

REGULATIONS SUPERVISORY BOARD DORCAS

The Supervisory Board of the Foundation: **Stichting Dorcas Aid International**, statutory established in Andijk, with address: 1619 BK Andijk, Bedrijvenweg 3, registered in the Trade Register of the Chambers of Commerce, file number 41236410, hereafter called: "Dorcas";

taking into considering that:

- A. The Stichting Dorcas Aid International and Stichting Dorcas Hulp Nederland have legally merged on October 31st, 2013. Between the supervisory boards of these foundations, combined regulations of the boards were established and accepted on December 14th, 2012.
- B. The present regulations are an update to the ones adopted on December 14th, 2012, reckoning with the latest adopted an notarized statutes of Dorcas, dated March 12th, 2018, in which the position of the Supervisory Board of Dorcas is described. In case these regulations are in contradiction with the statutes, the statutes are always leading;

Decides, with regard to the articles of association of as most recently determined by deed of amendment of articles of association dated March 12th, 2018, to agree on the following regulations for the Supervisory Board of Dorcas:

Article 1. Definitions

In these regulations the following definitions are used:

- a. Dorcas: the Foundation: Stichting Dorcas Aid International;
- b. Articles of association: the articles of association of Dorcas as amended as of March 12th, 2018;
- c. Board of Directors: the statutory directors of Dorcas;
- d. Supervisory Board: the Supervisory Board of Dorcas
- e. CEO: the general director as mentioned in article 6:2 of the statutes;
- f. Directors; the individual members of the Board of Directors.

Article 2. Positioning Supervisory Board

The Dorcas Supervisory Board is charged with the duty to supervise the Board of Directors and the policies on the general affairs of Dorcas. The Supervisory Board assists the Board of Directors with advice. The Supervisory Board gears the execution of its task to the general interest of Dorcas, bearing in mind the interests of all involved.

Article 3. Powers and responsibilities

1. The Supervisory Board assesses whether the Board of Directors in its policymaking and execution of its tasks keeps the interest of the organization of Dorcas as a whole in mind, in relation to the social function of Dorcas and whether the Board of Directors has made a careful and balanced assessment on behalf of the interested parties of Dorcas.
2. The Supervisory Board especially supervises that the execution by the Board of Directors agrees with the determined and decreed strategy plans and budgets. The Supervisory

1. The Board of Directors is responsible at all times for the provision of information to the Supervisory Board about facts and circumstances relating to Dorcas that the Supervisory Board will need for a good exercise of its duty.
2. The Supervisory Board and its individual members can require all information from the Board of Directors and the external public accountant that is charged with the audit of the financial statements of Dorcas, that the Supervisory Board will need for a good performance as a supervising body.
3. The Board of Directors will see to it that the Supervisory Board will annually receive (i) the operational plan for the next fiscal year and (ii) the budget of Dorcas for the next fiscal year. The Supervisory Board and the Board of Directors shall annually discuss these matters together. Of these discussions note will be made in the report of the Supervisory Board in the annual accounts. Finally it is up to the Supervisory Board to adopt the operational plan and the accompanying budget for the next fiscal year.
4. The Board of Directors will provide the Supervisory Board periodically – with a minimum of three times per year in conjunction with the meetings of the Supervisory Board – with the information about the developments in the project countries, (intermediate) financial statements and the progress of the annual plan. Additionally, the Board of Directors provides the Supervisory Board periodically with information about the following topics, whereby not all information necessarily has to be provided for every Supervisory Board meeting:
 - developments in the area of positioning, the strategy and the image of Dorcas;
 - developments in the area of fundraising;
 - developments in the area of national and international themes that are important for Dorcas;
 - developments in the programs, projects and partners in the project countries;
 - the development of matters, for which the Board of Directors needs the approval of the Supervisory Board;
 - problems and conflicts that have significant meaning for Dorcas;
 - problems and conflicts that have any meaning for Dorcas in relation to third parties, like governments and association partners;
 - calamities;
 - legal procedures;
 - issues that can be expected to get publicity;
 - the realizing of the social function, the strategy pertaining to, including the risks involved and the mechanisms to control them, fundraising and efficient spending of the obtained funds and goods and how to deal with ethical issues;
 - its assessment of the internal risk management and control systems, including the provision of information, in relation to the goals of Dorcas;
 - the stewardship of the property of Dorcas;
 - the careful execution of the function as an employer.

The main points and the reporting about these topics and the discussions of it will be recorded in the annual accounts.
5. If there is a significant chance to or if there is an instance that Dorcas will get significant negative publicity, the Board of Directors will inform the members of the Supervisory Board in advance if possible. Publications will be provided in copy to the Supervisory Board afterwards.

Article 6. Composition

The chairperson

6. Specific characteristics and qualities can be expected of the chairperson of the Supervisory Board, without prejudice to the profile that will be further determined by the Supervisory Board. Specifically the chairperson should:
 - have the ability to execute the task of chairperson of the Supervisory Board with authority and natural influence;
 - have the personality and background to play a leading role in the forming of opinion and decision-making of the Supervisory Board;
 - have insight and overview in regards to the tasks and functions of the Supervisory Board and the Board of Directors;
 - have such qualities and personality that the chairperson can fulfill an external role for Dorcas if and when needed;
 - have a clear affinity with and advocacy for the Dorcas goals.
7. The chairperson of the Supervisory Board especially has the task to represent Dorcas at the request of the Board of Directors, to safeguard and stimulate (the relation with) the Board of Directors and prepare the decision-making in regards to the terms of employment of the Board of Directors. The chairperson leads the meetings of the Supervisory Board and is the first contact person from the Supervisory Board for the Board of Directors.

Article 8. Appointment

1. The members of the Supervisory Board are appointed, suspended and dismissed by the Supervisory Board.
2. The Supervisory Board appoints the chairperson of the Supervisory Board.
3. Reappointment of a member of the Supervisory Board will always be a careful process of consideration; members are not automatically reappointed.
4. The deliberation about the reappointment of a serving member will be conducted without the presence of the person involved. The chairperson will make an oral or written report available to the Supervisory Board about the discussion with the member that is up for reappointment. If the reappointment concerns the chairperson of the Supervisory Board, the procedure is the same, with the understanding that any other member of the Supervisory Board conducts the role of the chairperson.
5. For the advancement of a steady process of (re)appointment, the Supervisory Board shall draw up a schedule of resignation.
6. Members of the Supervisory Board will resign or be dismissed prematurely when this is required due to underperformance, structural discord about insights, incompatibility of interests or for any other valid reason. A decision on dismissal must be taken by the Supervisory Board, after the member involved has been able to give input to the decision in an official Supervisory Board meeting.

Article 9. End membership

1. The schedule of resignation is compiled in such a way that the continuity of the Supervisory Board is secured. The members of the Supervisory Board are appointed for

made available to the members of the Supervisory Board through the Dorcas intranet at least one week before the meeting

7. Of the decisions of each meeting of the Supervisory Board, minutes will be compiled that are agreed upon by the Supervisory Board in the next meeting and that are signed by the chairperson and the CEO.
8. The Board of Directors usually will attend the meetings of the Supervisory Board, unless the Supervisory Board decides otherwise, reckoning with the stipulation in article 13:8 of the statutes that the Supervisory Board will meet without the Board of Directors at least once per year..
9. The chairperson of the Supervisory Board can invite other people to attend a meeting of the Supervisory Board. If one or more members of the Supervisory Board object to the presence of these people, the Supervisory Board decides on attendance of such people.
10. If a member of the Supervisory Board is absent frequently from the meetings, the concerned member of the Supervisory Board will be contacted by the chairperson and will be asked for an explanation.

Article 12. Conflict of interest, additional functions and incompatibilities

1. In accordance with what is specified in article 14 of the Dorcas articles of association, the Supervisory Board avoids any form and semblance of conflict of interest between Dorcas and itself.
2. A member of the Supervisory Board immediately reports a (potential) conflict of interest to the Supervisory Board that is of material consequence for Dorcas and/or the member of the Supervisory Board. The member provides the Supervisory Board with all relevant information. The Supervisory Board decides without the presence of the member of the Supervisory Board whether a conflict of interest is the case.
3. In case it is decided by the Supervisory Board there is indeed a conflict of interest between a member or a number of members of the Supervisory Board and Dorcas, the member of the Supervisory Board concerned does not participate in the discussions and decision-making on the topic where there is a conflict of interest.
4. The office of a member of the Supervisory Board is characterized by integrity and an independent position. This means that in the execution of the office, the member has no personal or professional interest with Dorcas in any form or fashion.
5. The Supervisory Board determines, if necessary in addition to the articles of association, in further detail with what involvement, background or function the membership of the Supervisory Board is incompatible. Incompatibility will at least be the case if a Supervisory Board member is also actively involved as a Supervisory Board member, an ambassador, advisor or consultant to a colleague-organization of Dorcas.
6. The members of the Supervisory Board report their relevant additional functions to the Supervisory Board.

Article 13. Accountability and evaluation

The Supervisory Board is, with preceding input from the Board of Directors, authorized to amend the regulations.

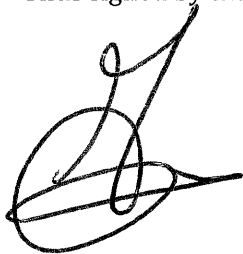
Article 16. Applicable right

Dutch law is applicable to these regulations.

Article 17. Coming into force

These regulations come into force on December 11th, 2018.

Thus signed by the chairperson and all present members of the Supervisory Board:



A. Westerduin-de Jg

