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References
The following referenced documents complement these articles of association. For dated references, only the edition cited applies. For undated references, the latest edition of the referenced document (including any amendments) applies.
HQAI PRO049 - Complaint and Appeal procedure
HQAI PRO300 - Appointment procedure for admitting new members
I - INCORPORATION

Article 1: Name
1.1 The Association is formed under the name "Association Humanitarian Quality Assurance Initiative" and is incorporated as a non-profit association with a separate legal personality, in accordance with Article 60 et seq. of the Swiss Civil Code and these Articles of Association.

Article 2: Purpose
2.1 The Humanitarian Quality Assurance Initiative’s purposes are:
   a) To provide third-party quality assurance of aid providers against recognised humanitarian principles and standards, so as to promote quality and accountable assistance and protection to vulnerable communities affected by or at risk of crisis.
   b) To develop and administer quality and accountability third-party quality assurance methodologies applicable to different aid providers in different contexts;
   c) To monitor and report on the impact of third-party quality assurance against the Core Humanitarian Standard (CHS) and other relevant standards on the quality of assistance and protection provided to populations affected by or at risk of crisis;
   d) To promote third-party quality assurance against the CHS and other humanitarian standards to encourage demand and support for the services of the Humanitarian Quality Assurance Initiative;
   e) To promote the Humanitarian Quality Assurance Initiative as widely as possible to encourage support in the form of donations, gifts, grants, and subventions of any kind, whether as monies, goods or services.
2.2 The Humanitarian Quality Assurance Initiative shall not participate or intervene in (including by the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

Article 3: Registered Office
3.1 The registered office of the Humanitarian Quality Assurance Initiative is in the Canton of Geneva, Switzerland, but can be relocated within Switzerland on decision of the Board of Directors. Relocation outside Switzerland shall be subject to the approval of the General Assembly.

Article 4: Duration
4.1 The duration of the Association is indefinite.
II - MEMBERS

Article 5: Members

5.1 The founding Members of the Humanitarian Quality Assurance Initiative are listed in the Minutes of the Constitutive General Assembly (Annex 1), which form an integral part of these Articles of Association.

5.2 The number of members shall be between five and twenty-five.

5.3 Members shall be well-experienced, qualified and recognised professionals in their respective fields, collectively representing the following features:
   a) A geographical and gender balance;
   b) Expertise in data gathering, business management, humanitarian response and certification and verification;
   c) The ability to facilitate contact and cooperation with the different stakeholders of the Humanitarian Quality Assurance Initiative, including but not limited to senior UN and government officials, NGOs and representatives of affected communities;
   d) A close connection with the CHS Alliance, which should be represented in the membership of the Humanitarian Quality Assurance Initiative either by its Executive Director or a member of its Governing Board.

5.4 Members shall behave at all times in a manner that befits their relationship with the Humanitarian Quality Assurance Initiative as an entity that promotes quality and accountable support to vulnerable communities affected by or at risk of crisis;

5.5 Any applications for membership shall be approved by the General Assembly, following decision-making modalities defined in Article 12, and according to the admission criteria listed in 5.3 and the appointment procedure to admit new members.

5.6 Members may resign from the Humanitarian Quality Assurance Initiative at any time. A three-month notice period applies.

5.7 Members are in principle not remunerated, nor can their living and travel expenses for activities undertaken in their quality as Members of the Humanitarian Quality Assurance Initiative be borne by the Association.

5.8 The Board adopts measures to facilitate the attendance of members from the Global South at General Assemblies.

5.9 Members can serve a single six-year term.

III ORGANISATION

Article 6: Corporate Bodies

6.1 The corporate bodies of the Humanitarian Quality Assurance Initiative are:
   a) The General Assembly
   b) The Board of Directors
   c) The Executive Committee
   d) The Advisory and Complaint Board
   e) The Secretariat

Article 7: General Assembly

7.1 The General Assembly is the supreme power of the Humanitarian Quality Assurance Initiative and exercises the general oversight of the Association. It is composed of the Members of the Humanitarian Quality Assurance Initiative.
7.2 The General Assembly shall meet at least once a year on notice given by the Secretariat of the Humanitarian Quality Assurance Initiative. Notice of Assemblies shall be in writing and given at least three months prior to the meeting. The agenda for the Assembly shall be made available to members at least fifteen days prior to the meeting.

7.3 Decision-making procedures are described under Article 13.

7.4 The powers and responsibilities of the General Assembly are to:
   a) approve and amend the Articles of association,
   b) approve the general objectives and the annual budget,
   c) appoint and revoke the appointment of any person serving on the Board of Directors,
   d) appoint and revoke the appointment of any person serving on the Advisory and Complaint Board,
   e) approve the appointment of new members,
   f) appoint an Auditor who shall be responsible for examining and reporting on the books and accounts of the Humanitarian Quality Assurance Initiative.
   g) approve audited accounts.

7.5 Extraordinary Assemblies shall be held if requested by a minimum of 20% of the Members. Notice and agenda of extraordinary assemblies shall be made available at least fifteen days prior to the meeting.

Article 8: Board of Directors

8.1 The Board of Directors is comprised of Members of the Humanitarian Quality Assurance Initiative. The Board of Directors shall number as many persons as the General Assembly considers appropriate, but no less than 5 and no more than 10.

8.2 The Board of Directors shall be responsible for the Humanitarian Quality Assurance Initiative and shall have all the powers necessary to realise its objects, except if such powers are attributed to the General Assembly. It shall lead the Humanitarian Quality Assurance Initiative, giving strategic direction to the Secretariat in support of its mission and vision. It shall also represent the Humanitarian Quality Assurance Initiative towards authorities, the public and any third party to further the Humanitarian Quality Assurance Initiative’s purpose and objectives including by searching for financial support through donations in the form of monies, goods or services.

8.3 The Board of Directors must ensure that the Humanitarian Quality Assurance Initiative adheres to its Articles of Association, as well as to applicable legislation and administrative procedures.

8.4 The powers and responsibilities of the Board are to:
   a) Formulate policy and give strategic direction and feedback to activities of the Humanitarian Quality Assurance Initiative to the Secretariat;
   b) Select and appoint the Executive Director;
   c) Approve terms of reference of the Humanitarian Quality Assurance Initiative Boards and Committees and any revision proposed;
   d) Approve the key organisational procedures of the Humanitarian Quality Assurance Initiative;
   e) Adopt the annual work programme and submit the budget to the General Assembly for implementation by the Secretariat;
   f) Approve strategic directions;
   g) Contribute to the long-term sustainability of the association by helping with fundraising and support to its business model;
   h) Support and assist the Executive Director on request from the Secretariat;

8.5 Decision-making procedures are described under Article 13.

8.6 The Board of Directors shall elect a President, a Vice-President and a Treasurer, who shall constitute the Executive Committee. They may also choose other officers as they see fit.
8.7 Directors are allowed to serve two consecutive, 3-year terms, subject to re-election by the General Assembly according to the Articles of Association. If a Director ends his or her term prematurely for whatever reason, a new Director shall be elected at the next General Assembly.

8.8 The Board of Directors shall fix the frequency of its meetings. There shall be at least one annual meeting but it may meet as frequently as deemed necessary or convenient by the President or at the request of a at least one third of the Directors. Written notice of any such meeting shall be sent to all Directors at least fifteen days prior to the meeting.

8.9 The notice shall contain the hour, date, place and agenda for the meeting. Any meeting of the Board of Directors can validly take place, despite any informality in the way it is called, if all those entitled to be at the meeting are present.

8.10 The Board of Directors may appoint Committees, individuals or organisations to which it may delegate such powers as it sees fit.

8.11 The Board of Directors shall be entitled to appoint technical or strategic advisors to support it both during meetings and at other times. These advisors shall be selected by the Board of Directors on the basis of essential additional skills required at the time, as well as on experience and commitment to the Humanitarian Quality Assurance Initiative’s mission and goals. The technical advisors shall be non-voting.

8.12 Directors shall always act in the best interest of the association as a whole.

8.13 Directors shall:
   a) Behave at all times in a manner that befits their relationship with the Humanitarian Quality Assurance Initiative as an entity that promotes quality and accountable support to vulnerable communities affected by or at risk of crisis;
   b) Lead by example and demonstrate unwavering commitment to the Humanitarian Quality Assurance Initiative’s principles, policies, and standards;
   c) Not make public pronouncements on the Humanitarian Quality Assurance Initiative policy and actions without prior consultations with the Executive Director;
   d) Disclose any actual or potential conflict of interest that decisions create with one of the members or any organisation involved with the Humanitarian Quality Assurance Initiative, and shall refrain from taking part in the relevant discussions and/or decisions, as decided by the President or, if the President is conflicted, by the Vice President;
   e) Sign and comply with the obligations included in a confidentiality agreement addressing the issues of confidentiality and conflict of interest;
   f) Attend and actively participate in Board meetings.

8.14 Directors who do not comply with 8.13, or who act against the interest of the Humanitarian Quality Assurance Initiative will be issued a written warning by the President, or the Vice President if the misconduct is the fact of the President.

8.15 If no improvements are noted after receiving a written warning from the President, respectively the Vice-President, the Director may be dismissed from the Board. Dismissal requires a vote by the General Assembly (in which the member concerned will not participate). In case of serious misconduct, dismissal may be decided without a warning.

8.16 Directors are not remunerated, but, upon request, may be reimbursed by the Association their living and travel expenses for activities on behalf of the Humanitarian Quality Assurance Initiative.

**Article 9: Executive Committee**

9.1 The Board shall establish an Executive Committee that consists of the Treasurer, President and Vice-President. The attributions of the Committee are to:
   a) Facilitate more efficient operations of the Board by reviewing key issues and preparing opinions on these issues prior to Board meetings.
b) Take decisions that fall within the attributions of the Board in periods between meetings of the Board, as warranted. The Executive Committee shall ensure timely reporting back on such decisions to the rest of the Board. Such decisions will have to be ratified by the Board in its subsequent meeting.

c) Appoint the members of the ad hoc Appeal Panel.

9.2 The Duties of the Executive Committee officers are as follows:

a) Principal Duties of the President:
   • Preside at meetings or sessions of the General Assembly and Board, including opening, calling to order and closing;
   • Represent the Board at all times, and the Humanitarian Quality Assurance Initiative where appropriate;
   • Preside the Executive Committee.

b) Principal Duties of the Vice-President:
   • Assist the President in the preparation of meeting agenda, presiding meetings, and all other tasks as requested by the President;

c) Principal Duties of the Treasurer:
   • Monitor the organisation’s bookkeeping, including all bank accounts, accounts receivable and payable, or as mandated by the Board;
   • Oversee the preparation and presentation of all financial reports for Board approval, or as requested by external auditors;

9.3 Members of the Executive Committee, and any other officers, will be elected from amongst, and by the Directors present at the first session of the Board after every General Assembly meeting. They are not substitutable unless, under exceptional circumstances, it is agreed upon by the Board.

Article 10: Advisory and Complaint Board

10.1 The role of the Advisory and Complaint Board is to provide guidance to the management of impartiality of the Humanitarian Quality Assurance Initiative and make decisions in case of complaints.

10.2 The Advisory and Complaint Board will be composed of up to five members, one of which shall be a Member of the Board of Directors the Humanitarian Quality Assurance Initiative.

10.3 The Advisory and Complaint Board elects its Chair who should be independent from any humanitarian organisation.

10.4 The members of the Advisory and Complaint Board will be well experienced and qualified professionals in their respective fields, collectively representing the following features:
   a) knowledge of the Core Humanitarian Standard;
   b) experience of verification and/or Quality Assurance processes;
   c) variety of stakeholders of the Humanitarian Quality Assurance Initiative, including users;
   d) experience in dealing with complaints and appeals in a mediator or ombudsman role.

10.5 The advisory role of the Advisory and Complaint Board covers the following areas:
   a) Strengthening the Complaints process;
   b) Providing the Humanitarian Quality Assurance Initiative with support and advice;
   c) Maintaining rules of impartiality, of confidentiality and avoiding conflicts of interest in all the work of the Humanitarian Quality Assurance Initiative;
   d) Assisting with the development of policies relating to impartiality and counteracting the risk of commercial considerations infringing on the independence of decisions;
   e) Advise on the public acceptation of the services provided by the Humanitarian Quality Assurance Initiative.
10.6 The Advisory and Complaint Board shall take decisions regarding complaints from stakeholders, including clients, who have complaints about the activities of the Humanitarian Quality Assurance Initiative and / or are not satisfied with decisions that have been made. In dealing with such complaints or appeals, the Secretariat and the Advisory and Complaint Board shall follow the specific procedures on complaints and appeals.

**Article 11: Appeals**

11.1 Organisations that do not agree with a certification or verification decision made by HQAI may file an appeal.

11.2 The appeal procedure approved by the Board of Directors includes the constitution of an ad hoc Appeal Panel competent to rule on appeals.

**Article 12: Secretariat**

12.1 The Secretariat is responsible for implementing the strategic orientations and objectives of the Humanitarian Quality Assurance Initiative and for managing the organisation’s activities and financial operations.

12.2 The head of the Secretariat is the Executive Director, who shall manage the Secretariat and shall report on its activities and achievements to the Board (and the Executive Committee) as and when required by the Board (or the Executive Committee), but at a minimum once a year.

12.3 The Executive Director will be present at all Board sessions in a non-voting capacity, unless requested by the Board not to attend, and act as Secretary to the Board.

**Article 13: Decision-making**

13.1 Decisions taken by the bodies of the Humanitarian Quality Assurance Initiative shall be valid if a quorum of at least two-third of the members of the respective body is present or represented during the meeting when the decision is taken.

13.2 Decisions shall be taken by means of a two-third majority of the members of the respective body present or represented during the meeting when the decision is taken. In case of split vote, the President shall have a casting vote.

13.3 A member is considered present if s/he can participate in the meeting virtually by such means as phone and/or videoconferences whereby all participating members can be heard by each other.

13.4 Meetings of the bodies of the Humanitarian Quality Assurance Initiative can be replaced by virtual meetings such as phone and/or videoconferences whereby all participating members can be heard by each other.

13.5 Topics to be decided by the bodies of the Humanitarian Quality Assurance Initiative can also be submitted for approval by email to all members of the respective body. In this case, the request for approval shall contain the topic to be approved and a reasonable deadline for responding. This deadline should be no less than 14 days, unless urgent circumstances require otherwise.

**Article 14: Committee of Honour**

14.1 A Committee of Honour composed of well-known personalities whose support brings prestige and credibility to the Humanitarian Quality Assurance Initiative may be appointed by the Board of Directors.

**Article 15: Auditor**

15.1 The Auditor is responsible for examining and reporting on the books and accounts of the Humanitarian Quality Assurance Initiative to the General Assembly. The Auditor shall issue a statement immediately following the end of the fiscal year (31st December) during a meeting or by mail if no General Assembly takes place within three months after the end of the fiscal year.
**Article 16: Assets and Income**

15.1 The assets of the Humanitarian Quality Assurance Initiative shall be constituted by donations, gifts, grants or other forms of assets generated by the activities of the Humanitarian Quality Assurance Initiative.

15.2 No assets or income of the Humanitarian Quality Assurance Initiative may be distributed to, or applied for the benefit of, a private person or non-charitable organisation other than pursuant to the conduct of the Humanitarian Quality Assurance Initiative’s charitable activities and objects, or as payment representing the fair market value of property purchased, or as reasonable compensation for services provided.

**IV - RESPONSIBILITY TOWARDS THIRD PARTIES**

**Article 17: Signature authorities**

17.1 Signature authorities shall be decided by the Board of Directors and set out in an internal policy.

**Article 18: Liability**

18.1 The liability of the Humanitarian Quality Assurance Initiative shall be limited to its own assets. Members or other persons serving on the Board of Directors, or any of its Boards, Committees or the Committee of Honour shall incur no personal liability for any liability, debt or commitment of the Humanitarian Quality Assurance Initiative.

**V. DISSOLUTION, JURISDICTION AND ADOPTION**

**Article 19: Dissolution**

19.1 The Humanitarian Quality Assurance Initiative shall be deemed to be dissolved upon decision of the General Assembly.

**Article 20: Disposition of assets**

20.1 In the case of dissolution of the Humanitarian Quality Assurance Initiative, the remaining of its assets shall be distributed to non-profit (educational, cultural, etc.) organisations that have objectives similar to the Humanitarian Quality Assurance Initiative and which benefit from tax exemption, as determined by the Board of Directors. Under no circumstances should the assets be returned to the founders or members. Nor should they use a part or a total of assets for their own benefit.

**Article 21: Date of Adoption**

21.1 These Articles of Humanitarian Quality Assurance Initiative were adopted by the Founders on 23 June 2015 by unanimous approval of the founding members, as indicated in the Minutes of the Founding Assembly, then modified on 7 July 2015 as indicated in the Minutes of the Founding Assembly (Annex 1) and modified again on 23 November 2015. They have been further modified on 11 February 2016 and 7 November 2016.

Jacques Forster  
President

Sue Anne Wallace  
Vice-President