

CHS ALLIANCE STATUTES

REVISED 2025

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.

Article 5

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

To achieve this, the CHS Alliance leads on the development and promotion of the Core Humanitarian Standard on Quality and Accountability.

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The CHS Alliance works to strengthen the capacity of organisations to deliver quality and accountable assistance. This includes managing the CHS verification scheme to help organisations measure and improve.

MEMBERS

Article 6

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

- a) It is an organisation whose activities, or whose members' activities, work towards assisting and protecting vulnerable people and crisis-affected communities.
- b) It is recognised or legally registered in the country where it is based or has its headquarters
- c) It makes no adverse distinction in its work based on the differences among people based on the CHS 2024 definition of diversity¹
- d) It meets the requirements for financial accountability under the law in the country where it has its Headquarters or is registered.
- 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 submitting an alignment statement or a completed CHS verification report. It has a written code of conduct, with specific mention of prohibiting sexual exploitation, abuse and harassment

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

6 (ii) A global network is eligible to be made a member of CHS Alliance if it fulfils the criteria under Article 6(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 member. Affiliates may benefit from the services of the CHS Alliance.

Article 7

Rights of Members

Members are:

¹ **Diversity:** the presence of differences among people in terms of their identities, backgrounds, experiences, perspectives and characteristics. These differences can include, but are not limited to, factors such as race, ethnicity, gender, age, sexual orientation, socioeconomic status, abilities/disabilities, religious beliefs and cultural backgrounds.

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- 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 8

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 9

The CHS Alliance shall have the following governance structure:

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

GENERAL ASSEMBLY

Article 10

The General Assembly is the Association's supreme authority. It is composed of members and may take place as a physical meeting or a virtual meeting.

It shall hold an ordinary,-meeting of the General Assembly of the membership at least once every three years. Meetings can be held on a more frequent basis, including for voting purposes, based on

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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 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.

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.

Meeting of the General Assembly

- 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 General Assembly shall be 40 percent of the voting membership of the CHS Alliance. Proxy votes shall count towards achieving the quorum.

Article 11

The Role of the General Assembly

The General Assembly:

- a) elects the members of the Board
- 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 12

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

Article 13

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

GOVERNING BOARD

Article 14

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 15

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 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 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 (1) of the member or independent Board representatives must have financial expertise.
 - 1.5 At least two (2) of the-member or independent Board representatives must have human resource, organisational development or people management expertise.
2. Each member agency may nominate one representative from its employees, board or trustees for election by the General Assembly.
3. Each Member may nominate one independent representative for election by the General Assembly.
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 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 Chair of the Board is selected by the Board and endorsed by the General Assembly. The candidate for the Chair can be external or independent of any existing member or can be an existing elected Board member.
8. The Treasurer and the Vice-Chair are elected by the Board.

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9. The Chair, Vice-Chair and Treasurer are elected for a period of three-years, renewable once.
- ~~10.~~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.
- 11.The Executive Director is an ex-officio Secretary of the board without voting rights.
- 12.Board elections shall be held every 17-19 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 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 16

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 17

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.

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

Article 18

Board Standing Committees

The Board will have three standing committees:

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

The roles, responsibilities and procedures for each committee are fixed by Board's approved Terms of Reference.

Article 19

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 20

Finance, Risk and Audit Committee

The Finance, Risk 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 21

People, Culture and Complaints Committee

The People, Culture and Complaints Committee provides oversight of strategic Human Resources policies and plans including the safeguarding policy. It ensures that there is a safe and functioning complaints mechanism in place; for internal complaints as well as the CHS Alliance complaints mechanism

Members of the People, Culture and Complaints Committee are appointed by the Board.

Article 22

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,

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- 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 23

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 24

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.

Annual membership fees

Membership fees 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 can be made to the Secretariat for a reduction in the current year's annual fee. The decision is reported to the Board via the Membership and Nominations Committee.

AUDIT

Article 25

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 17 of the present Statutes the Board has the authority to approve the annual audit.



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Article 26

Financial year

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

FINAL PROVISIONS

Article 27

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.

Article 28

Entry in force of the Statutes

The present Statutes have been approved by the General Assembly in accordance with article 11 above on October 24th 2025. They supersede any previous version and enter into force on October 24th 2025.

For the CHS Alliance

Chair

Vice Chair