

ASSOCIATION SPHÈRE

STATUTS

DU
28 SEPTEMBRE 2016

AMENDÉS LE 27 MAI 2021

SPHERE
ASSOCIATION

STATUTES

OF
28 SEPTEMBER 2016
AMENDED ON 27 MAY 2021

STATUTS
DE L'ASSOCIATION
SPHÈRE

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ASSOCIATION
STATUTES

validés par l'Assemblée constitutive
de l'Association Sphère le
28 septembre 2016

Nom et siège social

Article 1

L'Association Sphère est une association à but non lucratif régie par les présents statuts et constituée en vertu des Articles 60¹ et suivants du code civil suisse. Elle se veut politiquement neutre et non confessionnelle.

Article 2

Le siège social de l'Association Sphère est situé dans le canton de Genève en Suisse. L'Association est créée pour une durée illimitée.

Objectif

Article 3

L'Association Sphère n'a pas pour objectif de réaliser des bénéfices. Elle est créée pour succéder au Projet Sphère, qui a débuté en 1997 en tant qu'initiative inter-organisations à durée limitée dans le but de définir des standards minimums convenus d'assistance dans le cadre de crises humanitaires.

Article 4

L'Association a pour vision un monde dans lequel toutes personnes touchées par une catastrophe ou un conflit sont en mesure de s'en remettre et de récupérer leurs moyens d'existence, dans le respect et la mise en avant de leur dignité.

Article 5

L'Association existe pour renforcer la qualité et la redevabilité de l'action humanitaire qui repose sur des principes humanitaires et les droits reconnus des personnes touchées par des crises. La mission de l'Association est de rassembler et soutenir les personnes, communautés, organisations et autres organismes qui œuvrent à l'application, la promotion et l'encouragement de l'adhésion

Approved by the Sphere Association
Constitutive Assembly on
28 September 2016

Name and Registered Office

Article 1

The Sphere Association is a non-profit association governed by the present statutes and incorporated under Articles 60² et seq. of the Swiss Civil Code. It is neutral politically, and non-denominational.

Article 2

The Sphere Association's headquarters shall be located in the Canton of Geneva, Switzerland. The Association shall be of unlimited duration.

Purpose

Article 3

The Sphere Association has no profit motive. It is established as a successor to the Sphere Project, which began in 1997 as a time-bound inter-organisational initiative to establish agreed minimum standards for assistance in humanitarian crises.

Article 4

The vision of the Association is a world in which all people affected by disaster or conflict are able to re-establish their lives and recover their livelihoods in ways that respect and promote their dignity.

Article 5

The Association exists to strengthen the quality and accountability of humanitarian action based on humanitarian principles and recognised rights of those affected by crisis. The mission of the Association is to convene and support individuals, communities, organisations and other bodies who apply, promote and encourage voluntary adherence to humanitarian standards and principles.

¹Article 60 : 1. Les associations politiques, religieuses, scientifiques, artistiques, de bienfaisance, de récréation ou autres qui n'ont pas un but économique acquièrent la personnalité dès qu'elles expriment dans leurs statuts la volonté d'être organisées corporativement. 2. Les statuts sont rédigés par écrit et contiennent les dispositions nécessaires sur le but, les ressources et l'organisation de l'association.

2 Article 60: Political associations, religious, scientific, artistic, charitable, and recreational or others who do not have an economic purpose acquire legal personality as soon as their intention to exist is apparent from their articles of association. 2. The articles of the association must be done in writing and shall include necessary the object of the association, its resources and its organisation.

volontaire aux standards et principes humanitaires.

Article 6

En accord avec sa vision et sa mission, les objectifs de l'Association sont :

- a) de renforcer l'existence d'un réseau inclusif d'acteurs humanitaires qui permet aux personnes et organisations de développer leurs capacités à mettre les principes et standards humanitaires en pratique ;
- b) de soutenir et renforcer les activités de formation et de plaidoyer pour les premiers intervenants, ainsi que les acteurs humanitaires, traditionnels et nouveaux, au sein du système international et auprès des autorités nationales ;
- c) d'améliorer la pertinence et la facilité d'utilisation des standards humanitaires, en fonction des données factuelles, des bons procédés et de l'innovation ; et
- d) de soutenir et promouvoir un partenariat de standards mondiaux de façon à améliorer une action et une harmonisation coordonnées entre standards et à renforcer l'appropriation d'une intervention humanitaire de qualité et redevable par les personnes, les communautés et les organisations.

Ressources

Article 7

L'Association obtiendra les fonds nécessaires à son activité par le biais des cotisations d'adhésion, de contributions, de dons et de subventions éventuelles, à condition que ceux-ci ne soient pas assortis de conditions contraires à l'esprit et aux principes de l'organisation. Les fonds de l'Association seront utilisés conformément à l'objectif social de l'Association.

Membres

Article 8

L'Association est composée de :

- a) membres fondateurs
- b) membres à part entière
- c) membres individuels

Article 9

Membres fondateurs

Article 6

Consistent with its vision and mission, the Association's objectives are to:

- a) Strengthen an inclusive network of humanitarian practitioners which allows individuals and organisations to develop greater capacity to put humanitarian principles and standards into practice.
- b) Support and strengthen training and advocacy activities for first responders, traditional and new humanitarian actors, with the international system as well as with national authorities.
- c) Enhance the relevance and usability of humanitarian standards based on evidence, good practice, and innovation.
- d) Support and promote a global standards partnership to improve coordinated action and harmonisation across standards, to build stronger ownership of quality and accountable humanitarian action by individuals, communities and organisations.

Resources

Article 7

The Association shall obtain the funds necessary for its work from membership fees, contributions, donations and grants which it may receive, provided that these are not subject to conditions which are contrary to the aim and principles of the organisation. The Association's funds shall be used in accordance with the Association's social purpose.

Members

Article 8

The Association comprises:

- a) Founding Members
- b) Full Members
- c) Individual members

Article 9

Founding Members

All members in good standing of the Sphere Project board at the time of the constitution of the Sphere Association shall be considered Founding Members.

Founding Members are permanently recognised as such within the Association,

Tous les membres du Conseil du Projet Sphère en règle au moment de la constitution de l'Association Sphère seront considérés être des membres fondateurs.

Les membres fondateurs seront reconnus comme tels de manière permanente au sein de l'Association, et pourront assister et intervenir à l'Assemblée générale, ainsi que participer aux comités et groupes de travail. Les membres fondateurs bénéficient du droit de vote tant qu'ils conservent leur statut de membres à part entière.

Article 10 Membres à part entière

Les membres à part entière sont des organisations et réseaux d'organisations dont les principales activités sont cohérentes avec, et soutiennent, la vision, la mission et les objectifs de l'Association, et qui font preuve d'un engagement clair envers les principes humanitaires. Ces organisations ou réseaux d'organisations mènent des activités essentiellement centrées sur la réponse, la prévention et la préparation à des urgences, crises et catastrophes ou le relèvement suite à leur incidence.

Une organisation peut devenir membre à part entière dans la mesure où : ses principales activités, ou celles de ses membres, vont dans le sens d'une aide et d'une protection apportées aux populations vulnérables et communautés touchées par des crises. Il peut s'agir d'une organisation non gouvernementale (ONG), d'un réseau d'ONG ou d'un membre du mouvement de la Croix-Rouge et du Croissant-Rouge, d'une agence de l'ONU, d'un organisme donateur, d'une autorité nationale de gestion des catastrophes, d'un organisme de définition des standards, d'une institution universitaire, d'une fondation ou d'une entité du secteur privé, qui remplit les critères stipulés dans le règlement d'adhésion à l'Association.

Les demandes de statut de membre à part entière doivent être reçues par le bureau de Sphère pour être acceptées ou rejetées par le Comité directeur, conformément au règlement d'adhésion.

Les membres à part entière bénéficient d'un droit de vote et sont éligibles au Comité directeur de l'Association.

and may attend and speak at the General Assembly, as well as participate in committees and working groups. Founding Members have full voting rights as long as they also maintain their status as Full Members.

Article 10 Full Members

Full members are organisations and networks of organisations which maintain core activities consistent with, and supportive of, the vision, mission and objectives of the Association as well as demonstrate a stated commitment to the humanitarian principles. It maintains core activities which aim to respond to prevent, prepare for, or recover from emergencies, crisis and disaster.

An organisation shall be considered eligible to become a full member if it maintains core activities, or its members' core activities, work towards assisting and protecting vulnerable people and crisis affected communities. It can be a Non-Governmental Organisation (NGO), NGO network or a member of the Red Cross/Red Crescent Movement, a UN agency, a donor agency, a national disaster management agency, a standard-setting body, an academic institute, a foundation or a private sector entity and meets the criteria as set out in the Association's Membership Bylaws.

Requests to become a Full Member shall be received by the Sphere Office for approval or rejection by the Governing Board in accordance with the Membership Bylaws.

Full members have full voting rights and are eligible for election to the Governing Board of the Association.

Article 11 Individual Members

Individual members have activities and practices which are consistent with and supportive of the vision, mission and objectives of the Association.

Requests to become an Individual Member shall be received by the Sphere Office for approval or rejection by the Governing Board in accordance with the Membership Bylaws.

Article 11**Membres individuels**

Les activités et pratiques des membres individuels 'sont conformes à la vision, la mission et aux objectifs de l'Association, et les soutiennent.

'Les demandes de statut de membre individuel doivent être reçues par le bureau de Sphère pour être acceptées ou rejetées par le Comité directeur, conformément au règlement d'adhésion de l'Association.

Les membres individuels n'ont pas de droit de vote, mais peuvent assister à l'Assemblée générale et s'y exprimer en tant qu'observateurs. Ils peuvent participer au sein de comités et groupes de travail, s'ils y sont conviés.

Les membres individuels ne peuvent être candidats aux élections générales du Comité directeur, mais peuvent être cooptés pour des sièges spécifiques, avec plein droit de parole et de vote au Comité directeur, afin de renforcer la représentation et la diversité de cet organe.

Article 12**Cotisations d'adhésion**

La structure tarifaire des cotisations d'adhésion est proposée par le Comité directeur, pour approbation par l'Assemblée générale. Toute modification des montants d'adhésion doit être approuvée par un vote à la majorité des deux tiers de l'Assemblée générale. Les membres recevront une notification du montant de leur cotisation annuelle, en fonction de leur statut.

Article 13

La qualité de membre est perdue dans les cas suivants :

- a) lorsqu'un membre informe par écrit le Comité directeur de sa démission ; ou
- b) suite à une exclusion recommandée par le Comité directeur pour une juste cause, avec suspension immédiate du membre jusqu'à décision finale de l'ordre d'exclusion ou appel de la décision d'exclusion par l'Assemblée générale. Les appels doivent être introduits dans les 30 jours qui suivent la notification par le Comité directeur de sa recommandation au membre; ou

Individual Members do not have voting rights but may attend and speak at the General Assembly as observers. They may participate in committees and working groups if invited.

Individual Members are not eligible for general election to the Governing Board, but may be co-opted for designated seats, with full voice and voting rights on the Governing Board, to strengthen representation and diversity of that body.

Article 12**Membership dues**

The dues structure for members is proposed by the Governing Board for approval by General Assembly. Any changes to the membership fees shall be approved by a two-thirds majority vote by the General Assembly. Members shall be notified of their fees each year, according to their membership status.

Article 13

Membership ceases:

- a) When a member informs the Governing Board in writing of resignation; or
- b) By exclusion recommended by the Governing Board for just cause, with immediate suspension of the member until final decision on the exclusion order or appeal to the exclusion order by the General Assembly. Appeals must be lodged within 30 days of the Governing Board's notification of their recommendation to the Member; or
- c) For non-payment of dues for more than two years; membership shall be suspended after one year of non-payment with written notification from the Governing Board.

In all cases the membership fee for the current calendar year remains due.

Only the Association's assets may be used for obligations and commitments contracted in its name. Members have no personal liability.

Governance Structure**Article 14**

The Association shall include the following organs:

- a) General Assembly

- c) pour non-paiement de la cotisation pendant plus de deux années ; l'adhésion est suspendue après une année de non-paiement, sur notification écrite du Comité directeur.

La cotisation pour l'adhésion de l'année civile en cours reste due dans tous les cas de figure.

Seul l'actif de l'Association peut être utilisé en garantie pour toute obligation ou tout engagement réalisé en son nom. Les membres n'ont aucune responsabilité personnelle.

Structure de gouvernance

Article 14

L'Association sera composée des organes suivants :

- a) l'Assemblée générale
- b) le Comité directeur
- c) le Secrétariat
- d) l'organe de révision

Article 15

L'Assemblée générale

L'Assemblée générale est l'autorité décisionnelle suprême de l'Association. Bien que l'Assemblée générale soit composée de membres fondateurs, à part entière et individuels, seuls les membres à part entière disposent d'un droit de vote.

L'Assemblée générale se réunira en séance ordinaire une fois par an. Elle peut également, au besoin, convoquer une séance extraordinaire sur demande du Comité directeur ou d'au moins un cinquième de ses membres.

Les décisions de l'Assemblée générale ne sont valables que si un quorum d'au moins la moitié des membres votants de l'Association est réuni. Les membres sont encouragés à assister à la réunion en personne, mais peuvent également donner une procuration ou participer à distance (par le biais de moyens technologiques).

Le Comité directeur doit informer les membres de la date de l'Assemblée générale par écrit au moins six (6) semaines à l'avance. La notification, qui inclut la proposition d'ordre du jour, doit être

- b) Governing Board
- c) Secretariat
- d) Auditor

Article 15

The General Assembly

The General Assembly is the Association's supreme decision-making authority. While the General Assembly is composed of Founding, Full and Individual members, only Full Members shall have voting rights.

The General Assembly shall hold an Ordinary Meeting once each year. It may also hold an extraordinary session whenever necessary, at the request of the Governing Board or at least of one-fifth of the General Assembly members.

Actions of the General Assembly shall be considered valid if a quorum of at least half the voting members of the Association are present. Members are encouraged to attend in person but may also designate a proxy or participate from a distance (via technological means).

The Governing Board shall inform the members in writing of the date of the General Assembly at least six weeks in advance. The notification, including the proposed agenda, shall be sent to each member at least ten days prior to the date of the meeting.

The first Ordinary Meeting of the General Assembly shall be held no later than 31 May 2018.

Article 16

Powers of the General Assembly

The General Assembly:

- a) elects up to ten members of the Governing Board and its President through a secret ballot;
- b) notes the contents of the reports and financial statements for the year and votes on their adoption;
- c) approves the annual budget;
- d) appoints an auditor for the Association's accounts;
- e) creates any committees it deems necessary to achieve the goals and objectives of the Association;
- f) delegates powers, authorities and assignments it deems relevant to any

envoyée à chaque membre au moins dix (10) jours avant la date de la réunion.

La première Assemblée générale ordinaire se tiendra au plus tard le 31 mai 2018.

Article 16

Pouvoirs de l'Assemblée générale

L'Assemblée générale :

- a) élit un maximum de dix (10) membres du Comité directeur, ainsi que son président,, à bulletin secret ;
- b) prend note des contenus des rapports et états financiers de l'année et approuve leur adoption ;
- c) approuve le budget annuel ;
- d) nomme l'organe de révision des comptes de l'Association ;
- e) crée le ou les comités qu'elle juge nécessaires afin d'atteindre les buts et objectifs de l'Association ;
- f) délègue les pouvoirs, autorités et tâches qu'elle juge nécessaires au ou aux comités ou membres de l'Assemblée générale ;
- g) décide de toute modification à apporter aux statuts par un vote à la majorité des deux tiers ;
- h) rédige tout règlement permettant de mieux définir les éléments des présents Statuts ou nomme un comité ou autre organe pour ce faire ;
- i) révisé et approuve les modifications du montant des cotisations annuelles d'adhésion par un vote à la majorité des deux tiers ;
- j) reçoit et se prononce sur tout recours à une décision d'exclusion d'un membre prise par le Comité directeur ;
- k) procède au renvoi de tout membre du Comité directeur par un vote à la majorité des deux tiers ;et
- l) exerce tout autre pouvoir légitime nécessaire pour mener à bien les activités de l'Association.

L'Assemblée générale sera présidée par le président de l'Association, ou en son absence par le vice-président de l'Association.

Article 17

L'Assemblée générale s'efforcera de prendre des décisions par consensus. S'il n'est pas possible de parvenir à un consensus, l'officier présidant la séance peut appeler à voter.

committee(s) or member(s) of the General Assembly;

- g) decides on any modification of statutes by a two-thirds majority vote;
- h) develops bylaws to further define elements of the present Statutes or appoints a committee or other corporate body to do so;
- i) reviews and approves changes to the annual membership fees by a two-thirds majority vote;
- j) receives and decides on any appeal to an exclusion order of membership taken by the Governing Board;
- k) Dismisses any members of the Governing Board by a two-thirds majority vote;
- l) exercises all other lawful powers required to carry out the purpose of the Association.

The General Assembly shall be presided over by the President of the Association, or in the absence of the President, by the Vice-President.

Article 17

The General Assembly shall strive to make decisions by consensus. If consensus is not reached, the presiding officer may call for a vote.

In order to be approved, votes require a simple majority of the voting members present (or participating by proxy) unless indicated differently within these statutes. Votes are generally expressed by a show of hands. Voting may take place by secret ballot, if at least five voting members request it. In case of equality of votes, the presiding officer shall have the casting vote.

If required, voting may be held outside of Ordinary Meetings by means of teleconference, video-conference, or any other method of communication as agreed by the Governing Board. This shall follow the same decision-making process outlined above.

Article 18

The agenda of the ordinary annual session of the General Assembly shall include:

- a) approval of the Minutes of the previous General Assembly;
- b) the Governing Board's annual Activity Report;

Pour être validés, les votes ne nécessitent la présence que d'une majorité simple des membres votants (ou représentés par procuration), sauf indication contraire dans les présents statuts. Les votes se font généralement à main levée. Les votes peuvent se faire à bulletin secret, sur demande d'au moins cinq membres votants. En cas d'égalité des votes, l'officier présidant la séance dispose de la voix prépondérante.

Au besoin, le vote peut avoir lieu en dehors des séances ordinaires de l'Assemblée générale par le biais de la téléconférence, la vidéoconférence ou tout autre mode de communication accepté par le Comité directeur. Cette décision sera prise en suivant le schéma de prise de décision détaillé précédemment.

Article 18

L'ordre du jour de l'Assemblée générale ordinaire devra inclure :

- a) l'approbation du compte rendu de la précédente Assemblée générale ;
- b) le rapport d'activité annuel du Comité directeur ;
- c) les rapports du trésorier et de l'organe de révision ;
- d) l'approbation du budget ;
- e) l'approbation des rapports et des comptes;
- f) l'élection des membres du Comité directeur et de l'organe de révision ; et
- g) toute autre question.

Article 19

Le Comité directeur

Le Comité directeur est autorisé à mener toute action au service des objectifs de l'Association. Il dispose des pouvoirs de supervision des affaires quotidiennes de l'Association les plus élargis. Il se réunit au minimum deux (2) fois par an. Il peut se réunir, en outre, aussi souvent que nécessaire par le biais de téléconférence, visioconférence ou tout autre mode de communication décidé par les membres du Comité directeur.

Il assume les responsabilités qui lui incombent, conformément aux présents statuts, ainsi que toute autre responsabilité que lui attribuerait l'Assemblée générale.

Article 20

- c) the report of the Treasurer and of the Auditor;
- d) approval of the budget;
- e) approval of reports and accounts;
- f) election of Governing Board members and Auditor; and
- g) miscellaneous business.

Article 19

The Governing Board

The Governing Board is authorised to carry out all acts that further the purposes of the Association. It has the most extensive powers to oversee the Association's affairs. It shall meet not less than twice per year. In addition, it can meet as often as needed by means of teleconference, video conference, or any other means of communication as agreed by members of the Governing Board.

It shall carry out responsibilities described in these Statutes and any others assigned to it by the General Assembly.

Article 20

The Governing Board is comprised of organisations elected by the General Assembly and organisations or individuals co-opted by the Governing Board.

The Governing Board shall be composed of up to fifteen members as follows:

- a) Ten elected members from the Full Membership; and
- b) Up to five co-opted members from the Full or Individual members with relevant expertise and experience.

The Governing Board may call upon the services of specialists who are able to assist the Association based on their experience or position and who can participate in an advisory capacity in the meetings of the Governing Board without vote.

Article 21

The members of the Governing Board shall normally serve a three-year term, or such other terms as may be decided by the General Assembly. Members shall not be elected for more than two consecutive terms. Members of the Constitutive Governing Board may serve for two terms in addition to their initial interim term.

To ensure continuity within the Governing Board, the first terms of serving members

Le Comité directeur inclut les organisations élues par l'Assemblée générale, ainsi que les organisations et personnes ayant été cooptées par le Comité directeur.

Le Comité directeur est composé d'un maximum de quinze (15) membres, selon la répartition suivante:

- a) dix (10) membres élus à part entière ; et
- b) jusqu'à cinq (5) membres cooptés, parmi les membres à part entière ou individuels dotés d'un savoir-faire ou de compétences adéquates.

Le Comité directeur peut faire appel aux services de spécialistes aptes à accompagner l'Association sur la base de leur expérience ou fonction professionnelle, qui peuvent siéger en tant que conseillers lors des réunions du Comité directeur, sans toutefois pouvoir voter.

Article 21

Les membres du Comité directeur servent généralement un mandat d'une durée de trois ans, ou de toute autre durée, tel que le décide l'Assemblée générale. Les membres ne peuvent être élus pour plus de deux mandats consécutifs. Les membres du Comité directeur constitutif peuvent exercer leur fonction pendant deux mandats en plus de leur mandat intérimaire initial.

Afin d'assurer la continuité au sein du Comité directeur, le renouvellement des premiers mandats des membres en exercice peut être échelonné par rotation, la moitié étant à réélire tous les deux ans suite au premier mandat constitutif, tel que déterminé par le président, sur conseil du Comité directeur.

Les décisions du Comité directeur ne sont valables que si un quorum d'au moins soixante pour cent des membres est réuni. Les membres sont encouragés à assister à la réunion en personne, mais peuvent également donner une procuration ou participer à distance (par le biais de moyens technologiques).

Les membres du Comité directeur peuvent être renvoyés à tout moment de leur mandat par une majorité des deux tiers de l'Assemblée générale.

Article 22

may be staggered in rotation, with half rotating for election every two years after the initial constitutive term, as determined by the President upon advice of the Governing Board.

Actions of the Governing Board shall be considered valid if a quorum of sixty percent are present. Members are encouraged to attend in person but may also designate a proxy or participate from a distance (via technological means).

Members of the Governing Board may be dismissed at any time throughout their term by a two-thirds majority of the General Assembly.

Article 22

The Governing Board members work on a volunteer basis and shall not receive compensation for such voluntary office.

Article 23

The officers of the Governing Board, President, Vice President and Treasurer, acting together, may make decisions in accordance with approved delegation on behalf of the Governing Board in between formal meetings.

Article 24

Powers of the Governing Board

The Governing Board shall be responsible for overseeing the Association's mission, strategic direction and fiscal integrity which shall include:

- a) Ensuring that decisions of the General Assembly are implemented;
- b) Providing strategic leadership to the Association;
- c) Approving Association policies and procedures;
- d) Approving the Association's Financial Statements;
- e) Approving applications for Full and Individual membership;
- f) Reviewing, amending if necessary, and recommending the annual budget to the General Assembly;
- g) Taking action to recommend exclusion of any member, in accordance with Article 13, suspending that member until

Les membres du Comité directeur agissent à titre bénévole et ne reçoivent aucune compensation pour leur travail dans ce cadre.

Article 23

Entre les différentes réunions officielles du Comité directeur, ses officiers, le président, le vice-président et le trésorier peuvent, de concert et en son nom, prendre des décisions conformes à la délégation de pouvoir approuvée.

Article 24

Pouvoirs du Comité directeur

Le Comité directeur est responsable de la supervision de la mission de l'Association, de son orientation stratégique et de son intégrité fiscale, ce qui inclut :

- a) de s'assurer que les décisions prises par l'Assemblée générale sont mises en œuvre ;
- b) d'assurer le leadership stratégique de l'Association ;
- c) d'approuver les politiques et procédures de l'Association ;
- d) d'approuver les états financiers de l'Association ;
- e) d'approuver les demandes d'adhésion à part entière ou individuelle ;
- f) de réviser, de modifier le cas échéant, et de faire des recommandations relatives au budget annuel à l'Assemblée générale ;
- g) de prendre des mesures afin de recommander l'exclusion de tout membre, conformément à l'Article 13, en actant la suspension dudit membre jusqu'à ce que la décision d'exclusion ait été prononcée par l'Assemblée générale ;
- h) de veiller à ce que les statuts de l'Association soient respectés et de superviser les politiques et procédures de gestion de l'Association, et notamment les contrôles financiers et normes éthiques ;
- i) de gérer l'actif de l'Association ;
- j) de mettre en place des comités et groupes de travail selon les besoins afin d'atteindre les buts et objectifs de l'Association, et auxquels il peut déléguer des tâches données ;
- k) de présenter le rapport annuel des activités et réalisations de l'Association

decision on exclusion by the General Assembly;

- h) Ensuring that the statutes of the Association are respected and supervising the policies and procedures of the management of the Association, including financial controls and ethical standards;
- i) Overseeing the assets of the Association;
- j) Establishing any committees and working groups it deems necessary to achieve the goals and objectives of the Association, and to which it may delegate specific tasks;
- k) Presenting the annual report of the Association's activities and achievements to the General Assembly for approval;
- l) Appoint, dismiss and/or approve the renewal of the mandate of the Executive Director;
- m) Convening the ordinary and requesting any extraordinary sessions of the General Assembly.

Article 25

Secretariat and Executive Director

The Secretariat shall be comprised of the Executive Director and any staff as may be required to achieve the goals of the Association. The Executive Director shall manage the Secretariat and report on activities to the Governing Board.

The Executive Director:

- a) Is accountable to the Governing Board for the general and daily management of the Association and realisation of its mission and vision;
- b) Proposes decisions to the Governing Board and implements the Governing Board's decisions;
- c) Is authorised to undertake all activities in pursuit of the purpose of the Association and within the Governing Board-approved budget and delegated authority;
- d) Is the chief representative of the Association;
- e) Takes on other duties as delegated by the Governing Board.

The Executive Director shall have the obligation to be present, with voice but without vote, at all the meetings of the General Assembly and Governing Board, with the exception of confidential personnel

à l'Assemblée générale, pour approbation ;

- l) de nommer, renvoyer et/ou approuver le renouvellement du mandat du directeur exécutif ; et
- m) de convoquer l'Assemblée générale ordinaire et toute assemblée extraordinaire.

Article 25

Le Secrétariat et le directeur exécutif

Le Secrétariat est composé du directeur exécutif et de tout membre de personnel nécessaire pour atteindre les buts de l'Association. Le directeur exécutif gère le Secrétariat et rend compte des activités au Comité directeur.

Le directeur exécutif :

- a) est responsable devant le Comité directeur de la gestion globale et quotidienne de l'Association et de la réalisation de sa mission et sa vision ;
- b) propose des décisions au Comité directeur et met en œuvre les décisions prises par le Comité directeur ;
- c) est autorisé à mener toute activité dans le but de servir l'objectif de l'Association, dans la mesure du budget approuvé par le Comité d et des pouvoirs qui lui ont été délégués ;
- d) est le principal représentant de l'Association ; et
- e) assume d'autres rôles, tels que délégués par le Comité directeur.

Le directeur exécutif a l'obligation d'assister, en pouvant s'exprimer mais pas voter, à toutes les réunions de l'Assemblée générale et du Comité directeur, à l'exception des séances confidentielles de personnel qui concernent le directeur exécutif.

Article 26

Le directeur exécutif de l'Association, ainsi que le président de l'Association et tout membre désigné du Comité directeur, jouissent du pouvoir de signature pour l'Association. Le Comité directeur peut autoriser tout autre membre du personnel à signer au nom de l'Association.

COMPTES ET ORGANE DE RÉVISION

sessions that concern the Executive Director.

Article 26

The Association's Executive Director, together with the Association's President or any designated Board Member, are signatories of the Association. The Governing Board may designate any other authorised staff to sign on behalf of the Association.

ACCOUNTS AND AUDITOR

Article 27

The financial year shall begin on 1 January and end on 31 December of each year. The first financial year will run from the date of the Constitutive Assembly 28 September 2016 to 31 December 2017.

The Treasurer is responsible for overseeing the Association's finances.

Article 28

The General Assembly shall appoint an Auditor for the term of one year. After expiry of this term, the Auditor may be re-elected.

The Auditor shall audit the accounts and examine the books of the Association in accordance with relevant Swiss law. The Auditor is entitled to request such evidence as deemed appropriate.

One annual audit is to take place within three calendar months of the close of each financial year. The Governing Board shall submit the Auditor's report to the General Assembly.

AMENDMENTS OF STATUTES

Article 29

The statutes and bylaws of the Association may be amended in accordance with the following procedure:

- a) A proposal for amendments may be submitted in writing to the Secretariat, either by a Full Member or by the Governing Board, not later than sixty days prior to the opening of any meeting of the General Assembly.

Article 27

L'exercice financier débute au 1^{er} janvier et est clôt au 31 décembre de chaque année. Le premier exercice débutera le jour de l'Assemblée constituante, le 28 septembre 2016 et prendra fin le 31 décembre 2017.

Le trésorier est responsable de la supervision des finances de l'Association.

Article 28

L'Assemblée générale nomme un organe de révision pour un mandat d'une année. L'organe de révision peut être réélu pour un nouveau mandat à l'expiration de ce premier mandat.

L'organe de révision vérifie l'ensemble des comptes et examine les registres de l'Association, conformément à la loi suisse en vigueur. L'organe de révision est autorisé à demander des preuves, tel qu'il l'estime utile.

Un audit comptable annuel doit être réalisé dans les trois mois calendaires suivant la clôture de chaque exercice. Le Comité directeur doit présenter le rapport de l'organe de révision à l'Assemblée générale.

AMENDEMENTS DES STATUTS**Article 29**

Les statuts et règlements de l'Association peuvent être modifiés conformément à la procédure suivante :

- a) Une proposition d'amendement peut être transmise par écrit au Secrétariat, par un membre à part entière ou par le Comité directeur, au plus tard soixante (60) jours avant le début de toute Assemblée générale.
- b) Ladite proposition doit être soumise par écrit à l'ensemble des membres au moins trente jours avant l'Assemblée générale.
- c) Les amendements proposés doivent être acceptés dès lors qu'ils sont adoptés par une majorité des deux tiers des membres votants présents.
- d) Les amendements ainsi adoptés entrent en vigueur dès la clôture de l'Assemblée générale qui les a adoptés.

**DISSOLUTION
L'ASSOCIATION****DE**

- b) Any such proposal shall be submitted in writing to all members at least thirty days prior to the General Assembly.
- c) Proposed amendments shall be accepted upon its adoption by a two-thirds majority of the voting members present.
- d) Amendments so adopted enter into effect at the close of that General Assembly

**DISSOLUTION OF THE
ASSOCIATION****Article 30**

The Association may be dissolved by a two-thirds majority vote of the members.

In case of dissolution the available assets shall be transferred to a non-profit organisation pursuing public interest goals similar to those of the Association and likewise benefiting from tax exemption. 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.

**INTERIM GOVERNANCE
ARRANGEMENTS****Article 31**

The General Assembly and Constitutive Governing Board shall be composed of all Founding Members for an initial period to enable transition from the Sphere Project to the Sphere Association.

The Constitutive Governing Board shall remain in place until such time as elections of the Governing Board are held in accordance with these Statutes, no later than 31 December 2018.

ENTRY INTO FORCE

The present Statutes have been approved by the Constituent Meeting of the General Assembly of the Association on 27 May 2021.

For the Association

Colin Rogers

President

Article 30

L'Association peut être dissoute par un vote à majorité des deux tiers des membres.

En cas de dissolution, la totalité de l'actif sera transmis à une organisation à but non lucratif poursuivant des objectifs d'intérêt public analogues à ceux de l'Association et jouissant également d'une exemption fiscale. En aucun cas l'actif ne sera rendu aux fondateurs et/ou membres. Ces derniers ne doivent en outre pas utiliser l'actif, en partie ou en totalité, pour leur propre intérêt.

**DISPOSITIONS DE
GOUVERNANCE INTÉRIMAIRE**

Article 31

L'Assemblée générale et le Comité directeur constitutif sont composés de l'ensemble des membres fondateurs pendant une période initiale, afin de permettre la transition du Projet Sphère en Association Sphère.

Le Comité directeur constituant restera en place jusqu'à la tenue de l'élection du Comité directeur, conformément aux présents statuts, et au plus tard le 31 décembre 2018.

ENTRÉE EN VIGUEUR

Les présents statuts ont été approuvés par la réunion constituante de l'Assemblée générale de l'Association le 27 mai 2021.

Pour l'Association

Colin Rogers
Président

Sphere

Bylaws on Membership

Adopted by the General Assembly on 9 May 2018
Updated on 27 May 2021

1. Sphere Membership

Membership of Sphere is a statement of commitment to collective action to achieve its shared mission - to improve the quality of humanitarian assistance and the accountability of humanitarian actors to their constituents, donors and affected populations. Members believe in applying the Sphere and related Humanitarian standards in their response as effectively as possible. Members have a say in the governance of Sphere, via participating in the General Assembly and the opportunity to be elected or co-opted to Sphere's Governing Board, as well as numerous other ways to shape Sphere's work.

2. Categories and criteria of Membership

2.1. Founding Members

All members in good standing of the Sphere Project Board at the time of the constitution of the Sphere Association shall be considered Founding Members. Founding Members are eligible for Full Member status, without going through an application process, subject to payment of fees. Founding Members have full voting rights as long as they maintain their status as Full members.

2.2. Full Members

The role of Full Members is to support, promote and play an active role in the implementation of Sphere's vision and strategy and the application of Sphere Standards.

Full members are organisations and networks of organisations which maintain core activities consistent with, and supportive of, the vision, mission and objectives of the Association as well as demonstrate a stated commitment to the humanitarian principles. It maintains core activities which aim to respond to prevent, prepare for, or recover from emergencies, crisis and disaster.

2.2.1. Criteria for Full membership

It is an organisation whose core activities, or its members' core activities, work towards assisting and protecting vulnerable people and crisis affected communities. It can be a Non-Governmental Organisation (NGO), NGO network or a member of the Red Cross/Red Crescent Movement, a UN agency, a donor agency, a national disaster management agency, a standard-setting body, an academic institute, a foundation or a private sector entity.

- a) It is legally recognised through national registration or status agreement or as a not for profit organisation in the country of its headquarters.
- b) It makes no adverse distinction in its work on the basis of nationality, race, gender, diversity, religious belief, class or political opinion.
- c) It meets the requirements for financial accountability under the law, or relevant status agreement, in the country where it has its Headquarters.
- d) It can demonstrate two annual Reports, including financial reports.
- e) It must acknowledge neither they, nor their affiliates, are listed on the UN Security Council Sanction List.
- f) It must demonstrate a commitment to the Sphere Humanitarian Standards in its work.
- g) It must demonstrate a commitment to the Humanitarian Charter, Humanitarian Principles, and Code of Conduct for the International Red Cross and Red Crescent Movement and NGOs in Disaster Relief.

2.2.2. Federation or Networks of Organisations

Many humanitarian actors operate as a federation or network of organisations. Recognising this diversity, as well as Sphere's wish to be owned by its users, Sphere welcomes both the membership of federations/networks as a whole, but also of any of their member entities that are legally constituted as a separate organisation. It is understood that individual entities will not represent their federation/network unless the latter approves this role. In this case, fee levels appropriate to the federation/network will apply.

2.3. Individual Members

Individual Members have activities and practices which are consistent with and supportive of the vision, mission and objectives of Sphere.

2.3.1. Criteria for Individual Membership

Individuals with a strong commitment for furthering the vision of Sphere, are entitled to join.

- a) Can demonstrate their commitment to Sphere
- b) Affirm they are not listed on the UN Security Council Sanction List
- c) Can provide two references from full membership

3. Rights of Members

3.1. Rights of Full Members are:

- a) Entitled to attend and speak at Sphere General Assembly Meetings
- b) Entitled to vote at Sphere General Assembly meetings
- c) Eligible for election to the Governing Board of Sphere
- d) Entitled to nominate persons to stand for election to the Governing Board
- e) Able to participate in committee and working groups established by Sphere
- f) Able to lodge proposals for consideration by the General Assembly
- g) Entitled to preferential access to events and support services

3.2. Rights of Individual Members

Individual members are:

- a) Entitled to attend and speak at Sphere General Assembly meetings
- b) Able to participate in committees and working groups of Sphere if invited
- c) Can be co-opted on to the Governing Board
- d) Able to lodge proposals for consideration by the General Assembly
- e) Entitled to preferential access to events and support services

Individual members are NOT:

- f) Entitled to vote at the General Assembly
- g) Eligible to seek election onto the Governing Board

However, Individual members may be co-opted by the Governing Board as set out in the Sphere Bylaws on Governance.

4. Applying for Membership

4.1. Applying for Full Membership

A completed Application for Membership of Sphere should be sent to the Sphere Office with the following documents:

- a) Statutes, Constitution, founding Charter of the organisation or its host
- b) Evidence of their legal constitution, Proof of non-governmental legal status, or a MoU linking to its host with non governmental status
- c) Two recent Annual Reports and audited finance statements, including sources of income
- d) Two named references from current Sphere Full Members

4.2. Applying for Individual Membership

- a) Demonstrable evidence of a commitment to Sphere
- b) Two named references from current Sphere Full Members

5. Reviewing Membership Applications

- a) Sphere Office will review the completed application against the criteria and check references and make a recommendation to the Membership and Nominations Committee.
- b) The Membership and Nominations Committee makes a recommendation to the Governing Board for consideration of membership and appropriate fee level, at the next Governing Board meeting. If there is a request for urgency from the Sphere Office, the Governing Board can review by email. It will approve the membership and applicable fee level, reject the membership, or defer the application based on majority vote.
- c) The applicant is informed by the Sphere Office of the Governing Board decision, and if applicable, the reason why the application was rejected or deferred.

Membership shall not be transferable to any other organisation or individual. Sphere shall maintain a register of Members and their focal points.

6. Membership Dues

In line with Article 12 of the Statutes, dues for members shall be determined by the Governing Board. Any changes to the fees need to be approved by the General Assembly.

Sphere Office will confirm the amount of fees due and payable by each new member for the financial year. The fees for each new member will be calculated for twelve months and prorated based on the approval of membership by the Governing Board. Members will be invoiced annually by the Sphere Office. Members fees will be due within eight weeks following receipt of invoice.

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

7. Termination of Membership

In accordance with Article 13 of the Statutes, Membership shall be terminated:

- a) When a member informs the Governing Board in writing of resignation.
- b) By exclusion recommended by the Governing Board for just cause with immediate suspension of the member until final decision on the exclusion order or appeal to the exclusion order by the General Assembly. Appeals must be lodged within 30 days of the Governing Board notification of their recommendation to the Member.
- c) For non-payment of dues for more than two years; membership shall be suspended after one year of non-payment with written notification from the Governing Board.

In all cases the membership fee for the current calendar year remains due.

8. Final Provisions

All rules of these Bylaws in general and alterations in particular may not be in contradiction to the Statutes. In case of ambiguities or contradictions, the Statutes are decisive.

Alterations to these Bylaws shall be decided by the General Assembly on the basis of a qualified two-thirds majority of the Members represented in the meeting.

Any proposal concerning alteration of the Statutes must be submitted to the Sphere Office at least sixty days before a General Assembly Meeting and must be circulated to members at least thirty days before the General Assembly Meeting.

Sphere Bylaws on Governance

*Adopted by the General Assembly on 9 May 2018
Updated on 27 May 2021*

1. General Assembly

The General Assembly is the Association's supreme decision-making authority as set out in Article 15 of the Statutes. The key tasks of the General Assembly shall be (in accordance with Article 16 of the Statutes):

- a) elects up to ten members of the Governing Board and its President through a secret ballot;
- b) notes the contents of the reports and financial statements for the year and votes on their adoption;
- c) approves the annual budget;
- d) appoints an auditor for the Association's accounts;
- e) creates any committees it deems necessary to achieve the goals and objectives of the Association;
- f) delegates powers, authorities and assignments it deems relevant to any committee(s) or member(s) of the General Assembly;
- g) decides on any modification of statutes by a two third majority of the General Assembly;
- h) develops bylaws to further define elements of the present Statutes or appoints a committee or other corporate body to do so;
- i) reviews and approves changes to the annual membership fees by a two-thirds majority of the General Assembly;
- j) receives and decides on any appeal to an exclusion order of membership taken by the Governing Board on a two-thirds majority of the General Assembly;
- k) Dismisses any members of the Governing Board, at any time throughout their term, by a two-thirds majority vote.
- l) Exercises all other lawful powers required to carry out the purpose of the Association.

Actions of the General Assembly shall be considered valid if a quorum of at least half the voting members (Full members) of the Association are present. Members are encouraged to attend in person but may also designate a proxy or participate from a distance (via technological means).

The Governing Board shall inform the members in writing of the date of the General Assembly at least six weeks in advance.

The General Assembly is the Association's supreme decision-making authority. While the General Assembly is composed of Founding, Full and Individual members, only Full Members shall have voting rights.

2. Governing Board

The Governing Board furthers the purposes of the Association. It has overall responsibility for the governance of Sphere in between General Assemblies.

The Committee Office bearers – President, Vice President and Treasurer - acting together can make decisions in accordance with approved board delegations on behalf of the board in between formal Governing Board meetings.

2.1. Functions of the Governing Board

The Governing Board shall be responsible for overseeing the Association's mission, strategic direction and fiscal integrity which shall include:

- a) Ensuring that decisions of the General Assembly are implemented;
- b) Providing strategic leadership to the Association;
- c) Approving Association policies and procedures;
- d) Approving financial statement and audited reports for adoption by the General Assembly
- e) Approving applications for Full and Individual membership
- f) Reviewing, amending if necessary, and recommending the annual budget to the General Assembly;
- g) Taking action to recommend exclusion of any member, in accordance with Article 13, suspending that member until decision on exclusion by the General Assembly;
- h) Ensuring that the statutes of the Association are respected and supervising the policies and procedures of the management of the Association, including financial controls and ethical standards;
- i) Oversees the assets of the Association;
- j) Establishing any committees and working groups it deems necessary to achieve the goals and objectives of the Association, and to which it may delegate specific tasks;
- k) Presenting the annual report of the Association's activities and achievements to the General Assembly for approval;
- l) Appoint, provide oversight to, dismiss and/or approve the renewal of the mandate of the Executive Director;

m) Convening the ordinary and requesting any extraordinary sessions of the General Assembly.

2.2. Composition of the Governing Board

The Governing Board comprises of organisations elected by the General Assembly and organisations or individuals co-opted by the Governing Board.

The Governing Board shall be composed of up to fifteen members as follows:

- a) Ten elected members from the Full Membership; and
- b) Up to five co-opted members from the full or Individual members with relevant expertise and experience.

2.3. Election to the Governing Board

Any Full Member may be nominated for a seat on the Governing Board. The nominee must identify a primary representative from among its employees. This representative must have the time to participate fully in the work of the Governing Board. Nominations must be received by the Sphere secretariat no later than 15 days prior to the date of the General Assembly.

Full members will, on the basis of a proposal presented by the Membership and Nominations Committee to the General Assembly, elect by secret ballot a maximum of ten nominees to the Governing Board.

2.4. Co-option of Individual/Full Members to the Governing Board

The Governing Board may co-opt up to five members (from full or Individual members with relevant expertise and experience) to ensure diversity on the governance, including gender and geographical balance. Full or Individual members can also be co-opted for skills and experience.

2.5. Election of the President

The President is elected by the General Assembly from the persons representing the members that have been elected to the Governing Board. The President serves in his or her individual capacity. They shall serve a three-year term, renewable once.

Nominees must state if they are willing to stand for the position of President at the time of nomination to the Governing Board.

The President is voted by a simple majority vote.

Should the President step down during the term, the Vice President will perform the duties of the President until there can be an election (either in person or electronic) by the General Assembly.

2.6. Appointment of the Vice President and the Treasurer

The positions of the Vice President and the Treasurer are appointed by the Governing Board. They can be from the elected nominees of the Governing Board or can be co-opted from the Full Membership or Individual members as needed.

The Vice President and the Treasurer serve a three-year term. If the Vice President or Treasurer step down, the Governing Board will appoint a replacement.

3. Terms of the Governing Board

Board members serve on behalf of their organisation. An organisation is expected to put forward a representative that could represent the organisation for the full three-year term, with enough seniority to make decisions and time commitment to provide to the Board.

Each organisation's term of office shall last three years, with staggered rotation. Each Governing Board representative can serve up to two consecutive three-year terms.

Each Governing Board member's term of office shall last until the first meeting of the newly elected Board immediately following the subsequent General Assembly.

All Governing Board representatives have voting rights on Board decisions. Except as otherwise specified by the Statutes, all Governing Board decisions shall be taken by a simple majority of those voting.

In the event that an elected member requests to change their representative on the Governing Board, the member appoints a substitute representative to the Governing Board.

In the event that the organisational member elected to the Governing Board decides not to serve on it, the Governing Board has the authority to co-opt an additional full member to fill such a vacancy.

Members of the Governing Board may be dismissed at any time throughout their term by a two-thirds majority of the General Assembly.

4. Frequency of Meetings and Quorum

The Governing Board shall meet not less than twice per year. In addition, it can meet as often as needed by means of teleconference, video conference, or any other means of communication as agreed by members of the Governing Board. In exceptional circumstances, adhoc meetings can be called by the President to discuss specific issues.

Governing Board members are required to attend all meetings. Members are encouraged to attend in person but may also designate a proxy or participate from a distance (via technological means).

Governing Board meetings require a quorum of at least 60% of the Governing Board present, either in person or by telephone/video conference.

5. Key Tasks of the Office Bearers

5.1. Key tasks of the President

The key tasks of the President shall be:

- a) to chair the General Assembly Meetings and lead the General Assembly;
- b) to chair the Governing Board meetings and facilitate the Governing Board in carrying out their roles in accordance with 2.1 above;
- c) Offer support to the Executive Director and take part in his/her appraisal; and
- d) Promote Sphere whenever appropriate and represent Sphere as necessary.

5.2. Key tasks of the Vice President

This person shall chair meetings and otherwise stand in for the President as necessary and represent Sphere as requested.

5.3. Key tasks of the Treasurer

The Treasurer maintains responsibility for reviewing both the budget and accounts to recommend action by the Governing Board and the General Assembly. The Treasurer chairs the Finance and Operations Committee and presents the financial Reports to the General Assembly.

6. Final Provisions

All rules of these Bylaws in general and alterations in particular may not be in contradiction to the Statutes. In case of ambiguities or contradictions, the Statutes are decisive.

Alterations to these Bylaws shall be decided by the General Assembly on the basis of a qualified two-thirds majority of the Members represented in the meeting.

Any proposal concerning alteration of the Statutes must be submitted to the Sphere Office at least sixty days before a General Assembly Meeting and must be circulated to members at least thirty days before the General Assembly Meeting.