

## Article 1. Status and content of the by-laws

1. These by-laws have been drawn up pursuant to the Articles of Association of the OAPEN Foundation (“**Articles of Association**”) and serve to supplement the rules and regulations governing the Supervisory Board (“**Board**”) based on applicable laws and regulations or the Articles of Association.
2. The Board has adopted these by-laws in the meeting of 9 June 2023. The Board has the power to amend, supplement, or dissolve these by-laws.
3. In case of any conflicts between these by-laws and applicable laws and regulations or the Articles of Association, the applicable laws and regulations or the Articles of Association will take precedence. If any provision of these by-laws is in accordance with the Articles of Association but in violation of laws and regulations, the latter will take precedence.
4. If any of the provisions of these by-laws are not or no longer valid, this will not affect the validity of the remaining provisions of these by-laws. The Board will replace the invalid provisions with valid provisions which effect is as similar as possible to that of the invalid provisions in terms of content and scope.
5. The by-laws of the Supervisory Board and the by-laws of the Managing Director are complementary documents and form a cohesive whole.

## Article 2. Terms and definitions

The following definitions are used in these by-laws:

- Foundation: the OAPEN Foundation, founded on 8 July 2011
- Board: The Supervisory Board of the OAPEN Foundation
- Managing Director: the managing director of the Foundation or his/her substitute appointed as such
- Employee: the person employed at the Foundation based on an employment relationship.

## Article 3. Managing Director

1. The Managing Director is charged with managing the Foundation and – in the capacity as statutory managing director – representing the Foundation judicially and extrajudicially.
2. The Managing Director is vested with all duties and powers assigned to the Board of Directors based on legal provisions and the articles of association of the Foundation.
3. The Managing Director is responsible for and makes the final decision with respect to:
  - a. preparing the multi-annual policy plan;
  - b. preparing the annual budget, the annual accounts, and the annual report;
  - c. adopting general financial, organisational, and social rules;
  - d. the structure of the organisation and initiating reorganisations;
  - e. the employment conditions policy for the employees;
  - f. the dismissal of employees on any other grounds than at their own request;
  - g. concluding or terminating lasting partnerships with other legal entities;

4. The Managing Director will submit the decisions set out in Article 10.12 of the articles of association of the Foundations and Article 5 of the by-laws of the Supervisory Board to the Board for approval prior to making a decision;
5. The Managing Director is the managing director as set out in the Dutch Act on Works Councils ("Wet op de Ondernemingsraden");
6. The Managing Director will ensure that employees can report (alleged) general, operational, and financial irregularities to the Board and/or the counsellor without any risk to their legal position.

#### **Article 4. Structure of the organisation**

1. The organisation has a substitute managing director, to be appointed by the Supervisory Board.
2. The organisation has a controller. This may be the same person as the substitute managing director.
3. The controller gives advice on the budget and the structure of the financial management of the organisation and directs the preparation of the annual report and annual accounts.

#### **Article 5. Substitution**

1. The Managing Director will be replaced by the substitute managing director in case of short-term absence (for a maximum period of 30 days).
2. In case of long-term absence of the Managing Director, the temporary management of the Foundation will be arranged by means of an explicit decision by the Board.
3. Mandates concerning the external representation by an employee will be decided by the Managing Director.

#### **Article 6. The policy cycle**

1. The Foundation has a four-year policy plan that is amended as often as considered necessary by the Managing Director or the Board.
2. The policy plan and the annual budget will pay attention to the following topics:
  - a. Substantive policy;
  - b. finances and investments;
  - c. external relationships;
  - d. staff and internal organisation;
  - e. quality and risk management.
3. The multi-annual policy plan will cover at least the following topics with numerical substantiation:
  - a. Substantive (medium and) long-term policy;
  - b. (medium and) long-term finances and investments;
  - c. possible consequences for external relationships;
  - d. possible consequences for staff and internal organisation;
  - e. consequences for quality management and risk management.
4. The Managing Director submit an annual report and annual accounts to the Supervisory Board as regulated in article 7 of the By-laws of the Supervisory Board.