



Adopted 19 November 2008
Amended 26 June 2009

Ecumenical Advocacy Alliance

Statutes of the Association

ARTICLE 1: **NAME AND LEGAL DOMICILE**

1) Name

The Ecumenical Advocacy Alliance (EAA) is a non-profit Association, established under Article 60 and subsequent articles of the Swiss Civil Code.

2) Legal Domicile

The legal domicile of the Association is at Grand-Saconnex, Canton on Geneva, Switzerland.

ARTICLE 2: **AIM AND OBJECTIVES**

1) Aim

The aim of the EAA is to assist and accompany churches and church-related organizations to be effective advocates for a more just, peaceful and sustainable world.

2) Objectives

While many churches and their related organizations already are engaged in advocacy efforts, the Alliance seeks to assist them:

- a) to work across denominational lines and in a more strategic and collaborative manner;
- b) to facilitate an effective voice from the Christian churches on a selected number of urgent issues confronting the human family at this time in history; and
- c) to undertake action on several levels: global, regional, national, and local.

ARTICLE 3: **MEMBERSHIP IN THE ALLIANCE**

- 1) Christian churches, church-related organizations and Christian organizations may apply for membership in the EAA.
- 2) Member churches and organizations should share the conviction that advocacy against unjust structures, practices and attitudes is a fundamental requirement of living out our faith and should be willing to put such conviction into action.
- 3) Membership will be granted to applicant churches and related organizations by the EAA Board of Directors after appropriate review and determination that the applicants conform to the membership criteria promulgated by the Board and reported to the Assembly.
- 4) Upon acceptance for membership, the applicant church or organization must indicate, by their signature, their agreement with the formal document for membership (EAA Guiding Principles for Action) and make payment of their annual membership fee.

ARTICLE 4: **COOPERATION**

- 1) When appropriate, the strategic action being promoted by the EAA will also be undertaken in cooperation with civil society and with other faith communities that share the concerns identified as priorities by the EAA.
- 2) The work of the Alliance is not intended to compete with, or replace, or otherwise conflict with, the mandates or governance structures of the churches and other organizations participating in the EAA or of other structures which may convene EAA members on other matters.

ARTICLE 5: **FINANCIAL MEANS**

- 1) Each member organization will pay an annual membership fee that is determined by the Board of Directors.
- 2) The EAA may use any funds that are generated by its assets, voluntary contributions from members and donors, private grants, government grants and income from its various activities.

ARTICLE 6: **ORGANS**

The organs of the EAA are the following:

- 1) General Assembly
- 2) Board of Directors
- 3) Audit Body
- 4) Secretariat

ARTICLE 7: **GENERAL ASSEMBLY**

- 1) The General Assembly of the members shall take place every four years to consider: the work of the EAA, future directions, finances, and to elect the Board of Directors of the EAA, and other matters, as referred by the Board of Directors. A Special General Assembly shall take place once a year in order to approve the financial audit of the organisation and to perform whatever other necessary business that is presented by the Board of Directors.
- 2) Powers of the General Assembly
 - a) To approve the appointment of a moderator or moderators of the General Assembly.
 - b) Elect nine (9) members of the 12-member Board of Directors, the other members of which will be appointed or serve ex officio as indicated below in Article 8.1.c.
 - c) Receive the report of the Board and take action on recommendations presented.
 - d) Appoint the audit firm to undertake the annual financial audit of the Association.
 - e) Approve the annual audited financial report of the organisation.
 - f) Adopt or amend the Statutes.
 - g) Adopt or amend regulations of the Association related to the General Assembly.
 - h) Remove members of the EAA Board of Directors.
 - i) Select the priority issues for the EAA's focus for a four-year period.
 - j) Receive financial and programmatic reports.

- k) Receive written appeals on Board decisions regarding receipt into membership or removal of member organizations and regarding interim appointment of or removal of members of the Board of Directors; these appeals must be received in writing by the EAA Secretariat in time to disseminate to members of the Association at least six weeks prior to the planned convening of the Assembly.

At an Assembly, an ad-hoc Committee for Appeals may be constituted, on the advice of the moderator, to be made up of no more than five members; this ad hoc committee may be charged with reviewing the written appeals, deliberating and making recommendations to the Assembly for a decision that shall be final. Such decisions shall be by a simple majority of members present and voting at the Assembly.

- l) Act on other recommendations as requested and forwarded by the Board of Directors.
- 3) Conduct of Business by the General Assembly
 - a) Notice shall be sent to all members at least six weeks in advance of the planned convening of the General Assembly. This notice may be rendered by written correspondence and, where appropriate, by electronic mail/ and or facsimile, and should include the agenda for the Assembly.
 - b) All proposals for amendments to the Statutes must be submitted in writing and sent to the all members at least six weeks prior to the planned convening of the General Assembly.
 - c) The quorum for conducting business participating at the General Assembly shall be 30% +1 of the membership of the Alliance.
 - d) A quorum being present, decisions shall be determined by consensus, or failing that, a majority vote of the members participating in the voting.
 - e) A quorum being present, decisions concerning amendment of the Statutes or dissolution of the Association shall require two-thirds majority vote of the members participating in the voting.
 - f) As an alternative to a face-to-face meeting, an Assembly may be convened and decisions can be taken by correspondence, telephone conference call, fax, e-mail or other electronic means. The criteria regarding a majority of voting members or 2/3 majority apply as indicated above in Article 7.3.d. and e.
 - g) In all matters, voting rights are assigned to members as 1 vote per member church or organization, for all who are in compliance with the membership requirements, including payment of the annual membership fee.

ARTICLE 8: **BOARD OF DIRECTORS**

- 1) Role and composition
 - a) The Board shall serve as the governing body for the Alliance in the period between General Assemblies. It shall be mandated to debate and decide upon any matter that has been delegated by the General Assembly and fulfil all other duties necessary for effective governance of the Alliance and not already designated as specific to the General Assembly.
 - b) The EAA Board of Directors shall be composed of twelve (12) persons, and shall reflect as far as possible the diverse constituency of the Alliance, including young people and geographical, ethnic/racial, linguistic, gender and faith community diversity. Among these persons there shall also be appropriate expertise for the oversight of the Alliance. Continuity among Board membership should be considered among the criteria for Board selection.

- c) The Board of Directors shall be comprised of the nine (9) members elected by the General Assembly. In addition, each of the two strategy groups which are guiding the campaigns shall nominate one of their members to be considered for appointment by the elected membership of the Board of Directors to serve ex officio on the Board with voice and vote. In addition, the Executive Director serves as a member of the Board of Directors ex officio with voice and without vote.
 - d) Board members shall serve, *ad personam*,¹ for a four-year term, renewable once.
 - e) All members shall be associated with a church or related organisation participating in the EAA and serve with their endorsement.
- 2) Powers of the Board of Directors
- a) Accept into membership applicant churches and related organisations that fulfil the criteria for membership and report such actions at the next meeting of the General Assembly.
 - b) Plan the agenda for General Assemblies, including moderation, and prepare recommendations to be considered at the next meeting of the General Assembly, including the report of the Board of Directors, and the annual report of the auditors.
 - c) Recruit, hire, supervise and decide on dismissal (when necessary) of the Executive Director of the Alliance.
 - d) Designate the person(s) who are authorised to sign legal and financial documents and other correspondence on behalf of the organisation.
 - e) Enact sanctions against member organisations, including removal for cause, and report such actions at the next meeting of the General Assembly.
 - f) Fill vacancies on the Board of Directors on an *ad interim* basis and report such appointments at the next meeting of the General Assembly.
 - g) Enact sanctions against Directors, including removal for cause, and report such actions at the next meeting of the General Assembly.
 - h) Appoint a Nominating Committee to prepare a slate of candidates to be considered, at the General Assembly, held every four years, for election to the Board of Directors.
 - i) Receive and provide oversight of regular financial reports.
 - j) Approve the annual program plan and budget and revisions to the plan and budget as necessary.
 - k) Ensure implementation of decisions taken by the General Assembly.
 - l) Provide oversight of programmatic work. plan the evaluation of the work accomplished by the Alliance.
 - m) Schedule the convening of General Assemblies, during the regular four-year cycle, the Special General Assemblies conducted on an annual basis for the approval of the financial reports, or on an extraordinary basis, as requested by at least 20% of the EAA participating organisations.
 - n) Appoint members of strategy groups, and all other groups deemed necessary by the Board of Directors.
 - o) Submit, for information, the Annual Program and Activity Report of the Alliance to all members.
 - p) Elect the officers of the Board from among the nine Board members elected by the Assembly or the persons appointed to complete their terms in case of vacancy.
 - q) Determine the annual membership fee.

¹ Elected Board members serve in a personal capacity, not as representatives of their respective organizations and thus cannot be replaced or substituted by their respective organizations. Board members, however, do need the endorsement of their respective organizations in order to serve on the EAA Board of Directors cf. Article 9.1.e.

- 3) Officers of the Board of Directors
 - a) The elected officers of the EAA Board of Directors shall be the officers of the Association:
 - Chairperson
 - Vice Chairperson
 - Treasurer
 - b) The Chairperson is mandated to:
 - preside over meetings of the Board of Directors;
 - ensure the implementation, in collaboration with the EAA Executive Director, the decisions taken by the Board of Directors; and
 - represent the EAA as relevant and necessary.
 - c) The Vice Chairperson is mandated to:
 - preside over meetings of the Board of Directors, in the absence or incapacity of the Chairperson; and
 - represent the Alliance as relevant and necessary, at the request of the Chairperson.
 - d) The Treasurer is mandated to:
 - work in close collaboration with the EAA staff and external auditors to ensure that financial transparency and accountability is maintained by the organization; and
 - assist the EAA staff to plan the budget and to assure that adequate financial resources are raised in order to facilitate effective action by the organization.
- 4) Executive Committee of the Board
 - a) The Executive Committee shall be comprised of the elected officers of the Board of Directors unless otherwise agreed by the Board.
 - b) The powers of the Executive Committee of the Board shall be to:
 - assist the Director of the Alliance by providing oversight and advice on matters of program, administration and management of the Alliance, as is necessary and relevant and shall fulfil all other responsibilities assigned by the Board and shall make regular reports to the Board of Directors;
 - prepare, together with the Executive Director, agenda and items for decision to be considered by the next meeting of the Board of Directors; and
 - prepare an annual performance appraisal of the Executive Director and shall make recommendations to the Board of Directors with regard to contractual arrangements for the post of Executive Director.
- 5) Conduct of Business by the Board of Directors
 - a) The EAA Board of Directors shall meet at least once per year.
 - b) The quorum required for the Board to conduct business is 50% +1 of its members. Decisions shall require a simple majority of members of the Board participating in the voting. In the case of a tie or parity vote, the chairperson casts the deciding vote.
 - c) The Board may conduct business and take decisions through a vote by correspondence, e-mail, facsimile, telephone conference call or other electronic means.

ARTICLE 9: **AUDIT BODY**

- 1) The auditing firm shall be appointed by the Assembly to conduct an annual audit of the accounts of the Alliance. The firm shall be comprised of professional auditors and be recognised for its competence in this field.

- 2) The audit shall scrutinize the EAA accounts and shall be provided, by the Executive Director and staff, with free access to financial documentation related to the Alliance.
- 3) The audit firm shall present to the General Assembly, through the Board of Directors, an annual report in writing. The Board may also request a review and recommendations for any necessary changes in the accounting and financial reporting systems employed by the Alliance.

ARTICLE 10: **THE SECRETARIAT**

- 1) The Secretariat consists of the Executive Director and the necessary personnel.
- 2) The function of the Secretariat, under the direction of the Executive Director, is to:
 - a) implement and further develop the goals and objectives of the Association;
 - b) carry out whatever work the General Assembly, the Board of Directors, and the Executive Committee, may entrust to it; and
 - c) assist the member churches and organizations to implement the overall mission and program of action for the Alliance.

ARTICLE 11: **LIABILITIES AND COMPENSATION**

- 1) Responsibility for debts of the Association is to be borne exclusively by the Association itself. Any liability among member churches and related organisations is restricted only to the payment of their membership fee or other pledged financial commitments.
- 2) The members of the Board of Directors, of strategy groups, and of all other groups constituted by the Alliance perform their duties on a voluntary basis and are reimbursed, in accordance with Board policy, only for expenses related to travel and accommodations during their service at Board meetings and for other pre-approved expenses related to their duties undertaken on behalf of and at the specific request of the EAA.

ARTICLE 12: **DATA REGARDING MEMBERS AND PRIVACY**

Members of the Association and their personnel and representatives, by virtue of joining the Alliance, grant permission for the EAA to maintain, utilize and share data regarding these individuals (including religion). This data will be used solely for the purpose of advancing the aim and objectives of the Association.

ARTICLE 13: **AMENDMENT OF THE STATUTES**

The Statutes of the Association can be amended by the General Assembly in accord with the mechanism provided in Article 7.3.

ARTICLE 14: **DISSOLUTION OF THE ASSOCIATION**

- 1) In the event of dissolution, the Association's assets will be allocated to a non-profit organisation or organisations with similar aims that benefit from tax exoneration.
- 2) In no case, can the assets be returned to the founders or the members of the association, nor can they be used in any way, entirely or partly, for their own profit.

For legal purposes, the English version of these Statutes is the official version of record.

Adopted 19 November 2008
Amended 26 June 2009

Adopted by the General Assembly of the Ecumenical Advocacy Alliance in Rome, Italy on 19 November 2008.

These Statutes of the Association shall come in to effect on 1 January 2009.

Amended by the Special General Assembly of the Ecumenical Advocacy Alliance from 22-26 June 2009.