



THE CONSTITUTION

2009

This is the constitution of ActionAid International as amended by the 2010 and 2014 AAI AGM

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ActionAid International Constitution

Prologue

- (a) The origin of ActionAid International's (AAI's) commitment to transforming the ActionAid Alliance into an international organization, governed and managed with vision and leadership and made up of people from all regions where ActionAid works, can be found in the recognition that in the fight against poverty and injustice the Association can have greater impact when the members of the Association are able to act together, in coalition and partnership with others, at all levels from local to national to global.
- (b) The structures that reinforce inequality, injustice and poverty are all closely intertwined across geographical and cultural boundaries. Traditionally funded by goodwill from the north, Non-Governmental Organization (NGO) development projects, whilst producing positive outcomes at local levels, are certainly not sufficient to eradicate poverty or to ensure human rights of people living in poverty and excluded people and often are not sustainable. NGOs have not been able to address the causes of massive and increasing poverty, inequality and injustice. The solution lies in a global movement, led by people living in poverty and excluded people, for action against poverty and injustice that cuts across national and south-north boundaries.
- (c) The Association represents a structural transformation in the creation of a new organization of Affiliate Members and Associate Members governed by an Assembly of Members and a Board and supported by a Secretariat. It also involves a cultural transformation through the development and sharing of a unifying core values, common vision, mission, identity, strategies and systems for collective and determined action across organizational and national boundaries.
- (d) The conversion of ActionAid International from a foundation into an Association is also ActionAid International's response to the changing external context of the work. ActionAid International must respond to the changing nature and causes of poverty and injustice and be responsive to the ways in which international powers are organized and behave. In order to be relevant, effective and responsive in the fight against poverty and injustice, ActionAid International must act as one organization in solidarity with people living in poverty and excluded people and others.
- (e) In order to be relevant, effective and responsive in the fight against poverty and injustice, AAI

must act as one organization in solidarity with people living in poverty, excluded people and others, and commits to:

- (i) Improve ActionAid International's performance and impact in the fight against poverty and injustice;
- (ii) Deepen ActionAid International's accountability to the people, communities and countries where ActionAid International works both in the north and the south;
- (iii) Deepen ActionAid International's presence, voice and influence to bring about changes in attitudes, policies, cultures and practices in favour of people living in poverty and excluded people;
- (iv) Raise funds and support for ActionAid International's work from donors, the general public, identified groups and communities as well as from governments and private organizations;
- (v) Develop and strengthen ActionAid International's Affiliate Members, Associate Members and Country Programmes as well as partners, coalitions, alliances and networks for effective solidarity linkages and collective action;
- (vi) Strengthen ActionAid International's identity, profile, status and unity, while respecting diversity, through shared values, vision, mission, strategies, standards and systems;
- (vii) Develop and maximize the utilization of skills, knowledge and capacity of ActionAid International's internal human resources and relationships across the whole organization for increased synergy and to avoid unnecessary duplication.

Article 1

Name and place of registration

The name of the Association is ActionAid International.

The Association was incorporated under Dutch law as a foundation, which foundation was converted into an association by deed executed before Mr Johannes Borren, notaris in Amsterdam, on the second day of June two thousand and nine. The Association is a not for profit entity.

The registered seat of the Association is The Hague, The Netherlands.

Article 2

Federation

Through their membership of the Association, the Members form a Federation comprised of a number of self-governing organizations brought together by a central international structure and by shared values, vision and mission.

The core principles of the Federation capture the essence of the Association's federal governance model and should be the primary guide for how governance is practiced. The application of these principles requires that Members, the Board and staff respect diversity, taking into account national and regional diversity and the individual natures and characteristics of Members. To ensure greatest impact and accountability, and reduce overlap and unnecessary cost, there is a limit of one Member per country. Noting that the country unit is the primary strategic unit and national territory and autonomy should be respected, mutual respect for decision-making should be present at each level. This calls for clear allocation of defined responsibilities between the two levels of governance - international and national.

The federal principles are:

1. **Equality:** Acknowledging that Affiliate and Associate Members are afforded some different rights and privileges, as part of the Association's commitment to internal democracy and representation, all Members are equal in their potential to contribute to the Association, its vision and mission, regardless of whether they raise funds, advance programmes or both. Money and power are not linked, and all types of contributions (financial and non-financial) are equally valued.
2. **Interdependence:** All parts of the Federation can only accomplish their shared mission by working together. Although Member organizations might be legally independent, they cede some powers to the international level which works to advance the common good of the Federation.
3. **Accountability:** This includes accountability of various parts of the Federation to one another, and to external stakeholders. It means that people and units are held responsible for behaving in a manner that is consistent with AAI's vision, mission and values.
4. **Subsidiarity:** Decision-making power should remain as close as possible to those it affects and should not be blocked by bureaucracy, while deterring unilateral decisions that could adversely affect other Members or the Association.

Article 3

Values

The Association, its Members and Country Programmes shall operate and abide by the following core values:

1. MUTUAL RESPECT, requiring them to recognise the innate worth of all people and the value of diversity;
2. EQUITY AND JUSTICE, requiring them to work to ensure equal opportunity for everyone, irrespective of race, age, gender, sexual orientation, HIV status, color, class, ethnicity, disability, location or religion;
3. HONESTY AND TRANSPARENCY, being accountable at all levels for the effectiveness of their actions and open in their judgements and communications with others;
4. SOLIDARITY WITH PEOPLE LIVING IN POVERTY AND POWERLESS AND EXCLUDED PEOPLE shall be the only bias in their commitment to the fight against poverty;
5. COURAGE OF CONVICTION, requiring them to be creative and radical, bold and innovative – without fear of failure – in pursuit of making the greatest possible impact on the causes of poverty;
6. INDEPENDENCE from any religious or party-political affiliation;
7. HUMILITY in their presentation and behaviour, recognizing that they are part of a wider alliance against poverty.

Where any conflict arises between a Resolution of the Assembly and the law of a Members' Territory, these values shall be the basis from which AAI resolves such conflict with the Member, adhering to prescribed dispute resolution procedures as set out in the Membership Regulations.

Article 4

Objects of the Association

The Association has only public interest objects as follows:

1. to eradicate poverty and injustice throughout the world;
2. to educate and engage the public concerning the causes, effects and means of eradication of such poverty and injustice;
3. to strengthen the capacity and action of people living in poverty, excluded people and their organizations and movements to assert their rights and overcome the causes and consequences of poverty and injustice; and
4. such other purposes for the public interest as the Assembly may determine by Special Resolution.

Article 5

Definitions

Affiliate Member means any organization that is admitted by the Assembly in accordance with Article 8;

Annual General Meeting means the annual meeting of the Assembly as set forth in Article 15;

Article means an article of this Constitution;

Assembly means the highest governing body of the Association comprising all Members as set forth in Article 13;

Assembly Convener means the convener of the Assembly elected under Article 14;

Assembly Meeting means a meeting of the Assembly as set forth in Article 15;

Associate Member means any organization that is admitted by the Assembly as an Associate Member in accordance with Article 8;

Association means the federal, collective and umbrella organization called ActionAid International, including all Members, the Assembly, the Board, the Secretariat and Country Programmes;

Board means the board of the Association entrusted with the governance of the Association by the Assembly;

Board Committee means a committee of the Board established under Article 25;

Board Member means a member of the Board;

Chair means the chairperson of the Board elected under Article 22;

Chamber of Commerce means the Chamber of Commerce of The Hague, The Netherlands;

Chief Executive means the chief executive of the Association appointed under Article 20;

Country Programme means a branch of AAI or of a Member.

Emergency Motion means an Ordinary Motion which could not have been formulated and submitted before the closing date for Ordinary Motions and is submitted in accordance with Article 16;

Extraordinary Assembly Meeting means an Assembly Meeting called by the Board in accordance with Article 15;

Federation means Association as defined in this Constitution;

Governance Manual means the governance manual adopted by the Board in accordance with Article 20;

Member means a Member of the Association as described in Article 8;

Membership Regulations means the ActionAid International Membership Regulations adopted by the Assembly in June 2009, as amended from time to time;

Motion means a proposal for a Special Resolution or an Ordinary Resolution as set forth in Article 16;

Ordinary Motion means a proposal for an Ordinary Resolution as described in Article 16;

Ordinary Resolution means a resolution of the Assembly that can be passed by a majority of the Votes Cast at an Assembly Meeting as set forth in Article 16.1;

Policies means guiding principles and fundamental rules reflecting the Association's core values and strategy and having an impact on the Association's future course of action by guiding Associate and

Affiliate Members, staff and collaboration in the Association;

Procedures are the operationalization of Policies that are to be followed in the Association subject to the federal principle of subsidiarity as set forth in Article 2;

Regulations means regulations that can be adopted by the Assembly in accordance with Article 36;

Representative means an individual chosen by the board of a Member to represent it at Assembly Meetings in accordance with Article 8;

Secretariat means the multi-locational management structure of the Association as set forth in Article 30;

Special Motion means a proposal for a Special Resolution as described in Article 16;

Special Resolution means a resolution of the Assembly as described in Article 17 and passed by a majority of not less than two-thirds of the Votes Cast at an Assembly Meeting;

Territory means the country or countries in which a Member is registered and is authorized to work by the Association.

Treasurer means the officer of the Board elected under Article 22;

Vice Chair means the officer of the Board elected under Article 22.

Votes Cast means all the votes, for or against a Motion or with regard to elections and any abstentions, noting that any abstention shall not count toward the outcome of a vote.

Written Resolution means a resolution written, signed or authenticated by all Members who are entitled to attend and vote at an Assembly Meeting.

Article 6

Activities

To further its objects the Association may:

1. Operate human rights based anti-poverty programmes;

2. Build and strengthen public constituencies and solidarity movements throughout the world;
3. Advocate, influence and campaign throughout the world;
4. Fundraise and accept donations, legacies and bequests from public, private, government and official sources throughout the world;
5. License and sub-license the use of names and logos and, in particular, the names ActionAid and ActionAid International subject to pre-existing restrictions;
6. Manage a treasury function; receive, hold, invest, administer and distribute funds;
7. Coordinate, facilitate and manage the implementation of the Association's values, vision, mission, strategy, Policies, Procedures, standards and systems;
8. Develop Policies and Procedures to be carried out by the Association, Members and Country Programmes;
9. Provide support, services and advice to Members and Country Programmes;
10. Acquire or lease any real or personal property and any rights or privileges and construct and maintain, alter and furnish any buildings;
11. Subject to Article 26, engage and pay employees and professional or other advisers and make appropriate provision for payment of pensions and other retirement benefits to or on behalf of employees and their spouses or partners and child dependents;
12. Subject to any consent required by law, borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds;
13. Do all such other activities as may further the Association's objectives.

Article 7

Resources

The Association's resources shall consist of:

1. grants, donations, legacies and bequests;

2. contract services income;
3. contributions from Members; and
4. all other assets, income and receipts.

Article 8

Members

1. Such organizations as are admitted to membership in accordance with this Constitution shall be Members of the Association.
2. The Members of the Association shall be either:
 - a. Affiliate Members; or
 - b. Associate Members.
3. The Board shall maintain a register for Affiliate Members and Associate Members, including their names, addresses, Representatives and date of admission to membership.
4. Where organizations have met the criteria for membership in accordance with Article 9, the Assembly shall have the power to admit organizations as Members. Nonetheless, membership may be denied where in the reasonable opinion of the Assembly this is against the interests of the Association.
5. The Assembly may adopt Regulations regarding, inter alia, the procedures for admission to membership and the procedure of transition from Associate Member to Affiliate Member.
6. The Association will have only one Member from any country.
7. Each Member shall appoint its own named Representative from amongst the members of its board and shall formally inform the Assembly Organizing Committee and the Chief Executive of that appointment. The Representative can represent the Member in the Assembly so long as she or he is still a member of the Member's board. The Member has the right to appoint, withdraw or replace its Representative at any time on reasonable notice. The Representative of each Member shall be noted in the register of Members.

8. If the Representative is elected to the Board, the Member shall appoint a new Representative.
9. Each Member shall ensure that it is at all times legally registered according to the laws of its Territory, operating as a not for profit entity, with objects falling within those of ActionAid International.
10. Membership shall not be transferable.

Article 9

Criteria for membership

The criteria for membership require:

- (a) Shared purpose and impact: The organization displays an active commitment to human rights, justice, equity and the eradication of poverty and exclusion and demonstrates its values, vision and mission are in alignment with those of the wider AAI.
- (b) The organization is legally registered in the country and has a satisfactory record of operation.
- (c) The organization displays actions that are consistent with the Federation's governance standards.
- (d) The organization exhibits adequate and independent financial and management integrity and capacity.
- (e) The organization exhibits adequate human resources integrity and capacity.
- (f) The organization has independence from a management perspective, from any one private individual, company or institution other than the Association and its Members.
- (g) The organization has a public engagement, constituency or support base.

Article 10

Maintenance of membership

In addition to the criteria mentioned in Article 9, the Assembly may adopt Regulations in accordance with Article 36, as to additional requirements a Member will need to comply with to continue to remain a Member of the Association, how its compliance with the Constitution and

Regulations will be assessed and adjudicated upon and what sanctions may be imposed, including expulsion or suspension from membership, suspension of the Member's rights and any financial sanctions.

Article 11

Termination of membership

1. Membership shall cease:
 - a. on expiry of a notice of termination given by the Member as set out below;
 - b. on expiry of a notice of termination given by the Association as set out below; or
 - c. in the event of expulsion as set out below.
2. An Associate Member can terminate its membership by giving written notice to the Board that shall take effect on the date three (3) months after the notice is received by the Association.
3. An Affiliate Member can terminate its membership by giving written notice to the Board that shall take effect at the end of the financial year succeeding the year in which the notice of termination was received by the Association, unless all termination requirements as set out in the Membership Regulations are met sooner, in which case, by mutual agreement of the Board and the Affiliate Member, termination may take effect at this sooner date.
4. Membership shall end immediately:
 - a. if it cannot be reasonably expected of a Member to continue membership by a Member serving written notice on the Association; or
 - b. if it cannot be reasonably expected of the Association to continue membership by the Assembly serving written notice on the Member.
5. Membership may be terminated (opzegging) by a Special Resolution of the Assembly if the Member has stopped complying with the requirements stated in the Constitution and the Regulations. The termination shall become effective at the end of the financial year succeeding the year in which the Assembly passed the resolution, unless all termination requirements as set out in the Membership Regulations are met sooner, in which case termination may take effect at this sooner date.
6. Expulsion (ontzetting) may only be ordered if a Member is in serious breach of the

Constitution or Regulations or prejudices the Association in an unreasonable manner. Expulsion of a Member may be ordered by the Assembly. Where a Member is expelled, all rights and privileges pertaining to the Member with regard to the Association, as provided in the Constitution, may be fully suspended and they may formally cease to be a Member of the Association when all termination requirements as set out in the Membership Regulations have been met.

7. In the case of termination or expulsion of membership by the Assembly as set out above, the Member concerned shall be notified of the relevant Special Motion and the reasons on which it is based at least sixty (60) days before the meeting of the Assembly at which the Special Resolution will be proposed. The Member shall be given a reasonable opportunity of being heard by the Assembly.

Article 12

Official organs of the Association

The organs of the Association are:

- (a) The Assembly;
- (b) The Board;
- (c) The Secretariat.

Article 13

The Assembly

1. There shall be an Assembly of the Association comprising the Affiliate Members and Associate Members.
2. The Assembly shall have the following powers and functions:
 - (a) To approve the Association's values, vision and mission.
 - (b) To approve the Association's overall direction and strategy.
 - (c) To approve the Association's logo and trademarks.
 - (d) To engage in and contribute to the development of Procedures developed within the framework of the strategy.
 - (e) To appoint the external auditors.
 - (f) To approve criteria for membership.
 - (g) To approve the Association's annual report with audited aggregated accounts at its

Annual General Meeting.

- (h) To approve the Association's resource allocation framework and long term financial plan.
 - (i) To approve the Association's governance structures, Policies and standards.
 - (j) To elect the Chair of the Board.
 - (k) To elect at least two thirds of the Board Members in accordance with Article 21.
 - (l) To make binding decisions in relation to any dispute with and complaint against the Board.
 - (m) To remove Board Members, irrespective of by whom they have been elected.
 - (n) To elect members of the Assembly's committees and remove them in accordance with this Constitution and the Regulations.
 - (o) To approve Members.
 - (p) To make binding decisions relating to Members' compliance in accordance with this Constitution and the Regulations.
 - (q) To amend the Constitution and to adopt and amend Regulations.
 - (r) To approve any expansion of the Association's long term work into countries where the Association is not represented by a Member.
 - (s) To dissolve, merge, split-off or change the legal identity of the Association.
 - (t) To ensure accountability to people living in poverty and excluded people and communities that the Association, the Members and Country Programmes work with.
 - (u) To ensure accountability to supporters, donors and other stakeholders that the Association, the Members and Country Programmes work with.
 - (v) To review itself.
 - (w) To guide, supervise and approve reports presented by the Board.
3. Where any conflict arises between a Resolution of the Assembly and the national law of a Members' Territory, the Association's values as described in Article 3 shall be the basis from which AAI resolves such conflict with the Member, adhering to prescribed dispute resolution procedures as set out in the Membership Regulations.

Article 14

The Assembly Convener

1. The Assembly Meetings shall be chaired by the Assembly Convener.
2. The Assembly Convener shall be elected annually by the Assembly at the Annual General Meeting and shall hold office from the end of that Annual General Meeting up to the end of the following Annual General Meeting.

3. The Assembly Convener shall not be a member of the Board.
4. If the Assembly Convener is not present at an Assembly Meeting, the Assembly shall elect a new Assembly Convener.

Article 15

Assembly Meetings

1. The Association shall hold an Annual General Meeting no later than six months after the end of each financial year.
2. All meetings other than the Annual General Meeting shall be Extraordinary Assembly Meetings.
3. The Board shall call an Extraordinary Assembly Meeting on receiving a requisition to that effect, signed by a number of Members representing at least ten percent (10%) of the votes of all Members.
4. Length of notice
The first announcement of the date and place of the Annual General Meeting shall be at least 4 months before the Annual General Meeting takes place.
5. All Assembly Meetings shall be called by either:
 - a. at least twenty-eight (28) clear days' notice; or
 - b. shorter notice if it is so agreed by a majority of the Affiliate Members having a right to attend and vote at that meeting.
6. Contents of notice
Every notice calling an Assembly Meeting under Article 15.5 above shall specify the place, date and time of the meeting, whether it is an Annual General Meeting or an Extraordinary Assembly Meeting, and the general nature of the business to be transacted. If a Special Resolution is to be proposed, the notice shall specify it.
7. Service of notice
Notice of Assembly Meetings shall be given to every Member, to every Country Programme, to the Board, to the Chief Executive and to the auditors of the Association.

8. Manner of serving notice

Notice of Assembly Meetings shall be served in accordance with Article 33 by the Assembly Convener.

9. Quorum

No business shall be transacted at any Assembly Meeting unless the quorum has been reached. The quorum shall be Representatives of fifty percent (50%) of the total number of Members.

10. If a quorum is not present within two hours from the time appointed for the meeting, a second meeting shall be convened, observing a term of notice of at least thirty (30) days, at which, if a quorum is present, the Assembly may only consider Motions that were to be considered at the original meeting.

11. Attendance

The Board and the Chief Executive and, at the Board's or Chief Executive's request, members of the staff of the Association shall attend Assembly Meetings as non-voting participants, unless the Assembly decides otherwise.

12. Adjournment

The Assembly Convener may, with a resolution of the Assembly consenting to the adjournment adopted with the quorum present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.

When an Assembly Meeting is adjourned for fourteen (14) days or more, at least seven clear days' notice shall be given specifying the time, date and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

13. Voting rights and procedures

Every Affiliate Member shall have two votes and every Associate Member shall have one.

14. Associate Members have no voting rights on Motions for the admission of Affiliate Members.

15. On all matters put to the vote resolutions shall be passed by a simple majority of the Votes Cast unless otherwise specified in the Constitution.

16. Representatives should make all reasonable efforts to physically attend and vote at Assembly Meetings. Subject to prior agreement with the Assembly Convener, Representatives prevented from attending the meeting by circumstances outside their control may vote on Motions and elections by electronic, telephone or other remote means. Such Representatives should listen to any debate regarding Motions through remote means. They do count towards the quorum.
17. When there is a tie on the election of people there will be a re-election at short notice in a way to be decided by the Assembly Convener. The Assembly Convener shall not be entitled to a casting vote.
18. The Assembly Convener decides on the way in which the voting shall be carried out in Assembly Meetings, subject only to the requirement that when an election takes place, it shall be done by secret ballot. The result of the vote as announced by the Assembly Convener is decisive.
19. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Assembly Convener whose decision shall be final and binding.
20. Written Resolutions
The Assembly may pass a resolution outside an Assembly Meeting by Written Resolution.
21. A proposal for a Written Resolution may be put forward by a Member or the Board.
22. The resolution shall be approved by consensus of all Members in writing, provided the Board has been given advance knowledge.
23. A copy of the proposed Written Resolution must be sent to every Member together with a statement informing the Member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse.
24. A Member signifies its agreement to a proposed Written Resolution when the Assembly Convener receives from it an authenticated document identifying the resolution to which it relates and indicating its agreement to the resolution.
 - a. If the document is sent to the Assembly Convener in hard copy form, it is authenticated if it bears the signature of the Representative of the Member involved.

- b. If the document is sent to the Association by electronic means, it is authenticated if the identity of the Member is confirmed in a manner specified by the Assembly Convener.

Article 16

Motions

1. Ordinary Motions are Motions of Members or the Board with regard to resolutions of the Assembly that can be passed by simple majority of the Votes Cast. Ordinary Motions can be submitted by the Board or any Member.
2. Special Motions are Motions of Members or the Board with regard to any Special Resolution in accordance with Article 17. Special Motions can be submitted only by the Board, or by any Affiliate Member supported by at least forty percent (40%) of all Members.
3. Motions, regardless of whether they are submitted by a Member or the Board, shall be sent to the Assembly Convener and Chief Executive at least seventy-five (75) days before the Assembly Meeting. All Motions should be accompanied by an explanatory note.
4. Motions received after the closing date for the receipt of Motions will be accepted if they are considered to be Emergency Motions which could not have been formulated and submitted before the closing date. Emergency Motions must be supported for consideration by at least forty percent (40%) of the votes of all Members. Any Emergency Motion shall be submitted to the Assembly Organizing Committee.

Article 17

Special Resolutions

The following resolutions of the Assembly shall be passed by a majority of not less than two-thirds of the Votes Cast:

- (a) amendment of this Constitution;
- (b) amendment to logo and trademarks of the Association;
- (c) admission of any entity as an Associate Member of the Association;
- (d) termination or expulsion of any Member;
- (e) dissolution of the Association;
- (f) removal of Board Members; and
- (g) adoption or amendment of Regulations regarding membership as set forth in Article 10.

Article 18

Minutes

1. The minutes of each Assembly Meeting shall be signed by the Assembly Convener for the Assembly Meeting concerned and sent to all Members, Country Programmes and the Board.
2. Objections or corrections to the minutes must be lodged with the Assembly Convener for the Assembly Meeting concerned within three (3) months of the minutes being distributed. The Assembly Convener for the Assembly Meeting concerned shall decide whether to allow the objections or corrections in the minutes and then shall circulate the finalized minutes.

Article 19

Assembly Committees

1. At each Annual General Meeting the Assembly may establish the following committees, with a mandate that continues until the end of the following Annual General Meeting:
 - (a) The Assembly Organizing Committee;
 - (b) The Election Committee.
4. The Assembly may adopt terms of reference as to the duties, qualifications, composition and procedure of the committees. The Assembly may, if it considers it desirable, establish other committees of a temporary or non-temporary nature.

Article 20

Board

1. The Board shall consist of at least seven (7) and at most thirteen (13) natural persons including the Chair, Treasurer and Vice Chair.
2. The Board is the board of the association as meant in the Dutch civil code. The Board is vested with the responsibility for the governance of the Association and shall exercise the powers and functions assigned to it by this Constitution, by the Regulations made under this Constitution, and by resolution of the Assembly.
3. Without prejudice to the generality of the foregoing, the Board shall exercise the following

powers and functions:

- (a) Oversight of its own, Members' and Country Programmes' compliance with and progress against the Association's Constitution, Regulations, strategies, Policies and standards.
 - (b) Approval of and oversight of the Association's Procedures;
 - (c) Approval and oversight of the Association's plans and budgets within the resource allocation framework and long term financial plan approved by the Assembly.
 - (d) Supervision of preparation of the Association's reports which will include audit reports.
 - (e) Recommendation of the international strategy to the Assembly for approval.
 - (f) Appointment, performance review and termination of appointment of the Chief Executive.
 - (g) Approval of the Board Committees' terms of reference and the appointment, renewal and removal of their members.
 - (h) Registration of Country Programmes.
 - (i) Provisional approval of expansion into countries in which no Member is registered.
 - (j) Approval of proposals for organizations to start the process of becoming Associate Members.
 - (k) Review of Associate Members for Affiliate Member status.
 - (l) Proposal and drawing up of annual reports and aggregated accounts.
 - (m) Presentation of annual report to the Assembly for approval.
 - (n) Presentation of audit reports to the Assembly for approval.
 - (o) Oversight of the Association's risk assessment and management.
 - (p) Approval of the Association's representation on the boards of Members.
 - (q) Approval of amendments to the constitutions of Members that affect their relationship with the Association.
 - (r) Management of grievances against the Chief Executive.
 - (s) Management of complaints against Members.
 - (t) Appointment of the first members of boards of Associate Members established to carry on activities of Country Programmes, insofar as applicable.
 - (u) Proposal of matters for the Assembly's consideration and approval;
 - (v) Annual review of the Board.
 - (w) Presentation of its progress report to the Assembly.
4. The Board may continue to act in circumstances where its number of members has fallen below the minimum required in accordance with this Article, but in such circumstances it may only act for the purpose of increasing the number of its members or of summoning an Assembly Meeting.

5. Subject to the Constitution and the Regulations adopted by the Assembly, the Board may regulate its proceedings.
6. Governance Manual
The Board may adopt a Governance Manual which may contain Regulations, Policies, Procedures, standards and guidelines, in so far as these are not contrary to this Constitution or Regulations adopted by the Assembly as described in Article 36. The Board may amend or repeal such Governance Manual at any time.

Article 21

Board election procedures

1. At least two thirds (2/3) of the Board Members shall be individuals elected by the Assembly at the Annual General Meeting from candidates nominated by Members. Each Member may nominate up to two candidates for the Board.
2. No more than one third (1/3) of the Board Members shall be elected by the Board itself, to ensure that the Board acquires the necessary balance of gender, expertise, regional representation or other diversity.
3. In addition to the power of the board to co-opt Board Members as set forth in Article 21.2, the Board may increase or reduce its own size within the limits set by Articles 20.1 and 21.2.
4. Neither gender shall comprise less than forty percent (40%) of the Board.
5. A member of staff of the Association or of any Member may not be a candidate for election as a Board Member.
6. If a Representative is elected to the Board, she or he has to step down as a Representative and the Member shall appoint a new Representative to the Assembly.
7. No person may be elected as a Board Member:
 - (a) if she or he is less than eighteen (18) years old; or
 - (b) in circumstances such that, had she or he already been a Board Member she or he could have been disqualified under this Constitution.
8. Beginning in 2015, the retirement of Board Members is staggered to ensure continuity on the

Board.

- (a) One third (1/3) of Board Members, excluding the Chair, shall retire annually.
- (b) The Board Members to retire in every year are all those who will have been Board Members for six or more years at the date of the Annual General Meeting plus, if further retirements are needed, those who have been longest in office since their last election.
- (c) As between those who became Board Members on the same day, those to retire shall be agreed by the Board Members concerned or where such agreement cannot be reached, shall be determined by lot.
- (d) A retiring Board Member is eligible for re-election subject to the upper limit of six years.
- (e) Article 21.8(d) shall not apply to the Chair of the Board whose term shall be three (3) years, renewable once, not including any previous term on the Board in a different capacity.
- (f) The Chair at the end of her or his first or second term as Chair and any Board Member leaving the Board after the previous Annual General Meeting count towards the one third retiring.

9. The office of a Board Member shall fall vacant when the holder:

- (a) dies;
- (b) is removed from office by a Special Resolution of the Assembly;
- (c) tenders her or his written resignation to the Association;
- (d) without good cause or notifying the Chair fails to attend three (3) consecutive meetings of the Board and the Board resolves that she or he be removed for this reason;
- (e) is reasonably believed by the Board to be suffering from lack of mental capacity and to be incapable of acting, and the Board resolves that she or he be removed from office;
- (f) has been adjudged bankrupt by a competent court of law;
- (g) becomes a Representative; or
- (h) becomes a member of staff of the Association, a Country Programme or of a Member.

Article 22

Board officers

1. The Chair of the Board shall be elected by the Assembly from amongst Board Members.
2. If a member of the board of a Member has been elected Chair, she or he shall have to step down from the board of the Member.

3. There shall be a Vice Chair and a Treasurer who shall be elected by the Board.
4. The term of office for the Board Chair shall be three years commencing on their date of election to the office as appropriate. Board Chairs are permitted to serve a maximum of two consecutive terms notwithstanding Article 21.8.
5. The Board Members shall be elected before the Chair.

Article 23

Suspension and removal of Board Members

1. Where a Board Member is in breach of the code of conduct for Board Members, the Board may issue sanctions requiring the Board Member to give a written undertaking to refrain from continuing or repeating the misconduct in question.
2. Where a Board Member does not comply with sanctions under Article 23.1, or is otherwise in breach of their obligations as a Board Member, irrespective of by whom they have been elected, they may be suspended or removed by the Assembly at any time with reasons given..
3. Suspension is ended if the Assembly or Board has not decided within six (6) months to remove the Board Member in question.
4. A Board Member nominated for suspension or removal will be given the opportunity to justify herself or himself in the Assembly and shall be given reasons why her or his suspension or removal from office is justified and may be assisted by counsel or next friend.
5. The procedure for suspension and removal shall be set out in the Governance Manual.

Article 24

Board meetings

1. Meetings of the Board can take place physically, by telephone or by other electronic or virtual means, in which each participant may communicate simultaneously with all other participants.
2. The Board may pass a resolution outside of a meeting provided it is passed unanimously by each Board Member indicating to the others by any means, including without limitation by

electronic means, that she or he is in favour of the resolution proposed. Such a resolution may, but need not, take the form of a resolution in writing, copies of which have been signed by each Board Member or to which each Board Member has otherwise indicated agreement in writing.

3. No decisions shall be taken by the Board at any meeting at which a quorum of fifty percent (50%) of Board Members is not present physically or virtually.
4. Resolutions of the Board shall be passed by a simple majority. In the case of a tie of votes, the Chair shall have a casting vote.
5. The Chief Executive shall ex officio be the secretary to the Board, though the Chief Executive is not a member of the Board. The Chief Executive shall attend the Board meetings with no voting powers.
6. The Chief Executive shall be allowed to bring members of the senior management of the Association to any Board meeting as non-voting staff in attendance.
7. The Chief Executive with the Chair's permission may invite members of staff of the Association, of any Member or of any Country Programme to any Board meeting for the specific purpose of informing or presenting to the Board.
8. The Chair in consultation with the Chief Executive may invite experts or stakeholders' representatives to attend Board meetings for them to contribute on specific agenda items.

Article 25

Board Committees

1. The Board shall establish committees of which one shall focus on Audit and Risk.
2. The committees and their duties, qualifications, composition and procedure shall be described in the Governance Manual.
3. The Board may, if it considers it desirable, establish more committees, taskforces or working groups of a temporary or non-temporary nature.
4. Representatives, members of Members' boards and assemblies, and people with relevant skills or expertise may be invited to join Board Committees.

5. Members of staff of the Association, of any Member or of any Country Programme shall not be invited to join committees.

Article 26

Conflict of interest

1. Whenever a person has a personal interest in a matter to be discussed at a Board meeting or Assembly Meeting, or has an interest in or duty to another organization whose interests or activities are reasonably likely to conflict with those of the Association in relation to a matter to be discussed at a meeting, she or he shall declare an interest before discussion begins on the matter.
2. Whenever a person has a personal interest in a matter to be voted on at a Board meeting or Assembly Meeting, in which the Association grants rights to or waives the obligations of such person, other than in their capacity as a Representative or Board Member, she or he shall:
 - (a) not be counted in the quorum for that part of the meeting;
 - (b) withdraw during the vote and have no vote on the matter.
3. If any question arises as to whether the person has a conflict of interest, the question shall be decided by a simple majority decision.
4. The Board and Assembly shall keep a register of interests and duties.

Article 27

Remuneration

Board Members and Representatives shall not directly or indirectly receive any compensation for that position other than a cost allowance for direct expenses incurred in the course of their duty to the Association.

Article 28

Irregularities

The proceedings at any meeting or the taking of any poll or the passing of a Written Resolution or

the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice, subject to conflict with the Constitution or any Regulations.

Article 29

Representation

The Board shall represent the Association. The Association may also be represented by the Chair, or the Vice Chair or the Treasurer. The Board may delegate this power of representation to the Chief Executive.

The Board shall adopt its own internal guidelines and protocol for such representational roles.

Article 30

Secretariat

1. There shall be a Secretariat of the Association responsible for the day to day running of the affairs of the Association subject to the general and special direction of the Board, the provisions of this Constitution and the Governance Manual.
2. The Secretariat shall be led by the Chief Executive appointed by the Board.
3. The Chief Executive shall be the overall leader and manager of the Secretariat. The Chief Executive shall be responsible for the formation of the international senior management team and for the overall representation and management of the Association and its work within the framework approved by the Board.
4. The following are the key specific functions and responsibilities of the Secretariat:
 - a. Managing the development and implementation of and compliance with the Association's values, vision, mission, Constitution, Regulations, strategies, Policies, Procedures, standards and systems;
 - b. Strengthening communication linkages, collaboration and partnership within the Association and between the Association and its Members;
 - c. Managing the finances of the Association under the oversight of the Board led by the Treasurer;

- d. Providing support to Members and Country Programmes for strengthening core capacity;
- e. Providing support to the Board and Assembly;
- f. Strengthening a shared and coherent culture and identity across the Association, its Members and Country Programmes;
- g. Seeking, exploring and developing links with potential new Associate Members;
- h. Managing international or multi-country programmes;
- i. Managing work in a territory where there is no Member;
- j. Managing international advocacy, research, policy development, public education and campaigning;
- k. Developing, strengthening and managing relationships (including partnerships) with international (supra-national) organizations, institutions, alliances, networks and coalitions;
- l. Ensuring accountability, learning, planning, performance and impact monitoring, review and assessment systems are established and operate in line with the values, vision, mission, strategies and Policies and Procedures;
- m. Resolving disputes between Members and as necessary escalating the cases to the Board;
- n. Management of the website and other electronic gateways to the Association;
- o. Management of external and internal communications for the Association;
- p. Supporting chairs of Members in the performance management of country directors;
- q. Engaging with and providing support to Members' governance structures in strengthening capacity and promoting learning.

Article 31

Financial year and accounts

1. The financial year of the Association shall be a calendar year.
2. In the Annual General Meeting the Board shall present an annual report on performance and the state of affairs of the Association, its Members and Country Programmes. It shall present financial statements incorporating a balance sheet and a statement of income and expenditure with commentary for the approval of the Assembly. The financial statements shall be signed by all Board Members; if the signature of one or more Board Members is missing this shall be recorded with reasons given.
3. The Assembly will appoint the external auditor.

4. The financial statements to be presented to the Assembly must be accompanied by the auditor's report or, on any occasion when the auditor's report cannot be completed before the Assembly is held, shall be presented subject to the subsequent audit of the financial statements, which audit must be formally approved within such period and by such means as the Assembly shall determine.
5. At the request of a group of one third of all Members, the external auditor will be asked to attend the Assembly Meeting and be available for questions from Assembly Members.
6. The books and records of the Association, including the minutes and resolutions of the Board and the Assembly, shall remain in the custody of the Board, or of the person designated by the Board, for a period of seven (7) years.

Article 32

Amendments to the Constitution

1. Amendment of the Constitution shall only take place by Special Resolution.
2. Whoever wishes to propose an amendment of the Constitution shall at least seventy-five (75) days before the day of the relevant Assembly Meeting deposit a copy of the proposal, including the exact wording of the amendment proposed, at a suitable place for inspection by Members until after the day on which the meeting shall have been held.
3. An amendment of the Constitution shall only come into operation after a notarial deed has been executed in relation to it. Each Board Member is individually authorized to execute the amendment deed or to have the amendment deed executed.
4. The requirements of Article 32.1 and 32.2 shall not apply if all Members are represented at the Assembly Meeting and the resolution for the amendment to the Constitution is passed unanimously.
5. Amendment of Article 4 of the Constitution can only occur if the amended purpose remains a public interest purpose.
6. The Board is obliged to deposit an authentic copy of the deed of amendment of the Constitution and a revised text of the Constitution, as amended, at the register held at the office of the Chamber of Commerce.

Article 33

Notice and service

1. A notice may be served on a Member at its address last notified to the Association. A notice may be served by a Member upon the Association or the Chair at the Association's address.
2. A notice shall be sent to all Board Members.
3. A notice may be served personally or by sending it by other means such as post (including by airmail), by fax, by e-mail or by any other electronic means which can be received in writing, provided that the identity of the sender can be sufficiently established.
4. Proof that an envelope containing a notice was properly addressed, prepaid and posted or proof that an electronic communication has been transmitted to the proper address shall be conclusive evidence that the notice was given.
5. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of thirty (30) days after being sent by any means as set forth in this Article.

Article 34

Dissolution

1. Dissolution of the Association can only take place by Special Resolution.
2. Whoever wishes to propose the dissolution of the Association shall deposit, at least seventy-five (75) days before the day of the relevant Assembly Meeting, a copy of that proposal at a suitable place for inspection by Members until after the day on which the meeting shall have been held.
3. The requirements of Article 34.1 and 34.2 shall not apply if all Members are represented at the Assembly Meeting and the resolution for the dissolution of the Association is passed unanimously.
4. If upon dissolution there remains, after the satisfaction of all debts and liabilities, any property whatsoever, it shall be distributed in accordance with the public interest purpose indicated in Article 4, and in accordance with article 1a of the Dutch State Taxes Act.

5. After its dissolution the Association shall continue to exist in so far as this is necessary for the liquidation of its assets. The words '*in liquidatie*' shall be added to its name.
6. If the Association is being dissolved by resolution of the Assembly, the Board shall act as liquidators of the assets of the dissolved Association, unless the Board nominates a specific person or specific persons as liquidators. The provisions in this Constitution relating to appointment and removal of Board Members shall apply to these liquidators, who shall have the same powers duties and liabilities as a Board Member in so far as these are compatible with their duties as liquidators.
7. After dissolution the books and records of the Association shall remain in the custody of the person designated for that purpose by the liquidators for a period of ten (10) years.

Article 35

Dispute resolution

If a dispute arises between a Member and the Association out of or in connection with this Constitution or the Regulations it shall be determined in accordance with the procedure set out in the Regulations.

Article 36

Regulations

1. The Assembly may adopt Regulations as to the rights and obligations of the Members, in so far as these Regulations are not contrary to this Constitution, and given the diversity of the Association, do not contain detailed prescriptions that may compel any Member to breach the laws of their Territory.
2. The Assembly may amend or repeal such Regulations at any time.

—IN WITNESS WHEREOF THIS DEED.

Executed in Amsterdam on the date, in the month and in the year as stated in the preamble. The Appearer is known to the Undersigned, Notaris (Civil Law Notary). The substance of the Deed having been read out and explained to the Appearer, he declared not to require the Deed to be read out in full, to have taken cognizance of the substance of the Deed in good time and to agree with such substance. Immediately following a limited reading this Deed was signed by the Appearer and by the Undersigned, Notaris.