

# Guidance

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for National Societies Statutes



International Federation  
of Red Cross and Red Crescent Societies

2000

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# Preface

The first draft of this Document was prepared by a working group of the Danish Red Cross, in co-operation with the International Federation Secretariat (National Society Co-operation and Development Division and Legal Affairs). It was submitted to a forum of experts on statutes of National Societies from the various regions and from the ICRC at a Legal Base Workshop<sup>1</sup>, held by the International Federation from 7 to 10 February 1999 in Vienna<sup>2</sup>. The advice from this workshop has been incorporated in a draft which was subsequently sent to all member Societies of the Federation for their comments and presented to the Development Commission on 8 September 1999. The text then was presented by the Secretariat of the Federation to the following General Assembly. Pursuant to decision 24 of this General Assembly on "National Society Capacity Building, Protection of the Integrity of Member Societies"<sup>3</sup>, the International Federation convened another meeting, where governance and management leaders from ten National Societies participated together with representatives from the Federation Secretariat and from the ICRC.<sup>4</sup>

The Governing Board adopted the present Guidance for National Society Statutes at its 1st Session, 2-4 May 2000.<sup>5</sup>

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- 1 The British and German Red Cross Societies contributed funds to the SWP 98-99 (Task 12.2) to finance the Workshop, while the Austrian RC hosted it and covered part of the costs. The ICRC also contributed by covering the travel expenses of one delegate.
  - 2 Participated in the Workshop : E.S. Aidoo (Ghana RC), T. Buruku (Uganda RC), M. Naarendorp (Suriname RC), K. Simonetti (American RC), X. Wang (Chinese RC), F. Mohrhauer (German RC), H. Fockens (Danish RC), T. Trier (Danish RC), T. Stenfeld (Danish RC), F. Bickley (British RC), A. Lang (Austrian RC), A. Alm Eddo (Swedish RC), M. Boycheva (Bulgarian RC), B. Ionov (Russian RC), S. Boltrushevich (Federation's Delegation in Minsk), A. Iastrebova (Federation's Delegation in Moscow), M.T. Dutli (ICRC), I. Osman (Federation Secretariat), Anja Toivola (Federation Secretariat), Luis Luna (Federation Secretariat), C. Lanord (Federation Secretariat), C. Savary (Federation Secretariat), Luc De Wever (Federation Secretariat).
  - 3 Decision 24 requested the Secretary General: "to revise the present draft Guidelines on the basis of comments made by the General Assembly and member Societies and, with the support of a working group of member Societies, to present a final draft of the Guidelines to the Governing Board which will report to the next General Assembly".
  - 4 The meeting was hosted by the American Red Cross on the 7 and 8 February 2000 at their headquarters in Washington DC. The participants were: Messrs. J. Rodriguez, member of the Board, and A. Panico, Vice President, International Policy & Relations, American Red Cross, Dr. A. Sarkissyan, President, Armenian Red Cross, Messrs. Dr. A. Vejarano LaVerde, President, and W. Cotte, Director, Colombian Red Cross, Dr. F. Pedersen, President, Danish Red Cross, Prof. J. Abdulkadir, Chairman, and Ms. M. Wolde Tensaie, Secretary General, Ethiopian Red Cross, Mr. J. Talib SH., Secretary General, Indonesian Red Cross, Mrs. C. Powell, President, Jamaica Red Cross, Mr. K. Nolan, representative of the New Zealand Red Cross to the Federation's Board, Dr. M. Hamid, President, The Sudanese Red Crescent, Messrs. O. Saran, member of the Board, and F. Evren, Director General, Turkish Red Crescent, Mr. B. Biber, ICRC, Messrs. I. Osman and L. De Wever, Federation Secretariat. The Minutes of the meeting can be made available on request by the Federation's Secretariat.
  - 5 Decision No 5 on the Guidance for National Society Statutes reads as follow:  
The Governing Board,  
5.1 **approves** and puts into effect the Guidance for National Society Statutes as modified in Supplementary Paper GB/1.4.2/1;  
5.2 **encourages** all member Societies to make the necessary adjustments in their Statutes in order to meet the minimum requirements and to achieve as far as possible the recommended standards;  
5.3 **requests** the Secretary General to actively promote the Guidance, to apply it in the review of National Society Statutes and to report from time to time to the Board and the Assembly on the results of the implementation of the Guidance.

The German and Finnish Red Cross Societies have contributed funds to finance translation of this document in the three other working languages of the Federation and to cover the cost of printing



# Chapter 1 - Introduction

**T**he legal base of a National Red Cross or Red Crescent Society, consisting of the National Society's statutes and, in most countries, the national law or decree on the Red Cross or Red Crescent<sup>6</sup>, is of crucial importance since it defines not only its internal structure and procedures, but also its relations with other actors in society, e.g. the government and the other components of the International Red Cross and Red Crescent Movement. Inadequate regulation of these internal and external factors may easily compromise the integrity of a National Society.

National Societies are unique organisations, which operate within a complex legal framework<sup>7</sup>, in pursuit of a specific mission in accordance with the seven Fundamental Principles of the Movement. The legal base of National Societies should protect their integrity by dealing with legal elements in a clear and thorough manner in order to avoid situations in which external or internal factors, render National Societies unable to carry out their mission effectively or to act in accordance with the Fundamental Principles<sup>8</sup>.

Decision 45 of the 11th Session of the General Assembly of the International Federation of Red Cross and Red Crescent Societies, Seville 1997, supports the further work of the Secretary General in developing guidelines and tools and in offering his services as and when needed to promote and protect the integrity of member Societies. This Document is one such tool.

No two National Societies are identical. Legal as well as cultural considerations must be taken into account when drafting their basic legal texts. This document, which only deals with the statutes of National Societies, respects these differences by providing guidelines for the drafting or revision of National Societies statutes, rather than a new Model Statute. The document seeks to elaborate on the most important issues which should be dealt with in the statutes and guide the user on how to draft provisions on these issues.

Chapter 2 contains the guidelines for the drafting or revision of National Society statutes. It is divided into sections covering the key elements of the statutes: General provisions; General objectives and specific tasks; Membership; Governing bodies at the central level; Management; Branch structures; Election/rotation/profiles; and Financial matters. Each section is subsequently divided in to the following four sub-sections:

## **a) Minimum requirements**

This subsection describes the basic requirements with respect to the topic concerned. These minimum requirements are based on the mandatory requirements of the Statutes of the Movement (including the Fundamental Principles), the Constitution of the Federation and the decisions of the General Assembly. The requirements mentioned under subsection a) must be safeguarded in the statutes of all National Societies, regardless of their legal or cultural environment.

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6 In many countries a national law or decree on the Red Cross and Red Crescent constitutes the act through which a government formally recognizes the National Society as an auxiliary to the public authorities in the humanitarian field.

7 Consisting of National Laws, the Geneva Conventions and related International Humanitarian Law instruments, decisions of the Movement's statutory bodies, in particular, resolutions of the International Conference of the Red Cross and Red Crescent, and decisions of the Federation's General Assembly, in particular, the Constitution of the Federation (see Chapter 2, numbered paragraph I a).

8 Strategic Work Plan for the Nineties (revised version) adopted in Decision 35 of the IXth General Assembly, 25-28 October 1993 in Birmingham.

## **b) Elements to be included**

This subsection contains a "checklist" of the elements which must appear in one way or another in a National Society's statutes on the respective topics. However - with the exception of the mandatory requirements set out in subsection a) above - the National Society is free to decide how it will regulate these matters.

## **c) Options and recommendations**

This subsection reflects upon different options for dealing with issues of a non-obligatory nature. Certain options are recommended for specific situations. In this subsection, the legal and cultural environment of the National Society, the size of the country and other factors are likely to play an important role in determining which option will apply in the respective National Society's statutes. These recommendations are based on best practices in the Movement or other (non-profit) organisations.

## **d) Sample clauses**

This subsection gives an example of how the most important elements of the respective topic may be formulated in the statutes. It is not therefore an exhaustive model.

Chapter 3 will supplement the Guidelines for National Society statutes with a short outline of the core issues presented in this document.

The Guidance should be used in combination with the following documents which relate to the institutional capacity-building of National Societies, and are also used as reference material:

- National Society Governance Guidelines<sup>9</sup>;
- Characteristics of a Well-Functioning National Society<sup>10</sup>;
- Statutes of the Movement, and specifically the ten conditions for the recognition of a National Society contained in Article 4;
- **The Fundamental Principles of the Red Cross, Commentary**, by Jean Pictet (1979).

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<sup>9</sup> Produced by the Federation's Institutional and Resource Development Department in 1997.

<sup>10</sup> Produced by the Federation in 1994. Endorsed by the Federation's Executive Council in 1994 and welcomed by the General Assembly in 1995.



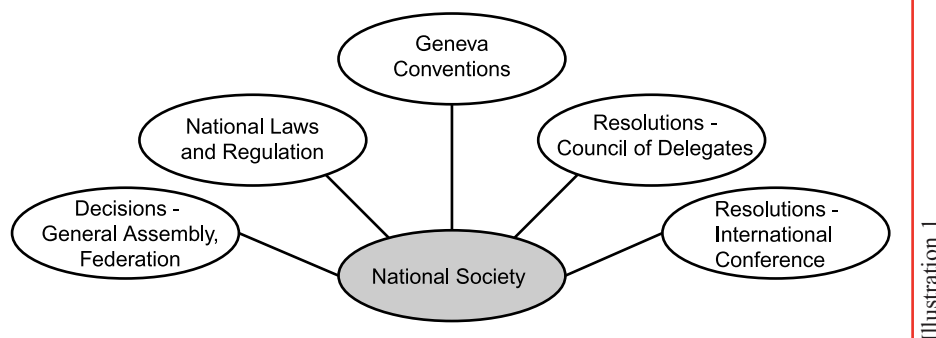
# Chapter 2 - Guidelines

## I - General provisions

### a) Minimum requirements

The statutes must describe the legal framework in which the National Society operates. The legal framework is composed of national laws, the Geneva Conventions and, where applicable, their Additional Protocols, resolutions of the International Conference of the Red Cross and Red Crescent (in particular the Fundamental Principles and the Statutes of the Movement), resolutions of the Council of Delegates and decisions of the Federation's General Assembly (in particular, the Constitution of the International Federation of Red Cross and Red Crescent Societies) (see Illustration 1).

The statutes should include the full text of the Fundamental Principles (1986) in their general provisions.



The main elements to be addressed in the legal framework are:

#### **The relationship between the National Society and the public authorities in its country**

If a National Society is to operate effectively, its relationship with the public authorities must be clearly regulated. This must be done by means of a law or regulations or by the statutes of the National Society<sup>11</sup>. The statutes should reflect the auxiliary role of the National Society to the public authorities in their humanitarian work, but should also secure the unhindered pursuit of the National Society's objectives in accordance with the Fundamental Principles. In addition, the obligation of the State to respect the adherence of the National Society to the Fundamental Principles should be established by an appropriate legal instrument - which could be the Society's statutes in case they can be enforced against the State.

#### **Use of the red cross or red crescent emblem**

The statutes should require the National Society and all its members and bodies to comply with the regulations on the use of the emblem contained in the Geneva Conventions of 1949 and their Additional Protocols of 1997, the

<sup>11</sup> In some countries the statutes of the National Society have the status of law. This is rather unfortunate, since it renders the statutes unnecessarily less flexible. In such cases, both the criteria mentioned in this document and the criteria mentioned in the Draft Model Law on the recognition of the National Red Cross or Red Crescent Society, which is contained in Section 3.13 (b) and Annex III of the Reference Document for the 27th International Conference, should be incorporated in the statutes.

1991 Regulations on the use of the emblem of the red cross or the red crescent by the National Societies and national laws regarding the emblem.

### **The relationship between the National Society and the other components of the Movement**

A National Society becomes a component of the Movement when it is recognised by the International Committee of the Red Cross (ICRC). It may subsequently apply for membership of the International Federation. Both its status as a component of the Movement and as a member of the International Federation entail legal consequences for the National Society. For example, the National Society must comply with the Statutes of the Movement (in particular the ten conditions for recognition contained in Article 4<sup>12</sup> and the definition of National Societies contained in Article 3). Its membership of the International Federation (a legal entity) entails the legal obligation to comply with the decisions of its General Assembly and Governing Board (Article 5 of the Constitution of the Federation<sup>13</sup>). Compliance with these obligations must be assured in its statutes.

Special attention should be drawn to the Federation's Constitution which provides the Society's duty to inform the Secretary General of the International Federation of any proposed amendments to its statutes. In addition, despite the fact that National Societies are recognised as autonomous bodies by the legal government of their country on the basis, inter alia, of national legislation, through resolutions of the International Conference, States and National Societies have vested the ICRC and the International Federation with a right to review proposed amendments to the statutes of the National Societies and to request the National Societies to take into account any recommendations made by the ICRC and the International Federation.<sup>14</sup> Any proposed

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12 The 10 conditions for recognition are the following:

a National Society shall:

- 1) Be constituted on the territory of an independent State where the Geneva Convention for the Amelioration of the Condition of the Wounded and Sick in Armed Forces in the Field is in force.
- 2) Be the only National Red Cross or Red Crescent Society of the said State and be directed by a central body which shall alone be competent to represent it in its dealings with other components of the Movement.
- 3) Be duly recognized by the legal government of its country on the basis of the Geneva Conventions and of the national legislation as a voluntary aid society, auxiliary to the public authorities in the humanitarian field.
- 4) Have an autonomous status which allows it to operate in conformity with the Fundamental Principles of the Movement.
- 5) Use the name and emblem of the Red Cross or Red Crescent in conformity with the Geneva Conventions.
- 6) Be so organized as to be able to fulfill the tasks defined in its own statutes, including the preparation in peace time for its statutory tasks in case of armed conflict.
- 7) Extend its activities to the entire territory of the State.
- 8) Recruit its voluntary members and its staff without consideration of race, sex, class, religion or political opinions.
- 9) Adhere to the present Statutes, share in the fellowship which unites the components of the Movement and cooperate with them.
- 10) Respect the Fundamental Principles of the Movement and be guided in its work by the principles of international humanitarian law.

13 Article 5 of the Constitution of the International Federation lays down the rights and obligations of the Member Societies of the International Federation.

Rights:

- to be represented at and to participate in the work of the Assembly;
- to stand for election to all other official bodies of the Federation;
- to request the Federation to provide representation to other international organizations;
- to submit, on its own initiative, in its name or in that of a group of member Societies, proposals to the Assembly and to other bodies of the Federation;
- to communicate directly with the Federation.

Duties:

- to support the Federation in the pursuit of its general object and to apply the decisions adopted by the Assembly and by the Council;
- to ensure that the Fundamental Principles are carefully observed in the activities of the Society and that none of its subordinate bodies offend against those Principles;
- to remit an annual contribution to the Federation approved by the Assembly;
- to inform the Secretary General of the Federation of any proposed amendments to its own Statutes and to keep him informed of the composition of its main bodies.

14 Res. 6, 22nd International Conference, Teheran 1973 and Res. 20, 24th International Conference, Manila 1981.

amendments should thus be reviewed by the Joint ICRC/Federation Commission for National Society Statutes before they can be adopted by the National Society.

## **b) Elements to be included**

The elements to be included in the general provisions have been mentioned under subsection a) minimum requirements.

## **c) Options and recommendations**

It is recommended that National Societies include a provision in their statutes stating to the effect that the National Society may only establish formal co-operation agreements with other organisations for specific projects. These agreements must never force the National Society to engage in activities violating the Fundamental Principles, and should therefore always guarantee its full independence. It is furthermore highly recommended that agreements between the National Society and public authorities, regarding the execution by the National Society of public programmes, be formalised and set out in writing.

## **d) Sample clauses**

### **Constitution of the National Society:**

The National Society was founded on ..... (date). Its constitution is based on the Geneva Conventions of 1949 (and their additional Protocols of 1977), to which ..... (name of the State) is a party. The National Society shall be guided in its work by the principles of international humanitarian law and shall respect the Fundamental Principles of the Movement which are set out below:

#### **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 world-wide.

**National legal status**

The National Society is officially recognised by the Government, in the .... (name/number of national law/regulation on the National Society), as a voluntary aid society, auxiliary to the public authorities in the humanitarian field, in accordance with the 1949 Geneva Conventions, and as the only National Red Cross (or Red Crescent) Society which may carry out its activities in ..... (name of State) territory.

In relation to the public authorities the National Society maintains an autonomy which allows it to act at all times in accordance with the Fundamental Principles of the Movement.

The public authorities shall at all times respect the adherence by the National Society to the Fundamental Principles.

The National Society is a legally constituted association. It possesses legal status. Its term of existence is unlimited. Its headquarters are located at (name of city).

**Relations with other components of the Movement**

The National Society, which was recognised by the International Committee of the Red Cross (ICRC) on ..... (date) is part of the International Red Cross and Red Crescent Movement (Movement). It became a member of the International Federation of Red Cross and Red Crescent Societies (International Federation) on ..... (date).

The National Society shall fulfil the conditions laid down in Article 4 of the Statutes of the Movement and its relations with the other components of the Movement shall be in conformity with Article 3 of the Statutes of the Movement.

The National Society shall also be bound by the obligations laid down in Article 5 of the Constitution of the International Federation.

**Agreements**

Agreements concluded with other organisations or entities, in particular with the public authorities regarding the execution of a public service, shall be in writing and shall not in any way constitute an obligation for the Society to act against the Fundamental Principles.

**Emblem**

The National Society has as emblem the heraldic sign of the red cross or red crescent or any other recognised emblem by the Movement Statutes on a white background.

The National Society shall establish appropriate regulations in accordance with the 1949 Geneva Conventions [and the Additional Protocols of 1977], the ..... (name of National Law on the emblem) and the 1991 Regulations on the Use of the Emblem whose provisions shall be binding upon the National Society.

### **Amendment of Statutes**

Any proposed amendment to the present statutes shall be submitted to the Joint ICRC/Federation Commission for National Society Statutes before such amendments may be adopted by the.....(relevant organ in the National Society).

## **II - General objectives and specific tasks**

### **a) Minimum requirements**

Once the general legal framework in which the National Society operates has been determined, the general objectives and the specific tasks of the National Society must be defined taking into account the definition of "National Red Cross and Red Crescent Societies" in Article 3 of the Statutes of the Movement. According to the Federation's Strategic Work Plan for the Nineties, the challenge for the National Societies is "improving the situation of the most vulnerable i.e. those at greatest risk from situations that threaten their survival or their capacity to live with a minimum of social and economic security and human dignity".

It is important for the general objectives and the specific tasks described in the statutes to reflect the needs of the most vulnerable people in society (both at the national and international levels), and for the activities of the National Societies to focus on these needs.<sup>15</sup>

### **b) Elements to be included**

The manner in which these objectives and tasks can be defined in the statutes is not easy to prescribe. They should be described in a sufficiently concrete manner to justify the National Society's existence. Some countries even require the National Society to list its activities in a specific manner for it to be legally entitled to engage in those activities. Such legal requirements must be borne in

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<sup>15</sup> Strategic Planning Advisory Commission 1997-1999 is of the opinion that the Strategic Plan 2010 should not only give an indication of the target group (the most vulnerable) but also of the "core" programs (output) that the International Federation and all National Societies would be developing to improve their situation. These would be programs that all National Societies would be expected to develop, for which they would have the right to expect advice and assistance from the Federation Secretariat and would be the areas on which the International Federation as a whole would continue to build its expertise and reputation. The following core areas were proposed:

- 1) Disaster preparedness;
- 2) Disaster response;
- 3) Health and care at the community level;
- 4) Promotion of the Movement's Fundamental Principles and humanitarian values.

See the Report from the Strategic Planning Advisory Commission "Learning from the Nineties/Strategic Plan 2010", 23-25 September 1998 to the 42nd Session of the Executive Council Geneva, (October 1998), pp 4-5; doc. CE/9/2 of the 43rd session of the Executive Council (May 1999); and doc. AG/11.1 of the 1999 General Assembly with its annex : "Strategy 2010 - To improve the lives of the vulnerable people by mobilizing the power of humanity".

The Strategy 2010 was adopted at by the 1999 General Assembly (see decision 23).

mind when drafting the statutes. However, if no such legal requirements exist, it is advisable that tasks be defined in a general manner, since an overly detailed description may hamper the development of the National Society and its adaptability to unforeseen circumstances.<sup>16</sup>

### **c) Options and recommendations**

No specific recommendations are necessary for this section.

### **d) Sample clauses**

The principal object of the National Society is to prevent and alleviate suffering with complete impartiality, making no discrimination as to nationality, race, sex, religious beliefs, language, class or political opinions.

For this purpose, its task is in particular:

- 1) to act in case of armed conflict, and in peace prepare to act in all the fields covered by the Geneva Conventions and on behalf of all war victims, both civilian and military;
- 2) to contribute to the improvement of health, the prevention of disease and the mitigation of suffering;
- 3) to organise, within the scope of the national plan, emergency relief services for the victims of disasters, howsoever caused;
- 4) to educate the population on how to respond to disasters, howsoever caused;
- 5) to promote the participation of children and young people in the work of the Red Cross and Red Crescent;
- 6) to promote the Fundamental Principles of the Movement and those of international humanitarian law in order to develop humanitarian ideals among the population, and in particular among children and youth;
- 7) to recruit, train and assign such personnel as are necessary for the discharge of its responsibilities; and
- 8) to co-operate with the public authorities to ensure respect for international humanitarian law and to protect the red cross and red crescent emblems.

## **III - Membership**

### **a) Minimum requirements**

Membership of the National Society must be open to all. The National Society shall not withhold membership on grounds of race, sex, class, religion or political opinions. This requirement is explicitly set out in the Fundamental Principle of Unity and in the ten conditions for recognition.<sup>17</sup>

The members of a National Society form the basis of its organisation. They are responsible, through a system of grassroots representation<sup>18</sup>, for the governance of the National Society. The members therefore determine its policies and its long-term objectives.

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<sup>16</sup> The world is constantly changing. This means the needs in society are changing as well. If a National Society had to change statutes every time changing needs called for a new activity, National Societies would not be able to do their work.

<sup>17</sup> Statutes of the Movement Article 4, paragraph 8.

<sup>18</sup> Rules of Procedure should secure a fair and democratic election of the representatives. An obvious example of such a rule is a secret ballot. See also section VII on elections.



The mission of a National Society is to alleviate suffering, wherever it is found, without any kind of discrimination. The National Society should therefore be aware of the different forms of suffering within its country. This knowledge can be obtained through the members of a National Society, who can influence its governance and thereby address such suffering. It is therefore crucial for all the stakeholders in the country to be represented in the membership of the National Society; young and old, rich and poor, men and women etc. Through its members, the National Society is able to keep track of the needs of the community<sup>19</sup> and provide assistance in an impartial manner<sup>20</sup>.

As may be concluded from the above, it is vital that all groups in the population be represented in the membership of the National Society.

For the same reason, it is recommended that the National Society not limit its membership to nationals. National Societies may, however, be forced by national laws to accept only nationals as members. In such cases they should establish the possibility for non-nationals to participate in the work of the National Society as nonvoting volunteers.

The principle of fair representation of the membership furthermore implies that the membership fee (if any) is not set at such a level as to exclude de facto certain groups of the population from membership.

It does not follow from the above that the National Society should not be able to exclude a member. On rare occasions, serious circumstances may necessitate the expulsion of an individual member (e.g. in case of the use of National Society funds for personal gain). In the same way, Societies should not be obliged to accept all persons that wish to join<sup>21</sup>. The statutes must establish a fair procedure for expulsion, specifically which person or body has the right to expel a member and the grounds upon which expulsion may be pronounced.

These grounds must be clearly and exhaustively described either in the statutes or in other internal regulations, and must be of a serious, but not discriminatory nature. The member must be promptly informed of the grounds for expulsion in writing and have the right to appeal either to a higher body in the National Society or to an external court or ad hoc tribunal<sup>22</sup>.

## **b) Elements to be included**

The statutes may provide for different kind of members, such as individual members (active members (or volunteers), subscribing members, honorary members), collective members and patrons. When dealing with the different kinds of membership in the statutes, it is advised to cover the following issues:

- how to become a member;
- rights of members;
- duties of members;
- loss of membership, including fair rules for expulsion and appeal.

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<sup>19</sup> Statutes of the Movement Article 4, paragraph 8 also makes the recruitment of members without discrimination conditional to recognition by the ICRC in terms of Article 5, paragraph 2b of the Statutes of the Movement.

<sup>20</sup> See also Jean Pictet, "The Fundamental Principles of the Red Cross - Commentary", p. 39.

<sup>21</sup> E.g. those of dubious moral character or who are known for espousing views contrary to the Fundamental Principles. Individuals could also be excluded on grounds of ability : positions which carry responsibilities or call for specialized knowledge, medical for example, cannot be given to incompetents. See Pictet, *Commentary*, p. 84.

<sup>22</sup> Certain National Societies, mainly in federal systems, define the relationship between the highest branch levels and the central level as a membership relation. This section does not apply to this kind of membership. The rules related to branch structures and their dissolution in section VI deal are applicable. It goes without saying that this section does apply to the relationship between the branches and their members.

### c) Options and recommendations

Certain National Societies encourage a special kind of membership, known as collective membership. Collective members are usually groups of employees of a certain organisation who join the National Society as a group. The advantage of this kind of membership is that the number of individual members may increase substantially. However, the disadvantage lies in the difficulty of these members being represented in the normal branch structure. Because, some members of the collective members may already be individual members of the Society, which complicates voting procedures. The question may, for example, arise as to whether a person who is both an individual member of the Society and at the same time belongs to a collective member has one or two votes. The situation may also arise, in which an individual does not wish to become a member, but is forced by his or her organisation. Another issue is how expulsion of a collective member would affect the Society's membership of individuals part of the collective member and vice versa. The objective of the organisation that applies for collective membership should not be contrary to the Fundamental Principles or in any other way compromise the integrity of the National Society. The National Society alone shall decide whether or not to accept collective membership after taking into account the above considerations.

Societies may wish to accord different rights and duties to the various categories of members. They may e.g. resolve that only active members will have the right to vote or to be elected. Such restrictions of must be clearly established in the Statutes.

In relation to the procedures and grounds for the expulsion of members, it is necessary to take into account any national laws or regulations respecting membership of associations in general. One option, subject to national law, is to include an arbitration clause in the statutes. Such a procedure would allow for the internal decision of the National Society to be appealed to an external ad hoc tribunal. In this way public court cases could be avoided and the procedure would often be more rapid.<sup>23</sup>

It is recommended that the National Society develop an active campaigning strategy to develop a membership that is as diverse as possible.

Some Societies exclude its employees from becoming a member (or "volunteer"). While this would indeed result in the complete functional and personal separation of governance and management as described in section V : "Management", it is not strictly necessary for all employees to be excluded from membership provided that they do not sit on the Society's governing bodies that are reserved for non-employee members. The contrary would confuse the roles of governance and management and result in conflicts of interest. The fact that a volunteer member is reimbursed for reasonable expenses incurred while carrying out their services on behalf of the Society should not normally result in their loss of membership status.

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<sup>23</sup> It must be ensured that the arbitrators are qualified and independent. An option is for each party to appoint one member of the court and these two in turn agree on the third member who is the chairman of the court. If no agreement is reached an external authority (e.g. a high court president) is designated to appoint the chairman. Procedural rules of existing national or international arbitration tribunal may be used with small revisions.



## **d) Sample clauses**

### **Membership**

Membership of the National Society is open to everyone without any discrimination based on race, sex, religious beliefs, language, class or political opinions.

Members may be active, subscribing or honorary members or patrons.

#### **Active members:**

Active members are those persons who have agreed to give service to the National Society and are registered as such by the local board.

#### **Subscribing members:**

Subscribing members are those persons who pay the annual subscription determined by the General Assembly.

#### **Honorary members:**

Honorary members are those persons who have been so designated by the Governing Board (or the Governing Council) in recognition of exceptional services to the National Society.

#### **Patron:**

A patron is a public figure designated by the Governing Board (or the Governing Council) who permanently supports the National Society.

### **Rights and duties of members**

Members have the following duties:

- to adhere to and disseminate the Fundamental Principles;
- to promote the work of the National Society;
- to recognise and obey the statutes<sup>24</sup>;
- to pay the annual subscription;
- to participate actively in the work of the National Society.

Members have the following rights:

- to elect and be elected to the governing bodies;
- to participate and vote in the meetings of the local assembly and, if elected, in the assemblies of higher levels of the organisation;
- to present proposals and raise issues with any authority in the National Society.

### **Loss of the status of member**

Any member may give notice of resignation in writing at any time.

Subscribing membership expires after twelve months, unless the subscription is renewed. The subscribing member shall receive a reminder of the need to renew the subscription one month before expiry.

Local Committees may expel members for serious cause, of which the member shall be informed promptly. Any member so expelled shall have the right to appeal to the Governing Board (or Governing Council or to an external ad hoc tribunal), whose decision shall be final and binding.

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<sup>24</sup> Including the duty to respect and to help protect the emblem.

The Governing Board (or Governing Council) shall make regulations for the hearing of appeals (or provide for an external arbitration procedure) so as to ensure that no member is unjustly treated, and that the procedure is fair and in accordance with national law. It shall furthermore specify such grounds as may constitute serious cause.

Serious cause for the purpose of expulsion is defined as the display of character or morality incompatible with the seven Fundamental Principles or engagement in activities which are detrimental to the reputation or the activities of the National Society.

## IV - Governing bodies at central level

### a) Minimum requirements

Governance is the term used to indicate the way in which an organisation sets its direction. It includes the following tasks:

#### **Long-term planning:**

- formulating the mission and policy of the National Society;
- ensuring its long-term viability and making decisions about priorities;
- setting goals;
- developing a structure and culture to achieve these goals;
- determining criteria for relating to clients, vulnerable groups and beneficiaries.

#### **Members/branches:**

- monitoring membership;
- approving branch structures.

#### **Management:**

- defining the outcome of performance and setting standards for this;
- appointing or removing the CEO<sup>25</sup>;
- setting policies relating to staff and volunteers;
- keeping a broad perspective with regard to the effectiveness of the National Society and evaluating the performance of the Secretary General and of the National Society.

#### **Constitutional tasks:**

- ensuring that the statutes and internal regulations are up-to-date and monitoring the compatibility of national laws with the objectives of the Red Cross and Red Crescent Movement.

In short, governing means providing direction and focusing on the broader picture and the long term.

As previously mentioned, the members form the basis of the National Society. Members should therefore have the power to decide on questions related to governance, which is why they should be present or represented in the highest governing authority, the General Assembly.

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<sup>25</sup> In this document the term CEO (Chief Executive Officer) is used for the head of management. In many National Societies the term Secretary General or Director General are used

## b) Elements to be included

The provisions of the statutes must clearly describe the governing body's:

- Powers: what are its powers?
- Composition: how will the composition be determined?
- Sessions: who will be responsible for convening its meetings, at what notice, possibility of extraordinary meetings?
- Procedure: who chairs the meeting, what is the quorum, what constitutes a majority, does each member have one vote?

## c) Options and recommendations

This document uses the terms General Assembly, Governing Council and Governing Board. This terminology is chosen for generic reasons only. National Societies are free to choose whichever terms they think best describes such bodies.

Some National Societies' governing structure at the national level consists of a General Assembly and the Governing Board. Most sizeable National Societies have added another governance layer - a Governing Council - between the General Assembly and the Governing Board (see Illustration 2). This is common when the country or the National Society concerned is so large that it is difficult and costly to convene a General Assembly every year. In such a case, the Governing Council should usually meet once or twice a year.

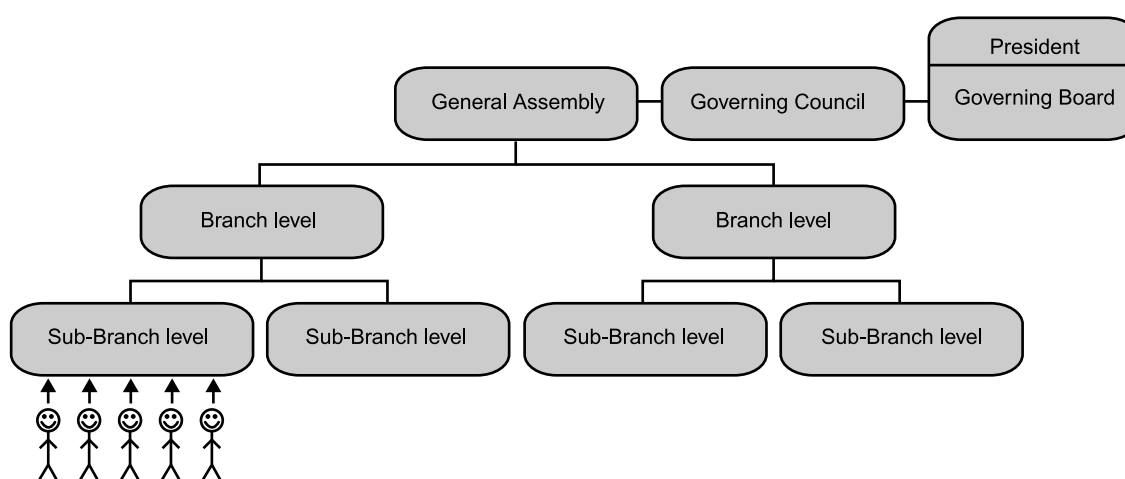


Illustration 2

Aside from the General Assembly, (the Governing Council) and the Governing Board, the governing structure also includes the following bodies: the President (sometimes referred to as Chairman), the Finance Commission or other advisory committees.

In the event that such bodies are established, the statutes should specify the powers, composition, sessions and procedures of each one, along the lines of b) above. The following principles should be kept in mind when drafting provisions on governing bodies.

### 1 - General Assembly (broadest forum)

The General Assembly is the body in which all members are present or represented. This representation is arranged through the branch structure (see

also Chapter VI) and may be undertaken in different ways. All members can participate in the General Assembly, though this may not always be practical. Another option is to allow each branch at each level to send representatives to the General Assembly. A third option is for local branches to elect their representatives to higher level branches (provincial or regional), who would then in turn elect their representatives to the General Assembly. In any case a fair representation of the members must be ensured.

Another matter related to fair representation is the question of how many representatives each branch may send. It is recommended that the number of people representing a branch at the General Assembly be proportional to the number of members registered at that branch. In such a case, however, the National Society should provide a system to protect the smaller branches from constantly being outvoted.

Alternatively, each branch could send one representative - which is not recommended because it does not guarantee that the Assembly is a fair reflection of the Society's membership.

Since it represents all the members, the General Assembly is the highest governing authority in the National Society. This does not mean that the General Assembly has to approve all decisions related to governance before they enter into force, rather, it implies that the lines of accountability lead to this forum.

Many National Societies are under the legal obligation to convene a General Assembly every year. This is a recommendable standard for all National Societies. However, it may not always be practically possible to convene a General Assembly once a year, in which case National Societies should establish smaller bodies as described under the following heading. A General Assembly must, however, be convened at least once every four years.

## **2 - Smaller bodies**

Since convening a General Assembly several times or even once a year is a complex and resource-demanding process, smaller forums should be set up to govern the National Society between the sessions of the General Assembly. This forum may take the form of a Governing Board and, if necessary, a Governing Council. Depending on the size of these bodies and the frequency of meetings, certain mandates must be assigned to them so they can effectively govern the National Society. This implies a mandate to take binding decisions on certain issues, though these bodies will be accountable to the General Assembly for such decisions. Accountability can be realised in different forms. Other governing bodies may take decisions relating to governance, on which they report to the General Assembly. Additionally, the General Assembly may be given the power to dismiss the other body, or to revoke a decision if it is not satisfied with the outcome.

### **Governing Board**

The Governing Board is the governing authority of the National Society between sessions of the General Assembly. The members of the Governing Board should be elected at the General Assembly. The number of members of the Governing Board should be limited so that the Governing Board is able to govern the National Society effectively and meet at regular intervals. National Societies governed by a General Assembly and a Governing Board, should ensure the Governing Board is accountable to the General Assembly. They only should do this by convening the General Assembly at regular intervals, preferably once a year, so that the General Assembly is able to monitor the governance of the National Society.

### **Governing Council + Governing Board**

Most National Societies choose to divide the governing tasks between three governing bodies: General Assembly, Governing Council and Governing Board. The Governing Council may be elected at the General Assembly or be composed of a fixed representation of chairmen of branches. The Governing Board may be elected by the General Assembly or by the Governing Council. The Governing Board may be accountable to the Governing Council or directly to the General Assembly. The Governing Council should be accountable to the General Assembly.

### **3 - President**

The General Assembly elects a President. The President holds the highest post in the National Society. The President is responsible to the General Assembly for ensuring that the National Society pursues the objectives stated in the statutes. The President acts under the authority of the General Assembly and (of the Governing Council and) Governing Board and guides the affairs of the National Society in conformity with the decisions of the General Assembly and the Governing Board (and Governing Council). The statutes should specify the President's functions, regulate the delegation of his/her powers and arrange for her/his replacement (Vice-Presidents, Acting President).<sup>26</sup>

### **4 - Finance Commission and other advisory commissions**

The General Assembly (or the Governing Council or Governing Board) may be given the power to establish commissions/committees, for example to execute its functions. This is an excellent way of utilising individuals with special expertise in different domains (finance, health etc.). Such commissions act in an advisory capacity and do not take decisions. It is recommended that National Societies establish a Finance Commission to advise the Governing Board (or the Governing Council) on general questions relating to the National Society's finances, and to comment on the budget and the annual financial report before submitting them for adoption by the relevant governing body.

## **d) Sample Clauses**

### **1. MODEL A: General Assembly + Governing Board**

#### **General Assembly**

##### **Composition:**

The General Assembly represents the National Society as a whole. It is composed of:

- a) the members of the Governing Board;
- b) the chairmen of the Regional and Local Boards;
- c) elected representatives of the Local Boards, the number elected by each Local Board being determined by the Governing Board in proportion to the number of the Local Board members, with a maximum of....(e.g. the largest Local Boards may have five representatives and the smallest Local Boards one representative, while the number of representatives of medium-sized Local Boards would be somewhere in between).

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<sup>26</sup> Compare to arts. 16 and 17 of the revised Constitution of the International Federation of Red Cross and Red Crescent Societies (doc. AG/10/1 of the 1999 General Assembly).

### **Powers:**

Subject to the present Statutes, the General Assembly is the highest authority of the National Society.

- a) It formulates the mission and policies that govern the National Society.
- b) It approves the plans and budgets and the activities and financial reports of the National Society.
- c) It determines the amount of subscriptions.
- d) It ensures that the statutes and internal regulations are up-to-date, and monitor the compatibility of relevant national laws with the objectives of the Red Cross and Red Crescent Movement.
- e) It elects the members of the Governing Board.
- f) It elects the President of the National Society.

### **Powers, attributed either to the General Assembly or to the Governing Board:**

- a) To appoint the Chief Executive Officer (CEO) on the recommendation of the Governing Board, and to dismiss him or her if necessary.
- b) To keep a broad perspective with regard to the effectiveness of the National Society and evaluate the performance of the CEO and the National Society.
- c) To elect two vice-presidents and the Finance Commission.

### **Sessions:**

The General Assembly meets each year in ordinary session at a time and place determined by the previous General Assembly, or by the Governing Board acting under the authority delegated to it by the General Assembly. It meets in extraordinary session on the initiative of the President in agreement with the Governing Board or at the request of one-third of the members of the General Assembly.

(It should be mentioned here that it may be impossible for some National Societies to convene a General Assembly every year. If such is the case, and they choose to convene the General Assembly once every two years only, it may be necessary to delegate certain powers - such as approval of the plans, budgets and financial reports to the Governing Board. Should it also prove not possible to convene the General Assembly once every two years, consideration should be given to the appointment of an additional governing body, as provided for in "model B" a General Assembly, a Governing Council and a Governing Board.)

### **Procedure:**

The General Assembly is presided over by the President of the National Society.

Unless otherwise provided for in these Statutes, the General Assembly takes all its decisions with a quorum of one-half of its members and by a majority of those present and voting.

Each of its members has a single vote.

## **Governing Board**

### **Composition:**

The Governing Board is the body governing the National Society between sessions of the General Assembly. It is composed of:

- a) the President (and the vice-president(s);
- b) ... (number) members elected at the General Assembly;
- c) ... (limited number) of outstanding individuals, chosen by the Governing Board for their specific competencies or because of their interest in the National Society)<sup>27</sup>.

The term of office of the members of the Governing Board is ...(e.g. four) years.

In the event that a member of the Governing Board obtains a post as a high-ranking public officer<sup>28</sup>, he or she shall secure, that no "conflict of interest" will arise.

The total number of persons on the Governing Board shall preferably be between 12 and 15.<sup>29</sup>

#### **Powers:**

Subject to the present Statutes and within the framework of the decisions and general directives adopted by the General Assembly, the Governing Board is vested with all the powers necessary for carrying out the aims of the National Society. In particular:

- a) It provides for the setting up and dissolution of the Regional and Local Boards.
- b) It monitors membership.
- c) It sets policies on staff and volunteers.
- d) It ensures long-term viability and makes decisions about priorities.
- e) It sets goals.
- f) It establishes a structure and promotes a culture to achieve defined goals.
- g) It defines the outcomes of performance and sets standards arising therefrom.
- h) It determines criteria for beneficiaries, clients and vulnerable groups.
- i) It draws up, approves or amends all regulations which are necessary in order to give effect to the present Statutes.
- j) It sets up the committees or commissions which it deems desirable or necessary for carrying out these tasks.

#### **Powers attributed either to the General Assembly or to the Governing Board:**

- a) To elect the vice-president(s) from among themselves, and the Finance Commission.
- b) To appoint the CEO and dismiss him/her if necessary.
- c) To keep a broad perspective with regard to the effectiveness of the National Society, and evaluate the performance of the CEO and the National Society.

#### **Sessions:**

The Governing Board meets in ordinary session at least once every two months. Extraordinary sessions of the Governing Board are held on the initiative of the President or at the request of one-third of its members. The CEO may request the President to convene an extraordinary session.

#### **Procedure:**

The Governing Board is presided over by the President of the National Society. It takes all its decisions with a quorum of one-half of its members and by a majority of those present and voting. Each of its members has a single vote. In the event of a tie, the President has a second casting vote.

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<sup>27</sup> See the "profiles" in section VII.

<sup>28</sup> A public officer is anyone appointed or elected to exercise or participate in the exercise of public authority. See the "profiles" in section VII.

<sup>29</sup> On the one hand the total number of persons on the Governing Board should provide an adequate basis for executing its powers, but on the other hand not be so high as to render it impossible to meet regularly.



## **2. MODEL B: General Assembly + Governing Council + Governing Board**

### **General Assembly**

#### **Composition:**

The General Assembly represents the National Society as a whole. It is composed of:

- a) the members of the Governing Council;
- b) the chairmen of the Regional and Local Boards;
- c) elected representatives of Local Boards, the number elected by each Local Board being determined by the Governing Board in proportion to the number of the Local Board's active members, with a maximum of.... (e.g. the largest Local Boards may have five representatives and the smallest Local Board one representative, while the number of representatives of medium-sized Local Boards would be somewhere in between).

#### **Powers:**

Subject to the present Statutes, the General Assembly is the highest authority of the National Society.

- a) It formulates the mission and policies that govern the National Society.
- b) It ensures that the statutes and internal regulations are up to date, and monitors the compatibility of relevant national laws with the objectives of the Red Cross and Red Crescent Movement.
- c) It elects the members of the Governing Council.
- d) It elects the President of the National Society.

#### **Powers, attributed either to the General Assembly or the Governing Council**

- a) To elect the members of the Governing Board.
- b) To elect two vice-presidents and the Finance Commission.
- c) To determine the amount of subscriptions.

#### **Sessions:**

The General Assembly meets every four years (and preferably more often) in ordinary session at a time and place determined by the previous General Assembly, or by the Governing Council acting under authority delegated to it by the General Assembly. It meets in extraordinary session on the initiative of the President in agreement with the Governing Council or at the request of one-third of the members of the General Assembly. (Since the General Assembly in this model only meets every four years it is necessary to delegate some of its powers to the Governing Council.)

#### **Procedure:**

The General Assembly is presided over by the President of the National Society. Unless where otherwise provided for in these Statutes the General Assembly takes all its decisions with a quorum of one-half its members and by a majority of those present and voting.

Each of its members has a single vote.



## **Governing Council**

### **Composition:**

The Governing Council is the body governing the National Society between sessions of the General Assembly. It is composed of:

- a) the President (and the vice-presidents, unless elected from among themselves);
- b) the other members of the Governing Board (unless elected from among themselves);
- c) ..... (number) members elected at the General Assembly;
- d) the chairmen of the Regional Boards;
- e) ..... (limited number) of outstanding individuals, chosen by the Governing Council for their special competencies or because of their interest in the National Society.

The term of office of the members of the Governing Council is ..... (e.g. four) years. The total number of persons on the Governing Council shall be between 30 and 60.<sup>30</sup>

### **Powers:**

Subject to the present Statutes and within the framework of the decisions and general directives adopted by the General Assembly, the Governing Council is vested with all the powers necessary for carrying out the aims of the National Society.

- a) It approves the plans and budgets and the activity and financial reports of the National Society.
- b) It ensures long term viability and makes decisions about priorities.
- c) It sets goals.

### **Powers, attributed either to the General Assembly or the Governing Council:**

- a) To elect the members of the Governing Board from among themselves.
- b) To elect the vice-presidents from among themselves and the Finance Commission.
- c) To determine the amount of subscriptions.

### **Powers, attributed either to the Governing Council or the Governing Board:**

- a) To keep a broad perspective with regard to the effectiveness of the National Society and evaluate the performance of the CEO and the National Society.
- b) To appoint the CEO and dismisses him/her if necessary.
- c) To provide for the setting up and dissolution of Regional and Local Boards.
- d) To monitor membership.
- e) To draw up, approve or amend all regulations which are necessary in order to give effect to the present Statutes.
- f) It establishes a structure and promotes a culture to achieve defined goals.
- g) To set up the committees or commissions deemed to be desirable or necessary for carrying out these tasks.

### **Sessions:**

The Governing Council meets in ordinary session at least once every year (preferably twice a year).

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<sup>30</sup> The total number of persons on the Governing Council should provide an adequate basis for executing its powers, but on the other hand not render it impossible to meet regularly.

Extraordinary sessions of the Governing Council are held on the initiative of the President or at the request of one-third of its members.

**Procedure:**

The Governing Council is presided over by the President of the National Society. It takes all its decisions with a quorum of one-half of its members and by a majority of those present and voting.

Each of its members has a single vote.

**Governing Board**

**Composition:**

The Governing Board is the governing body between sessions of the Governing Council. It is composed of the President, the Vice-President(s), the Chairman of the Finance Commission, and of ..... (e.g. 9 - 12) members elected by the (Governing Council or the General Assembly) for a period of .....(four) years, ..... (one-quarter) of whom shall retire ..... (every) year.

In the event that a member of the Governing Board obtains a post as a high-ranking public officer<sup>31</sup>, he or she shall secure that no conflict of interest will arise.

**Powers:**

The Governing Board is vested with the following powers or whatever powers are delegated to it by the Governing Council or the General Assembly:

- a) It sets policies on staff and volunteers.
- b) It takes decisions on any important matter which may arise.
- c) It defines the outcomes of performance and sets standards arising therefrom.
- d) It determines criteria for beneficiaries, clients and vulnerable groups.

**Powers, attributed either to the Governing Council or the Governing Board:**

- a) To keep a broad perspective with regard to the effectiveness of the National Society, and evaluate the performance of the CEO and the National Society.
- b) To appoint the CEO and dismisses him/her if necessary (orto recommend the appointment of the CEO to the Governing Council).
- c) To provide for the setting up and dissolution of Regional and Local Boards.
- d) To monitor membership.
- e) To draw up, approve or amend all regulations which are necessary in order to give effect to the present Statutes.
- f) To set up the committees or commissions deemed to be desirable or necessary for carrying out these tasks.

**Sessions:**

The Governing Board meets whenever it is convened by the President and at least once a month.

**Procedure:**

The Governing Board is presided over by the President of the National Society. It takes all its decisions with a quorum of one-half of its members and by a majority of those present and voting.

Each of its members has a single vote.

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<sup>31</sup> See footnote 26.

### 3. President

The President is the highest office bearer of the National Society. The President is responsible to the General Assembly for ensuring that the National Society pursues its principal objects and exercises its functions as defined in Art ..... of the Statutes. The President acts under the authority of the General Assembly (the Governing Council) and the Governing Board to guide the affairs of the National Society in conformity with their decisions and to ensure the smooth functioning of the National Society.

The functions of the President are:

- a) to convoke and preside over the sessions of the General Assembly (the Governing Council) and the Governing Board;
- b) to present to the General Assembly a review of the state of the National Society;
- c) to coordinate the work of the bodies of the National Society;
- d) to represent the National Society, both nationally and internationally;
- e) to carry out any other function entrusted by the General Assembly (the Governing Council) and the Governing Board<sup>32</sup>.

The President may delegate part of the functions under this article to (one) of the Vice-President(s) or to the CEO.

In the event of a vacancy arising in the office of the President, or should the President be unable to carry out her/his functions, the Governing Board or the Governing Council shall at its next ordinary session designate a vice-president who shall serve as Acting President until the next session of the General Assembly. At this session the General Assembly shall elect a President to fill the vacancy for the remaining period of the current term of office. Until the designation of a Vice-President as Acting President by the Governing Board or the Governing Council, the ex-officio Vice-President will fulfil this function.

### 4. Finance Commission

#### **Composition:**

The Finance Commission is an advisory commission to the Governing Board and shall be composed of a chairman and .... (e.g. nine) members, appointed by the Governing Board for a term of .... (e.g. four) years.

#### **Functions:**

The functions of the Finance Commission:

- a) To give advice on all financial questions affecting the National Society;
- b) To comment on the financial report and on the budget drawn up by the CEO;
- c) To comment on the handling and investment of the available funds and to make recommendations to the General Assembly and to the Governing Board (and Governing Council) on any financial measures which it deems appropriate;
- d) To review periodically the formula for fixing the subscription fee of members;
- e) To assist the Governing Board (or the Governing Council) in applying and implementing the decisions of the General Assembly on the financial management of the National Society;
- f) To report on its work to each session of the Governing Board.

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32 The President may also be attributed the function of recommending a CEO to the Governing Board.

**Procedure/Sessions:**

The procedure and sessions of the Finance Commission shall be laid down in the Rules of Procedure of the National Society.

## V - Management

### a) Minimum requirements

A distinction between the governance and management of the National Society must be ensured. The "National Society Governance Guidelines" produced by the International Federation in 1997 provide details on this issue.

While the governing bodies focus on the broader picture and long-term planning, the role of management - the CEO and his/her staff, in co-operation with the volunteers - is to support the governing bodies at all levels, and to prepare and to execute the governance decisions that require action by management. In short, management deals with the day-to-day operations, the specifics and the details,<sup>33</sup> while the Governing bodies provide direction for the National Society's work.

The staff is accountable to the CEO for their performance, while the CEO is accountable to the Governing Board.<sup>34</sup> In other words, management gives an account of its performance to the members. See also Illustration 3.

The CEO is the head of management, and leads and is responsible for the secretariat of the National Society. The CEO is responsible for the implementation of the decisions of the General Assembly and the Governing Board (Governing Council) which require action by him/her for any mandate that may be assigned to him/her by these and other governing bodies of the National Society (e.g. the President or the Finance Commission or even, as the case may be, governing bodies at the local level). In other words, the CEO is responsible for the daily work and the staff. As stated above, it is crucial that the functions of the CEO be separate from those of the President. The roles are essentially different (highest personality in governance and head of management), and in order to keep the lines of accountability clear, the positions should not be unified in one person<sup>35</sup>.

The CEO is not elected but appointed. Since it is a function of great importance, the CEO will need to be appointed by the highest possible governing authority. This body must, at the same time, be in a position to dismiss the CEO promptly if necessary. This implies that the relevant governing body should meet at least once, preferably twice a year or, alternatively, that it has emergency authority to meet urgently to take the necessary decisions. The CEO may thus be appointed by the General Assembly on the recommendation of the Governing Council (or the Governing Board), or by the Governing Council (or the Governing Board), on the recommendation of the Governing Board (or the President). The power to dismiss the CEO in cases of emergency may also be separate from the power to appoint a CEO. The power to appoint

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<sup>33</sup> For further information see: National Society Governance Guidelines, 1997, chapter 3.

<sup>34</sup> If there only exists a General Assembly and no Governing Board the CEO is accountable to the General Assembly.

<sup>35</sup> Otherwise an unfortunate situation might arise, where the CEO would be accountable for his work to the Governing Board (Governing Council) of which he/she him-/herself would be the chairman. The CEO would thus be partly accountable to him-/herself.

the CEO may e.g. rest with the General Assembly, while the power to dismiss the CEO and appoint an interim CEO may be assigned to a governing body that meets more frequently (the Governing Council or the Governing Board).

Since the CEO is accountable to the governing bodies for the performance of the management structure, which consists of his/her staff, it follows that employees cannot be included in the governing bodies. If this were the case, the employees would report back to themselves on their performance and evaluate their own work, thereby placing the system of accountability in jeopardy. For this reason the CEO should not be a voting member of the Board. If a member of the governing bodies is chosen to be appointed CEO, he/she must resign from the governing body before taking up his/her duties as CEO. However, the CEO should always have the right to participate, e.g. as a non-voting member, in the General Assembly and Governing Board and other governing bodies, and should also be ex-officio the Secretary of their meetings.

For historical or resource reasons, full separation of governance and management may not be the case in a number of National Societies. This may be acceptable during a transitional period, but National Societies must aim towards a complete functional and personal separation of governance and management as described above. If the case arises, the accountability of any member of the Governing Board who is also acting as a manager must still be maintained.

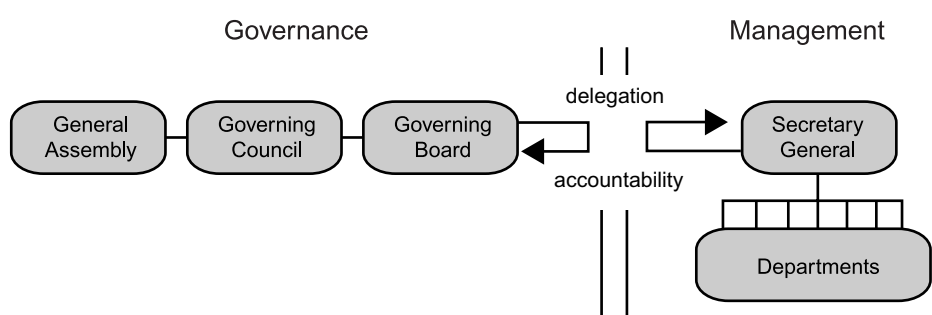


Illustration 3

## b) Elements to be included

The statutes should provide for a governance structure as described in section IV. The statutes do not need to provide for a detailed management structure; a description of the functions of the CEO and his obligation to report to the relevant governing authority will suffice.

## c) Options and recommendations

There are no specific recommendations for this section.

## d) Sample Clauses

The CEO shall be appointed by the General Assembly (or the Governing Council or the Governing Board) on the recommendation of the Governing Council (or the Governing Board or President) under the conditions previously laid down by the General Assembly (or the Governing Council or the Governing Board). (These conditions should contain a profile reflecting relevant criteria and competencies.) The contract of appointment between the National Society and the CEO shall be drawn up by the Governing Board (or the Governing Council) in accordance with the relevant provisions in the Rules of Procedure.

The CEO is the full-time senior manager of the National Society. The CEO, who will carry out his/her functions under the authority of the Governing Board and the President, has the following functions:

- a) To implement the decisions of the General Assembly (and the Governing Council) and the Governing Board and the mandates assigned to her/him by other bodies of the National Society;
- b) To direct the Secretariat and be responsible for the execution of the work entrusted to it;
- c) To draft the budgets and financial reports;
- d) To organise the different services of the Secretariat in accordance with the decisions of the General Assembly (and of the Governing Council) and of the Governing Board, appoint competent staff to the Secretariat, and when necessary terminate the appointment of such staff. Appointment to the posts of Deputy CEO and Under CEO shall be made by the CEO, after obtaining the approval of the Governing Board (or the Governing Council) of the candidates selected by her/him;
- e) To be the authorised representative of the National Society 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 National Society;
- f) To direct the actions decided upon by the General Assembly (or the Governing Council) or the Governing Board. In exceptional or urgent circumstances, the CEO shall take all appropriate measures;
- g) To carry out any other function assigned to her/him by the present statutes or entrusted to her/him by the Governing Board (or the Governing Council) or the President;
- h) To report on the activities of the National Society to the General Assembly and to the Governing Board (and the Governing Council).

In carrying out her/his functions the CEO shall keep the President closely informed.

The CEO shall ex officio be Secretary of the General Assembly, the Governing Board (and the Governing Council) and, unless the statutes provide otherwise, of all other bodies set up by the General Assembly (or the Governing Council) or the Governing Board. The CEO may delegate these functions to other officials of the Secretariat.

The CEO shall participate in the sessions of the General Assembly (the Governing Council) and the Governing Board in an advisory capacity.

The CEO shall establish the structure of the Secretariat, the general outline of which shall be subject to the approval of the Governing Board (or the Governing Council).

The Secretariat assists the CEO in the implementation of her/his executive task.

## VI - Branch structure

### a) Minimum requirements

The National Society must carry out its humanitarian work throughout its territory. It is therefore important to establish a branch structure, that covers the whole country. Such a structure will enable the National Society to recruit members from, and to extend its activities to, the entire country and its dependencies.<sup>36</sup> There will be less need for an extensive branch structure in a small country.

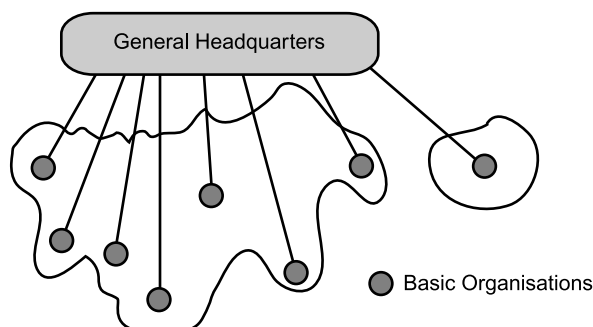


Illustration 4

### b) Elements to be included

Provisions for a branch structure should cover the following issues:

- establishment and dissolution of branches;
- definition of the different levels of branches;
- establishment of governing bodies (and management) at the different levels
- setting up of procedures whereby the lower levels are represented at the higher levels;
- attribution of authority to the branches;
- accountability of branches to the central level.

### c) Options and recommendations

Depending on the size of the country and the number of members, two or three layers should be established under the central level. Appropriate terminology should be used to describe these layers in the statutes (Local, Town, City, District, Provincial, Regional Branch or Section), that best reflects the territorial area covered by their branch. The capital may thus contain a separate town and a provincial branch, in addition to the Society's headquarters. Merging these different levels into one unit is not recommended, because each level represents a different territorial entity (local, provincial and national) and may therefore have different interests and authority. It is therefore of crucial importance to keep these entities separate. The composition of the governing bodies of each level must represent the entire territory they cover.

At the lowest level, all members should participate at the Assemblies of this level. Representatives to higher (second and/or third) levels are elected at these Assemblies. The General Assembly could be composed of representatives from all levels.<sup>37</sup>

<sup>36</sup> Principle of Unity, see also Jean Pictet, p 85 and 86 where he states "By this means, step by step, the Red Cross can "infiltrate" the population, enabling it to reach all sections of the population, among whom it can carry out its mission and enjoy the co-operation it needs."

<sup>37</sup> See also section IV.



At the intermediate levels, the same governing structure (Assembly, Council, Board, President, Commissions) can be used as at the central level. It may also be necessary to employ staff at these intermediate levels. Appropriate regulations should foresee lines of accountability for such personnel. For example, local staff could be accountable through their manager to their level's own governing bodies, which in turn could be accountable or responsible to the central level governing bodies.

Alternatively the staff at these intermediate levels could be directly accountable to the CEO at Headquarters (central level), who, as previously mentioned, is accountable to the central governing body.

It is recommended that a distinction be made between accountability policies for activities of national relevance on the one hand, and for local initiatives on the other. For activities the scope of which does not extend beyond local or regional interests, for example, the local or regional manager should report to the local or regional board (see the continuous line in Illustration 5). In order to maintain, on the one hand, a certain level of co-ordination regarding nation-wide programmes, and staffing policies, on the other hand, the branch manager should report directly to the relevant department at Headquarters or to the CEO. Headquarters should in return give support to and guidance on these activities (see the dotted line in Illustration 5).

For the National Society to comply with the Principle of Unity and be the only Red Cross or Red Crescent Society in its country, it must be directed by one central body, instead of consisting of branches which have full autonomy.<sup>38</sup> However, the branches should have adequate authority to execute effectively their activities. A structure of decentralised authority and centralised accountability (or responsibility) should be established. The question naturally arises as to what extent decentralisation is recommended. Decentralization to the largest possible extent is advisable with the understanding that the following functions must remain centralised:

- Protection of the integrity of the National Society (including protection of the emblem);
- Contacts with the central public authorities;
- International relations (within the Movement);
- A minimum of financial co-ordination and co-ordination of national programmes to ensure resources are allocated to the most vulnerable;
- General policy frameworks (including staffing policies, which must be uniform in the entire organisation);
- Accountability for funds from external sources.

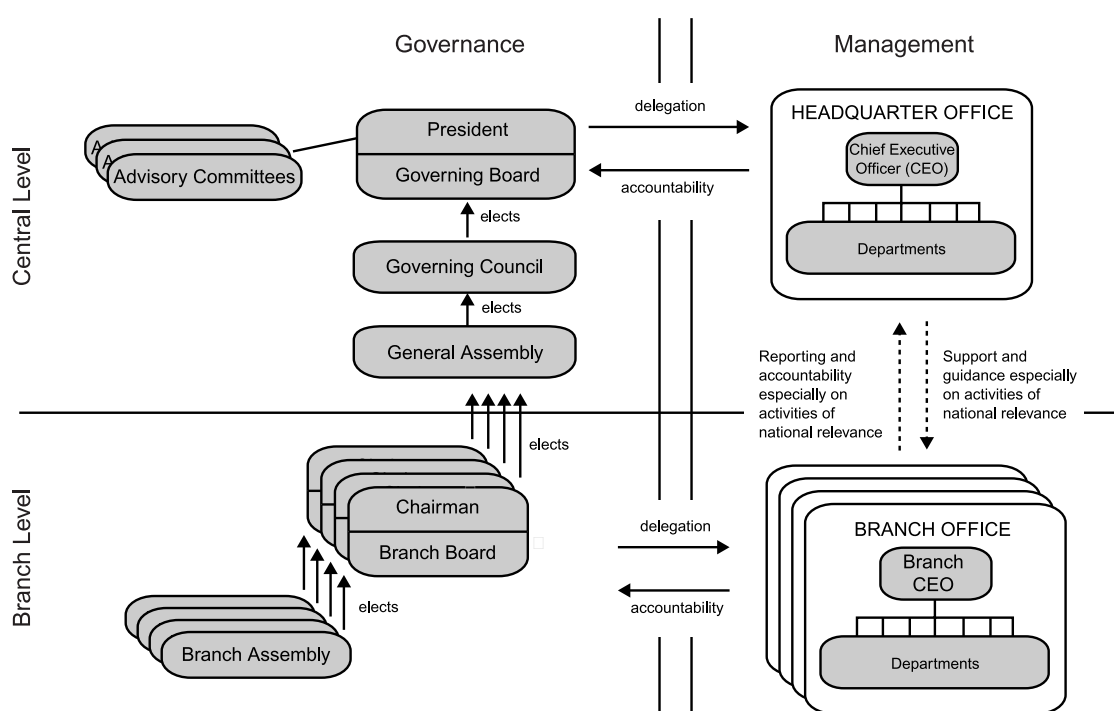
Branches may therefore only have independent legal status so long as unity is protected by a mechanism that ensures branches will comply with decisions taken at the national level. Statutes should clearly state the consequences for branches that fail to comply with decisions or policies taken at the central governing level, the ultimate example of which is expulsion in the form of revoking the right to use the name and emblem of the National Society.

In the event that a decentralised structure is chosen, the activities of the branches must be carried out within the framework of the National Society. If, on the other hand, a centralised structure is chosen, it must be possible that, while decision-making remains central, its execution is delegated.

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<sup>38</sup> Principle of Unity, "There can only be one Red Cross or one Red Crescent Society in any one country....", see also Jean Pictet, p 82 and 83.



Illustration 5<sup>39</sup>

It is recommended that the statutes stipulate that the branches may only establish formal co-operation agreements with other organisations for specific projects after the approval of the Governing Board (or Governing Council) has been obtained. Agreements of this kind shall never force the branch to engage in activities violating the Fundamental Principles, including in particular National Societies' independence.

#### d) Sample Clauses

##### Regional Committees/Assemblies:

When the Governing Board (or the Governing Council) considers it necessary it may establish Regional Boards, defining the territory allotted to each and delegating such responsibility as it thinks fit for the organisation of the National Society and its activities in that area.

The Governing Board may also provide for the convening of Regional Assemblies, including the frequency of their meetings, and for the election of the Regional Board by those Assemblies.

If there is no provision for Regional Assemblies the Governing Board shall prescribe the composition of the Regional Boards on the basis that they are fully representative of the Local Boards in each region in proportion to the active membership of those Local Boards.

##### Local Committees/Assemblies:

With the object of ensuring that the National Society's activities extend throughout the whole of the country the Governing Board (or the Governing Council) shall establish (or authorise Regional Boards to establish) Local Boards, defining the territory allotted to each and delegating such responsibility as it thinks fit for the organisation of the National Society and its activities in that area.

<sup>39</sup> The illustration only takes one branch layer into consideration, but the line of accountability will be the same at the sub-branch level.

Each Local Board shall be responsible to the Governing Board (or the Governing Council) or, where there are Regional Boards, to its Regional Board.

The Governing Board shall lay down regulations for the organisation of Local Boards and the conduct of their meetings.

Each Local Board shall convene, not less than once a year, an Assembly at which all active members shall have the opportunity of meeting to discuss the business of the National Society and electing the Local Board for the following year.

**Other regional/local bodies:**

Each Local/Regional Assembly (or Board) shall elect annually a President, Vice-President, Finance Commission, and a Secretary and may elect such other officers as it deems necessary for the proper discharge of its functions.

The staff appointed by Local/Regional Assemblies (or Boards) shall report to their Local Boards, except on activities of national relevance, for which they shall report directly to the CEO at Headquarters.

The right of terminating these appointments is also vested in the Local/Regional Assembly (or Board), subject to the right of appeal to the Governing Board (or the Governing Council) by any officer of a Local or Regional Board who considers that s/he has been unjustly treated. In case of such an appeal, the decision of the Governing Board (or the Governing Council) shall be final and binding on all parties.

## **VII - Election, rotation and profiles**

### **a) Minimum requirements**

**Election:**

The statutes of the National Society must include provisions for the election by the Society's members of the members of (or their representatives to) the governing bodies. The same is true for the appointment of the CEO.

**Rotation:**

A certain degree of experience is necessary in order to be able to govern a National Society. On the other hand, it is important that there is a rotation among the persons in leading positions in order to maintain a fresh perspective on governance issues. This is pertinent for the development of the National Society and its adaptability to changing conditions.

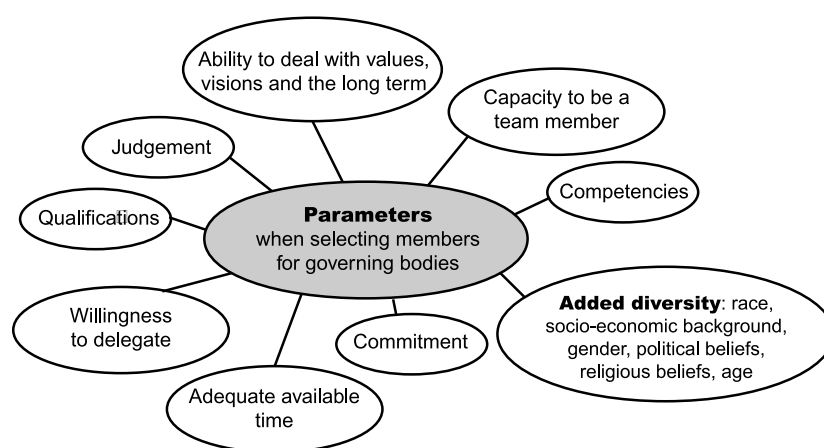
New persons should therefore be elected at regular intervals to the various governing positions and bodies (President, Vice-Presidents, Governing Board and Governing Council, and Commissions).

**Profiles:**

The profiles of the leadership in the National Society must be such that they do not compromise the National Society's ability to act in accordance with the Fundamental Principles.

In particular, the independence of its leaders is indispensable if the National Societies are to secure impartiality and neutrality, and to be seen by the stakeholders in the community as doing so. Therefore, if individuals holding positions as elected or appointed public officer are elected by the Society on any decision-making body at any level (local, regional or national), or if a number of seats is "reserved" on such bodies to represent governmental departments, it must always be ensured that the total number of such individuals do not constitute either a controlling majority or minority, the relevant percentages of votes depending in each case upon the Society's rules/ by-laws.

Furthermore, in order to be able to give competent guidance to a National Society, the leadership must be selected from among persons with a demonstrable level of capacity. At the same time, the leadership should reflect the variety of members of the National Society. The governing bodies should be diverse in their composition and it is therefore of crucial importance that the governing bodies have, as members, individuals who represent the society's main stakeholders and who can assist the National Society in fulfilling its responsibilities in accordance with the Fundamental Principles.

Illustration 6<sup>40</sup>

## b) Elements to be included

The statutes of the National Society should stipulate:

- Which entities elect the persons to be represented in the different governing bodies;
- Whether certain qualifications are a prerequisite for the position in question;
- How candidates are selected;
- Requirements for a quorum and majority;
- The term of office;
- The rules for re-election;
- eventually also: the grounds and procedures for removing elected individuals from office.

## c) Options and recommendations

### Election/appointment:

The process for electing the President at the General Assembly from among a number of candidates, and the appointment of the CEO by a National Society

<sup>40</sup> Elaboration on the illustrated parameters can be found in the Governance Guidelines, p. 30-31

<sup>41</sup> In some countries the President and/or the CEO is formally appointed by the government. This is only acceptable if the National Society has the right to select the candidate and subsequently recommend him/her to the government and that the government may not appoint a person who was not selected by the National Society

governing body, must be stipulated by the statutes. The President or CEO should not be selected by, for instance, the government.<sup>41</sup> The principle of election by members of the governing bodies requires that the composition of governing bodies and their rules of procedure must be such that they ensure that the elected members always have the majority and can not be outvoted or blocked by government or other external representatives. This could be done by setting a quorum of at least twice the number of external representatives, provided the quorum requirements are not such that they block the efficiency of the decision-making process.

### **Rotation:**

It is suggested that the term of office be four years, and that the term in office of one-half of the members of the Governing Board and the Finance Commission expire at a time to coincide with a General Assembly, and that of the other half two years later. This will secure a representation of both new and experienced persons in these bodies at all times.

Re-election should be possible, but only for a certain period and number of terms, determined by the statutes.

The election procedure may be regulated by the Rules of Procedure.

### **Profiles:**

In many instances it is useful for the National Society to co-operate closely with the public authorities. This can be achieved by establishing expert advisory commissions that include representatives from the public authorities, by operational co-operation, or through specific agreements. Very often public servants are the best partners for co-operation because they combine expert knowledge with governmental experience.

The concern is often raised whether elected public officers (e.g. Ministers) on the board or any governing body of the Society at any level (local, regional, national) would make the Society more vulnerable to public perception of being part of government. On the other hand, public officers on the board often represent the main stakeholders of the Society and may sometimes be considered a (practical) advantage in order to obtain access to resources and get programs approved.

Regardless of whether public officers are elected or appointed to office, whether they sit on the board as representatives of the government or in a personal capacity, or whether they become member of the board while being a public officer or become public officer during their term of office on the board, two elements could constitute a safeguard against abuse: a code of conduct for board members and the Society's influence over, even control of, the selection of public officers.

A Code of Conduct could require members of decision-making bodies to act solely in the interest of the Society and, in the case of a conflict of interest, to abstain from taking part in decision-making. Or they could require Board members to resolve conflicts of interest in conformity with the Code or to resign. To be effective, all members of the statutory body concerned should be required to sign their commitment to respect the Code. A sample formula for a Code certificate is included in the sample clauses below.

Consideration should be given as to whether persons holding high-ranking positions in the government or a political party may be appointed to key posts of the National Society, such as President or CEO. Such appointments may

jeopardise the independence or the perception of independence of the National Society as such, and therefore compromise its integrity. A "conflict of interest" clause in the statutes could cover this issue. Here again, a Code of Conduct is probably the best instrument to ensure a natural and transparent selection of individuals for senior offices in the Society (President, Vice-Chairperson, Treasurer) that do not permit conflicts of interest because of their capacity as public officers.

The Society's influence over, or control of, the selection of public officers would be most useful in case a number of board seats is "reserved" for ministerial departments. Societies should be encouraged to influence as much as possible the choice of represented government institutions or the individuals concerned. Such influence is perhaps best achieved through the election (the most preferred is elected) of the individual public officers by the Society itself.

However co-operation is organised, it is important for the National Society to ensure that it is in compliance with the Fundamental Principles.

There shall be no discrimination in the selection of candidates for governing or managing positions in the National Society. As regards governance, the principle of impartiality is to be taken one step further. Not only must discrimination be avoided but diversity should also be sought. The governing bodies should reflect the stakeholders of a National Society and pay attention to the diversity of the people in its environment.<sup>42</sup> Non-discrimination based on political beliefs deserves due attention in the statutes.

The National Society is a non-political organisation, open to all. Membership of a certain political party should thus be irrelevant. However, in order to maintain this non-political character, and avoid any intrusion of politics into its sphere of action, it is recommended that political domination in<sup>43</sup> and exclusion of certain groups from the governing bodies for the same reasons be avoided.<sup>44</sup>

The branches and the Governing Board may propose candidates to the relevant governing body. It is recommended that proposals for candidates for the leading positions in the National Society (President, members of the governing bodies and the CEO) be based on the candidates' curricula vitae. This will help ensure that qualified candidates with expertise in various fields - such as medicine, law, and social sciences, and skills in the areas of planning, management, finance, accounting, programmes, fund-raising, communication and marketing - are represented.

Some National Societies establish a selection commission for the recruitment and selection of candidates. For this system to work well, however, it is crucial that the statutes provide clear selection criteria and a transparent procedure. Further guidelines for the criteria for, and use of, a selection commission are to be prepared by the International Federation.

It should also be established that candidates for the governance bodies have adequate time available for these functions. High-ranking posts within a National Society are not honorary positions, taken up for reasons of prestige without commitment. While the positions are honourable, they also entail responsibility and expectations of performance. These duties require a

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42 "If everyone is of the same political affiliation the organ will most likely lack diversity." See National Societies Governance Guidelines, 1997, p. 28

43 This will not be possible in one-party systems. Other kinds of diversity should then be sought, e.g. young/old, rich /poor, male/female etc.

44 "A well-functioning National Society avoids domination of the governing body by one group or by the government and it avoids exclusion of certain groups from membership of the body." International Federation, Characteristics of a Well-Functioning National Society, 1994, p. 4, 2.1.

commitment of time and energy, not just at meetings but also in preparations for and follow-up after meetings. Candidates must be prepared to put in the time required. In addition, they serve in a volunteer capacity and do not receive any remuneration for their work. They should get involved for one reason alone - to benefit the work of the National Society.<sup>45</sup> However, they could be reimbursed costs in conformity with procedures applicable to all elected volunteers.

#### **d) Sample Clauses**

In addition to the examples given under section IV the following formulations may be considered:

##### **Election/Rotation**

The members elected for the following posts may not be eligible to stand for election for the same post again after having served two consecutive terms (maximum eight years) in that post until a further term has elapsed:

- a) President
- b) Vice-President
- c) member of the Governing Board (and Governing Council)
- d) chairman or member of the Regional or Local Board;
- e) chairman or member of the Finance Commission (at the central, regional and local level).

##### **Profiles**

The curricula vitae of the candidates should be circulated before the elections for the above-mentioned posts take place. The candidates are selected based on the following criteria:

- a) level of education;
- b) relevant experience;
- c) 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;
- d) a profile that adds to the diversity of the group (professional and personal background).

(In order to protect the National Society's independence and avoid domination of the governing bodies, steps should be taken to ensure that the members of the governing bodies represent different stakeholders in society.)

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<sup>45</sup> Governance Guidelines, p. 29 and 31.

## CODE OF CONDUCT CERTIFICATE FOR NATIONAL SOCIETY BOARD MEMBERS

I, the undersigned, being a member of the Governing Board of the (x) Society,  
HEREBY DECLARE:

That I will comply with such Statutes and Rules of Procedure of the (x) Society as may be in force from time to time

That I will comply with such Terms of Reference/Code of Conduct as may be adopted by the Board from time to time

That at all times I will make decisions and otherwise act fully in accordance with the Fundamental Principles of the Movement

That I will always place the interests of the (x) Society before any personal consideration

That in the event of a conflict of interest, or alleged conflict of interest, I will either:  
Resolve such issue strictly in accordance with my obligations under this Code of  
Conduct, or Resign

Dated this       day of       ,       (year)

.....  
Full name

.....  
Signature



## VIII - Financial matters

### a) Minimum requirements

The National Society is entrusted with significant funds, which it uses to relieve the suffering of the most vulnerable groups. It is crucial that clear and transparent lines of accountability be established in order to ensure the sound administration of such funds. Because management is responsible for implementing the decisions taken by the governing bodies, it should report to these bodies on how the funds are used.

### b) Elements to be included

It is recommended that the statutes make provision for the following responsibilities:

- drafting of the budgets and financial reports;
- advice on the budgets and financial reports;
- approval of budgets and financial reports;
- decisions on the acceptability of financial resources.

A satisfactory system of internal accountability and external audits is a useful tool for improving transparency and ensuring a sound administration of funds, and thereby limiting the risk of corruption within the National Society. Should irregularities occur, it is essential they are acted upon and rectified promptly. The statutes should therefore provide for a system of external audits.

### c) Options and recommendations

As regards financial independence, the statutes should stipulate that no donations that compel the National Society to act in violation of the Fundamental Principles shall be accepted. Donor diversity should be sought in order to avoid a situation in which a National Society has to fulfil certain unwritten conditions if it is to continue receiving donations from one specific donor on whom it depends.

It is recommended that the CEO be made responsible for drafting the budgets and financial reports. The Finance Commission could be responsible for commenting on these budgets and financial reports before they are approved by the Governing Board for submission to the General Assembly (or the Governing Council) (once a year). See also the sample clauses in Section IV. under "4. Finance Commission". In order to guarantee financial accountability and transparency, the statutes should also provide for a system of regular external audits.

Financial resources may be received from governments or other local or regional institutions, individuals, the Red Cross and Red Crescent Movement, UN Agencies, and funds raised through cost recovery or commercial activities. It is advisable not to be dependent on one particular source of income.

Donations given under conditions that compromise the integrity of the National Society must be rejected.

### d) Sample clauses

In addition to section IV on the Finance Commission, the following formulations may be considered regarding the finances of the National Society.



**External audits**

At the close of each financial year the accounts of that year are audited and reported on by a company of chartered accountants.

**Financial resources**

Within the limits laid down by its objects the National Society acquires, owns, alienates and administers any property as may be deemed fit.

It may accept unrestricted contributions and assistance in any form from individuals, from the public authorities and from private bodies.

It shall not accept donations directly stemming from revenues of activities contrary to the Fundamental Principles.

It may accept as agent or trustee funds or property in trust or earmarked for particular use, provided that such use is within the general scope of its objectives and does not violate the Fundamental Principles.

It may accept any conveyance of real estate to its use or benefit.

It may constitute and administer any reserve, insurance or other funds for its staff or any of its activities.



## Chapter 3 - Conclusion

As mentioned in the introduction in Chapter 1, this Document aims at assisting National Societies in drafting or revising their statutes. Proper statutes, as part of a sound and coherent legal base, will help protect the integrity of the National Society. The Guidelines contained in Chapter 2 therefore provide requirements, checklists, options and recommendations for consideration when drafting or revising different parts of the statutes.

Three core elements can be extracted from Chapter 2. These are the relationship between the National Society and the government, the separation between governance and management, and the establishment of a branch structure. A significant number of integrity problems related to the statutes of a National Society surface because of an inadequate or unsatisfactory regulation of one or more of these three elements. They should therefore be understood and properly dealt with in the relevant sections of the statutes.

### - **Relation between the National Society and its government**

The National Society is a unique organisation. It is auxiliary to its government in its humanitarian tasks, yet must at all times remain independent in order to secure the fulfilment of its objectives in accordance with the Fundamental Principles. This requirement must be considered when drafting the General Provisions and provisions regarding Elections, Profiles and Finances.

### - **Separation between governance and management of the National Society**

Governance functions should be attributed to the governing bodies while management functions should be placed under the responsibility of the CEO. In order to maintain a separation of the two functions, no one person should be entrusted with both management functions and governance functions. This requirement must be considered when drafting the provision relating to the governing bodies and the management (CEO).

### - **Establishment of branches**

In order to fulfil its objectives in the whole country and reach and involve the entire population, the National Society should establish branches. There is a separate section on drafting provisions that relate to branches. This element should also be reflected in the sections dealing with membership and with the governance of the National Society.

It goes without saying that once the National Society's statutes are drafted or revised according to the Guidance, they should also be implemented. The statutes should be an active document that guides the National Society; not a dead letter.

It is recommended that a system be established to ensure a regular and ongoing revision of the above Guidelines, corresponding to changing circumstances and the needs of the Movement.







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

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## **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, cooperation 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 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 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.





*The International Federation of Red Cross and Red Crescent Societies promotes the humanitarian activities of National Societies among vulnerable people.*

By coordinating international disaster relief and encouraging development support it seeks to prevent and alleviate human suffering.

The International Federation, the National Societies and the International Committee of the Red Cross together constitute the International Red Cross and Red Crescent Movement.