



CHS Alliance
MAKING AID WORK BETTER FOR PEOPLE

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 CHS Alliance's headquarters are located in the Canton of Geneva, Switzerland. The CHS Alliance 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.

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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 (CHS).
- Managing the development, promotion and maintenance of the CHS 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 CHS Alliance comprises:

1. Full members, including global networks
2. Associate members

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 United Nations organisations.
- 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.

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- 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.
- f) It commits to the Core Humanitarian Standard on Quality and Accountability (CHS) and demonstrates this by either submitting an annual alignment statement or undertaking a process of verification against the CHS.
- g) It has a written code of conduct, with specific mention of prohibiting sexual exploitation and abuse.

Full member organisations must be approved by the Board and adhere to the CHS Alliance membership guidelines.

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 CHS 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 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 organisations, National Disaster Management Agencies, Standards Bodies, development and human rights organisations, academic institutes, networks, among others.

An organisation is eligible to be made an associate member of the CHS Alliance if:

- a) It is recognised or legally registered in the country where it has its headquarters;
- b) It makes no adverse distinction in its work on the basis of nationality, race, gender, diversity, religious belief, class or political opinion.
- c) It meets the requirements for financial accountability under the laws in the country where it has its headquarters;
- d) 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.
- e) It commits to the Core Humanitarian Standard on Quality and Accountability (CHS) and demonstrate this by either submitting an annual alignment statement or undertaking a process of verification against the CHS.
- f) It has a written code of conduct, with specific mention of prohibiting sexual exploitation and abuse.

Associate member organisations must be approved by the Board and adhere to the CHS Alliance membership guidelines.

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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).

Note that b), c), d) and f) are applicable provided that members are up-to-date in paying their membership fees.

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
- c) Entitled to nominate persons to stand for election to the Board
- d) Entitled to be co-opted on to the Board
- e) Entitled to lodge proposals for consideration at the General Assembly.
- f) Entitled to preferential access to events and support services

Note that c), d) and e) are applicable provided that members are up-to-date in paying their membership fees.

Associate members are:

- a) Not entitled to vote at general meetings of the CHS Alliance.
- b) Not eligible for election to the Board.

Article 12

Abrogated by decision of the General Assembly in May 2018.

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Article 13

Loss of membership

Membership ceases:

- a) by written resignation to the Board;
- 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 CHS Alliance 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 and may take place as a physical meeting or a virtual meeting.

It shall hold an ordinary, physical meeting of the General Assembly of the membership at least once every three years. Virtual meetings of the General Assembly shall be held on a more or less frequent basis, including for voting purposes, based on a Board decision. It may also hold an extraordinary session of the General Assembly, either physical or virtual, at the request of at least one-fifth of its members.

Proxy voting will be available provided that the required authority to do so has been submitted in advance. A proxy vote is a vote cast by one person as a representative of a full member organisation other than their own. Members must have notified the CHS Alliance in writing of the name or names of their authorised representative(s) before exercising voting rights at a General Assembly.

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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.

Physical meeting of the General Assembly

- The start and end of the physical meeting will represent the start and end of the General Assembly.
- Any and all voting – apart from Board elections which may take place prior to the physical meeting – will take place during the meeting and only those physically present at the General Assembly will be able to vote. Those not present may appoint a proxy from those attending the meeting.
- Voting will be by use of one or more of: electronic media, paper or by show of hand. Voting related to membership of the Board will be anonymous.
- The quorum for the physical meeting of the General Assembly shall be 40 percent of the voting membership of the CHS Alliance. Proxy votes shall count towards achieving the quorum.

Virtual Meeting of the General Assembly

- The start and end of the virtual meeting will represent the start and end of the General Assembly. The start of the virtual meeting will be either the start of voting or an announcement from the Board. The end of the virtual meeting will be by an announcement by the Board. The announcement of voting results may take place within the virtual meeting or outside of it.
- Voting will be by use of internet-based and/or electronic media. All voting will be anonymous.
- The quorum for the virtual General Assembly shall be 40 percent of the voting membership of the CHS Alliance. Attendance will be counted as all those who place a vote.

Article 16

The Role of the General Assembly

The General Assembly:

- a) elects the members of the Board, including the Chair;
- b) appoints an auditor for the CHS Alliance’s accounts;
- c) supervises the activity of other organs, which it may dismiss, stating the grounds therefore;
- d) approves any modification of statutes;
- e) approves by-laws in relation to the General Assembly; and
- f) decides on the dissolution of the CHS Alliance.

Article 17

The General Assembly is presided over by the Chair of the Board, and by the Vice-Chair in the absence of the Chair.

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Article 18

Abrogated by decision of the General Assembly in November 2019.

Article 18 bis

Votes can be exercised in person, via electronic media or by proxy.

In order to be approved, votes require a simple majority of the voting members present (including those participating by proxy) unless indicated differently within these statutes. Votes are generally expressed by a show of hands or via electronic means. Voting may take place by secret ballot, if requested. In case of equality of votes, the presiding officer shall have the casting vote.

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

Article 19

Abrogated by decision of the General Assembly in November 2019.

GOVERNING BOARD

Article 20

The Board is authorised to carry out all acts that further the purposes of the CHS Alliance. 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 CHS Alliance's business requires, and at least twice a year.

1. The Board is composed of a minimum of 12 and a maximum of 17 individuals;
 - 1.1 No more than ten (10) but no less than seven (7) are representatives from full members;
 - 1.2 No more than five (5) but no less than three (3) 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

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- and a structured way of engaging other stakeholders not currently represented;
- 1.4 At least one (1) of the full member or independent Board representatives must have financial expertise.
 - 1.5 At least two (2) of the full member or independent Board representatives must have human resource, organisational development or people management expertise.
2. Each full member agency may nominate one representative from its employees, board or trustees for election by the General Assembly.
 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. However, 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 if the total number of Board members is consequently less than 12.
 7. The Executive Director is an ex-officio Secretary of the Board without voting rights.

Chair, Vice-Chair and Treasurer

8. The Chair of the Board is elected by the General Assembly for a period of three years, renewable once. The Treasurer and the Vice-Chair are appointed by the Board for a period of three years, renewable once.
9. The Board will be responsible for running an open and transparent process and selecting a suitable candidate or candidates for the Chair of the Board. The candidate(s) could either be one that is external to and independent of any existing Full Member, or an existing elected Board member. An external candidate will have no extant formal association, paid or unpaid, with an existing Full Member.
10. The proposed Chair candidate or candidates will be presented to the General Assembly. In the case of only one nomination for the Chair, the General Assembly will be asked to vote to endorse the candidate. In the event of more than one candidate the candidate receiving the most votes from the General Assembly will be selected.
11. The election of an external Chair of the Board will increase the total number of Board members in Article 21.1 above. An external Chair of the Board will need to maintain their independence from any Full Member for the duration of their tenure.
12. In the event that the Chair has to step down for any reason, then the Board will select an interim Chair from those on Board, usually the Vice-Chair, with at least two thirds of the Board being in favor of the selected candidate. The interim Chair will take on the role for a period not exceeding nine months from the date of the Chair stepping down, to allow for a new Chair to be identified by the Board and elected by the General Assembly. The General Assembly will be notified of the interim Chair arrangements.

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Dismissal of a Board member

13. The removal of any member of Board, including the Chair of the Board, will require a vote of no confidence to be passed with a quorum of at least 75% of the Board members in post, and at least 75% of those present voting in favor. The vote of no confidence process will follow that defined in the Board's governance manual.

Administrative

14. Board elections shall be held every 17-19 months by a vote of the General Assembly, either via electronic media or in person.

15. The quorum for decision-making at the Board meeting shall be 40 percent of the Board members in post.

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 CHS Alliance. The Board may – based on assessment before each election – emphasize criteria that should be taken into account for elections.

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) Promoting 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 the amount for each fee band;
- 8) Setting up Committees and Working Groups as needed, to which it can delegate specific tasks as needed, and review and consider reports from such committees and groups;
- 9) Appointing and performance-managing the Executive Director of the Alliance.

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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 Board's approved Terms of Reference.

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 Board. Members of the Membership and Nominations Committee are appointed 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 CHS Alliance. It reports to the Board about the financial condition of the CHS Alliance, and/or any financial irregularities or inefficiencies. Members of the Finance, Risk and Audit Committee are appointed by the Board.

Article 27

Complaints Committee

Members of the Complaints Committee are appointed 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 composed of technical experts. The committee will work together with specialised secretariat staff in achieving its goal.

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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 Board.

The Executive Director:

- 1) is accountable to the Board for the general and day-to-day management of the CHS Alliance and the realisation of the mandate of the CHS Alliance,
- 2) is authorised to undertake all activities in pursuit of the purpose of the CHS Alliance 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 CHS Alliance. If for any reason the Executive Director is unable to fulfill his/her functions, the 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 CHS Alliance 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 CHS Alliance's aims.

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Annual membership fees

Membership fees for the categories of membership detailed under article 6 et seq. above are payable for each financial year.

The Secretariat 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 CHS Alliance 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 CHS Alliance be dissolved, the cash and assets of the CHS Alliance 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 CHS Alliance and likewise benefiting from tax exemption.

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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 20 November 2019. They supersede any previous version and enter into force on 21 November 2019.

For the CHS Alliance



Chair



Vice Chair