

THE BRITISH RED CROSS SOCIETY

STANDING ORDERS

Adopted by the Board of the Society by Special Resolution on
13 December 2017
(subject to approval by Joint Statute Committee)

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1 Background

- 1.1 The governing document of the Society is a Royal Charter, which was approved by HM The Queen in Council on 22 July 1997 and sealed on 18 December 1997 and revised by Order in Council on 17 July 2003.
- 1.2 The Board has adopted these Standing Orders for the internal governance of the Society by a Special Resolution, pursuant to the power at Article 18 of the Royal Charter.
- 1.3 Under Article 4 of the Royal Charter, and as a member of the International Red Cross and Red Crescent Movement (the '**Movement**'), the Society has an obligation to act at all times in accordance with the Fundamental Principles (as set out below). Consequently, in interpreting and applying the provisions of these Standing Orders, the Society shall observe the Fundamental Principles at all times.

Fundamental Principles

- Humanity** The 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. 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 Fundamental Principles.
- 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 world-wide.

- 1.4 In accordance with the Fundamental Principles, the Society has agreed the following statements for the guidance of Members:

Religious Neutrality Statement:

- 1.5 *The British Red Cross recognises the right of all individuals to practice freely the religion of their choice. We welcome people of all faiths and none as staff, volunteers and supporters, and seek to serve all people impartially as beneficiaries of our humanitarian activities.*
- 1.6 *To enable us to act impartially, we must be widely recognised as neutral and not perceived as linked to any particular group, including a particular religious faith. A distinction must therefore be made between an individual's personal belief and their role as a British Red Cross staff member or volunteer.*
- 1.7 *Our name and the emblem can be misunderstood; we will therefore proactively work to correct any misconceptions which may exist about religious associations of the words "Red Cross" or the Red Cross emblem, and promote a clear understanding of our neutrality and impartiality.*

Political and other affiliations Statement:

- 1.8 *British Red Cross officials, including staff and volunteers, must not have a high public profile in the political sphere or in other fields which might reflect adversely on our organisation or on the Fundamental Principles.*
- 1.9 *No member of the British Red Cross should refer to or use his/her position when seeking political or other office.*

International Statutory Commitments:

- 1.10 The Society also has an obligation to act in accordance with the Statutes of the Movement. Additionally, the Society, as a member of the Movement and of the International Federation of Red Cross and Red Crescent Societies, has a good faith commitment to comply – to the best of its abilities and within its national context – with the policies, decisions and rules adopted by Movement and Federation Statutory Bodies.

Amendment

- 1.11 Authority for changes to the Standing Orders lies with the Board. The Board must submit any proposed amendments to these Standing Orders to the Joint ICRC/IFRC Commission for National Society Statutes and take any recommendations of the Commission into account before making any amendments.

Interpretation

- 1.12 In these Standing Orders all words and phrases which are defined in the Royal Charter shall have the meaning ascribed to them in the Royal Charter.

1.13 These Standing Orders do not apply to the Overseas Branches established by the Board pursuant to Article 5.22 of the Royal Charter.

Emblem use and protection

1.14 The British Red Cross is authorised by the UK Government to use the red cross emblem in accordance with the Regulations on the Use of the Emblem of the Red Cross or the Red Crescent by the National Societies (1991 Emblem Regulations), national law and agreed national practice. This authorisation is set out in a separate letter from the Secretary of State for Defence.

1.15 In accordance with the letter from the Secretary of State for Defence, the Society has established an internal procedure and guidelines by which use of the emblem is regulated and monitored.

2 General objectives and specific tasks

2.1 The Society will at all times act in pursuance of the Objects for which the Society is established, as set out in Article 4 of the Royal Charter.

3 Members

3.1 Membership of the Society is open to everyone without discrimination on such grounds as nationality, race, sex, class, religious beliefs, language or political opinions, in accordance with Article 2.5 of the Royal Charter. **Members** of the Society will be those people who are:

- > volunteers (including overseas delegates seconded to other Societies); and
- > members of staff (being those persons who sign a contract of employment with the Society, including overseas delegates, or are contracted by the organisation as consultants).

3.2 All Members must agree to abide by:

- > the Fundamental Principles;
- > the Royal Charter;
- > these Standing Orders;
- > the Code of Conduct; and
- > any policies or internal regulations adopted by the Board from time to time.

3.3 Members have the following rights:

- > to be considered for the organisation's awards;
- > to be covered by the organisation's personal accident insurance policy (the benefits of which vary according to age);

- > to receive a unique number and card for identification.
- 3.4 In addition, volunteer members have the following rights:
- > to be elected as a volunteer representative or as a member of the Board;
 - > to elect volunteer representatives and the majority of the members of the Board.
- 3.5 To be eligible to nominate, vote for or stand as a candidate in volunteer elections a Member must:
- > be aged 15 or over (members under the age of 26 will be defined as **'youth volunteers'**);
 - > have volunteered for a minimum of 6 months; and
 - > not be in the paid employment of the Society.
- 3.6 The Board has in place appropriate policies covering the admission of volunteers and staff, including recruitment and volunteering policies. Members are admitted upon signing of either an employment contract for staff; or agreement of mutual expectations for volunteers.
- 3.7 No membership fee is applicable.
- 3.8 The Society shall maintain a register of Members which includes the following details for each Member: name; residential address; preferred contact details; date on which they became a Member; and, if applicable, the date on which their membership ceased.
- 3.9 Membership will cease if the Member dies, upon the resignation of the Member in writing at any time, or following termination by the Society.
- 3.10 Members may be removed by the Society for serious cause. This includes breaches of the following which are detrimental to the reputation or activities of the Society:
- > The Fundamental Principles;
 - > The Royal Charter;
 - > These Standing Orders;
 - > Our Policies; or
 - > The Code of Conduct.
- 3.11 Any Member removed by the Society has the right to appeal through the relevant appeals process for volunteers or staff, as determined by the Board, whose decision shall be final and binding.
- 3.12 The Board is responsible for ensuring that fair procedures are in place for the admission and termination of membership and hearing of appeals and that those procedures comply with relevant legislation.
- 3.13 The Board may (from time to time) adopt regulations to determine the rights and duties of Members.

4 Board of Trustees

Appointment of Trustees

- 4.1 Under Article 8.2 of the Royal Charter, the majority of the Board shall be elected by and from the Members. The Board shall consist of no fewer than five and up to seven Trustees elected by the Members (**'Elected Trustees'**) and no fewer than four and up to six co-opted Trustees who are appointed by the Trustees (**'Co-opted Trustees'**) and upon appointment, if not already volunteer members, shall become volunteer members of the Society.
- 4.2 The Board may adjust, by adopting a Special Resolution, the restriction on the number of Trustees set out in clause 4.1 above, so long as such adjustment ensures that the majority of the Board shall be elected by and from the Members.
- 4.3 The Board has established a governance and nominations committee (the **'Nominations Committee'**) to review applications and nominations against agreed criteria and act on behalf of the Board as guardian of the Trustee recruitment process. The Board may adopt, review and amend the terms of reference for the Nominations Committee.
- 4.4 Any Trustee seeking re-appointment is excluded from the decisions and deliberations of the Nominations Committee in relation to their own appointment.
- 4.5 The terms of reference and membership of the Nominations Committee shall be determined by the Board (from time to time) and membership shall include the Chair, Trustees and volunteer representatives (for Elected Trustees) and the Chair and Trustees (for Co-Opted Trustees). All members of the Nominations Committee shall have equal voting rights.

Elected Trustees

- 4.6 Any person may be an Elected Trustee who:
 - > is aged over 18 and not otherwise disqualified by law;
 - > has been registered as a volunteer by the Society;
 - > is neither a member of staff nor undertakes paid casual work for or on behalf of the Society;
 - > has volunteered for the Society for a minimum of 12 months prior to application to be elected by the volunteer members as an Elected Trustee; and
 - > meets the criteria as set out in the role description and person specification for Trustees as determined by the Board (from time to time).
- 4.7 Elected Trustees shall be elected through a National Electoral College which shall comprise the volunteer representatives as the elected representatives of the volunteer members. The Board shall determine a procedure for the nomination of candidates to be elected as Elected Trustees (from time to time).
- 4.8 All applications will be screened by the Nominations Committee to ensure that applicants meet the eligibility and skills criteria for appointment as a Trustee.

4.9 An Elected Trustee may not also serve as a volunteer representative (see clause 10.7) or President or Vice President (see clause 11.4).

Co-opted Trustees

4.10 Any person may be a Co-Opted Trustee who:

- > is aged over 18 and not otherwise disqualified by law;
- > is neither a member of staff nor undertakes paid casual work for or on behalf of the Society; and
- > meets the criteria as set out in the role description and person specification for Trustees as determined by the Board (from time to time).

4.11 The Board shall appoint Co-opted Trustees following an open recruitment process, which includes advertisement and interview. Trustees are volunteers of the organisation and Co-opted Trustees, if not already volunteer members, shall become volunteer members of the Society upon appointment to the Board.

Trustees terms of office and re-appointment

4.12 Terms of office are 4 years. Trustees may serve up to two consecutive terms, after which they must stand down for a period of at least one year before seeking (re-)appointment or (re-) election. Terms of office may be extended or reduced by up to one year, which will be agreed by the Chair and will only be used in exceptional circumstances. Terms of office will normally commence from 1 January in the given year (see clause 4.15).

4.13 Trustees are required to sign a code of conduct, as established by the Board (from time to time), which includes a conflict of interest clause. Trustees are required to declare their potential interests in accordance with the Conflict of Interest Policy as agreed by the Board (from time to time).

Vacancies

4.14 Vacancies on the Board may be filled at any time by the procedures set out in these Standing Orders for the election of Elected Trustees and the appointment of Co-opted Trustees.

4.15 When a vacancy is filled before 30 June in any year, the period of service during that year shall be counted as one year for the purpose of the maximum term of office for a Trustee (see clause 4.12). When a vacancy is filled after 30 June in any year, the period of service during that year shall not be counted as one year for the purpose of the maximum term of office for a Trustee (see clause 4.12).

Officers

4.16 The Board shall appoint Officers, including a Chair (**'the Chair'**), up to three Vice-Chairs and a Treasurer. Once appointed, the Chair and Treasurer shall be considered to be Co-opted Trustees (regardless of whether they were Elected or Co-opted Trustees prior to the appointments). Terms of office for Officers will run consecutively with the term of office, or part thereof, of the respective Trustee (see clause 4.12).

4.17 If the Chair or Treasurer is appointed from among the Elected Trustees, an election will be conducted as soon as is reasonably practicable to elect a replacement Elected Trustee.

Leave of absence

4.18 The Board may grant a leave of absence to any Trustee and may appoint an alternate during his or her leave of absence.

Removal of Trustees

4.19 A Trustee may be disqualified and removed from office if they: breach any of the criteria as set out in Rule 1, Schedule 1 of the Royal Charter; fail to continue to meet any regulatory requirements for eligibility (see clauses 4.6 or 4.10); or commit a breach of the **Board code of conduct** (see clause 4.13).

4.20 Any Trustee who is disqualified or removed from office has the right to appeal such a decision through the relevant appeals process. The Board is responsible for ensuring that fair procedures are in place for hearing such appeals.

Board meeting proceedings

Frequency of meetings

4.21 The Board shall meet at least four times per year. One meeting each year shall be held over two days with members of the Society's executive leadership team, consisting of the Chief Executive and their direct reports, present.

Quorum

4.22 The quorum for the transaction of business shall be at least one half of the Trustees. In the absence of a quorum the meeting will be reconvened within 5 working days.

Chair

4.23 The Chair or (if the Chair is unable or unwilling to do so) one of the Vice-Chairs chosen by the Trustees present, or (if a Vice-Chair is unable or unwilling to do so) another Trustee chosen by the Trustees present, presides at each meeting.

Voting

4.24 Each Trustee shall have one vote in respect of questions arising at a meeting of the Board. All business of the Board shall be passed by a majority vote unless otherwise provided in the Royal Charter or these Standing Orders. In the event of an equality of votes, the chair of the meeting shall have a second or casting vote.

Participation

4.25 On the agreement of the Chair, any Trustee may participate in a meeting via telephone or such other means of communication where all persons participating in the meeting can speak to and hear each other. In such circumstances, voting will be considered as if the attendee is voting in person.

Resolution in writing

4.26 A resolution in writing and signed by the Trustees shall be as valid and effectual as if it had been passed at a meeting of the Board. Any such resolution may consist of several documents in the like form, each signed by one or more Trustees.

Procedural defect

4.27 Irregularities of a minor nature, of which the Trustees are unaware at the time, do not invalidate decisions taken at a Board meeting (including a technical defect in relation to the appointment of a Trustee or the service of any notice).

Emergency action

4.28 In between Board meetings, emergency measures may be taken in response to any issue requiring urgent action. The Chair may take such emergency measures, following consultation with at least two other Trustees, which constitute (in their reasonable opinion) a suitable response in such an emergency situation. They may decide to call for an extraordinary meeting of the Board.

4.29 If the Chair is unavailable or unable to act, similar measures may be taken by a Vice-Chair or the Treasurer, as appropriate.

4.30 Any emergency measures taken by the Chair, a Vice-Chair or the Treasurer shall be reported to the Board as soon as reasonably practicable.

Attendance of members of the executive leadership team

4.31 The Chief Executive, as well as relevant members of the executive leadership team, may attend meetings of the Board as necessary, as agreed by the Chair.

Secretary

4.32 A senior member of staff shall act as Secretary to the Board.

4.33 The Secretary shall take a proactive role, in liaison with members of the executive leadership team, in advising the Chair on the agenda for each Board and Committee meeting; and in ensuring that papers are complete, that they provide the appropriate level of information to enable the Board or Committee to reach decisions, and that they are distributed in a timely fashion.

Register of Trustees

4.34 The Secretary shall maintain a register of Trustees which includes the following details for each Trustee: name; residential address; preferred contact details; date of birth; business occupation; nationality; the date(s) on which the Trustee was appointed or reappointed; and the date at which the Trustee's term ends.

Despatch of papers

4.35 Any notice (or other document, e.g. agenda) to be given to a Trustee may be delivered manually or electronically. Evidence that an envelope containing a notice was properly addressed, pre-paid and posted, or proof that an electronic communication was transmitted to the proper address, shall be taken as proof that the notice was delivered.

A notice shall be deemed, unless the contrary is proven, to have been delivered at the expiration of 72 hours after the envelope containing it was posted, or at the expiration of 48 hours after the transmission of an electronic communication. In the case of despatch of a Board resolution to be passed by Special Resolution, 14 days' written notice shall be provided before the meeting at which the motion is to be considered.

5 Committees

- 5.1 The Board may delegate any of its powers to committees, subject to the requirements of Rule 2 to Schedule 1 of the Royal Charter.
- 5.2 The Board must by resolution adopt terms of reference for each committee which it establishes. Each committee shall make decisions on behalf of the Board and/or make recommendations to the Board in accordance with its terms of reference.
- 5.3 Each committee may consist of any number of Trustees or none. Other members of the committee shall be determined by the Board as established in the committee's terms of reference.
- 5.4 The terms of reference for a Committee shall include, at a minimum, the following:
 - > purpose, duties and authority;
 - > membership, including the chair;
 - > secretary;
 - > quorum, and procedure to follow in case the quorum is not met;
 - > frequency of meetings;
 - > notice of meetings;
 - > minutes;
 - > provisions for dealing with conflicts of interest; and
 - > reporting procedures (including provision for a review of effectiveness).
- 5.5 Committee members are required to sign **the Board code of conduct**, which includes a conflict of interest clause. Committee members are required to declare their potential interests in accordance with the Conflict of Interest Policy (see clause 8.1) as agreed by the Board (from time to time).

6 Management

- 6.1 The Board shall be responsible for the appointment of the Chief Executive.
- 6.2 The Board delegates overall authority and responsibility for the day-to-day management of the affairs of the Society to the Chief Executive. The Chief Executive is responsible for the leadership of the executive leadership team and the staff of the Society and for providing advice and recommendations to the Board.
- 6.3 The Chief Executive is responsible for:
 - > the implementation of the corporate strategy and the Board's decisions; and

- > the operational management of the Society through the oversight of the Board and in accordance with policies and procedures and the Society's scheme of delegation (set out in the **decision making matrix**), as established by the Board.

7 Structure

- 7.1 The British Red Cross Society is the only recognised National Red Cross or Red Crescent Society in the United Kingdom and carries out its work throughout the national territory, including in British Overseas Territories.
- 7.2 The Board is responsible for the establishment or dissolution of Overseas Branches, in accordance with Article 5.22 of the Royal Charter.
- 7.3 The Society is governed centrally through the Board, whose strategy, policy and regulations for the whole organisation are executed through the Chief Executive.

8 Conflicts of interest

- 8.1 The Board is responsible for establishing the Society's Conflicts of Interest Policy to help staff, volunteers and those with honorary roles (see clause 11) understand conflicts of interest: where they might occur, how they can be avoided and how to manage them when they are identified.
- 8.2 All third party organisations and contractors that carry out work on behalf of the Society will be asked to adopt the Conflict of Interest Policy.

9 National Assembly

- 9.1 In accordance with Article 10 of the Royal Charter there may be a National Assembly of the Society. This will be held on a date and frequency set by the Board.
- 9.2 To optimise the opportunity for all to participate, the Society will establish a number of regional assemblies across the UK. These together may constitute the National Assembly.
- 9.3 The purpose of the National Assembly is to inspire and motivate Members and provide an opportunity to be fully engaged with the organisation's mission, strategy, achievements and priorities.
- 9.4 Application to attend the National Assembly is open to all Members. Attendance will be determined on the principle of fair representation of Members.

10 Volunteer representation

- 10.1 The Board recognises the importance of ensuring that volunteers are able to participate in and contribute to the decision making processes of the Society and shall establish arrangements to represent volunteers within the organisation.
- 10.2 Volunteers shall be eligible to become a volunteer representative after they have been a volunteer with the Society for six months. Staff who also volunteer within the Society are ineligible (see clause 3.5).
- 10.3 Each volunteer representative shall be elected by other volunteer members of the Society within their Service and will act as a link between volunteers and staff in representing the views of volunteers in that Service.
- 10.4 There shall be specific provisions for youth volunteers and a minimum number of positions will be reserved for youth representatives.
- 10.5 Volunteer representatives shall come together to discuss local and national issues and will represent these to management and the Board.
- 10.6 Volunteer representation will be organised in accordance with the terms of reference and the role descriptions for volunteer representatives as determined by the Board (from time to time).
- 10.7 A serving Trustee may not also serve as a volunteer representative.

11 Honorary roles

- 11.1 The Board shall appoint Presidents and Vice-Presidents to act as advocates and ambassadors for the Society, promoting the organisation in a compelling way to potential donors and supporters, in particular to people of influence at a local level.
- 11.2 The Presidents and Vice-Presidents (who need not necessarily be existing Members) will be recruited and recommended by the fundraising team and others to the Board in consultation with other key stakeholders as determined by the Board, pursuant to Article 7.2 of the Royal Charter.
- 11.3 The terms of office and duties of the Presidents and Vice Presidents and other honorary positions will be determined by the Board (from time to time).
- 11.4 A serving Trustee may not also serve as a President or Vice President.

12 The Seal

- 12.1 The Common Seal of the Society shall be affixed to all deeds or documents requiring the Society's Seal in the presence of any two of the following persons:
 - > a Trustee;
 - > the Chief Executive; or

- > a member of the executive leadership team.

13 Internal Regulations

- 13.1 The Board may adopt such rules and regulations not inconsistent with applicable laws, the Royal Charter or these Standing Orders for the conduct of its meetings and overseeing the management of the administration of the Society.
- 13.2 The internal regulations will contain the terms of reference and procedures as referred to in these Standing Orders and determined by the Board (from time to time).

14 Dissolution

- 14.1 The Board may at any time before and in expectation of the dissolution of the Society resolve that any net assets of the Society, after all its debts and liabilities have been paid or provision has been made for them, must on or before the dissolution of the Society be applied directly for the Objects or transferred in any of the following ways:
- a) to any National Red Cross or Red Crescent Society or to the International Federation of Red Cross and Red Crescent Societies or to the International Committee of the Red Cross for purposes similar to the Objects; or
 - b) to any charity or charities for purposes similar to the Objects; or
 - c) to any charity or charities for use for particular purposes that fall within the Objects.
- 14.2 In no circumstances must the net assets of the Society be paid to or distributed among its Members and if no resolution in accordance with clause 14.1 is passed by the Board the net assets of the Society must be applied for charitable purposes as directed by the Court or the Charity Commission of England and Wales.