



Constitution

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Contents

CHAPTER 1 – FIJI RED CROSS IDENTITY	4
Article 1: Constitution and Legal Base	4
Article 2: Relationship with the International Red Cross and Red Crescent Movement	5
Article 3: Emblem and Logo	5
CHAPTER 2 – OBJECTIVES.....	6
Article 4: Mission and Objectives.....	6
CHAPTER 3 – PATRON, MEMBERS AND VOLUNTEERS	7
Article 5: Patron	7
Article 6: Membership of the Society	7
Article 7: Honorary Members	7
Article 8: Duties and Rights of Members	8
Article 9: Membership Registration.....	8
Article 10: Suspension and Termination of Membership	9
Article 11: Volunteers	9
Article 12: Duties and Rights of Volunteers	10
CHAPTER 4 – GOVERNANCE AND MANAGEMENT	11
Article 13: National Council - Composition.....	11
Article 14: National Council – Powers.....	11
Article 15: National Council - Meetings	12
Article 16: National Council Meeting Procedures.....	12
Article 17: National Board - Composition	12
Article 18: National Board - Term of Office	13
Article 19: Vacancy of Office.....	13
Article 20: National Board – Duties and Responsibilities	13
Article 21: National Board - Meetings and Procedures	14
Article 22: President.....	14
Article 23: Finance, Audit and Risk Commission	15
Article 24: Youth Commission.....	16
Article 25: Youth Commission – Procedures and Meetings	17
Article 26: National Youth Forum	17
Article 27: Management and Director General	18
CHAPTER 5 - BRANCHES.....	20
Article 28: Establishment and duties of Branches	20
Article 29: General Meetings	20
Article 30: Branch Committee – Election and Term of office	21
Article 31: Functions of Branch Committees	21

Article 32: Branch Committees - Meetings and Procedures	21
Article 33: Suspension and removal of Branch Committees	22
Article 34: Branch Youth Committee	22
Article 35: Dissolution of Branches	22
CHAPTER 6 – ELECTION, ROTATION AND CANDIDATES.....	24
Article 36: Candidates for Election.....	24
Article 37: Elections.....	24
Article 38: Rotation	25
CHAPTER 7: COMPLIANCE, INTEGRITY AND DISPUTE RESOLUTION.....	26
Article 39: The Society’s reputation.....	26
Article 40: Preventing fraud and corruption.....	26
Article 41: Conflict of Interest.....	27
Article 42: Dispute Resolution	27
CHAPTER 8 - FINANCIAL MATTERS.....	29
Article 43: External audits	29
Article 44: Financial Resources	29
CHAPTER 9 - FINAL PROVISIONS	30
Article 45: The Constitution	30
Article 46: Amendment of the Constitution	30
Article 47: Rules and Procedures	30
Article 48: Transitional Arrangements	30
Article 49: Dissolution and Liquidation	31

DEFINITIONS

Auxiliary	Distinctive partnership between public authorities and the Society, and the areas in which the Society supplements or substitutes public humanitarian services
Code of Conduct	Code of Conduct of the Society
ICRC	International Committee of the Red Cross
IFRC	International Federation of Red Cross and Red Crescent Societies
Movement	International Red Cross and Red Crescent Movement
Rules and Procedures	The Rules and Procedures of the Society that accompany this Constitution
Serious Cause	When a person conducts him or herself in a way that is against, or fails to uphold the Fundamental Principles of the Movement, the Code of Conduct, or that damages the work or reputation of the Society or the Movement
Society	Fiji Red Cross Society

CHAPTER 1 – FIJI RED CROSS IDENTITY

Article 1: Constitution and Legal Base

- 1.1 The Society was officially recognised by the Fiji Government on 23rd June 1971, as a voluntary aid society, auxiliary to public authorities in the humanitarian field, in accordance with the Geneva Conventions as the only national Red Cross Society which may carry out its activities throughout the territory of Fiji.
- 1.2 The Society was legally registered on the 27th April 1976.
 - (i) It possesses legal status.
 - (ii) Its term of existence is unlimited.
 - (iii) Its National Office is located in Suva.
- 1.3 This constitution is based on:
 - (i) the Geneva Conventions of 1949 and the Additional Protocols of 1977, to which the Republic of Fiji is a party
 - (ii) the Statutes of the International Red Cross and Red Crescent Movement
 - (iii) the Resolutions of the International Conference of the Red Cross and Red Crescent and the Council of Delegates
 - (iv) The Constitution and Decisions of the General Assembly of the International Federation of Red Cross and Red Crescent Societies (IFRC).
- 1.4 The Society shall in all its work respect the following Fundamental Principles of the Red Cross and Red Crescent Movement, which are;

HUMANITY

The International Red Cross and Red Crescent Movement, born of a desire to bring assistance without discrimination to the wounded on the battlefield, endeavours – in its international and national capacity – to prevent and alleviate human suffering wherever it may be found. Its purpose is to protect life and health and to ensure respect for the human being. It promotes mutual understanding, friendship, co-operation and lasting peace among all people.

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 International Red Cross and Red Crescent Movement may not take sides in hostilities or engage at any time in controversies of a political, racial, religious or ideological nature.

INDEPENDENCE

The International Red Cross and Red Crescent Movement is independent. The National Societies, while auxiliaries in the humanitarian services of their government 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 International Red Cross and Red Crescent Movement.

VOLUNTARY SERVICE	The International Red Cross and Red Crescent Movement is a voluntary relief organisation not prompted in any manner by desire for gain.
UNITY	There can be only one Red Cross 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 is a world-wide institution in which all Societies have equal status and share equal responsibilities and duties in helping each other.

- 1.5 In relation to the public authorities, the Society is officially recognised as auxiliary in the humanitarian field, however maintains an autonomy which allows it to act at all times independently in accordance with the Fundamental Principles. The public authorities shall at all times respect the adherence by the Society to the Fundamental Principles.

Article 2: Relationship with the International Red Cross and Red Crescent Movement

- 2.1 The Society was recognised by the International Committee of the Red Cross on 20th September 1973 as a component of the Movement and was admitted as the 118th member of the International Federation of Red Cross and Red Crescent Societies on 2nd November 1973.
- 2.2 The Society shall at all times:
- (i) fulfil the conditions laid down in Article 4 of the Statutes of the International Red Cross and Red Crescent Movement;
 - (ii) conform with Article 3 of the Statutes of the International Red Cross and Red Crescent Movement;
 - (iii) be bound by the obligations laid down in Article 8 of the Constitution of the International Federation of Red Cross and Red Crescent Societies;
 - (iv) maintain a close co-operation and continued dialogue with the other components of the International Red Cross and Red Crescent Movement.

Article 3: Emblem and Logo

- 3.1 The Society has a logo which is the sign of the Red Cross on a white background, surrounded by a light blue ring including the words "Fiji Red Cross Society" in white.
- 3.2 The Society shall use the Red Cross emblem (the heraldic sign of the Red Cross on a white background) as a symbol in accordance with the regulations of the Geneva Conventions and the applicable regulations regarding the use of the emblem adopted by the International Red Cross and Red Crescent Movement, including the Regulations on the use of the Emblem of the Red Cross or the Red Crescent by the National Societies from 1991, whose provisions shall be binding on the Society.
- 3.3 The National Board shall be responsible for adopting internal regulations on the use of the emblem complying with the instruments as mentioned in Article 1.3

CHAPTER 2 – OBJECTIVES

Article 4: Mission and Objectives

- 4.1 The mission of the Society is to build safe, healthy and resilient communities by working with our partners and empowering volunteers in humanitarian services and advocacy.
- 4.2 The principal objective of the Society in its humanitarian activities is to prevent and alleviate suffering with complete impartiality, making no discrimination as to nationality, race, sex, gender, sexual orientation, age, disability, social background, economic status, religious beliefs, language, ethnic origin, citizenship, class or political opinions or for any other similar grounds.
- 4.3 For this purpose, the tasks of the Society are in particular to:
 - (i) act in case of armed conflict, and in peace prepare to act in all situations covered by the Geneva Conventions and on behalf of persons affected by armed conflict, both civilian and military;
 - (ii) help persons affected by war and internal violence and to protect and assist in the preservation of their physical integrity and dignity;
 - (iii) assist families that are separated by crisis or conflict to reconnect and protect unaccompanied minors and vulnerable people;
 - (iv) assist vulnerable people within our communities to live healthy lives, including prevention of infectious and non-communicable diseases, responding to health crises and alleviation of suffering;
 - (v) organise, within the scope of a national plan (including the work of the National Disaster Management Council), emergency relief for persons affected by disasters, whatever the cause is;
 - (vi) raise awareness within and support our communities on disaster resilience, preparedness, response and recovery;
 - (vii) raise awareness of and help our communities, adapt to and deal with impacts of climate change.
 - (viii) promote the participation of young people in the work of the Society;
 - (ix) strive towards gender balance within all aspects of the Society, as well as ensuring gender protection and inclusion is part of programmes and planning;
 - (x) promote the Fundamental Principles of the International Red Cross and Red Crescent Movement and those of International Humanitarian Law in order to further a culture of peace and the development of humanitarian ideals among our communities;
 - (xi) co-operate with public authorities at all levels to ensure respect for International Humanitarian Law, to protect the Red Cross, Red Crescent and Red Crystal emblems and to respect and recognise the activities carried out by the Society in Fiji through the legislation and administration;
 - (xii) promote mutual assistance and co-operation with public authorities at all levels, and co-operate with other partners within and outside the International Red Cross and Red Crescent Movement; and
 - (xiii) influence humanitarian policy at the national, regional and international level in accordance with the mandate of the Society

CHAPTER 3 – PATRON, MEMBERS AND VOLUNTEERS

Article 5: Patron

- 5.1 The Patron of the Society is the Head of State of the Republic of Fiji.
- 5.2 The Patron of the Society is endorsed by the National Council on the recommendation of the National Board. He or she cannot vote or be elected to office in the Society.

Article 6: Membership of the Society

- 6.1 Membership of the Society is open to everyone without any discrimination based on race, sex, sexual orientation, gender, age, disability, social background, economic status, religious beliefs, language, ethnic origin, nationality or citizenship, class or political opinions or for any other similar grounds.
- 6.2 There are four types of members:
 - (i) Junior (5 – 14 years of age)
 - (ii) Youth (15 - 35 years of age)
 - (iii) General
 - (iv) Honorary
- 6.3 An individual member can only be in one (1) membership category. The Society will keep adequate registration of members in the various categories, the register of members being available to the National Board and representatives of the National Council upon request.
- 6.4 Paid employees of the Society may be members but cannot hold a governance office or position at any level of the Society, or vote at branch or national meetings.

Article 7: Honorary Members

- 7.1 The National Council may confer honorary membership, which membership shall be for life, to people who have given meritorious service, specific professional expertise and/or exceptional support of the ideals and activities of the Society.
- 7.2 The National Board will consider nominations for honorary membership of the Society in accordance with the criteria set out in the Rules and Procedures.
- 7.3 Honorary members may lose their membership if they are suspended or expelled from the Society, by resolution of the National Council.
- 7.4 Nominations may be made by Branches or National Board. All nominations will be made in writing to the President of the National Board.
- 7.5 The Director General shall maintain an annual national register of all Honorary Members.
- 7.6 Honorary membership is limited to 10 honorary members at any one time.

Article 8: Duties and Rights of Members

8.1 Members of the Society must:

- (i) adhere to and disseminate the Fundamental Principles, international humanitarian law and the protection of the Emblem;
- (ii) promote and participate actively in the work of the Society including the promotion of membership;
- (iii) recognise and comply with this Constitution, Rules and Procedures and policies;
- (iv) sign and abide by the Society's Code of Conduct;
- (v) pay an annual subscription fee. Junior and Honorary members are exempt;
- (vi) raise concerns about vulnerabilities in their communities; and
- (vii) help with fundraising.

8.2 Members of the Society have the following rights:

- (i) subject to this Constitution;
 - a) to be elected to the governing bodies at all levels, and
 - b) participate and vote in the meetings at the branch level
- (ii) to receive information and reports from the Society on activities;
- (iii) to undertake an induction from the Society;
- (iv) to participate in the Society's training and workshop, if resources are available; and
- (v) undertake voluntary service for the Society.

8.3 The Patron shall be present in the meetings of National Council in an advisory capacity only and is not entitled to participate, elect, vote or be elected.

8.4 Youth members;

- (i) shall be allowed to participate and vote in meetings, upon attaining the age of 18 years
- (ii) under the age of 18 years may vote and participate in Branch Youth Committees

Article 9: Membership Registration

9.1 The Society shall keep an official Membership Register for each calendar year. Each Branch is responsible for the maintenance of its own membership register.

9.2 Anyone who wants to become a member of the Society must register with their local branch, sub-branch, or National Headquarters. Details of the registration process and the registration form can be found in the Rules and Procedures.

Article 10: Suspension and Termination of Membership

10.1 A person's status as a member of the Society ceases:

- (i) on 31st of December each year, except in the case of Honorary members, unless it has been renewed for the next year by that date;
- (ii) upon receipt by the Society of that person's resignation in writing;
- (iii) upon being expelled in accordance with this Constitution;
- (iv) on the death of the member; and
- (v) when that person accepts nomination to be a representative of any political party or participates in any discriminatory activities.

10.2 The National Board may suspend or terminate membership for Serious Cause. For the avoidance of doubt the board may delegate this power to an ad hoc committee.

10.3 Suspension may be with immediate effect but shall not be for more than six months. Termination may be with immediate effect or from a specified date.

10.4 The Society is committed to using a fair procedure in any suspension or termination. It must ensure that members are treated fairly, and that the procedure is in line with national law. The process of suspension or termination of membership shall commence by the giving of notice:

- (i) informing the member of his/her suspension or termination promptly and in writing;
- (ii) inform the member of the allegations; and
- (iii) give the member an opportunity to answer those allegations.

10.5 Any member who is suspended or terminated has the right to appeal that decision. They must do so by writing to the National President within 28 days of the decision to expel him or her. The procedure the National Board follows to investigate possible suspension or expulsion, and to provide for independent hearings of appeals, is described in the Rules of Procedure.

10.6 A person whose membership is suspended or terminated cannot:

- (i) be elected to the governing bodies at all levels;
- (ii) participate or attend National Council; and
- (iii) attend meetings of Branches.

10.7 Only the National Council may re-admit a terminated member to the Society, on recommendation from the National Board.

Article 11: Volunteers

11.1 The Society values, respects and relies on volunteers to carry out most of its activities and programmes throughout Fiji. People with a humanitarian interest will be welcomed by the Society as a volunteer. People may work voluntarily at all levels of the society, including communities and online, harnessing different skillsets across a diverse range of activities that may benefit the society.

- 11.2 The Society values diversity amongst its volunteers and will register people interested to volunteer without discrimination based on nationality, race, sex, gender, sexual orientation, age, disability, social background, economic status, religious beliefs, language, ethnic origin, citizenship, class or political opinions or for any other similar grounds.
- 11.3 Anyone who wants to become a volunteer for the Society must apply and register with their local branch, sub-branch, or National Office. Details of the registration and volunteer induction process are in the Rules and Procedures.
- 11.4 A person ceases to be a volunteer for the Society by:
- (i) resigning – sending an email or letter to their branch, sub-branch or National Office;
 - (ii) being inactive for more than two years; and
 - (iii) being expelled for breach of the Code of Conduct or failing to fulfil their duties under this Constitution.
- 11.5 The matters set out in article 11.4, including a right of appeal, shall be included in the Rules and Procedures.

Article 12: Duties and Rights of Volunteers

- 12.1 Volunteer duties are to:
- (i) be engaged in the work of the Society based on the volunteer's interest, time and skillset;
 - (ii) adhere to the Fundamental Principles of the Society;
 - (iii) sign and adhere to the Society's Code of Conduct so they maintain the Society's good reputation;
 - (iv) adhere to the Society's Constitution, Rules and Procedures and policies; and
 - (v) respect the emblem.
- 12.2 Volunteers may choose to also become a member of the Society so that they have a voice in the Society's governance.
- 12.3 Volunteer rights are to:
- (i) be valued and respected by the Society for their contributions;
 - (ii) be identified as a volunteer when carrying out activities of the Society;
 - (iii) receive appropriate support, including induction, training and briefings for their role;
 - (iv) have protection when volunteering for the Society, including safety and security, protection from abuse, psychosocial support and insurance;
 - (v) be reimbursed for reasonable costs they incur while volunteering;
 - (vi) be recognised for exceptional service;
 - (vii) present proposals and raise concerns with an appropriate officer of the Society, and receive a timely response; and
 - (viii) participate in designing and improving the activities in which they are involved.

CHAPTER 4 – GOVERNANCE AND MANAGEMENT

Article 13: National Council - Composition

13.1 The National Council represents the Society as a whole and is duly constituted when in meeting. It is composed of the:

- (i) Patron;
 - (ii) President;
 - (iii) Vice President;
 - (iv) National Treasurer;
 - (v) Chair of the Youth Commission;
 - (vi) Branches, represented by up to three (3) representatives from each branch which shall include:
 - (a) the Branch President or Vice-President;
 - (b) a youth member of the branch;
 - (c) a third member of the Branch Committee.
- At least one of the three (3) Branch Representatives must be a woman. So, for example, if (a) and (b) are men, only female candidates are eligible for the third position.
- (vii) up to ten (10) Honorary members;
 - (viii) the members of the National Board who do not fall into any of the above; and
 - (ix) the Director General as Secretary to the National Council.

13.2 A staff member in the Society cannot be a member of the National Council. Staff personnel (Director General included) may participate in the work of the National Council, but have no right to vote.

13.3 Observers may only attend National Council by invitation of the President but have no right to vote.

Article 14: National Council – Powers

14.1 The National Council is the highest authority of the Society. It:

- (i) formulates the mission and strategic plan that govern the Society;
- (ii) approves the plans, activities and annual financial reports of the Society;
- (iii) ensures that the Constitution and internal regulations are up-to-date;
- (iv) elects the President, National Treasurer and other members of the National Board;
- (v) endorses and formally adopts the election of the Chair of the Youth Commission to the National Council;
- (vi) endorses the appointment of the Patron;
- (vii) appoints the Auditor and a legal advisor;

- (viii) determines membership fee(s) and branch levies, on the recommendation of the National Board
- (ix) establishes and dissolves Branches on the recommendation of the National Board; and
- (x) appoints Honorary Members on the recommendation of the National Board.

Article 15: National Council - Meetings

- 15.1 The National Council must meet each year in ordinary meeting at a time and place as determined by the National Board.
- 15.2 Members of the National Council are allowed to join the meeting through digital platforms and shall be deemed to be present at the meeting.
- 15.3 It meets in extraordinary meeting on the initiative of the President in consultation with the National Board or at the request of one-third of the members of the National Council.

Article 16: National Council Meeting Procedures

- 16.1 The National Council is chaired by the President. Unless otherwise provided for in this Constitution, the National Council takes all its decisions with a quorum of one-half of its members and by a majority of votes.
- 16.2 If a quorum of one half of its members is not met, then the President shall reconvene the meeting an hour later with a quorum of one third of the members.
- 16.3 With the exception of the Chair of National Council, each Branch and member of the National Council may cast one vote. The chair of the Council does not have an ordinary vote but may make a casting vote in the event that there is a tie.
- 16.4 If a person nominated by the Branch to represent it at National Council is unable to attend another member of the Branch Committee may, with the approval of the Director General, replace that representative.
- 16.5 If the President is unable to attend National Council, the Vice President shall be the chair.

Article 17: National Board - Composition

- 17.1 The National Board is the body governing the Society between meetings of the National Council.
- 17.2 The National Board must be gender-balanced and shall be composed of up to nine (9) members:
 - (i) one (1) President;
 - (ii) one (1) Vice-President;
 - (iii) one (1) Treasurer;
 - (iv) up to three (3) other members elected by the National Council;
 - (v) one (1) member elected by the Youth Commission;
 - (vi) two (2) people that may be co-opted by the National Board from time to time; and
 - (vii) the Director General (ex officio).
- 17.3 The Vice-President is elected by the National Board from amongst its members.

17.4 Staff of the Society cannot be members of the National Board.

Article 18: National Board - Term of Office

18.1 The term of office for elected members of the National Board is four (4) years.

18.2 The President will serve a full (4) year term commencing from the date of election.

18.3 The term of office for a member of the National Board shall cease if that member:

- (i) is absent from three (3) consecutive National Board meetings without providing a written explanation to the Board; or
- (ii) ceases to be a member or has his or her membership of the Society suspended; or
- (iii) resigns

18.4 The term of office for co-opted Board members is a maximum of two (2) years, or until the next meeting of National Council (whichever is the earliest). A person may be co-opted more than once.

Article 19: Vacancy of Office

19.1 In the event of a vacancy arising in the office of the President or should the President be unable to carry out her/his functions the Vice-President shall serve as Acting President until the next meeting of the National Council.

19.2 In the event of a vacancy arising in relation to any other position of the National Board, the National Board may co-opt another person to fill that vacancy until the next meeting of the National Council at which it may:

- (i) confirm the appointment of the co-opted person for the remaining period of the current term of office, or
- (ii) elect a replacement member.

Article 20: National Board – Duties and Responsibilities

20.1 The National Board has the duties and responsibilities necessary to carry out the aims of the Society. In particular it:

- (i) appoints and monitors the performance of the Director General and has the power to dismiss him or her;
- (ii) monitors the effectiveness of Branches and Branch committees and recommends to the National Council for the formation or dissolution of branches;
- (iii) promotes and monitors membership; adherence to the principles of the International Red Cross and Red Crescent Movement;
- (iv) may co-opt members;
- (v) creates ad hoc committees that it deems desirable or necessary for carrying out its tasks;
- (vi) formulates policies that govern the Society including policies on management, staff and volunteers;
- (vii) approves and monitors investments of the Society;
- (viii) sets the strategic direction of the Society;

- (ix) approves plans, budgets and annual reports;
- (x) must present audited annual financial reports of the Society for the preceding financial year to National Council;
- (xi) manages risks and ensures integrity and compliance of the Society;
- (xii) establishes a structure and promotes a culture to achieve its goals;
- (xiii) Recommends membership fee(s) and branch levies for approval of the National Council;
- (xiv) draws up, approves or amends all regulations which are necessary in order to give effect to the Constitution including the Rules and Procedures;
- (xv) facilitates and strengthens international relations as appropriate in co-ordination with the Director General; and
- (xvi) awards medals and other honours for individuals performing exceptional services to the International Red Cross and Red Crescent Movement.

Article 21: National Board - Meetings and Procedures

- 21.1 The National Board meets in ordinary meeting at least once within every three (3) months.
- 21.2 Extraordinary meetings of the National Board are held on the initiative of the President, at the request of one-third of its members or at the request of the Director General via the President.
- 21.3 The National Board is presided over by the President. It takes all its decisions with a quorum of one-half of its members and by a majority of those present and voting. Each of its members has a single vote, with the exception of the Director General, who is not entitled to vote. In the event of an equal vote, the President has a second casting vote.
- 21.4 Members of the National Board are allowed to join the meeting through digital platforms.
- 21.5 If a quorum of one half of its members is not met, then the President shall adjourn the meeting and reconvene the meeting to be held no longer than fourteen (14) days after the adjourned meeting when a quorum will remain at half of its members.
- 21.6 The procedure of the National Board and other procedural rules for the work and organisation of the Society shall be established in the Rules and Procedures in accordance with this Constitution.

Article 22: President

- 22.1 The President is the highest office bearer of the Society.
- 22.2 The President is responsible to the National Council for ensuring that the Society pursues its principal objectives and exercises its functions as defined in Chapter two (2) of this Constitution.
- 22.3 The President acts with the authority of the National Council and the National Board to guide the affairs of the Society in conformity with their decisions and to ensure the smooth and effective functioning of the Society.
- 22.4 The functions of the President are to:
 - (i) convoke and preside over the meetings of the National Council and the National Board;
 - (ii) make decisions on behalf of the National Board in between sessions and promptly report the same to the Board;
 - (iii) present to the National Council a report of the state of the Society;
 - (iv) represent the Society, both nationally and internationally, and

- (v) carry out any other function entrusted to the President by the National Council and the National Board.

22.5 The President may delegate part of the functions under this article to the Vice-President of the Society.

Article 23: Finance, Audit and Risk Commission

23.1 The Finance, Audit and Risk Commission is an advisory body to the National Board. It must be gender-balanced and composed of:

- (i) the Treasurer, who shall be the Chairperson
- (ii) two (2) independent members appointed by the National Board
- (iii) the immediate past-treasurer

23.2 The term of office of the Commission members is four (4) years and they are eligible for a further term of two (2) years.

23.3 The functions of the Commission shall include but are not limited to:

- (i) assist the Board in the proper discharge of their responsibilities to produce accurate financial statements in compliance with all applicable legal requirements and accounting standards;
- (ii) oversee the implementation of an effective risk management framework that will enable the Society to manage unforeseen risks;
- (iii) review the investments of the Society and make recommendation to the National Board, where appropriate;
- (iv) report to the National Board any irregularities in the financial statement material events such as fraud and any incidents that will have an impact on the Society's reputation and financial consequence;
- (v) provide oversight on the Health Safety and Wellbeing of the Red Cross Society of Fiji.
- (vi) review the Health Safety and Wellbeing report from management and make recommendation to National Board.
- (vii) make recommendation to the National Board on the appointment of the internal and external auditors;
- (viii) review and agree on the engagement, the scope of the internal and external audits and fees and advise the National Board;
- (ix) monitor and provide oversight on the progress of addressing the internal and external audit findings;
- (x) provide oversight on the Society's Insurance Program and provide recommendation to the Board on an annual basis on the adequacy of the insurance cover for insurable risks;
- (xi) review budgets and project proposals for the Society and make recommendation to the National Board;
- (xii) respond to National Board queries relating to financial management and make recommendation where appropriate; and

- (xiii) alert the National Board if there are any matters that will impact the reputation and financial management of the Society.

23.4 The procedures and meetings of the Commission shall be laid down in the Rules and Procedures.

Article 24: Youth Commission

24.1 The Youth Commission represents the interests of its members and promotes active and meaningful participation of youth and the inclusion of their voice in the humanitarian work across governance, management, programmes and service delivery.

24.2 The Youth Commission will consist of the:

- (i) Chair, who shall be the Youth Representative to the National Board;
- (ii) Vice-Chair;
- (iii) Secretary;
- (iv) Three Executive Members;
- (v) The Youth Coordinator of the Society (ex-officio); and
- (vi) Members who may be coopted from time to time.

24.3 The term of office for elected members of the Youth Commission is two (2) years and each member is able to stand for a second term of two (2) years. They will not be eligible to stand for election at the completion of his or her second term.

24.4 The term of office for a member of the Youth Commission shall be terminated if that member:

- (i) is absent from three (3) consecutive Youth Commission meetings without providing a written explanation to the Committee; or
- (ii) ceases to be a member or has his or her membership of the Society suspended; or
- (iii) resigns
- (iv) upon attaining the age of 35

24.5 In case a Youth Commission member is not able to attend due to other commitment, the divisional youth committee in consultation with the relevant Branch shall select an alternate to attend the Youth Commission meeting.

24.6 The functions of the Youth Commission are to:

- (i) give advice on all matters and activities concerning youth and volunteers within the Society
- (ii) promote and assess the implementation of the Youth Policy;
- (iii) advise the Director General on the implementation of the Youth Policy and all other policies and strategies as they relate to youth within the Society;
- (iv) report to the National Board on its general activities on a regular basis or as required;
- (v) support the Youth Programme of the Society; and
- (vi) represent the Society in global, regional and sub-regional youth networks of the Movement.

Article 25: Youth Commission – Procedures and Meetings

- 25.1 The Youth Commission meeting will be held four times a year, that is every 3 months.
- 25.2 Meeting venues will be decided in consultation with the Youth Coordinator at the National Office. Meetings may be conducted virtually.
- 25.3 Members of the Youth Commission are allowed to join the meeting through digital platforms and shall be deemed to be present at the meeting
- 25.4 The Youth Commission takes all its decisions with a quorum of one-half of its members and by a majority of those present and voting. Each of its members has a single vote, with the exception of the Youth Coordinator, who is not entitled to vote. In the event of an equal vote, the Chair has a second casting vote.
- 25.5 The election of the Youth Commission shall be held every two years during the National Youth Forum held prior to the National Council, in accordance with the Rules and Procedures.
- 25.6 Prior to the National Youth Forum, the Youth Coordinator shall send the nominations to all Branches to call for nomination of Youth Commission members to be elected during the National Youth Forum.

Article 26: National Youth Forum

- 26.1 The National Youth Forum is held annually prior to the National Council and is a forum where the future leaders of the Society from each of the Branches meet to discuss matters important to youth, in relation to the Movement and the Society.
- 26.2 The National Youth Forum represents the Youth members of the Society as a whole and is duly constituted when in meeting. It is composed of the:
 - (i) Chair;
 - (ii) Branches, represented by a Youth Officer and one other Youth members from each branch.
- 26.3 Unless otherwise provided for in this Constitution, the National Youth Forum takes all its decisions with a quorum of one-half of its members and by a majority of votes.
- 26.4 Observers may only attend the National Youth Forum by invitation of the Chair but have no right to vote.
- 26.5 A staff member in the Society cannot be a member of the National Youth Forum.
- 26.6 The National Youth forum:
 - (i) elects the members of the Youth Commission;
 - (ii) formulates youth activity plans for the Society;
 - (iii) receives reports on activities for the relevant period;
 - (iv) formulates and, if necessary, proposes changes to the Youth Policy; and
 - (v) discusses and comments on matters in relation to the strategic plan, policies and other matters of importance to the Society.

Article 27: Management and Director General

- 27.1 The Director General shall be appointed by the National Board on the recommendation of the President under the conditions previously laid down by the National Council.
- 27.2 The contract of appointment between the Society and the Director General shall be drawn up by the National Board.
- 27.3 The Director General is the full-time senior executive of the Society.
- 27.4 The Director General, who will carry out his/her functions under the authority of the National Board and the President, has the following functions to:
- (i) implement the decisions of the National Council and execute the mandates assigned to him/her by other bodies of the Society;
 - (ii) direct the National Office and be responsible for the execution of the work entrusted to it;
 - (iii) appoint or dismiss all staff of the Society;
 - (iv) draft strategies and long-term plans, including general policy frameworks;
 - (v) draft the budgets and financial reports and to ensure financial transparency;
 - (vi) organise the different services of the Secretariat in accordance with the decisions of the National Council and of the National Board;
 - (vii) oversee the work of volunteers and others assisting the Fiji Red Cross;
 - (viii) disseminate and promote the Fundamental Principles and international humanitarian law including Geneva Conventions;
 - (ix) facilitate close co-operation with the International Committee of the Red Cross and with the International Federation of Red Cross and Red Crescent Societies as well as international co-operation both at the regional and the global level;
 - (x) be the authorised representative of the Society in relation to third parties and courts of law for all transactions whatsoever, including transactions executed in, notarial form relating to the acquisition, administration and expenditure of the resources of the Society;
 - (xi) direct the actions decided upon by the National Council. In exceptional or urgent circumstances, the Director General shall take all appropriate measures and report to the National Board;
 - (xii) carry out any other function assigned to him/her by the present Constitution or entrusted to him/her by the National Board or the President; and
 - (xiii) report on the activities of the Society to the National Council and to the National Board.
- 27.5 In carrying out his/her functions the Director General shall keep the National Board informed through the President.
- 27.6 The Director General shall be in the National Board in an ex officio capacity with no voting rights and, unless this Constitution provides otherwise, of all other bodies set up by the National Council or the National Board.
- 27.7 The Director General shall be secretary to the National Council and shall participate in the meetings of the National Council in an advisory capacity only with no voting rights.

- 27.8 The Director General shall establish the structure of the National Office, the general outline of which shall be subject to the approval of the National Board.
- 27.9 The National Office staff will assist the Director General in the implementation of his/her executive task.
- 27.10 The procedures regarding the Management shall be laid down in the Rules and Procedures.

CHAPTER 5 - BRANCHES

Article 28: Establishment and duties of Branches

- 28.1 The National Council may, on the recommendation of the National Board, establish a Branch and shall define the territory in which it will operate.
- 28.2 The name of the Branch will be defined by the National Board.
- 28.3 The role of a Branch is to further the objectives and activities of the Society in the community by:
- (i) Promoting the Fundamental Principles of International Red Cross and Red Crescent Movement;
 - (ii) Promoting and implementing approved activities; and
 - (iii) Maintaining an effective Society presence in the community.
- 28.4 Branches will be supported by the National Board and remain subject to this Constitution and the Rules and Procedures and under the overriding control of the National Board.
- 28.5 Branches must pay an annual branch levy as determined by the National Board.
- 28.6 The definition of the size of a Branch shall be laid down in the Rules and Procedures.

Article 29: General Meetings

- 29.1 Branches will hold an Annual General Meeting not later than 31st March each year or at a later date as maybe determined by the President, in consultation with the Director General, at which each branch will:
- (i) elect a Branch Committee comprising of:
 - a. President;
 - b. Vice-President;
 - c. Treasurer;
 - d. Secretary;
 - e. Youth Officer, elected by the Branch Youth Committee;
 - f. 2 general members; and
 - (ii) Conduct such other business as is required for the proper discharge of its functions.
- 29.2 Only those Branch members whose subscription is current and was a member as of the 31st December on the prior calendar year are eligible for election and may vote in the election of the Branch Committee.
- 29.3 The Rules and Procedures will provide rules for meetings in the Branches, including the frequency of the meetings.
- 29.4 The Director General or their representative will attend and observe Branch Annual General Meetings.

Article 30: Branch Committee – Election and Term of office

- 30.1 Subject to Articles 30.2 and 38.1, the term of office for elected Branch Committee officials and members is four (4) years. The term of office for a member of the Branch Committee shall cease:
- (i) If that member;
 - a) is absent from three (3) consecutive Branch Committee meetings without providing a written explanation to the Branch; or
 - b) ceases to be a member or has his or her membership of the Society suspended; or
 - c) resigns.
 - (ii) If a resolution is passed by the Branch Committee, by simple majority, to remove that member.
- 30.2 A member of the Branch Committee whose membership has ceased pursuant to Article 30.1 (i) (a) or 30.1 (ii) may lodge an appeal against the said cessation to the National Board in accordance with the Rules and Procedures.
- 30.3 The Branch President upon election will serve a full (4) year term commencing from the date of election.
- 30.4 The criteria for and election of members of Branch Committees shall be in accordance with the Rules and Procedures.
- 30.5 In the event of a vacancy arising, the Branch Committee may co-opt another person to fill the vacancy until the next Branch Annual General Meeting.

Article 31: Functions of Branch Committees

- 31.1 Subject to the present Constitution and within the framework of the decisions and general directives of the National Board, Branch Committees must:
- (i) promote the effectiveness of the Branch;
 - (ii) regularly report to the National Board on the work of the Branch and the state of its finances in accordance with the Rules and Procedures;
 - (iii) prudently and responsibly manage the accounts of the Branch and shall, upon request, promptly submit financials and financial information to the National Treasurer;
 - (iv) cooperate and maintain relationships with local authorities, subject to the general policies established by the National Board;
 - (v) implement the Strategic Plan of the Society;
 - (vi) promote membership of the branch and adherence to the Fundamental Principles of the International Red Cross and Red Crescent Movement;
 - (vii) create ad hoc committees that it deems desirable or necessary for carrying out its tasks; and
 - (viii) set goals and actively promote transparency, well-functioning and effectiveness in the work of the Branch.

Article 32: Branch Committees - Meetings and Procedures

- 32.1 Branch Committees must meet in ordinary meeting at least once within every one (1) month.

- 32.2 Extraordinary meetings of the Branch Committee are held on the initiative of the President, at the request of one-third of its members.
- 32.3 The Branch Committee is presided over by the President. It takes all its decisions with a quorum of one-half of its members and by a majority of those present and voting. Each of its members has a single vote. In the event of an equal vote, the President has a second casting vote.
- 32.4 Members of the Branch Committee are allowed to join the meeting through digital platforms and shall be deemed to be present at the meeting.
- 32.5 If a quorum of one half of its members is not met, then the President shall adjourn the meeting and reconvene the meeting to be held within fourteen (14) days after the adjourned meeting when a quorum will remain at half of its members.
- 32.6 The procedure of the Branch Committee and other procedural rules for the work and organisation of the Society shall be established in the Rules and Procedures in accordance with this Constitution.

Article 33: Suspension and removal of Branch Committees

- 33.1 The Finance, Audit and Risk Commission may, after affording the person affected the right to natural justice, suspend or remove the whole or members of Branch Committees for breaches of integrity, their duties and obligations under this Constitution.
- 33.2 The member of, or Branch Committee suspended or removed under Article 33.1, may appeal to the National Board whose decision shall be final and binding on all parties.
- 33.3 Vacancies created in the Branch Committees as a result of suspension or removal under this Article 33.1 shall be filled on an interim basis by persons appointed by the Finance, Audit and Risk Commission until such time as the Branch elects a new Branch Committee or replacement for the member suspended or removed.

Article 34: Branch Youth Committee

- 34.1 A Branch Youth Committee is a sub-committee of the Branch Committee and is comprised of Youth Members of the Branch. Elected by Youth Members, its purpose is to encourage youth engagement and youth-led activities in all branch operations. The terms of reference of Branch Youth Committees shall be set out in the Rules and Procedures.
- 34.2 Branch Youth Committees shall consist of a Youth Chair, who shall also serve as the Branch Youth Officer, a Vice-Chair, which shall be the Assistant Youth Officer, a Secretary and one (1) other member. The Branch Youth Committee Chair will report to their Branch President.
- 34.3 The term of members of the Branch Youth Committee is two (2) years and they may be eligible for a second two (2) year term.
- 34.4 The Branch Youth Committee must meet at least once every three (3) months in accordance with the Rules and Procedures.
- 34.5 The Branch Youth Committee will be represented at the National Youth Forum by a Youth Member appointed by them.
- 34.6 The Branch Youth Committee may establish Junior Red Cross clubs and Community Red Cross Youth groups in accordance with the Rules and Procedures.

Article 35: Dissolution of Branches

- 35.1 The National Council may dissolve a Branch on the recommendation of the National Board, but only after:

- (i) the Branch Committee has been afforded a reasonable opportunity to make submissions to and be heard by the National Board; and
- (ii) Arrangements have been made to:
 - (a) incorporate members and volunteers of the Branch that is to be dissolved into the nearest Branch; and
 - (b) meet the needs of the territory.

CHAPTER 6 – ELECTION, ROTATION AND CANDIDATES

Article 36: Candidates for Election

- 36.1 All candidates seeking nomination to any one of the bodies listed in Article 38.1 must complete the Personal Profile and submit to the Director General, as secretary of the Elections Committee, in the timeframe as set out in the Rules and Procedures. The candidates selected from the nominations shall be based on criteria in Article 36.2.
- 36.2 Candidates for election to all offices on the National Board must meet the following criteria:
- (i) be a member of the Society;
 - (ii) have paid their membership fee for the year in which they are nominated;
 - (iii) be committed to undertaking the duties of a board member as stipulated in Article 20;
 - (iv) have the good character and behaviour that is described in the Society's Code of Conduct;
 - (v) have skills and experience to perform well as a Board member;
 - (vi) must not have held the position of Director General or a staff role in the Society within four (4) years of the election; and
 - (vii) declare any potential conflict of interest between their possible role leading Red Cross and their other interests (business, family, associations and other positions they hold).

Article 37: Elections

National Board

- 37.1 An Election Committee composed of three (3) members appointed by the National Board with the Director General as its Secretary shall be established to review all nominations in accordance with the criteria for membership to the National Board and shall provide its recommendations to the National Board for consideration.
- 37.2 The Election Committee shall be composed of:-
- (i) a Chair; and
 - (ii) two (2) members who declare they are not associated by any means with the candidates for elections.
- 37.3 The Election Committee shall have the following functions:
- (i) review against the relevant criteria set out in Article 36.2, the applications of all candidates for governance positions (ad personam and National Societies);
 - (ii) notify the National Board of any candidates which the Election Committee considers are ineligible against approved criteria;
 - (iii) provide advice to the National Board on a list of proposals of candidates for the National Board for appointment by the National Council;
 - (iv) monitor and oversee all elections to these positions; and
 - (v) announce the results of elections to these positions.
- 37.4 The National Board, in consultation with the Election Committee, shall determine the final list of candidates for elections and, in doing so, must ensure:

- (i) that a diverse array of candidates are presented as election candidates for National Board at the National Council meeting, including candidates with varied backgrounds (gender, ethnicity, religious beliefs, political, social and professional experience and specific skill sets);
- (ii) the list of candidates (when considered together with continuing members of the National Board) reflect and balance the composition of the population of Fiji, the members of the Society and the organisational needs and demands of the Society; and
- (iii) The composition of the National Board is gender balanced.

37.5 Voting in elections shall be by secret ballot.

Article 38: Rotation

38.1 Members elected to :

- the National Board;
- the Finance, Audit and Risk Commission;
- Youth Commission;
- Branch Committees; and
- Branch President

- (i) must stand down from all offices of the Society for a period of a minimum one (1) year after completing one term (4 years) and may stand for re-election at the expiry of the said stand down period; and
- (ii) shall not be eligible, upon the expiry of their second term, to stand for election or re-election or re-appointment (as applicable).

38.2 The person elected to the position of President may serve a second term of four (4) years without having to complete a stand down period but shall not be eligible to stand for any further terms as President.

38.3 If an extraordinary national situation, such as war, state of emergency, restrictions of movement or civil unrest, prevents the convening of a National Council, elections will be organised as soon as circumstances allow and, in the interim, the members holding office will continue in their respective posts until a National Council meeting is called.

CHAPTER 7: COMPLIANCE, INTEGRITY AND DISPUTE RESOLUTION

Article 39: The Society's reputation

- 39.1 Everyone working or volunteering for the Society, or representing it in any way, must protect the Society's reputation. The Society depends on its good reputation to raise funds and improve the lives of vulnerable people in Fiji.
- 39.2 Members, Volunteers and staff are all expected to:
- (i) Follow the Fundamental Principles of the Movement
 - (ii) Follow the Society's Constitution, Rules and Procedures, policies
- 39.3 The Society maintains a Code of Conduct that must be read, signed and followed by staff, volunteers, and members. The Code of Conduct is in the Rules and Procedures.
- 39.4 The Society has policies and procedures to ensure compliance with its standards for integrity. These include:
- (i) Child Protection
 - (ii) Complaints and Grievance
 - (iii) Dispute Resolution
 - (iv) Finance Manual
 - (v) Fraud and Corruption
 - (vi) Harassment, Discrimination and Gender
 - (vii) Misconduct and Discipline procedure
 - (viii) Whistle-blower
- 39.5 The Society is committed to doing all it can to ensure it, and its members, staff and volunteers always act with integrity. In particular the Society has zero tolerance for:
- (i) Fraud and corruption
 - (ii) Abuse of power including nepotism
 - (iii) Harassment including sexual harassment and misconduct
 - (iv) Discrimination, including racism and xenophobia
- 39.6 The Society respects the mandate and decisions of the Compliance and Mediation Committee of the IFRC in the case of any breach of integrity.

Article 40: Preventing fraud and corruption

- 40.1 The Society's Finance Manual outlines financial procedures that must be followed by anyone who handles money on behalf of the Society. This includes staff, members and volunteers.
- 40.2 In particular, no-one is permitted to spend or collect money on behalf of the Society without first getting approval from the appropriate authority within the Society.

Article 41: Conflict of Interest

- 41.1 A conflict of interest is when a person's interests interfere, appear to interfere, or have the potential to interfere, with the interests of the Society. A person's interests might include their business, their political affiliations, clubs or associations they are part of, or their family.
- 41.2 All staff must declare any potential conflict of interest at any time they occur (it is not always when they join the Society). Staff members tell their manager, who pass it on to the Director General, who reports it to the National President.
- 41.3 Members must declare any potential conflict of interest when they are being nominated for election to an official position in governance (presidents, vice-presidents, treasurers, board members). They tell their branch president, who then informs the National President.
- 41.4 Board members at every level must also declare any potential conflict of interest that arises while they are serving their term on a board or in an official governance position.
- 41.5 The National Board looks at each declaration and decides if a conflict of interest exists, and if it exists, how it can be managed. They communicate their decision to the individual concerned as quickly as possible.
- 41.6 The National Board notes the declaration of a conflict of interest, and their decision on it, in a Register of Conflicts of Interest. The National Board reviews this register at the beginning of each of their meetings.
- 41.7 If someone on a board or a staff member face a temporary conflict of interest, they must declare it and ensure that the conflict does not harm the Society. This may mean abstaining from voting and taking part in a particular decision.
- 41.8 A staff member or person in a senior governance position, affected by a conflict of interest of a serious and/or permanent nature must resign their membership or stand-down from their official position in the Society.
- 41.9 The Rules and Procedures include:
 - (i) the procedures for declaring a conflict of interest
 - (ii) the process the National Board follows to investigate a potential conflict of interest
 - (iii) guidance on managing conflicts of interest.

Article 42: Dispute Resolution

- 42.1 In this article a dispute is defined as any argument or conflict that affects the effective operation of the Society.
- 42.2 Disputes between members, volunteers and staff must be discussed as quickly as possible and in the part of the organisation where they occur. This means within a sub-branch, branch, branch office, headquarters or National Board. A third party (someone not involved in the dispute) must be invited to facilitate the discussion. Guidelines for constructive discussions are in the Society's Dispute Resolution Policy.
- 42.3 If a dispute cannot be resolved where they occur, the third party must notify the relevant senior governance or management person. This means branch Chair, Director General or National President. The people who receive this notification try to resolve the dispute within one month of the notification. They follow the Conciliation and Mediation process in the Dispute Resolution Policy.

- 42.4 If a dispute reveals a breach of the Society's Constitution, Rules and Procedures, Code of Conduct, or any policy or procedure, the breach will be dealt with in the normal way – warnings, dismissal of staff and volunteers, suspension or expulsion of members.
- 42.5 Disputes that cannot be resolved with a month of notification to the senior level must be referred to both the Director General and the National President. They will set up an arbitration process outlined in the Dispute Resolution Policy.

CHAPTER 8 - FINANCIAL MATTERS

Article 43: External audits

- 43.1 A reputable company of chartered accountants, independent and external, shall be appointed by the National Council as Auditors of the Society. The Society follows minimum audit standards.
- 43.2 At the close of each financial year the accounts of that year must comply with accounting standards adopted by the Fiji Institute of Accountants and be audited and reported on by the appointed auditor within six (6) months of the close of the financial year.
- 43.3 Branch accounts will be externally audited before presentation at Branch Annual General Meetings and submission to the National Board.
- 43.4 The financial year of the Fiji Red Cross is the calendar year.
- 43.5 The financial statements including consolidated accounts must be presented without delay to the National Board through the Finance, Audit and Risk Commission.
- 43.6 The National Treasurer must present the audited financial report in respect of a financial year to the National Council in the year following the financial year, the subject of the report.

Article 44: Financial Resources

- 44.1 All funds and property held by, or for the benefit of the Society (including Branches) will be under the ultimate control of the National Board. Branches will be empowered to deal with Society property in accordance with the Rules and Procedures.
- 44.2 Within the limits laid down by its objectives, the Society acquires, owns, and administers any property as may be deemed fit.
- 44.3 The Society:
 - (i) may accept unrestricted contributions and assistance in any form from individuals, from the public authorities and from private bodies.
 - (ii) shall not accept donations directly stemming from revenues of activities contrary to the Fundamental Principles.
 - (iii) may accept as agent or trustee funds or property in trust or earmarked for particular use, provided that such use is within the general scope of its objectives and does not violate the Fundamental Principles.
 - (iv) may accept any donation or allocation of real estate for its use or benefit.
 - (v) may constitute and administer any reserve, insurance or other funds for its staff or any of its activities.
- 44.4 Financial resources may be received from governments or other local or regional institutions, individuals, the International Red Cross and Red Crescent Movement, United Nations Agencies, and funds raised through cost recovery or commercial activities

CHAPTER 9 - FINAL PROVISIONS

Article 45: The Constitution

- 45.1 This Constitution is published in English.
- 45.2 In the event of a dispute or uncertainty about the meaning of the Constitution, the Society will seek advice from its legal advisor or the IFRC or the ICRC.
- 45.3 This Constitution shall be reviewed at least every ten (10) years
- 45.4 This Constitution shall be distributed to all National Board members, all staff and members. National Office ensures that all members and volunteers have access to this Constitution.

Article 46: Amendment of the Constitution

- 46.1 This Constitution can be amended only after presentation of a written proposal to the National Office and adopted by a decision of the National Council in meeting (ordinary or extraordinary) taken by a two-third majority of those present and voting.
- 46.2 Presentation of amendment proposal requires submission in writing to the National Council thirty (30) days prior to the known date of such National Council meeting.
- 46.3 The National Office will distribute the amendment proposal without delay and no later than two (2) weeks before the date of the National Council meeting.
- 46.4 Any proposed amendment to the present Constitution shall be submitted to the Joint ICRC/International Federation Commission for National Society Statutes. Recommendations by the Joint Statutes Commission must be taken into consideration prior to adoption at the National Council.

Article 47: Rules and Procedures

- 47.1 The National Governing Board approves any procedures and policies that are necessary to implement this Constitution. These are contained in the Rules and Procedures.
- 47.2 The Rules and Procedures are distributed to all National Board members, all staff, all branches and sub-branches. National Office ensures that all members and volunteers have access to the Rules and Procedures as necessary.
- 47.3 In the event of an inconsistency between the terms of this Constitution and the Rules and Procedures, this Constitution shall prevail and the relevant, inconsistent term of the Rules and Procedures is void to the extent of that inconsistency.

Article 48: Transitional Arrangements

- 48.1 The 2008 Constitution of the Society shall be rescinded on the date this Constitution is endorsed by the National Council.
- 48.2 The rescission of the 2008 Constitution shall not affect:
 - (i) Anything done by the Society while it was in force; and

- (ii) Election of all office holders of the Society prior to the coming into force of this Constitution, provided that they each abide by the terms of this Constitution from the date of its commencement
- 48.3 The terms of all office holders of the Society commenced on the date that he or she was elected or appointed under the 2008 Constitution of the Society.

Article 49: Dissolution and Liquidation

- 49.1 Provided that all liabilities of the Society have been duly discharged, a Specific General Meeting of the National Council convened for the purpose may resolve that the Society be wound up and notice of such Special Resolution shall be sent to the relevant Registrar. Such resolution shall be confirmed at a subsequent Special General Meeting of the National Council to be held not earlier than thirty days after such first special meeting.
- 49.2 If upon the winding up of the Society there remains after satisfaction of all debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Society but shall be given or transferred in whole or in part to some other organisation or organisations within Fiji having exclusively charitable objects which are all together or in part similar to those of the Society as may be determined by the National Council in general meeting at or before the time of winding up or in accordance with any directions of the High Court.
- 49.3 The circumstances when the Society might be liquidated, and the process for managing liquidation are included in the Rules and Procedures.

END