Governance Document

Stichting Habiba World for Training and Organic Farming

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Version 3 — aligned to the notarial deed of incorporation (Akte van Oprichting, 26 April 2024, notaris mr. Lilian Thijssen, Deventer, ref. 2024.103192.01/LTH). This document implements and elaborates the statutes; wherever the two could be read to conflict, the statutes govern. Article references below (e.g. "Art. 4") refer to the statutes.

Legal form

Stichting Habiba World for Training and Organic Farming (operating name: Habiba Community) is a foundation under Dutch law, incorporated by notarial deed on 26 April 2024, with its statutory seat in the municipality of Amsterdam (Art. 1).

Objective — and its relationship to current activities

The statutory objective (Art. 2) is: obtaining, promoting, and sharing knowledge, education, and research on community-based development models grounded in climate-resilient agriculture, sustainable tourism, healthcare, and social innovation, particularly (but not exclusively) for indigenous communities in coastal and desert regions.

Board composition and roles

The foundation is governed by a board (bestuur) of at least three members (Art. 4.1), appointed by the board itself (co-optation) for an indefinite term (Art. 4.3). The board elects a chair, secretary, and treasurer from among its members; the secretary and treasurer roles may be combined in one person, but currently are not (Art. 4.2). Current board composition:

- Maged El Said, Chair
- Charling Tao, Secretary
- Jeffrey Prins, Treasurer

Board members receive no salary or compensation for board duties, only reimbursement of actual costs incurred in performing their role (Art. 4.6). Each board member has one vote (Art. 7.5); decisions require a majority of votes cast, with no board member or chair holding a casting vote (Art. 7.5, 7.9 — the chair's role in "disputes about voting" is procedural).

No individual board member can unilaterally commit the foundation: representation authority requires at least two board members acting jointly (Art. 9.2), and removal of a board member by the others requires that at least three board members remain in office afterward (Art. 8.d). With the board currently at exactly three members, no single person can pass a decision, remove a colleague, or bind the foundation alone.

Board meetings and decision-making

The board meets at least four times a year (Art. 6.1), and holds an annual meeting within two months of the financial year end to adopt the balance sheet and income/expenditure statement (Art. 6.3). Meetings may be held remotely, provided they are chaired from within the Netherlands (Art. 6.2). A valid decision requires a majority of sitting board members present or represented (Art. 7.1); if quorum is not met, a second meeting may decide regardless of attendance. Statute amendment or dissolution requires a two-thirds majority in a meeting where two-thirds of the board is present or represented (Art. 12, 13).

Managing directors and staff

The statutes do not create a separate "managing director" tier; all governance authority rests with the board (bestuur) (Art. 5.1). Managing directors and other staff operate under a mandate (volmacht) granted by the board within defined limits (Art. 9.4), and implement the strategy the board has adopted. They do not themselves set strategy or policy, and are not board members. This structure keeps managing directors on the operational side for ANBI beleidsbepaler purposes: their authority is delegated and limited. Managing directors may bring forward proposals, informed by consultation with staff, fellows, community partners, and the advisory board, for the board's review and decision.

Advisory board

The foundation establishes and maintains an advisory board of community members and academic experts, advising the managing directors on programmatic and epistemological questions and contributing to proposals before they reach the board. Advisory board members hold no governance authority under the statutes and receive no financial compensation.

Conflict of interest

Per Art. 7.3, a board member with a direct or indirect personal interest conflicting with the foundation's interest does not participate in deliberation or voting on that matter, though they may attend. If every board member is conflicted on a matter, the board may still decide, provided the reasoning is recorded in writing (Art. 7.3.b). This governance document extends the same standard to managing directors and staff: conflicts are declared on appointment and updated annually, and the foundation does not enter financial relationships with organizations in which a board member or managing director holds a directorial or ownership position without explicit board approval and public disclosure.

Volunteers

Volunteers (excluding board members, who are covered separately above) may receive a fixed monthly allowance of **€220**, within the statutory tax-free volunteer allowance under Dutch law (currently [2026] €220/month and €2,200/year, for volunteers aged 21 and over). Separately, and without affecting this allowance, volunteers may be reimbursed for actual, documented travel and equipment costs incurred in carrying out their role, against receipts or invoices. The foundation keeps receipts and a simple log of volunteer allowances paid, both to protect volunteers' tax position and to support the foundation's own financial accountability under Art. 10 of the statutes.

Remuneration policy

Board members are policy-makers (beleidsbepalers) and, per the statutes themselves, receive no remuneration for board duties — only reimbursement of actual costs (Art. 4.6). Managing directors and staff are operational appointees, not policy-makers, and are compensated according to a remuneration policy established by the board, available on request. The foundation applies an equal base pay policy across all roles regardless of location, with a transparent cost of living adjustment where applicable.

Representation and financial controls

The board represents the foundation; representation authority also vests in any two board members acting jointly (Art. 9.1–9.2). The board may grant power of attorney to one or more board members, or to third parties (including managing directors), to represent the foundation within defined limits (Art. 9.4). All financial disbursements above [placeholder amount, e.g. €2,500] require two authorized signatures, consistent with the two-signature representation rule in Art. 9.2.

Financial accountability

The foundation keeps its records per Dutch accounting standards (Art. 10). The board adopts the annual balance sheet and income/expenditure statement within six months of financial year end (Art. 10.3), which coincides with the calendar year. Annual financial statements are published on the foundation's website.

Public benefit and dissolution

The foundation has no profit motive (Art. 2.4) and does not hold more capital than reasonably necessary for its activities. In the event of dissolution, any remaining balance after settlement of debts is applied to an ANBI-status entity (or comparable foreign entity) with a similar objective, as designated by the board or liquidators (Art. 13.3). No remaining balance may revert to founders, board members, managing directors, or staff.

Work ethic reference

The foundation operates according to a separate work ethic document covering equal base pay, community knowledge sovereignty, free prior and informed consent, do no harm, anti-extractive research, decolonial funding practice, grievance and accountability, environmental safeguards, child protection, anti-harassment, whistleblower protection, and financial controls.