



**INTERNAL RULES**  
MÉDECINS SANS FRONTIÈRES  
INTERNATIONAL

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



## CONTENTS

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1. Membership .....	3
1.1 Membership of the Association .....	3
1.2 Minimum criteria, rights and duties related to membership of any Institutional Member .....	3
2. International General Assembly .....	3
2.1 Representatives of the Movement-Wide Individual Membership .....	3
2.2 Accountability of Members .....	4
3. International Board .....	5
3.1 Composition .....	5
3.2 Voting IB Members requirements .....	5
3.3 Term of office .....	5
3.4 End of office .....	5
3.5 Election, suspension and dismissal .....	6
3.6 President, Vice-President and Treasurer .....	7
3.7 Compensation of members of the International Board .....	7
4. International Executive Accountability to the International Board .....	8
5. Membership Fees .....	8
6. Meetings .....	9
7. Conflicts of interests .....	10
8. Definitions .....	10
Annex 1: Conditions to apply for becoming an Institutional Member .....	11
Annex 2: Minimum criteria, rights and duties related to membership of any Institutional Member .....	13

## **I. MEMBERSHIP**

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### **I.1 Membership of the Association**

#### **I.1.1 Conditions to apply for becoming an Institutional Member**

The conditions to apply for becoming an Institutional Member are set out in Annex 1.

#### **I.1.2 Conditions to apply for becoming an Individual Member**

Applicants must complete a standard application form approved by the International Board. Applicants must include copies of relevant documentation as proof of adherence to the required criteria.

### **I.2 Minimum criteria, rights and duties related to membership of any Institutional Member**

Minimum criteria, rights and duties related to membership of any Institutional Member are set out in Annex 2.

## **2. INTERNATIONAL GENERAL ASSEMBLY**

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### **2.1 Representatives of the Movement-Wide Individual Membership**

The Movement-Wide Individual Membership Committee, appointed by the International General Assembly or delegated body, shall coordinate and oversee the election process. The Movement-Wide Individual Membership Committee shall comprise no fewer than three people and no more than five. All must be Individual Members. Consideration will be given to ensure a diversity of backgrounds and experience.

The Movement-Wide Individual Membership Committee will inform the Individual Members of the date of elections at least 60 days before the election. A timeline for the election process will be made available to the Individual Members.

The election of Representatives will take place no later than 45 days before the next meeting of the International General Assembly.

Candidates to the election must submit a letter of motivation, a signed form approved by the Movement-Wide Individual Membership Committee and the supporting documents no later than 45 days before the date of the elections, unless granted an exception by the Movement-Wide Individual Membership Committee.

After reviewing applications, the Movement-Wide Individual Membership Committee may be in touch with some or all of the candidates and, if the application of certain candidates has major weakness, may advise that they withdraw their application. However, it shall ultimately be the choice of the candidate to continue or withdraw from the process.

A compilation of the documents submitted by the candidates shall be provided to the Individual Members by the Movement-Wide Individual Membership Committee before the vote.

The nomination and election process of the Representatives of the Movement-Wide Individual Membership will take place via electronic and/or postal means. No physical meeting of the entire Individual Members is required.

Elections will be conducted using a single transferable voting system whenever there are more candidates than offices to be filled.

The Movement-Wide Individual Membership Committee shall ensure that adequate information with respect to accountability of the Representatives of the Movement-Wide Individual Membership is provided to the Individual Members.

The Movement-Wide Individual Membership Committee shall issue guidelines regarding the possible removal of Representatives of the Movement-Wide Individual Membership and, as the case may be, suggest his/her removal. However, it shall ultimately be the decision of the Individual Members to remove a Representative of the Movement-Wide Individual Membership.

## 2.2 Accountability of Members

### 2.1.1 President

The President will be held accountable by the International General Assembly in accordance with his/her duties as defined in the Statutes and these Internal Rules.

### 2.2.2 Institutional Members

Apart from local fiduciary accountability of Institutional Members, which cannot be delegated, all boards of Institutional Members and of Operational Directorates will be held accountable to the Association with respect to:

- a. acting in line with the MSF Charter and Vision of MSF as endorsed by the International General Assembly;
- b. any decision of the Association; and
- c. any agreement or contract with the Association.

### 2.2.3 Individual Members

Individual Members will be held accountable by the International General Assembly to the Association with respect to:

- a. acting in line with the MSF Charter and Vision of the Association;
- b. any decision of the Association;
- c. any agreement or contract with the Association.

### 2.2.4 Use of the Name of MSF

Members shall not use the Name of MSF unless expressly authorized by the Association in a written agreement.

## 3. INTERNATIONAL BOARD

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### 3.1 Composition

The quorum and voting majorities will be calculated based on the total number of Voting IB Members eligible to vote at any given time. Vacant seats or Voting IB Members prevented from voting because of a conflict of interest shall not be taken into account for the quorum and the voting majorities.

### 3.2 Voting IB Members requirements

All Voting IB Members must meet one or more of the following criteria:

- a. have experience of senior MSF management in Operational Projects;
- b. have senior MSF Executive experience in any MSF office; and/or
- c. have significant experience on the board of an Institutional Member.

### 3.3 Term of office

The term of office is three years except where a shorter or longer term is required to ensure the staggered renewal of the International Board.

Members of the International Board are eligible to serve a maximum of two consecutive terms.

To be eligible for reappointment after two terms, the member must be off the International Board for at least two years.

The recruitment and retirement of members of the International Board is staggered to ensure continuity on the International Board.

### 3.4 End of office

The office of a member of the International Board shall end with:

- a. his/her death;
- b. his/her discharge from office by a resolution of the International Board, if he/she has been elected by the International Board, or a resolution of the International General Assembly, if he/she has been elected by the International General Assembly;
- c. his/her written resignation;
- d. his/her bankruptcy adjudged by a competent court of law;
- e. his/her election as a Representative;
- f. his/her appointment to, or hiring in the staff of the Association or of an Institutional Member; or
- g. the end of his/her elected term.

### 3.5 Election, suspension and dismissal

#### 3.5.1 Election

*Voting IB Members appointed by the Operational Directorates*

Operational Directorates may appoint their own representatives as they see fit, provided that they meet the requirements set out in the Statutes and in Article 3.2 of these Internal Rules;

*Voting IB Members elected by the International General Assembly*

The International Board Search Committee, appointed by the International General Assembly or delegated body, shall ensure communication and oversee the process of gathering candidates and the election process.

Candidates to the election must submit a letter of motivation, a signed application form approved by the International Board Search Committee and supporting documents, no later than 60 days before the date of the meeting of the International General Assembly, unless granted an exception by the International Board Search Committee. The International Board Search Committee shall establish guidelines for elections based on, for example, an assessment of the balance of skills, gender, expertise and region on the International Board.

A compilation of the documents submitted by the candidates shall be provided to all Members 30 days before the meeting of the International General Assembly, accompanied by information from the International Board Search Committee.

A clearly articulated and understood Single Transferable Voting System will be used for the elections.

*Non-Voting IB Members appointed by the International Board*

The International Board shall set the procedure and specific criteria to appoint Non-Voting IB Members. Such procedure and criteria shall ensure the balance of skills, expertise and diversity required for the good functioning of the International Board.

#### 3.5.2 Suspension and dismissal

The International General Assembly may suspend or dismiss any member of the International Board at any time.

The International Board may suspend or dismiss any member of the International Board appointed by the International Board.

For the duration of the suspension, the suspended member of the International Board shall not attend meetings of the International Board or receive papers or other communications from the International Board. Suspension cannot exceed 6 months.

Dismissed members of the International Board shall leave the International Board with immediate effect.

### 3.6 President, Vice-President and Treasurer

#### The President

The President Election Committee, appointed by the International General Assembly, or delegated body, shall ensure communication and oversee the process of gathering candidates and the election process.

Candidates to the election must submit a letter of motivation, a signed form established by the President Election Committee and the supporting documents no later than 60 days before the date of the International General Assembly. A compilation of the documents submitted by the candidates shall be provided to all Members 30 days before the meeting of the International General Assembly, accompanied by information from the President Election Committee. Each candidate can make an oral statement during the meeting of the International General Assembly or can have a statement read on his/her behalf if he/she is unable to attend.

In case none of the candidates reaches the required majority, a second vote shall take place.

#### Vice-President and Treasurer

The Vice-President and the Treasurer are elected by the International Board. If no member of the International Board has the skills to take on the role of Treasurer, the International Board may appoint any suitable person to this office.

A Single Transferable Voting System will be used whenever there are more than two candidates for each office.

The term of office of the Vice-President and the Treasurer is three years commencing on the date of their election to the office. They may serve a maximum of two consecutive terms.

### 3.7 Compensation of members of the International Board

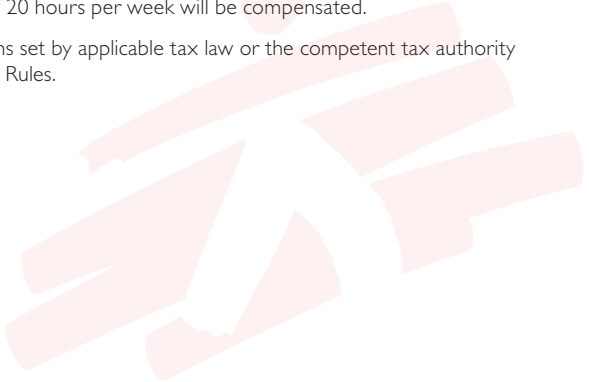
The President will be compensated for the performance of his/her office up to a maximum of 40 hours per week.

Other Board Members can be compensated for the performance of their office up to a maximum of 20 hours per week.

The International Board must submit an overview of the planned compensation of the members of the International Board to the International General Assembly.

In the event that members of the International Board are already compensated for time spent on duties of the Association or its Institutional Members, only the difference between the amounts they are receiving and the maximum of 20 hours per week will be compensated.

Any contrary requirements or conditions set by applicable tax law or the competent tax authority will take precedence over these Internal Rules.



## 4. INTERNATIONAL EXECUTIVE ACCOUNTABILITY TO THE INTERNATIONAL BOARD

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The Excom is the international executive counterpart to the International Board, chaired by the Secretary General of the Association.

The International Board holds the Excom accountable for the following:

- a. co-operation in the development, implementation and monitoring of the Vision and other Agreements, that includes the submission of multi-year operational ambitions (including resources needed to implement) prepared collectively by the Excom for endorsement by the IB in keeping with the Vision of the Association;
- b. arranging annual mutual accountability processes to facilitate collective reflection of the implementation of these plans;
- c. timely decision making and conflict resolution at the Executive level;
- d. timely advocacy and public positioning;
- e. ensuring generation and allocation of operational support to avoid duplication/ensuring complementarity (including opening new non-operational offices under the name of MSF);
- f. development and implementation of resource generation and allocation frameworks;
- g. effective deployment of field resources as regards adapted field management systems and use of common support systems where appropriate;
- h. ensuring Executive policies and strategies of MSF, and its Members and other legal entities working under the name of MSF are in place and coordinated;
- i. ensuring inclusiveness of key stakeholders in executive processes;
- j. fulfilling their role in the design and implementation of risk management; and
- k. ensuring due consideration and analysis of the external environment in executive decision making.

## 5. MEMBERSHIP FEES

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### Institutional Members

The membership fee for each Institutional Member is equivalent to the operating costs of the Association that are attributed to each Institutional Member in proportion to the private fundraising income (i.e. excluding funding from institutions, such as government grants) of each Institutional Member during the previous year.

### Individual Members

The International Board will set the membership fees for Individual Members on an annual basis.



## 6. MEETINGS

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### 6.1. Meetings attendance

The International General Assembly, the International Board or any formal body of the Association can hold meetings in which some or all of its members participate by telephone, videoconferencing or other electronic or virtual means. Those participating in this way can vote and count towards the quorum.

### 6.2 Agenda of the International General Assembly

The President prepares the agenda. The Secretary General, the members of the International General Assembly and the Members can suggest points to be included in the agenda.

The President shall send to all Members the agenda and all supporting documents for the meeting of the International General Assembly at least 30 days before the meeting of the International General Assembly. Institutional Members, respectively their Representatives, shall make the agenda and the supporting documents available to their members at least 15 days before the meeting of the International General Assembly.

In the event that the agenda includes proposals to amend the Statutes, these Internal Rules or the MSF Charter, the International Board should be asked to provide its recommendations regarding such proposals in advance.

The final agenda is approved by the International General Assembly at the beginning of the meeting.

### 6.3 Agenda of the International Board

The agenda of the meetings of the International Board should be made available by the President at least seven days before the meetings. However in the case of urgency, the agenda may be sent 24 hours in advance.

The agenda can be amended on the day of the meeting with the support of two-thirds of the Voting IB Members present, except for issues requiring a four-fifths majority decision where all Voting IB Members present must support the amendment.

If all members of the International Board are in attendance, the International Board can deliberate on any matter.

Actions and decisions of the International Board are to be made available to Members no later than 7 days after a given meeting.

## 7. CONFLICTS OF INTERESTS

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Members, Representatives and members of the International Board shall avoid conflicts of interests. There is a conflict of interest when:

- a. a person has a material, financial or other personal interest in a decision of or a matter related to the Association either directly or indirectly.
- b. a person has a duty to another organization, e.g. as a director or employee, that is conflicting with his/her duties towards the Association.

Whenever a person has a conflict of interests or is reasonably likely to have a conflict of interests, he/she shall declare his/her (potential) conflict of interests before discussion begins on the matter.

Whenever a person has a conflict of interests or is reasonably likely to have a conflict of interests, he/she shall declare his/her (potential) conflict of interests before the vote and have no vote on the matter. Such person shall not be counted towards the quorum for that particular vote.

If any question arises as to whether the person has a conflict of interests, the question shall be decided by a two-thirds majority of the persons entitled to vote on that particular issue.

## 8. DEFINITIONS

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In addition to the terms defined in the Statutes, the following terms shall have the following meaning:

*International Board Search Committee* means the body appointed by the International General Assembly or delegated body for the identification, processing and preparation of candidates to run for election onto the International Board.

*Movement-Wide Individual Membership Committee* means the body appointed by the International General Assembly or delegated body for the identification, processing and preparation of candidates to run for election as representatives of the Movement-Wide Individual Membership.

*President Election Committee* means the body appointed by the International General Assembly or delegated body for the identification, processing and preparation of candidates to run for election as President of the Association.

*Single Transferable Voting System* means a voting system based on preferential voting, under which votes are initially allocated to a voting person's most preferred candidate and then, after candidates have been either elected or eliminated, any surplus or unused votes are transferred according to the voting persons' stated preferences.

## ANNEX I: CONDITIONS TO APPLY FOR BECOMING AN INSTITUTIONAL MEMBER

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### Criteria for membership

In addition to the criteria set out in Article 6 para 2 of the Statutes, the following points of consideration will also be taken into account for the admission of Institutional Members:

- a. Bringing a new perspective or added value that will complement and enrich the guidance of the social mission;
- b. Governance, legal set-up, management, funding system and connectedness to operations; growth must be manageable and projected costs clearly articulated;
- c. Potential for conflicting activities or confusion of representation as regards other MSF activities, associative and executive entities, in particular operations;
- d. Freedom of speech, freedom of association and the ability to operate without interference from any external person or entity; and
- e. Transnational/regional approach; encouraging initiatives that go beyond national boundaries in terms of their representation, membership and board compositions.

### Timing

All applications for admission as an Institutional Member should be submitted no later than six months before the next meeting of the International General Assembly, unless otherwise agreed to by the International Board.

### Format of application

The application shall cover all the criteria set out in the Statutes and these Internal Rules and follow the headings and guidance detailed below. Other information or documents to support the application can be submitted, but with consideration to keeping documents as short as possible while covering the necessary aspects.

#### Introduction

The application shall contain a brief background, outlining the motivation for the application and explaining the structure of the application document, as appropriate.

#### Vision/ Ambition

The application shall make clear the vision and ambitions, looking ahead 3 to 5 years. Referring to the criteria, attention should be given to the new perspectives the applicant brings especially as regards guidance of the social mission. The geographic scope of the applicant should also be covered here.

#### Composition / Membership

The application shall present the composition of the applicant and state clearly the criteria for individual membership and board election. Documents may be in the form of draft statutes and individual membership criteria of the applicant. If the membership criteria of the Statutes and these Internal Rules cannot be met immediately, the application shall contain a clear statement and timeframe as to when those criteria can be met.

## Governance

The application shall make clear how the association will be legally registered, governed and managed, drawing on aspects of local law as necessary. The composition and functioning of the board of the applicants must also be detailed.

Linkages with at least one other MSF association are encouraged to assist development of new bodies. Any formal role of another MSF entity in the governance of the candidate association is to be clearly outlined.

Any limitations regarding freedom of expression, association and potential external influence shall also be covered.

## Activities / Infrastructure / Representation

The application shall outline the anticipated activities and required infrastructure (offices, vehicles, etc) over the first 3 to 5 years, include all activities related to supporting the associative functioning and separately outline and justify other executive activities such as fundraising, recruiting, external communication, representation, operational support etc, make clear how the association will functionally relate to other MSF entities as regards, e.g., maintaining connection to operations, keeping abreast of international issues and seeking guidance. When appropriate, the application shall also explain how any conflicting overlaps with other MSF entities (operational and non-operational) will be avoided or managed, especially in terms of communications and representation.

## Resources required

The application shall contain a framework of the financial and human resources (source and expenditure) and their adequacy with its activities or contemplated activities.

## Procedure

Applications are to be made to the International Board.

A delegated body will support candidates during the application process and will check first draft submissions for any major omissions or irregularities in the application as regards the scope and format used. The delegated body shall liaise with International Board and other parties as necessary.

The Secretary General will be consulted regarding executive activities outside of those related to the associative functioning and will liaise with the Excom and International Board accordingly.

The delegated body will review the submission and develop a preliminary recommendation to the International Board as regards

- a. the suitability of the applicant for membership of the Association;
- b. temporary conditions and/or exceptions as regards criteria that will be met at some defined point in the future;
- c. permanent conditions or exceptions based on specific issues that will not change with time, such as local legal constraints; and
- d. the scope of executive activities to be undertaken by the entity subject to International Board approval after due consultation with the international executive.

The International Board may ask for additional information. The International Board will do its utmost to respond within two months of an application being passed to them by the delegated body.

If, notwithstanding the refusal of the International Board to support an application, the applicant requires a decision of the International General Assembly, the International Board submits the application, together with its recommendation, to the International General Assembly.

The International Board will circulate any applications to Representatives at least 30 days before the meeting of the International General Assembly, with its recommendations.

The International General Assembly shall decide on the admission or not of the applicants and set out specific conditions, if necessary.

## **ANNEX 2: MINIMUM CRITERIA, RIGHTS AND DUTIES RELATED TO MEMBERSHIP OF ANY INSTITUTIONAL MEMBER**

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### **Criteria for individual membership**

The applicants for becoming an Institutional Member shall have the following criteria with respect of admission of its members:

- a. he/she has working experience as International Staff in an Operational Project of overall not less than six months; and/or
- b. he/she has completed two separate contracts as International Staff in an Operational Project; and/or
- c. 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
- d. he/she has done unpaid work, student assistance or internship of overall two years within the Association or any of its Institutional Members.

### **Rights of individual members**

#### **Multiple Memberships**

- a. There is no limit on the number of MSF association memberships that a person may hold.
- b. An individual cannot be elected on the board of more than one Institutional Member.

#### **Voting rights**

- a. Employees on local contracts should not vote in local board elections for reasons of conflict of interests.
- b. At all other times, all members have a full and equal vote.
- c. Members without MSF experience cannot represent more than 5% of the voting rights.

### Employment and other benefits

A person holding a MSF Executive position cannot be a voting member of the board of an Institutional Member.\*

### Forfeiture of membership

- a. A member who is expelled from a mission for reasons of personal misconduct or conduct damaging to the mission of MSF may be expelled from the association.
- b. A member who is expelled from an MSF association for reasons of misconduct may not be allowed to join and/or may automatically lose his/her membership of other MSF associations.

### Duties of individual members

#### Organizational

- a. To participate in the annual general assembly of the association.
- b. To elect partially or fully the members of the association board.
- c. To hold the board accountable for its duties.
- d. To declare other affiliations that may be in contradiction to the values and principles of MSF.
- e. If a member fails to vote (directly or by proxy) in two out of three general assemblies, their membership may be forfeited.

#### MSF Mission

- a. To actively promote medical-humanitarian action through associative participation.
- b. To ensure adherence to the MSF Charter and act in the interests of the movement as a whole.

Signed in Geneva, Switzerland, on 31 August 2011



Unni Karunakara,  
President



Kris Torgeson,  
Secretary General

\* This excludes board members who are receiving compensation for their associative work.

## THE MÉDECINS SANS FRONTIÈRES CHARTER

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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.





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