon decision of the International General Assembly from all or part of its rights as Member. A suspended Member may be expelled by the International General Assembly or the International Board respectively, in accordance with the provisions of Article 9 para 3 and Article 14 para 5 lit. b.

2. A Member may be suspended from all or part of its rights for a maximum period of one year by the International Board upon the suggestion of the President or upon the suggestion of one third of the voting Representatives of the International General Assembly as expressed in a written submission to the President.
3. Other sanctions may be applied to Members in accordance with relevant provisions of agreements between the Association and its Institutional Members.

### TITLE 3 - ORGANIZATIONAL STRUCTURE

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The Association is made up of the following bodies:

- a. the International General Assembly;
- b. the International Board; and
- c. the International Office.

### TITLE 4 - THE INTERNATIONAL GENERAL ASSEMBLY

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#### Article 11 - Composition, Role and Responsibilities

1. The International General Assembly is the general assembly of the Association. It is the highest authority of the Association and its Members. As such, it is the guardian and decision-maker regarding the MSF Charter and the purpose of the Association.
2. The International General Assembly comprises:
  - a. the President;
  - b. the Representatives of the Institutional Members referred to in Article 7 para 2; and
  - c. the Representatives of the Movement-Wide Individual Membership referred to in Article 7 para 3.
3. The International General Assembly shall, in particular, but not to the exclusion of other activities:
  - a. implement the purpose of the Association (Article 3) in accordance with the powers with which it is expressly invested by the law, these Statutes and the Internal Rules;
  - b. implement the means (Article 4) through its own actions or by delegation to the International Board, the President or the Secretary General;
  - c. endorse a Vision of the Association and its Members;
  - d. amend the MSF Charter and these Statutes;
  - e. amend the Internal Rules or approve amendments to the Internal Rules proposed by the International Board;
  - f. have the authority to dissolve the Association;

- g. elect and remove the President;
  - h. elect and remove the elected members of the International Board;
  - i. endorse the appointment of the Vice-President and the Treasurer by the International Board;
  - j. admit and expel Members, upon recommendation of the International Board; the authority to admit and expel Individual Members may be delegated to the International Board;
  - k. grant or withdraw the right of an Institutional Member or other legal entity, to register and directly manage Operational Projects under the Name of MSF and Operational Project Support, upon recommendation of the International Board;
  - l. establish and disestablish associations registered under the Name of MSF, which are comprised of individual members and may eventually be considered for membership as Institutional Members, upon recommendation of the International Board;
  - m. endorse decisions by the International Board to establish and disestablish offices or other legal entities, legally registered under the Name of MSF in a country or region for Indirect Operational Project Support activities;
  - n. endorse decisions taken by the International Board to suspend or sanction Members;
  - o. hold the International Board accountable with respect to its delegated duties;
  - p. approve the *Rapport Moral* of the President and the International Combined Accounts;
  - q. endorse the budget of the Association approved by the International Board;
  - r. consider the report of the Auditors and approve the audited annual financial statements of the Association, the International Combined Accounts, as well as the audited consolidated financial statements, if any;
  - s. appoint and remove the Auditors and the auditors of the International Combined Accounts;
  - t. develop and coordinate the associative activities of the Association and support the associative activities of its Members;
  - u. have the authority to delegate any of its powers of executive supervision and guidance to the International Board;
  - v. establish and disestablish standing committees of the International General Assembly;
  - w. decide upon any matter not specifically in the competence of another body.
4. The International General Assembly shall have the right to remove any member of the International Board for good cause at any time.

#### Article 12 - Meetings

1. Meetings of the International General Assembly shall be convened by the International Board or the President. All Members of the International Board shall attend International General Assembly meetings.
2. The International General Assembly shall hold at least one annual meeting.
3. An extraordinary meeting may be held at any time upon decision of the International Board or the President, or upon request of at least one fifth of its Members submitted to the International Board or the President.
4. The International General Assembly can hold open sessions, regular sessions and closed sessions, as specified in the agenda:

- a. In open sessions, Representatives, Individual Members and members of the Institutional Members have the right to attend the International General Assembly and participate in person to the debates;
  - b. In regular sessions, Representatives, Individual Members and members of the Institutional Members have the right to attend the International General Assembly but only Representatives have the right to participate in person to the debates; and
  - c. In closed sessions, only Representatives have the right to attend and participate in person to the debates.
5. In case of an urgent extraordinary meeting pursuant to Article 13 para 2, only Representatives have the right to attend and participate in person to the debate.

#### Article 13 - Method of Convening

1. The date of the International General Assembly is set 90 days before the meeting. The convening, the agenda and the documents regarding the International General Assembly are sent at least 30 days before the meeting. Any communication to Members can be made by letter (regular or registered) or electronic mail.
2. In cases of urgency, an extraordinary International General Assembly meeting can be called. The notice convening a meeting must be sent at least 5 days before the date of the meeting. Only Representatives are convened.
3. Subject to Article 13 para 2, all Members, including suspended Members, shall be convened to the meetings of the International General Assembly. Institutional Members, respectively their Representatives, shall make all information pertaining to the meetings of the International General Assembly available to their own associative members.

#### Article 14 - Decisions

1. The International General Assembly can only deliberate on and decide upon items which are included in the agenda.
2. The International General Assembly can validly deliberate when four-fifths of the voting Representatives are present. In the absence of this quorum, the International General Assembly has to be reconvened immediately in accordance with Article 13 para 2. Without prejudice to Article 14 para 5 and 6, for the reconvened meeting, no quorum is required for decisions concerning the items on the agenda of the previous meeting.
3. The International General Assembly can only pass a decision if at least four-fifths of the total represented votes are expressed (abstentions and blank votes are not counted as expressed). When this condition is not met, the decision is adjourned and may be voted on again at a later time after due deliberation. When this condition is met, voting outcomes will be calculated on the basis of the votes 'for' versus votes 'against', with abstentions and blank votes discounted.
4. Changes of the purpose of the Association (Article 3) and the MSF Charter require an unanimous vote of all Members.
5. A four-fifths majority of votes of the total number of votes attributed to Members is required for:
  - a. the admission of new Institutional Members;

- b. the expulsion of an Institutional Member;
  - c. the decisions to grant or withdraw the right for an Institutional Member or other legal entity to run Operational Projects under the Name of MSF;
  - d. the changes to these Statutes; and
  - e. the dissolution of the Association;
6. A two-thirds majority of votes of the total number of votes attributed to Members is required for:
- a. the election and removal of the President;
  - b. the adoption or amendment of Internal Rules;
  - c. the amendment of the agenda of a meeting of the International General Assembly on an item requiring a vote of the International General Assembly; and
  - d. all other issues.

## TITLE 5 - INTERNATIONAL BOARD

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### Article 15 - Composition

1. The International Board manages the Association with specific powers as delegated by the International General Assembly.
2. The International Board comprises the following voting members (the "Voting IB Members"):
  - a. the President of the Association; and
  - b. one representative for each Operational Directorate (a president or another board member); and
  - c. persons elected by the International General Assembly; their total number (excluding the President) shall equal the number of representatives of Operational Directorates plus one.
3. Any Individual Member or any member of an Institutional Member can run for election to the International Board.
4. Additional persons may be appointed by the International Board for specific capacities required for the good functioning of the International Board (the "Non-Voting IB Members"). They shall have no voting rights.
5. The Treasurer shall only have voting rights on the International Board if he/she is an elected Voting IB Member.
6. Voting IB Members must meet the criteria set forth in the Internal Rules.
7. Two-thirds of Voting IB Members must have a Medical Background.
8. IB Members cannot hold an Executive position within the Association, any of its Institutional Members or within any legal entity registered under the Name of MSF.
9. With the exception of the President or acting President, Voting IB Members and Non-Voting IB Members do not have the right to vote at the International General Assembly.
10. Voting IB Members and Non-Voting IB Members may be compensated.

11. Further details on the composition of the International Board, as well as the role of Voting IB Members and Non-Voting IB Members, their possible compensation, their term of office and desired range of competences are set forth in the Internal Rules.

### Article 16 - Roles and Responsibilities

1. The International Board has full powers of management and administration, as delegated by the International General Assembly. Within its responsibility, it may grant special and specific powers to one or more persons.
2. The International Board, presided by the President, shall in particular:
  - a. elect the Vice-President and appoint the Treasurer;
  - b. appoint, define the duties of, and supervise the Secretary General;
  - c. develop a Vision of the Association and its Members to be endorsed by the International General Assembly;
  - d. ensure an efficient and dynamic functioning of the International General Assembly;
  - e. assist the President in preparing the *Rapport Moral* to be approved by the International General Assembly;
  - f. prepare and approve the budget of the Association, including the budget of the International Office;
  - g. prepare and present the financial accounts of the Association and the International Combined Accounts to the International General Assembly for approval;
  - h. take decisions on suspension and sanction of Members to be endorsed by the International General Assembly;
  - i. make recommendations to the International General Assembly to admit or expel Institutional Members;
  - j. make recommendations to the International General Assembly concerning the establishment or dissolution of new associations registered under the Name of MSF, which are comprised of individual members and may eventually be considered for membership as Institutional Members;
  - k. make recommendations to the International General Assembly to grant or withdraw the right of an Institutional Member or other legal entity to register and directly manage Operational Projects under the Name of MSF and Operational Project Support;
  - l. approve the establishment and disestablishment of offices or other legal entities to be legally registered under the Name of MSF in a country/region for Indirect Operational Project Support activities;
  - m. approve Agreements concluded outside of the International General Assembly or those that require endorsement by the International General Assembly (e.g. resource sharing frameworks);
  - n. ensure timely resolution of conflicts between and amongst the Association and its Members;
  - o. hold legal entities with responsibility for running Operational Projects and Operational Project Support, as well as Members and the Excom, accountable;
  - p. approve the structure of the Excom; and
  - q. establish and disestablish Standing Committees of the International Board.

**Article 17 - Meetings**

The International Board shall hold meetings whenever necessary for the interests of the Association.

**Article 18 - Voting Rights**

Each Voting IB Member has one vote.

**Article 19 - Decisions**

1. Decisions of the International Board require that at least a quorum of two-thirds of the Voting IB Members be present.
2. A four-fifths majority of votes of all Voting IB Members is required for:
  - a. the approval of recommendations to the International General Assembly to grant or withdraw the right for an Institutional Member or other legal entity to run Operational Projects under the Name of MSF;
  - b. the approval of recommendations to the International General Assembly on changes in these Statutes and the Internal Rules;
  - c. the approval of recommendations to the International General Assembly on the removal of the President; and
  - d. the recommendation to expel an Institutional Member.
3. A two-thirds majority of votes of all Voting IB Members is required for:
  - a. the approval of proposals to the International General Assembly regarding the Vision of the Association and its Members;
  - b. the approval of taking or recommending actions or sanctions against an Institutional Member or an entity running Operational Projects;
  - c. the approval of the submission of the *Rapport Moral* of the President and the financial accounts for approval by the International General Assembly;
  - d. the recommendation to admit a Institutional Member; and
  - e. all other issues.
4. Members of the International Board shall avoid conflicts of interests. The conditions and proceedings, including for managing conflicts of interests, set forth in the Internal Rules shall apply to the decision making.

**TITLE 6 - THE SECRETARIAT**

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**Article 20 - Secretary General**

1. The secretariat of the Association is called the "International Office".
2. The International Board appoints the Secretary General and determines his/her role and competences; his/her term of office and his/her remuneration. In particular the Secretary General shall:
  - a. be the director of the International Office;
  - b. facilitate or implement activities as directed by the International Board as regards monitoring, relevance, effectiveness, efficiency and quality of the operations;
  - c. chair the Excom;
  - d. proactively bring forward issues that require attention and/or decision-making by the International Board;
  - e. propose and manage specific international projects as directed by the International Board or requested by the Excom;
  - f. defend the principles, image and interests of the Association and its Members vis-à-vis all international institutions and represent the Association vis-à-vis the outside world upon delegation by the President in accordance with Article 23 para. 2.

**TITLE 7 - PRESIDENT, VICE-PRESIDENT AND TREASURER**

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**Article 21 - President and Vice-President**

1. The President of the Association shall:
  - a. be elected by the International General Assembly from among the Members or the members of its Institutional Members;
  - b. not hold any Executive post or be a member of the board of any Institutional Member;
  - c. be of Medical Background;
  - d. assume the presidency of both the International Board and the International General Assembly; and
  - e. serve no more than two terms of three years, or as otherwise decided by the International General Assembly.
2. The Vice-President shall be elected by the International Board from among the Voting IB Members.
3. The roles and competences of the President and the Vice-President are further defined in the Internal Rules.



**Article 22 - Treasurer**

1. The International Board appoints the treasurer of the Association (the “*Treasurer*”) and determines his/her role and competences, as well as his/her term of office. The appointment of the Treasurer must be endorsed by the International General Assembly.
2. The Treasurer has the right to attend the International General Assembly. The Treasurer shall be entitled to vote at the International Board provided he/she is an elected Voting IB Member pursuant to Article 15 para 2..
3. The Treasurer, with the assistance of the Secretary General, shall be responsible for:
  - a. preparing the financial statements of the Association and presenting them to the International Board; and
  - b. preparing the International Combined Accounts and presenting them to the International Board.
4. The Treasurer may present the financial statements of the Association and the International Combined Accounts on behalf of the International Board.
5. The role and competences of the Treasurer are further defined in the Internal Rules.

**TITLE 8 - MANAGEMENT**

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**Article 23 - General Management**

1. The President, the Secretary General and, when necessary, members of the International Board, are responsible for the daily management of the Association.
2. Subject to contrary decisions by the International General Assembly, the President is entitled to represent the Association vis-à-vis the outside world in all actions, whether related to daily management or not, including legal cases, both as plaintiff and as defendant, filed by or against the Association. The President may delegate his/her powers to the Vice President, other Voting IB Members or the Secretary General.

**TITLE 9 - THE AUDITORS**

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**Article 24 - Appointment and Term of Office**

1. The International General Assembly shall elect one or more auditors (the “*Auditors*”), appointed for one year and eligible for re-election within the limits set by law.
2. The Association is subject to an annual audit.

**Article 25 - Standards for Auditors**

1. One or more individuals, legal entities or partnerships may be elected as Auditors.
2. The Auditors must have their domicile, registered office, or a registered branch office in Switzerland. If the Association has several Auditors, at least one of them must fulfill these requirements.
3. For the regular audit to be carried out by the Auditors, the International General Assembly must elect a licensed expert auditor to serve as Auditors in accordance with the provisions set forth in the Swiss Federal Act on supervision of auditors of December 16, 2005.
4. The Auditors must be independent in accordance with Articles 728 and 729 of the Swiss Code of Obligations.

**TITLE 10 - FINANCIAL STATEMENTS**

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**Article 26 - Financial Year**

The financial year begins on January 1 and ends on December 31.

**Article 27 - Annual Financial Statements**

1. The Treasurer, with the assistance of the Secretary General, prepares the annual financial statements, the annual report and the consolidated financial statements of the Association, if any, insofar as required by the law and the International Combined Accounts. The annual financial statements, the annual report and the consolidated financial statements, if any, shall be prepared in accordance with generally accepted accounting principles and the provisions of the Swiss Code of Obligations.
2. The Treasurer, with the assistance of the Secretary General, shall submit the annual report, the report of the Auditors, the audited annual financial statements and the audited consolidated financial statements of the Association, if any, for the preceding year, as well as the budget of the following year to the International Board, together with the International Combined Accounts.
3. The report of the Auditors, the audited annual financial statements, as well as the audited consolidated financial statements of the Association, if any, shall be submitted to the International General Assembly for approval, together with the International Combined Accounts.

## TITLE 11 - FUNDS

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### Article 28 - Funding of the Association

1. The funds of the Association shall be made up of:
  - a. membership fees in accordance with Article 28 para 2;
  - b. additional payments as decided by the International General Assembly, on a case by case basis, from Members who accept to contribute financially to specific projects to support the means and activities stated in Article 4; and
  - c. subsidies that the Association may receive from national and international public or private authorities.
2. The International General Assembly sets annually the amount of the membership fee of Institutional Members, and any additional payments in accordance with the Internal Rules. The International Board sets annually the amount of the membership fee of the Individual Members in accordance with the Internal Rules.
3. The President does not pay membership fees.

## TITLE 12 - MISCELLANEOUS

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### Article 29 - Internal Rules

1. The Internal Rules annexed to these Statutes shall complement these Statutes.
2. Members shall be subject to the Internal Rules.
3. Changes to the Internal Rules require a two-thirds majority of votes of the total number of votes attributed to Members in accordance with Article 14 para 6 lit. b.
4. In case of contradiction between these Statutes and the Internal Rules, these Statutes prevail.

### Article 30 - Directors' and Officers' Insurance

1. The Secretary General shall ensure that directors' and officers' liability insurance is obtained ("*D&O Insurance*"). Such D&O Insurance shall cover any actual or alleged act or omission, error, misstatement, misleading statement, and neglect or breach of duty by the President, the Treasurer, any Representative to the International General Assembly or any member of the International Board committed while performing his/her responsibilities to the Association.
2. Subject to the terms of the D&O Insurance policy, the President, the Treasurer and each Representative to the International General Assembly and any member of the International Board shall be entitled to benefit as an insured party under the terms of the D&O Insurance in respect of any claims, demands, causes of action, damages or costs suffered or incurred by such Member as a result of their membership of the Association.

### Article 31 - Definitions

For the purposes of these Statutes, unless otherwise specified:

1. *Agreement* means any binding contract between the Association and any of its Members, including, without limitation, license agreements;
2. *approval* means a decision of a higher-level body before a subordinate body can take action or commit resources to an initiative; once approved, an action can commence even if it requires endorsement of a higher body;
3. *Association* refers to Médecins Sans Frontières International, abbreviated as "MSF International", a not-for-profit organization in the medical and humanitarian field organized in accordance with articles 60 and following of the Swiss Civil Code (Article 1);
4. *Auditors* mean the competent, individual, partnership or legal entity formally appointed to audit the accounts of the Association;
5. *D&O Insurance* means the directors' and officers' liability insurance as set out in Article 30;
6. *endorsement* means a higher-level body confirming its agreement to a decision that has already been approved lower in the organization and where implementation may have already started; should such decision not be endorsed, corrective action might be needed, but it would not immediately halt plans that have already been committed;
7. *Excom* means the highest international executive body of Médecins sans Frontières;
8. *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 in full) or not, is not considered an Executive;
9. *Indirect Operational Project Support* means activities and administration related to non-operational representation, generating resources (human and financial) and communication, as approved by the International Board;
10. *Individual Member* means any natural person meeting the conditions for membership under Article 6 para 3, upon admission by the International General Assembly (Article 5 lit. c);
11. *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 for membership under Article 6 para 2, upon admission by the International General Assembly (Article 5 lit. a);
12. *International Combined Accounts* means the audited compilation of the financial information of the Association and all Institutional Members for a given financial year;
13. *International Office* means the secretariat of the Association as set out in Article 20 para. 1;
14. *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;
15. *Medical Background* means all professions that have, during initial training and later practice, a practitioner-patient relationship;

16. *Member* means a member of the Association as set out in Article 5;
17. *Movement-Wide Individual Membership* means the section formed by Individual Members as set out in Article 5 lit. c;
18. *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;
19. *MSF Charter* means the “Charter of Médecins Sans Frontières” attached in Appendix I;
20. *Name of MSF* means the registered names, trade names, marks, trademarks, domain names and other intellectual property rights using, referring to or mentioning “Médecins Sans Frontières”, the acronym “MSF”, its logo and any of their translations in any other language;
21. *Non-Voting IB Members* mean additional persons with no voting rights that may be appointed by the International Board for specific capacities required for the good functioning of the International Board (Article 15 para. 5);
22. *Operational Directorate* means an operational management system governed by a body that comprises representatives from one or more boards of Institutional Members;
23. *Operational Project Support* means the infrastructure and technical expertise/activities required to manage the content and supervise the implementation of Operational Projects, including, but not limited to logistical, medical, human resource, financial advice/management necessary for managing Operational Projects; it does not include activities part of Indirect Operational Project Support;
24. *Operational Projects* means activities involving the direct provision of assistance to beneficiaries under the Name of MSF including, but not limited to, advocacy, representation, legal registration and the making of contracts in countries where projects are being implemented;
25. *President* means the president of the Association as set out in Article 5 lit. b;
26. *Rapport Moral of the President* means the annual report prepared by the President of the Association, compiling the collective activities of the Association and its Members with particular reference to assistance to beneficiaries through the implementation of the MSF Charter; the report describes both achievements and shortcomings, outlining how “Médecins Sans Frontières” has reacted to the internal and external environment during the year under review;
27. *Representative* means an elected representative of an Institutional Members or the Movement-Wide Individual Membership entitled to represent an Institutional Member or the Movement-Wide Individual Membership respectively at the International General Assembly as set out in Article 7 para 2 and 3;
28. *Secretary General* means the secretary of the Association as set out in Article 20;
29. *Standing Committees* mean the standing committees of the International General Assembly or the International Board, as set out in Article 11 para 3 lit v and Article 16 para 3 lit q, if any;
30. *Statutes* mean the Statutes of Médecins Sans Frontières International as set out in Article 1;
31. *Swiss Civil Code* means the *Code civil suisse du 10 décembre 1907* (RS 210), as amended from time to time;

32. *Swiss Code of Obligations* means the *Loi fédérale du 30 mars 1911 complétant le Code civil suisse (Livre cinquième: Droit des obligations)* (RS 220), as amended from time to time;
33. *Treasurer* means the treasurer of the Association as set out in Article 22;
34. *Under the Name of MSF* means any legal entity that is authorized by the Association to use the Name of MSF;
35. *Vision* means the framework that defines future ambitions of the Association and its Members for at least a five-year period; it aims at defining “what” they seek to achieve internally as an organization and, more importantly, externally towards those they assist; whilst a Vision may include some performance indicators, it does not set out to define ‘how’ the ambitions are to be achieved beyond what is contained in the MSF Charter;
36. *Voting IB Members* means the voting members of the International Board as set out in Article 15 para. 2.

## TITLE 13 - DISSOLUTION OF THE ASSOCIATION

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### Article 32 - Dissolution

1. The International General Assembly shall resolve on the dissolution of the Association.
2. In case of dissolution of the Association, the available assets of the Association shall be fully assigned by the International General Assembly to one or more institutions of public interest pursuing similar objectives as those mentioned in Article 3 and benefiting from a tax exemption. In no case can the assets of the Association be returned to Members, nor can they be used in full or partially for their own profit.
3. The International General Assembly shall appoint two liquidators for the purpose of the dissolution.



## TITLE 14 - ENTRY INTO FORCE - TRANSITIONAL PROVISIONS - INTERPRETATION

### Article 33 - Entry into Force

These Statutes shall enter into force on 27<sup>th</sup> June 2011.

### Article 34 - Transitional Provisions

The associations that are Members of the Association (sections) at the time these Statutes are approved automatically become Institutional Members. The International Board shall be formed of the members of the International Council Board, as defined in the previous statutes of the Association, until the election of the new International Board at the next scheduled meeting of the International General Assembly.

### Article 35 - Interpretation

These Statutes and the associated Internal Rules are in the English language and may be translated in other languages. In case of discrepancies between different versions of these Statutes and the associated Internal Rules, the English version shall prevail.

Signed in Geneva, Switzerland, on 31 August 2011



Unni Karunakara,  
President



Kris Torgeson,  
Secretary General

## THE MÉDECINS SANS FRONTIÈRES CHARTER

Médecins sans Frontières is a private international association. The association is made up mainly of doctors and health sector workers and is also open to all other professions which might help in achieving its aims. All of its members agree to honour the following principles:

Médecins Sans Frontières provides assistance to populations in distress, to victims of natural or man-made disasters and to victims of armed conflict. They do so irrespective of race, religion, creed or political convictions.

Médecins Sans Frontières observes neutrality and impartiality in the name of universal medical ethics and the right to humanitarian assistance and claims full and unhindered freedom in the exercise of its functions.

Members undertake to respect their professional code of ethics and to maintain complete independence from all political, economic, or religious powers.

As volunteers, members understand the risks and dangers of the missions they carry out and make no claim for themselves or their assigns for any form of compensation other than that which the association might be able to afford them.



