

**ACT ALLIANCE -
ACTION BY CHURCHES TOGETHER
STATUTES**

Approved by the ACT General Assembly

February 2017

Article 1. Foundation and Denomination

Action by Churches Together (ACT) International was founded on 10 September 2001 as an international association, under Swiss legislation, in accordance with Articles 60 and following of the Civil Code of Switzerland. 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 ACT Alliance).

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 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. Means to Reach the Objectives

The ACT Alliance will be guided by governance approved policies, guidelines and procedures in their means to reach the objectives.



Article 5. Voting Members of the Association

Criteria for Voting Membership to the ACT Alliance:

1. Member churches of the World Council of Churches (WCC) or the Lutheran World Federation (LWF).
2. A specialised ministry for humanitarian assistance and/or development of a member church (if it is constituted as a separate legal entity).
3. Churches or ecumenical organisations that have had a long historical programmatic working relationship with the WCC and/or regional ecumenical organisations, that is, 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, and the Pacific Conference of Churches.
4. Organisations affiliated with at least one member church of the WCC through governance.
5. Organisations which were previously part of a member organisation but have become independent (such applications must come with the endorsement of the member organisation).
6. Ecumenical organisations from a country where there are no member churches of either the WCC and/or LWF.

The basic conditions to be a voting member of the ACT Alliance are:

- Voting membership must be approved by the Governing Board.
- A voting member must adhere to the objectives and policies of the ACT Alliance.
- A voting member must pay a membership fee and any other financial obligation as set by the Governing Board.

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.

Only the voting members have a voting right in the General Assembly.

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

- A voting 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 voting 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.

Article 6. Observer Members of the Association

The Association will also have observer members, also to be approved by the Governing Board. The observers will not have voting powers.

The following types of organisations are eligible for observer status to the ACT Alliance:

- Regional ecumenical organisations and national council of churches which do not have their own development or humanitarian assistance programmes (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 of the ACT Alliance).
- Global ecumenical bodies who wish to work closely with the alliance.

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

- Observer membership status must be approved by the Governing Board.
- Observer members must commit to adhering to the Code of Good Practice of the ACT Alliance.
- Observer members must pay an observer annual fee as determined by the Governing Board.

Observer members can attend a General Assembly but have no voting rights.

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

- An observer 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 observer 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.

Article 7. 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.

Article 8. The General Assembly

Composition and resolutions

All voting members of the ACT Alliance constitute the General Assembly. The quorum for the General Assembly will be 50 per cent plus one of the voting membership of the ACT Alliance. Each 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. Unless provided otherwise by the law or the Statutes, the General Assembly passes resolutions and carries out elections by absolute majority of the votes cast.

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

The General Assembly is the supreme governing body of the association and is, in particular, competent:

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 out of 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 the annual audit report, according to the Strategic Plan and the budget framework.
- To approve changes in the Statutes of the ACT Alliance.
- To approve the dissolution of the ACT Alliance.
- To elect the Membership and Nominations Committee.
- To fill other functions mentioned expressly in the present Statutes or the association's By-Laws.
- To deal with other constitutional matters of importance for the association as required.

Calling

The Governing Board has the task of convening the General Assembly and calling the voting members to it with two months advance notice (before the date of the physical meeting or the starting date for the written ballot) by mail or email. The Governing Board may choose either to hold General Assemblies as physical meetings or as written ballots (by email, letter, or fax). General Assemblies may be convened according to need.

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



The convening notice shall state the agenda items, the motions of the Governing Board and of 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] 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 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 days] prior to the date of the physical 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 that of the date of the physical General Assembly/the starting date of the written ballot are not to be counted.

Minutes

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

Article 9. The Governing Board

The Governing Board is composed of up to 19 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 as well as the LWF have a permanent seat, and up to 17 people from different regions with 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 will be 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.

The Governing Board has tasks and responsibilities as outlined in the Mission Statement and By-Laws of the ACT Alliance, and as decided by the General Assembly. It has the overall responsibility for the governance of the ACT Alliance between General Assemblies.

The Governing Board will meet at least once a year between General Assemblies.



Article 10. The Executive Committee

The Executive Committee will consist of up to seven members and all members will be elected from the Governing Board.

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

The General Secretary will be an ex-officio member without voting rights.

The Executive Committee will act between meetings of the Governing Board according to its mandate as outlined in the ACT Alliance Mission Statement and By-Laws.

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

Article 11. The Membership and Nominations Committee

The Membership and Nominations Committee has two broad functions: to advise and make recommendations on membership issues and to prepare slates for election to the Governing Board. Members of the Membership and Nominations Committee are elected by the General Assembly.

Article 12. The ACT Secretariat

The ACT Alliance will have a Secretariat which will facilitate and promote cooperation and coordination between the members. The Secretariat will be run by a General Secretary appointed by the Governing Board. The General Secretary will be accountable to the Governing Board.

Article 13. Representation

The ACT Alliance General Secretary, together with the ACT Alliance Moderator or Vice-Moderator, represents the ACT Alliance, and are signatories of the Association. 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.

Article 14. Finances

The resources of the ACT Alliance are:

- All contributions or donations given by voting members and 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 15. Revision of Statutes

Changes to the Statutes require a 2/3 majority of the votes cast. Before revisions may be decided, proposed changes must be announced in writing to the voting members of the ACT Alliance at least two months in advance.

Article 16. Revision of Mission Statement and By-Laws

The ACT Alliance Mission Statement and By-Laws may be revised by the General Assembly or the Governing Board with a 2/3 vote of the members present.

Article 17. Responsibility

The members of the Association are not responsible for the debts of the ACT Alliance.

Article 18. Dissolution

The ACT Alliance may be dissolved if at least two thirds of the votes of those present in a General Assembly decide so. Before dissolution may be decided, a proposal for dissolution must be announced in writing to the voting members constituting the General Assembly at least two months in advance, and at least fifty per cent plus one of the voting members constituting the General Assembly need to be present. If less than fifty per cent plus one of the voting members are present, an extraordinary General Assembly needs to be called, with at least two months' notice, and again the proposal of dissolution announced in advance of the meeting. In this extraordinary General Assembly, a decision may be taken by two thirds 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 members, nor used to their advantage, entirely or in part, in any manner whatsoever.

