

DATED 17 January 2000

THE BRITISH RED CROSS SOCIETY

CONSTITUTION OF THE ANGUILLA RED CROSS,
AN OVERSEAS BRANCH OF THE BRITISH RED CROSS

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**CONSTITUTION OF THE ANGUILLA RED CROSS, AN OVERSEAS
BRANCH OF
THE BRITISH RED CROSS SOCIETY**

CONSTITUTION

BACKGROUND

- A) By Article 5.21 of the Royal Charter of The British Red Cross Society dated 22nd July 1997 the Society has the power to establish Overseas Branches as separate legal entities in accordance with the relevant local law.
- B) The Society and the Overseas Branch have agreed the terms of the Establishment Agreement which will be entered into on the date of the adoption of this Constitution.

1. Name

The name of the Overseas Branch is **THE ANGUILLA RED CROSS, AN OVERSEAS BRANCH OF THE BRITISH RED CROSS SOCIETY**, known as **THE ANGUILLA RED CROSS** ("the Overseas Branch").

2. Definitions

- 2.1 "AGM" means an annual general meeting of the members of the Overseas Branch;
- 2.2 "the Chair" means the chair of the Overseas Branch;
- 2.3 "clear day" means 24 hours from midnight following the triggering event;
- 2.4 "Committee" means the governing body of the Overseas Branch;
- 2.5 "EGM" means an extraordinary general meeting of the members of the Overseas Branch;

- 2.6 "Establishment Agreement" means the agreement of even date between the Overseas Branch and the Society which is designed to regulate their relationship;
- 2.7 "the Fundamental Principles" means the Fundamental Principles of the International Red Cross and Red Crescent Movement as set out in the Schedule as may be defined from time to time by the International Conference of the Red Cross and Red Crescent and as promulgated by the Board;
- 2.8 "the Objects" means the objects of the Overseas Branch as set out in Clause 3;
- 2.9 "Patron" means a patron of the Overseas Branch appointed under Clause 10;
- 2.10 "the Rules" means the rules of the Overseas Branch as determined by the Committee under Clause 9;
- 2.11 "the Secretary" means the secretary of the Overseas Branch;
- 2.12 "the Society" means The British Red Cross Society incorporated under the laws of England by the Royal Charter dated 22nd July 1997 registered charity number 220949 whose National Headquarters is at 9 Grosvenor Crescent, London SW1X 7EJ United Kingdom;
- 2.13 "the Territory" means The Anguilla;

Words importing the singular number shall include the plural number and vice versa; words importing the masculine gender only shall include the feminine and neuter gender.

3. Objects

The Objects of the Overseas Branch are:

- 3.1 to provide assistance to victims of armed conflicts;

- 3.2 to work for the improvement of health, for the prevention of disease and for the prevention and alleviation of human suffering in the Territory and throughout the world.

In the interests of clarity, the Objects in 3.2 above include providing assistance to victims of natural disasters.

In carrying out these Objects the Overseas Branch shall act at all times in accordance with the Fundamental Principles.

4. Powers

The Overseas Branch has the following powers, which may be exercised only in promoting the Objects:-

- 4.1 to act as an autonomous auxiliary to the public authorities in the humanitarian field, with a special role in enhancing respect for humanitarian values and human dignity;
- 4.2 to disseminate knowledge of the Fundamental Principles and of International Humanitarian Law through publications, education programmes and in other ways;
- 4.3 to co-operate with the government of the Territory to ensure respect for International Humanitarian Law and to protect the Red Cross and Red Crescent emblems;
- 4.4 to enter into the Establishment Agreement with the Society;
- 4.5 to publish in, or distribute information to any media whatever;
- 4.6 to co-operate with other bodies;
- 4.7 to support and administer other charities within the Territory;
- 4.8 to establish other charities, but only with the prior written approval of the Society;
- 4.9 to raise funds by any legal means which are in conformity with the principles, policies and regulations of the International Red Cross

and Red Crescent Movement, including charging membership fees;

- 4.10 to borrow money and give security for loans;
- 4.11 to acquire or hire property of any kind;
- 4.12 to let or dispose of property of any kind;
- 4.13 to make grants or loans of money;
- 4.14 to set aside funds for special purposes or as reserves against future expenditure;
- 4.15 to deposit or invest funds in any lawful manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of the investments and the need for diversification);
- 4.16 to insure the Overseas Branch's property against any foreseeable risk and take out other insurance policies to protect the Overseas Branch where required;
- 4.17 to insure members of the Committee against the costs of a successful defence to a criminal prosecution brought against them as trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty (unless the member concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty);
- 4.18 to employ paid or unpaid agents, staff or advisers;
- 4.19 to enter into contracts to provide services to or on behalf of other bodies;
- 4.20 to pay the costs of forming the Overseas Branch;
- 4.21 to do anything else within the law which promotes or helps to promote the Objects.

5. Membership

5.1 Membership of the Overseas Branch shall be open to any individual who is aged 5 years or over provided that only members aged 18 years or over shall be entitled to vote at meetings of the Overseas Branch. Membership is open to everyone without any discrimination based on nationality, race, sex, class, religion, or political opinions.

5.2 Each member is required to;

- (a) uphold the Fundamental Principles;
- (b) obey the Rules;
- (c) abide by the said Royal Charter of the Society; and
- (d) uphold the values and reputation of the Overseas Branch and of the Society.

5.3 The Committee must keep a register of members.

5.4 A member may resign by written notice to the Overseas Branch.

5.5 The Committee may terminate the membership of any individual whose continued membership would in the reasonable view of the Committee be harmful to the Overseas Branch (but only after notifying the member concerned in writing and considering the matter in the light of any written representations which the member puts forward within 14 clear days after receiving notice).

5.6 Membership of the Overseas Branch is personal and is not transferable.

6. General Meetings

6.1 All members are entitled to attend general meetings of the Overseas Branch.

- 6.2 General meetings are called by 14 clear days' written notice to the members signed by the Chair or the Secretary specifying the business to be transacted.
- 6.3 There is a quorum at a general meeting if the number of members personally present is at least 10 percent of the members, provided any member who has failed to pay any membership fee due to the Overseas branch shall not be included.
- 6.4 The Chair or (if the Chair is unable or unwilling to do so) some other member elected by those present presides at a general meeting.
- 6.5 Except where otherwise provided in this Constitution, every issue at a general meeting is determined by a simple majority of the votes cast by the members present in person.
- 6.6 Except for the chair of the meeting, who has a second or casting vote, every member present in person is entitled to one vote on every issue.
- 6.7 An AGM must be held in every year (except that the first AGM may be held at any time within 18 months after the formation of the Overseas Branch).
- 6.8 At an AGM the members:
- 6.8.1 receive the audited accounts of the Overseas Branch for the previous financial year;
 - 6.8.2 receive the report of the Committee on the Overseas Branch's activities since the previous AGM;
 - 6.8.3 elect Committee members to replace those retiring from office;
 - 6.8.4 appoint an auditor for the Overseas Branch;
 - 6.8.5 discuss and determine any issues of policy or deal with any other business put before them.
- 6.9 An EGM may be called at any time by the Committee and must be called within 14 days after a written request to the Committee from at least 10 percent of the members.

7. The Committee

- 7.1 The Committee has control of the Overseas Branch and its property and funds.
- 7.2 The Committee shall consist of at least three and not more than 12 individuals, all of whom must be members (but must not be paid employees) of the Overseas Branch who are aged 18 years or over.
- 7.3 Each Committee member should have the following characteristics:
- a) a commitment to the Fundamental Principles;
 - b) a willingness to devote the necessary time and effort;
 - c) integrity;
 - d) good judgement;
 - e) an ability to think creatively;
 - f) a willingness to speak his mind.
- 7.4 The skills and experience of Committee members should reflect the work of the Overseas Branch. So far as possible the Committee members should include a balanced representation both of areas of expertise and of the interests of stakeholders.
- 7.5 The Committee may co-opt up to one-third of its members who shall serve until the next AGM. The Committee may renew any co-option for a further period of three years.
- 7.6 One-third (or the number nearest one-third) of the elected Committee members must retire at each AGM, those longest in office retiring first and the choice between any of equal service being made by drawing lots. An elected Committee Member may serve a maximum of two such three year terms, after which he or she must retire from office for a minimum period of one year expiring on the date of the next AGM or a longer period.

7.7 A Committee member automatically ceases to be a member of the Committee if he:

- 7.7.1 is disqualified under any law from acting as a charity trustee;
- 7.7.2 is incapable, whether mentally or physically, of managing his own affairs;
- 7.7.3 is absent from four consecutive meetings of the Committee without good cause;
- 7.7.4 ceases to be a member of the Overseas Branch (but such a person may be reinstated by resolution of all the other members of the Committee on resuming membership of the Overseas Branch);
- 7.7.5 resigns by written notice to the Committee (but only if at least two Committee members will remain in office);
- 7.7.6 is removed by a resolution passed by all the other members of the Committee after inviting the views of the Committee member concerned and considering the matter in the light of any such views.

7.8 A retiring Committee member is entitled to an indemnity from the continuing Committee members at the expense of the Overseas Branch in respect of any liabilities properly incurred while he held office.

7.9 A technical defect in the appointment of a Committee member of which the Committee is unaware at the time does not invalidate decisions taken at a meeting.

8. Committee Meetings

8.1 The Committee must hold at least four meetings each year.

8.2 A quorum at a Committee meeting is one-third of its members.

8.3 The Chair or (if the Chair is unable or unwilling to do so) some other member of the Committee chosen by the members present presides at each Committee meeting.

8.4 Every issue may be determined by a simple majority of the votes cast at a Committee meeting but a resolution which is in writing and signed by all members of the Committee is as valid as a

resolution passed at a meeting and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.

- 8.5 Except for the chair of the meeting, who has a second or casting vote, every Committee member has one vote on each issue.

9. Powers of the Committee

The Committee has the following powers in the administration of the Overseas Branch:

- 9.1 to appoint from among their number the Chair, and the Secretary and, as it thinks fit, a Treasurer and other honorary officers;
- 9.2 to delegate any of its functions to sub-committees consisting of two or more persons appointed by them
- 9.3 to delegate the day to day management and administration of the Overseas Branch to its staff (where applicable);
- 9.4 to make Rules consistent with this Constitution to govern the operation of the Overseas Branch and proceedings of meetings and committees;
- 9.5 to resolve or establish procedures to assist the resolution of disputes within the Overseas Branch;
- 9.6 to exercise any powers of the Overseas Branch which are not reserved to a general meeting.

10. Patrons

- 10.1 The Committee may appoint any suitable person as a Patron of the Overseas Branch and on such terms as it shall think fit and may remove such person;
- 10.2 A Patron shall have the right to attend and speak (but not vote) at any general meeting of the Overseas Branch and to be given notice as if a member;

10.3 The Committee must inform the Society of the appointment of a Patron.

11. Property and Funds

11.1 The property and funds of the Overseas Branch must be used only for promoting the Objects and do not belong to the members of the Overseas Branch or the Committee.

11.2 No Committee member may receive any payment of money or other material benefit (whether direct or indirect) from the Overseas Branch except:

11.2.1 under 11.2.6 (fees);

11.2.2 reimbursement of reasonable out of pocket expenses (including hotel and travel costs) actually incurred in the administration of the Overseas Branch;

11.2.3 interest at a reasonable rate on money lent to the Overseas Branch;

11.2.4 a reasonable rent or hiring fee for property let or hired to the Overseas Branch;

11.2.5 an indemnity in respect of any liabilities properly incurred in running the Overseas Branch (including the costs of a successful defence to criminal proceedings);

11.2.6 any Committee member who possesses specialist skills or knowledge, and any firm or company of which such a person is a member or employee, may charge and be paid reasonable fees for work carried out for the Overseas Branch on the instructions of the other Committee members but

(i) only if the procedure prescribed by clause 11.3 is followed in selecting the member, firm or company concerned and setting the fees; and

(ii) provided that this provision may not apply to more than one-quarter of the Committee members in any financial year;

11.2.7 in the case of an individual member, charitable benefits in his capacity as a beneficiary.

11.3 Whenever a Committee member has a personal interest in a matter to be discussed at a Committee meeting, the Committee member must:

- 11.3.1 declare an interest before discussion begins on the matter;
- 11.3.2 withdraw from that part of the meeting unless expressly invited to remain in order to provide information;
- 11.3.3 not be counted in the quorum for that part of the meeting;
- 11.3.4 withdraw during the vote and have no vote on the matter.

12. Records and Accounts

12.1 The Committee must keep proper records of:-

- 12.1.1 all proceedings at general meetings;
- 12.1.2 all proceedings at Committee meetings;
- 12.1.3 all reports of sub-committees;
- 12.1.4 all professional advice obtained.

12.2 Annual reports and audited statements of account relating to the Overseas Branch must be made available for inspection by any member and Patron of the Overseas Branch and by the Society.

13. Notices

13.1 Notices under this Constitution may be sent by hand, or by post, or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or newspaper circulating in the Territory or in any newsletter distributed by the Overseas Branch.

13.2 The address at which a member is entitled to receive notices is the address noted in the register of members (or, if none, the last known address).

13.3 Any notice given in accordance with this Constitution is to be treated for all purposes as having been received:

- 13.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;
- 13.3.2 five clear days after being sent by first class post to that address;
- 13.3.3 seven clear days after being sent by second class post or overseas post to that address;
- 13.3.4 on the date of publication of a journal or newspaper containing the notice;
- 13.3.5 on being handed to the member personally or, if earlier;
- 13.3.6 as soon as the member acknowledges actual receipt.

13.4 A technical defect in the giving of notice of which the members or the Committee members are unaware at the time does not invalidate decisions taken at a meeting.

14. Amendments

This Constitution may be amended at a general meeting by a two-thirds majority of the votes cast, but

- 14.1 The members must be given 21 clear days' written notice of the proposed amendments.
- 14.2 No amendment is valid unless it has received the prior written approval of the Board of Trustees of the Society.

15. Dissolution

The Overseas Branch may be dissolved by a resolution of the Committee passed by a two-thirds majority of the Committee members present and voting. Any surplus after the satisfaction of the Overseas Branch's debts and liabilities shall be paid to the Society.

THE SCHEDULE
The Fundamental Principles
of the International Red Cross and Red Crescent Movement as
adopted by the 25th International Conference of the Red Cross in
October 1986

HUMANITY

The International Red Cross and Red Crescent Movement, born of a desire to bring assistance without discrimination to the wounded on the battlefield, endeavours, in its international and national capacity, to prevent and alleviate human suffering wherever it may be found. Its purpose is to protect life and health and to ensure respect for the human being. It promotes mutual understanding, friendship, co-operation and lasting peace amongst all peoples.

IMPARTIALITY

It makes no discrimination as to nationality, race, religious beliefs, class or political opinions. It endeavours to relieve the suffering of individuals, being guided solely by their needs, and to give priority to the most urgent cases of distress.

NEUTRALITY

In order to continue to enjoy the confidence of all, the Movement may not take sides in hostilities or engage at any time in controversies of a political, racial, religious or ideological nature.

INDEPENDENCE

The Movement is independent. The National Societies, while auxiliaries in the humanitarian services of their governments and subject to the laws of their respective countries, must always maintain their autonomy so that they may be able at all times to act in accordance with the principles of the Movement.

VOLUNTARY SERVICE

It is a voluntary relief movement not prompted in any manner by desire for gain.

UNITY

There can be only one Red Cross or one Red Crescent Society in any one country. It must be open to all. It must carry on its humanitarian work throughout its territory.

UNIVERSALITY

The International Red Cross and Red Crescent Movement, in which all Societies have equal status and share equal responsibilities and duties in helping each other, is worldwide.

SIGNED

Name

Signature

(Name and signature of chair of meeting)

WITNESSED

Name

Address

Occupation

Signature

(Name, address, occupation and signature of witness)