CONSTITUTION

Of

THE ASSOCIATION OF
ACTIONAID INTERNATIONAL

FINAL DOCUMENT
2nd June, 2009
CONVERSION

Stichting ActionAid International
TO
Association ActionAid International

On the second day of June two thousand and nine appeared before me, Mr JOHANNES BORREN, notaris in Amsterdam:

Mrs ANNA MARGARETHA HENRIËTTE BOSCH, employee of Mr M.J. Meijer c.s. notarissen, established in 1017 DW Amsterdam, Keizersgracht 695-699, born in 's-Hertogenbosch on the twelfth day of October nineteen hundred and seventy-seven, unmarried and not registered as partner, holder of passport number NT242K004,

(the “Appearer”)

The Appearer stated:

- that as appears from an extract of the minutes of a meeting of the International Board of:
  Stichting ActionAid International, a foundation (stichting) incorporated and existing under the laws of The Netherlands, having its registered office (statutaire zetel) in The Hague (The Netherlands) officiating at Macdonald Road, Hamlyn House, Archway 19, N19 5PG London (Great Britain) and registered at the Commercial Register in The Hague under number 27264198, hereinafter to be called the “Foundation”,

the International Board resolved on the third and fourth day of April two thousand and nine to convert the Foundation into an Association and has therefore resolved to amend the articles of association of the Association, which extract of the minutes is attached to this deed;

- that an application to the court for authorization to convert is obligatory;

- that the aforementioned authorization has been granted on a draft notarial deed, which resolution of authorization dated the twentieth day of May two thousand and nine is attached to this deed;

- that the articles of association of the Foundation were established the ninth day of December two thousand and three, before mr Willem Johan Barendse, civil law notary at Dordrecht.

The Appearer, acting as stated hereinbefore, declared in view of the above mentioned resolutions and for the implementation thereof, hereby to convert the Foundation into an Association and that the articles of association of the association, these articles of association hereinafter to be called the “Constitution”, shall be the following:
ARTICLES OF ASSOCIATION

Prologue

The origin of ActionAid International’s commitment to transforming the ActionAid Alliance into an international organisation, governed and managed with vision and leadership and made up of people from the north and the south, 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.

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 Organisation (NGO) development projects, whilst producing positive outcomes at local levels, are certainly not sufficient to eradicate poverty or to ensure human rights of the poor and excluded people and often are not sustainable. NGO’s 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 poor and excluded people, for action against poverty and injustice that cuts across national and south-north boundaries. The incorporation of ActionAid International and the conversion of ActionAid International from a foundation into an association are ActionAid International’s participation in, and contribution, to such a movement.

The Association represents a structural transformation in the creation of a new organisation of affiliates and associates governed by an Assembly of Members and International Board and supported by an International 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 organisational and national boundaries. The process of internationalisation and the consequent conversion of ActionAid International from a foundation into an association are also based on the premise of respect for democratisation and diversity.

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, be responsive to the ways in which international powers are organised and behave, and the ways ActionAid International’s peers, partners, collaborators and poor and excluded people organise themselves and respond to the changes. In order to be relevant, effective and responsive in the fight against poverty and injustice, ActionAid International must act as one organisation in solidarity with poor and excluded people and others.
Through internationalisation and conversion of ActionAid International from a foundation into an association ActionAid International commit to:

i. Improve ActionAid International’s performance and impact in the fight against poverty and injustice;

ii. Deepen ActionAid International’s legitimacy and accountability to the people, communities and countries where ActionAid International works both in the north and the south;

iii. Strengthen ActionAid International’s profile, voice and influence for bringing about changes in attitudes, policies and practices in favour of poor and excluded people;

iv. Raise more funds and support for ActionAid International’s work from donors, the general public, identified groups and communities as well as from governments and private organisations

v. Develop and strengthen ActionAid International’s affiliates and associates as well as partners, coalitions, alliances and networks for effective solidarity linkages and collective action;

vi. Strengthen ActionAid International’s identity, coherence and unity, while respecting diversity, through shared values, vision, mission, strategies, standards and systems;

vii. Develop and maximise the utilisation of skills, knowledge and capacity of ActionAid International’s internal human resources and relationships across various parts of the organisation for increased synergy and reduced wasteful duplication.
Article 1

NAME AND PLACE OF REGISTRATION

The name of the Association is ActionAid International.

The Association has been incorporated under Dutch law as a foundation, which foundation is 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 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 organisations united by a central international structure and by shared values, vision and mission.

The federal principles shall be:

1. Accountability: Combining responsibility with rights so that those who make decisions are also responsible for them.

2. Respecting diversity: Taking into account national and regional contexts and the individual natures and characteristics of Members.

3. Mutual respect for decision-making at each level: Allocation of defined responsibilities between the international and national organisations as described in, and guaranteed by, this Constitution and its Regulations, recognising the self-governing nature of Members, while respecting the appropriateness of international governance and action where this is in the collective interest.

4. Significant areas of autonomous decision-making at each level of the organisation: Recognising that the strength and legitimacy of international governance lies in its ability to act decisively according to the needs and interests of the larger organisation, whilst ensuring that decision-making processes lie as closely as possible to those affected by decisions.
5. The principle of subsidiarity: Ensuring that decision-making power should rest as closely as possible to those it affects, while preventing unilateral decisions that could adversely affect other Members and/or the Association.

6. Checks and balances: A system of power-sharing through the devolution of authority and rights to Members.

7. One Member per country.

8. Equality: Affiliate Members, whatever their age, size, location or scale of income generation, should have equal powers. Similarly, Associate Members should also have equal powers amongst themselves.

9. Two levels of governance: Only two levels of governance apply, national and international, where the international level includes regional structures.

10. Primary strategic unit: The country unit is the primary strategic unit and national territory and autonomy are respected.

---

**Article 3**

**VALUES**

The Association and its Members 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, colour, 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 THE POOR, POWERLESS AND EXCLUDED 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, recognising that they are part of a wider alliance against poverty.

Article 4

OBJECTS OF THE ASSOCIATION

The objects of the Association are:

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 poor and exclude peoples’ organisations and movements to assert their rights and overcome causes and symptoms of poverty and injustice; and

4. such other purposes for the public benefit as the Assembly may determine by Special Resolution.

Article 5

DEFINITIONS

Affiliate Member means any organisation which 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 body of the Association comprising all Members;

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

Assembly Meeting means a meeting of the Assembly;

Associate Member means any organisation which is admitted by the International Board as an Associate Member in accordance with Article 8;

Association means the federal, collective and umbrella organisation called ActionAid International;

Chair means the chairperson of the International Board appointed 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;

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

Emergency Motion means a motion which could not have been formulated and submitted before the closing date for Ordinary Motions;

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

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

International Board means the board of the Association entrusted with the governance of the Association subject to the restrictions imposed by this Constitution;

International Board Member means a member of the International Board;

International Secretariat means the multi-locational management structure of the Association;

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

Motion means a proposal for a Special Resolution or an Ordinary Resolution;

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

Ordinary Resolution means a resolution of the Assembly which is passed by a majority of voting power represented at an Assembly Meeting;

Regulations means regulations which shall 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 and on other ActionAid International business in accordance with Article 8;

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

Special Resolution means a resolution of the Assembly passed by a majority of not less than two-thirds of the votes represented at an Assembly meeting and the notice of the meeting specified the proposed resolution as a Special Resolution;

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

Treasurer means the officer of the International Board appointed under Article 22;

Vice Chair means the officer of the International Board appointed under Article 22.

Written Resolution means a resolution approved in writing and signed or authenticated by all Members who would have been entitled to attend and vote at a meeting at which it would otherwise have been proposed.
Article 6

MEANS

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 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, standards and systems;

8. Develop policies for application by the Association and Members;

9. Provide support, services and advice to Members;

10. Acquire any real or personal property and any rights or privileges and construct and maintain, alter and equip any buildings;

11. Subject to Article 26, engage and pay employees and professional or other advisers and make reasonable provision for payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants;

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 lawful things 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 organisations as are admitted to membership in accordance with this Constitution shall be Members of the Association.

2. The Members of the Association shall belong to one of the two following categories:
   (a) Affiliate Members; and
   (b) Associate Members.

3. The International Board shall maintain a register divided into two parts, for Affiliate Members and Associate Members respectively, including their names, addresses, Representatives and date of admission to Membership.

4. The Assembly shall have the power to admit organisations as Affiliate Members and may in its absolute discretion decline to accept any organisation as an Affiliate Member.

5. The International Board shall have the power to admit organisations as Associate Members and may in its absolute discretion decline to accept any organisation as an Associate Member.

6. The Assembly may adopt Regulations regarding, inter alia, the procedures for
admittance to Membership and for the process of transition from Associate Membership to Affiliate Membership, but shall not by so doing become obliged to accept organisations fulfilling those criteria as Members.

7. The Assembly will have no more than one Member from any one country.

8. Each Member shall appoint its own named Representative from amongst the members of its Board and shall formally inform the Assembly Organising 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 Representative remains the representative of the Member in the Assembly until she or he is withdrawn or replaced by the respective Member, which has the right to appoint, withdraw or replace its Representative at any time observing a reasonable notice period. The Representative of each Member shall be noted in the register of Members.

9. If the Representative is elected to the Association’s International Board, the Member shall appoint a new Representative.

10. Each Members shall ensure that it is at all times legally constituted as a public benefit or non profit making organisation with objects falling within those of ActionAid International.

11. Membership shall not be transferable.

---

**Article 9**

**CRITERIA FOR MEMBERSHIP**

The criteria for Membership shall include the following:

a) Active commitment to human rights, justice, equity and the eradication of poverty and exclusion;

b) Consistency with the Association’s values, vision and mission;

c) Legal registration and a satisfactory record of operation;

b) Actions consistent with the Association’s governance standards;
e) A public engagement, constituency or support base;

f) Financial and management integrity and capacity;

g) Independence from a management perspective, from any one private individual, company or institution other than the Association and its Members.

---

**Article 10**

**MAINTENANCE OF MEMBERSHIP**

In addition to the criteria mentioned in Article 9, the Assembly may adopt Regulations in accordance with Article 36, regarding what 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;

   (c) in the event of expulsion as set out below.

2. An Associate Member can terminate its membership by giving written notice to the International Board that shall take effect on the date 3 months after the notice is received by the Association.

3. An Affiliate Member can terminate its membership by giving written notice to the International 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.

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:

(i) the International Board in the case of an Associate Member serving written notice on the Member; or

(ii) the Assembly in the case of an Affiliate Member serving written notice on the Member.

5. Membership of an Associate Member may be terminated (opzegging) by the International Board on 3 months’ notice if the Member has stopped complying with the requirements stated by the Constitution and the Regulations.

6. Membership of an Affiliate Member may be terminated (opzegging) by a resolution of the Assembly if a Member has stopped complying with the requirements stated by 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.

7. 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 an Associate Member may be ordered by the International Board and expulsion of an Affiliate Member may be ordered by the Assembly.

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

9. In case of expulsion of Associate Member by International Board decision, the Associate Member concerned shall have the right to appeal to the Assembly.
Offical ORGANS OF THE ASSOCIATION

The organs of the Association are:

(a) The Assembly;

(b) The International Board;

(c) The International Secretariat.

THE ASSEMBLY

1. There shall be an Assembly of the Association comprising the Affiliate 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 organisational policies 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 International Board.

(k) To elect at least two thirds of the International Board Members in accordance with Article 21.

(l) To make binding decisions in relation to any dispute with and complaint against the International Board.

(m) To dismiss International 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 elevate Associate Members to Affiliate status.

(p) To make binding decisions relating to Members’ compliance 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 poor and excluded people and communities that the Association and the Members work with.

(u) To ensure accountability to supporters, donors and other stakeholders that the Association and the Members work with.

(v) To review itself.

(w) To guide, supervise and approve reports presented by the International Board.
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 International 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 International 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 exercisable at Assembly Meetings.

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 the International 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 the Assembly may only consider Ordinary Motions.

11. **Attendance**

   The International Board and the Chief Executive and, at the International 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 with 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 admittance of Affiliate Members.

15. On all matters put to the vote resolutions shall be passed by a simple majority of the voting power represented at the Assembly Meeting unless otherwise specified in the Constitution.

16. 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.

17. 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.

18. 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.

19. Written Resolutions

The Assembly may pass a resolution outside an Assembly Meeting by Written Resolution.

20. Proposal for Written Resolution may be put forward by a Member or the International
Board.

21. The resolution shall be approved by consensus of all Members in writing, provided the International Board has been given advance knowledge.

22. 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.

23. 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.

24. 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.

25. 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 International Board with regard to resolutions of the Assembly that can be passed by simple majority of the voting power votes represented at the Assembly Meeting. Ordinary Motions can be submitted by the International Board or any Member.

2. Special Motions are Motions of Members or the International Board with regard to any Special Resolution in accordance with Article 17. Special Motions can be submitted only by the International Board, or by any Affiliate Member supported by a group of Members representing at least two-thirds of the votes represented at Assembly Meetings.

3. Motions shall be sent to the Assembly Convener and Chief Executive at least three (3) months before the Assembly Meeting. All Motions should be accompanied by an explanatory note.
4. Ordinary 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 exercisable at Assembly Meetings. Any Emergency Motion shall be submitted to the Assembly Organising 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 represented at an Assembly meeting:

(a) amendment of this Constitution;

(b) amendment to logo and trademarks of the Association;

(c) expulsion of an Affiliate Member;

(d) dissolution of the Association;

(e) dismissal of International Board Members; and

(f) adoption or amendment of Regulations regarding membership.

__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 and the International 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 or not.

**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 Organising Committee;

   (b) The Election Committee.

2. The Assembly may adopt regulations 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**

**INTERNATIONAL BOARD**

1. The International Board shall consist of at least seven (7) and at most thirteen (13) natural persons including the Chair, Treasurer and Vice Chair.

2. The International Board is the board of the association as meant in the Dutch civil code. The International 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, or by resolution of the Assembly.

3. Without prejudice to the generality of the foregoing, the International Board shall exercise the following powers and functions:

   (a) Oversight of compliance with and progress against the Association’s strategies, policies and standards.
(b) Execution of strategies, policies and standards within the strategic framework approved by the Assembly.

(c) Execution of 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 International Board Committees’ terms of reference and the appointment, renewal and dismissal of their members.

(h) Registration of branch offices of the Association.

(i) Provisional approval of expansion into countries in which no Member is registered.

(j) Approval of proposals for organisations to start the process of becoming Associate Members.

(k) Review of Associate Members for Affiliate 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) Monitoring and management of Members’ compliance with the Constitution and other Regulations.

(t) Management of complaints against Members.
(u) Appointment of the first members of boards of Associate Members established to carry on activities of country programs, insofar as applicable.

(v) Proposal of matters for the Assembly’s consideration and approval;

(w) Review of the International Board.

(z) Presentation of its progress report to the Assembly.

4. The International 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 International Board may regulate its proceedings.

6. **Governance manual**

   The International Board may adopt a Governance Manual which may contain regulations, policies, standards, procedures and guidelines, in so far as these are not contrary to the law or this Constitution or Regulations adopted by the Assembly as described in Article 36. The International Board may amend or repeal such Governance Manual at any time.

---

**Article 21**

**INTERNATIONAL BOARD ELECTION PROCEDURES**

1. At least two thirds (2/3) of the International Board Members shall be individuals elected by the Assembly at the Annual General Meeting from candidates nominated by Affiliate Members. Each Affiliate Member may nominate up to two candidates for the International Board.
2. No more than one third (1/3) of the International Board Members shall be elected by the International Board itself, to ensure that the International Board acquires the necessary balance of gender, expertise, regional representation or other diversity.

3. Between forty percent (40%) and sixty percent (60%) of International Board Members shall be women.

4. A member of staff of the Association or of any Member may not be a candidate for election as an International Board Member.

5. If a Representative is elected to the International Board, she or he has to step down as a Representative and the Member shall appoint a new Representative to the Assembly.

6. No person may be elected as an International 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 an International Board Member she or he could have been disqualified under this Constitution.

7. The term of service for International Board Members shall be three years commencing on the date of appointment. International Board Members are eligible to serve a maximum of two consecutive terms. No individual who has served as an International Board Member for two consecutive terms can be eligible for re-election to the International Board until two years after her or his retirement.

8. The office of the International Board Member shall fall vacant when the holder:
   (a) dies;
   (b) is discharged from office by resolution of the International Board, if she or he is elected by the International Board, or a by Special Resolution of the Assembly;
   (c) tenders her or his written resignation to the Association;
   (d) without good cause fails to attend three (3) consecutive meetings of the International Board and the International Board resolves that she or he be removed for this reason;
   (e) is reasonably believed by the International Board to be suffering from lack of mental capacity and to be incapable of acting, and the International 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 or of a Member.

**Article 22**

INTERNATIONAL BOARD OFFICERS

1. The Chair of the International Board shall be elected by the Assembly from amongst International 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 appointed by the International Board.

4. The term of office for International Board officers shall be three years commencing on their date of election to the office as appropriate. International Board officers are permitted to serve a maximum of two consecutive terms notwithstanding Article 21.7.

5. The International Board Members shall be elected before the Chair.

**Article 23**

SUSPENSION AND DISCHARGE OF INTERNATIONAL BOARD MEMBERS

1. International Board Members, irrespective of by whom they have been elected, may be suspended or discharged by the Assembly at any time with reasons given. International Board Members elected by the International Board may also be suspended or discharged by the International Board.

2. Suspension is ended if the Assembly or International Board has not decided within six
(6) months to discharge the International Board Member in question.

3. An International Board Member nominated for suspension or discharge by the Assembly or the International Board will be given the opportunity to justify herself or himself in the Assembly or the International Board and shall be given reasons why her or his suspension or discharge from office is justified and may be assisted by counsel.

4. The procedure for suspension and discharge shall be set out in the Governance Manual.

**Article 24**

**INTERNATIONAL BOARD MEETINGS**

1. Meetings of the International 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 International Board may pass a resolution outside of a meeting provided it is passed unanimously by each 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 International Board Member or to which each International Board Member has otherwise indicated agreement in writing.

3. No decisions shall be taken by the International Board at any meeting at which a quorum of fifty percent (50%) of International Board Members is not present physically or virtually.

4. Resolutions of the International Board shall 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 International Board, though the Chief Executive is not a member of the International Board. The Chief Executive shall attend the International Board meetings with no voting powers.

6. The Chief Executive shall be allowed to bring one or more members of the senior management of the Association to any International Board meeting as non-voting staff.
in attendance.

7. The Chief Executive with the Chair’s permission may invite one or more members of staff of the Association or of any Member to any International Board meeting for the specific purpose of informing or presenting to the International Board.

8. The Chair in consultation with the Chief Executive may invite experts or stakeholders’ representatives to attend International Board meetings for them to contribute on specific agenda items.

---

**Article 25**

**INTERNATIONAL BOARD COMMITTEES**

1. The International 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 International Board may, if it considers it desirable, establish more committees, taskforces or working groups of a temporary or non-temporary nature.

4. Representatives and members of Members’ boards and assemblies may be invited to join International Board committees.

---

**Article 26**

**CONFLICT OF INTEREST**

1. Whenever a person has a personal interest in a matter to be discussed at an International Board meeting or Assembly Meeting, or has an interest in or duty to another organisation 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 an
International Board meeting or Assembly Meeting, in which the Association grants
rights to or waives the obligations of such person, other than in its capacity as a
Representative or International 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 International Board and Assembly shall keep a register of interests and duties.

Article 27

REMUNERATION

International 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 legal clauses or these articles of association which deal with adopting a
resolution or subject to conflict with any Regulations.

Article 29
REPRESENTATION

The International Board shall represent the Association. The Association may also be represented by the Chair, or the Vice Chair or the Treasurer.

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

Article 30

INTERNATIONAL SECRETARIAT

1. There shall be an International 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 International Board, the provisions of this Constitution and the Governance Manual.

2. The International Secretariat shall be led by the Chief Executive appointed by the International Board.

3. The Chief Executive shall be the overall leader and manager of the International 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 International Board.

4. The following are the key specific functions and responsibilities of the International Secretariat:

(a) Managing the development and implementation of and compliance with the Association's values, vision, mission, strategies, policies, standards and systems;

(b) Strengthening communication linkages, collaboration and partnership within the Association and between the Association and its Members;

(c) Providing support to Members and Country Programs for strengthening core capacity;

(d) Strengthening a shared and coherent culture and identity across the Association
and its Members;

(e) Seeking, exploring and developing links with potential new Associate Members;

(f) Managing international or multi-country programs;

(g) Managing work in a territory where there is no Member;

(h) Managing international advocacy, research, policy development, public education and campaigning;

(i) Developing, strengthening and managing relationships (including partnerships) with international (supra-national) organisations, institutions, alliances, networks and coalitions;

(j) Managing the finances of the Association under responsibility of the Treasurer;

(k) 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;

(l) Resolving disputes between Members and as necessary escalating the cases to the International Board;

(m) Management of the website and other electronic gateways to the Association;

(n) Management of external and internal communications for the Association;

(o) Supporting chairs of Members in the performance management of country directors;

(p) Engaging with and providing support to Members’ governance structures in strengthening capacity and promoting learning;

(q) Providing support to the International Board and Assembly.

---

**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 International Board shall present an Annual Report on performance and the state of affairs of the Association and its Members. 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 International Board Members; if the signature of one or more International 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 Members representing at least one third of the votes exercisable at Assembly Meetings, 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 International Board and the Assembly, shall remain in the custody of the International Board, or of the person designated by the International 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 three months 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 International Board Member is individually authorised 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 be effectuated if the amended purpose remains a public interest purpose.

6. The International 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 International 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.
**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 three months 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 benefit purpose indicated in Article 4.

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 International Board shall act as liquidators of the assets of the dissolved Association, unless the International Board nominates a specific person or specific persons as liquidators. The provisions in this Constitution relating to appointment and dismissal of International Board Members shall apply to these liquidators, who shall have the same powers duties and liabilities as an International 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 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 which may contain policies, procedures, and standards as well as rights and obligations of the Members regarding fundraising, resource allocation and other matters, in so far as these Regulations are not contrary to the law or this Constitution.

2. The Assembly may amend or repeal such Regulations at any time.

---

**Article 37**

**CONVERSION CLAUSE**

By this deed of conversion the Foundation shall be converted into an Association.

The assets (*vermogen*) of the Association as per the second day of June two thousand and nine, being the date of the conversion, as well as any proceeds thereof may only with a Court approval be applied differently from the manner (i) as prescribed prior to the conversion and (ii) as prescribed in the Constitution.

---

**END OF DEED**

The following entities shall be the first Affiliate Members of the Association:

- **ActionAid**, a legal entity existing under the laws of Great Britain, officiating at Macdonald Road, Hamlyn House, N19 5PG London (Great Britain);

- **ActionAid Ireland**, a legal entity existing under the laws of Ireland, officiating at Lower O’Connell Street, Unity Building 1, Dublin 1 (Ireland);

- **ActionAid International Italia ONLUS**, a legal entity existing under the laws of Italy,
officiating at Via Broggi 19, 20129 Milan (Italy);

- **ActionAid Hellas**, a legal entity existing under the laws of Greece, officiating at Amynta street 1, 11635 Athens (Greece);

- **ActionAid international Sweden**, a legal entity existing under the laws of Sweden, officiating at Roddargatan 15, S-116 2 Stockholm (Sweden);

- **ActionAid USA**, a legal entity existing under the laws of United States of America, officiating at 16th Street, Suite 540 1112, 20036 Washington DC (United States of America);

- **ActionAid Brasil**, a legal entity existing under the laws of Brazil, officiating at 651 Rua Santa Luzia, 17th floor, 20030-041 - Rio de Janeiro (Brazil);

- ActionAid Guatemala

- **ActionAid Ghana**, a legal entity existing under the laws of Ghana, officiating at La Tebu Street, East 13, Cantonments (Ghana) (Accra);

- **ActionAid International Uganda**, a legal entity existing under the laws of Uganda, officiating at Plot 2514/2515 Gaba Road, Kansanga (Uganda);

- **Austcare**, a legal entity existing under the laws of Australia, officiating at Parramatta Road 69-71, 2050 Camperdown (Australia);

The following entities shall be the first **Associate Members** of the Association:

- **ActionAid International Nigeria**, a legal entity existing under the laws of Nigeria, officiating at Plot 590 Cadastral zone, second Floor, NAIC Building (Nigeria) (Central Area);

- **ActionAid International Kenya**, a legal entity existing under the laws of Kenya, officiating at AACC building, second floor, Waiyaki Way, 00100 Westlands (Kenya) (Nairobi);

- **ActionAid International India**, a legal entity existing under the laws of India, officiating at Gulmohar Park D4, 110049 New Delhi (India);

- **ActionAid International Malawi**, a legal entity existing under the laws of Malawi, officiating at Kang’ombe Building, first floor, East Wing 3, LIlongwe (Malawi);
Mellemfolkeligt Samvirke, a legal entity existing under the laws of Denmark, officiating at Borgergade 14,2, DK-1300 Copenhagen (Denmark);

Stichting Nederlands Instituut voor Zuidelijk Afrika, a foundation (stichting), having its registered seat (statutaire zetel) in Amsterdam officiating at Van Diemenstraat 66, 1013 CP Amsterdam and registered at the Commercial Register under number 41217595;

PEUPLES SOLIDAIRES, a legal entity existing under the laws of France, officiating at rue Jules Ferry 2B, 93100 Montreuil Sous Bois (France).

And the following persons will form the International Board Members until the first Annual General Meeting:

- Noerine Kaleeba
- Alexandra Mitsotaki
- Andrew Mott
- Cândido Grzybowski
- Karen Brown
- Ken Burnett
- Mary O’Mahony
- Matteo Passini
- Nyaradzayi Gumbonzvanda
- Patrick Dowling
- Rajesh Tandon
- Silvio Caccia Bava
- Sriprapha Petcharamesree
- Abene Oduro
- Carl Tham

New International Board Members will be elected at the first Annual General Meeting.

**Assembly Convener and Chief Executive**

The first Assembly Convener shall be Noerine Kaleeba, The first Chief Executive shall be Mr Ramesh Kumar Singh Malla, living at Ville Franche, Waverley (Johannesburg) (South-Africa), Unit 6, born in Kathmandu (Nepal) on the fifth day of August nineteen hundred and fifty-five of Nepalese nationality.

The first Annual General Meeting shall take place on the twenty-fourth day of June two
thousand and nine, the twenty-fifth day of June two thousand and nine, the twenty-sixth day of June two thousand and nine and the twenty-seventh day of June two thousand and nine. An official notice to convene the Annual General Meeting shall be sent to all Members on the second day of June two thousand and nine. The following persons shall be appointed as members of the Assembly Organising Committee until the end of the first Annual General Meeting:

- Noerine Kaleeba
- Umberto Musumeci
- Andrew Mott
- Igun Uvie

**Election Committee**

The following persons shall be appointed as members of the Election Committee until the end of the first Annual General Meeting:

- Peter Moore
- Alick Msowoya,
- Mary O’Mahony

At the first Annual General Meeting nine International Board Members shall be elected by the Assembly. To implement a staggered process of retirement - in deviation from Article 21.7 of the Constitution - one third of the International Board Members elected in two thousand and nine shall serve for a term of two years, one third shall serve a term of three years and one third shall serve a term of four years. The term of service for International Board Members elected after two thousand and nine shall be three years in accordance with Article 21.7 of the Constitution.

The following persons shall be appointed as members of the Audit and Risk Committee until the end of the meeting of the International Board in September two thousand and nine:

- Patrick Dowling
  - Richard Lewis
  - Karen Brown
  - Jane Buckley Sander
  - Michael Forrest
  - Santo Livolsi.

At the first Annual General Meeting, the Assembly will adopt Regulations which may
contain policies, procedures, regulations and standards as well as rights and obligations of the Members regarding inter alia fundraising, resource allocation and other matters. Prior to conversion into an Association the Foundation entered into several agreements with Affiliates and Associates of the Foundation, which agreements remain in full force and effect. Such agreements are to be ended and replaced by the Regulations and other agreements. Until their endings these agreements will continue to apply as far as the provisions included therein do not conflict with the conversion of the Foundation into an Association.

**Power of Attorney**

The power of attorney, evidencing the authorisation of the Appearer, is attached to this Deed.

__________________________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. 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 cognisance 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.

__________________________