



Governance charter of the Urgency Identity Africa Fund

The purpose of this Charter is to contribute to the quality of the work of Urgency Identity Africa Fund's members of the management committee, by promoting the application of the principles and good practices of governance of a fund that are based on ethics, transparency and efficiency.

Article 1 - Administration and social interest

A member of the management committee must act in all circumstances in the social interest of the fund. He must, whatever his mode of appointment, consider himself as a representative of the fund and its statutory missions.

Article 2 - Compliance with laws and statutes

Members of the management committee must take full account of their rights and obligations. In particular, they must be familiar with and comply with the legal and regulatory provisions relating to their function, the applicable codes and good governance practices, as well as the fund's own rules resulting from its establishment agreement and its internal rules.

Article 3 - Exercise of functions: guiding principles

The member of the Management Committee performs his or her duties with independence, transparency, integrity, loyalty and professionalism.

Article 4 - Independence, courage and duty of expression

The member of the Management Committee shall ensure that he or she maintains his or her independence of judgement, decision and action in all circumstances. He or she shall refrain from being influenced by any element alien to the social interest that it has a mission to defend. He or she must alert the management committee to any element of his/her knowledge that is considered to be of such a nature as to allocate the interest of the fund. He or she has a duty to clearly express questions and opinions.

Article 5 - Independence and conflict of interest

The member of the Management Committee shall endeavour to avoid any direct or indirect conflict that may arise from his/her personal, moral and/or material interests and those of the fund.

The members of the management committee are thus required to inform the fund annually of the links between the fund and their personal, moral and/or material interests of any kind - whether direct or indirect, that they may have with organisations or companies with professional activities related to those of the fund.

Each member of the management committee shall transmit an annual declaration of conflict of interest to the fund, addressed to the secretariat of the King Baudouin Foundation.

These declarations are kept by the King Baudouin Foundation.

On this basis, the Management Committee ensures the independence of the fund. It implements all necessary measures to ensure that the decisions it will have to take cannot be altered, or suspected of being so.

Article 6 - Confidentiality, integrity and loyalty

The member of the Management Committee shall act in good faith in all circumstances and shall not take any action that would be contrary to the law or harm the interests of the fund.

He or she personally undertakes to respect the total confidentiality of the information he or she receives, the debates in which he/she participates and the decisions taken.

He or she shall refrain from using for personal benefit or for the benefit of anyone else, the information to which he or she has access via the Fund.

Article 7 - Professionalism and involvement

The member of the management committee undertakes to devote necessary time and attention to his or her duties.

He or she shall ensure that the workload of his/her mandate leaves him/her sufficient availability, particularly, if he or she also performs other functions.

He or she is informed about the fund's specific features, challenges and values, and attends the meetings of the management committee of which he or she is a member with assiduity and diligence.

He or she undertakes to familiarise him(her)self with all the information that is essential to keep him/her informed, in order to deliberate in full knowledge of the facts. He or she strives to update his/her knowledge for the proper exercise of his/her mission.

He or she respects the deliberations voted by the Management Committee in accordance with the voting rules laid down in the statutes and/or the internal regulations.

Article 8 - Professionalism and efficiency

The member of the Management Committee contributes to the collegiality and efficiency of the Committee's work, in accordance with the mission entrusted to him/her within the Committee.

He/she shall make any recommendations he/she deems likely to improve the methods of functioning of the committee of which he/she is a member.

The principle of a self-assessment of the collective performance of the management committee is possible.

Article 9 - Application of the governance charter

As these principles are essential to the proper functioning of the Management Committee, its members endeavour to ensure the proper application of this Charter within the meetings in which they participate.

In the event that a member of the management committee is no longer in a position to perform his or her duties in accordance with this charter, either on his or her own initiative or for any other reason, including those relating to the rules specific to the fund in which he or she performs his or her duties, he or she must inform the committee of this fact, seek solutions to remedy the situation and, failing this, draw the personal consequences with regard to the performance of his or her duties.