



**ACTION BY CHURCHES TOGETHER**

# **STATUTES**

*As approved by the ACT Alliance  
Electronic General Assembly  
December 2021*

## **Article 1. Foundation and Denomination**

Action by Churches Together (ACT) International was founded on 10 September 2001 as an international association, under Swiss law, in accordance with Articles 60 and following of the Swiss Civil Code. It was registered on 9 April 2002 in the “Registre du Commerce” of Geneva.

Its new name, adopted by the association’s General Assembly of April 30, 2009, is:

ACT Alliance – Action by Churches Together  
(hereafter the “**ACT Alliance**” or the “**Association**”).

## **Article 2. Seat and Duration**

The ACT Alliance seat and its Headquarters are in Grand-Saconnex, Geneva, Switzerland. Its duration is unlimited.

## **Article 3. Objectives**

The objectives of the ACT Alliance are to:

1. Be engaged in high quality and effective transformational development programmes that contribute towards 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 that share similar objectives.

## **Article 4. Governance documentation**

The ACT Alliance will be guided by these Statutes as well as by the By-Laws, the governance approved policies, guidelines and procedures which may be adopted by the Governing Board to reach the objectives.

In case of deviations between these Statutes, the Founding Document, the Mission Statement, the By-Laws or other policies and guidelines, the Statutes shall prevail.

## Article 5. Members

There are two categories of Membership:

- a. Voting Members (section A below)
- b. Observer Members (section B below)

Any reference to Members in these Statutes will mean all existing “Voting Members” of the ACT Alliance, unless it is specified that it is referred specifically to the Observer Members as defined in articles 5.6 to 5.10 of these Statutes.

If an organisation meets the Voting Membership criteria, it must apply for Voting Membership status and cannot apply for Observer Membership status. The Observer Membership status is restricted to those organisations outlined in article 5.6 of these Statutes.

### A. VOTING MEMBERS

#### 5.1 *Criteria for admission to Voting Membership*

Churches and church-related organisations of all sizes that meet all of the following criteria are eligible to apply for Voting Membership in the ACT Alliance (hereafter “**Voting Membership**” or “**Voting Member**” or “**Members**”):

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 (hereafter “**WCC**”) or the Lutheran World Federation (hereafter “**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 organisation affiliated with at least one Member church of the WCC through governance (“through governance” is understood as having one or more WCC Member churches on their governing 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), or
  - d) international and national mission organisations belonging to a Member church or churches of the WCC and/or LWF who are engaged in development, advocacy and/or humanitarian assistance and who do not use these programmes to further a particular religious or political partisan standpoint.

An exception from the above may be made for:

- e) 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);
- f) 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, the

Conference of European Churches, the Conference of Caribbean Churches, the Middle East Council of Churches and the Pacific Conference of Churches;

- g) an ecumenical organisation from a country where there are no Member churches of either the WCC and/or LWF.
2. The church or church-related organisation must have a track record of substantial involvement in the area of humanitarian assistance and/or development or advocacy.
  3. The church or church-related organisation must have a commitment to high quality development advocacy and/or humanitarian assistance activities.
  4. The church or church-related organisation should be either a national, regional or international organisation.

## **5.2 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, dated February 27, 2009.
2. Adhere to and comply with all mandatory policies of the ACT Alliance which have been or shall be adopted by the Governing Board.
3. Adhere to the Code of Good Practice of 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) as well as The Code of Conduct of the International Red Cross and Red Crescent Movement and NGOs in Disaster Relief, and for organisations involved in humanitarian assistance, also 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 which has been or shall be adopted by the Governing Board.
5. Actively participate in National and Regional Forums where they exist and work with, share resources with and strengthen other ACT Alliance Members.
6. Pay the Forum Fee and the Income Based Fee (IBF), as the case may be, and comply with any other financial obligation as set by the By-Laws which will be adopted by the Governing Board and/or contribute to the ACT Alliance according to their means and potential.
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.

### **5.3 Rights of the Voting Members**

Subject to these Statutes, the Voting Members have the following rights:

- a) To take part in the General Assembly;
- b) To exercise their voting right in the General Assembly, i.e. one Member one vote;
- c) To exercise all other rights arising from these Statutes and other regulations of the ACT Alliance.

The exercise of these rights is subject to other provisions in these Statutes and the applicable regulations.

### **5.4 Request for Voting Membership**

Applications for Voting Membership must be submitted in writing to the ACT Secretariat. 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.

Voting Members are voted in the Governing Board at the discretion of the Board. The decision of the Governing Board shall be passed by a majority vote of at least two-thirds (2/3) of the present Governing Board members, assuming that the quorum of this meeting shall consist of two-thirds (2/3) of all its members. In case of a tie, the Chair of the meeting shall have the casting vote. The decision of the Governing Board shall be final and binding.

Subject to the signature by the applicant of the documents and agreements, which may be required by the Governing Board, the Voting Membership shall become effective upon the approval vote.

Nothing in these Statutes shall be taken to imply a right to become a Voting Member.

The procedure for application and Members' acceptance may be further determined in the By-Laws.

### **5.5 Term**

Voting Membership in the ACT Alliance may be suspended or terminated as provided in this Article 5.5. The termination of Voting Membership does not modify the contributions that the former Voting Member owes the Association, but it implies automatically the loss of any and all rights of the former Voting Member, without prejudice to any contractual rights between the Association and the former Voting Member. A suspended Voting Member may not exercise any of its Membership rights.

#### **a. Termination by a Voting Member**

Pursuant to the law (article 70 § 2 of the Swiss Civil Code), each Voting Member has a legal right to resign subject to a minimum of six months' written notice for the end of each calendar year.

#### **b. Suspension or exclusion by ACT Alliance**

Voting Members may be suspended for a specified period or excluded from the ACT Alliance by the Governing Board (excluding from any vote thereon all members of the Board appointed by each Voting Member that is then subject to a suspension or an exclusion), in particular for any of the following reasons:

- A Voting Member not meeting his obligations of Membership.
- A Voting Member has acted in a manner which is contrary to the interests of the ACT Alliance.

- A Voting Member no longer fulfils the criteria for Membership.

The Governing Board shall take a final decision only after the Voting Member in question has been given sufficient opportunity to defend itself.

The decision of the Governing Board shall be passed by a majority vote of at least two-thirds (2/3) of the present Governing Board members, assuming that the quorum of this meeting shall consist of two-thirds (2/3) of all its members. In case of a tie, the Chair of the meeting shall have the casting vote. The decision of the Governing Board shall be final and binding.

## **B. OBSERVER MEMBERS**

### **5.6 *Criteria for admission to Observer Membership***

The following types of organisations are eligible for Observer status within the ACT Alliance (hereafter “**Observer Membership**” or “**Observer Member**”):

- Regional ecumenical organisations and national council of churches which do not have their own development, advocacy or humanitarian assistance programmes (who therefore, do not qualify to be Voting Members), but who wish to work closely with the ACT Alliance.
- Global ecumenical bodies who wish to work closely with the ACT Alliance.

### **5.7 *Obligations of Observer Members***

The basic conditions to be an Observer Member in the ACT alliance are:

- Adhere to the vision, mission and commitments of the ACT Alliance, as summarised in the Founding Document;
- Adhere to the Code of Good Practice for the ACT Alliance (including the ACT Code of Conduct and other codes applicable to all observers which may be adopted by the Governing Board in the future);
- Observer Members must pay an annual observer fee as determined by the Governing Board;
- Observer Members may not participate in the governance of the ACT Alliance;
- Observer Members cannot co-brand their organisations with the ACT Alliance name or use its logo.

### **5.8 *Rights of Observer Members***

Observer Members can attend the General Assembly but have no voting rights.

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.

### **5.9 *Request for Observer Membership***

Applications for Observer Membership must be submitted in writing to the ACT Secretariat. 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 an Observer Member.

Observer Members are voted in the Governing Board at the discretion of the Board. The decision of the Governing Board shall be passed by a majority vote of at least two-thirds (2/3) of the present Governing

Board members, assuming that the quorum of this meeting shall consist of two-thirds (2/3) of all its members. In case of a tie, the Chair of the meeting shall have the casting vote. The decision of the Governing Board shall be final and binding.

Subject to the signature by the applicant of the documents and agreements which may be required by the Governing Board, the Observer Membership shall become effective upon the approval vote.

Nothing in these Statutes shall be taken to imply a right to become an Observer Member.

The procedure for application and Members' acceptance may be further determined in the By-laws.

#### **5.10 Term**

Observer Membership in the ACT Alliance may be suspended or terminated as provided in this Article 5.10. The termination of Observer Membership does not modify the contributions that the former Observer Member owes the Association, but it implies automatically the loss of any and all rights of the former Observer Member, without prejudice to any contractual rights between the Association and the former Observer Member. A suspended Observer Member may not exercise any of its Membership rights.

##### **a. Termination by an Observer Member**

Pursuant to the law (article 70 § 2 of the Swiss Civil Code), each Observer Member has a legal right to resign subject to a minimum of six months' written notice for the end of each calendar year.

##### **b. Suspension or exclusion by ACT Alliance**

Observer Members may be suspended for a specified period or excluded from the ACT Alliance by the Governing Board, in particular for any of the following reasons:

- An Observer Member not meeting his obligations of Observer Membership.
- An Observer Member has acted in a manner which is contrary to the interests of the ACT Alliance.
- An Observer Member no longer fulfilling the criteria for Observer Membership.

The Governing Board shall take a final decision only after the Observer Member in question has been given sufficient opportunity to defend itself.

The decision of the Governing Board shall be passed by a majority vote of [at least two-thirds (2/3)] of the present Governing Board members, assuming that the quorum of this meeting shall consist of two-thirds (2/3) of all its members. In case of a tie, the Chair of the meeting shall have the casting vote. The decision of the Governing Board shall be final and binding.

## **Article 6. The Governance Structure of ACT Alliance**

The governance structure of ACT Alliance consists of:

1. The General Assembly.
2. The Governing Board.
3. The Executive Committee.
4. The Auditors.

## Article 7. The General Assembly

### 7.1 Composition

The General Assembly is composed of all the Voting Members who paid the Forum Fee and the Income Based Fee (IBF), as the case may be, and who can demonstrate a minimal level of active engagement in the life of the ACT Alliance. Each Voting Member who fulfils these conditions has the right to vote at the General Assembly and is entitled to attend with two representatives: one as the official delegate and the other as an invitee.

### 7.2 Meetings

The meetings and procedures of the General Assembly can be either physical or electronic. General Assemblies as electronic meetings are tele-visual or other electronic or virtual means, or as written ballots (by email or letter).

In case of tele-visual meetings, the attendance by Voting and Observer members, and of invited representatives, shall be through a secured access to videoconference or other electronic means allowing representatives to hear other participants and to address the meeting remotely.

E-voting allows delegates to participate in votes and elections electronically. Votes are cast via computer, smartphone or tablet, or as written ballots (by email or letter).

### 7.3 Competences

The General Assembly is the supreme body of the Association.

It has the following competences:

- a. To adopt and to amend the Statutes and the Mission Statement of the ACT Alliance;
- b. To elect the members of the Governing Board on the basis of a slate of nominations presented by the Membership and Nominations Committee;
- c. To elect the Moderator, Vice-Moderator and Treasurer of the Governing Board out of the Governing Board members on the basis of a proposal presented by the Membership and Nominations Committee;
- d. To elect the Membership and Nominations Committee;
- e. To appoint the Auditors;
- f. To dismiss, at any time, a member of the Governing Board, the Moderator, the Vice-Moderator, the Treasurer, the members of the Membership and Nominations Committee, as well as the Auditors on proper grounds;
- g. To affirm the future strategic direction of the ACT Alliance until the next General Assembly;
- h. To approve the report from the Governing Board for the intersessional period. The report will include as annex the annual financial statements, the annual audit report, as well as the annual report on finances and progress as they relate to the Strategic Plan and the annual budget;
- i. To approve any process of merger;
- j. To approve the dissolution and liquidation of the ACT Alliance;
- k. To fill other functions mentioned expressly in the present Statutes or the ACT Alliance's By-Laws;
- l. To deal with other constitutional matters of importance for the Association as required.



#### **7.4 Calling of meetings**

A physical Ordinary General Assembly is held at least every six years with an electronic Assembly held in the third year after the physical General Assembly. The Governing Board may choose either to hold other ordinary or extraordinary General Assemblies as physical or electronic meetings.

Extraordinary General Assemblies may also be called by the Governing Board or if at least one-fifth (1/5) of the Voting Members requests it in writing.

The Governing Board shall convene the General Assembly and call the Voting and Observer Members to it with at least two (2) months advance notice (before the date of the physical or electronic meeting or the starting date for the written ballot) by mail or email.

The convening notice shall state the agenda items, the motions of the Governing Board and of Voting Members who have requested the holding of a General Assembly, as well as the starting date and the end date of the written ballot, if any.

Voting Members, representing at least one-fifth (1/5) of the Voting Members, may request in writing items or motions to be included in the agenda. Their written request shall be received by the Governing Board no later than one (1) month prior to the day of the meeting, or the starting day of the written ballot as per the convening notice. The Governing Board shall send the final agenda of the General Assembly at least twenty (20) days prior to the date of the physical or electronic General Assembly/the starting date of the written ballot.

For the calculation of all periods, the day of dispatch is relevant; such day as well as the date of the physical or electronic General Assembly/the starting date of the written ballot are not to be counted.

#### **7.5 Chairperson**

The representative of the World Council of Churches (“WCC”) chairs the General Assembly.

#### **7.6 Voting rights**

Each Voting Member that fulfils the conditions set above (article 7.1 above) has one vote at the General Assembly. A Voting Member shall be deprived from its voting right when the General Assembly deliberates on an Association’s matter/litigation in which the Voting Member (or its relatives or representatives) is involved.

Observer Members have no voting rights.

#### **7.7 Resolutions, Quorum, Majority, Minutes**

The resolutions of the General Assembly are validly passed if a presence quorum of at least fifty per cent plus one (50% + 1) of the Voting Members is present.

Unless provided otherwise by the law or these Statutes, the General Assembly passes resolutions and carries out elections by absolute majority of the votes cast (the abstentions being not considered as votes validly cast).

Amendments to these Statutes, as well as to the Mission Statement and the decision on the dissolution of the ACT Alliance require at least a two third (2/3) majority of the votes cast.

Resolutions of the General Assembly may also be adopted by way of written consent (email or letter) with the same majority requirements as for physical or electronic General Assemblies, provided that the propositions have been submitted to all Voting Members, and that at least fifty per cent plus one (50% +1) of the Voting Members participate in the ballot.

The Governing Board shall arrange for the taking of minutes of General Assemblies (both for physical or electronic meetings and written ballots). The minutes are signed by the Chair and the Secretary of the General Assembly.

### **7.8 Voting Officer**

The Governing Board appoints a Voting Officer who helps the General Assembly to conduct votes including the elections.

## **Article 8. The Governing Board**

### **8.1 Composition**

The Governing Board is composed of up to twenty-two (22) members, including the Moderator, the Vice-Moderator and the Treasurer. Two seats shall be assigned to Youth.

Regional balance in the Governing Board will be assured through the preparation of the slate as well as the through the regional seat allocation provided for in the By-laws, provided that nominations in the relevant regions fulfil the agreed criteria of engagement. In the case of regional imbalance in the final slate full transparency of the process and the underlying reasons shall be provided by the Membership and Nominations Committee.

The Governing Board is chaired by the Moderator or by the Vice-Moderator. Support is provided by the Secretariat.

The General Secretary attends the meetings of the Governing Board without voting rights.

The WCC, as well as the LWF, due to their historical relationship as a parent organisation of ACT Alliance, have a permanent seat.

### **8.2 Election – Dismissal - Compensation**

#### **a. Election**

People eligible for election to the Governing Board must be representatives of Voting Members of ACT Alliance, with the exception of the two seats assigned to Youth, which are selected through specific criteria and a process defined in the By-laws.

Subject to article 8.3 para 3 letter c of these Statutes, 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 is based on nominations endorsed by their National Forum. Where there is a Regional Forum it should also endorse the nomination. Where no Forum exist in a region, a person(s) nominated by a Voting Member should have the endorsement of three (3) other Voting Members in the region.

The regional representatives must come from Voting Member organisations, which have their headquarters in a country in that region.

**b. Dismissal**

Members of the Governing Board may be dismissed at any time, but only on proper grounds, by a resolution of the General Assembly.

**c. Compensation**

Members of the Governing Board act on a voluntary basis and may seek an allowance for their actual costs and travel costs. There is no fees payable to the members of the Governing Board. For activities exceeding the usual scope of their function, each member may receive an appropriate compensation.

**d. By-Laws**

The ACT Alliance's By-Laws may provide for additional details on the composition and on the organisation of the Governing Board.

**8.3 Competences**

The Governing Board has the overall responsibility for the governance of the ACT Alliance.

The Governing Board has all the competences necessary to manage and administer the ACT Alliance, with the exception of those reserved for the General Assembly.

The Governing Board has, in particular, the following duties and competences:

- a. To appoint and to dismiss the General Secretary of the ACT Alliance;
- b. To appoint and to dismiss the members of the Executive Committee;
- c. To fill until the next Ordinary General Assembly any vacancies on the Governing Board (including the Moderator, the Vice-Moderator and the Treasurer) occurring as a result of the death, retirement or resignation on the basis of a slate of nominations presented by the Membership and Nominations Committee;
- d. To approve the Strategic Plan for the ACT Alliance;
- e. To ensure the ACT Alliance is meeting its objectives as outlined in the Strategic Plan;
- f. To ratify overall policy decisions which affect the ACT Alliance as a whole;
- g. To approve the annual budget prepared by the ACT Secretariat;
- h. To establish the bookkeeping and the financial statements of the ACT Alliance;
- i. To prepare and convene the General Assembly;
- j. To appoint Advisory Groups to advise the Governing Board or the Executive Committee;
- k. To receive and approve reports from the ACT Alliance General Secretary and the Executive Committee, and Advisory Groups as appropriate;
- l. To receive advice and recommendations from the Membership and Nominations Committee and approve applications for Voting and Observer membership;

- m. To decide on appropriate procedures for nominations from the National and Regional Forums for elections to the Governing Board and Executive Committee;
- n. To suspend or exclude Voting and Observer members from the ACT Alliance;
- o. To fill any vacancies on the Membership and Nominations Committee until the next General Assembly;
- p. To receive complaints and decide on appropriate sanctions;
- q. To adopt and amend the ACT Alliance By-Laws;
- r. To define and fix the Forum Fee as well as the Income Based Fee (IBF);
- s. To define and fix the Observer Fee.

The Governing Board can delegate management tasks and responsibilities to the Executive Committee as appropriate.

The Governing Board can also delegate the establishment of the bookkeeping and the financial statements to the Treasurer.

#### **8.4 Terms of office**

The members of the Governing Board are appointed for a three-year (3) term for the period until the General Assembly, which shall elect their successor. They cannot serve for more than three (3) consecutive terms.

To maintain continuity, at least one third (1/3) of members of the outgoing Governing Board must be elected on the new board, if possible.

#### **8.5 Convening**

The Governing Board meets at the invitation of the Moderator as often as the business of the ACT Alliance requires it. The Governing Board meets at least once a year.

Invitations must be sent out to the members by post or e-mail accompanied by the agenda normally at least one week before the meeting.

A meeting may be held by telephone or by tele-visual or other electronic or virtual means agreed by resolution of the Governing Board in which the participants may communicate simultaneously with all other participants.

#### **8.6 Resolution, Quorum, Majority, Minutes**

The resolutions of the Governing Board are validly passed if a presence quorum of at least fifty per cent plus one (50% + 1) of its members is present.

The Governing Board passes resolutions and carries out elections by simple majority of the votes cast (the abstentions being not considered as votes validly cast).

However, the following resolutions require the following majority:

- The adoption and amendment of the By-Laws require at least a two-third (2/3) majority of the members present;

- The resolutions on requests for Voting or Observer Membership require a majority vote of at least two-thirds (2/3) of the members present, assuming that the quorum of this meeting shall consist of two-thirds (2/3) of all its members (articles 5.4 and 5.9 of these Statutes);
- The resolutions on the suspension or the exclusion of a Voting or Observer Member shall be passed by a majority vote of at least two-thirds (2/3) of the members present, assuming that the quorum of this meeting shall consist of two-thirds (2/3) of all its members (articles 5.5 let. b and 5.10 let. b of these Statutes).

In case of a tie, the Moderator shall have the casting vote.

Resolutions of the Governing Board may also be adopted by way of written consent (email, letter or fax) with the same majority requirements as for physical meetings, provided that the propositions have been submitted to all members, and that at least fifty per cent plus one (50% +1) of the members participate in the ballot, unless a member requests an oral discussion.

If all members of the Governing Board are present at the meeting and agree, resolutions can also be passed and decisions taken on matters that have not been put on the agenda.

The minutes shall be signed by the Moderator and the secretary of the meeting.

## **Article 9. The Executive Committee**

### **9.1 Composition**

The Executive Committee consists of up to seven (7) members who are elected from the Governing Board.

The Moderator, the Vice Moderator and the Treasurer of the Governing Board are part of the Executive Committee.

The General Secretary attends the meetings of the Executive Committee without voting rights.

The ACT Alliance's By-Laws may provide for additional details on the composition and on the organisation of the Executive Committee.

### **9.2 Election**

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

### **9.3 Competences**

The Executive Committee assumes tasks and responsibilities according to the Governing Board's delegation and instructions.

The Executive Committee has the following duties and competences:

- a. To supervise the implementation of policies 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 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 and recommend to the Governing Board on actions, as appropriate;
- g. To receive reports regarding infringement by ACT Alliance Voting or Observer 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 receive periodic financial reports from the Secretariat, and provide advice/guidance as needed;
- i. To ensure that activities of the Secretariat are carried out in line with the approved annual budget;
- j. To provide accountability and reporting to the Governing Board.

#### **9.4 Terms of office**

The Executive Committee members are elected for a three-year (3) term. No member may serve for more than three (3) consecutive terms.

## **Article 10. Executive officers**

### **10.1 Moderator and Vice-Moderator**

The Moderator and the Vice-Moderator are elected by the General Assembly upon proposition by the Membership and Nominations Committee.

The Moderator and the Vice-Moderator are members of both the Governing Board and the Executive Committee.

They are elected for a three year (3) term and cannot serve for more than three (3) consecutive terms.

The Moderator has the following duties and competences:

- a. To manage the ACT Alliance and to validly represent it towards third parties together with the Vice-Moderator, the General Secretary or the Treasurer;
- b. To prepare the Strategic Plan to be approved by the Governing Board and to implement it;
- c. To present and implement the activities of the ACT Alliance;
- d. To prepare any or all resolutions which fall within the remit of the General Assembly;
- e. To chair both the Governing Board and the Executive Committee.

The Moderator is assisted in his/her work by the Vice-Moderator. The Vice-Moderator at the request or in the absence or disability of the Moderator, performs the duties and exercises the powers of the Moderator.

### **10.2 Treasurer**

The Treasurer is elected by the General Assembly upon proposition by the Membership and Nominations Committee.

The Treasurer is a member of both the Governing Board and the Executive Committee.

He/she is elected for a three year (3) term and cannot serve for more than three (3) consecutive terms.

The Treasurer is the Chair of the ACT Alliance Finance Committee. He/she oversees sound financial management of ACT Alliance finances. He/she presents the budget and the financial statements of the ACT Alliance to the Governing Board who retains the overall responsibility of the financial management of the alliance.

### **10.3 General Secretary**

The General Secretary is appointed by the Governing Board and is accountable to the Governing Board.

The General Secretary attends the meetings of both the Governing Board and of the Executive Committee without voting rights.

The General Secretary runs the ACT Secretariat and is the prime spokesperson for the ACT Alliance. The General Secretary acts as the “face” of the ACT Alliance, and link to governance structure and serves as major contact point externally, including for the UN and other relevant institutions.

If for any reason the General Secretary is unable to fulfil his/her functions, the Governing Board will appoint an Acting General Secretary who will have the power to sign instead of the General Secretary as long as the latter is unable to fulfil his/her functions.

The Governing Board conducts an annual performance appraisal of the General Secretary.

## **Article 11. The Membership and Nominations Committee**

### **11.1 Composition**

The Membership and Nominations Committee is composed of up to five (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.

### **11.2 Competences**

The Membership and Nominations Committee has two broad functions:

1. To advise and make recommendations to the Governing Board on Membership issues (*Membership function*), and
2. To prepare slates for elections as provided by these Statutes (*nomination function*).

### **11.3 Election and Terms of office**

Members of the Membership and Nominations Committee are elected by the General Assembly on the basis of a slate of nominations presented by the Executive Committee.

The members of the Membership and Nominations Committee are elected for a three year (3) term and cannot serve for more than three (3) consecutive terms.

### **11.4 Organisation**

The ACT Alliance's By-Laws may provide for additional details on the competences and on the organisation of the Membership and Nominations Committee.

## **Article 12. Advisory Groups**

### **12.1 Composition**

People eligible for election to the Advisory Groups must be representatives of Voting Members of the ACT Alliance and may include members of the Governing Board or of the Executive Committee.

### **12.2 Election and Terms of office**

Advisory Groups are set up by the Governing Board.

The members of the Advisory Groups are elected for a three-year (3) term and cannot serve for more than three (3) consecutive terms.

### **12.3 Competences**

The Advisory Groups shall advise and make recommendations to the Governing Board and to the Executive Committee.

The ACT Alliance's By-Laws may provide for additional details on the competences and on the organisation of the Advisory Groups.

## **Article 13. National and Regional Forums**

### **13.1 Role**

The role of National and Regional Forums shall be provided by the ACT Alliance's By-Laws.



## Article 14. The ACT Secretariat

The ACT Alliance has a Secretariat (the “ACT Secretariat”) which facilitates and promotes cooperation and coordination between the Voting and/or Observer Members. It is run by the General Secretary.

The ACT Alliance’s By-Laws may provide for additional details on the competences and the organisation of the ACT Secretariat.

## Article 15. Elections in the middle of a term

When the members of a governing body (e.g. the Governing Board, the Executive Committee, etc.) are appointed for a certain term and they cannot serve for more than three (3) consecutive terms, in case of mid-term election, the new elected member shall sit through the current term and maximum for another two terms if his/her election takes place before half term. If his/her election takes place after half term, the new member shall sit through the current term and would be eligible for another three (3) terms.

## Article 16. Representation

The ACT Alliance shall be represented by the joint signature of two of the Moderator, the Vice-Moderator, the General Secretary or the Treasurer.

Other authorized signatories with joint signature of two may be appointed by the Governing Board.

## Article 17. Financial resources

The financial resources of the ACT Alliance are:

- All contributions or donations given by the Voting Members and the Observer Members of the ACT Alliance and other contributors to fulfil the ACT Alliance objectives;
- All other financial resources that the activities of the ACT Alliance might generate.

## Article 18. Financial year

The financial year begins on January 1 and ends on December 31 of each year.

## Article 19. Auditors

The General Assembly shall appoint an Auditor for the term of one or more years, but for a maximum of three (3) years. Re-election is permitted.

However, according to article 69b para 1 of the Swiss Civil Code, the ACT Alliance must submit its accounts to a full audit by an external Auditor if two of the following figures are exceeded in two successive business years:

- a. Total assets of CHF 10 million;
- b. Turnover of CHF 20 million;
- c. Average annual total of 50 full-time staff.

The Auditor shall submit a written report.

## **Article 20. Responsibility**

The Voting Members and the Observer Members of the Association are not responsible for the debts of the ACT Alliance.

## **Article 21. Dissolution**

Article 7.3 of these Statutes is applicable to the calling of the Extraordinary General Assembly which shall decide on dissolution of the Association.

Dissolution of the ACT Alliance requires a quorum of fifty per cent plus one (50% + 1) of the Voting Members and at least a two third (2/3) majority of the votes cast.

If less than fifty per cent plus one (50% + 1) of the Voting Members are present, a second extraordinary General Assembly needs to be called, with at least two (2) months' notice. In this extraordinary General Assembly, a decision may be taken by a two third (2/3) majority of the Voting Members constituting the General Assembly actually present to dissolve the Association.

In case of the dissolution of the Association, the surplus assets will be entirely attributed to an institution, in Switzerland or abroad, pursuing an objective of public interest similar to the one of the Association and benefitting from a tax exemption. In no case will the assets be returned to the founding persons or to the Voting and Observer Members, nor used to their advantage, entirely or in part, in any manner whatsoever.