



ECOSYN FOUNDATION

FOUNDATION GOVERNANCE DOCUMENT

RULES ON ORGANIZATION AND OPERATIONS

Internal governance, bodies, delegation and operating procedures

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1. Purpose and hierarchy

These Rules define the internal organization and operating procedures of ECOSYN Foundation. They are drafted for a foundation governance model and should be read together with the Articles of Association.

1.1 The Articles of Association and mandatory law prevail over these Rules.

1.2 These Rules regulate internal functioning, delegation, decision-making, records, committees, project teams, supervision and amendment procedures.

1.3 The Foundation shall operate in a transparent, responsible and mission-driven manner.

2. Organizational structure

2.1 The Foundation may include the following bodies or functions: Board of Directors, Chair/President, Treasurer or Finance Officer, Secretary, Executive Director or Operations Manager, Supervisory or Advisory Board if established, committees, project teams, volunteers and external advisers.

2.2 The exact powers, appointment procedures and representation authority are determined by the Articles of Association, board resolutions and written delegations.

2.3 The Foundation may establish departments, project units, working groups or local contact points where needed for its mission.

2.4 No body, committee, project team or representative may act outside the authority granted by the Board or the Articles of Association.

3. Board of Directors

3.1 The Board is responsible for strategy, governance, legal compliance, financial oversight, risk management, appointment of key officers, approval of policies and protection of the Foundation's mission.

3.2 Board members must act in the interest of the Foundation and its purpose, not in the interest of a donor, founder, partner, political group, commercial entity or private interest.

3.3 The Board shall approve major budgets, annual reports, major contracts, substantial commitments, high-risk projects, significant public positions and amendments to key internal rules.

3.4 The Board may delegate operational tasks but remains responsible for supervision and may revoke delegation at any time.

4. Officers and operational management

4.1 The Chair or President leads board meetings and represents the Foundation where authorized.

4.2 The Treasurer or Finance Officer supervises financial administration, budgeting, payments, financial reporting and financial controls, subject to Board oversight.

4.3 The Secretary supervises minutes, records, governance files, notices and document control.

4.4 An Executive Director or Operations Manager may be appointed to manage daily operations, staff, volunteers, projects, suppliers and reporting within delegated authority.

4.5 Duties may be combined or separated depending on the Foundation's size, provided that adequate oversight and segregation of duties are maintained.

5. Committees, project teams and advisers

- 5.1** The Board may establish committees or project teams for specific purposes such as finance, compliance, research, fundraising, events, communications, security, technology or program delivery.
- 5.2** Each committee or project team should have a written mandate, responsible lead, reporting line, scope, budget if applicable and duration.
- 5.3** Committees and project teams advise or implement within delegated authority. They do not bind the Foundation unless expressly authorized.
- 5.4** External advisers may be engaged where expertise is required. Engagement must follow procurement and conflict-of-interest rules.

6. Decision-making procedures

- 6.1** Board decisions are made in meetings, by written resolution or by electronic decision-making where permitted by the Articles of Association and applicable law.
- 6.2** Notices of meetings should include agenda, documents and proposed decisions with reasonable time for review unless urgency justifies shorter notice.
- 6.3** Decisions must be recorded in minutes or written resolutions, including date, attendees or participants, conflicts declared, decisions taken, votes where relevant and action owners.
- 6.4** Urgent operational decisions may be made by delegated officers within their authority and reported to the Board.
- 6.5** A person with a conflict of interest shall disclose the conflict and may be excluded from discussion or voting where required to protect impartiality.

7. Membership, supporters and volunteers

- 7.1** If the Foundation has members, supporters, volunteers or affiliates, their status, rights and obligations must be defined in the Articles of Association, membership rules, volunteer agreement or other written terms.
- 7.2** Supporter or volunteer status does not automatically create authority to represent or bind the Foundation.
- 7.3** Volunteers and collaborators must receive appropriate instructions, safety guidance, confidentiality obligations and reporting lines.
- 7.4** The Foundation may suspend or end participation where a person breaches rules, creates risk or no longer meets participation conditions.

8. Records, transparency and document control

- 8.1** The Foundation shall maintain organized records of board decisions, policies, contracts, financial documents, project files, donor restrictions, personnel or volunteer records, compliance records and reports.
- 8.2** Policies and procedures shall identify an owner, version, approval date and review cycle.
- 8.3** Public statements and published documents must be reviewed for accuracy, confidentiality, privacy, intellectual property and reputational risk.
- 8.4** Internal documents may be marked public, internal, confidential or restricted according to sensitivity.

