**Call to an ACT Assembly**

23 March 2017

**To the ACT Alliance members**

Thank you for participating in the ACT Assembly to vote on the proposed statutory changes to articles 8 and 15. This Assembly has been concluded with a positive outcome (see attached Minutes for details), and the new Statutes enabling electronic Assemblies have now come into force. Kindly find attached the ACT Statutes as amended.

**Issues in the Agenda**

This is a Call to an ACT Assembly to 1) elect a new Vice-Moderator; 2) appoint the external auditors to the Alliance, and c) vote on a set of amendments to the ACT Statutes, additional to those previously approved.

1. Donna Derr, who was elected as Vice-Moderator of the ACT Governing Board in the ACT Assembly 2014 in Punta Cana, Dominican Republic, has asked due to personal reasons to step down from the role. She will continue as a Governing Board member. Members of the Governing Board are eligible for nomination. The Membership and Nominations Committee is putting forward a nomination for Damaris Albuquerque for the role of the Vice-Moderator for the assembly to vote on.
2. The ACT Alliance Assembly needs to appoint the external auditors of the Alliance. PriceWaterhouseCoopers is being put forward for this role. They have been selected after a tendering process. The renewal of the mandate of the external auditors has been approved on an annual basis by the Governing Board. Appointment of the external auditors for the full strategic period can only be done by the General Assembly. Approval of the Assembly will enable the Swiss Registry of Commerce and Companies to recognise ACT’s external auditors.
3. The Governing Board is putting forward a number of statutory changes which relate to the criteria of the ACT Alliance membership, as well as to the composition of the ACT Alliance Board. The proposals on membership criteria seek to bring to completion a conversation on ACT Alliance’s membership which has been ongoing since the creation of ACT Alliance. The proposals on the Board’s composition seek to recognise the reality of a global member category within the Alliance. The current regionally-based Board structure does not allow for a wider representation of the global members within the Board.

**Member conversations in April**

The Governing Board recognises that for the items brought forward, an electronic vote alone might not be sufficient. Therefore, an opportunity for member conversations will take place mid-April. We hope that these exchanges will enable the members to dialogue and reflect together on the proposals. The conversations are scheduled to take place at the following times:

* April 18 – 8.00-10.00  CET
* April 19 – 15.00-17.00 CET
* April 20 – 18.00-20.00 CET

The member conversations will take place via Adobe Connect. Attached you will find instructions on how to join these member conversations. Please register your intention (and language preference) to join one of the member conversations by emailing Ms Penny Blachut (penny.blachut@actalliance.org). You can choose to participate at the time most suitable for you. The member conversations will take place in English, but break-out groups will be available in all three languages (English, French and Spanish). You can also register questions to be answered during the conversation and use the presentations and videos even without participating in the conversation. The conversations will be available afterwards in recorded form should you wish to listen them.

This call to an Assembly is submitted through a registered letter and through email. You have previously, submitted the name of your representative and his/her email address to Ms Penny Blachut (penny.blachut@actalliance.org). Should you wish to change your representative, kindly inform Ms Blachut.

The Assembly requires the participation quorum of 50% plus one of the voting members and a qualified majority of 2/3 of votes cast. Mr. **Stanley Noffsinger**, Director from the World Council of Churches serves as the Chair of the meeting and Ms. **Line Hempel**, Head of Finance and Administration from ACT Alliance serves as Secretary**.** The Chair oversees the Assembly process and the Secretary minutes the outcomes of the Assembly. If you need further information about this procedure kindly liaise with the Voting Officer, Head of Alliance Development, Sarah Kambarami (Sarah.Kambarami@actalliance.org).

Voting members, representing at least one-fifth of the members, may request items or motions to be included in the agenda. Their written request shall be received by the Governing Board no later than 1 month prior to the starting day of the written ballot. Any such requests should be sent to the Assembly Secretary, Ms Line Hempel (Line.Hempel@actalliance.org).

The written ballot will start on 23 May 2017 and will end on 23 June 2017. You are invited to **register your votes with the ACT Secretariat through a completed ballot paper which is duly signed, and return it through email by Friday, 23 June 2017 to Penny Blachut (****penny.blachut@actalliance.org****).** With this letter you will find the agenda, proposed statutory changes and ballot form.

**Yours sincerely,**

 

 **Sushant Agrawal John Nduna**

**Moderator General Secretary**

**ACT Assembly – from 23 May to 23 June 2017**

**AGENDA**

1. **Election of Vice-Moderator**

**Proposal:** Accepting Donna Derr’s request to step down from the role of the Vice-Moderator, the Membership and Nominations Committee puts forward Ms. Damaris Albuquerque for the role of the Vice-Moderator for the remaining governance mandate (until the Assembly 2018). Ms. Albuquerque has been elected to the Governing Board in the ACT Assembly 2014.

**2. Appointment of External Auditors**

**Proposal:** The Governing Board is proposing to the ACT Assembly that PriceWaterhouseCoopers SA is appointed as ACT Alliance’s external auditors until end of 2018.

**3. ACT Statutes**

**Proposal:** Statutory changes are proposed by the Governing Board to articles 5, 6 and 9 of the ACT Alliance Statutes. Detailed proposals can be found in the separate document in Annex 1.

**ACT Assembly – from 23 May to 23 June 2017**

**BALLOT FORM**

**To be filled in and returned by email to** **penny.blachut@actalliance.org**

1. **Election of Vice-Moderator**

Accepting Donna Derr’s request to step down from the role of the Vice-Moderator, the Membership and Nominations Committee puts forward Ms. Damaris Albuquerque for the role of the Vice-Moderator for the remaining governance mandate (until the Assembly 2018). Ms. Albuquerque has been elected to the Governing Board in the ACT Assembly 2014 from Nicaragua.

**Motion 1:** Do you agree to elect Ms. Damaris Albuquerque to the role of the Vice-Moderator until the Assembly 2018?

**Please tick yes, no or abstain:**

**YES \_\_\_**

**NO \_\_\_**

**ABSTAIN \_\_\_**

**2. Appointment of External Auditors**

The Governing Board is proposing to the ACT Assembly that PriceWaterhouseCoopers SA is appointed as ACT Alliance’s external auditors until end of 2018.

**Motion 2:** Do you agree to appoint PriceWaterhouseCoopers SA as ACT Alliance external auditors until the end of 2018?

**Please tick yes, no or abstain:**

**YES \_\_\_**

**NO \_\_\_**

**ABSTAIN \_\_\_**

**3. ACT Statutes**

Statutory changes are proposed by the Governing Board to articles 5, 6 and 9 of the ACT Alliance Statutes. The full statutes with proposed changes can be found in the separate document in Annex 1.

**Motion 3:** Do you agree to the following change to criteria for voting membership in **Article 5** of the ACT Alliance Statutes:

1. A specialised ministry for humanitarian assistance, advocacy and/or development of a member church (if it is constituted as a separate legal entity).

**Please tick yes, no or abstain:**

**YES \_\_\_**

**NO \_\_\_**

**ABSTAIN \_\_\_**

**Motion 4:** Do you agree to the following change to criteria for voting membership in **Article 5** of the ACT Alliance Statutes:

1. 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.

And the deletion of the following from **Article 6**:

**Please tick yes, no or abstain:**

**YES \_\_\_**

**NO \_\_\_**

**ABSTAIN \_\_\_**

**Motion 5:** Do you agree to the following change to criteria for voting membership in **Article 5** of the ACT Alliance Statutes:

1. Churches and church-related organisations invited to ACT Alliance membership by the ACT Governing Board due to particular added value.

**Please tick yes, no or abstain:**

**YES \_\_\_**

**NO \_\_\_**

**ABSTAIN \_\_\_**

**Motion 6:** Do you agree to the following change to the basic conditions to be a voting member in **Article 5** of the ACT Alliance Statutes:

* A voting member must adhere to the objectives and all mandatory policies of the ACT Alliance.

**Please tick yes, no or abstain:**

**YES \_\_\_**

**NO \_\_\_**

**ABSTAIN \_\_\_**

**Motion 7:** Do you agree to the following change to observer member criteria in **Article 6** of the ACT Alliance Statutes:

* 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 members), but who wish to work closely with the alliance.

**Please tick yes, no or abstain:**

**YES \_\_\_**

**NO \_\_\_**

**ABSTAIN \_\_\_**

**Motion 8:** Do you agree to the following changes to the composition of the Governing Board and related changes in **Article 9** of the ACT Alliance Statutes:

The Governing Board is composed of up to twenty (20) members.

It should consist of members from churches and specialised ministries, organised as separate legal entities. People eligible for election to the Governing Board must be from voting members of the alliance. The WCC has a permanent seat, and up to seventeen (17) people will be elected from different regions.

Voting members categorised as global organisations have 2 seats in the Governing Board. One of these seats is held permanently by LWF.

All members of the Governing Board have the necessary expertise/competency in the fields of humanitarian assistance, development, human rights and advocacy work, communication, finances, political analysis and experience in ecumenical cooperation, and they are elected, taking into account gender balance.

The members of the Governing Board act on a voluntary basis and may seek an allowance for their actual costs and travel costs. There will be 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.

The General Secretary will be an ex-officio member of the board without voting rights. In case of an even vote by the Governing Board, the Moderator’s vote will be decisive.

**Please tick yes, no or abstain:**

**YES \_\_\_**

**NO \_\_\_**

**ABSTAIN \_\_\_**

**Signature: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Date and Place: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Organisation: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**