

## **Operating Rules and Procedures of the Irish Red Cross**

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## **Section I: General Assembly**

### **Rule 1**

#### **Procedure**

1. The General Assembly is presided over by the Chairperson of the Irish Red Cross. In the absence of the Chairperson, the General Assembly shall be presided over by the Vice Chairperson. In the absence of the Chairperson and the Vice Chairperson the General Assembly shall nominate a member to chair that meeting. Unless otherwise provided for in this Constitution, the General Assembly takes all its decisions with a quorum of one third of its overall membership and by a majority of those present and voting. If the quorum is not met the meeting should be reconvened when the quorum is achievable at most two weeks after the original date of the meeting.

General Assembly meetings will be held in person, however, in exceptional circumstances virtual attendance will be permitted. Voting at such a virtual meeting will be conducted via email or text to an appointed teller at a given time. Members of the GA attending in person will vote in the normal manner.

“Exceptional circumstances” in this context refers to serious weather conditions making it unsafe to travel and or pandemic type health conditions which would make general association an unacceptable risk.

2. Each of its elected members has a single vote. In the event of a tied vote the Chair of the General Assembly shall have a second, casting vote, save in the case where the vote is tied on the question of the election of the Chairperson by the General Assembly. In this latter case of a tied vote the matter shall be decided by drawing lots.
3. Election by the Area Committee to General Assembly shall be on the basis of the number of members at the end of the calendar year preceding General Assembly elections.
  - a) 10-199 voting members : 1 Representative
  - b) 200-499 voting members : 2 Representatives
  - c) 500-999 voting members : 3 Representatives
  - d) 999 or more Voting members: 4 Representatives
4. Nomination Committee to be composed of 5 persons; 3 elected from the Board of Directors and 2 elected persons from the General Assembly. The Nomination Committee may co-opt up to three external persons to serve on the Committee. Membership of the Nomination Committee runs in line with the term of the General Assembly. The Nomination Committee’s function is to propose a candidate or candidates for the position of Chairperson to the General Assembly for its consideration. A candidate may be a non-member of the Irish Red Cross however s/he must join the Irish Red Cross as a member before coming

Chairperson. The Nomination Committee also proposes up to 10% of the General Assembly as co-opted members aiming to enhance its expertise. The Nomination Committee shall also assume responsibility for such other matters as may be delegated by the General Assembly or Board of Directors from time to time. Members of the Nomination Committee may only serve a maximum of 3 consecutive terms.

## Rule 2

### Duties and Responsibilities of Members of the General Assembly

- a) To uphold and respect the Fundamental Principles of the Movement;
- b) To avoid engaging in controversies of a political, racial, religious or ideological nature while serving as a member of the General Assembly, in line with the ethos of the Movement;
- c) To seek to act in the best interests of the Irish Red Cross as a member of the General Assembly, including respecting the confidentiality of relevant aspects of its deliberations;
- d) To be qualified to be elected or nominated to the General Assembly a person shall be member of the Irish Red Cross. Where a member of the General Assembly ceases to be a member of the Irish Red Cross he or she shall be deemed to have resigned his or her position on the General Assembly;
- e) To regularly advise the Area Committee, where elected by an Area, of relevant matters pertaining to the activities of the General Assembly;
- f) To devote sufficient time to the role of General Assembly member to be effective in discharging the position, and to maintain regular attendance at formally convened General Assembly meetings. In the event of being absent, without substantive cause, from three consecutive meetings of the General Assembly, to forfeit membership of the General Assembly. In this event the nominating Area or other appropriate nominating body shall be empowered to nominate a replacement for the residue of the term on the General Assembly of its original nominee.

## Section II: The Board of Directors

### Rule 3

#### Composition

1. The General Assembly shall aim to ensure that a diverse set of candidates is presented for election to the Board of Directors at the General Assembly, including candidates with diverse backgrounds (gender, religious beliefs, political, social and professional views) in an attempt to reflect the diversity of the Irish society and the wider membership of the Irish Red Cross.

2. The Treasurer is elected by the General Assembly and shall serve as Chair of the Finance Working Group. The Secretary is elected by the General Assembly and shall serve as Chair of the Governance Committee which will include rule interpretation/arbitration in its functions. In the event of the Youth Representative elected to the General Assembly not being elected to the Board, a Board member shall be nominated to represent the youth interest.

## Rule 4

### Responsibility of Board of Directors

It is the responsibility of the Board of Directors to:

#### **1. Finance:**

- a) Approve the annual budget presented by the Secretary General and supervise its administration; the Board of Directors act as Trustees in accordance with the relevant Irish legislation;
- b) Provisionally approve the annual activity report and financial accounts presented by the Secretary General and present them to the General Assembly for its final approval;
- c) Approve payments, which exceed an amount (determined by the Board in consultation with the Finance Working Group) and delegate the right to authorise payments to selected people (i.e. Chair, Treasurer, Vice Chair, Head of Finance, the Secretary General etc.) established in the financial procedures approved by the Board;
- d) Promote the regular auditing of the Irish Red Cross financial administration and use of its assets and resources. The Board of Directors appoints internal and external auditors for this purpose.

#### **2. Irish Red Cross Structure/Membership:**

- a) Approve the creation, suspension or closing of Branches, after due enquiry and where warranted;
- b) Provide for the setting up and dissolution of the Branch or Area Committees;
- c) Establish ad-hoc committees, advisory groups or any working groups as needed (and their composition and functioning) and approve or otherwise of the recommendations of such working groups which shall report to the Board.
- d) Remove the Chairs and/or members of ad hoc committees, advisory groups or working groups if dissatisfied with their performance;
- e) Convoke the electoral processes for governance bodies (General Assembly and Board) at national level and at any other level, if its respective body did not convoke it in the manner and time established by the IRC's legal base;
- f) Intervene and decide in any internal conflict or crisis at any level that may jeopardise the integrity and image of the Irish Red Cross as a whole (if the matter is affecting only a Branch or Area, it should be addressed primarily by the respective Area Committee and only be referred to the national bodies if not solved at Branch or Area level);
- g) Be regularly informed and updated by the management about the membership/volunteers' issues;

- h) Establish a membership and disciplinary committee to deal with disciplinary matters affecting membership/volunteers, in accordance with the IRC's rules.

### **3. Strategic Planning:**

- a) Ensure the long-term viability of the Irish Red Cross and make decisions about priorities;
- b) Develop the goals of the Irish Red Cross; these shall seek to actively promote transparency, efficient functioning and effectiveness in the work of the Irish Red Cross;
- c) Define the outcomes of performance and set standards arising there from.
- d) Determine criteria for beneficiaries, clients and vulnerable groups;
- e) Develop policies on staff and volunteers;
- f) Decide about the measures and procedures needed to implement the policies and guidelines approved by the General Assembly;
- g) Promote and coordinate the elaboration of the strategic plan and its evaluation;
- h) Temporarily approve the strategic plan and its evaluation and present them to the General Assembly for its final approval;
- i) Make any proposal needed for Irish Red Cross development to the General Assembly for consideration and approval;

### **4. Management & Staff:**

- a) Appoint, evaluate and, where warranted, remove the Secretary General using a transparent process established in the Irish Red Cross Constitution and operating rules and following the standards and procedures established by the labour regulations and laws of Ireland;
- b) Ratify the appointment, removal or replacement of any Irish Red Cross staff proposed by the management or delegate an appropriate level of authority to the Secretary General to so do;
- c) Approve operational plans presented by the management and supervise their implementation;
- d) Keep a constructive and progressive perspective with regard to promoting the effectiveness of the Irish Red Cross;

### **5. General:**

- a) Approve the assignation of any award, prize, honorary title or medal on behalf of the Irish Red Cross, following the procedures and respecting the conditions established by the Constitution and operating rules for these cases;
- b) Decide about any other matter or issue referred by the management, any regional level or a part of the membership, as established by the Irish Red Cross Constitution and operating rules;
- c) Discharge other functions established by the Irish Red Cross governance bodies currently or in the future;
- d) Facilitate and strengthen national and international relations as appropriate in co-ordination with the Secretary General.
- e) The procedure of the Board of Directors and other procedural rules for the work and organisation of the Irish Red Cross shall be established in the Rules of Procedure for the Irish Red Cross in accordance with this Constitution.

### **6. Conduct of Meetings**

The Board of Directors is presided over by the Chairperson and in his/her absence, the Vice Chairperson. In the absence of the Chair and Vice Chair the Board shall choose a Board member to chair that meeting. It takes all its decisions with a quorum of one third its members and by a majority of those present and voting. Each of its members has a single vote. In the event of an equal vote, the Chairperson has the second casting vote. Voting may be by secret ballot if a member of the Board of Directors requests. The meetings of the Board of Directors are generally held in Dublin.

**7. Best Practice in Corporate Governance:**

In the light of the growing focus on good Corporate Governance, a set of “best practice” Directors Roles and Responsibilities has also been adopted by the Society. They are set out in Appendix III and reflect best practice in Corporate Governance for an Irish Charitable society.

In the context of meeting the many regulatory and statutory obligations that arise for the Society, the Board of Directors is empowered to take whatever action it sees fit to compel individual members, branches or areas to comply with those obligations, up to and including suspension or withdrawal of individual membership or closure of Units or branches.

## Rule 5

### The Chairperson of the Society

In order to ensure the respect of the Fundamental Principles of the Red Cross and Red Crescent and the policies and objectives approved by the General Assembly, s/he has the following responsibilities as an individual to:

- a) Monitor and respect the application of the Irish Red Cross legal and constitutional base and the policies and decisions approved by the General Assembly, by all Irish Red Cross members/volunteers and staff at all levels starting from her/himself;
- b) Represent the Irish Red Cross before the authorities and organisations at national and international level. Report to the Board about this representation activity. The Chairperson can punctually delegate this representation to another board member (usually Vice Chair) or to the Secretary General if needed;
- c) Convoke, on time and form as established by the Irish Red Cross statutes and internal regulations, the General Assembly sessions on behalf of the Board, usually signing the letter informing about the meetings date, time, place and agenda. Ensure that all people concerned receive this communication. These powers may be delegated to the Secretary General;
- d) Chair the General Assembly sessions and the Board meetings;
- e) Make any proposal that s/he considers needed for the development of the Irish Red Cross to the Board, for its consideration and approval;
- f) Assist in the Board oversight of the Secretary General’s contract, where contract specifies

- g) Fulfil any other functions established by the Irish Red Cross governance bodies currently or in the future.

## Rule 6

### National Convention

The Agenda for the Convention shall include:

1. A review of the past, present and future work of the Irish Red Cross at national and international level.
2. Proposals from Areas and Branches
3. Proposals from the Board of the Irish Red Cross.

The Board of Directors shall have full power to organise the convention as it thinks appropriate and to amalgamate motions of a similar content or to reject or amend motions in the best interests of the organisation.

Recommendations from the National Convention shall be considered by the Board of Directors.

## Rule 7

### Management

The Secretary General, who will carry out his/her functions under the authority of the Board of Directors, has the following functions:

- a) To implement the decisions of the General Assembly and the Board of Directors and execute the mandates assigned to him/her by other bodies of the Irish Red Cross;
- b) To direct the Secretariat and be responsible for the execution of the work entrusted to it;
- c) To draft strategies and long term plans, including general policy frameworks;
- d) To draft budgets and financial reports and to ensure financial transparency;
- e) To organise the different services provided by the staff in accordance with the decisions of the General Assembly and of the Board of Directors; appoint competent staff to the Secretariat, and when necessary, terminate the appointment of staff;
- f) To disseminate and promote the Fundamental Principles of the Movement and international humanitarian law including the Geneva Conventions;
- g) To facilitate close co-operation with the International Committee of the Red Cross and with the International Federation of Red Cross and Red Crescent Societies as well as international co-operation both at the regional and the global level;
- h) To act as the authorised representative of the Irish Red Cross in relation to third parties and courts of law for all transactions whatsoever, including transactions executed in notarial form relating to the acquisition, administration and expenditure of the resources of the Irish Red Cross;

- i) To carry out any other function assigned to her/him by the present Constitution or entrusted to her/him by the Board of Directors or the Chairperson; and
- j) To report on to the activities of the Irish Red Cross to the General Assembly and the Board of Directors.

The Secretary General shall establish the structure of the Management and Staff, the general outline of which shall be subject to the approval of the Board of Directors.

The Secretariat assists the Secretary General in the implementation of her/his task.

The procedures regarding the Management shall be laid down in the Rules of Procedure of the Irish Red Cross.

## Rule 8

### The Membership and Disciplinary Committee

Matters which may be referred to this committee include:

- a) Adjudication on decisions to refuse to accept a person to membership of the Irish Red Cross;
- b) Adjudication on complaints against members arising from non-compliance with the Irish Red Cross Rules or otherwise which could involve removal from membership or officer-ship;
- c) Adjudication on appropriate disciplinary matters including removal of membership;
- d) Appropriate to the matters submitted to it, the Membership and Disciplinary Committee shall decide:
  - i. to refuse or not to refuse to admit to membership of the Irish Red Cross any applicant for membership.
  - ii. to remove or not to remove from membership from the Irish Red Cross any member reported to it for disciplinary considerations or to remove or suspend such member from holding any or all officer duty or active duty of any kind within the Irish Red Cross for any period the Committee specifies or to recommend any disciplinary measure or none as seems appropriate.
  - iii. to comment on or/and to censure as the Committee think fit matters and persons involved.
  - iv. to make recommendations for the avoidance of similar problems in the future.

The Committee shall be entitled to fullest details on matters submitted to it and shall be entitled to examine the records of the Irish Red Cross and to interview, consult and question any member, officer or staff of the Irish Red Cross in the course of their deliberations.

A member may appeal the decision of the Membership and Disciplinary Committee to the External Appeals Tribunal as per Article 27 of the Constitution.



In the event that the Committee decides to suspend or remove a member, and if the member appeals the decision the member must step aside from all involvement in the Society until the appeal is heard and ruled upon.

## **Section III: Area Committees**

### **Rule 9**

#### **Composition**

An Area Committee shall be established in each Area. In order to be an independent Area with associated rights an Area must consist of at least 1 Branch. Such Branch Committees will assume the rights of an Area Committee. Each Branch in the Area shall affiliate with the Area Committee. An Area Committee must ensure that 7 primary programmes/ activities from across the spectrum of the Society are carried out within its Area. The Committee will compose of 2 delegates from each of its affiliated Branches along with Co-opted members (Article 31) and Ex Officio members. Each Area shall have an Area Management Team who will meeting on regular intervals with the delegated authority to govern its district between meetings of the Area Committee.

The Area Management Team will be composed of:

- The Area Chair, Vice Chair, Honorary Treasurer and Honorary Secretary
- The Area Directors of Units, Youth and Health & Social Care
- The Area Fundraising Officer
- The Area Volunteer Support & Development Officer

#### **Powers and Duties of Area Committees**

1. The powers and duties of the Area Committee shall be:
  - (a) To organise its Area in the best interests of the Irish Red Cross, establish Branches and generally manage, direct and superintend the affairs of the Irish Red Cross within the Area in accordance with the Irish Red Cross' Rules;
  - (b) Deal with all issues or requests from Branch committees through the Area Hon. Secretary or Area Director who will offer a solution/ answer if possible or if not, source a solution/ answer on the branches behalf.
  - (c) To carry out any work in the interests of the Irish Red Cross which is remitted to it by the General Assembly or by the Board of Directors;
  - (d) To define the district from which each of its affiliated Branches may draw its membership, and to arrange for the transfer of members from one Branch to another; in the case of border Branches to define the district and arrange transfers by agreement with neighbouring Area Committees, or, failing such agreement, to submit the matter to the Board of Directors whose decision shall be final;

- (e) To meet at least three times per year (February- Financial Meeting, May-First Meeting and at least one other ordinary meeting);
- (f) To receive and consider at each meeting a report from each of its affiliated Branches regarding the progress and activities of the Irish Red Cross in each Branch district;
- (g) To submit to the Board of Directors, as soon as practicable after each meeting, a brief report of the decisions made at such meeting together with a duly certified copy of the Treasurer's Statement of Account, as adopted by the meeting;
- (h) The Area Hon. Secretary will receive regular activity reports and a copy of minutes of meetings from the affiliated Branches (see report on volunteer resource page). These reports will form the Secretary's report to the Area Committee.
- (i) Minutes of Area Ordinary Meetings, Area First Meetings and Area Activity Reports are to be sent to the National Secretary in a timely manner following each meeting.
- (j) Monitor and manage financial reporting to Head Office and the compliance of its Branches as defined by the National Society
- (k) To suspend a Branch if such is considered advisable in the interests of the Irish Red Cross and to report forthwith such suspension to the Board of Directors. During the period of such suspension the Area Committee shall assume the duties of the Branch Committee;
- (l) To set up sub-committees, standing committees, and special committees, as may be desirable, in the same manner and subject to the same conditions as provided for in the case of the General Assembly and Board of Directors.

## 2. Elections of General Assembly

- (a) The number of representatives from Areas shall be decided as per Rule 1.3 and the election shall be carried out in accordance with these rules.
- (b) The election shall take place at an Area Committee meeting which shall be held not earlier than 3<sup>rd</sup> February and not later than 25<sup>th</sup> February in each election year.
- (c) Not later than the first day of January in each election year the Area Committee shall notify each of its affiliated Branches of the date, place and time fixed for the Area Committee meeting at which the General Assembly representatives will be elected.
- (d) Should a Branch representative on the Area Committee be unable to attend, it shall be open to his Branch to appoint a substitute, and provided the name and address of such substitute member, together with that of the member for whom he has been substituted, is notified in writing to the Secretary of the meeting by the Branch or Branches which they represent, shall be announced to the meeting by the Chairman before the election for the General Assembly takes place.
- (e) Each Branch may, at its Annual General Meeting in January of each election year, nominate candidates (up to the appropriate number of positions available for that Area in accordance with Rule 1.3) for the General Assembly. Such candidates must be a member of the Society resident in the Area, provided however, as an exceptional measure, a candidate who is actively engaged in Society operations in the Area but who is not resident

in such Area may be nominated. In case of a contest the voting shall be by ballot and the candidates who receive a majority of the votes cast by those present and voting shall be elected. In case of a tie, the candidates shall be chosen by lot.

- (f) The full name and address of the candidates nominated by the Branch shall be sent to the Area Secretary so as to reach him not later than 2<sup>nd</sup> February. The nomination shall be made on a prescribed form on which the person nominated shall signify his acceptance of the nomination.
  - (g) Where the number of people duly nominated by Branches is less than or equal to the number of vacant representative positions for that Area, then the candidates so nominated shall be deemed to be elected as members of the General Assembly.
  - (h) Should there be insufficient valid nominations to fill the vacant positions for the General Assembly by Branches in the Area, then the Area Committee shall appoint persons qualified as in Rule 9. 2 (e) to act as the Area Representatives on the General Assembly.
  - (i) Should the number of valid nominations from Branches exceed the number of vacant representative positions for that Area, an election will take place as follows:
    - a. At the meeting the Area Committee shall appoint three persons to act as Scrutineers from among those present. A person who is a candidate shall not act as a Scrutineer.
    - b. The election of the Area Representatives shall be by ballot vote of the members present at the meeting. For that purpose the Area Secretary shall prepare beforehand, and have ready for distribution to the members, a typed or printed Ballot Paper which shall contain the name, title and address of each candidate, and the name of the Branch of which s/he is a member.
    - c. When the Ballot Papers are marked, they shall be collected and given to the Scrutineers who shall count the votes and hand the result to the presiding Chairman, who shall thereupon announce the result and declare the candidates who have received the highest number of votes to be duly elected. In the case of a tie the Representatives shall be chosen by lot.
  - (j) The Area Secretary shall forward to the Secretary General of the Society the name and address of the persons elected by the meeting so as to reach the Secretary General before the last day of February.
  - (k) In the case of the death or resignation of an elected member, the appropriate Area Committee may appoint a person to fill the vacancy so caused, and the person thus appointed shall hold office for the residue of the term of office.
3. Notwithstanding anything contained in Article 28 the following members, if not otherwise members of the Area Committee, shall be deemed ex officio members of the Area Committee, with full voting powers, and as such need not be appointed by any Branch:
- (a) The Area Representative on the General Assembly.
  - (b) An Stiúrthóir Regiúin (Regional Director).
  - (c) An Stiúrthóir Dochtúireachta Reigiúin (Regional Medical Director).
  - (d) An Stiúrthóir Ceantair (Area Director).

- (e) An Stiúrthóir Dochtúireachta (Area Chief Director M.O.).
- (f) Area Officer for Community Services
- (g) Area Youth Officer

## Rule 10

### Officers of Area Committees

The Officers of an Area Committee shall be Chairperson, Vice Chairperson, Honorary Treasurer and Honorary Secretary. These shall be chosen at the first meeting of the Area Committee, to be held within the first fortnight of May each year, the date to be fixed by the outgoing Area Committee. The Honorary Officers of the outgoing Area Committee shall operate in the interim period until such meeting is held. Candidates for any such office must be proposed and seconded and, in the case of a contest, the election shall be decided by a ballot vote. The outgoing Chairman, or, in case he is not a member of the Area Committee, a temporary Chairman, shall preside until the new Chairman is elected but shall have no casting vote. In case of a tie the election shall be decided by lot. The newly-elected Chairman shall preside during the election of the remaining officers, and in case of a tie shall have a casting vote. Should the outgoing Secretary and/or Treasurer not be appointed as delegates to the Area Committee by their respective Branches, they shall nevertheless attend the first meeting of the Area Committee in order to hand over all books, documents, balance of funds on hand, etc., to their successors, but shall not, apart from this, be entitled to take part in the proceedings of the meetings. In line with best practice, one member should only hold one position and members of the management team should not have any family or relationship connection.

## Rule 11

### Composition of a Branch

Branches shall be established within each Area. A Branch must have a membership of more than 15 members. The two classifications of Branches are:

- Branch Type A will hold a bank account and therefore be eligible for the National Affiliation Fee and must ensure that 5 primary programmes/ activities from across the spectrum of the Society are carried out within its district.
- Branch Type B will not hold a bank account and will carry out at least 1 primary programme/ activity from across the spectrum of the Society is carried out within its district.

Each Branch in the Area shall affiliate with the Area Committee. The Committee will elect 2 delegates to the Area Committee.

### Duties of Branch

The duties of a Branch shall be:

- (a) To organise a meeting of its committee a minimum of 4 times a year.
- (b) To enrol members of the Branch, and keep records and accounts.

- (c) To co-operate with the Irish Red Cross in such work cognate to the objects of the Irish Red Cross as may be approved by the Board of Directors or General Assembly of the Irish Red Cross.
- (d) To make such preparations as may be necessary for rendering Red Cross aid in peace or war and to co-operate in the dissemination of the Geneva Conventions.
- (d) To promote the establishment of Red Cross Units/ Group and provide the members of such Units/ Group with uniforms and equipment and stores necessary to carry out their duties effectively.
- (e) To organise and maintain a service to render prompt and effective aid in times of local or national disaster.
- (f) To report to the Secretary General in the event of illegal use of the Red Cross symbol or of the unauthorised use of the Irish Red Cross's uniforms, or badges or title.
- (g) To make recommendations in appropriate cases for the bestowal of distinctions and badges of the Irish Red Cross.
- (h) To foster by means of lectures, demonstrations, training sessions, meetings and discussions, an interest in the activities of the Irish Red Cross.
- (i) To engage in Welfare work and in the provision of invalid requisites.
- (j) To maintain and be responsible for the Irish Red Cross's property under its care.
- (k) To raise funds for the Irish Red Cross by means of collections and the promotion of functions in aid.
- (l) To undertake such other work as may from time to time be prescribed or recommended by the Board of Directors.
- (m) In line with best practice, one member should only hold one position and members of the management team should not have any family or relationship connection.

### Officers of the Branch

The Branch Committee shall compose of members elected at its Annual General Meeting (to be held before the 2<sup>nd</sup> week in February). This shall include:

- Chairperson, Vice Chairperson, Honorary Treasurer, Honorary Secretary
- And a minimum of 3 and a maximum of 7 others.

At their first meeting the following posts shall be filled by members sitting on the Committee:

- Youth and Health & Social Care Officer.

Unit/Youth/Health and Social Care Officers shall be ex officio to the committee but shall not be permitted to hold any of the above positions. If a Branch is unable to fill these roles a recruitment process shall be sought.

## Rule 12

### Branch Annual General Meeting

Each Branch shall hold in the first six weeks of each year an Annual General Meeting which all branch members' accorded rights in accordance with the rules of the Irish Red Cross my attend. It shall be the duty of the Honorary Secretary of the Branch to give notice to the Branch members, at least seven clear days in advance, of the time and place of the meeting and the general nature of the business to be transacted. At this meeting the Branch will receive reports from the Honorary Secretary and the Honorary Treasurer concerning the affairs and the finances of the Branch for the past year ending 31<sup>st</sup> December. The Honorary Treasurer shall prepare a report of the previous year's financial activity which he/she deems to be true and accurate.

A statement of any Resolutions adopted at the meeting shall be transmitted by the Honorary Secretary of the Branch to the Honorary Secretary of the Area Committee as soon as practicable after the conclusion of the meeting. The quorum for such Annual General Meeting of the Branch shall be seven members. A member under 18 years of age shall not be permitted to be elected to any officership of the Committee but shall hold voting rights from the age of 16 years.

## Rule 13

### Return to Area Committee

At the same time as the Yearly Return duly audited is sent to the Secretary General of the Irish Red Cross, but not later than the second week of February each year, the Branch Secretary shall send to the Secretary of the Area Committee a duplicate of the Return made to the Secretary General for the previous yearly period at the same time transmitting to the Area Secretary the proportion of the remaining amount as agreed with the Area Committee. The Area Secretary shall on receipt of same transmit to the Branch Secretary an official receipt for the amount so received, and this amount shall be known and referred to as the Affiliation Fee payable by the Branch to the Area Committee.

The Area Committee shall inform the Secretary General of the Irish Red Cross of any Branch which, after due warning, has refused or neglected to pay its affiliation fee to the Area Committee.

Each Branch Committee shall prepare a code of Rules and Bye-laws for the conduct of its business. Any Rule not in accord with the Rules of the Irish Red Cross shall be null and void. The Rules must be sanctioned by the Board of Directors before coming into operation.

## **Section IV: Profile of the General Assembly and the Board of Directors**

### **Rule 14**

#### **Profiles of General Assembly Members**

Members of the General Assembly of the Irish Red Cross should fulfil the following profile:

- a) Be members of the Irish Red Cross, as defined in the Volunteer Policy which may be redefined from time to time;
- b) Be committed to the fundamental principles of the movement;
- c) Have adequate levels of experience, to adequately discharge their responsibilities;
- d) Have no conflicting interests between candidate's profession/or close family relations and his/her freedom to execute his/her tasks in compliance with the Fundamental Principles.

### **Rule 15**

#### **Profiles of Board of Directors Members**

Members of the Board of Directors of the Irish Red Cross should fulfil the following profile:

- a) Be members of the Irish Red Cross, as defined in the rules on membership of the organisation;
- b) Have no conflicting interests between candidate's profession/or close family relations and his/her freedom to execute his/her tasks in compliance with the Fundamental Principles;
- c) Have an adequate level of education and experience to execute their duties under this document;
- d) Have a profile that adds to the diversity of the group (professional and personal background);
- e) Be committed to the Fundamental Principles of the Movement.

## Appendices

### Appendix I: Irish Red Cross Statutory Provisions

- Red Cross Act, 1954
- Red Cross Act, 1944
- Red Cross Act, 1938
- S.I. No. 522/2006 — Irish Red Cross Society (Directions as to Ambulance Service) (Revocation) Order 2006
- S.I. No. 44/1999 — Irish Red Cross Society (Amendment) Order, 1999.
- S.I. No. 251/1955 — Irish Red Cross Society (Directions As To Ambulance Service) Order, 1955.
- S.I. No. 184/1947 — Irish Red Cross Society Order, 1939 (Amendment) Order, 1947.
- S.I. No. 206/1939 — Irish Red Cross Society Order, 1939.



## Appendix II: Resolution 2 of the 30th International Conference of the Red Cross and Red Crescent, Geneva, 26-30 November, 2007

### *Resolution 2*

*Specific nature of the International Red Cross and Red Crescent Movement in action and partnerships and the role of National Societies as auxiliaries to the public authorities in the humanitarian field*

The 30th International Conference of the Red Cross and Red Crescent,

*acknowledging* that strong partnerships between States, the components of the International Red Cross and Red Crescent Movement (Movement) and other humanitarian actors, such as international organizations, non-governmental organizations and civil society, are essential to address effectively the needs of vulnerable people worldwide, in the spirit of the slogan of the Conference “Together for humanity”,

*acknowledging* the different mandates of the various components of the Movement,

*recalling* the Movement’s Fundamental Principle of independence as well as Articles 2.3, 3 and 4.3 of the Statutes of the Movement whereby National Societies are recognized by all governments as auxiliaries to the public authorities in the humanitarian field,

*recalling* Articles 24, 26 and 27 of the Geneva Convention for the Amelioration of the Condition of the Wounded and Sick in Armed Forces in the Field, of 12 August 1949, Articles 24 and 25 of the Geneva Convention for the Amelioration of the Condition of Wounded, Sick and Shipwrecked Members of Armed Forces at Sea, of 12 August 1949, as well as Article 63 of the Geneva Convention relative to the Protection of Civilian Persons in Time of War, of 12 August 1949,

*noting* the resolution of the General Assembly of the United Nations (A/RES/49/2 of 27 October 1994) which recalls that National Societies are recognized by their respective governments as auxiliaries to the public authorities in the humanitarian field on the basis of the Geneva Conventions of 12 August 1949,

*recalling* the Agenda for Humanitarian Action adopted at the 28th International Conference, whereby States, recognizing the importance of the independent and auxiliary role of National Societies, agreed, *inter alia*, to negotiate clearly defined roles and responsibilities with their respective National Societies in risk-reduction and disaster-management activities, as well as in public-health, development and social activities, *recalling* Resolution 1 of the 28th International Conference which welcomed the study carried out by the International Federation of National Red Cross and Red Crescent Societies (International Federation) as Auxiliaries to the Public Authorities in the Humanitarian Field and contained the concept of the “characteristics of a balanced relationship,” and *noting* the work done by the International Federation in consultation with the International Committee of the Red Cross

(ICRC) pursuant to that resolution,

*recognizing* that the cooperation and dialogue of National Societies with their respective governments includes the key role and responsibilities of National Societies in the fields of promotion, dissemination and implementation of international humanitarian law,

*recognizing* that National Societies represent reliable partners for national and local public authorities that provide service through their diverse volunteer base and their unique capacity to mobilize human and material resources at the community level,

*noting with appreciation* that the Council of Delegates, in its Resolution 3 of 2007, endorsed the concept of a toolbox for use by National Societies when concluding partnership arrangements, including those relevant to auxiliary relationships,

*reaffirming* the obligation of all the components of the Movement to act at all times in conformity with the Fundamental Principles, the Statutes of the Movement and the rules governing the use of the emblems and to take full account of the relevant Movement policies,

*acknowledging* that the autonomy of National Societies and their commitment to neutrality and impartial assistance provide the best available means to gain the confidence of all in order to have access to those in need,

*recalling Article 2.4* of the Statutes of the Movement adopted by the 25th International Conference of the Red Cross at Geneva in 1986, as amended in 1995 and 2006, which stipulates that “the States shall at all times respect the adherence by all the components of the Movement to the Fundamental Principles”;

1. *reaffirms* that it is the primary responsibility of States and their respective public authorities to provide humanitarian assistance to vulnerable persons on their respective territories and that the primary purpose of National Societies as auxiliaries to the public authorities in the humanitarian field is to supplement them in the fulfilment of this responsibility;
2. *calls upon* National Societies and their respective public authorities to consolidate a balanced relationship with clear and reciprocal responsibilities, maintaining and enhancing a permanent dialogue at all levels within the agreed framework for humanitarian action;
3. *recognizes* that the public authorities and the National Societies as auxiliaries enjoy a specific and distinctive partnership, entailing mutual responsibilities and benefits, and based on international and national laws, in which the national public authorities and the National Society agree on the areas in which the National Society supplements or substitutes for public humanitarian services; the National Society must be able to deliver its humanitarian services at all times in conformity with the Fundamental Principles, in particular those of neutrality and independence, and with its other obligations under the Statutes of the Movement as agreed by States at the International Conference;

4. *emphasizes* that
  - a National Societies as auxiliaries to the public authorities in the humanitarian field have a duty to consider seriously any request by their public authorities to carry out humanitarian activities within their mandate,
  - b States must refrain from requesting National Societies to perform activities which are in conflict with the Fundamental Principles or the Statutes of the Movement or its mission, that National Societies have the duty to decline any such request and *underlines* the need for the public authorities to respect such decisions by the National Societies;
5. *invites* National Societies and governments to clarify and consolidate the areas in which National Societies as auxiliaries cooperate at all levels with the public authorities;
6. *stresses* that the National Society, whilst acknowledging that its personnel and assets are provided to the medical services of the State's armed forces in accordance with Article 26 of the First Geneva Convention of 1949 and are thus subject to military laws and regulations, must respect the Fundamental Principles, including that of neutrality, and at all times maintain its autonomy and ensure that it is clearly distinguishable from military and other governmental bodies;
7. *invites* the International Federation and the ICRC, in consultation with States and National Societies, to make available and further develop relevant information material for National Societies, the public authorities and other interested bodies, including guidelines, legal advice and best practices, in support of partnerships between National Societies and the public authorities in the humanitarian field.

## Appendix III: Board of Directors of the Irish Red Cross Statement of Directors Roles and Responsibilities

The Board of Directors of the Irish Red Cross operates through the delegated authority of the Society's General Assembly/Central Council. Its role is to direct and supervise the affairs of the Society on day to day basis, to ensure that it delivers on its goals and objectives, and to uphold the values and principles of the Red Cross Movement in every aspect of its activities.

The individual members of the Board of Directors (hereafter referred to as Directors) recognise their collective responsibility to function effectively as a Governing body. The Society is committed to achieving the highest standards of corporate governance and this statement of Directors roles and responsibilities has been adopted in support of that objective.

This statement refers to the role and responsibilities of the Board of Directors as a body. Individual Directors acknowledge their obligation to contribute positively and constructively to the Group and to ensure that they collectively discharge these responsibilities diligently and effectively. On appointment to the Board, individual Directors will sign this statement to give expression to that obligation.

The Chairperson will run the Board and set its agenda. The agenda will take account of the issues and concerns of individual members, be forward-looking and concentrate on strategic rather than operational matters.

New Directors will be appointed by rotation in accordance with the provisions of the Constitution. The Chairperson will endeavour to develop a diverse and effective Board, with a sufficiently diverse range of skills, experience and knowledge to run the organisation effectively

The Board will define the roles and responsibilities of the Chair and its Honorary Officers in writing. It will also ensure that it sets clear terms of reference for all sub-committees, standing groups or advisory panels. The Chairman will organise the various sub-committees to ensure that he makes the most effective use of the time, skills, knowledge and experience of Directors.

The Board will have a mechanism to regularly review and assess its own performance, that of individual Directors and of sub-committees, standing groups and any other bodies.

The Board will support the Secretariat and the Secretary General in every way possible and will conduct an annual review of the Secretary General's performance in the role.

The Directors accept ultimate responsibility for overseeing and directing the affairs of the Society, ensuring it is solvent, and compliant with its own Constitution, all relevant Legislation and the requirements of any regulatory bodies.

Directors will;

- Receive the necessary induction, training and ongoing support that is needed to discharge their duties. They will ensure that they seek out and receive the advice and information that they need to make good decisions
- Conduct regular reviews of the Society’s system of Internal Controls, Performance reporting, Policies and Procedure. This will ensure that expenditures are appropriate and reasonable, funds are spent or managed in accordance with approved procedures, investments are carefully managed, and a full and accurate account is maintained of all financial transactions. An internal Audit Committee has been established to support the Board in meeting this obligation.
- Act prudently to protect the assets, property and reputation of the Society. Regular reviews will be undertaken of the risks to which the organisation is subject and actions taken to mitigate and manage them.
- Ensure that they receive sufficient, relevant and timely information to enable them to monitor and assess the Society’s financial position.
- Put clear delegated authorities in place to enable staff and volunteers to discharge their duties—with clear limits relating to budgetary and other matters. All delegated authorities will be subject to regular monitoring by the Board.
- Focus on the strategic health and direction of the organisation and ensure that it can continue to meet its goals and fulfil its mission into the future.
- Satisfy themselves that there is appropriate Strategic and Organisational planning to enable the Society to thrive and prosper and that there is appropriate financial planning to ensure that the Society will have adequate resources to deliver on its objectives.
- Support the fund-raising activities of the Society and use their position and standing to engage with potential donors and benefactors.
- Review the progress of the Society’s work programmes and ensure that its strategy is being effectively implemented. They will use these strategic reviews to evaluate the Society’s services, its alignment with a changing environment and changing needs, and to introduce appropriate change and innovation.
- Seek to ensure a positive collaborative relationship between all stakeholders within the Society, with particular emphasis on the relationship between the volunteer members and professional staff.
- Encourage appropriate engagement between the Directors and the Society’s external stakeholders and use these engagements for guidance and feedback
- Promote the good reputation and standing of the Society and support the Secretariat in its engagements with the media and any relevant public bodies.
- Be open, responsive and accountable to all stakeholders in respect of the governance of the Society.
- Be open to constructive criticism, the challenge of keeping pace with “best practice” and constantly mindful of the need to earn the trust and confidence of all its stakeholders.

Finally, Directors will adopt a Code of Conduct that addresses standards of behaviour, confidentiality, conflicts of interest and receipts of gifts or hospitality. They will uphold the principles of diversity, equality, and impartiality and ensure that the spirit of the Red Cross movement is respected in every aspect of the Society’s activities.