

Rules

Effective from on [insert date]

Australian Red Cross Society (**Society**)

Founded 1914

Incorporated by Royal Charter 1941

Approved by the National Council, subject to approval by the Governor-General.

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Approved by the National Council, subject to approval by the Governor-General.

Preamble

- (1) The Society recognises the Fundamental Principles of the International Red Cross and Red Crescent Movement (as the same may be amended and restated from time to time by the International Conference of the Red Cross and Red Crescent), being at the time of approval of these Rules by the National Council:

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 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

The Movement 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, and 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.

- (2) The Society recognises the important role of the Volunteers in the activities of the Society.

Rules

Australian Red Cross Society

1 Society's incorporation

- (a) The Australian Red Cross Society is a body corporate incorporated by Royal Charter.
- (b) The Royal Charter will prevail to the extent of any inconsistency with these Rules.

2 Society's objects

2.1 Objects

The objects of the Society are:

- (a) to act in case of armed conflict, and in peace to be prepared to act in all fields covered by the Geneva Conventions and the Additional Protocols and on behalf of all war victims, both civilian and military;
- (b) to prevent and alleviate human suffering with complete impartiality, making no discrimination as to nationality, race, gender, religious beliefs, class or political opinions or as to any other ground of discrimination which is irrelevant to the need;
- (c) to provide emergency relief and services in time of disaster or conflict in Australia and internationally for the alleviation of human suffering;
- (d) to contribute to the improvement of health, the prevention of disease and the mitigation of suffering by programmes of training and services for the benefit of the community, adapted to national and local needs and circumstances;
- (e) to provide direct relief of poverty, sickness, suffering, distress, misfortune, disability, destitution or helplessness as arouses compassion in the community;
- (f) to promote the participation of all people in the work of the International Red Cross and Red Crescent Movement;
- (g) to pursue any other objects or activities, including assistance to vulnerable people, as are in keeping with the Fundamental Principles of the International Movement and of International Humanitarian Law; and
- (h) to do all other things as may be incidental or ancillary to the attainment of these objects.

2.2 Duties as a component of the International Red Cross and Red Crescent Movement

The Society shall to the best of its abilities and within the national context, comply with its duties as a component of the International Red Cross and Red Crescent Movement, including as:

- (a) set forth in the Geneva Conventions and their 'Additional Protocols';
- (b) set forth in the statutes of the International Red Cross and Red Crescent Movement (including the constitution of the International Federation of Red Cross and Red Crescent Societies) and otherwise as a member of the International Federation of Red Cross and Red Crescent Societies;
- (c) set forth in resolutions adopted by the Council of Delegates of the International Red Cross and Red Crescent Movement and the International Conference of the Red Cross and Red Crescent; and
- (d) an auxiliary to the public authorities in the humanitarian field.

2.3 Emblem use and protection

- (a) The Society has been authorised to use the red cross emblem under the *Geneva Conventions Act 1957* (Cth).
- (b) Use of the emblem by the Society must be in accordance with:
 - (i) any authorisation by the Minister or their delegate under the *Geneva Conventions Act 1957* (Cth); and
 - (ii) the Regulations on the Use of the emblems of the Red Cross and Red Crescent by National Societies (adopted by the 20th International Conference of the Red Cross and Red Crescent (Vienna, 1965) and revised by the Council of Delegates (Budapest, 1991)), or any equivalent as amended from time to time.
- (c) The Society has established internal policies and procedures by which use of the emblem is regulated and monitored.

3 Society's powers

3.1 Legal capacity and powers

- (a) The Society has the legal capacity and powers of an individual and all the powers of a body corporate, solely for the purpose of carrying out the objects of the Society set out in Rule 2 [Society's objects].
- (b) The Society does not have the power to issue shares.
- (c) A person dealing with the Society may assume that the Society has power to make, vary, ratify or discharge any contract or other legal obligation.

3.2 Based in Australia

- (a) The Society is established, maintained and operated in Australia.
- (b) The activities of the Society are to be carried out predominantly in Australia.

4 Not for profit

4.1 Application of the Society's income and property

- (a) The Society's income and property must be applied solely towards promoting the objects of the Society set out in Rule 2 [Society's objects].
- (b) No part of the income or property may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus or other profit distribution, to any Member in their capacity as a Member.
- (c) This Rule 4 does not prohibit indemnification of, or payment of premiums on contracts of insurance for, any Member (including a Board Member) to the extent permitted by law and these Rules.

4.2 Payment by Society in good faith

Rule 4.1 [Application of the Society's income and property] does not prevent the Society making payment to a Member or Volunteer (including a Board Member or National Councillor):

- (a) for services rendered to the Society in a professional or technical capacity or as an employee; or
- (b) for goods or services supplied to the Society provided the amount payable is not more than an amount that commercially would be reasonable payment for the service or goods; or
- (c) to reimburse their reasonable out of pocket expenses incurred by that Member or Volunteer in connection with duties and responsibilities for the Society and subject to any policy determined by the Board.

5 Winding up

If, on the winding up or dissolution of the Society, any property remains after satisfaction of all its debts and liabilities, and after application of Rule 6 [Deductible Gift Recipient status], this property must only be transferred to such charitable institution or purposes in Australia as determined in accordance with the Royal Charter.

6 Deductible Gift Recipient status

6.1 Application of this rule

This Rule 6 only applies if the Society is a deductible gift recipient under the *Income Tax Assessment Act 1997* (Cth).

6.2 Gift Account

The Society must maintain a management account (**Gift Account**):

- (a) to identify and record Gifts;
- (b) to identify and record any money received by the Society because of those Gifts; and
- (c) that does not record any other money or property.

6.3 Winding up or revocation of deductible gift recipient endorsement

Upon:

- (a) the winding up of the Society; or
- (b) the Society ceasing to be endorsed as a deductible gift recipient,

whichever is earlier, any surplus funds in the Gift Account must be transferred to an entity:

- (c) which has objects and/or purposes similar to those objects of the Society set out in Rule 2 [Society's objects];
- (d) whose memorandum of association or constitution prohibits the distribution of its income and property among its members; and
- (e) which is charitable; and
- (f) to which gifts are deductible.

7 Amendment of Rules

- (a) Subject to Rule 7(b), these Rules may be amended or repealed by Special Resolution of the National Council and take effect following approval by the Governor-General in accordance with the Royal Charter.
- (b) Any proposed amendment to the Rules is to be submitted to the Joint International Committee of the Red Cross or International Federation Commission for National Society Statutes (or to any successor body) and must comply with any other procedural requirements set out in the statutes of the International Red Cross and Red Crescent Movement (as amended from time to time).

8 Regulations

- (a) Subject to Rule 8(b), the Board may make, amend or repeal regulations (including the Governance Regulations), in a manner consistent with these Rules.
- (b) The Board may only amend or repeal Governance Regulations to the extent that they deal with Members or Division Councils following consultation with Division Councils.
- (c) In the event of any inconsistency between these Rules and any regulations (including the Governance Regulations), these Rules will prevail.

9 Membership

9.1 Members

- (a) Membership of the Society is open to everyone without discrimination on such grounds as gender, ethnic origin, nationality, race, sex, age, disability, religious beliefs, language, political opinions, citizenship, social background or any other similar grounds.
- (b) Members are those people who the Board admits to membership in accordance with these Rules and the Governance Regulations.
- (c) Every Member must:
 - (i) comply with the Fundamental Principles while acting in their capacity as a Member of the Society;
 - (ii) comply with the Royal Charter, these Rules, the Governance Regulations, and any applicable policies determined by the Board from time to time; and
 - (iii) support the objects of the Society set out in Rule 2 [Society's objects].
- (d) Every applicant for membership must apply in the form and manner decided by the Board or prescribed by the Governance Regulations.
- (e) After receipt of an application for membership, the Board must consider the application and decide whether to admit or reject the applicant in accordance with any policies determined by the Board.
- (f) The Board must give the applicant a notice which states whether the application for membership was successful or not within a reasonable time after making a decision.

9.2 Membership renewal

The Board may determine the process for Members to renew their membership in the Governance Regulations.

9.3 Register of Members

- (a) The Society must maintain a register of Members setting out the name, residential address, preferred address for receipt of notices, the date membership starts and ceases, and any other information determined by the Board.
- (b) A Member must promptly notify the Society of any change in the details with respect to that Member which are recorded in the register of Members.

9.4 When membership ceases

A person ceases to be a Member if the person:

- (a) dies;
- (b) resigns as a Member by giving notice to the Society;
- (c) fails to renew their membership under the process under Rule 9.2 [Membership renewal]; or
- (d) is expelled under Rule 9.6 [Expulsion and Suspension].

9.5 Misconduct by Members

The Board may determine procedures for addressing concerns or allegations of misconduct by Members, Division Councillors, National Councillors and Board Members in the Governance Regulations.

9.6 Expulsion and Suspension

A Member may be expelled or suspended from the Society by the Board, National Council or a Division Council, subject to any requirements and processes set out in the Governance Regulations.

9.7 Accountability to Members

- (a) The Society must be accountable to Members within the terms of the law, including, as applicable the ACNC Act, these Rules and any applicable Governance Regulations.
- (b) The National Council is the peak representative body for Members.
- (c) Any Member may raise a concern about the governance, activities and finances of the Society:
 - (i) through the CEO (Secretary-General), Division Councils, National Council, or the Board; and
 - (ii) otherwise in accordance with any other manner determined by the Board.
- (d) The Board may determine any other manner in which the Society will be accountable to Members.

10 Volunteering

10.1 Volunteers

- (a) Volunteering for the Society is open to everyone without discrimination on such grounds as gender, ethnic origin, nationality, race, sex, age, disability, religious beliefs, language, political opinions, citizenship, social background or any other similar grounds.
- (b) Volunteers are those people who:
 - (i) undertake activities to support the objects of the Society set out in Rule 2 [Society's objects]; and
 - (ii) agree to comply with the requirements and obligations for being a Volunteer.
- (c) Volunteers may either be:
 - (i) Members; or
 - (ii) people who have applied and been approved by the Society to serve as a Volunteer.
- (d) Every Volunteer must comply with:
 - (i) the Fundamental Principles while acting in their capacity as a Volunteer of the Society; and
 - (ii) the Royal Charter, these Rules, the Governance Regulations, and any applicable policies determined by the Board from time to time.
- (e) Other rights and responsibilities of Volunteers shall be covered in the Governance Regulations.

10.2 Misconduct by Volunteers

The Board may determine procedures for addressing concerns or allegations of misconduct by Volunteers in the Governance Regulations.

11 National Council

11.1 Role of the National Council

The role of the National Council (which is the 'Council' for the purposes of the Royal Charter) is to act in the interests of the Society:

- (a) as a peak representative body for Members; and
- (b) to exercise, on behalf of Members, the powers and rights set out in Rule 11.2 [Powers and duties of the National Council].

11.2 Powers and duties of the National Council

- (a) The National Council has the following powers and duties:
 - (i) to amend or repeal these Rules in accordance with Rule 7 [Amendment of Rules];
 - (ii) to request amendments to (or replacement of) the Royal Charter;

- (iii) to elect a President;
 - (iv) to elect Special Councillors;
 - (v) to appoint and remove Board Members (except the Australian Red Cross Lifeblood Chair);
 - (vi) to elect two National Councillors to the Elections and Appointments Panel;
 - (vii) to establish and disestablish Divisions by Special Resolution;
 - (viii) to receive the consolidated externally audited annual financial reports of the Society;
 - (ix) to receive reports on the activities of the Society; and
 - (x) to exercise any other powers and rights vested in the National Council under these Rules.
- (b) Each National Councillor must:
- (i) act in good faith in the interests of the Society as a whole;
 - (ii) act in accordance with any fiduciary duties;
 - (iii) act in accordance with any Code of Conduct determined by the Board;
 - (iv) act in accordance with any conflicts of interest policy determined by the Board; and
 - (v) act in accordance with any applicable policy of the Society.

11.3 Eligibility to be a National Councillor

- (a) A National Councillor must:
- (i) be a Member;
 - (ii) be at least 18 years of age;
 - (iii) not be a Board Member;
 - (iv) not be in the paid employment of the Society or Australian Red Cross Lifeblood;
 - (v) not have been in the paid employment of the Society or Australian Red Cross Lifeblood at any time within the period of 12 months before election or appointment;
 - (vi) meet any requirements set out in the Governance Regulations; and
 - (vii) not be barred from holding any governance or leadership role in the Society in accordance with Rule 11.9(c) [Removal or vacation of office (National Councillor)] or the Governance Regulations.
- (b) The President is not required to have been a Member before nomination for the role.

11.4 National Council composition

- (a) The National Council shall consist of the following:
- (i) the President;
 - (ii) up to six Special Councillors;
 - (iii) the following ex-officio members:
 - (A) the Chair of each Division Council;
 - (B) the Deputy Chair of each Division Council, unless the Division Council has passed a Special Resolution appointing another person as the Division Councillor in their stead (**Alternate Deputy Chair**) and provided the Society Secretary with 35 days' notice of this Special Resolution; and
 - (C) the Youth Member of each Division Council.

- (b) Each Division Council must notify the Society Secretary of the name and contact details of the Chair, Deputy Chair or Alternate Deputy Chair (if applicable), and Youth Member appointed to the National Council under Rule 11.4(a)(iii) within seven days of their appointment.

11.5 Vacancies on the National Council

- (a) If the number of Special Councillors on the National Council is below six, the National Council may elect Members to fill the vacancies in accordance with Rule 11.7 [Nomination and election of President and Special Councillors].
- (b) If the office of President becomes vacant, the National Council must hold an election for that position as soon as practical in accordance with Rule 11.7 [Nomination and election of President and Special Councillors].
- (c) Vacancies of ex-officio Division Councillors will be governed by any applicable provisions for vacancies of the Division Council in the Governance Regulations.

11.6 Term of office of National Councillors

- (a) Subject to Rule 11.9 [Removal or vacation of office (National Councillor)] and the Governance Regulations, the President and Special Councillors will each hold office from either:
 - (i) the end of a general meeting of the National Council at which the President or Special Councillor were elected; or
 - (ii) the date the National Council passed a written circular resolution under Rule 12.15 [National Council decisions by written circular resolution] electing the President or Special Councillor,until the conclusion of the third annual general meeting of the National Council following their election, at which time they will retire from office, subject to Rule 11.6(b).
- (b) The President and Special Councillors may offer themselves for re-election in accordance with the Governance Regulations provided they can serve a further term of three years without serving a cumulative term of more than 10 years as President or Special Councillor.
- (c) A person who cannot serve a further term of three years in the role of President or Special Councillor without serving a cumulative term of more than 10 years as the President or a Special Councillor is not eligible for election until they have ceased to be the President or a Special Councillor for a period of at least three years, after which their prior term(s) as a National Councillor will not be counted for the purposes of this Rule.
- (d) The ex-officio Division Councillors term and eligibility for re-appointment as a National Councillor will be governed by the applicable provisions for those roles on the Division Council as set out in the Governance Regulations.

11.7 Nomination and election of President and Special Councillors

- (a) The Elections and Appointments Panel will oversee the nomination and recommendation process for the President and Special Councillors in accordance with any applicable provisions in the Governance Regulations.
- (b) Subject to Rule 11.7(c), where there is a vacancy in the President or Special Councillor roles, following the nomination and recommendation process in Rule 11.7(a) an election shall be held at a general meeting of the National Council, or in accordance with Rule 12.15 [National Council decisions by written circular resolution].
- (c) For elections of the President and Special Councillor roles, where the number of nominees exceeds the positions available, an election must be conducted by secret ballot.

11.8 President

- (a) In addition to any powers and duties provided elsewhere in these Rules (or otherwise delegated to the President), the President's main responsibilities include:

- (i) the governance and leadership of the National Council;
 - (ii) supporting the Board and CEO (Secretary-General) to achieve the Society's strategy and further the vision and purpose through meaningful engagement with stakeholders (including governments); and
 - (iii) supporting the Board and CEO (Secretary-General) in attending (where required) engagements and other ceremonial duties as a representative of the Society.
- (b) The relationship between the roles and responsibilities of the President, the Board, the Board Chair and the CEO (Secretary-General) may be set out in the Governance Regulations or a Board charter, policy or the relevant position descriptions determined by the Board.
- (c) In the event of the President's unavailability to act for a specified period of time:
- (i) in relation to the President's role at a National Council general meeting, the provisions in relation to the chair of meetings in Rule 12.10(b) [Chair of general meetings of the National Council] will apply; or
 - (ii) for all other responsibilities, the Board Chair, the Deputy Board Chair and/or the CEO (Secretary-General) will undertake the President's responsibilities and powers under these Rules, unless the Board determines otherwise.

11.9 Removal or vacation of office (National Councillor)

- (a) Subject to Rule 11.9(b), the National Council may, by Special Resolution, remove any National Councillor (including ex-officio members) from office.
- (b) Prior to the National Council considering a Special Resolution under Rule 11.9(a), the National Council must give the National Councillor that is the subject of the Special Resolution at least 28 days' notice:
- (i) setting out the date, place and time of a meeting where the resolution will be considered by the National Council;
 - (ii) setting out the intended resolution and the grounds on which it is based; and
 - (iii) providing the National Councillor the opportunity to either:
 - (A) attend the meeting and give an oral submission; or
 - (B) provide written submission via the Society Secretary at least one week before the meeting for consideration by the National Council,before the resolution is considered by the National Council.
- (c) An individual who is removed from the National Council in accordance with Rule 11.9(a) will be barred from holding any governance or leadership role in the Society for the period of time determined by National Council.
- (d) The office of President or Special Councillor becomes vacant if the President or Special Councillor:
- (i) ceases to be eligible to be a National Councillor under Rule 11.3 [Eligibility to be a National Councillor];
 - (ii) resigns from office by notice to the Society;
 - (iii) has served the maximum term under Rule 11.6 [Term of office of National Councillors];
 - (iv) is removed by Special Resolution of the National Council under Rule 11.9(a);
 - (v) dies;
 - (vi) becomes the subject of a guardianship or administration order as they are unable to make decisions for themselves; or

- (vii) is unavailable for a period of six months or more in the case of the President.
- (e) An ex-officio position on the National Council becomes vacant in accordance with any applicable provisions for vacancy of the Division Council in the Governance Regulations, and if the office of an ex-officio National Councillor is vacant, that position will remain vacant until the relevant office is filled by the Division Council.
- (f) The Alternate Deputy Chair may resign by notice to the Society, in which case the ex-officio position on the National Council reverts to the Deputy Chair of the relevant Division Council unless a new Alternate Deputy Chair is appointed under Rule 11.4(a)(iii)(B) [National Council composition].

11.10 Conflict of interest (National Council)

- (a) National Councillors must disclose a perceived, potential or actual material conflict of interest to the other National Councillors and the Society Secretary.
- (b) The National Council must manage conflicts of interest in accordance with the conflict of interest policy determined by the Board.
- (c) The Society Secretary must maintain a register of disclosures under Rule 11.10(a).

12 Meetings of the National Council

12.1 Meetings of the National Council

The National Council will meet at least twice annually (being the annual general meeting of the National Council and at least one other general meeting).

12.2 Annual general meeting of the National Council

- (a) The annual general meeting of the National Council must be held within six months of the end of the Society's financial year at a date, time and place determined by the Board.
- (b) The business of the annual general meeting of the National Council will include:
 - (i) receiving the externally audited financial reports of the Society;
 - (ii) receiving reports on the activities of the Society for the previous year, from each of the Board Chair and the CEO (Secretary-General);
 - (iii) electing Special Councillors (if there is a vacancy);
 - (iv) electing the President (if there is a vacancy);
 - (v) electing two National Councillors to the Elections and Appointments Panel in accordance with Rule 13.13 [Elections and Appointments Panel];
 - (vi) appointing Board Members, except the Australian Red Cross Lifeblood Chair; and
 - (vii) any other matters that can be considered by the National Council in accordance with these Rules.

12.3 Calling general meetings of the National Council

- (a) The President must call a general meeting of the National Council within three months:
 - (i) following a written request to the Society signed by at least 12 National Councillors; or
 - (ii) after a request by the Board.
- (b) The request must specify the purpose of the general meeting proposed and any resolutions proposed to be passed at the general meeting.

12.4 Notice of general meetings of the National Council

- (a) At least 21 days' notice of a general meeting of the National Council must be given to a National Councillor.
- (b) A notice of a general meeting of the National Council must:
 - (i) specify the date, time and place of the meeting;
 - (ii) state the general nature of the business to be transacted at the meeting and if a Special Resolution is proposed, state the full terms of the Special Resolution; and
 - (iii) specify any details of voting such as proxies or other methods, if any, as approved by the Board.
- (c) A general meeting may be held on shorter notice with the written consent of at least 75% of the National Councillors. However, no general meeting of the National Council may be held on less than 14 days' notice.

12.5 Changing or postponing general meetings of the National Council

- (a) The President may, by giving reasonable notice to all persons entitled to receive notice of general meetings of the National Council, change the date, time or place, or cancel a general meeting of the National Council if:
 - (i) the President reasonably considers that the meeting has become unnecessary;
 - (ii) the date, time or place, would be unreasonable or impractical;
 - (iii) a change is necessary in the interests of conducting the meeting efficiently; or
 - (iv) subject to Rule 12.8 [Quorum at National Council general meetings], a quorum is not present, in which case it must be reconvened to a reasonable date, time or place determined by the President (unless it has been cancelled).
- (b) The notice in Rule 12.5(a) must specify the reason for the cancellation, or change of date, time or place and specify any new date, time or place for the holding of the meeting.
- (c) In relation to the application of this Rule 12.5 to a general meeting convened under Rule 12.3(a) [Calling general meetings of the National Council], the President must obtain the prior written consent of the persons who requisitioned the general meeting.

12.6 Supporting papers

Supporting papers relating to any items of business proposed at a general meeting of the National Council must, insofar as is practical (and without limiting Rule 12.4(c) [Notice of general meetings of the National Council]), be forwarded to each National Councillor at least 21 days before the meeting.

12.7 Observers at National Council general meetings

- (a) The National Council may invite any person to attend a general meeting of the National Council as an observer or to advise on matters as the National Council determines but shall have no right to vote in respect of any resolution or to exercise any right which a National Councillor may have under these Rules.
- (b) Board Members, the CEO (Secretary-General) and the Society Secretary have a standing invitation to attend and observe all National Council general meetings but shall have no right to vote in respect of any resolution or to exercise any right which a National Councillor may have under these Rules.
- (c) The external auditor appointed under Rule 13.7(e)(iv) [Powers and duties of the Board] has a standing invitation to attend and observe the annual general meeting of the National Council, but shall have no right to vote in respect of any resolution or to exercise any right which a National Councillor may have under these Rules.

12.8 Quorum at National Council general meetings

- (a) No business may be transacted at a general meeting of the National Council, unless a quorum of National Councillors is present when the meeting proceeds to business.
- (b) A quorum consists of a majority of the National Councillors.
- (c) If a quorum is not present within 15 minutes after the time appointed for a general meeting, the meeting:
 - (i) if convened in response to a National Councillor's requisition under Rule 12.3(a)(i) [Calling general meetings of the National Council], the meeting is dissolved; or
 - (ii) in any other case, stands adjourned to the same day in the next week and the same time and place, or to any other date, time and place as the President decides by notice to those entitled to the original notice of the meeting.
- (d) If at the adjourned meeting under Rule 12.8(c)(ii), a quorum is not present within 15 minutes after the time appointed for the meeting, the meeting must be dissolved.

12.9 National Council meetings using technology

- (a) All the provisions in these Rules relating to general meetings of the National Council apply, as far as they can, with any necessary changes, to general meetings of the National Council by telephone or other electronic means.
- (b) Subject to Rule 12.3 [Calling general meetings of the National Council], the simultaneous linking together by telephone or other technology of a sufficient number of the National Councillors to constitute a quorum constitutes a general meeting of the National Council, provided the National Councillors have a reasonable opportunity to participate at the meeting.
- (c) A National Councillor who takes part in a general meeting by telephone or using technology is taken to be present in person at the meeting.
- (d) A general meeting by telephone or electronic means is taken as held at the place decided by the chair of the meeting, as long as at least one of the National Councillors involved was at that place for the duration of the meeting.
- (e) The Board, acting reasonably, may decide the procedures in relation to voting at a National Council general meeting by telephone or using technology, including specifying the form, method and timing of voting.

12.10 Chair of general meetings of the National Council

- (a) The President must preside as chair at a general meeting of the National Council, if present and willing to act.
- (b) If the President is not present at the general meeting within 15 minutes after the time appointed for the meeting, is not present at any part of the meeting, or is unwilling to act, the National Councillors present must elect another person from among the National Councillors present, to be chair of the meeting (or part thereof).
- (c) A question arising at a general meeting of the National Council relating to the order of business, procedure or conduct of the meeting must be referred to the chair of the meeting, whose decision is final.

12.11 Decisions by the National Council

- (a) Every National Councillor present at a general meeting of the National Council has one vote.
- (b) Except where a Special Resolution is required, a resolution is taken to be carried if a simple majority of the votes cast on the resolution are in favour of it.

- (c) Where the votes on a proposed motion or resolution are equal, the chair of the meeting is entitled to a casting vote in addition to any votes to which the chair is entitled as a National Councillor or proxy of a National Councillor.
- (d) An objection to the qualification of a person to vote at a general meeting of the National Council must be:
 - (i) raised before the vote objected to is counted; and
 - (ii) referred to the chair of the meeting, whose decision is final.
- (e) A vote not disallowed by the chair of the meeting under Rule 12.11(d) is valid for all purposes.

12.12 Voting at a general meeting of the National Council

- (a) Subject to Rule 12.12(b) a resolution put to the vote of a general meeting of the National Council must be decided by a ballot.
- (b) The chair of the meeting may determine that a motion shall be decided on a show of hands unless, before or immediately after the vote is taken on a show of hands, where at least two National Councillors demand a ballot.
- (c) For elections of President and Special Councillor roles, where the number of nominees exceeds the positions available, the number of votes received for each nominee by the National Council in the election must be announced.

12.13 Proxies for National Councillors

- (a) A National Councillor is entitled to appoint a proxy to attend general meetings of the National Council and vote on behalf of the National Councillor.
- (b) The proxy must be the President, the chair of the meeting or another National Councillor.
- (c) Proxies must be received by the Society Secretary at least three Business Days before a general meeting of the National Council.
- (d) The instrument appointing a proxy must be in writing and in the form prescribed by the Board (if any).
- (e) A proxy is entitled to a separate vote for each National Councillor the proxy represents, in addition to any vote the person may have as a National Councillor in their own right.
- (f) The written appointment of the proxy may direct the manner in which the proxy is to vote in respect of a particular resolution and, where this is provided, the proxy must vote on the proposed resolution as directed in the appointment.
- (g) The appointment of a proxy is not revoked by the appointer attending and taking part in the general meeting of the National Council but, if the appointer votes on a resolution in person, the person acting as proxy for the appointer is not entitled to vote, and must not vote, as the appointer's proxy on the resolution.

12.14 Adjourning a general meeting of the National Council

- (a) The chair of the meeting may at any time during the general meeting of the National Council adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting either to a later time at the same meeting or to an adjourned meeting at any date, time or place, but:
 - (i) in exercising this discretion, the chair of the meeting may, but need not, seek the approval of the National Councillors present; and
 - (ii) only unfinished business is to be transacted at a meeting resumed after an adjournment.
- (b) Unless required by the chair of the meeting, a vote may not be taken or demanded by the National Councillors present at the general meeting in respect of any adjournment.

- (c) It is not necessary to give any notice of an adjournment, or of the business to be transacted at any adjourned general meeting, unless a meeting is adjourned for one month or more. In that case, notice of the adjourned general meeting must be given as in the case of an original meeting.

12.15 National Council decisions by written circular resolution

- (a) A resolution (whether an ordinary resolution or a Special Resolution) of the National Council may be passed without a general meeting being held if:
 - (i) a copy of the written resolution has been sent to every National Councillor; and
 - (ii) within:
 - (A) 14 days (or a longer period set out in the notice accompanying the written resolution); or
 - (B) a longer period as reasonably determined by the President,
at least 75% of the National Councillors who exercise their right to vote on the resolution within that period sign or agrees to the resolution in accordance with rule 12.15(b).
- (b) A National Councillor may consent to a resolution by:
 - (i) physically or electronically signing the document containing the resolution (or a copy of that document);
 - (ii) giving the Society Secretary notice agreeing to the resolution and either setting out its terms or otherwise clearly identifying them; or
 - (iii) telephoning the Society Secretary and signifying assent to the resolution and clearly identifying its terms, after which the Society Secretary must create an appropriate record.
- (c) The resolution is taken to be passed (and if it is required to be a Special Resolution to be effective, passed as a Special Resolution), at the time the Society Secretary has evidence that the requisite number of National Councillors have signed or agreed to the resolution.

13 Board

13.1 Role of the Board

The role of the Board is to:

- (a) ensure the Society carries out its objects set out in Rule 2 [Society's objects];
- (b) govern the activities of the Society, which includes:
 - (i) reviewing and approving strategies to guide, monitor and control the activities of the Society;
 - (ii) determining and overseeing the financial and human resources available to achieve the strategy;
 - (iii) monitoring the performance of the Society;
 - (iv) overseeing processes and controls in place to ensure compliance with legal and regulatory requirements; and
 - (v) overseeing the processes and controls to manage risk and support informed decision-making; and
- (c) otherwise exercise the powers and comply with the duties set out in Rule 13.7 [Powers and duties of the Board] or as otherwise provided for in these Rules.

13.2 Eligibility to be a Board Member

A person is only eligible to be a Board Member if the individual:

- (a) is a Member;
- (b) has signed a consent to act as Board Member;
- (c) is at least 18 years of age;
- (d) is not disqualified from being a responsible entity under the ACNC Act;
- (e) is not disqualified from managing a corporation under the Corporations Act;
- (f) is not a National Councillor;
- (g) is not in the paid employment of the Society or Australian Red Cross Lifeblood (other than in the role of CEO (Secretary-General)); and
- (h) is not barred from holding any governance or leadership role in the Society in accordance with Rule 11.9(c) [Removal or vacation of office (National Councillor)] or the Governance Regulations.

13.3 Board composition

- (a) The Board will consist of no less than eight and no more than ten Board Members (as determined by the Board), including:
 - (i) four people who have been a Member for at least 12 months at the time of nomination (each a '**Reserved Board Member**') appointed to the Board in accordance with Rule 13.5 [Nomination and appointment of Board Members];
 - (ii) at least three people who need not be a Member at the time of nomination (each an '**Open Board Member**') appointed to the Board in accordance with Rule 13.5 [Nomination and appointment of Board Members]; and
 - (iii) the Australian Red Cross Lifeblood Chair (in an ex-officio capacity).
- (b) Where there are less than:
 - (i) four Reserved Board Members, additional Reserved Board Members must be appointed in accordance with Rule 13.5 [Nomination and appointment of Board Members]; and
 - (ii) three Open Board Members, additional Open Board Members must be appointed in accordance with Rule 13.5 [Nomination and appointment of Board Members].
- (c) Subject to Rule 13.3(e), if the composition requirements in Rule 13.3(a) (other than in relation to the Australian Red Cross Lifeblood Chair) are not met:
 - (i) the remaining Board Members may duly exercise any powers of the Board as if the composition requirements in Rule 13.3(a) were met;
 - (ii) each National Councillor must be given notice that the composition requirements are not met within 14 days; and
 - (iii) the remaining Board Members must use reasonable endeavours to facilitate the Elections and Appointments Panel making a recommendation to the National Council for the appointment of additional Board Members in accordance with Rule 13.5 [Nomination and appointment of Board Members] within four months.
- (d) If the composition requirements in Rule 13.3(a) are not met only because of the vacancy of the Australian Red Cross Lifeblood Chair, the Board is deemed to meet its composition requirements.
- (e) In the event that the number of Board Members falls below five:
 - (i) the National Council may without complying with Rule 13.5 [Nomination and appointment of Board Members] appoint up to four Special Councillors, who comply with Rule 13.2 [Eligibility to be a Board Member], to act as interim Board Members; and
 - (ii) the Special Councillors appointed under Rule 13.3(e)(i):

- (A) shall be appointed on an interim basis until National Council appoints additional Board Members in accordance with Rule 13.5 [Nomination and appointment of Board Members]; and
- (B) must be National Councillors, and therefore Rule 13.2(f) [Eligibility to be a Board Member] and Rule 13.6(i) [Removal or vacation of office (Board Member)] do not apply to the appointment of Special Councillor as interim Board Members.

13.4 Board Member rotation

- (a) Each Reserved Board Member and Open Board Member will hold office for a term of up to three years ending no later than the end of the third annual general meeting of the National Council following their appointment.
- (b) At every annual general meeting of the National Council:
 - (i) at least one, but not more than two of the Reserved Board Members; and
 - (ii) one-third (or, if their number is not a multiple of three, then the number shall be rounded up to the nearest number) of the Open Board Members,

must retire from office and may offer themselves for re-appointment in accordance with the Governance Regulations, provided they could serve a further term of three years without serving a cumulative term of more than 10 years.

- (c) The Board Members to retire under Rule 13.4(b) are those who:
 - (i) wish to retire (whether or not they intend to stand for re-appointment); or
 - (ii) have served the longest time on the Board since their last appointment.

For the situation where Board Members were last appointed on the same day, the Board Member to retire must be decided by lot (unless they can agree among themselves).

- (d) Subject to Rule 13.4(e) and Rule 13.4(f), a person who cannot serve a further term of three years as a Reserved Board Member or Open Board Member without serving a cumulative term of more than 10 years is not eligible to be re-appointed as a Board Member.
- (e) A person who has ceased to be a Board Member for a period of at least three years is eligible to be appointed as a Reserved Board Member or Open Board Member under Rule 13.5 [Nomination and appointment of Board Members] and their prior term(s) as a Board Member will not be counted for the purposes of this Rule 13.4.
- (f) The National Council may increase the maximum tenure for a Reserved Board Member or Open Board Member under Rule 13.4(d) by up to 12 months upon recommendation by the Board in exceptional circumstances.

13.5 Nomination and appointment of Board Members

- (a) The Elections and Appointments Panel will oversee the nomination and recommendation process to the Board, to allow the Board to endorse nominees of any Reserved Board Member and Open Board Member to the National Council for appointment in accordance with any applicable provisions in the Governance Regulations.
- (b) Reserved Board Members and Open Board Members will be appointed at each annual general meeting of the National Council in accordance with these Rules, and otherwise may also be appointed by the National Council:
 - (i) at a general meeting of the National Council; or
 - (ii) by written circular resolution of the National Council under Rule 12.15 [National Council decisions by written circular resolution].
- (c) The Board shall determine:

- (i) the process to recruit and appoint the Australian Red Cross Lifeblood Chair; and
- (ii) the terms of appointment for the Australian Red Cross Lifeblood Chair.

13.6 Removal or vacation of office (Board Member)

The office of a Board Member (other than the Australian Red Cross Lifeblood Chair) becomes vacant if the Board Member:

- (a) dies;
- (b) resigns by notice to the Board Chair or the Society Secretary;
- (c) is removed from office by Special Resolution of the National Council;
- (d) is appointed for a specific term of office and is not reappointed or has reached the maximum term under Rule 13.4 [Board Member rotation];
- (e) is disqualified from being a responsible entity under the ACNC Act;
- (f) is disqualified from managing a corporation under the Corporations Act;
- (g) becomes the subject of a guardianship or administration order as they are unable to make decisions for themselves;
- (h) ceases to be a Member or ceases to be eligible to be a Member;
- (i) is elected or appointed as a National Councillor;
- (j) fails to attend three consecutive meetings of the Board (except to the extent of a leave of absence granted by the Board); or
- (k) enters the paid employment of the Society or Australian Red Cross Lifeblood (other than in the role of CEO (Secretary-General)).

13.7 Powers and duties of the Board

- (a) The Board may exercise all the powers of the Society as a body corporate that are not, by the Royal Charter or by these Rules, required to be exercised by the National Council.
- (b) Without limiting Rule 13.7(a) and subject to the Fundamental Principles, this includes:
 - (i) doing all things necessary or convenient to be done for or in connection with the pursuit of the objects of the Society set out in Rule 2 [Society's objects];
 - (ii) establishing, joining, or terminating membership of any body corporate, trust (including acting as trustee), partnership, joint venture, or subsidiary;
 - (iii) determining any requirements for the governance of Australian Red Cross Lifeblood, any operating division of the Society or any subsidiary of the Society, including:
 - (A) compliance with the Royal Charter and these Rules, including Rule 2.2 [Duties as a component of the International Red Cross and Red Crescent Movement];
 - (B) compliance with any decisions, policies and regulations determined by the Board from time to time (including procedures for dealing with misconduct);
 - (C) requirements regarding the use of the red cross emblem and name (or part thereof) of the Society;
 - (D) regular reporting to the Board on activities and finances in the manner determined by the Board; and
 - (E) that any directors, trustees or board members of Australian Red Cross Lifeblood, an operating division of the Society or a subsidiary of the Society shall be appointed (and may be removed) subject to applicable law, by the Board in its discretion.

- (c) Board Members must ensure they are aware of, and comply with, their duties as Board Members, including the ACNC governance standards and ACNC external conduct standards.
- (d) Each Board Member must:
 - (i) act in good faith in the interests of the Society as a whole;
 - (ii) act in accordance with policies determined by the Board; and
 - (iii) act in accordance with any Code of Conduct determined by the Board.
- (e) The Board must ensure the Society's financial affairs are managed responsibly, including:
 - (i) maintaining financial records that correctly record and explain its transactions and financial performance, and enable true and fair financial reports to be prepared annually;
 - (ii) deciding or ensuring there are appropriate policies on how payments are to be approved or executed by or on behalf of the Society;
 - (iii) ensuring the Society does not operate while insolvent; and
 - (iv) approving the appointment and removal of an external auditor to undertake the audit of the consolidated financial reports of the Society.

13.8 Board delegations

- (a) The Board may delegate any of their powers or functions to one or more Board Members, Board Committees, to a Society employee, agent or other person or persons as the Board decides, including:
 - (i) the National Council;
 - (ii) a Division Council;
 - (iii) the CEO (Secretary-General); or
 - (iv) the Society Secretary.
- (b) A person to whom any powers have been so delegated must exercise the powers delegated in accordance with any directions of the Board.

13.9 Board Chair and Deputy Board Chair

- (a) The Board:
 - (i) shall by resolution appoint a Board Chair; and
 - (ii) may by resolution appoint a Deputy Board Chair,from amongst the Board Members, considering the recommendation of the Elections and Appointments Panel, and following any process set out in the Governance Regulations.
- (b) The Board Chair must preside as chair at each meeting of the Board if present and willing to act.
- (c) If the Board Chair is not present at the meeting within 15 minutes after the time appointed for the meeting, is not present at any part of the meeting, or is unwilling to act, the Deputy Board Chair will preside as chair at the meeting (or part thereof). If there is no Deputy Board Chair or the Deputy Board Chair is not present or not willing to act, the Board Members present must elect one of the Board Members as chair of the meeting (or part thereof).
- (d) In addition to any powers and duties provided elsewhere in these Rules, the Board Chair's main responsibilities include:
 - (i) leading the Board and ensuring that it is operating to the highest governance standards; and

- (ii) acting as the primary liaison point between the Board and the CEO (Secretary-General) and the management team of the Society, between meetings of the Board.

13.10 Power of attorney

- (a) The Board may, by power of attorney, appoint any person or persons to be the attorney or attorneys of the Society for the purposes and with the powers, authorities and discretions vested in or exercisable by the Board for the period and subject to the conditions they think fit.
- (b) A power of attorney may contain any provisions for the protection and convenience of persons dealing with the attorney that the Board thinks fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions vested in the attorney.

13.11 Conflict of interest (Board)

- (a) A Board Member must disclose a perceived, potential or actual material conflict of interest to the other Board Members, via the Board Chair and the Society Secretary.
- (b) The Board must manage conflicts of interest in accordance with the ACNC governance standards, and any conflict of interest policy determined by the Board.
- (c) Subject to Rule 13.11(b):
 - (i) a Board Member is not disqualified from entering into an arrangement with the Society as vendor, purchaser or in another capacity;
 - (ii) an arrangement entered into by the Society in which a Board Member is in any way interested is not invalid or voidable; and
 - (iii) a Board Member who has an interest in an arrangement involving the Society is not liable to account to the Society for any profit realised under the arrangement, merely because of the Board Member's fiduciary obligations.
- (d) The Society Secretary must maintain a register of disclosures under Rule 13.11(a).

13.12 Board Committees

- (a) The Board must maintain:
 - (i) a Board Committee that is responsible for managing the external audit of the Society's financial affairs and such other responsibilities the Board considers appropriate; and
 - (ii) such other Board Committees as the Board considers appropriate.
- (b) A Board Committee may consist of any number of Board Members or others, but a person is only eligible to be appointed to a Board Committee if the individual:
 - (i) is a Member; and
 - (ii) is at least 18 years of age.
- (c) The Board must appoint a chair to each Committee who must be a Board Member.
- (d) The Board may delegate any of the Board's powers to one or more Board Committees.
- (e) A Board Committee must exercise its powers within the terms of the delegation, or its terms of reference approved by the Board.
- (f) The procedures applying to Board meetings apply as far as possible to the proceedings and decision-making of any Board Committees.
- (g) The Board may establish one or more advisory committees consisting of any number of Board Members or others.

13.13 Elections and Appointments Panel

- (a) The Board must maintain an Elections and Appointments Panel.
- (b) The Elections and Appointments Panel is responsible for nominations of Reserved Board Members, Open Board Members, the Board Chair, the Deputy Board Chair, the President and Special Councillors in accordance with any applicable provisions in these Rules and the Governance Regulations.
- (c) The Elections and Appointments Panel will comprise:
 - (i) two National Councillors who are elected to the Elections and Appointments Panel at the annual general meeting of the National Council which will be conducted by secret ballot if the number of nominees exceeds the number of positions available; and
 - (ii) such other members determined by the Board.
- (d) The Board must appoint a chair of the Elections and Appointments Panel who must be a Board Member.
- (e) The procedures applying to Board meetings apply as far as possible to the proceedings and decision-making of the Elections and Appointments Panel.

13.14 Validity of acts

An act done by a person acting as a Board Member, a meeting of the Board, or a person exercising a power or function delegated to them by the Board is not invalidated merely because of one of the following circumstances, if that circumstance was not known by any of that person, the Board or the Board Committee (as applicable) when the act was done:

- (a) a defect in the appointment of the person as a Board Member or delegate;
- (b) the person being disqualified as a Board Member or having vacated office; or
- (c) the person not being entitled to vote.

14 Board meetings

14.1 Convening Board meetings

- (a) The Board Chair may call a meeting of the Board by requesting the Society Secretary give reasonable notice (having regard to the circumstances) to the other Board Members.
- (b) Upon the written request of three Board Members, the Society Secretary must convene a meeting of the Board by giving reasonable notice to the other Board Members.
- (c) A notice of meeting of the Board:
 - (i) must specify the date, time and place of the meeting;
 - (ii) need not state the nature of the business to be transacted at the meeting; and
 - (iii) must be given in accordance with Rule 23 [Notice].
- (d) Where reasonably necessary in the circumstances, a notice of meeting of the Board may be given immediately before the meeting provided all Board Members are given notice of the meeting without having to comply with Rule 14.1(c) and Rule 23.3 [Time of service].

14.2 Frequency of Board meetings

The Board must meet at least four times in each year at times and places as determined by the Board.

14.3 Board meetings using technology

- (a) A Board Member who takes part in a meeting of the Board by telephone or using technology is taken to be present in person at the meeting.

- (b) Subject to Rule 14.1 [Convening Board meetings], the simultaneous linking together by telephone or using technology of a sufficient number of the Board to constitute a quorum constitutes a meeting of the Board.
- (c) All the provisions in these Rules relating to meetings of the Board apply, as far as they can and with any necessary changes, to meetings of the Board by telephone or using technology.
- (d) A meeting by telephone or other electronic means is taken as held at the place decided by the chair of the meeting, as long as at least one of the Board Members was at that place for the duration of the meeting.
- (e) If a technical difficulty occurs which means that one or more Board Members cannot participate in the meeting of the Board, the chair of the meeting may adjourn the meeting until the difficulty is remedied or may, if a quorum of the Board remains present, continue with the meeting.

14.4 Quorum at Board meetings

No business may be transacted at a meeting of the Board unless a quorum of a majority of Board Members (excluding any member who is on an approved leave of absence) is present at the time the business is dealt with.

14.5 Decisions of the Board

- (a) A resolution at a meeting of the Board must be decided by a majority of votes cast by the Board Members present.
- (b) Where the votes on a proposed motion or resolution are equal, the chair of the meeting is entitled to a casting vote in addition to any votes to which the chair of the meeting is entitled as a Board Member or proxy for a Board Member.

14.6 Board decisions by written circular resolution

- (a) A resolution is taken to have been passed if 100% of the Board Members (excluding any member who is on an approved leave of absence) who would be entitled to receive notice of a meeting and to vote on a resolution are given a document setting out that resolution, sign or consent to the resolution within the time specified (or if no time is specified within 14 days of the document being sent to the Board Members).
- (b) A Board Member may consent to a resolution by:
 - (i) physically or electronically signing the document containing the resolution (or a copy of that document);
 - (ii) giving the Society Secretary or the Board Chair notice agreeing to the resolution and either setting out its terms or otherwise clearly identifying them; or
 - (iii) telephoning the Society Secretary or the Board Chair signifying assent to the resolution and clearly identifying its terms, after which the Society Secretary or Board Chair must create an appropriate record.
- (c) The resolution is taken as passed when the last Board Member signs or consents to that resolution.

14.7 Urgent decisions by the Board

The Board will establish processes for dealing with urgent or out of sessions matters, which may include written circular resolutions in accordance with Rule 14.6 [Board decisions by written circular resolution], as the Board considers appropriate.

14.8 Proxies for Board Members

- (a) A Board Member is entitled to appoint a proxy to attend meetings of the Board and vote on behalf of the Board Member.

- (b) The proxy must be the chair of the Board meeting or another Board Member.
- (c) Proxies must be received by the Society Secretary or chair of the meeting at least three Business Days before the meeting of the Board, or a shorter timeframe as approved by the Board.
- (d) The instrument appointing a proxy must be in writing and in the form prescribed by the Board (if any).
- (e) A proxy is entitled to a separate vote for each Board Member the proxy represents, in addition to any vote the person may have as a Board Member in their own right.
- (f) The written appointment of the proxy may direct the manner in which the proxy is to vote in respect of a particular resolution and, where this is provided, the proxy must vote on the proposed resolution as directed in the appointment.
- (g) The appointment of a proxy is revoked by the appointer attending and taking part in the meeting.

14.9 Observers at Board meetings

- (a) The CEO (Secretary-General) and Society Secretary must be given notice of and be invited to attend all Board meetings.
- (b) The Board may invite any person to attend a Board meeting as an observer or to advise on matters as the Board determines.
- (c) The Board may resolve that any person who is not a Board Member is not permitted to attend a meeting, or part of a meeting.
- (d) Only Board Members have the right to vote in respect of any resolution or other proceedings of the Board.

15 Minutes and records

15.1 Minutes

- (a) The Society will keep and record as part of its records:
 - (i) minutes of general meetings of the National Council, Board meetings, Board Committee meetings, and general meetings of the Division (including all resolutions passed, the persons present at these meetings and all appointments of officers);
 - (ii) records of resolutions passed at Elections and Appointments Panel meetings, Division Council meetings, and any committees constituted by Division Councils (including the persons present at these meetings); and
 - (iii) records of resolutions passed without a meeting.
- (b) The records must be made as soon as practicable after the relevant meeting is held or resolution passed.
- (c) The minutes or records of a meeting must be signed within a reasonable time by the chair of the relevant meeting or the chair of the next meeting.

15.2 Annual Report

The Board must publicly publish the Annual Report on the activities of the Society and the annual consolidated financial reports in a manner and at a time determined by the Board.

15.3 Inspection of records

- (a) A Member, Volunteer or other person (other than a Board Member) does not have the right to inspect any document, books or records of the Society except as provided by law or authorised by the Board or by a Special Resolution of the National Council.

- (b) The Board may determine at what times and places and under what conditions, the records in Rule 15.3(a) will be open to the inspection.
- (c) The Society may enter into contracts with current and past Board Members agreeing to provide access to the records in Rule 15.3(a) which relate to the period during which the individual served as a Board Member on such terms and conditions as the Board thinks fit. This Rule does not limit any right that current and past Board Members otherwise have.

16 Patrons and Vice-Patrons

- (a) The Society shall have a patron in accordance with the Royal Charter.
- (b) Subject to the Royal Charter, the Board may appoint:
 - (i) a person to be patron of the Society; and
 - (ii) one or more persons to be a vice-patron of the Society.
- (c) A patron or vice-patron of the Society cannot be appointed unless they consent to:
 - (i) to act as patron or vice-patron of the Society; and
 - (ii) support the purpose of the Society set out in Rule 2 [Society's objects].

17 Society Secretary

- (a) The Society must have a Society Secretary who is to be appointed by the Board.
- (b) The Society Secretary must provide consent to the appointment.
- (c) The Board may suspend or remove the Society Secretary from that office.
- (d) The Society Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, as determined by the Board. The exercise of those powers and authorities and the performance of those duties by the Society Secretary is subject at all times to the control of the Board and subject to Rule 13.8 [Board delegations].

18 CEO (Secretary-General)

- (a) The Society must have a CEO (Secretary-General) who is to be appointed by the Board.
- (b) The Board may suspend or remove the CEO (Secretary-General) from that office.
- (c) The CEO (Secretary-General) holds office on the terms and conditions (including as to remuneration) and with the delegated powers, duties and authorities, as determined by the Board.
- (d) The CEO (Secretary-General) will report to the Board.
- (e) The CEO (Secretary-General)'s main responsibilities include:
 - (i) providing advice and recommendations to the Board;
 - (ii) implementing the decisions of the Board;
 - (iii) managing all activities of the Society;
 - (iv) appointing and dismissing employees and Volunteers of the Society;
 - (v) managing all employees and Volunteers of the Society; and
 - (vi) supporting Members.

19 Chief Financial Officer

- (a) The Society must have a Chief Financial Officer who is to be appointed by the Board.
- (b) The Board may suspend or remove the Chief Financial Officer from that office.

- (c) The Chief Financial Officer holds office on the terms and conditions (including as to remuneration) and with the delegated powers, duties and authorities, as determined by the Board.
- (d) The Chief Financial Officer will report to the CEO (Secretary-General).

20 Divisions

20.1 Divisions

- (a) A Special Resolution of the National Council is required to establish or disestablish a Division.
- (b) A Division is entitled to describe itself as a "Division of Australian Red Cross".
- (c) A Division is constituted by those Members determined in accordance with the Governance Regulations (**Division Members**), which must be consistent with any Special Resolution of the National Council under Rule 20.1(a).
- (d) Each Division must hold an annual general meeting for Division Members at such date, time and place as determined by the Division Council in accordance with any applicable provisions in the Governance Regulations.

20.2 Division Council

- (a) Each Division shall have a Division Council to undertake the functions prescribed by the Governance Regulations, or as otherwise delegated to it by the Board.
- (b) The composition of each Division Council will be governed by any applicable provisions set out in the Governance Regulations.
- (c) A Division Council may, in accordance with the Governance Regulations, appoint a patron or vice patron of that Division.

20.3 Division governance issues

The Board may take any action it considers appropriate in the circumstances where:

- (a) the Division Council does not have the minimum number of Division Councillors fixed under these Rules or any applicable Governance Regulations;
- (b) the number of people required for a quorum at any general meeting of the Division Members is not achieved at an adjourned meeting under the Governance Regulations; or
- (c) the Board is aware of any allegations or has concerns regarding material governance issues related to the Division or any matters in the Division that could bring the Society into disrepute.

21 Signing documents

21.1 Exercise of the Society's power to make contracts

- (a) The Society's power to make, vary, ratify or discharge a contract may be exercised by an individual acting with the Society's express or implied authority and on behalf of the Society.
- (b) The power may be exercised without using a common seal.

21.2 Use of Common Seal

- (a) The Common Seal of the Society may be used only by the authority of the Board.
- (b) The Common Seal must be kept under custody and control as prescribed by the Board.
- (c) The Society may execute a document under Common Seal if the Common Seal or duplicate Common Seal is affixed to the document and it is signed by any two of the following:
 - (i) any Board Member or Board Members;
 - (ii) the CEO (Secretary-General);

- (iii) the Chief Financial Officer;
- (iv) the Society Secretary; or
- (v) any other person or persons duly authorised by the Board.

21.3 Execution of documents without common seal

- (a) The Society may execute a document, including a deed, without using a common seal if the document is signed by any two of the following:
 - (i) any Board Member or Board Members;
 - (ii) the CEO (Secretary-General);
 - (iii) the Chief Financial Officer;
 - (iv) the Society Secretary; or
 - (v) any other person or persons duly authorised by the Board.
- (b) These Rules do not limit the ways in which the Society may execute a document, including a deed.
- (c) The Society Secretary must ensure that material particulars of any contract or other document which is required by or under the Rules to be approved or made by the Board, and is so approved or made, are to be included and maintained in the Contracts Register. The Contracts Register may form part of any register of contracts and other documents executed on behalf of the Society, maintained by the Society.

21.4 Assumptions

A person dealing with the Society in good faith is entitled to assume that:

- (a) a document signed by the Society has been duly executed if it appears to have been signed in accordance with these Rules; and
- (b) anyone who appears from information made available by the Society on its primary website to be a person who holds a role that may permit them to sign the document under these Rules has been:
 - (i) duly appointed and holds that role; and
 - (ii) has authority to exercise the powers and perform the duties of their role, provided that at the time of the dealing the person did not know or suspect that the assumption was incorrect.

22 Indemnity and insurance

22.1 Persons to whom the indemnity and insurance apply

The indemnity and insurance referred to in this Rule 22 applies to Indemnified Officers.

22.2 Indemnity

- (a) The Society must indemnify, on a full indemnity basis and to the full extent permitted by law, each Indemnified Officer against all losses or liabilities (including costs and expenses) incurred by the person as an officer of the Society or of a related body corporate.
- (b) This indemnity:
 - (i) is a continuing obligation and is enforceable by an Indemnified Officer even though that person has ceased to be an officer of the Society;
 - (ii) is enforceable without that person having first to incur any expense or make any payment; and
 - (iii) applies to liabilities incurred both before and after the Effective Date.

22.3 Insurance

The Society may, to the extent permitted by law:

- (a) purchase and maintain insurance; or
- (b) pay or agree to pay a premium for insurance,

for any Indemnified Officer against any liability incurred by the person as an officer of the Society or of a related body corporate where the Board consider it appropriate to do so.

22.4 Deed

- (a) The Society may enter into a Deed with any Indemnified Officer to give effect to the matters covered by these Rules.
- (b) A Deed entered into under this Rule may include provisions relating to rights of access to the books of the Society conferred by law.

22.5 Savings

Nothing in this Rule 22:

- (a) affects any other right or remedy that an Indemnified Officer may have in respect of any loss or liability referred to in this Rule 22; or
- (b) limits the capacity of the Society to indemnify or provide or pay for insurance for any person to whom this Rule 22 does not apply.

23 Notice

23.1 Notice

- (a) Any notice or communication to an individual under these Rules may be given by:
 - (i) delivering it personally;
 - (ii) post to the person's nominated address;
 - (iii) email to the person's nominated electronic address;
 - (iv) other electronic means to the person's nominated address; or
 - (v) notifying the person by email or other electronic means to the person's nominated address, that the notice or communication or publication is available at a specified electronic address.
- (b) A copy of any notice given to National Councillors or Board Members must also be copied (cc'd) or sent to SocietySecretary@redcross.org.au or the email address of the Society Secretary.

23.2 Notice to the Society

- (a) Notice may be given to the Society:
 - (i) by personal service to its registered address;
 - (ii) by post to its registered address; or
 - (iii) by sending it to SocietySecretary@redcross.org.au or the email address of the Society Secretary.
- (b) Any notice given to the Society that is not given under Rule 23.2(a)(iii) must also be copied (cc'd) or sent to SocietySecretary@redcross.org.au or the email address of the Society Secretary.

23.3 Time of service

- (a) A notice given under these Rules properly addressed and posted is taken to be served at 10.00 am on the next Business Day after the date it was posted.

- (b) Where notice is given by email or other electronic means, the notice is taken as served at the time it is sent.
- (c) If service under Rule 23.3(b) is on a day which is not a Business Day or is after 5.00 pm (sender's time), the notice is regarded as having been received at 9.00 am on the following Business Day.
- (d) Where a given number of days' notice or notice extending over any other period must be given, the day of service and the date of the meeting is not to be counted in the number of days or other period.
- (e) A certificate in writing signed by a Board Member or the Society Secretary stating that a document was sent to a person by post or electronic means on a particular date is conclusive evidence that the document was so sent on that date.

23.4 Other communications and documents

This Rule 23 applies, as far as it can, with any necessary changes, to the service of any communication or document.

23.5 Non-receipt of notice

- (a) The non-receipt of notice, communication or any document (including a proxy form) by, or a failure to give notice, communication or any document (including a proxy form) to, any individual person entitled to receive a notice or communication under these Rules (including a notice of, postponement of, adjournment of or change of date, time or place of a general meeting or a notice of a Board meeting) does not invalidate anything done or resolution passed at any meeting if:
 - (i) the non-receipt or failure occurred by accident or error;
 - (ii) the individual person waives notice of that meeting before or after the meeting; or
 - (iii) before or after the meeting, the person notifies the Society Secretary of that person's agreement to that thing or resolution personally or by post, telephone, email or other electronic means.
- (b) A person's attendance at a meeting waives any objection to a failure to give notice, or the giving of a defective notice, of the meeting.

24 Definitions and interpretation

24.1 Definitions

Term	Meaning
ACNC Act	the <i>Australian Charities and Not-for-profits Commission Act 2012</i> (Cth).
Alternate Deputy Chair	An individual who is appointed to the National Council in the stead of a Deputy Chair of a Division Council under Rule 11.4(a)(iii)(B) [National Council composition].

Term	Meaning
Australian Red Cross Lifeblood	<p>means that part of the Society or a subsidiary of the Society (as may determined by the Board from time to time) which provides benevolent relief consistent with the objects of the Society set out in Rule 2 [Society's objects], and which at the Effective Date includes undertaking the following objects/activities as may be determined or amended by the Board:</p> <ol style="list-style-type: none"> <li data-bbox="544 479 1474 546">(1) promoting, advancing and enabling the provision of life-giving blood, plasma, transplantation, and other biological products and services; <li data-bbox="544 562 1426 629">(2) supplying blood, blood and biological products and other related services in conjunction with a volunteer donor base; <li data-bbox="544 645 1474 786">(3) leading, supporting and influencing research and policy on life-giving blood, plasma, transplantation and other biological products and services, in order to improve health outcomes and relieve sickness and distress of people in need; and <li data-bbox="544 801 1474 936">(4) collaborating with healthcare professionals and other related services to share clinical practice expertise and health insights, in order to improve health outcomes and relieve sickness and distress of people in need.
Australian Red Cross Lifeblood Chair	means the chair of Australian Red Cross Lifeblood as appointed by the Board.
Business Day	Monday to Friday inclusive, excluding New Years' Day, Australia Day, Good Friday, Easter Monday, ANZAC Day, Christmas Day and Boxing Day.
Board	the Board Members acting as the Board of the Society.
Board Chair	the chair of the Board appointed under Rule 13.9(a) [Board Chair and Deputy Board Chair].
Board Committee	a committee of persons appointed by the Board, constituted under Rule 13.12 [Board Committees].
Board Member	a member of the Board.
CEO (Secretary-General)	the chief executive officer of the Society appointed under Rule 18 [CEO (Secretary-General)].
Chief Financial Officer	the chief financial officer of the Society appointed under Rule 19 [Chief Financial Officer].
Contracts Register	the register of contracts and other documents which are executed upon the approval of the Board by resolution in accordance with these Rules whether under the Common Seal of the Society or otherwise.
Corporations Act	the <i>Corporations Act 2001</i> (Cth).
Deputy Board Chair	the deputy chair of the Board appointed under Rule 13.9(a) [Board Chair and Deputy Board Chair].
Division	a body of Members constituted in accordance with Rule 20.1 [Divisions].

Term	Meaning
Division Council	a Division Council of the Society in accordance with Rule 20.2 [Division Council].
Division Councillor	a person who has been elected or appointed as a member of a Division Council in accordance with the Governance Regulations.
Division Member	a Member of a Division in accordance with Rule 20.1 [Divisions].
Effective Date	the date determined in accordance with Rule 26 [Effective Date of these Rules].
Elections and Appointments Panel	the panel constituted under Rule 13.13 [Elections and Appointments Panel].
Fundamental Principles	the Fundamental Principles of the International Red Cross and Red Crescent Movement proclaimed by an International Conference of the Red Cross and Red Crescent.
Geneva Conventions	the same meaning as given to that term in the Royal Charter, and includes the 'Additional Protocols' to the Geneva Conventions.
Gift	<ol style="list-style-type: none"> (1) a voluntary transfer of money or property (including financial assets such as shares) where the donor receives no material benefit or advantage; or (2) a voluntary transfer of money or property in relation to an eligible fundraising event as described in item 7 or item 8 of the table in section 30-15 of the <i>Income Tax Assessment Act 1997</i> (Cth)..
Governance Regulations	the governance regulations of the Society made by the Board under Rule 8 [Regulations].
Governor-General	the same meaning as given to that term in the Royal Charter.
Indemnified Officer	<ol style="list-style-type: none"> (1) each person who is or has been a member of the Board or any Board Committee; (2) the Society Secretary, CEO (Secretary-General), and Chief Financial Officer; and (3) any other person as the Board in each case decides.
International Red Cross and Red Crescent Movement	means the International Red Cross and Red Crescent Movement ('the Movement') comprising the International Federation of Red Cross and Red Crescent Societies ('the Federation'), the International Committee of the Red Cross ('the International Committee') and the constituent national societies of the Federation ('National Societies').
Member	a person entered in the register of members as a member of the Society accordance with Rule 9.3 [Register of Members].
Open Board Member	a Board Member under Rule 13.3(a)(ii) [Board composition].

Term	Meaning
National Council	the National Councillors determined under Rule 11.4 [National Council composition] acting as the National Council of the Society. The National Council is the 'Council' for the purposes of the Royal Charter.
National Councillor	a member of the National Council, including the President.
President	the president of the Society elected under Rule 11 [National Council].
Reserved Board Member	a Board Member under Rule 13.3(a)(i) [Board composition].
Royal Charter	the charter incorporating the Society in the form of a Letter Patent of George VI dated 28 June 1941 as that charter has been and may be amended or supplemented.
Rules	these rules as amended from time to time, and a reference to a Rule is a reference to a rule of these Rules.
Society	Australian Red Cross Society (ABN 50 169 561 394).
Society Secretary	a person appointed under Rule 17 [Society Secretary] as a secretary of the Society, and where appropriate includes an acting society secretary and a person appointed by the Board to perform all or any of the duties of a secretary of the Society.
Special Councillor	a person elected to the National Council under Rule 11 [National Council] to the office of Special Councillor.
Special Resolution	a resolution passed by at least 75% of the persons entitled to vote on the resolution that are present in person or by proxy, and in the case of a circular resolution by the National Council 75% of the National Councillors.
Volunteer	those individuals referred to in Rule 10.1(b) [Volunteers].
Youth Member	a person acting as a Youth Member of a Division Council, who is elected or appointed in accordance with any applicable provisions in the Governance Regulations.

24.2 Interpretation

(a) In these Rules:

- (i) a reference to any legislation includes all delegated legislation made under it and amendments, consolidations, replacements or re-enactments of any of them;
- (ii) although the Society is not incorporated under the Corporations Act, a word or expression defined or used in the Corporations Act, covering the same subject, has the same meaning in these Rules;
- (iii) a reference to 'written' or 'in writing' includes electronic communications;
- (iv) a reference to a document being 'signed' or to 'signature' includes that document being executed under hand or under seal or by any other method including electronically, and, in the case of a communication in electronic form, includes the document being authenticated in accordance with the Corporations Act or any other method approved by the Board;

- (v) the words "such as", "including", "particularly" and similar expressions are not used as, nor are intended to be interpreted as, words of limitation; and
 - (vi) the singular includes the plural and the plural includes the singular.
- (b) Where these Rules give power to a person to delegate a function or power:
- (i) the Board may elect to exercise any function or power that it has delegated;
 - (ii) the delegation may be either general or limited in any way provided in the terms of delegation;
 - (iii) the delegation may include the power to sub-delegate;
 - (iv) the delegation may be revoked, withdrawn, suspended or varied; and
 - (v) where performing or exercising that function or power depends on that person's opinion, belief or state of mind about a matter, that function or power may be performed or exercised by the delegate on the delegate's opinion, belief or state of mind about that matter.
- (c) These Rules are subject to the Royal Charter.

25 Transitional provisions

The Rules are modified by this Rule 25 to the extent required to give effect to these transitional arrangements.

25.1 Board composition

- (a) On the Effective Date:
- (i) all individuals holding the office as a Board Member immediately before these Rules become effective will automatically vacate their office.
 - (ii) the individual holding the position of 'President' immediately before the Effective Date shall, until the conclusion of the 2025 annual general meeting of the National Council, be deemed to:
 - (A) be appointed as a Reserved Board Member; and
 - (B) hold the position of Board Chair.
 - (iii) the individual holding the position of 'Deputy President' immediately before Effective Date shall, until the conclusion of the 2025 annual general meeting of the National Council, be deemed to:
 - (A) be appointed as a Reserved Board Member; and
 - (B) hold the position of Deputy Board Chair.
 - (iv) the individual holding the position of the Chair of the Audit & Risk Committee on the Board immediately before the Effective Date:
 - (A) shall be deemed to be appointed as an Open Board Member for a term that ends at the conclusion of the 2026 annual general meeting of the National Council; and
 - (B) be the initial chair of the Committee responsible for the external audit of the Society's financial affairs referred to in Rule 13.12(a)(i) [Board Committees].
 - (v) subject to Rule 25.3 [Tenure], those other individuals determined by the National Council before the Effective Date to be Reserved Board Members and Open Board Members in accordance with the composition requirements in Rule 13.3 [Board composition] shall be deemed to be appointed.

- (b) At the 2025 annual general meeting of the National Council, only those people deemed to be appointed under Rule 25.1(a)(ii) and Rule 25.1(a)(iii) are required to retire as a Board Member for the purposes of Rule 13.4(a) [Board Member rotation].

25.2 Special Councillors

Any person who held the position of 'Special Councillor' immediately before the Effective Date shall be deemed to be appointed as a Special Councillor for the period of their original elected term.

25.3 Tenure

In respect of any elected or appointed position under these Rules or the Governance Regulations, any tenure served under the previous rules or divisional regulations immediately before the Effective Date shall be counted towards the tenure provisions in these Rules or the Governance Regulations.

25.4 Members

Those people recorded as a Member on the Society's register of members immediately before the Effective Date shall be deemed to be a Member of the Society on the Effective Date.

25.5 Other transitional provisions

- (a) The Board may make rules and regulations as required to assist with the Society's transition following the Special Resolution of the National Council approving these Rules.
- (b) In the event of any uncertainty as to:
 - (i) the interpretation of these Rules (including this Rule 25 [Transitional provisions]) and any regulations (including the Governance Regulations);
 - (ii) the interpretation of any other rules and regulations made under transitional Rule 25.5(a); or
 - (iii) any question or right arising from or related to 25.5(b)(i) or 25.5(b)(ii),the decision of the Board is final and binding.

26 Effective Date of these Rules

- (a) Subject to Rule 26(b), these Rules become effective on 1 July 2025.
- (b) If the Governor-General has not approved these Rules under the Royal Charter by 1 June 2025, these Rules shall only become effective on the date that is one month after the Governor-General approves these Rules under the Royal Charter.

Approval by the Governor-General

WITNESS under my hand on _____ 2025, approval of these Rules in accordance with the Royal Charter incorporating the Society in the form of a Letter Patent of George VI dated 28 June 1941 as that Royal Charter has been and may be amended or supplemented:

*Her Excellency the Honourable Ms Sam Mostyn AC
Governor-General of the Commonwealth of Australia*

Approved by the National Council, subject to approval by the Governor-General.