

Minutes of the Constitutive General Assembly of the CHS Alliance held on 9 June 2015 at the Mayfair Hotel, Nairobi, Kenya

Attended by: See Annex 1, for list of participants

1. Opening and welcome by the Chair

The Chair of the Interim Board, Robert Glasser, welcomed the attendees and thanked ActionAid Kenya for hosting the event. He expressed gratitude to the many donors who support HAP and People In Aid, and without whom this merger would not have been possible, namely: Australian DFAT, DANIDA, Department for International Development (DFID, CHASE Section), Irish Aid, Swedish International Development Cooperation, the Swiss Agency for Development and Cooperation, the United States Government (through BPRM), 3MDG Fund Myanmar, the Start Network, Cigna, the Birches Group, in addition to CAFOD and the Disasters Emergencies Committee project funding support.

He described the many changes affecting humanitarian assistance in the world today, including the erosion of humanitarian principles, the blurring of the distinction between humanitarian workers and other actors, and the involvement of the military and private sector. Global population increase, climate change and reversals in the gains made in fighting poverty will lead to stress and conflict, disproportionately affecting the developing countries. The **Core Humanitarian Standard on Quality and Accountability (CHS)** can help the sector to deal with these changes. He highlighted the numerous actors keen to support the vision of the CHS, committed to putting quality, accountability and good people management at the centre of their work with communities. The CHS Alliance will bring together two decades of knowledge about what works, and will be one of the largest networks in the sector, with more than 200 members working in 160 countries. He emphasised that the CHS Alliance will exist for its members, to support the objectives that the members have said they want to achieve.

The Chair noted that the members of HAP and People in Aid present at the Assembly would constitute the founding members of the CHS Alliance. Those unable to be present on the day would be admitted as CHS Alliance members after the Assembly. He went on to introduce Judith Greenwood, who will take the position of CHS Alliance Executive Director from 24 August 2015.

He moved that the agenda for the meeting be adopted. This was proposed, seconded and adopted with no objections.

2. Introducing the CHS Alliance

Jeff Wright, member of the Interim Board, introduced the CHS Alliance, noting that the Alliance branding of three interlocking circles represented quality, accountability and people management. The Alliance will take these three issues forward as part of their strategic mandate, building an industry-wide culture.

He outlined the requirements for Full Members of the new organisation, which will be as follows:

- a. To undertake self-assessment against the CHS on Quality and Accountability within two years of membership to build and strengthen its capacity. An adapted self-assessment framework will be available for development organisations
- b. To provide annual feedback on how the organisation uses, and learns from, the CHS.
- c. To have a staff Code of Conduct that includes the prohibition of sexual exploitation and abuse by staff included permanent and temporary staff, volunteers, and consultants.
- d. To commit to having a quality and accountability framework in place within two years of joining outlining responsibilities to key stakeholders, including people its seeks to serve.
- e. To pay annual membership fees.

Co-branding by members will not be a requirement. Members will instead be encouraged to use a special CHS Alliance Logo in their public media referencing that they are a: “Member of the CHS Alliance”.

An opportunity was then given for questions.

One organisation highlighted the challenges of working in a situation where the humanitarian space is shrinking due to lack of government trust of international NGOs. Robert Glasser noted that it is legitimate role of the government to take primary responsibility in humanitarian crises. He proposed that our best response is to put in places processes and systems which demonstrate that our motivation is not political but humanitarian, that we are responsive to the needs of local communities and that we can give value as legitimate partners of governments in delivering humanitarian aid.

A question of clarification was asked regarding verification and certification of the Core Humanitarian Standard. Marian Casey-Maslen, HAP Executive Director explained that the CHS Alliance will develop the policy and procedures linked to the CHS Verification Scheme, but that the actual external verification and certification audits would be carried out by the new, independent organisation, the Humanitarian Certification Initiative.

The difficulties for organisations supporting a stability agenda were raised, with the possible consequent challenge to the perception of the principle of neutrality, with organisations sometimes being perceived as supporting a party to a conflict. Robert Glasser noted the increasing difficulties for organisations working in conflict situations and dangers of being perceived as non-neutral by a party to a conflict, often with life-threatening consequences. He pointed out the recent targeting and

kidnapping of aid workers, despite their strong emphasis on humanitarian principles. He foresaw a role for the CHS Alliance in gathering and disseminating best practice reflecting the evolving situation on the ground in the places humanitarian organisations work.

3. Approval of the Statutes

It was noted by the Chair that a draft of the Statutes had been sent to all HAP and People In Aid members in May 2015 and the final version being presented reflected their comments.

The draft CHS Alliance Statutes were discussed and changes were suggested to the wording of a number of different sections. The amendments were incorporated during the session and the motion to approve the amended version was proposed, seconded and agreed with one objection. The approved Statutes are attached to these minutes as Annex 2.

4. Presentation of the interim Board and the office bearers

Anabel Cruz, Co-Vice Chair of the CHS Alliance Interim Board noted that the composition and role of the CHS Alliance was outlined in the Statutes. As the CHS Alliance is a direct result of a merger of HAP International and People In Aid, an Interim Board will be formed to enable both organisations to transition and complete their alignment over the coming 12 months. The Interim Board will therefore act as the interim governance body for all matters relating to the future CHS Alliance, for the period 09 June 2015 to, at the latest, 01 December 2016 including, but not limited to:

- Full transition of all systems, policies and resources from HAP and People In Aid to the CHS Alliance
- Membership renewal for CHS Alliance
- Financial oversight of CHS Alliance
- Communications, branding and marketing
- Strategic planning and operations
- The establishment of board committees, including the membership and nominations committee.

The Interim Board will remain in place until a new board is formally elected at the First Ordinary General Assembly of the CHS Alliance which will be held in the final quarter of 2016.

Anabel Cruz presented the proposed interim board members and officer bearers, as follows:

Robert Glasser	Chair	Independent
Willem van Eekelen	Vice Chair	International consultant, Chair of People in Aid
Anabel Cruz	Vice Chair	Founder and Director of ICD Uruguay, Chair of HAP
John Beverley	Treasurer	Finance & Admin Director, Tropical Health & Education Trust
Joan Coyle		Human Resource Director, Save the Children International
Véronique de Geoffroy		Director of Operations, Groupe URD
Nick Guttman		Humanitarian Director, Christian Aid
Jacque Heaney		Director of Organisational Development & People, CAFOD
Dorothea Hilhorst		Special Chair, Humanitarian Aid, Wageningen University

Mudasser Hussain Siddiqui	Head of Programmes, Plan International
Camilla Knox-Peebles	Deputy Humanitarian Director, Oxfam
Takeshi Komino	Deputy Director, Community World Service Asia
Bijay Kumar	Executive Director, ActionAid International Kenya
Sajid Mansoor Qaisrani	Executive Director, Sungi Foundation, Pakistan
Diane Willis	Director of People & Organisational Development, World Fish
Jeff Wright	Senior Humanitarian Advisor, World Vision International
Loretta Hieber Girardet	Chief, Inter-Cluster Coordination Section, UNOCHA
Anne de Riedmatten for Development Cooperation Red Cross Red Crescent Movement	First Secretary, Humanitarian Affairs Section, Swiss Agency Name to be advised

No questions were raised about the Board composition or terms or the names proposed. The motion to approve the Interim Board was proposed, seconded and agreed unanimously.

A second motion was put forward, to delegate the authority of the General Assembly to the Interim Board to finalise and approve on behalf of the CHS Alliance, the Merger Agreement between CHS Alliance, HAP and People in Aid, and the related Transfer of Assets Agreements. This was also proposed, seconded and agreed unanimously.

5. Auditors and finances

5.1 Appointment of auditors

John Beverley, Treasurer of the Interim Board gave brief background information on the quotations from three auditor firms, KPMG, Price WaterhouseCoopers and Berney Associates. He recommended that the CHS Alliance appoint Berney Associates as their auditors. They are HAP's existing auditors, a medium-sized firm who are part of a global network but can also provide a personalised service. They offered the most competitive quotation and had proven and demonstrated experience in auditing international non-profit organizations in Geneva and beyond.

The motion to approve Berney Associates as CHS Auditors was proposed, seconded and agreed unanimously.

5.2 Finances

The Treasurer explained that both HAP and People in Aid are in good financial standing, and having reviewed the financial due diligence to date, did not foresee any obstacles to merging. He expressed appreciation for the hard work of the HAP and People in Aid Finance Managers and Directors and HAP's Treasurer in preparing for the merger. He confirmed that he had examined their approach, assumptions, and way of working and had observed that their commitment and sense of direction are strong. The new organisation is expected to have a turnover in excess of CHF 3 million. A robust and actionable fundraising strategy will be needed, along with mitigation plans to deal with problems when they arise.

An opportunity was then given for questions.

In response to a query on the cost of the merger, he answered that most of the work up to now has been done on top of staff and Board members regular work without incurring additional costs. However, now that the organisation is launched, costs will arise in relation to merging systems, such as Information Technology.

The Treasurer was asked to give some information about the legal process for merging the organisations' assets. He explained that as of 9 June 2015, there are three organisations in existence: CHS Alliance, People in Aid and HAP. All three will have to be managed during the transition phase. People in Aid and HAP are committed to winding up their affairs promptly and merging their assets. This process will now be able to start. Staff contracts will be moved over, commitments of People in Aid and HAP to donors transitioned to the CHS Alliance, as appropriate. A separate negotiation would occur between HAP and People In Aid and their respective donors and all donor requirements would be maintained and adhered to during the transition. The date for the final closure of People in Aid and HAP is not yet finalised, and this will depend on final donor contract negotiations but the aim to achieve it before end of 2015 if possible.

The choice of Geneva as a headquarters was questioned, given the high cost of operating there. A question was raised as to whether the two offices, Geneva and London, would eventually be merged. The Treasurer replied that costs had been considered among other criteria and care was being taken not to lose existing expertise and experience within the two secretariats. There also had been preliminary discussions about the possibility of relocating the headquarters to the global South in the longer-term.

5.3 Membership fees

The Treasurer explained that it had been challenging to bring together the fee structures of the two organisations, People in Aid and HAP, into a simple new structure. He confirmed that existing members are offered a guarantee that they will not pay more than 5% above their existing fee rate, for 2016. There is also an exception clause for some People in Aid members who will only obtain people management services, but not for HAP members. New members will pay pro rata by quarter in the year that they join. The CHS Alliance will aim to cover 25% of its core costs from the membership fees by 2017, to help to ensure sustainability and give the organisation the independence to take forward the activities requested by members. The fee structure is appended to these minutes in Annex 3.

A concern was raised about the burden of the raised fees on large organisations operating mainly with restricted funding. Board member, Nick Guttman replied that it was important that all organisations, large and small pay their fair share, as we need to ensure that funds are available to enable core and unrestricted funding is available to the CHS Alliance. A target of covering 25% is appropriate. Members will need to determine the value they put on membership and prioritise

accordingly. However the Board would need to ensure that the budget is reasonable so the 25% target is reasonable and workable.

Clarification was requested on the position of NGO networks or NGOs with federated structures regarding implications for membership fees. Guidance was requested on how to engage within organisations on this issue. As many agencies have different federated structures, the Treasurer advised organisations to have a one-to-one discussion with the secretariat on their specific entity and a reasonable solution will be sought in all situations.

The Assembly was called on to approve the membership fee structure. The motion was proposed, seconded and agreed with a majority of those present, with one with one “against” and one abstention.

6. Agreement on timing of the first Ordinary General Assembly

It was proposed that this be held in the final quarter of 2016. This was informally agreed by those present, with no objections.

7. Closing of the Constitutive General Assembly of the CHS Alliance

Robert Glasser acknowledged the work of: the outgoing People in Aid and HAP Directors, Jonathan Potter and Marian Casey-Maslen; the Shadow Board in the lead up to the launch; and of the staff of both organisations.

He then declared the Constitutive General Assembly meeting closed and invited everyone to the public launch event of the CHS Alliance.

Approved and signed:



Robert Glasser

Chair



Willem Van Eekelen

Vice Chair



Anabel Cruz

Vice Chair

Annex 1: List of participants at Constitutive General Assembly

(Additional list available for the public launch event and workshops)

	Organisation	Last name	First name	Position
1.	ACORD	Foday-Khabenje	Almonda	Head of Human Resources (HR)
2.	ACT Alliance	Koster	Jacqueline	Regional Program Manager, World Renew
3.	ActionAid International Kenya	Bora	Jayanta	International Head HR & Ops
4.	ActionAid International Kenya	Chesire	Clement	Manager, Disaster Response, Risk Reduction & Resilience Building
5.	ActionAid International Kenya	Kumar	Bijay	Executive Director
6.	ActionAid International Kenya	Munyao	Patrick	Program Quality & Compliance Coordinator
7.	ACTED	Chambers	Bertram	Project Development Manager
8.	Australian High Commission (DFAT)	Dobson	Niamh	Second Secretary
9.	AWAZ Foundation Pakistan	Saeed	Sadia	Manager Planning and Partnerships
10.	British Red Cross	Naik	Kiritbhai	Head of Risk and Assurance
11.	CAFOD	Skehan	Catherine	Accountability and Participation Advisor
12.	Care International	Munsch	Benoit	Regional Emergency Coordinator
13.	Christian Aid	Bingley	Kate	Head of Programme Performance & Learning
14.	Christian Aid	Guttmann	Nick	Head of Humanitarian Division
15.	Church of Sweden	Heemskerk	Coleen	Policy Advisor on Quality and Accountability
16.	Church's Auxiliary for Social Action	ManivelDoss	Charles Dhinakaran	Assistant Project Officer
17.	COAST Trust	Tutul	Shawkat Ali	Assistant Director Social Accountability and DRR
18.	Community and Family Services International	SISON	Ronald Neil	Deputy Executive Director
19.	Community World Service Asia	Raza	Zainab	Deputy Director - OD
20.	Concern Worldwide	Erasmus	Wendy	Country Director Kenya
21.	Concern Worldwide	Morgan	Carol	Regional Director
22.	Concern Worldwide	Nikhozi	Bessie	Assistant Programme Manager
23.	ConcernWorldwide	Martin-Mutungu	Gladys	HR & Admin Manager
24.	DanChurchAid (DCA)	Kibuku	Patrick	Program Coordinator

25.	Danish Refugee Council	Bentzen	Niels	Global Specialist Lead - Humanitarian Accountability
26.	Diakonia	Hammarberg	Linda	Humanitarian Advisor
27.	Finn Church Aid	Lahtinen	Aarno	Organisational Development Manager
28.	Finn Church Aid Foundation	Saarelainen	Hanna	Director of Administration
29.	GOAL Ireland – Kenya	Munjal	Kevin	MEAL Coordinator - GOAL Kenya
30.	GOAL Ireland - Kenya	Ryan	Jo	Country Director
31.	GOAL Ireland – Kenya	Keter	Daisy	
32.	Habitat for Humanity	Injette	Lynette	Country Director
33.	HelpAge International	Mishra	Prafulla	Regional Director
34.	HIJRA	Dahir	Mohamed	Director
35.	HIJRA	Lintari	Grace	HR Manager
36.	ICD	Cruz	Anabel	HAP Board Chair and ICD Director, Uruguay
37.	International Aid Services	BITAMAZIRE	JULIUS	Head of Policy and Quality department
38.	International Aid Services	Langa	Beatrice	Human Resource Manager
39.	Independent - CHS Alliance Chair	Glasser	Robert	Chair of the Board
40.	International Medical Corps	Phillips	Benjamin	Deputy Director International Operations
41.	Islamic Relief Worldwide	Cheema	Affan	Head of Programme Quality
42.	JANIC/J-QAN	Matsuo	Sawako	Manager, Capacity Building Group
43.	Joint Aid Management (JAM)	Dauids	Joyce	Senior HR Manager
44.	KHWENDO KOR	Said	Musarrat	Senior Project Manager Human Resources
45.	KOHSAR Welfare and Educational Society (KWES)	Abid Khan	Raja Muhammad	President
46.	Lutheran World Federation	White	Robert	Senior Policy Adviser
47.	Lutheran World Service India Trust	Biswal	Bibekananda	Emergency and Personnel Manager
48.	Mavi Kalem	Sanduvac	Zeynep Munevver	consultant
49.	Medair	Wetshay – van der Snoek	Marian	Acting Country Director for Medair-Somalia
50.	NORWEGIAN CHURCH AID	Mang'Eli	Diana	Human Resources and Administration Manager
51.	Norwegian Refugee Council	Winters	Cara	M&E Adviser
52.	Oxfam	Knox-Peebles	Camilla	Deputy Humanitarian Director

53.	People In Aid	Altshul	Helen	Independent Board Member
54.	Pingstmissionens Utvecklingssamarbete (PMU)	Hedman	Jessica	Humanitarian Aid Coordinator
55.	Plan International	Siddiqui	Mudasser	Head of Programmes
56.	Plan International	Katwikirize	Stuart	Regional Head of Disaster Risk Management, East and Southern Africa
57.	REFUGEE CONSORTIUM OF KENYA	GITHINJI	LUCY	M&E and Grants officer
58.	Rural Development Project	Khan	Mohammad Ahsan	Executive Director
59.	Save the Children International	Coyle	Joan	Global HR Director
60.	Save the Children UK	Drew	Katie	Humanitarian Evidence Effectiveness and Accountability Advisor
61.	Sungi Development Foundation	Qaisrani	Sajid	Executive Director
62.	Swedish International Development Cooperation Agency	Folkunger	Elisabeth	Advisor and Programme Manager, Sida Stockholm
63.	Tearfund	Babungu Maya	Guy	HR Manager
64.	Tearfund	McDonald	Chris	Country Representative for Somalia & Somaliland
65.	Tropical Health & Education Trust	Beverley	John	Shadow Board treasurer
66.	Wageningen University	Hilhorst	Dorothea	Board member HAP
67.	Ujamaa	Lubanga	Christopher	
68.	Welthungerhilfe	Wellhausen	Sonya	Accountability Advisor
69.	Women Support Association (WSA)	Tesfaye	Lemma	M & E Officer & HAP focal person
70.	World Renew	Koster	Jacqueline	Regional Program Manager, Central, East and Southern Africa
71.	World Vision International	Gasagara	Elie	Partnership Leader, Global Accountability
72.	World Vision International	Wright	Jeffrey	Senior Humanitarian Advisor
73.	WorldFish	Willis	Diane	Director People and OD
	Secretariat team			
74.	People In Aid	Clayton	Maxine	Africa Regional Representative
75.	HAP	Cyvoct	Geneviève	Membership and Training Officer
76.	HAP	Garrard	Murray	Senior Communications Officer
77.	HAP	Glisson	Karen	Senior Membership and Training Officer

78.	HAP	Hauselmann	Pierre	Head of Verification
79.	HAP Myanmar	Ko	Aung Ko	National Health and Accountability Officer
80.	People In Aid	Lacroix	Emmanuelle	HR Services Manager
81.	HAP	Loquercio	David	Head of Policy, Advocacy and Learning
82.	People In Aid	O'Shea	Siobhan	Communications Manager
83.	HAP	Tamminga	Philip	Verification Specialist
84.	People In Aid	Potter	Jonathan	Executive Director
85.	CHS Alliance	Greenwood	Judith F.	Incoming Executive Director
86.	HAP International	Casey-Maslen	Marian	Executive Director

Annexe 2: CHS Alliance Statues, approved 9 June 2015

CHS ALLIANCE STATUTES

Approved by the CHS Alliance Constitutive General Assembly on 09 June 2015

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
2. Associate members
3. Supporter members

Article 7

Full members

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, or NGO consortia.
- 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.

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

Supporter members

Supporter members are those individuals or consultancy agencies, such as humanitarian and development experts, people affected by disaster, conflict or poverty, trainers and consultants, who may wish to support the vision and mission of the CHS Alliance. The role of supporter members is to deepen the culture of quality and accountability in assistance and protection for people and communities vulnerable to risk and affected by disaster, conflict or poverty. and the role which good practice in people management has in delivering this.

Supporter Members can register online and will be approved by the Executive Director.

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.

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 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

Rights of Supporter Members

Supporter members are:

- a) Entitled to preferential access to events and support services
- b) Included in the CHS Alliance electronic emailing list.

Supporter members are:

- c) Not invited to General Assemblies

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.

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. Independent representatives may be nominated for election by the General Assembly by Full

and Associate Members, 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.

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 CHS Alliance strategy;
- 3) Approving CHS Alliance policies and procedures;
- 4) Reviewing and approving annual budget and funding strategies;
- 5) Reviewing applications for membership and approving new members;
- 6) Setting up Committees and Working Groups as needed, to which it can delegate specific tasks as needed,
- 7) Appointing and performance-managing the Executive Director of the Alliance.

The procedures for the Board functions and Board meetings are fixed by by-laws.

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 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. After eight (8) weeks, a member will incur an additional administrative charge of 5% of the fees outstanding from that year.

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.

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.

INTERIM GOVERNANCE ARRANGEMENTS

Article 34

Interim CHS Alliance governance arrangements

An Interim Governing Board will be formed to enable HAP International and People In Aid to transition in their alignment. The Interim Governing Board will act as the interim governance body for all matters relating to the future CHS Alliance, for the period 09 June 2015 to, at the latest, 01 December 2016 including, but not limited to:

- Full transition of all systems, policies and resources from HAP and People In Aid to the CHS Alliance
- Membership renewal for CHS Alliance
- Financial oversight of CHS Alliance
- Communications, branding and marketing
- Strategic planning and operations
- Committees

The Interim Governing Board will remain in place until the membership of the CHS Alliance is renewed and confirmed and until such time as elections of the Governing Board are held, but no later than 01 December 2016.

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 35

Entry in force of the Statutes

The present Statutes (Articles 1 to 35) will enter into force on 9 June 2015.

The present Statutes have been approved by the Constituent General Assembly of 09 June 2015.
For the Association

Robert Glasser

Chair

Willem Van Eekelen

Vice Chair

Anabel Cruz

Vice Chair

Annex 3: Approved CHS Alliance Membership Fee Structure, 09 June 2015

Membership fees for the CHS Alliance

CHS Alliance New Member Fees	Full	Associate, non-profit	Associate, for profit
Income band, CHF.			
(01): 0-500k	CHF 300	CHF 180	CHF 390
(02): 500k-1m	CHF 900	CHF 540	CHF 1,170
(03): 1m-5m	CHF 1,800	CHF 1,080	CHF 2,340
(04): 5m-20m	CHF 5,000	CHF 3,000	CHF 6,500
(05): 20m-50m	CHF 8,750	CHF 5,250	CHF 11,375
(06): 50m-150m	CHF 10,000	CHF 6,000	CHF 13,000
(07): 150m-250m	CHF 12,500	CHF 7,500	CHF 16,250
(08): > 250m	CHF 15,000	CHF 9,000	CHF 19,500