

Edukans Management Charter

Adopted by the Supervisory Board in its meeting of October 12th 2021

Function and operation

Article 1 This charter describes the relationship in the management concerning tasks, powers, and responsibilities. The duties and powers of the board (CEO under the articles of association) are laid down in the articles of association.

Definitions

Article 2 Definitions

1. In these rules the term Executive Board means: the director under the articles of association (CEO), appointed as such by the Supervisory Board and responsible for managing the foundation.
2. Management means the CEO and the international management team (IMT).
3. The management team consists of the CEO, the country directors and the department or team managers of the Dutch head office.

Duties and powers

Article 3.

1. The management manages the foundation and is responsible for the optimal realisation of the mission and objectives of the foundation.
2. The management is responsible for the day-to-day management of the organisation.
3. The management is responsible for drawing up a strategic plan, a (multi-year) budget and an annual report.
4. The management is responsible for developing the organisation's identity and vision.
5. The management represents the organisation.
6. The management is authorised to take all decisions and actions that have not been assigned to the Supervisory Board or the Executive Board of the foundation.
7. The Executive Board (CEO) has been authorised to decide to enter into agreements to acquire, dispose of and encumber registered property, and to enter into agreements whereby the foundation binds itself as surety or joint and several co-debtor, warrants performance by a third party or provides security for a debt of another party, all in compliance with the provisions of Article 7 under 2.d. of the Articles of Association.
8. The Executive Board is the employer of the foundation.
9. The Executive Board shall provide the secretariat for the Supervisory Board.
10. The Executive Board shall represent the organisation and shall act as spokesperson on behalf of the organisation.
11. In the event of the long-term absence of the CEO, the Supervisory Board will appoint a replacement as chairman of the Management Team. In the event of the long-term absence of the CEO, the CEO shall be deputised by the Supervisory Board, without prejudice to its right to appoint one or more persons, whether from among its members, for this purpose.

Division of tasks management

Article 4.

1. The CEO is the chair of the Management Team.
2. The CEO manages according to the principle of collegiality and strives for consensus in decision making and has a joint responsibility for the strategic policy of Edukans. If no consensus is found, the CEO decides.

3. With due observance of the above, there is a division of tasks.
 - The country directors are responsible for the development and implementation of a country strategy, annual plans, and the annual budget in alignment with the strategy of Edukans International.
 - The manager business development is responsible for setting up and implementing a business development policy for Edukans International and realising an appropriate support offer for the country offices.
 - The manager communications and fundraising is responsible for the development and implementation of a marketing and communications policy for Edukans International and the provision of appropriate support to the country offices.
4. The final responsibility towards the Supervisory Board rests with the Executive Board.
5. The management holds an annual appraisal interview with the employees responsible for policy.

Other arrangements

Article 5

1. The Supervisory Board shall be notified annually of the ancillary positions of the members of the management.
2. The remuneration of the Executive Board shall be in accordance with the principles agreed upon in the sector (Code Wijffels) and shall be reported and accounted for in the annual report.
3. The Supervisory Board conducts a performance/assessment interview with the CEO once a year. The CEO conducts an annual performance appraisal interview with the members of the management team.

Disputes Article 6

1. The Supervisory Board shall adjudicate on disputes concerning the interpretation of these rules.
2. Disputes within the management shall be submitted to the Supervisory Board.

Duration

Article 7

These Regulations shall be valid for a period of two years and shall be adopted by the Supervisory Board. At least six months before the expiry date, the regulations shall be evaluated. If no amendments are proposed, the existing regulations shall apply again for a period of two years.

Final provision

Article 8

The Supervisory Board shall decide on issues not covered by these regulations.

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