

**STATUTES
OF THE
NGO ALLIANCE
ON
GLOBAL CONCERNS**

as approved by
the founding members
at the Constitutive General Meeting
Geneva, 5 February 2015

NGO ALLIANCE

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NGO ALLIANCE

NGO ALLIANCE ON GLOBAL CONCERNS

VISION

The **NGO ALLIANCE ON GLOBAL CONCERNS** (hereinafter referred to as the NGO Alliance) is a non-profit membership association governed by the present statutes and, secondarily, constituted as an association under Articles 60 to 79 of the Swiss Civil Code.

The NGO ALLIANCE is non-partisan, non-denominational and politically neutral.

MISSION

The NGO ALLIANCE shall pursue the following objectives:

- a) support the values and objectives of the United Nations as stated in its Charter;
- b) provide a platform for civil-society and non-governmental organisations (NGOs) with special competences to independently and collectively engage with the United Nations;
- c) strengthen and support the sharing of NGO expertise and engagement to more efficiently contribute to all areas of the work of the United Nations
- d) facilitate the creation of social and multi-stakeholder Forums for civil society organisations with similar aims to network, to participate in dynamic dialogue, to collaborate on thematic or substantive objectives, to address emerging global issues and to discuss future strategies;
- e) to facilitate participation, consultation, information sharing and networking thereby strengthening effectiveness of NGO participation but with significant and important multiplier effects at the level of NGO outreach to civil society at large.

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STATUTES

PART A: The NGO ALLIANCE ON GLOBAL CONCERNS

Articles of Association

Article 1 - Name and Registered Office

- 1) “**NGO ALLIANCE ON GLOBAL CONCERNS**” (hereinafter referred to as the NGO ALLIANCE) is a non-profit membership NGO Alliance governed by the present statutes and, secondarily, constituted as an NGO Alliance under Articles 60 to 79 of the Swiss Civil Code.
- 2) The NGO ALLIANCE domiciled in the State of Geneva at 37 Chemin de l’Etang, 1219 Chatelaine, Geneva, Switzerland.
- 3) The NGO ALLIANCE is non-partisan, non-denominational and politically neutral.
- 4) The NGO ALLIANCE shall be of unlimited duration.
- 5) The NGO ALLIANCE has an obligation to respect Swiss legislation.

Article 2 - Purpose

- 1) The NGO ALLIANCE, a non-profit membership Association for non-governmental organizations, shall pursue the following objectives:
 - a) to support the values and objectives of the United Nations as stated in its Charter;
 - b) to provide a platform for non-governmental organisations (NGOs) with special competences to independently and collectively engage with the United Nations;
 - c) to strengthen and support the sharing and coordination of NGO expertise and engagement to more efficiently contribute to all areas of the work of the United Nations;
 - d) to facilitate the creation of NGO Forums for civil society with similar aims to network, to participate in dynamic dialogue, to collaborate on thematic or substantive issues to address emerging global issues and to discuss future strategies; and
 - e) to facilitate participation, consultation, information sharing and networking thereby strengthening effectiveness of NGO participation but with significant and important multiplier effects at the level of NGO outreach to civil society at large.
- 2) The NGO ALLIANCE may engage in all activities and take all actions necessary and appropriate to carry out the above objectives.

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PART B: The NGO ALLIANCE MEMBERSHIP

Article 3 – Membership Criteria

- 1) Any NGO may request NGO ALLIANCE membership if they:
 - a) are a NGO in consultative status with the Economic and Social Council (ECOSOC) of the United Nations;
 - b) have demonstrated their dedication to the purpose of the NGO ALLIANCE through their commitments and actions;
 - c) have paid their membership dues; and
 - d) are not employed by the NGO ALLIANCE.
- 2) The founding members as per the NGO ALLIANCE's deed of incorporation are the initial full members of the NGO ALLIANCE.
- 3) Full membership and associate membership commences upon confirmation by the Board.
- 4) Full membership and associate membership ceases on the date on which a member resigns, or is removed, for just cause, from his or her functions, with a right to appeal. Appeals must be lodged within 30 days of the Board's decision being notified.
- 5) Full members and associate members will automatically be suspended from membership after one year of non-payment of dues and will have its membership terminated in case of non-payment of dues over two years. The Board will notify the member six months prior to the termination.
- 6) Full members and associate members may resign from the NGO ALLIANCE at any time by notifying the Board in writing. In all cases the membership fee for the current year remains due.
- 7) Membership ceases in the case of dissolution of the NGO ALLIANCE or of the member organization.
- 8) Members who have resigned or who are excluded have no rights to any part of the NGO ALLIANCE's assets.

Article 4 – Membership Categories

- 1) The NGO ALLIANCE comprises:
 - a) Full Member: NGO in consultative status with the Economic and Social Council (ECOSOC) of the United Nations, is a member in good standing, can join a NGO Forum, has a voting right;
 - b) Associate Member: NGO aligned with the purposes of the NGO ALLIANCE, with

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competences working on thematic or substantive issues related to specific areas of work of the United Nations, is a member in good standing, can join a NGO Forum;

c) Advisory Member: NGO or individual with specific thematic and substantive expertise.

d) Members with Observer status: NGO considering NGO ALLIANCE or NGO Forum membership or visiting NGO.

2) Requests to become a member must be addressed to the Board. The Board admits new members and informs the General Assembly accordingly. Once approved, each member NGO will confirm in writing the person/s that will act as its representative/s

3) Associate, Advisory and Observer status members can not stand in elections and have no voting rights.

Article 5 – Membership Fees

1) The fee structure shall be proposed by the Board and decided and adopted by the General Assembly.

2) The Board will notify members of their fees each year.

3) Each full member and associate member will pay a yearly membership fee.

4) Annual Membership fees are due and payable no later than March 31.

5) Fees for new members who join during the final quarter of the year will be considered as payment in full for the following year.

6)

Article 6 – Resources

1) The NGO ALLIANCE derives its resources from:

a) fees and contributions provided by the full members and associate members;

b) donations, legacies, grants, and other resources allowed by law; and

c) its assets.

2) The funds shall be used in conformity with the NGO ALLIANCE's social aims.

Article 7 – Liability

1) The NGO ALLIANCE's financial obligations shall be satisfied only from its assets.

2) The members of the NGO ALLIANCE shall not be personally liable for the obligations or debts of the NGO ALLIANCE.

PART C: MANAGEMENT STRUCTURE

Article 8. Management Structure

- 1) The corporate bodies of the NGO ALLIANCE are:
 - a) the General Assembly;
 - b) the Board;
 - c) the Treasurer;
 - d) the Auditor as per Art.10 para. i) and Art. 16 para. 3); and
 - e) other ad hoc or standing bodies as decided upon under the authority of the present Statutes.

The General Assembly of Members

Article 9 - Constitution of the General Assembly

- 1) The General Assembly of Members is the NGO ALLIANCE's supreme authority. It is constituted of all the NGO ALLIANCE's full members in good standing.
- 2) The General Assembly shall be considered valid regardless of the number of (full) members present.
- 3) Associate and Advisory Members are welcome to attend the General Assembly.

Article 10 – Functions of the General Assembly of Members

The General Assembly has responsibility for the NGO ALLIANCE's programmes and policy reviews and shall have the following powers:

- a) to elect, ad minima, the President, Treasurer and Secretary or, to dismiss same, for just cause;
- b) to adopt amendments of the Articles of NGO ALLIANCE;
- c) to decide and adopt members' fee structure proposed by the Board;
- d) to review membership categories;
- e) to adopt a triennial and strategic programme formulated by the Board;
- f) to receive and review annual reports from the Board, the audit and available financial reports;
- g) to approve and to vote on their adoption and discharge the members of the Board from all liabilities;
- h) to approve the budget;

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- i) to appoint a professional auditor when the budget exceeds CHF 75'000 per year;
- j) to review NGO Forum reports;
- k) to dissolve Forums, committees working groups, task forces; and other bodies;
- l) to consider such resolutions as may be submitted by (full) members and to pass resolutions on matters which are by law or by the Articles of NGO ALLIANCE reserved to the General Assembly or validly submitted to it by the Board; and
- m) to decide on the dissolution of the NGO ALLIANCE.

Article 11 – Meetings of General Assembly – Quorum

- 1) The General Assembly shall convene at least once in every three calendar years. The Board will decide on the date and place of such meetings.
- 2) The General Assembly shall be considered valid regardless of the number of members present.
- 3) No later than twenty calendar days prior to the day of the ordinary General Assembly all full and associate members are informed of the meeting, the place, time and the items of the agenda as well as any proposed resolutions and the motions for consideration, if any.
- 4) The Board's annual report and the auditors' report shall be made available to the members for inspection.
- 5) Meetings will be presided over by the President or, in the case of his/her inability, by another Board member in attendance. The chairperson of the meeting will have the casting vote.
- 6) Whenever possible, arrangements are to be made for those not present to attend meetings by telephone conference call.
- 7) Decisions/votes are normally conducted by a show of hands and by voice from those present and attending via conference call and by those represented by proxy.
- 8) If requested by at least five (full) members, a vote can also take place by secret ballot, provided it is technically possible.
- 9) Except as otherwise specified by the Statutes, all decisions shall be taken by a simple majority of the (full) members present. The representatives of a majority of (full) members shall constitute a quorum at a meeting of the General Assembly.
- 10) Absentee /proxy voting is accepted providing the letter is on official letterhead or via electronic mail from official email address and is received by the date set by the Officers. Each member organisation is allowed to represent a maximum of three member organisations
- 11) Each (full) member organization can send a delegation of a maximum of five (5)

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representatives to any meeting of the NGO ALLIANCE. The organization designates their head of delegation to speak on its behalf.

12) A majority of (full) members may call for a General Assembly without observing the prescribed formalities if:

- a) the absolute majority is required of all (full) members present in person or by tele-conference call;
- b) all items within the powers of the General Assembly may validly be discussed and decided upon at such a meeting; and
- c) timetable and requirements as per Art. 11 para. 2).

Article 12 – Elections and Voting

1) Elections of the NGO ALLIANCE President, Treasurer and Secretary shall be held once every three years.

2) Each (full) member organization is entitled to cast one vote.

3) No member may hold more than one elected office on the Board.

4) Each NGO may have one representative on the Board.

5) Self-nominations and self-voting by a member is not valid. A member may abstain from a vote.

6) Proxy voting is accepted providing the letter is on official letterhead or via electronic mail from official email address and is received by the date set by the Officers. Each member organisation is allowed to represent a maximum of three additional member organisations.

7) Members of the Board may be re-elected.

8) The members of the Board serve in their personal capacity, supporting the Board activities on the basis of their individual knowledge and experience.

9) Each member of the Board shall serve for a three-year term following his/her election, such term ending on the day of the General Assembly.

10) No later than thirty calendar days prior to the day of the General Assembly the Board shall invite and appoint three members to an "Election Committee". Members on the Election Committee can not nominate nor vote.

11) No later than thirty calendar days prior to the day of the General Assembly the Board shall invite nominations, within a fixed deadline, for election to the Board and present the Election Committee.

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- 12) Nominations must be proposed by a full member and seconded by at least two other full members.
- 13) The written consent of the nominated member must be received by the Nominations Committee not later than the deadline for nominations.
- 14) Each full member may nominate three individuals, one each for President, Secretary and Treasurer.
- 15) When nominations have been received, the Election Committee will ask the nominated person to confirm in writing (by a fixed deadline) that they consent being nominated for a specific position.
- 16) No later than 15 calendar days prior to the General Assembly, the list of valid nominations of the eligible full members will be circulated to all full members and posted on the NGO ALLIANCE's website, together with information pertaining to the General Assembly.
- 17) At the General Assembly the express consent of the elected Board member/s is required.

The Board

Article 13 – Composition - Election Term – Meetings

- 1) The Board is composed of, ad minima, the NGO ALLIANCE President, Treasurer, Secretary and, a Representative designated by each Forum, who all must be full members of the NGO ALLIANCE.
- 2) In the event that an elected officer is unable to complete his/her term of office, the Board shall appoint till the next General Assembly meeting his/her successor from among its members by an absolute majority of the elected members of the Board.
- 3) The members of the Board act voluntarily and will not receive a compensation for such voluntary office. With previous agreement of the Board, they will be reimbursed for any out-of-pocket expenses reasonably incurred.
- 4) Board meetings may be called orally or in writing, including with or without an agenda, to the extend the articles of NGO ALLIANCE do not provide for differently. Board meetings may also be held by way of telephone and/or video-conference.
- 5) Board decision shall be taken by a majority of Board members present and are normally conducted by a show of hands or electronically.

Article 14 – Functions of the Board

- 1) The Board is authorized to carry out all acts that further the purposes of the NGO ALLIANCE. It has the most extensive powers to manage the NGO ALLIANCE's day-to-day affairs.
- 2) The Board's role is to ensure the NGO ALLIANCE is aligned to its purposes and to monitor and provide consistency and efficient execution of policy, programmes, advise and strategic planning within the scope of its annual budget and, to take the appropriate measures to achieve the goals of the NGO ALLIANCE.
- 3) The Board shall perform, inter alia, the following functions:
 - a) to ensure preparations for the meetings of the General Assembly, including the establishment of an Election Committee for the purpose of preparing the election of a new Board by the General Assembly;
 - b) to accept and submit draft resolutions received from (full) members for consideration at the General Assembly;
 - c) to establish any necessary by-laws in accordance with the Articles for adoption at the General Assembly;
 - d) to formulate and develop a draft for the triennial and strategic programme and budget, subject to the approval of the General Assembly (Article 10 clause para. e) h);
 - e) to prepare a budget, the financial and annual report on the activities of the NGO ALLIANCE;
 - f) to oversee, implement, facilitate and monitor the annual and triennial and strategic programme;
 - g) to convene a General Meeting if and when necessary;
 - h) to promote the work and membership of the NGO ALLIANCE and receive contributions and donations, and raise funds from such sources as it deems appropriate;
 - i) to propose membership fees, manage admission of new members, of resignation and of possible expulsion of members for non-payment of fees or for good cause, as established by the Board;
 - j) to establish or suspend NGO Forums, or any other necessary committees, working groups or task forces;
 - k) to define terms of reference for the NGO Forums and for or any other necessary committees, working groups or task forces;
 - l) to consider any concerns and needs related to NGO Forums; and
 - m) to prepare a Procedures Handbook.
- 4) If required, the NGO ALLIANCE may hire staff (who need not be members) to aid with duties to assist in fulfilling the mission of the NGO ALLIANCE.

Thematic NGO Forums

Article 15 – Thematic NGO Forums

- 1) Thematic NGO FORUMS are spaces for open discussion and expression of ideas to strengthen participation, consultation and support the sharing and coordination of NGO expertise and engagement to more efficiently contribute to all areas of the work of the United Nations.
- 2) The NGO FORUMS on substantive issues can be established by at least five members in consultative status with the Economic and Social Council (ECOSOC) of the United Nations.
- 3) NGO FORUMS are networks of NGOs with similar aims and with special competences to collaborate on substantive issues to address global issues and to discuss future strategies for a strengthened and more effective NGO participation at the United Nations, according to Article 71 of the Charter of the United Nations, as well as ECOSOC Resolution 1296 (XLIV) of 23 May 1968 and 1996/31.
- 4) All members of NGO FORUMS have to be full or associated members of the NGO ALLIANCE.
- 5) The establishment and participation in the work of a NGO FORUM requires:
 - a) NGO activities and mandate to be connected to the work of the United Nations;
 - b) for its work to be consistent with the purpose and Rules of the NGO ALLIANCE;
 - c) to hold periodic elections of officers for the creation a Steering Committee comprised of, at least, a Chair, a Secretary and a Treasurer (if yearly subscription fee is levied);
 - d) to hold a minimum of four meetings per year;
 - e) the setting (optional) of an annual subscription fee from its members;
 - f) meeting records (agenda/minutes) and annual financial reports to be made available yearly to its membership and to the NGO ALLIANCE's Board. Report guidelines will be provided by the NGO ALLIANCE's Board.
 - g) if above points (2, 4 and 5 a-f) can be fulfilled, then participating NGOs send a request to the Board requesting the establishment of a thematic NGO Forum.
- 6) NGO FORUM representation on the NGO ALLIANCE Board:
 - a) each NGO Forum appoints a representative from their Steering Committee to the NGO ALLIANCE Board;
 - b) the Board will be informed in writing of the name of the NGO FORUM's representative;
 - c) each NGO FORUM representative has one vote; and
 - d) each NGO FORUM representative sits on the Board in accordance with their own election timetable.

PART D: VARIOUS PROVISIONS

Article 16 – Language

The official language of the Association is English

Article 17 – Financial Year and Accounting

- 1) The accounts of the Association will be established on December 31 each year, and for the first time on 31 December 2015.
- 2) Accounts, as well as all supporting documents, must be kept for a minimum of ten years.
- 3) It is recommended to appoint a professional auditor when the budget exceeds CHF 75'000 annually.
- 4) Unless tax-exempt, the Association is required to pay Value Added Tax (VAT) as soon as its annual turnover exceeds CHF 75'000.

Article 18 – Legal Representation

NGO ALLIANCE documents will be considered official if signed by two of the three signatories, e.g. by the joint signatures of the President and of the Treasurer or of the President and the Secretary.

Article 19 – Representation of Views

Members retain their independence and the NGO ALLIANCE does not take position or speaks on substantive issues on behalf of its members.

Article 20 – Amendment of Statutes

The Statutes may be amended in accordance with the following procedure:

- a) a proposal for amendments shall be submitted in writing to the Board, either by a full member or by the Board, not later than thirty (30) days before the General Assembly;
- b) any such proposal shall be submitted in writing to all (full) members at least twenty (20) days prior to the General Assembly;
- c) amendments adopted by the (full) members present and represented enter into effect at the close of that General Assembly.

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Article 21 – Dissolution

- 1) The NGO ALLIANCE can be dissolved by a two-thirds majority of the members.
- 2) In case of dissolution of the NGO ALLIANCE, the Board shall proceed to its liquidation.
- 3) After settlement of all liabilities, the surplus assets will be entirely attributed to organisations pursuing an objective of public interest similar to that of the NGO ALLIANCE and benefitting from a tax exemption.
- 4) In no case will the assets be returned to the founding members nor used to their advantage.

Article 22 – Entry into Force

The founding members have adopted the present Articles of the NGO ALLIANCE ON GLOBAL CONCERNS.

The present Articles of NGO ALLIANCE have entered into force today:

Geneva, 5 February, 2015

On behalf of the founding members:

Fawzia Al-Ashmawi

Ursula Barter-Hemmerich

Amir Hashom

Joyce Jett

Florian Kock

Rudolf Schneider

Mintze van der Velde

Vita de Waal