Articles of Association
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HQAI

HQAI’s objective is to improve the Quality and Accountability of organisations working with people in need through the provision and promotion of meaningful and adapted independent quality assurance. Its services are intended to build capacity in the sector and provide consistent measurable data in the delivery of quality action, thus improving principled, accountable, efficient provision of aid to vulnerable and at-risk populations.

To all its stakeholders, HQAI is an accountable, open and trustworthy partner, which applies the internationally recognised ground rules of auditing that are impartiality, competence, responsibility, openness, confidentiality and responsiveness to complaints. Our policies, procedures and tools for independent quality assurance follow relevant ISO standards requirements. HQAI’s CHS certification scheme is accredited against ISO/IEC 17065:2012.

HQAI has developed robust tools to measure efficiently where an organisation stands in relation to the Core Humanitarian Standard (CHS) on Quality and Accountability. Tools related to other standards may be developed in the future.

HQAI is committed to the nine fundamental principles of the CHS and implements them as far as they are applicable to its own activities. These are:

- delivery of services that respond to the needs of users
- timely delivery of these services
- avoidance of negative effects
- transparency and participation in decision-making
- provision of safe complaint mechanisms
- avoidance of duplication
- well management of staff, including non discrimination
- responsible use of resources
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.

- POL005 - Signature Policy
- POL048 - Complaints management policy
- POL049 - Appeal policy
- PRO050 - Advisory and Complaint Board
- PRO300 - Appointment procedure for admitting new members.
ARTICLES OF ASSOCIATION

I - INCORPORATION

Article 1: Name

1.1 The Association is formed under the name “Association initiative assurance qualité humanitaire”, in English “Association Humanitarian Quality Assurance Initiative” (hereinafter “HQAI”) 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 HQAI’s purposes are:
   a) To provide third-party quality assurance to organisations that work with vulnerable and at-risk people against recognised quality and accountability principles and standards;
   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 vulnerable and at risk people;
   d) To promote third-party quality assurance to encourage demand and support for the services of HQAI;
   e) To promote HQAI 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 HQAI 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 HQAI 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 HQAI 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, development and quality assurance;
   c) The ability to facilitate contact and cooperation with the different stakeholders of HQAI, including but not limited to senior UN and government officials, NGOs and representatives of vulnerable and at-risk people;
   d) A close connection with the CHS Alliance, which should be represented in the membership of HQAI either by its Executive Director or a member of its Governing Board.

Note: HQAI employees and registered auditors may not become HQAI members.

5.4 Members shall behave at all times in a manner that befits their relationship with HQAI as an entity that promotes quality and accountable support to vulnerable and at-risk communities;

5.5 Any applications for membership shall be approved by the General Assembly, following decision-making modalities defined in Article 13, and according to the admission criteria listed in 5.3 and the appointment procedure to admit new members (POL300).

5.6 Members may resign from HQAI at any time.

5.7 Members are in principle not remunerated for activities undertaken in their quality of Members of HQAI, but their expenses may 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 The membership term is indefinite. Members are expected to participate actively in HQAI’s discussions and decision-making. As such members who do not participate in two consecutive duly called General Assemblies will be asked by the President to resign.

Note: Members who are represented by a proxy provided to another member are deemed to be present at a General Assembly.

III - ORGANISATION

Article 6: Corporate Bodies

6.1 The corporate bodies of HQAI 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 HQAI and exercises the general oversight of the Association. It is composed of the Members of HQAI.

7.2 The General Assembly shall meet at least once a year on notice given by the Secretariat of HQAI. 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 strategy 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 HQAI;
   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 HQAI. The Board of Directors shall number as many persons as the Board of Directors considers appropriate, but no less than 5 and no more than 10.

8.2 The Board of Directors shall be responsible for HQAI and shall have all the powers necessary to realise its objects, except if such powers are attributed to the General Assembly. It shall lead HQAI, giving strategic direction to the Secretariat in support of its mission and vision. It shall also represent HQAI towards authorities, the public and any third-party to further HQAI’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 HQAI 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 HQAI to the Secretariat;
   b) select and appoint the Executive Director;
c) approve terms of reference of HQAI Boards and Committees and any revision proposed;
d) approve the key organisational policies of HQAI;
e) adopt the annual work programme and submit the budget to the General Assembly for implementation by the Secretariat;
f) contribute to the long-term sustainability of the association by helping with fundraising and support to its business model.
g) 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 three consecutive, 4-year terms, subject to re-election by the General Assembly according to the Articles of Association.

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 HQAI’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) lead by example and demonstrate unwavering commitment to HQAI’s principles, policies, and standards;
b) not make public pronouncements on HQAI policy and actions without prior consultations with the Executive Director;
c) disclose any actual or potential conflict of interest that decisions create with one of the members or any organisation involved with HQAI, 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;
d) sign and comply with the obligations included in a confidentiality agreement addressing the issues of confidentiality and conflict of interest;
e) attend and actively participate in Board meetings.

8.14 Directors who do not comply with 8.13, or who act against the interest of HQAI 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 HQAI.

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 HQAI 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, shall be elected from amongst, and by the Directors present at the first session of the Board after every June General Assembly meeting.

i. Their term is renewable for as long as they are Directors.

ii. They are not substitutable unless, under exceptional circumstances, it is agreed upon by the Board.

iii. Members of the Executive Committee who may have to step down from their office should be replaced at the earliest possibility.

Article 10: Advisory and Complaint Board

10.1 The role of the Advisory and Complaint Board (hereinafter ACB) is to provide guidance to the management of impartiality of HQAI and make decisions in case of complaints.
10.2 The ACB shall be composed of up to seven members, one of which shall be a Member of HQAI’s Board of Directors and should be independent from any organisation working with vulnerable or at-risk people.

10.3 The member of the Board of Director shall serve as the Chair of the ACB.

10.4 The members of the ACB shall be well experienced and qualified professionals in their respective fields, collectively representing the following features:
   a) knowledge of the Core Humanitarian Standard and other relevant standards applicable to organisations that work with vulnerable and at risk people;
   b) experience of verification and/or Quality Assurance processes;
   c) variety of stakeholders of HQAI, 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 HQAI with support and advice;
   c) maintaining rules of impartiality, of confidentiality and avoiding conflicts of interest in all the work of HQAI;
   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 HQAI.

10.6 The ACB shall take decisions regarding complaints from stakeholders, including audited partners, who have complaints about the activities of HQAI and / or audited organisations insofar as they relate to the scope of the audits. In dealing with complaints or appeals, the Secretariat and the ACB shall follow the specific policies and procedures on complaints and appeals.

10.7 The ACB shall provide an anonymised annual report to the Board of Directors and the General assembly on its activities.

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 policy 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 HQAI 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, or elections to the bodies of HQAI shall be valid if a quorum of at least:
   a) 50% of the General Assembly and ACB
   b) 66% of the Board of Directors
is present or represented during the meeting when the decision is taken.

13.2 Decisions and elections 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 A member of any governing body is considered represented if s/he has provide a proxy in advance to one of the other members of this body, and duly informed the Chair of the body in question or the Secretariat in advance of the meeting.

13.5 Meetings of the bodies of HQAI can be replaced by virtual meetings such as phone and/or videoconferences whereby all participating members can be heard by each other.

13.6 Topics to be decided by the bodies of HQAI 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 HQAI 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 HQAI to the General Assembly. The Auditor shall issue a statement at the end of the fiscal year (31st December) during the General Assembly following the end of the fiscal year.

Article 16: Assets and Income

16.1 The assets of HQAI shall be constituted by donations, gifts, grants or other forms of assets generated by the activities of HQAI.

16.2 No assets or income of HQAI may be distributed to, or applied for the benefit of, a private person or non-charitable organisation other than pursuant to the conduct of HQAI’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 HQAI 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 or members of the Secretariat shall incur no personal liability for any liability, debt or commitment of HQAI.

V - DISSOLUTION, JURISDICTION AND ADOPTION

Article 19: Dissolution

19.1 HQAI 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 HQAI, the remaining of its assets shall be distributed to non-profit (educational, cultural, etc.) organisations that have objectives similar to HQAI, 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, 7 November 2016, 18 June 2019 and 9 June 2020.

Katherine Halff
President

Yves Daccord
Director