

STATUTE¹

I - NAME

Article 1

HAP International (Humanitarian Accountability Partnership International) is a non-profit association, organised according to the present Statute and in conformity with article 60 of the Swiss Civil Code. The association is a non-governmental, non-profit, politically independent organization.

II - LOCATION AND DURATION

Article 2

The location of the association is Geneva. Its duration is unlimited.

III - HAP INTERNATIONAL VISION AND MISSION

Article 3

The vision of HAP International is a humanitarian sector with a trusted and widely accepted accountability framework, which is transparent and accessible to all relevant parties.

Article 4

The purpose of HAP International is to achieve and promote the highest standard of accountability through self-regulation by members linked by common respect for the rights and dignity of beneficiaries.

IV - OBJECTIVES

Article 5

The objectives of HAP International are:

- 1) To develop and maintain the HAP Standard through research, consultation, and collaboration
- 2) To support members and potential members of HAP International in applying the HAP Standard by providing training and advice
- 3) To communicate, advocate, promote, and report on the HAP Standard
- 4) To monitor and report on implementation of the HAP Standard and to certify its members accordingly
- 5) To assist members in finding solutions where concerns or complaints are raised about them

¹ As adopted by the 1st General Assembly on 11 December 2003, and revised by the 2nd General Assembly on 8 December 2004, by the 6th General Assembly on 24 April 2008 and by the 9th General Assembly on 12 May 2010.

V - HAP INTERNATIONAL MEMBERSHIP

Article 6

HAP International comprises Full members and Associate members.

Article 7

Full members

An organisation is eligible to be made a full member of **HAP International** if:

- a) It is an organisation whose core activities, or whose members core activities, include operational relief and humanitarian assistance activities.
- b) It is legally registered or recognised as a not for profit organisation in the country where it has its Headquarters.
- c) It meets the requirements for financial accountability under the law in the country where it has its Headquarters.

Article 8

Associate members

An organisation which does not meet eligibility criteria a) and b) above but whose activities and management practices are consistent with and supportive of the vision, purposes and objectives of **HAP International**, and which is legally registered and meets the requirements for financial accountability in the country where it has its headquarters, may become an associate member.

Article 9

Rights of Full Members

Each full member of **HAP International** in good financial standing at the date of a meeting of the membership has a right to vote on any resolution at that meeting. Each full member organisation is entitled to one vote. Members must have notified **HAP International** in writing of the name or names of their authorised representative(s) before exercising voting rights at any general meeting of the membership.

Full members are:

- 1) Entitled to attend and speak at general meetings of **HAP International**
- 2) Entitled to vote at general meetings of **HAP International**
- 3) Eligible for election to the Board of **HAP International**
- 4) Entitled to nominate persons to stand for election to the Board
- 5) Able to participate in committees and working groups of **HAP International**
- 6) Able to lodge proposals

Article 10

Rights of Associate Members

Associate members are:

- 1) Entitled to attend general meetings of HAP International and speak
- 2) Able to participate in committees and working groups of HAP International if invited to
- 3) Entitled to lodge proposals
- 4) Entitled to nominate persons to stand for election to the Board
- 5) Eligible for election to the Board if they are a quality and/or accountability initiative or a donor to an organisation whose core activities include humanitarian action.

They are:

- 6) Not entitled to vote at general meetings
- 7) Not eligible for election to the Board *unless they meet the criteria of Article 10 paragraph 5, above.*

Article 11

Loss of membership

Membership is lost by

- 1) Resignation
- 2) Decision of the Board

VI – ORGANS OF THE ASSOCIATION

Article 12

The organs of HAP International are:

- 1) The General Assembly comprised of all full and associate members and independent board members
- 2) The Board, comprising individuals elected by representatives of the full members
- 3) The Executive, led by an Executive Director appointed by the Board
- 4) Committees and working groups appointed by the General Assembly and the Board to operate under specific terms of reference

Article 13

General Assembly

The General Assembly is comprised of all the full and associate members of the Associations, and independent board members.

Article 14

Role of the General Assembly

The General Assembly, as per Articles 9 and 10 above:

- 1) Reviews the operations of the association, including approve the financial report, budget, and auditor's report;
- 2) Receives and approve the annual report by the Board;
- 3) Formulates fundamental policy principles and objectives and review policy-making guidelines;
- 4) Reviews the HAP Standard regularly;
- 5) Appoints Working groups and Committees members, to which it can delegate specific tasks as needed, and review and consider reports from such committees;
- 6) Elects Board Members.

The procedures for General Assembly functions and meetings are fixed by by-laws

Article 15

The Board

- 1) The Board consists of a maximum of 12 members. At least one third must be independent.
- 2) Each full member agency may nominate one representative from its employees, board or trustees. The full members will then elect a maximum of 8 of the nominees to be board members. The other four members of the board must be independent, including 2 representatives of humanitarian beneficiaries and 2 persons of high standing.
- 3) Full and associate members may nominate board members, including independent board members.
- 4) If one of the individual members elected from a member agency ends his/her affiliation with the agency, or if the agency requests that their representative on the board be changed, the agency may recommend a substitute, who shall be subject to a majority vote of HAP International full members. Should the majority reject the recommended substitute, the agency has the opportunity to put forward a second candidate, who shall be voted on by the full members. Should the second candidate be rejected, the Board shall call for new nominations from all full members, to fill the opening.
- 5) No full member agency may have more than one representative on the board.
- 6) Board members are elected for two years, renewable twice.
- 7) The Chair of the Board, Vice-Chair and Treasurer are to be elected by the General Assembly from those elected to the Board.
- 8) The Chair, Deputy Chair and Treasurer are elected for a period of two years renewable until the next election meeting.

- 9) The General Assembly should actively strive for diversity of perspective and gender-balance when electing members of the board.

Article 16

Role of the Board

The Board is responsible for the strategic direction of the association, including, although not exclusively,

- 1) Reviewing and modifying activities,
- 2) Reviewing and approving annual budget,
- 3) Reviewing applications for membership,
- 4) Ensuring HAP International objectives are implemented (for instance, but not exclusively, monitoring full member compliance with their membership obligations, reviewing complaints as per the complaints procedures)
- 5) Setting up Committees and Working Groups as needed, to which it can delegate specific tasks as needed,
- 6) Appointing the Executive Director of the association, and any other activities as needed.

The procedures for the Board functions and Board meetings are fixed by by-laws

Article 17

The Secretariat

The Secretariat is directed by the Executive Director of HAP International. The Executive Director:

- 1) is accountable to the Board for the general and daily management of the association and the realization of the mandate of the Association,
- 2) is authorized to undertake all activities in pursuit of the purpose of the association within the approved budget,
- 3) represents HAP International vis-à-vis third parties.

VII - RESOURCES

Article 18

The resources of the Association are:

- 1) Annual membership fees received from full and associate members;
- 2) Fees for services as determined,
- 3) Funding from donors, charitable foundations, the public, legacies, etc.

Article 19

Annual membership fees

Annual fees for the classes of membership will be determined each year by the Board, and are payable for each financial year.

HAP International will confirm the amount of fees due and payable by each new member for the financial year by issuing an invoice to each member. The fees for each member agency will be calculated for twelve months on the basis of the formula agreed by the Board, and the date of Board approval for membership. Members' fees will be due within eight weeks following HAP International invoice. After 8 weeks, member will incur an additional administrative charge of 5% of the fees outstanding of that year.

In cases of hardship, applications may be made to the Board for an extension of time within which to pay membership fees and any administrative charges which are payable. The Board may grant or refuse an extension of time in its absolute discretion, and may grant an extension for any period of times that it considers appropriate.

A member, which has not paid its annual fees for a given financial year (including any additional administrative charges which are payable) by the last day of that financial year will be ineligible to

receive the entitlements and benefits of membership from that day, until such time as all outstanding fees are paid.

VIII - MEMBERSHIP APPLICATION PROCEDURES

Article 20

Application by new members

An organisation may apply, or be invited by the Executive to apply, for full membership of **HAP International**. In order to apply for full membership, an organisation should:

- 1) Apply in the form determined by the Board
- 2) Address each of the eligibility criteria for membership in its application
- 3) State that the organisation undertakes to implement the HAP Standard;
- 4) State that the organisation undertakes to follow **HAP International** compliance procedure
- 5) Provide an up to date copy of its Constitution, Rules of Incorporation, Memorandum and Articles of Association or equivalent
- 6) Provide a copy of any other documents requested to confirm its eligibility for membership.
- 7) State that the organisation has a staff code of conduct that prohibits sexual exploitation and abuse, or undertake to develop, through dialogue with its staff, partners and other stakeholders, a draft Code of Conduct within six months of membership. The code of Conduct should include;
 - The responsibility of staff to report abuses;
 - Being sensitive to local culture;
 - Management's responsibility to create and maintain a safe environment;
 - The consequences of not adhering to the Code.

An organisation certified by a HAP or by a HAP accredited body as compliant with the HAP Standard may for the duration of its HAP Certificate in Humanitarian Accountability and Quality Management become a full member of HAP International on application to the HAP Secretariat and subject to payment of an annual membership fee (calculated in accordance with Article 19), and without being subject to further eligibility requirements.

Article 21

Approval of new members

- 1) The applicant organisation submits application forms and documents to HAP International
- 2) The Executive Director reviews application forms and documents and informs the membership that the applicant organisation has applied for membership
- 3) The Board makes the decision regarding membership (or delegates the decision to a committee), on the basis of eligibility criteria and the membership application. It may request additional information from the applicant organisation or member if necessary.
- 4) The outcome of the process includes: approval of membership, or request for more information, or rejection of membership.

IX - COMPLIANCE PROCEDURES

Article 22

Member organisations agree to:

- 1) Develop an Accountability Framework in accordance with the HAP Standard requirement 1.1 within the first annual reporting cycle and regularly monitor its performance against this.
- 2) Follow up concerns brought to their attention and report back to HAP International
- 3) Monitoring by HAP International as part of an agreed schedule and agreed terms of reference
- 4) By common agreement only, cooperate in peer review process either as reviewee or reviewer.
- 5) All members report annually, as part of the annual reporting cycle, on the implementation and monitoring of the Code of Conduct and other PSEA measures.

Article 23

Compliance and approval procedure

- 1) Members submit a report to *HAP International* each year on their implementation of their Accountability Framework. If and when applicable, reports about complaints handling, external monitoring and/or peer review are considered.
- 2) Reports are reviewed by the Board, which makes the decision regarding membership renewal (or delegates the decision to a compliance committee).
- 3) The outcome of the process may include: renewal of membership, or request for more information, or suspension of membership.

X - HANDLING COMPLAINTS

Article 24

It is the responsibility of member agencies to handle and respond to complaints about them. If complaints are addressed to HAP international, these complaints are forwarded to the agencies concerned before the Board of HAP International reviews these complaints and the agencies' responses. Any complaint will be treated in confidence, until the complaints handling procedures have been exhausted and the Board has agreed not to treat it in confidence.

Upon request from the agencies concerned or the Board of HAP International, the international secretariat of HAP International will assist agencies in reviewing complaints and finding solutions.

Article 25

Procedures

Complaints handling procedures are the object of separate documents, which are approved by the Board.

XI - AUDIT

Article 26

At the annual general meeting, the Membership must appoint an independent qualified auditor of *HAP International* for the coming financial year. The auditor must not be a member or the Executive Director or other office holder of *HAP International*.

XII – FINAL PROVISIONS

Article 27

Dissolution

The dissolution of the association can only be pronounced by the General Assembly. In the case of dissolution, the cash and assets of the Association will be returned to the donors in case of donation from governments or transferred to an organisation with similar mandate.

Duly authorised by the officers of the Board of HAP-International on behalf of the General Assembly and in accordance with the approved minutes of the 1st, 2nd, 6th and 9th General Assemblies of HAP International:

Date:
Chair: Matthew Carter

Date:
Vice-Chair: Lisa Henry

Date:
Treasurer: Rein Paulsen

Signature:
Date:

Signature:
Date:

Signature:
Date:

ANNEX ONE - HAP 2010 Standard benchmarks²

1) Establishing and delivering on commitments

The organisation sets out the commitments that it will be held accountable for, and how they will be delivered.

2) Staff competency

The organisation ensures that staff have competencies that enable them to meet the organisation's commitments.

3) Sharing information

The organisation ensures that the people it aims to assist and other stakeholders have access to timely, relevant and clear information about the organisation and its activities.

4) Participation

The organisation listens to the people it aims to assist, incorporating their views and analysis in programme decisions.

5) Handling Complaints

The organisation enables the people it aims to assist and other stakeholders to raise complaints and receive a response through an effective, assessable and safe process.

6) Learning and continual improvement

The organisation learns from experience to continually improve its performance.

² This is a summary of the HAP Standard benchmarks. For the details, including Requirements and Means of Verification, please refer to the text of the full HAP Standard document.

ANNEX TWO – SUMMARY OF MEMBERSHIP RIGHTS

Membership rights	Full Members	Associate members
Entitled to attend general meetings	Yes	Yes
Representative entitled to speak at general meetings	Yes	Yes
Representative eligible for election to the Board	Yes	No ³
Representative entitled to nominate persons to stand for election to the Board	Yes	Yes
Representative entitled to nominate independent members	Yes	Yes
Able to vote	Yes	No
Able to participate in committees and working groups	Yes	Yes
Able to lodge proposals	Yes	Yes

³ Except quality and/or accountability initiatives and donors to an organisation(s) whose core activities include humanitarian action.