

MEDECINS SANS FRONTIERES (HK) LIMITED

MINUTES OF THE 1995 ANNUAL GENERAL MEETING OF SHAREHOLDERS HELD AT FLAT 11, 6/F, 1 EDE RD., KOWLOON, HONG HONG ON 27<sup>TH</sup> DAY OF JUNE 1995 AT 10:00A.M.

Present: Mr. PETER PEROWNE  
Dr. GEORGES DALLEMAGNE  
Mr. MAURITS VAN PELT  
Dr. EDWIN SALVADOR

QUORUM

It was noted that all the shareholders were present.

CHAIRMAN

It was resolved that Mr. Peter Perowne be elected the chairman of the meeting.

NOTICE

The notice of the meeting was read.

REGRETS

It was noticed with regret that Jean Pierre Luxen and Pierre Harze could not attend.

DIRECTORS' REPORT AND ACCOUNT - 1994

The directors' and auditors' reports and the account for the years ended 31<sup>st</sup> December, 1994 were read in this meeting. It was resolved that the said reports and accounts be hereby adopted.

COUNCILLORS' REMUNERATION

It was resolved that no remuneration be paid to the Councillors for the year ended 31<sup>st</sup> December 1994.

COUNCILLORS' APPOINTMENT

It was resolved by Peter Perowne, Jean-Pierre Luxen and Pierre Harze by proxy letter that Dr. Georges Dallemagne, Mr. Maurits Van Pelt, Dr. Edwin Salvador and Dr. Roelf Padt be appointed councillors.

COUNCILLORS' RESIGNATION

Mr. Jean-Pierre Luxen and Mr. Pierre Harze resigned from the council by letter and their resignations were accepted by the Board.

REGISTERED OFFICE

The location of Médecins Sans Frontières (HK) Ltd at E3, 16/F, Richmond Court, Shatin Plaza, Shatin, N.T., Hong Kong was ratified.

AUDITORS

It was resolved to re-appoint Glass Radcliffe Chan & Wee (formerly known as Glass Radcliffe & Wee) as auditors of the company to hold office until the conclusion of the next annual general meeting, at a fee to be agreed.

[27<sup>th</sup> June 1995]

FUND TRANSFERS

The following transfers of funds to other MSF branch offices were approved:

Date	Destination	Amount	Purpose
18/1/95	MSF Belgium [Brussels (Bel.fr.)]	30,000.00 HK\$	Afghanistan
17/3/95	MSF Belgium [Brussels (Bel.fr.)]	61,708.00 HK\$	Nicaragua
4/4/95	MSF Belgium [Brussels (Bel.fr.)]	561,861.00 HK\$	Hunan Floods

There being no further business the meeting then closed.



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(Chairman)

# Minutes of First Annual General Meeting Medecins Sans Frontieres Hong Kong

Date: 27th June, 1995.

Place: MSF Hong Kong Office, Flat 11, 6/F, 1 Ede Road, Kowloon Tong, Kowloon, HK

## Participants:

Georges Dallemagne - Director of MSF-HK  
Eric Goemaere - Director of MSF-HK  
Peter Perowne - Director of MSF - HK  
Edwin Salvador - Director of MSF- HK  
Maurits van Pelt - Director of MSF - HK  
Ulrike von Pilar - Delegate offices coordinator, MSF-Brussels  
Anne Decortis - Head of Office, MSF HK and Company Secretary  
Fiona MacMahon - Communications Office  
Katie de Tilly - Fundraising Manager  
Swallow Shum - Administrator

The meeting began at 16h45.

Anne Decortis gave a warm welcome to the participants of the meeting and announced the opening of the meeting with a hammer.

## Activities Report 1994 (see. Annexe)

1) Anne gave a summary of the strategy and development of MSF HK during the year 1994.

--MSF Hong Kong was registered with the company's ordinance and received a charity status by the Inland Revenue Department.

--The mission to China during last year's floods and the Rwanda Crisis has helped raising MSF profile among the general local public soon after the opening of its office.

-- With respect to the percentage of expenses, MSF HK has covered its expenses according to the rule of 1% from private funding and 15% from public funding.

-- Except for the publication of Newsletters MSF HK did not spend much money on advertisement or other publications. MSF HK still received donation forms from the newsletters which was printed and distributed 6 months ago.

-- Dr Dallemagne pointed out that MSF HK which is only one year old is nearly as good as MSF Sweden in view of the proportion of fund-raising and office operation costs.

-- In 1995, there will be increase in the expenses due to the recruitment of new staff, more frequent trips to MSF-B, office machines, etc.

-- MSF HK has its 1994 accounts audited by the approved accountants of Radcliffe and Glass. The audit service was free.

2) All board members accepted the activity report.

**Modification of Articles of Association and election of the Board** (See Annexe)

Memorandum and articles of Association of MSF-HK

-- Ulrike von Pilar proposed that every board member to resign and re-elect himself.

-- Peter Perowne said it should be MSF-I who appoint the board members.

-- Ulrike pointed out that at least one member should be elected by MSF-I and said that MSF-I can better control the Delegate Office if 3 out of the 5 members were appointed by MSF-I. But the problem was that we would like to have more members and if the number increases, it would be hard to control the election of members. The possible solution would be to have 2 members appointed by MSF-I but there should be unanimity for the approval of matters such as the appointment of Company Secretary, annual report, (?) etc.

The advantage of having only two appointed members is the light structure.

Besides, in order to have more members in the board, changes had to be made on the memorandum and articles of Association of MSF HK.

-- Peter Perowne proposed to have Radcliffe and Glass to help MSF HK to make the changes in the articles because that firm also knows how to do it.

-- Ulrike von Pilar said that the present article is to have a minimum of 3 members and a maximum of 6 members. Now we have 5. This First Annual Meeting is also the first election of members. Then, every year, one third of the board should resign. Qualifications of the members: the majority needs medical and have worked for MSF for about 6 months.

-- Georges proposed to have 2 members designated by MSF-I and to give a vote to the International Council. This will give coherence to all Delegate Offices especially because offices like MSF Canada or MSF Australia are very different.

-- The changes made to the corresponding articles are as follows:

add: "upon proposal by MSF-B" to article 29.

change: "mediation" of article 46 to "arbitration".

See Annexe for changes on articles 29 and 46.

All board members resigned.

All board members are re-elected.

Ulrike proposed to have a medical doctor from MSF - B as president of MSF HK for the moment and hope that later we can get a local doctor with long enough MSF experience.

Georges is elected unanimously as president of MSF HK.

**Audited Financial report**

The audited financial report for the year 26/4/94 to 31/12/94 was passed unanimously by the board members.

### Objectives of 1995. (See Annexe)

#### 1) General

- Fiona proposed to hold Rwanda-thon as a regular event.
- Maurits suggested that MSF - HK should show more concern on Asian affairs.
- Georges proposed to concentrate on countries where Hong Kong doctors had missions, such as S. Sudan and explain to the local public what was going on there. He said that Edwin Salvador should go to Sudan and keep the story going.
- Ulrike proposed to ask people to donate to a certain country e.g. Sudan and then send HK doctors to work there.
- Swallow asked if MSF - B could provide MSF HK more news or stories like the medical team in Maketi which had been threatened by Russian soldiers in order to keep the general public informed of MSF's work in the world.
- Eric said that MSF is image and that we should not be taken as high intellectuals. For public general assemblies such as the Forum on the 26/6/95, we could have used audio-visual material to incite more people to talk and have debate.

#### 2) Recruitment

- Eric suggested to have more active recruitment for one post or a certain job.
- Georges said that this could only be done in exceptional cases because we would need to have better coordination with MSF -- human resources (?).
- Katie reckoned that we should see if Hong Kong could open the tropical medicine courses locally.
- Georges thought that it would be very useful for doctors to have at least training on Public Health.
- Ulrike stressed that we must make sure to send good doctors to the field in order to keep the good reputation for doctors from Hong Kong working in the field.
- Anne stated that MSF HK should be more aggressive in the recruiting of medical volunteers and that our ex- MSF doctors had promised to make speeches at universities.

#### 3) Corporate Fundraising

- Katie de Tilly pointed out that the low-tax scheme (16%) in Hong Kong did not encourage corporate donations. Donations were therefore made generally for social or promotion of company prestige reasons.

#### 4) Institutional Fundraising

- Peter Perowne suggested to make certain publicity on a certain project/country, say 2 weeks, before we asked the HK Government for funds from Disaster Relief Fund. Fiona MacMahon said that that was not feasible because if the fund was for a disaster, we could not predict it and make advance publicity. Georges Dallemagne said that as the HK Government only gave funding for one or two disasters/projects, MSF HK should concentrate on only them and asked MSF - B for assistance to make the request of funding a success.

The first annual general meeting was closed at 20h00 on the same day.

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Changes made to the article 29 and 46 of the Memorandum and Articles of Association of  
MSF HK Ltd

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(29) The Council of Management shall consist of not fewer than three members of whom at least two shall be designated by the International Council of Medecins Sans Frontieres upon proposal by MSF-B.

(46) Questions arising at any meeting shall be decided by a majority of votes except for decisions concerning

- Changes of the memorandum or the articles.

- Approval of the annual report.

- Employment of the company's secretary.

- Approval of new members.

in which cases unanimity of votes is required. If unanimity cannot be reached, the question will be referred to the International Council for abitration.

The Chairperson shall..... a meeting of the Council. Notice has to be given in writing to all Council members at least one week ahead.

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MSF HK  
G.P.O. Box 5803,  
Hong Kong  
Tel : (852) 2338 8277  
Fax : (852) 2304 6081

From : Jean Pierre Luxen

To : Anne Decortis, MSF Hong Kong

Date : June 15th, 1995

Dear Anne,

I regret I am unable to attend the next Annual General Meeting of Médecins Sans Frontières Hong Kong ( LTD ) to be held at Flat 11, 6th Floor, no. 1 Ede Rd. Kowloon Tong on June 27th , 1995.

However, I give my approval vote for the appointment of Georges Dallemagne, Maurits Van Pelt, Edwin Salvador and Roelf Padt as councillors and give my proxy to Peter Perowne to vote accordingly.

Secondly, I tender my resignation from the Board with regret, effective from the time the four new councillors have been approved as appointees.

Jean - Pierre Luxen



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G.P.O. Box 5803.  
Hong Kong  
Tel : (852) 2338 8277  
Fax : (852) 2304 6081

From : Pierre Harze

To : Anne Decortis, MSF Hong Kong

Date : June 15th, 1995

Dear Anne,

I regret I am unable to attend the next Annual General Meeting of Médecins Sans Frontières Hong Kong ( LTD ) to be held at Flat 11, 6th Floor, no. 1 Ede Rd. Kowloon Tong on June 27th , 1995.

However, I give my approval vote for the appointment of Georges Dallemagne, Maurits Van Pelt, Edwin Salvador and Roelf Padt as councillors and give my proxy to Peter Perowne to vote accordingly.

Secondly, I tender my resignation from the Board with regret, effective from the time the four new councillors have been approved as appointees.

Pierre Harze

