

She Matters Foundation Charter Advisory Board



General data

She Matters Foundation
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Chamber of Commerce	69389519
RSIN	857856613
Bank account	NL54INGB0008100003
Website	www.shematters.nl
E-mail	info@shematters.nl

Statutory information

Incorporation date
11 August 2017

Statutory aim
Strengthening the position of female refugees and migrants the realization of their human rights, and the attempt to achieve gender equality, everything in the broadest sense of the word.

Foundation set-up
Non-profit organization

Source of Income
Subsidies, donations, revenues from activities by inheritance, legacy or in any other way obtained.

Use of income
> 90% to the statutory aim

Liquidity proceeds
Any liquidation proceeds are destined to be used for one or several good causes determined by the board members that share similar goals.

Purpose and tasks of the Advisory Board

The Advisory Board provides solicited and unsolicited advice to the Executive Board. With the permission of the Executive Board, the Advisory Board may conduct activities under the name of the foundation. Neither the members nor the Advisory Board can represent and bind the foundation.

Nomination, appointment and term of appointment

1. An Advisory Board member is nominated and appointed by the Executive Board of the foundation for a term of 2 years, which can be prolonged.
2. Advisory Board member may make a nomination, for which a written profile is than to be presented to the Executive Board.
3. Advisory Board members may not be Executive Board members at the same time.
4. An Advisory Board membership may be combined with non-executive activities for the Foundation or voluntary activities.
5. The Advisory Board will include a maximum of five members.
6. Each Advisory Board member will be profiled on the foundation's website.

Charter definition

1. The Executive Board of the foundation defines a Charter for the Advisory Board.
2. The Executive Board can adjust the Charter at any time.
3. Each member of the Advisory Board will receive a copy of the actual Charter.

Profile of Advisory Board members

1. The Advisory Board member subscribes to the objectives of the foundation as well as the way in which the foundation wants to achieve its goal.
2. The Advisory Board member is prepared to take note of the foundation's policy of and its current affairs.
3. Advisory Board members are willing to use his/her knowledge and experience on behalf of the foundation and the goal to be achieved by the foundation (pro bono).
4. In the event of incompatibility of interests, a member cannot join the Council.

Meetings and agenda

1. The Advisory Board meets at least once or twice a year together with the Executive Board. The meeting can also be held via conference calling.
2. The meeting is determined by the Executive Board. The agenda for the meeting is defined by the Executive Board in consult with the Advisory Board.
3. Advisory Board members may consult or schedule meetings amongst themselves, provided that prior approval is given for such meeting by the Executive Board and minutes are shared with the Executive Board.
4. The secretary of the Executive Board will make minutes of all meetings held with the Advisory Board. These minutes are shared with all participants.
5. The meeting is chaired by the Chairman of the Executive Board, or a person designated by said Chair.

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Division of tasks

1. The Advisory Board appoints a chairman amongst itself and a vice chairman.
2. The Advisory Board can set up one or more committees from among its members that is/are charged with specific tasks or that can primarily focus on one specific topic and/or associated concept for advice.
3. The chairman leads the meetings of the Advisory Board, if any, and is the first addressable member of the Advisory Board for the Executive Board and any other members involved.

Incompatibility

1. The functioning of a member of the Advisory Board is characterized by integrity and an independent attitude. This means that he or she has no conflicting interest with the purpose or activities of the foundation.
2. If a member of the Advisory Board foresees that a (semblance of) incompatibility could arise or otherwise create a conflict of interest with the foundation, the member of the Advisory Board concerned will inform the chairman thereof.
3. If the chairman is of the opinion that there is an incidental incompatibility, for which a temporary solution is possible, the relevant member of the Advisory Board will cooperate in this temporary solution.
4. If the chairman is of the opinion that there is a structural incompatibility, the member of the Advisory Board concerned will ensure that the incompatibility is removed or resigns. The chairman informs the other members.

Evaluation

1. The Executive Board shall meet once a year in order to evaluate the functioning of the Advisory Board and its individual members.
2. The evaluation also involves the relationship between the Advisory Board and the Executive Board.
3. The Executive Board or by representation of its Chair may discuss the evaluation with individual Advisory Board members, including any points of attention.

Provisions of information by the Executive Board

The Executive Board or its individual members will provide the Advisory Board in good time with all information and data that the Advisory Board reasonably needs for the fulfillment of its tasks, if desired in writing.

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In order to aim for transparency, written advice for individual Advisory Board member may be shared with other members of the Advisory Board. The Executive Board may request to share information openly with other members.

Advisory authority

The Advisory Board shall provide the Executive Board with its advice on at least the following subjects:

- The Annual Reports of the foundation;
- The amendment of the foundation's Articles of Association;
- Any proposed changes in ANBI status, once rewarded;
- The foundation's policy and its budget.

Cancellation

1. A member can resign in writing at any time.
2. A member may be dismissed by the Executive Board - whether or not on a nomination or indication by the Advisory Board - on the grounds of neglect of his/her task, structural disagreement of views, incompatibility of interests or if his/her integrity is at stake.

Remuneration

1. The members of the Advisory Board receive no remuneration for their work with the exception of expenses, which will be reimbursed, only when these costs are preapproved by both the Chair and the treasures of the Executive Board.
2. Examples of expenses include transportation costs, stamps, ink cartridges, paper and other costs incurred in relation with the advisory position.

Final provisions

In cases not provided for by law, this Charter, decisions are taken by the Chair of the Executive Board.