§ 1. Vision, Mission, Commitments Statements

ACT Alliance - Action by Churches Together (hereafter ACT Alliance) is a global alliance of World Council of Churches (WCC) and Lutheran World Federation (LWF) member churches and related organisations committed to working ecumenically.

Vision Statement
United in the common task of all Christians to manifest God’s unconditional love for all people, the ACT Alliance works towards a world community where all God’s creation lives with dignity, justice, peace and full respect for human rights and the environment.

Mission Statement
As churches and church-related organisations, we work together for positive and sustainable change in the lives of people affected by poverty and injustice through coordinated and effective humanitarian, development and advocacy work.

Statement of Commitment
ACT Alliance members are bound together by several core values that are grounded in our Christian faith and which guide our humanitarian, development and advocacy work. These are reflected in the mission documents of the ACT Alliance, namely the Statutes, Mission Statement and By-Laws.

§ 2. Objectives of ACT Alliance

The ACT Alliance will:

1. Be engaged in high quality and effective transformational development programmes that contribute towards a positive change in people’s lives.
2. Respond quickly and effectively to humanitarian emergencies to save lives, ease suffering and support communities.
3. Work together on disaster risk reduction programmes, emergency preparedness and post-emergency rehabilitation and reconstruction.
4. Analyse, prioritise, plan and respond together at the national, regional and global level.
5. Work and advocate together for changes in the structures and systems which impoverish and marginalise people, with particular attention to the needs of women and other vulnerable groups.
6. Actively engage in national, regional and international debates advocating for positive change for poor and marginalised people.
7. Promote, under a shared family name, the visibility of the development work, humanitarian assistance and advocacy initiatives being undertaken by the ACT Alliance.
8. Continually increase its effectiveness through capacity development and the sharing of knowledge, learning and experiences.
9. Work closely with other national, regional and international ecumenical, inter-faith and civil society organisations who share similar objectives.

§ 3. Code of Conduct

The members of the ACT Alliance are signatories to The Code of Conduct (principles of the Code of Conduct for the International Red Cross and Red Crescent Movement and NGOs in Disaster Relief) and the Humanitarian Charter and Minimum Standards in Disaster Relief (SPHERE), and the programmes implemented through ACT Alliance will follow these standards.

§ 4. Legal Status

ACT Alliance is a humanitarian aid and development association registered in Geneva, Switzerland, in accordance with Article 601 and following of the Swiss Civil Code. ACT Alliance is organisationally based in the Ecumenical Centre, Geneva, Switzerland.

§ 5. ACT Alliance Membership

Criteria for Membership in the ACT Alliance

When referred to, the term “members” in the present Statutes should be understood as referring to the “voting members” as defined in the present Article, unless it is specified that it is referred specifically to the observer members as defined in the following Article.

Criteria for Voting Members

Churches and church-related organisations that meet all of the following criteria are eligible to apply for voting membership in the ACT Alliance.

1. Churches and church-related organisations seeking voting membership in the ACT Alliance shall be either:

   (a) a member church of the World Council of Churches (WCC) or Lutheran World Federation (LWF), or
   (b) a specialised ministry for humanitarian assistance and/or development of a member church, if it is constituted as a separate legal entity, or
   (c) an organization affiliated with at least one member church of the WCC through governance

An exception may be made for:

   (d) an organisation which was previously part of a member organisation but has become independent (such applications must come with the endorsement of the member organisation)

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1 Art. 60: 1 Associations with a political, religious, scientific, cultural, charitable, social or other non-commercial purpose acquire legal personality as soon as their intention to exist as a corporate body is apparent from their articles of association. 2 The articles of association must be done in writing and indicate the objects of the association, its resources and its organisation.

2 ‘through governance’ is understood as having one or more WCC member churches on their governance body; i.e. a person delegated by that member church as their representative and not an individual member of a church who is serving in a personal capacity.
(e) a church or an ecumenical organisation that has had a long historical programmatic working relationship with the WCC and/or a regional ecumenical organisation, referring to the All Africa Conference of Churches, the Christian Conference of Asia, Consejo Latinoamericano de Iglesias (CLAI), the Conference of European Churches, the Conference of Caribbean Churches, the Middle East Council of Churches, the Pacific Conference of Churches

(f) an ecumenical organisation from a country where there are no member churches of either the WCC or LWF.

2. The primary mandate of church-related organisations must be to work in the area of humanitarian assistance and/or development.

3. The church or church-related organisation must have a commitment to high quality development and/or humanitarian assistance activities.

4. The church or church-related organisation should be either a national, regional or international organisation.

A Membership and Nominations Committee will consider all applications and make recommendations to the Governing Board for approval. The Governing Board has the right to reject any application for membership.

Obligations of Voting Members

Voting members of the ACT Alliance must commit themselves to:

1. Adhere to the vision, mission and commitments of the ACT Alliance, as summarised in the Founding Document.

2. Adhere to the policies of the ACT Alliance.

3. Adhere to the Code of Good Practice for the ACT Alliance (including the Code of Conduct for the Prevention of Sexual Exploitation and Abuse and other codes which may be adopted by the Governing Board in the future). For organisations involved in humanitarian assistance, this includes adherence to The Code of Conduct for the International Red Cross and Red Crescent Movement and NGOs in Disaster Relief, and the Humanitarian Charter and Minimum Standards in Disaster Response (Sphere Standards).

4. Co-brand with the name ACT Alliance according to the co-branding policy.

5. Actively participate in national and regional forums where they exist and work with and strengthen other ACT Alliance members.

6. Pay the annual membership fee and any other financial obligation as set by the Governing Board.

7. Agree to submit annual audited financial and narrative reports on request.

8. Meet the ACT Alliance criteria as set by the Governing Board for accessing appeal funds for humanitarian assistance and related activities.

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3 A definition of “high quality” is provided in the ANNEX.
Observer members

The following types of organisations may also apply for Observer member status within the ACT Alliance:

- Regional ecumenical organisations and national councils of churches who do not have their own development or humanitarian assistance programmes (and who therefore do not qualify to be members), but who wish to work closely with the alliance.
- Mission organisations belonging to member churches of the WCC and LWF who are engaged in development and/or humanitarian assistance work (and who commit to adhering to the Code of Good Practice for the ACT Alliance).
- Global ecumenical bodies who wish to work closely with the ACT Alliance.

Observer members will be regularly updated on ACT Alliance work and will be able to participate in the appropriate ACT Alliance national and regional forums. They will pay an annual observer fee. Observers may not participate in the governance of ACT and cannot co-brand their organisations with the ACT Alliance name or use the logo.

Note for Guidance on Voting Membership

1. Where a church has its own department or specialised ministry for humanitarian assistance and/or development, it is preferred that the department or ministry will represent the Church in the ACT Alliance.

2. If an organisation meets the voting membership criteria, it must apply for voting membership status and cannot apply to observer membership status. The observer membership status is restricted to those organisations outlined above.

Applications for Membership

An application form will be provided for churches and church related organisations seeking voting member or observer status in the ACT Alliance. All applications will be reviewed by the Membership and Nominations Committee which will evaluate whether applicants fulfil the membership criteria, and will make a recommendation to the Governing Board as to whether the organisation should be accepted as a voting member or observer. The Governing Board has the right to reject any applicant applying for voting member or observer status. ACT Alliance membership takes effect once the membership or observer agreement has been signed by the applicant organisation.

Suspension or Termination of Membership

Membership can be suspended or terminated according to the procedures decided by the Governing Board. Membership may be terminated through:

- A member informing the Secretariat that they wish to terminate their membership.
- An organisation not meeting their obligation of membership.
- No longer fulfilling the criteria for membership.

Independently of the procedures decided by the Governing Board, all members have a legal right to resign subject to a minimum of six months’ notice expiring at the end of the calendar year or, if an administrative period is provided for, at the end of such period.
§ 6. **ACT Alliance Governance Structure**

**a. Objectives of the Governance Structure**

The governance and management structure has been developed to enable the ACT Alliance to meet its overall objectives.

In addition, this structure will:

- Enable the ACT Alliance and the staff to adequately address the specific requirements and needs of development, humanitarian and advocacy work according to their nature and at the same time ensure coherence and professionalism.
- Be equally owned by the “Global South” and “Global North”.
- Take account of our obligation to ensure good stewardship of funds by minimising the costs of the governance and management structure.
- Promote the
  - participation of all regions
  - participation of women
  - ownership of the ACT Alliance
  - commitment to the ACT Alliance
  - coherence and inter-relationship of humanitarian and development work

**b. Guiding Principles for all Nominations and Elections within the ACT Alliance:**

1. Opportunities for participation of as many as possible ACT Alliance members should be sought for by the Membership and Nominations Committee. A person has to be nominated by his/her organisation and approved/endorsed by the applicable national and/or regional forum. Once elected, the person represents the region as a whole.
2. All nominations and elections should be based on the necessary competencies of anyone being nominated.
3. Re-election of a person for one additional term is possible for a maximum of two terms on the Governing Board (8 years maximum).
4. Membership on the Governing Board, Executive Committee or Advisory Group will terminate if a person terminates their employment/association with that member organisation. If a person resigns from his/her position on the Governing Board, the region from which the person comes will be asked to nominate a replacement. A procedure will be established for the region to nominate the replacement. Nomination of women is especially encouraged in order to promote gender balance.
5. The Membership and Nominations Committee when proposing a slate of candidates will as much as possible aim for balance based on gender, church/specialised ministry, geography and professional competencies.
6. Nominees must have sufficient English language skills to communicate with their respective Board/Committee/Advisory Group in and in between meetings without the support of interpreters and to read English documents.

**c. General Assembly**

*Functions*

- To elect the members of the Governing Board on the basis of a slate of nominations presented by the Membership and Nominations committee.
To elect the Moderator, Vice-Moderator, and Treasurer of the Governing Board from the Governing Board members on the basis of a proposal presented by the Membership and Nominations Committee.

To affirm the future strategic direction of the ACT Alliance until the next General Assembly.

To receive and adopt a report from the Governing Board, including finances, audit, progress as it relates to the Strategic Plan and the budget framework.

To approve changes in the Statutes and the Mission Statement and By-Laws of the ACT Alliance.

To approve the dissolution of the ACT Alliance.

To appoint the Membership and Nominations Committee.

To fill other functions mentioned expressly in the Statutes of the associations or these By-Laws.

To deal with other constitutional matters of importance for the association as required.

**Composition**

All voting members of the ACT Alliance constitute the General Assembly. Each voting member is entitled to attend with two representatives; one as the official delegate and the other as an invitee. Each voting member has one vote. Observers may attend the General Assembly.

**Frequency**

The General Assembly will normally be held every four years.

**Chairperson**

The World Council of Churches (WCC) will chair the General Assembly.

The Governing Board has the task of summoning the General Assembly and calling the voting members to it with 2 months advance notice.

An extraordinary General Assembly has to be summoned by the Governing Board if at least one-fifth of the members request it.

The Governing Board will appoint a voting officer who will help the Assembly to conduct votes including the elections.

**d. The Governing Board**

**Functions**

The Governing Board has the overall responsibility for the governance of the ACT Alliance between General Assemblies. It approves policies that affect the alliance.

The Governing Board has the following responsibilities:

a. To appoint and to terminate the General Secretary of the ACT Alliance.

b. To approve a strategic plan for the ACT Alliance.

c. To ensure the ACT Alliance is meeting its objectives as outlined in the Strategic Plan.

d. To ratify overall policy decisions which affect the ACT Alliance as a whole.

e. To approve the annual budget of the ACT Secretariat.

f. To approve the annual audited accounts.

g. To annually approve the auditors.

h. To appoint Advisory Groups to advise the Governing Board or Executive Committee.

i. To receive and approve reports from the ACT Alliance General Secretary and the Executive Committee, and Advisory Groups as appropriate.
j. To receive reports from Membership and Nominations Committee and approve applications for membership.

k. To receive complaints and decide on appropriate sanctions.

l. To decide on appropriate procedures for nominations from the national and regional forums for elections to the Governing Board and Executive Committee.

m. To fill any vacancies on the Membership and Nominations Committee.

n. To revise the ACT Alliance By-Laws (with a two thirds vote of the members present).

o. To delegate responsibility to the Executive Committee as appropriate.

Composition

The Governing Board is composed of up to 19 members:

- It should consist of members from within the alliance. The WCC, as well as the Lutheran World Federation (LWF) due to its historical relationship as a parent organisation of ACT Alliance, have a permanent seat.
- 17 people from different regions with the necessary expertise/competency in the field of humanitarian assistance, development, human rights and advocacy work, communication, finances, political analysis and experience in ecumenical cooperation will be elected, taking into account gender balance. The composition should include at least:

  Global bodies:
  - 1 WCC Representative
  - 1 LWF Representative, due to its historical relationship as a parent organisation of ACT Alliance

  Regional Representation:
  - 3 from Africa
  - 3 from Asia
  - 3 from Western Europe
  - 3 from Meso America, South America and the Caribbean
  - 2 from North America (USA and Canada)
  - 1 from Eastern and Central Europe
  - 1 from the Pacific nations, Australia and Aotearoa New Zealand
  - 1 from the Middle East

The Moderator, Vice-Moderator and the Treasurer will be part of the Governing Board.

Election to the Governing Board

The Governing Board is elected by the General Assembly on the basis of a slate of nominations presented by the Membership and Nominations Committee.

This slate will be based on nominations endorsed by their National Forum. Where there is a regional forum it should also endorse the nomination. Where no forums exist in a region, a person(s) nominated by a member should have the endorsement of other members in the region. The regional representatives must come from member organisations which have their headquarters in a country in that region.

The final slate will be proposed by the Membership and Nominations Committee.

Moderator

The Governing Board is chaired by the Moderator or Vice-Moderator elected by the General Assembly. Support is provided by the Secretariat.
**Frequency**
The Governing Board meets at least once a year.

**Term**
The term of the Governing Board will be four years, and ends with the next General Assembly if there is a shorter or longer period of time between General Assemblies. No member may serve for more than two consecutive terms. To maintain continuity, at least 1/3 of members from the outgoing Governing Board must be elected on the new board.

e. **Executive Committee**

The Executive Committee acts in between meetings of the Governing Board according to its mandate.

The Executive Committee has the following functions:

a. To supervise the implementation of policy and exercise responsibility for membership and financial decisions between meetings of the Governing Board.

b. To grant approval of policies and procedures for the ACT Alliance for the eventual ratification by the Governing Board.

c. On behalf of the Governing Board, to provide support and advice to the General Secretary and the Director/Chief of Operations officer on various issues of strategic importance.

d. To receive progress reports from the Secretariat on all activities undertaken according to the Strategic Plan.

e. To monitor adherence to The Code of Conduct for the International Red Cross and Red Crescent Movement and NGOs in Disaster Relief, the ACT Code of Good Practice and any other quality standards in the fields of humanitarian, development, human rights and advocacy work.

f. To ensure that the learning from evaluations and other assessments are incorporated into policies and guidance for project implementation.

g. To receive reports regarding infringement by ACT Alliance members of the Code of Good Practice, Code of Conduct, policies and other elements of the ACT Alliance mission, vision and values and recommend to the Governing Board on actions, sanctions and disciplinary measures as appropriate.

h. To approve any advocacy positions between Governing Board meetings.

i. To receive periodic financial reports from the Secretariat, and provide advice/guidance as needed.

j. To ensure that activities of the Secretariat are carried out in line with the approved annual budget.

k. To provide accountability to the Governing Board.

Activities of the Executive Committee are reported back to the Governing Board as part of the annual report to the Governing Board and through the sharing of minutes of its meetings to all members of the Governing Board.

**Composition**
The Executive Committee is composed of up to 7 members:

- The Moderator and Vice-Moderator of the Governing Board who also act in this capacity on the Executive Committee.
- The Treasurer will also be part of the Executive Committee.
- All members elected by the Governing Board from its own membership (including the Moderator, Vice-Moderator and Treasurer).

Balance between global north and south.

The General Secretary will be an ex-officio member without voting rights.
An Executive Committee cannot include more than one person from a member organisation. Decisions of the Executive Committee should be reached where possible through consensus.

**Election to the Executive Committee**

The Executive Committee is elected by the Governing Board on the basis of a slate of nominations presented by the Membership and Nominations Committee. Balance between global North and South will be striven for.

**Frequency**

The Executive Committee will meet not less than two times a year.

**Term**

The Executive Committee members are elected for a four year term. No member may serve for more than two consecutive terms.

f. **The Membership and Nominations Committee**

**Functions**

The Membership and Nominations Committee has two broad functions, to advise on membership issues and to prepare slates for election to the Governing Board.

**Membership functions:**

The Membership and Nominations Committee will advise the Governing Board regarding membership. In particular, they will undertake the following functions:

a. develop appropriate procedures for membership applications and sanctions and inform the Governing Board of issues arising out of these mechanisms
b. screen all applications for membership and make recommendations to the Governing Board as to whether organisations applying for membership should be accepted
c. receive and respond to complaints about members, following procedures agreed by the Governing Board
d. make recommendations to the Governing Board on any specific sanction which needs to be taken against a member, according to the agreed procedure.

**Nominations functions**

To prepare nomination slates for all elections to the Governing Board and Executive Committee. The basis for the slate shall be the balances outlined under *composition* for both the Governing Board and Executive Committee. The committee will be composed of up to 5 members. The balance between continuity and change will also be considered when preparing slates.

**Composition**

The Membership and Nominations Committee shall have up to 5 members based on:

- A balance between the ‘Global South and the Global North’.
- Nominees having an excellent understanding of membership criteria.
- Nominees having long term experience and deep knowledge of the ecumenical movement.
- Nominees having an excellent understanding of the ACT Alliance.

If a member of the Membership and Nominations Committee wishes to stand for election for a position on the Governing Board they must resign from the Committee and be replaced by another member of the General Assembly.
Frequency
The Membership and Nominations Committee will meet as required, usually by Skype or WebEx. The Committee will convene at the beginning of both General Assembly and Governing Board to prepare relevant slates for election.

The Membership and Nominations Committee is supported by the ACT Alliance Secretariat.

g. Advisory Groups

The Governing Board may appoint Advisory Groups, which are not part of the governance structure, to serve the Governing Board or Executive Committee. Membership of the groups will be from the membership and may include members of the Governing Board or Executive Committee. Prior to establishing an Advisory Group, funding would need to be assured to cover its costs.

Such advisory groups may include:
- A Finance Committee.

h. Role of National and Regional Forums

National and regional forums will play a crucial role in the two-way communication between members and the governance of the alliance. Members of the Governing Board and Executive Committee will be expected to bring input from members in the region they represent to meetings and then report back to the regions through the national and regional forums.

The role and functions of the national and regional forums will be guided by relevant policies set by the Governing Board.

§ 7. The ACT Alliance Secretariat

There will be a Secretariat led by a General Secretary who is accountable to the Governing Board. The General Secretary will be the prime spokesperson for the ACT Alliance. The internal management of the secretariat will be under the responsibility of the Director/Chief of Operations Officer who will be accountable to the General Secretary.

The ACT Alliance Secretariat will work with its members to realise the objectives and functions of the ACT Alliance including:

1. Developing the capacity of its members so that they deliver high quality and effective development and advocacy programmes and can respond quickly and effectively to emergency situations.

2. Promoting cooperation of its members in their development, humanitarian and related advocacy work through national and/or regional forums, specific global initiatives, and other means.

3. Facilitating the emergency response of members through coordinated appeals and implementation of assistance through national or regional forums (wherever possible).

4. Promoting strict adherence to the Code of Good Practice for ACT Alliance and to other codes and standards to which ACT Alliance is a signatory.
5. Promoting the visibility of the ACT Alliance through coordinated communications and ensuring adherence to the ACT Alliance branding policy.

6. Actively engaging in international debates and initiatives on development, humanitarian and advocacy issues.

**General Secretary**

The ACT Alliance will be led by a General Secretary. The general functions of the General Secretary will be to act as the “face” of the ACT Alliance, and link to governance structure and serve as major contact point externally, including for the UN and other relevant institutions.

The Moderator conducts an annual performance appraisal of the General Secretary.

**Director/Chief Operations officer**

The COO will be responsible for the day-to-day management of the Secretariat in ensuring effective implementation of the ACT Alliance strategy and the internal Alliance membership-related communication, and will report to the General Secretary.

**Amendments to the By-Laws were approved by the Governing Board in May, 2016 with immediate effect.**