

## CHS ALLIANCE STATUTES

### NAME AND HEADQUARTERS

#### Article 1

The CHS Alliance Association is a non-profit association governed by the present statutes in accordance with Articles 60 et seq. of the Swiss Civil Code. It is neutral politically, and non-denominational.

#### Article 2

The Association's headquarters are located in the Canton of Geneva, Switzerland. The Association shall be of unlimited duration.

### VISION, MISSION AND OBJECTIVES

#### Article 3

The vision of the CHS Alliance is that people and communities vulnerable to risk and affected by disaster, conflict or poverty, influence and access quality assistance and can hold organisations accountable.

#### Article 4

The mission of the CHS Alliance is to promote respect for the rights and dignity of people and communities vulnerable to risk and affected by disaster, conflict or poverty and enhance the effectiveness and impact of assistance by building a culture of quality and accountability.

The CHS Alliance will be guided by board-approved policies on quality, accountability and people management in their means to achieve the vision and mission.

## Article 5

The CHS Alliance exists to improve the efficiency and effectiveness of organisations working to relieve the needs of people and communities vulnerable to risk and affected by disaster, conflict or poverty, including by supporting the rights of such people and communities.

The CHS Alliance will enhance the effectiveness and impact of assistance for people and communities vulnerable to risk and affected by disaster, conflict or poverty, by:

- Strengthening the capacity of individuals and organisations and systems to deliver quality and accountable assistance.
- Leading and facilitating the development, promotion and maintenance of the Core Humanitarian Standard on Quality and Accountability.
- Managing the development, promotion and maintenance of the Core Humanitarian Standard monitoring, reporting and verification scheme.
- Leading improvements in people management and engagement.
- Collecting and using evidence to influence policy and practice at local, national, regional and international level.
- Stimulating and facilitating learning, continuous improvement and innovation to contribute to organisational and operational effectiveness.

## MEMBERS

### Article 6

The Association comprises:

1. Full members including global networks
2. Associate member

### Article 7

#### Full membership

7 (i) An organisation is eligible to be made a full member of the CHS Alliance if:

- a) It is an organisation whose core activities, or whose members core activities, work towards assisting and protecting vulnerable people and crisis-affected communities. They can be Non-Governmental Organisations (NGO), NGO networks, global NGO Secretariats, NGO consortia, Red Cross and Red Crescent Societies, IFRC and ICRC, and UN agencies.
- b) It is legally registered or recognised as a not for profit organisation in the country where it has its Headquarters.
- c) It makes no adverse distinction in its work on the basis of nationality, race, gender, diversity, religious belief, class or political opinion.
- d) It meets the requirements for financial accountability under the law in the country where it has its Headquarters.

- e) It has a documented organisational commitment to quality and accountability in its activities and management practices towards people and communities vulnerable to risk and affected by disaster, conflict or poverty.

Full member organisations must be approved by the Governing Board and adhere to the CHS Alliance membership by-laws and policies of the CHS Alliance.

7 (ii) A global network is eligible to be made a full member of CHS Alliance if it fulfils the criteria under Article 7(i). In addition, they join on behalf of their affiliates and name them, but only the international entity is considered a member of the Alliance. The international entity may formally appoint an employee, board member or trustee from one of its affiliates to represent it with respect to exercising its rights as a Full Member. Affiliates may benefit from the services of the Alliance.

## **Article 8**

### **Associate members**

Associate members are organisations or entities which do not meet the eligibility requirements for or requirements of full membership, but whose activities and management practices are consistent with and supportive of the vision, mission and objectives of the CHS Alliance. They can be donor agencies, United Nations agencies, National Disaster Management Agencies, Standards Bodies, development and human rights organisations, academic institutes, networks, among others.

Associate member organisations:

- i. Are recognised or legally registered in the country where they have their headquarters;
- ii. Make no adverse distinction in their work on the basis of nationality, race, gender, religious belief, class or political opinion.
- iii. Meet the requirements for financial accountability under the laws in the country where they have their headquarters;
- iv. Have a documented organisational commitment to quality and accountability in their activities and management practices towards people and communities vulnerable to risk and affected by disaster, conflict or poverty.

Associate member organisations must be approved by the Governing Board and adhere to the CHS Alliance membership by-laws and policies of the CHS Alliance.

## **Article 9**

*Abrogated by decision of the General Assembly in May 2018.*

## **Article 10**

### **Rights of Full Members**

Full members are:

- a) Entitled to attend and speak at general meetings of the CHS Alliance
- b) Entitled to vote at general meetings of the CHS Alliance
- c) Eligible for election to the Board of the CHS Alliance

- d) Entitled to nominate persons to stand for election to the Board
- e) Able to participate in committees and working groups of the CHS Alliance
- f) Able to lodge proposals for consideration by the General Assembly
- g) Entitled to preferential access to events and support services (applies to all affiliates of global networks).

## **Article 11**

### **Rights of Associate Members**

Associate members are:

- a) Entitled to attend and speak at general meetings of the CHS Alliance.
- b) Able to participate in committees and working groups of the CHS Alliance if invited
- c) Entitled to nominate persons to stand for election to the Board
- d) May be co-opted on to the Board if they are a quality and accountability initiative or a donor to an organisation whose core activities include humanitarian action.
- e) Entitled to lodge proposals for consideration at the General Assembly.
- f) Entitled to preferential access to events and support services

Associate members are:

- g) Not entitled to vote at general meetings.
- h) Not eligible for election to the Board.

## **Article 12**

*Abrogated by decision of the General Assembly in May 2018.*

## **Article 13**

### **Loss of membership**

Membership ceases:

- a) by written resignation to the Board or Secretariat;
- b) by exclusion ordered by the Board, for just cause, with a right of appeal to the General Assembly. Appeals must be lodged within 30 days of the Board's decision being notified;
- c) for non-payment of dues for more than two years, on approval of the Board. If payment of the dues is made within 30 days of the Board's decision being notified, membership will be continued.

In all cases the membership fee for the current year remains due.

Members have no personal liability.

## **GOVERNANCE STRUCTURE**

### **Article 14**

The Association shall have the following governance structure:

- a) The General Assembly
- b) The Governing Board

## **GENERAL ASSEMBLY**

### **Article 15**

The General Assembly is the Association's supreme authority. It is composed of full and associate members.

It shall hold an ordinary, face to face meeting of the General Assembly at least once every three years. Virtual or face-to-face meetings with members shall be held at the regional level in between times. It may also hold an extraordinary session whenever necessary, at the request of at least one-fifth of its members or based on a Governing Board decision.

The quorum for the General Assembly shall be 40 percent of the voting membership of the CHS Alliance. This vote can be exercised in person, via electronic media or by proxy. Each Full Member of the CHS Alliance in good financial standing at the date of a meeting of the membership has a right to vote on any resolution at that meeting. Each full member organisation is entitled to one vote. Members must have notified CHS Alliance in writing of the name or names of their authorised representative(s) before exercising voting rights at any general meeting of the membership.

The Board shall inform the members in writing of the date of the General Assembly at least six weeks in advance. The notification, including the proposed agenda, shall be sent to each member at least 10 days prior to the date of the meeting.

### **Article 16**

#### **The Role of the General Assembly**

The General Assembly:

- a) elects the members of the Governing Board, including the Chair and Vice Chair.
- b) appoints an auditor for the Association's accounts;
- c) supervises the activity of other organs, which it may dismiss, stating the grounds therefore;
- d) appoints Standing Committees, to which it can delegate specific tasks as needed, and review and consider reports from such committees;
- e) approves any modification of statutes;
- f) approves by-laws in relation to the General Assembly; and
- g) decides on the dissolution of the Association.

## **Article 17**

The General Assembly is presided over by the Chair of the Governing Board.

## **Article 18**

Decisions concerning the amendment of the Statutes and other decisions of the General Assembly shall be taken by a majority vote of the members. This vote can be exercised in person, via electronic media or by proxy. In case of deadlock, the Chair shall have the casting vote.

The dissolution of the Association must be approved by a two-third majority of the voting members.

## **Article 19**

### **Voting**

Voting can take place by secret ballot.

## **GOVERNING BOARD**

## **Article 20**

The Board is authorised to carry out all acts that further the purposes of the Association. It has overall responsibility for the governance of the CHS Alliance in between General Assemblies.

The board office bearers, the Chair, Vice Chair(s) and Treasurer, acting together, can make decisions in accordance with approved board delegations on behalf of the board in between formal board meetings.

## **Article 21**

### **Composition**

The Board comprises individuals elected by the General Assembly, and individuals co-opted by the Board. Each individual's term of office shall last for three (3) years, renewable once. The Board meets as often as the Association's business requires.

1. The board is composed of a minimum of 15 and maximum of 17 individuals;
  - 1.1 Ten (10) are representatives from Full Members, two of which must have human resource, organisational development or people management expertise;
  - 1.2 Five (5) are independent representatives, two of which must be persons affected by a humanitarian crisis and are not concurrently an employee or on the board of a Full Member;
  - 1.3 Up to two (2) additional representatives may be co-opted by the Board to ensure diversity and a structured way of engaging other stakeholders not currently represented;
  - 1.4 At least one of the full member or independent board representatives must have financial expertise.

2. Each Full Member agency may nominate one representative from its employees, board or trustees. The Full Members will then, on the basis of a proposal presented by the Membership and Nominations Committee, elect a maximum of ten (10) of the nominees to be board.
3. Each Full or Associate Member may nominate one independent representative for election by the General Assembly, however, only Full Members can vote.
4. Co-opted Board members are appointed for a specific purpose(s) defined in a Terms of Reference. Candidates for co-option can be nominated by Full and Associate Members or by Board representatives. They are appointed by a simple majority board vote. Individuals selected for co-option cannot come from organisations eligible for regular election to the Board by the General Assembly.
5. All board representatives have voting rights on board decisions.
6. Board members are elected to the board in their individual capacity. If a Board representative ends his/her affiliation with the nominating agency, the Board shall call for new nominations to the General Assembly of members to fill the opening.
7. The Chair of the Board and Vice-Chair are elected by the General Assembly from those elected to the Board. The Treasurer is elected by the board.
8. The Chair, Vice-Chair and Treasurer are elected for a period of three-years, renewable once.
9. In the event that the Chair has to step down for any reason, the Vice Chair will perform the duties of Chair and there will be immediate election process. Nominations for the Chair will be sought from current elected board members and voted on by the General Assembly.
10. The Executive Director is an ex-officio Secretary of the board without voting rights.
11. The Board shall meet at least twice per year.
12. Board elections shall be held every 18 months by a vote of the General Assembly, either via electronic media or in person.
13. The quorum for decision-making at the Board meeting shall be 40 percent of the Board members.

The General Assembly should actively seek diversity, and gender and regional balance in particular, to enable the Board to govern with integrity and ensure the collective experience, skills, knowledge, and perspective of the Board effectively drives the strategic objectives of the Association.

## **Article 22**

The Board representatives work on a volunteer basis and as such can only be reimbursed for their actual expenses and travel costs related to the work of the Board.

## **Article 23**

### **The Role of the Board**

The Board is responsible for overseeing the CHS Alliance mission, strategic direction, fiscal integrity, including, although not exclusively,

- 1) The promotion of the vision, mission and strategic mandates of the CHS Alliance;
- 2) Developing, reviewing and modifying the CHS Alliance strategy;
- 3) Approving CHS Alliance policies and procedures;
- 4) Reviewing and approving annual budget and funding strategies;
- 5) Approving the annual financial audit, upon recommendation from the Finance, Risk and Audit

- Committee;
- 6) Reviewing applications for membership and approving new members;
  - 7) Approving the membership fee structure and annual fees;
  - 8) Setting up Committees and Working Groups as needed, to which it can delegate specific tasks as needed,
  - 9) Appointing and performance-managing the Executive Director of the Alliance.

The procedures for the Board functions and Board meetings are fixed by the Governance Manual.

## **Article 24**

### **Board Standing Committees**

The Board will have three standing committees:

1. Membership and Nominations Committee.
2. Finance, Risk and Audit Committee.
3. Complaints Committee.

The roles, responsibilities and procedures for each committee are fixed by by-laws.

## **Article 25**

### **Membership and Nominations Committee**

The Membership and Nominations Committee is responsible for advising and making recommendations on membership issues; and preparing election nominations to the Governing Board. Members of the Membership and Nominations Committee are elected by the Board.

## **Article 26**

### **Finance, Risk and Audit Committee**

The Financial and Audit Committee oversees the financial dealings and monitors the finances of the Association. It reports to the Board about the financial condition of the Association, and/or any financial irregularities or inefficiencies. It is elected by the Board.

## **Article 27**

### **Complaints Committee**

The Complaints Committee is elected by the Board for the purpose of ensuring that: there is a safe and functioning complaints mechanism in place; complaints against member agencies are addressed in line with best practice; and, technical experts quality assure the complaints procedure.



The Committee will be established by By-Law and will be composed of technical experts. The committee will work together with specialised secretariat staff in achieving its goal.

It is the responsibility of CHS Alliance member organisations to handle and respond to complaints about them. Complaints received by the CHS Alliance about members are handled in alignment with Board-approved CHS Alliance complaints policy.

## **Article 28**

### **The Secretariat**

The CHS Alliance will have a Secretariat which will facilitate and promote cooperation and coordination between the members. The Secretariat will be managed by the Executive Director appointed by the Governing Board.

The Executive Director:

- 1) is accountable to the Board for the general and day-to-day management of the association and the realisation of the mandate of the Association,
- 2) is authorised to undertake all activities in pursuit of the purpose of the association within the approved budget, and delegated authorities,
- 3) represents the CHS Alliance vis-à-vis third parties.

## **Article 29**

### **Representation and signatories**

The CHS Alliance Executive Director, together with the CHS Alliance Chair and Vice-Chair(s) represents the CHS Alliance individually or collectively, and are signatories of the Association. If for any reason the Executive Director is unable to fulfill his/her functions, the Governing Board will appoint an Acting Executive Director who will have the power to sign instead of the Executive Director as long as the latter is unable to fulfil his/her functions. Signatories can be delegated to other executives in line with approved delegated authorities.

## **RESOURCES**

### **Article 30**

The resources of the Association are:

- 1) Annual membership fees received from members;
- 2) Fees for services as determined,
- 3) Funding from donors, charitable foundations, the public, legacies, etc.

The funds shall be used in accordance with the Association's aims.

## **Annual membership fees**

Annual fees for the categories of membership detailed under article 6 et seq. above will be determined each year by the Board, and are payable for each financial year.

The CHS Alliance will confirm the amount of fees due and payable by each new member for the financial year by issuing an invoice to each member. The fees for each member organisation will be calculated for twelve months on the basis of the formula agreed by the Board, and the date of Board approval for membership. Members' fees will be due within eight weeks following receipt of invoice.

In cases of hardship, applications may be made to the Board for an extension of time within which to pay membership fees and any administrative charges which are payable. The Board may grant or refuse an extension of time in its absolute discretion, and may grant an extension for any period of times that it considers appropriate.

## **AUDIT**

### **Article 31**

The General Assembly must appoint an independent qualified auditor of CHS Alliance. The auditor must not be a CHS Alliance member, or board representative or staff of the Secretariat.

In accordance with article 23 of the present Statutes the Board has the authority to approve the annual audit.

### **Article 32**

#### **Financial year**

The financial year shall begin on 1 January and end on 31 December of each year.

## **FINAL PROVISIONS**

### **Article 33**

#### **Dissolution**

The dissolution of the association can only be pronounced by a two-thirds majority vote of the General Assembly of voting members. This vote can be exercised in person, via electronic media or by proxy. Should the Association be dissolved, the cash and assets of the Association will be returned to the donors in case of donation from governments or should be transferred to a non-profit organisation pursuing public interest goals similar to those of the Association and likewise benefiting from tax exemption.

## **Article 34**

### **Entry in force of the Statutes**

The present Statutes have been approved by the General Assembly in accordance with article 16.e above on 16 May 2018. They supersede any previous version and enter into force on 16 May 2018.

For the Association

**Robert E. Tickner**  
Chair

**Jules L. Frost**  
Vice Chair