**CONSTITUTION OF THE ANGUILLA RED CROSS**

**[INSERT DATE OF ADOPTION]**

**BACKGROUND**

1. By Article 5.22 of the Supplemental Royal Charter of The British Red Cross Society dated 22nd July 1997, as revised on 17th July 2003, the Society has the power to establish overseas branches as separate legal entities in accordance with the relevant local law.
2. The Society and the Anguilla Red Cross have agreed the terms of a Charter of Association, which will come into effect 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 and ARC.

2. **Definitions**

"Anguilla Red Cross" and "ARC" means the association registered as a charity [insert number], an Overseas Branch of the British Red Cross Society;

"AGM" means an annual general meeting of the Members of the ARC;

"Governing Board" means the governing body of the ARC;

"Branch Director" or “ARC Director” means the person appointed by the Governing baord to be responsible for the day to day management of the ARC;

“Chair” means the person appointed in accordance with Clause 8.3 of the Constitution;

"Clear day" means 24 hours from midnight following the triggering event;

"Constitution" means the Constitution of the ARC, as amended from time to time in accordance with the terms hereof;

"Charter of Association" means the agreement between the Society and the ARC, as amended from time to time in accordance with its terms;

"EGM" means an extraordinary general meeting of the ARC;

"the Fundamental Principles" means the Fundamental Principles of the International Red Cross and Red Crescent Movement as set out in the Schedule to this Constitution and as may from time to time be varied by the International Conference of the Red Cross and Red Crescent, as promulgated by the Board of Trustees of the Society;

"Governing Board member" means any person appointed to the Governing Board by the Members of the ARC;

"Management Team" means the body comprising of the Branch Director and those individuals who hold the position of Service Manager of each of the service programme areas of the ARC;

“Members” means any person who becomes a member of the ARC in accordance with Clause 5 hereto.

“the Movement” means the International Red Cross and Red Crescent Movement;

"the Objects" means the objects of the ARC as set out in Clause 3 of this Constitution;

"Patron" means a patron of the ARC, appointed under Clause 10;

“the Royal Charter” means the Supplemental Royal Charter of the Society dated 17 July 2003, as amended from time to time;

“the Rules” means the rules of the ARC as determined by the Governing Board under Clause 9;

"Service Manager" means the person appointed by the Branch Director as the head of a service programme area of the ARC;

"the Society" means The British Red Cross Society incorporated by Royal Charter 1908, registered as a charity in England and Wales (220949) and Scotland (SC037738);

“the Society’s Overseas Branches Managing Director” or “the Managing Director” means the person appointed by the Society from time to time, through whom the Society manages the Overseas Branch’s day-to-day activities conducted on behalf of the Society;

"the Territory" means Anguilla; and

3. **Objects**

The objects and purposes of the ARC shall be:

(1) to provide assistance to victims of armed conflicts; and

(2) to work for the improvement of health, for the prevention of disease and for the prevention and alleviation of human suffering in Anguilla and throughout the world.

In carrying out these objects, and purposes the ARC shall act at all times in accordance with the Fundamental Principles.

4. **Powers**

The ARC shall have the following powers which may be exercised only in furtherance or promotion of the Objects:

(1) to act as an autonomous auxiliary to the Anguilla public authorities in the humanitarian field, with a special role in enhancing respect for humanitarian values and human dignity;

(2) to disseminate knowledge of the Fundamental Principles and of International Humanitarian Law through publications, education programmes and in other ways;

(3) to co-operate with the Government of Anguilla to ensure respect for International Humanitarian Law and to protect the Red Cross, Red Crescent and Red Crystal emblems, and other distinctive emblems, signs and signals established under International Humanitarian Law;

(4) to enter into and perform its obligations under the Charter of Association;

(5) to publish in, or distribute information to any media whatever;

(6) to cooperate with other bodies;

(7) to support and administer other registered charities within Anguilla;

(8) to establish other charities, but only with the prior written approval of the Society;

(9) to raise funds by any legal means which are in conformity with the principles, policies and regulations of the Society and of the Movement;

(10) to borrow money and give security for loans;

(11) to acquire or hire property of any kind;

(12) to let or dispose of property of any kind;

(13) to make grants or loans of money;

(14) to set aside funds for special purposes or as reserves against future expenditure;

(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 suitability of the investments and the need for diversification);

(16) to insure the ARC’s property against any foreseeable risk and take out other insurance policies to protect the ARC where required;

(17) to insure members of the Governing Board against the costs of a successful defence to a criminal prosecution brought against them as Boarde members 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);

(18) to employ paid or unpaid agents, staff or advisers;

(19) to enter into contracts to provide services to or on behalf of other bodies;

(20) to pay the costs of forming the ARC; and

(21) to do anything else within the law which promotes or helps to promote the Objects.

5. Membership

5.1 Membership of the ARC shall be open to any individual who is aged 16 years or over, without any discrimination based on nationality, race, sex, class, religion, political opinions or similar criteria.

[ALTERNATIVELY]

5.1 Membership of the ARC shall be open to any individual 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, political opinions or similar criteria.

5.2 Each Member is required to:

a. uphold the Fundamental Principles;

b. obey this Constitution and the Charter of Association;

c. obey the Rules;

d. obey the ARC Code of Conduct;

e. uphold the values and reputation of the ARC and of the Society.

5.3 The Governing Board must keep a register of Members. The Branch Director is responsible for maintaining the register.

5.4 A Member may resign by written notice to the ARC.

5.5 The Governing Board may terminate, in accordance with any relevant Rules established pursuant to Subclause 9.5 of this Constitution, the membership of any individual whose continued membership would in the reasonable view of the Governing Board be harmful to the ARC. Such termination is valid 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 ARC is personal and is not transferable.

6. General Meetings

6.1 All Members are entitled to attend and fully participate in general meetings of the ARC. Members may attend and fully participate in person or online.

6.2 General meetings are called by 14 clear days’ written notice to the Members signed by the Chair or the Secretary of the Committee specifying the business to be transacted.

6.3 There is a quorum at a general meeting if the numbers of Members attending is at least 10 percent of the Members, provided that any Member who has failed to pay any membership fee due to the ARC 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 attending 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.

6.6 Except for the chair of the meeting, who has a second or casting vote, every Member attending is entitled to one vote on every issue. 

6.7 An AGM must be held in every year.

6.8 At an AGM the Members:

6.8.1 receive the audited accounts of the ARC for the previous financial year;

6.8.2 receive the report of the Governing Board on the ARC's activities since the previous AGM;

6.8.3 elect members of the Governing Board to replace those retiring from office;

6.8.4 appoint an auditor for the ARC;

6.8.5 discuss and determine any issues of policy or deal with any other business put before them.

6.9 If the scheduled AGM is not quorate in accordance with clause 6.3, the AGM will be re-scheduled by the Governing Board to the earliest reasonable date possible and not later than 30 days from the date of the originally scheduled AGM. Should this re-scheduled AGM fail to be quorate, the Managing Director shall decide the date of the next AGM.

6.10 An EGM may be called at any time by the Governing Board and must be called within 14 days after a written request to the Governing Board from at least 10 percent of the Members.

7. **The Governing Boarde**

7.1 The Governing Board is the governing body of the ARC. The Governing Board has general control and management of the administration of the ARC and may exercise all the powers vested in it by law.

7.2 The Governing Board shall consist of at least three and not more than twelve individuals, all of whom must be Members of the ARC who are aged 18 years or over.

7.3 The members of the Governing Board must not be paid employees of the ARC.

7.4 Each member of the Governing Board 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; and

(f) a willingness to speak their mind.

7.5 The skills and experience of the members of the Committee should reflect the work of the ARC. So far as possible the Committee should include a balanced representation both of areas of expertise and of the subject matter of the Objects.

7.6 The members of the Committee may be elected or co-opted. The term of office for an elected member shall be 3 years. Such a member may serve for a total of nine consecutive years, after which they must retire from office for a minimum of one year.

7.7 The Governing Board may co-opt up to 45% of its members, who shall serve until the next AGM. The Boarde may renew any co-option. Co-opted members may serve for a total of six consecutive years, after which they must retire from office for a minimum of one year.

7.8 One-third (or the number nearest to but not greater than one-third) of the members of the Board shall retire from office at each AGM. The members to be included in that one-third shall be those who fall into the following categories in order of priority:

* The member wishes to retire and not stand for re-election
* The member is co-opted and has served for a total of six consecutive years, in line with Subclause 7.7
* The member is elected and has served for nine consecutive years, in line with Subclause 7.6
* The member does not fit into the above categories but has been longest in office since their last re-election or appointment. In cases where they have equal length of service with another, the member has been discounted as a result of the drawing of lots.

7.9 A member of the Board automatically ceases to be a member of the Board if they:

7.9.1. are disqualified under any law of Anguilla from acting as a charity trustee or a director of a company;

7.9.2. are incapable, whether mentally or physically, of managing their own affairs;

7.9.3 are absent from four consecutive meetings of such governing body without good cause;

7.9.4 cease to be a Member of the Overseas Branch (but such a person may be reinstated by resolution of all the other members of the Board on resuming service as a Member of the Overseas Branch);

7.9.5 are removed by a resolution passed by all the other members of the Board after inviting the views of the member of the Board concerned and considering the matter in the light of any such views.

7.10 A member of the Board ceases to be a member 2 months after the provision of notice (but only if at least two members of the Board will remain in office). The notice period may be shortened if the Board agrees.

7.11 A retiring member of the Board is entitled to an indemnity from the Overseas Branch in respect of any liabilities properly incurred while they held office.

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

8. **Meetings of the Board**

8.1 The Board must hold at least four meetings each year;

8.2 A quorum at a Board meeting is two. A member of the Board e may attend and fully participate in meetings of the Board in person or online.

8.3 A member of the Board shall be elected to act as Chair at all meetings of the Board until their resignation or removal by the Board as Chair or their resignation or removal as a Board member. In the absence of the said Chair, a Chair shall be appointed or elected by those present and entitled to vote at the meeting;

8.4 Every issue may be determined by a simple majority of the votes cast at a meeting of the Board.

8.5 A resolution which is in writing and is physically or electronically signed by all members of the Board is as valid as a resolution passed at a meeting. 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.

8.6Except for the Chair of the meeting, who has a second or casting vote, every member of the Board has one vote on each issue.

9. **Powers of the Board**

The Board has the following powers in the administration of the ARC:

9.1 to appoint from among their number the Chair, Secretary and Treasurer of the Committee, and as it thinks fit, other officers

9.2 to delegate any of the functions to sub-committees of the Board consisting of two or more persons appointed by them;

9.3 to appoint the Branch Director of the ARC;

9.4 to delegate the day to day management and administration of the ARC to the Branch Director;

9.5 to make rules consistent with this Constitution to govern the operation of the ARC and proceedings of meetings and committees; and

9.6 to resolve or establish procedures to assist in the resolution of disputes within the ARC.

10. **Patrons**

10.1 The Board may appoint any suitable person as a Patron of the ARC 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 ARC and to be given notice as if a member.

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

11. **Property and Funds**

11.1 The property and funds of the ARC must be used only for promoting the Objects and do not belong to the Members of the ARC, the Board or the employees of the ARC.

11.2 No member of the Governing Board of the ARC may receive any payment of money or other material benefit (whether direct or indirect) from the ARC except:

11.2.1 reimbursement of reasonable out of pocket expenses (including hotel and travel costs) actually incurred in the administration of the ARC;

11.2.2 interest at a reasonable rate on money lent to the ARC;

11.2.3 a reasonable rent or hiring fee for property let or hired to the ARC;

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

11.2.5 where any member of the Governing Board 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 ARC on the instructions of the other members of the Board, but:

1. only if the procedure prescribed by Subclause 11.3 is followed in selecting the member, firm or company concerned and setting the fees;
2. provided that this provision may not apply to more than one quarter of the members of the Board in any financial year; and
3. provided that the work carried out goes beyond the usual responsibilities of a member of the Board

11.2.6 where any member of the Board receives charitable benefits in his/her capacity as a beneficiary of humanitarian services provided by the ARC.

11.3 Whenever a member of the Board has a personal interest in a matter to be discussed at a meeting of the Board, that 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. **Indemnification**

The members of the Board for the time being of the ARC and their heirs, executors and administrators, shall be indemnified and secured harmless out of the assets of the ARC from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their heirs, executors or administrators, shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, or in their respective offices or trusts, and none of them shall be answerable for the acts, receipts, neglects or defaults of the others of them or for joining in any receipts for the sake of conformity, or for any bankers or other persons with whom any moneys or effects belonging to the ARC shall or may be lodged or deposited for safe custody, or for insufficiency or deficiency of any security upon which any moneys of or belonging to the ARC shall be placed out on or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto, PROVIDED THAT this indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attach to any of said persons.

13. **Records and Accounts**

13.1 The Branch Director and the Governing Board must keep proper records of:-

13.1.1 all proceedings at meetings of the Board;

13.1.3 all reports of sub-committees of the Board; and

13.1.4 all professional advice obtained by the Board

13.2 Annual narrative reports and audited statements of account relating to the ARC must be made available for inspection by any Member and Patron of the ARC and by the Society.

14. **Notices**

14.1 Notices under this Constitution may be sent by hand, or by post, or by suitable electronic means or (when to Members generally) may be published in any suitable journal or newspaper circulating in Anguilla or in any newsletter distributed by the ARC.

14.2 A Member is entitled to receive notices by post, e-mail or telephone, the details for which shall be noted in the register of Members.

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

14.3.1 1 clear day after being sent by electronic means or delivered by hand to the relevant address;

14.3.2 five clear days after being sent by post to that address;

14.3.3 on the date of publication of a journal or newspaper containing the notice; or,

14.3.4 on being handed to the Member personally

14.4 A technical defect in the giving of notice, of which the Members of the Overseas Branch or the members of the Board are unaware at the time, does not invalidate decisions taken at a meeting.

15. **Seal**

15.1 The seal of the ARC shall be in such form as the Board may from time to time determine, subject to the ARC’s undertakings contained in the Charter of Association.

15.2 The seal of the ARC shall not be affixed to any instrument except when attested by the signature of any two members of the Board or some other person appointed by the Board for that purpose. Use of the seal will be limited to documents requiring authentication, including any copies of this Constitution, the minutes of any relevant meetings or any other documents required to be attested by such member of the Board or appointed person.

16. **Amendments**

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

16.1 The Members must be given 21 clear days' notice of the proposed amendments.

16.2 No amendment is valid unless or until it has received the written approval of the Board of Trustees of the Society.

17. **Dissolution**

The ARC may be dissolved, following prior consultation with the Society’s Overseas Branches Managing Director, by a resolution of the Governing Board passed by a two-thirds majority of the members of the Governing Board present and voting. Such a resolution will require subsequent ratification by the British Red Cross Board of Trustees before coming into effect. Any surplus after the satisfaction of the ARC's debts and liabilities shall be paid to the Society.

18. **Savings Clause**

Nothing in this Constitution shall affect or be deemed to affect the rights, powers and responsibilities of the British Red Cross Society under its Royal Charter, except as mentioned in this Constitution.

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**THE SCHEDULE**

The Fundamental Principles of the International Red Cross and Red Crescent Movement.

**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.

This Constitution and accompanying Schedules were adopted by the representatives of the ARC and the Society on \_\_\_\_ following approval by their respective Boards.

**SIGNED ARC Governing Board representative**

Name

Signature

**WITNESSED**

Name

Address

Occupation

Signature

**SIGNED Society Board of Trustees representative**

Name

Signature

**WITNESSED**

Name

Address

Occupation

Signature