



British Red Cross

*The*  
**Royal**  
*Charter*  
— *of* —

The British Red Cross Society

Approved by HM The Queen in Council  
on 22 July 1997  
with effect from 1 January 1998



## **ELIZABETH THE SECOND**

**by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith:**

**TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!**

WHEREAS His Majesty King Edward The Seventh by Royal Charter (hereinafter referred to as 'the Original Charter') dated the third day of September in the year One Thousand Nine Hundred and Eight constituted a Body Politic or Corporate by the name of 'The British Red Cross Society' (hereinafter referred to as 'the Society');

AND WHEREAS His Majesty King George The Fifth was pleased to grant a Supplemental Charter dated the twelfth day of December in the year One Thousand Nine Hundred and Nineteen and We Ourselves were graciously pleased to grant further Supplemental Charters dated the First day of July in the year One Thousand Nine Hundred and Fifty Five and the Twenty-Second day of July in the year One Thousand Nine Hundred and Seventy amending both the Original and Supplemental Charters:

AND WHEREAS the Society has by its humble Petition represented unto Us that it is expedient that the Original Charter as amended by the Supplemental Charters should be further amended and that this can best be effected by the grant of a new Supplemental Charter replacing the Original Charter and the Supplemental Charters and has prayed for the grant of a new Charter accordingly:

NOW THEREFORE KNOW YE that We having taken the said Petition into Our Royal Consideration, have of Our especial grace, certain knowledge and mere motion been pleased to will and ordain and do by these Presents for Us, Our Heirs and Successors will and ordain as follows:



# THE BRITISH RED CROSS SOCIETY

9 Grosvenor Crescent, London SW1X 7EJ

Registered charity number 220949

**The present Royal Charter of The British Red Cross Society, which is a part of the International Red Cross and Red Crescent Movement, was occasioned by a major restructuring of the Society. The text was designed to reflect that restructuring, including the unification of the Society and the introduction of a new system of governance. The Charter was approved by HM The Queen in Council on 22 July 1997 and sealed on 18 December 1997.**

The new Charter supersedes the previous Governing Instruments. Those comprised

- ❧ the original Charter of Incorporation (1908, subsequently amended);
- ❧ three Supplemental Charters (1919, 1955 and 1970, subsequently amended);
- ❧ an Order in Council (1966, subsequently amended); and
- ❧ Rules for the Organisation and Management of the Society (1976).

The text (itself formally termed a Supplemental Charter) reproduced in the present document comprises

- ❧ the Charter itself;
- ❧ Schedule 1 (Rules for the Membership and Procedures of the Board of Trustees of the Society);
- ❧ Schedule 2 (Powers of Investment); and
- ❧ Schedule 3 (list of Associated Charities registered with the Charity Commission or elsewhere until the end of 1997 or earlier).

1. Except for the provisions of the Original Charter confirming the incorporation of the persons then or such as thereafter might become members of The British Red Cross Society as one body politic or corporate by the name of 'The British Red Cross Society', conferring on the said body corporate perpetual succession and a Common Seal, authorising it to sue and be sued and giving power to do all other matters and things incidental or appertaining to a body corporate, the Original Charter and the Supplemental Charters are hereby revoked but nothing in this revocation shall affect the legality or validity of any act, deed or thing lawfully done under the provisions thereof.

### Definitions

2. Except where the context otherwise requires in this Our Charter:
  - 2.1 'Associated Charities' means the charities listed in Schedule 3;
  - 2.2 'Board' means the Board of Trustees, the governing body of the Society, established by Article 9 of this Our Charter;
  - 2.3 'Branch Area' means the area covered by a Branch;
  - 2.4 'Branches' means the branches of the Society in the British Islands as established by the Board from time to time in accordance with Standing Orders;
  - 2.5 'Branch Council' means the council for each Branch established in accordance with Article 12 and Standing Orders. For the avoidance of doubt Branch Councils are part of the Society and are not separate legal entities;
  - 2.6 'British Islands' means Our United Kingdom of Great Britain and Northern Ireland, the Isle of Man and the Channel Islands;
  - 2.7 'Fundamental Principles' means the Fundamental Principles of the International Red Cross and Red Crescent Movement as may from time to time be defined by the International Conference of the Red Cross and Red Crescent;
  - 2.8 'Members' means Members of the Society admitted to membership in accordance with Article 8 and Standing Orders;
  - 2.9 'Objects' means the objects of the Society as set out in Article 4;
  - 2.10 'Our Dominions' means the United Kingdom of Great Britain and Northern Ireland, the Isle of Man, the Channel Islands and British Dependent Territories;
  - 2.11 'Overseas Branches' means the branches of the Society established by the Board from time to time in British Dependent Territories. Such Overseas Branches may be established as separate legal entities in accordance with the relevant local law but shall be part of the Society for the purposes of the International Red Cross and Red Crescent Movement;
  - 2.12 'Overseas Committees' means the committees of the Society established by the Board from time to time in British Dependent territories. Such Overseas Committees shall be part of the Society and not separate legal entities;
  - 2.13 'Region' means one of the regions of the Society in the British Islands as established by the Board from time to time in accordance with Standing Orders;
  - 2.14 'Regional Council' means the council for each Region established in accordance with Article 11 and Standing Orders. For the avoidance of doubt, Regional Councils are part of the Society and are not separate legal entities;
  - 2.15 'Rules' means the Rules of the Society scheduled to this Our Charter, as they may be amended from time to time;
  - 2.16 'Special Resolution' has the meaning assigned to it in Article 20;

2.17 'Standing Orders' means the Standing Orders for the internal governance of the Society as shall be adopted by the Board from time to time;

2.18 'the Transfer Date' means 0.01am on 1st January 1998.

Words importing the male gender shall include the female gender and vice versa and words importing the singular may include the plural and vice versa.

All references to Acts of Parliament shall be deemed to be a reference to any replacement or modification thereof.

### Recognition

3. The Society is recognised by Our Ministers as a voluntary aid society, auxiliary to the public authorities and particularly to the medical services of the armed forces in accordance with the Geneva Conventions, and as the only National Red Cross Society which may carry out its activities in Our Dominions.

### Objects

4. The Objects for which the Society is established are:

- 4.1 to provide assistance to victims of armed conflicts;
- 4.2 to work for the improvement of health, for the prevention of disease and for the prevention and alleviation of human suffering in the British Islands and throughout the world.

In carrying out these Objects the Society shall act at all times in accordance with the Fundamental Principles as promulgated by the Board.

### Powers

5. In pursuance of the Objects but not further or otherwise and without prejudice to the powers by law vested in the Society by virtue of this Our Charter, the Society shall have the following powers namely:

5.1 to act as an autonomous auxiliary to the public authorities in the humanitarian field, with a special role in enhancing respect for humanitarian values and human dignity;

5.2 to disseminate knowledge of the Fundamental Principles and of International Humanitarian Law through publications, education programmes and in other ways;

5.3 to co-operate with Our Ministers to ensure respect for International Humanitarian Law and to protect the Red Cross and Red Crescent emblems;

5.4 to solicit and receive donations, subscriptions, grants and gifts of all kinds, whether absolute or conditional, and to obtain money by any legal means which are in conformity with the principles, policies and regulations of the International Red Cross and Red Crescent Movement and of the Society;

5.5 to apply for and exercise any powers obtained under any Supplemental Charter or Act of Parliament;

5.6 to acquire any interest whatsoever in any real or personal property whatsoever and wheresoever anywhere in the world and subject to all such consents as are by law required to sell, lease, mortgage or otherwise deal with or exchange and then to account for all or any part thereof and to construct, provide, maintain, repair and alter any buildings, works, ships, stores, plants and things which may from time to time be necessary for the fulfilment of the Objects;

5.7 to acquire any real or personal property upon trust for any of its constituent parts or upon any special trusts within its Objects: provided always that the same shall be kept separate and apart from any other property or funds of the Society;

5.8 to carry on trade insofar as that trade is exercised in the course of carrying out an Object or the trade is temporary or

- ancillary to the carrying out of the Objects and is in conformity with the principles, policies and regulations of the International Red Cross and Red Crescent Movement and of the Society;
- 5.9 to exercise the powers of investment set out in Schedule 2 which shall be in addition to and not in derogation from the powers of investment conferred on trustees by law from time to time;
- 5.10 to appoint such persons for such purposes as the Society may think fit and in particular to make proper and reasonable provisions for pensions and superannuation for employees of the Society and their dependants (whether as employees, consultants, advisers or otherwise) on reasonable terms and for reasonable remuneration and/or compensation;
- 5.11 to make and carry out any arrangement for joint working or co-operation with any other association or body, whether incorporated or not, carrying on work similar to any work for the time being carried on by the Society;
- 5.12 to establish and support or aid in the establishment and support of other charitable associations or institutions carrying on in any part of the world charitable work similar to any work for the time being carried on by the Society, including the International Federation of Red Cross and Red Crescent Societies and the International Committee of the Red Cross, and to give, lend or guarantee money for charitable purposes in any way connected with or calculated to further the Objects or any of them;
- 5.13 to draw, accept, endorse, issue or execute promissory notes, bills of exchange, bills of lading, warrants and other negotiable, transferable or mercantile instruments;
- 5.14 subject to such consents as may be required by law to sell, to borrow or raise money on such terms and on such security as may be thought fit;
- 5.15 to give any guarantees or indemnities to any person or persons, corporation or body transferring any property to the Society and to compromise all disputes or differences between any such person or persons, corporation or body and the Society;
- 5.16 to publish books, pamphlets, reports, leaflets, journals, films, videos, tapes and instructional matter and to organise lectures, broadcasts and courses of instruction and to organise examinations and to issue certificates in respect of such examinations with the concurrence of the appropriate Department of State;
- 5.17 to apply and dispose of the capital and income of the monies and other property, whether real or personal, from time to time vested in or belonging to the Society for and towards the proper and effective carrying out of the Objects or any of them;
- 5.18 to pay out of funds of the Society the cost of any premium in respect of any indemnity insurance to cover the liability of the Trustees (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Society: provided that any such insurance shall not extend to any claim arising from any act or omission which the Trustees (or any of them) knew to be a breach of trust or breach of duty or which was committed by the Trustees (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not;
- 5.19 to take over the assets and liabilities of the Associated Charities and to be their successor in title;
- 5.20 to establish and close down Branches and Overseas Committees as it shall deem appropriate and to regulate their affairs;
- 5.21 to establish Overseas Branches as separate legal entities in accordance with the

relevant local law and to enter into and terminate agreements with such organisations as the Board may think fit and to take such steps as may be necessary to terminate such arrangements;

- 5.22 to establish and dissolve Regional and Branch Councils on such terms as the Board may think fit;
- 5.23 to delegate such of the powers of the Board or the implementation of any of the Board's resolutions to Regional and Branch Councils, committees and individuals on such terms as the Board may think fit;
- 5.24 to effect such policies of insurance in respect of such risks and liabilities as may be required by law or as the Board may think fit from time to time provided that any such policy of insurance shall not confer any personal benefit on any Trustee, except as provided in Article 5.18;
- 5.25 to authorise uniforms and badges of the Society to be worn by Members in accordance with such regulations as the Board may prescribe from time to time;
- 5.26 to incorporate any wholly owned subsidiary company to carry on any trade within the Society's powers for the purpose of raising funds for the Society: provided that the Society shall not invest any of its funds in such a subsidiary or make any loan out of its funds to such a subsidiary unless the Society shall first have taken appropriate professional advice;
- 5.27 generally to do all other lawful acts in furtherance of the Objects or any of them.

### Restrictions

6. The income and property of the Society shall be applied solely towards the promotion of the Objects and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to any Member of the Society or to the

Trustees and no Trustee shall be appointed to any office of the Society paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Society: provided that nothing in this Charter shall prevent any payment in good faith by the Society:

- (i) of reasonable and proper remuneration to any Member, officer or servant of the Society (not being a Trustee) for any services rendered to the Society;
- (ii) of interest on money lent by any Member (or Trustee) at a reasonable and proper rate per annum not more than 2% below the published base lending rate of a clearing bank to be selected by the Board;
- (iii) of any reasonable and proper rent for premises let by any Member (or Trustee);
- (iv) of fees, remuneration or other benefits in money or money's worth to a company of which a Trustee may be a member holding not more than 1/100th part of the capital of the company;
- (v) to any Trustee of reasonable and proper out of pocket expenses;
- (vi) of reasonable and proper premiums in respect of Trustees' Indemnity Insurance, effected in accordance with Article 5.18.

### Patronage and Honorary Roles

- 7.1 There shall be a Patron of the Society. We do hereby reserve to Ourselves to be the Patron and subject thereto the Patron shall be Our Successors and We, Our Heirs or Successors may appoint from time to time Persons to serve as the President and as Deputy Presidents of the Society.
- 7.2 The Board may appoint other persons to such other honorary roles as it may resolve from time to time.

### Membership

8. The Board shall determine and publish in such manner as it thinks fit the category or categories of Members of the Society and

will specify in Standing Orders the conditions and procedures for admission to membership. Membership of the Society is open to everyone without any discrimination based on nationality, race, sex, class, religion or political opinions.

### **The Board of Trustees**

- 9.1 There shall be a Board of Trustees who shall manage the business of the Society and may exercise all its powers. The composition and powers of the Board shall be set out in the Rules.
- 9.2 The Board shall meet at least six times each year and arrangements for such meetings shall be prescribed by the Rules.

### **Audit**

10. The Board shall ensure that the accounts of the Society are audited by auditors who are authorised to audit the accounts of limited companies as specified in the Companies Acts from time to time.

### **Regional Councils**

- 11.1 The Society shall have the power to establish a Regional Council for each Region to be made up of representatives from the Branch Councils and such other persons as may be co-opted up to a maximum of 49% of the members of the Regional Council.
- 11.2 The size and composition of Regional Councils, and procedures for selecting their members, shall be laid down in Standing Orders.
- 11.3 The functions of the Regional Councils shall be more particularly set out in Standing Orders but shall include the power to advise the Board on all matters concerning the activities of the Society in the Region and to help ensure that services delivered by the Society in the Region are provided in accordance with the Society's agreed policies and standards.

### **Branch Councils**

- 12.1 The Society shall have the power to establish a Branch Council for each Branch, to be made up of Members of the Society from the Branch Area and, up to a maximum of 49% of the Members of the Branch Council, such other persons as may be co-opted.
- 12.2 The size and composition of Branch Councils, and procedures for selecting their members, shall be laid down in Standing Orders.
- 12.3 The functions of the Branch Councils shall be more particularly set out in Standing Orders and shall include the power to assist the Regional Councils by providing advice and information on matters of Branch, Regional or national interest.

### **National Assembly**

13. The Board may call a National Assembly of the Society at such times and at such frequency and to discuss such matters as shall be specified in Standing Orders.

### **Director General**

- 14.1 There shall be a Director General of the Society who shall be appointed by the Board.
- 14.2 The Director General shall be the Chief Executive Officer of the Society. He shall hold office for such period and upon such terms and conditions as are determined by a contract of service between him and the Society executed on behalf of the Society by the Chair or a Vice-Chair on the authority of the Board.

### **Associated Charities**

15. With effect from the Transfer Date all the assets and liabilities of the Associated Charities shall be deemed to be transferred to the Society which shall be the successor to each of the Associated Charities.



**Legacies, etc.**

16. With effect from the Transfer Date all gifts, covenants, legacies and payments under Gift Aid given to any of the Central Council or Local Branches of the Society (including Local Branches of Central Council Branches) within the British Islands established under the Original and Supplemental Charters or any of the Associated Charities shall be deemed to vest in the Society.

**Rules**

17. The organisation of the Society shall be undertaken and its affairs managed and regulated in accordance with Rules as approved by the Board. The Rules set out in Schedule 1 to this Our Charter shall be the Rules of the Society until the same shall have been altered, added to or repealed in the manner hereinafter provided.

**Amendment of the Charter**

18. The provisions of this Our Charter may from time to time be altered, added to or revoked by Special Resolution and in accordance with Rule 15 provided that no such revocation, alteration or addition shall become effectual unless allowed by Us, Our Heirs or Successors in Council. This Article shall apply to this Our Charter and to any Supplemental Charter as altered, added to or revoked as aforesaid. No such alteration, addition or revocation shall affect the validity of anything done in pursuance of this Our Charter or of any Supplemental Charter before the date on which such alteration, addition or revocation becomes effectual but thereafter this Our Charter and any Supplemental Charter shall continue and operate as though they had respectively been originally granted and so made accordingly.

**Amendment of the Rules**

19. Any of the Rules may from time to time be altered, added to or repealed by Special Resolution and any new Rules may from

time to time be made in the like manner: provided that no new Rule and no alteration of or addition to any of the Rules shall have any force or effect if it be repugnant to any of the provisions of this Our Charter or to the laws of Our Realm nor until it shall be approved by the Lords of Our Privy Council of which approval a Certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.

**Special Resolution**

20. A Special Resolution means a resolution of the Board of which 14 days' written notice shall have been given to the Trustees before the meeting at which the motion is to be considered and passed by a majority of two thirds of those present, qualified to vote and voting.

**Winding Up**

21. We do hereby further declare that when the Society shall cease to be a Society for the Objects and the affairs thereof shall have been completely wound up and its debts and obligations fully discharged this Our Charter shall be absolutely void.

**Construction**

22. And Lastly We do by these Presents for Us, Our Heirs and Successors grant and declare that these Our Letters shall be in all things valid and effectual in law according to the true intent and meaning thereof and shall be taken, construed and adjudged in the most favourable and beneficial sense and for the best advantage of the Society as well in Our Courts of Records as elsewhere by all judges, justices, Officers, Ministers and other subjects whatsoever of Us, Our Heirs and Successors any non-recital, mis-recital or other omission, defect or thing to the contrary notwithstanding.

Royal Charter

23. This Our Charter shall take effect on the First day of January in the year One Thousand Nine Hundred and Ninety Eight.

IN WITNESS whereof We have caused these Our Letters to be made Patent

WITNESS Ourselves at Westminster this 18th day of December in the 46th year of Our Reign

**BY WARRANT UNDER THE QUEEN'S SIGN MANUAL**

# Schedule 1

## Rules for the Membership and Procedures of the Board of Trustees of The British Red Cross Society

### Definitions

1. Except where the context otherwise requires, in these Rules:
  - 1.1 'Co-opted Trustees' means those Trustees who are co-opted under Rule 6.
  - 1.2 'First Trustees' means those persons who have been named as the Trustees to take office on the Transfer Date by the Council of the Society which was the governing body of the Society under the Original and Supplemental Charters up to the Transfer Date.
  - 1.3 'Regional Trustees' means those Trustees elected from the Regions under Rule 5.

In these Rules all words and phrases which are defined in the Royal Charter shall have the same meaning as in the Royal Charter.

### The Board

- 2.1 The Board shall comprise no fewer than 15 nor more than 21 members and shall consist of:
  - (a) one Regional Trustee elected from each Region; and
  - (b) such number of Co-opted Trustees as shall ensure that the number of Co-opted Trustees never exceeds 49% of the Trustees.

The number of Trustees may be increased to 23 to enable the operation of Rule 2.2.
- 2.2 If the Chair and/or the Treasurer is elected from the Regional Trustees the Board shall promptly inform the relevant Regional Council of the appointment of that Regional Trustee to the post of Chair and/or Treasurer, and arrange for an election to be conducted in accordance with Standing Orders as soon as reasonably practicable for the relevant Regional Council to elect a replacement. If the Chair and/or Treasurer is elected from

among the Co-opted Trustees this Rule 2.2 shall not apply.

- 2.3 The Trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Board or committees of the Board or otherwise in connection with the discharge of their duties.

### Transitional Arrangements

3. The First Trustees shall serve until 31st December 1998 and shall be subject to the transitional arrangements set out in the Appendix.

### Retirement by Rotation

- 4.1 Subject to Rule 3 and the provisions of the Appendix:
  - (a) one third of the Regional Trustees; and
  - (b) one third of the Co-opted Trustees,

or if the total number of Regional Trustees and/or Co-opted Trustees (in each case) is not exactly divisible by three, the number nearest to one third, shall retire from office with effect from 31st December 2001 and in each subsequent year. Trustees who are due to retire may, if eligible, submit themselves for re-election or further co-option (as the case may be).
- 4.2 The Trustees to retire by rotation shall be those who have been longest in office since their last election or co-option but as between persons who were elected or co-opted Trustees on the same day those to retire shall be agreed between themselves, or failing that determined by lot.
- 4.3 Duration of office:
  - (a) subject to Rule 4.3(b) and Rule 6.4 all Trustees other than the First Trustees may serve up to a maximum

- of two terms of three years each after which they shall be ineligible for re-election or further co-option until a period of at least one year has elapsed;
- (b) notwithstanding Rule 4.3(a) the Chair and the Treasurer may serve up to a maximum of 12 years comprising up to six years as specified in Rule 4.3(a) as a Trustee and two terms of three years each as Chair or Treasurer (as the case may be) after which they shall be ineligible for re-election or further co-option until a period of at least one year has elapsed.

### **Regional Trustees**

- 5.1 Regional Trustees (who must be Members of the Society) shall be elected in accordance with Standing Orders.
- 5.2 In the event of a vacancy among the Regional Trustees the Board shall promptly inform the relevant Regional Council of the vacancy and arrange for an election to be conducted in accordance with Standing Orders as soon as reasonably practicable for that Regional Council to elect a replacement.

### **Co-opted Trustees**

- 6.1 In accordance with Rule 2.1 the Board shall exercise the power of co-opting the Co-opted Trustees pursuant to Standing Orders.
- 6.2 A person need not be a Member to be eligible to be nominated to serve as a Co-opted Trustee, but on becoming a Co-opted Trustee a person who is not a Member shall become one, *ex officio*.
- 6.3 In exercising its powers to co-opt the Co-opted Trustees the Board shall ensure that it contains an appropriate balance and range of ages, skills and expertise required for the Board to carry out its responsibilities and reflects, in particular, the Society's equal opportunities policy as laid down from time to time. If, in the opinion of the Board, none of the Regional Trustees has appropriate experience in

working with young people the Board shall exercise its powers of co-option to ensure that one of the Trustees has such experience.

### **6.4 Casual vacancies:**

- (a) The Board may appoint a person who is willing to act as a Co-opted Trustee to fill a vacancy amongst the Co-opted Trustees at any time provided the appointment does not cause:
- (i) the maximum number of Trustees specified in Rule 2.1 to be exceeded; and
- (ii) the number of Co-opted Trustees to exceed the ratio specified in Rule 2.1(b).
- (b) Such a person appointed to fill a casual vacancy shall serve until 31st December in that year and may submit himself to election or co-option to serve for two terms of three years each in accordance with Rule 4.3(a).

### **Chair and Vice-Chair**

- 7.1 From the Transfer Date to the first Board Meeting after the Transfer Date the Chairman of Council under the previous Charter shall serve as Chair. At the first Board Meeting after the Transfer Date the First Trustees shall appoint one of their number to be the Chair, one to be the Treasurer and between one and three of their number to be Vice-Chair.
- 7.2 Subject to Rules 7.1 and 7.7 the Trustees shall appoint one of their number to be the Chair at the last Board meeting in every third year. His term of office shall commence on 1st January in the following year for a period of up to three years.
- 7.3 The Chair may be re-appointed for a second term of up to three years.
- 7.4 Unless he is unable to do so the Chair shall preside at each meeting of the Trustees at which he is present. If there is no person holding that office or if the person holding that office is unable to preside, the Board shall appoint one of the Vice-Chairs

present at the meeting to preside, or failing them the other Trustees present may appoint one of their number to chair the meeting.

- 7.5 In the case of an equality of votes the Chair or person serving as chair shall have a second or casting vote.
- 7.6 Subject to Rule 7.1 the Trustees shall appoint at the last Board meeting in each year between one and three of their number to be Vice-Chair(s). Subject to Rule 7.7 each Vice-Chair shall serve for a term of one year which shall commence on 1st January in the following year. The Vice-Chair may be appointed for up to two further periods of office of one year each.
- 7.7 If a Chair or Vice-Chair shall cease to occupy that office for any reason before the expiry of his period of office the Trustees shall as soon as is reasonably practicable appoint one of their number to serve in such position until 31st December in the year in which the appointment was made. Such period of service shall not be considered as part of the Chair's or Vice-Chair's term of office under Rules 7.2, 7.3 or 7.6.

### **Treasurer**

- 8.1 Subject to Rule 7.1 the Trustees shall appoint at the last Board meeting in every third year one of their number to serve as Treasurer. The Treasurer's term of office shall commence on 1st January in the following year.
- 8.2 The Treasurer shall be appointed for a period of three years and may be re-appointed for a further term of three years in accordance with Rule 4.3(b).
- 8.3 If the Treasurer shall cease to occupy that office for any reason before the expiry of his period of office the Trustees shall as soon as is reasonably practicable appoint one of their number or co-opt some other person to serve as Treasurer until 31st
- December in the year in which the appointment was made. Such period of service shall not be considered part of the Treasurer's term of office under Rule 8.2.

### **Proceedings**

- 9.1 The quorum for the transaction of the business of the Board shall be at least one half of the number of Trustees from time to time. All resolutions of the Board shall be decided by a simple majority of those Trustees present and voting except for those matters which require a Special Resolution.
- 9.2 The meeting of the Board shall normally be arranged in accordance with Standing Orders on at least 14 days' written notice but an extraordinary Board meeting shall be held at any time on the request of the Chair or on the written request of one third of the Trustees. Notice of an extraordinary Board meeting shall be given as soon as is reasonably practicable in the circumstances. The accidental omission to give notice of a meeting to any of the Trustees or the non-receipt by any Trustee of such notice shall not invalidate any resolution passed at such meeting.
- 9.3 A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees shall be as valid and effectual as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held, and may consist of several documents in the like form each signed by one or more Trustees:
- 9.4 A meeting of the Trustees may be held by telephone or other electronic means of communication, provided that all the Trustees participating in the meeting can hear and speak to each other, and any resolution passed at such a meeting shall be as valid and effectual as if it had been passed at a meeting at which the Trustees had been physically present.
- 9.5 The Director General shall be entitled to attend and speak at Board and committee

meetings but not to vote thereat: provided that he shall absent himself from any part of any Board meeting on the request of the Board and in particular if his position as an employee or the terms and conditions of his appointment are to be discussed.

9.6 The Board may invite such persons as it may choose from time to time to attend Board meetings.

9.7 The Board shall ensure that Minutes are prepared of all Board meetings (including meetings pursuant to Rule 9.4) and at each Board meeting the Minutes of the previous meeting and of any committees established under Rule 11 shall be available.

9.8 The Board may act notwithstanding any vacancy among the Trustees.

### **Disqualification and Removal of Trustees**

10. The office of a Trustee shall be vacated if:
- (a) he becomes prohibited by law from being a Trustee; or
  - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (c) he is or may be suffering from mental disorder and either:
    - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983, or in Scotland, on application for admission under the Mental Health (Scotland) Act 1960; or
    - (ii) an order is made by a Court having jurisdiction (whether in the British Islands or elsewhere) in matters concerning mental disorders for his detention or for the appointment of a receiver, curator bonis or other persons to exercise powers with respect to his property or affairs; or
  - (d) he resigns his office by notice to the Society; or
  - (e) he fails to attend, without good cause, three consecutive Board meetings; or

- (f) he is dismissed by a Special Resolution of the Board if in the Board's reasonable opinion it is in the interests of the Society for him to cease to be a Trustee; a Trustee whom it is proposed to dismiss shall have the right to speak on the Special Resolution; or
- (g) he dies.

### **Delegation**

- 11.1
- (a) The Board may delegate any of its powers or the implementation of any of its resolutions to any committee.
  - (b) The resolution making that delegation shall specify those who shall be asked to serve on and be in attendance at such committee (although the resolution may allow the committee to make co-options up to a specified number).
  - (c) The composition of any such committee shall be entirely in the discretion of the Board and may comprise such of their number (if any) as the resolution may specify.
  - (d) Every committee shall have a chair and a secretary.
  - (e) The deliberations of any such committee shall be reported regularly to the Board and any resolution passed or decision taken by any such committee shall be reported forthwith to the Board.
  - (f) All delegations under this Rule shall be revocable at any time.
  - (g) The Board may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as the Board may from time to time think fit.
  - (h) For the avoidance of doubt the Board may delegate all financial matters to any committee, and may empower such committee, to resolve upon the operation of any bank account according to such mandate as it shall think fit, whether or not requiring a signature of any Trustee: provided always that no committee shall incur expenditure on behalf of the Society except in accordance with a budget

which has been approved by the Board.

- 11.2 The meetings and proceedings of any committee shall be governed by the provisions of the Royal Charter and these Rules regulating the meetings and proceedings of the Board so far as the same are applicable and are not superseded by Standing Orders.

### Indemnity

12. Every Trustee or other officer or auditor of the Society shall be indemnified out of the assets of the Society against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society and against all costs, charges, losses, expenses or liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

### Notices

13. The Society may give any notice or other document to a Trustee in accordance with such reasonable procedures for the serving of documents as shall be stipulated in Standing Orders.

### Standing Orders

14. The Board may adopt or amend Standing Orders for the internal governance of the Society by a Special Resolution: provided that such Standing Orders shall not be repugnant to the Royal Charter and/or these Rules.
15. The Board will consult with the International Committee of the Red Cross and the International Federation of Red Cross and Red Crescent Societies before any modifications are made to the Charter or Rules, in conformity with the policies and

regulations of the International Red Cross and Red Crescent Movement.

## The Appendix to the Rules

### Transitional Arrangements

1. On 31st December 1998 one third of the First Trustees who are Regional Trustees and one third of the First Trustees who are Co-opted Trustees shall retire from office, or if the total number of Regional and/or Co-opted Trustees (in each case) is not exactly divisible by three, the number nearest to one third, and be eligible for re-election or further co-option (as the case may be) in accordance with Rule 4.2 but subject to Rule 4.3.
2. On 31st December 1999, one third of the First Trustees who are Regional Trustees and one third of the First Trustees who are Co-opted Trustees shall retire from office, or if the total number of Regional and/or Co-opted Trustees (in each case) is not exactly divisible by three, the number nearest to one third, and be eligible for re-election or further co-option in accordance with Rule 4.2 but subject to Rule 4.3.
3. On 31st December 2000, one third of the First Trustees who are Regional Trustees and one third of the Co-opted Trustees shall retire from office, or if the total number of Regional and/or Co-opted Trustees (in each case) is not exactly divisible by three, the number nearest to one third, and be eligible for re-election or further co-option in accordance with Rule 4.2 but subject to Rule 4.3.
4. The First Trustees shall only be eligible for re-election or further co-option for one period only of three years after they have retired by rotation in accordance with this Appendix and Rules 4.2 and 4.3.

## Schedule 2

### Powers of Investment

#### 1. Investment

1.1 Subject to Article 5.10 of this Our Charter any property of the Society for the time being available for investment shall be invested under the control of the Board in accordance with the provisions of this Schedule.

1.2 Subject to paragraphs 1.4, 1.5 and 1.6 of this Schedule the Board may invest the cash and other property of the Society at its discretion in:

- (a) any investments which are qualifying investments within the meaning of paragraphs 2 to 8 of Schedule 20 to the Income and Corporation Taxes Act 1988 but excluding units of a unit trust scheme which is not an authorised unit trust under the Financial Services Act 1986. Where any such investments are traded investments they must be such as are traded with proper authority on a recognised stock exchange within the meaning of section 841 of the Income and Corporation Taxes Act 1988;
- (b) mortgages within the limits permitted by paragraph 13 Part II of Schedule 1 to the Trustee Investments Act 1961.

1.3 Any land held as an investment which at the Transfer Date belongs to the Society may continue to be retained as an investment. Where such land is sold, subject to the taking and consideration of advice from a professional adviser who is qualified by his ability in and practical experience of land held as an investment, the Board may apply the proceeds of sale in investing in other freehold or leasehold land in the British Islands.

1.4 The Board shall at all times keep the investments of the Society under review

(including land held by them as an investment) and may at any time at its discretion realise, exchange or otherwise dispose of any investment (including land held as an investment) or deposit or loan any investment either to raise cash for the Objects of the Society or for investment in accordance with the Royal Charter.

1.5 In performance of its functions under this Schedule the Board shall have regard to:

- (a) the need for diversification of investments (including land held as an investment) of the Society in so far as it is appropriate to the circumstances of the Society; and
- (b) in relation to any investment (including land held as an investment) of the Society or any proposed investment, the suitability for the Society of the investments of the description concerned and of the particular investment as an investment of that description.

1.6 Unless authorised by an Order or Orders of the Charity Commissioners the Board shall not invest by way of underwriting in any new issues of shares, stock or other securities: provided that it may invest by way of underwriting in an issue of stock eligible to be held by the Society where the Board does so in order to secure an allocation of the new issue (and not for the sole or main purpose of obtaining commission) and is satisfied that the Society has the resources to take up the allocation and that to do so would not be hazardous or speculative.

#### 2. Investment Expert

2.1 In this Schedule the expression 'Investment Expert' shall mean either a company or firm of repute in the field of investment which is an authorised person or an exempted person for the purposes of the Financial Services Act 1986 or an individual being an authorised person for the purposes of that Act who has



not less than 15 years' experience of investment and financial management in the City of London.

### 3. Investment Advice

3.1 The Board shall arrange that the investments of the Society (including land) are at all times kept under review by one or more investment experts and other professional advisers who shall be instructed and required to undertake to inform the Board promptly of any changes in investments which appear to them to be desirable except to the extent that the Board has exercised its powers of delegation conferred by paragraph 5.1 of this Schedule.

3.2 No investment other than one which is for the time being a narrow range investment within the meaning of the Trustee Investments Act 1961 shall be made by the Board except on the advice of an Investment Expert.

### 4. Investment Manager

4.1 The Board may appoint as the Investment Manager for the Society a person who it is satisfied after inquiry is a proper and competent person to act in that capacity and who is either:

- (a) an individual of repute with at least 15 years' experience of investment management who is an authorised person within the meaning of the Financial Services Act 1986; or
- (b) a company or firm of repute which is an authorised or exempted person within the meaning of the Act otherwise than by virtue of section 45(1)(j) of that Act.

### 5. Delegation

5.1 The Board may delegate to an Investment Manager so appointed power at his discretion to buy and sell investments for the Society on behalf of the Board in accordance with the investment policy laid down by the Board. The Board may only

do so on terms consistent with the Royal Charter.

5.2. Where the Board makes any delegation under this Schedule it shall:

- (a) inform the Investment Manager in writing of the extent of the Society's investment powers;
- (b) lay down a detailed investment policy for the Society and immediately inform the Investment Manager in writing of it and of any changes to it;
- (c) ensure that the terms of the delegated authority are clearly set out in writing and notified to the Investment Manager;
- (d) ensure that it is kept informed of and reviews on a regular basis the performance of the Society's investment portfolio managed by the Investment Manager and the exercise by him of his delegated authority;
- (e) take all reasonable care to ensure that the Investment Manager complies with the terms of his delegated authority;
- (f) review the appointment at such intervals not exceeding 24 months as it thinks fit;
- (g) pay such reasonable and proper remuneration to the Investment Manager and agree such proper terms as to notice and other matters as the Board shall decide and as are consistent with the Royal Charter provided that such remuneration may include commission, fees and/or expenses earned by the Investment Manager if and only to the extent that such commission, fees and/or expenses are disclosed to the Board.

5.3. Where the Board makes any delegation under this Schedule it shall do so on terms that:

- (a) the Investment Manager shall comply with the terms of his delegated authority;
- (b) the Investment Manager shall not do anything which the Board does not have power to do;
- (c) the Board may on reasonable notice

revoke the delegation or vary any of its terms in a way which is consistent with the terms of the Royal Charter; and

- (d) the Board shall give directions to the Investment Manager as to the manner in which he is to report to it all sales and purchases of investments made on behalf of the Society.

## **6. Investment Committee**

- 6.1 The Board may delegate to a committee all powers and duties relating to investments under the Royal Charter ('the Investment Committee') provided that the Investment Committee shall act in accordance with the investment policy laid down by the Board and shall report regularly to the meetings of the Board.

## **7. Holding of Investments**

- 7.1 The Board may:
  - (a) make such arrangements as it thinks fit for any investments of the Society or income from those investments to be held by a corporate body as custodian trustee or as the nominee of the Society;
  - (b) pay reasonable and proper remuneration to any corporate body acting as custodian trustee or the nominee of the Society in pursuance of this paragraph.

## Schedule 3

### Part I

(Charities which were defunct prior to the Transfer Date but still registered with the Charity Commission)

Charity Number	Name		
			Surrey Branch of The British Red Cross Society
		242086	The Anglesey Branch of The British Red Cross Society
		242096	The East Riding of Yorkshire Branch of The British Red Cross Society
		242118	The County of London Branch of The British Red Cross Society
207331	Castle Red Cross Hospital Surplus Fund in Connection with Soldiers', Sailors' and Airmen's Families Association	242121	The Middlesex County Branch of The British Red Cross Society
213034	The Netherland Red Cross Welfare Fund	242123	The North Lincolnshire Branch of The British Red Cross Society
215478	The Prestatyn Branch of Red Cross Surplus War Funds	242130	The Huntingdonshire Branch of The British Red Cross Society
218284	The British Red Cross Society-Flintshire Branch	242179	The City of Bristol Branch of The British Red Cross Society
220949	Greater London Red Cross Blood Transfusion Service	242473	Montgomeryshire Branch of The British Red Cross Society
224903	The Denton Red Cross Trust	242503	The Cambridgeshire and Isle of Ely Branch of The British Red Cross Society
226806	New Building Trust Fund held in connection with The Luton Division, No 7 Detachment of The British Red Cross Society	242589	The Caernarvonshire Branch of The British Red Cross Society
230595	Derby St John Ambulance Brigade and Derbyshire British Red Cross Society Trust Fund	242762	The Radnor Branch of The British Red Cross Society
241676	The Herefordshire Branch of The British Red Cross Society	242862	Glamorgan Branch of The British Red Cross Society
241737	Merioneth Branch of The British Red Cross Society	243761	The City of Birmingham Branch of The British Red Cross Society
241780	Denbighshire Branch of The British Red Cross Society	243952	The North Riding of Yorkshire Branch of The British Red Cross Society
241933	The Westmorland Branch of The British Red Cross Society	244551	The East Lancashire Branch of The British Red Cross Society
242049	Trust Property of The Croydon Division of The Surrey Branch of The British Red Cross Society	244756	The Cumberland Branch of The British Red Cross Society
242049	Trust Property of The Kingston-upon-Thames Division of The Surrey Branch of The British Red Cross Society	244798	Birmingham Voluntary Aid Detachments Fund
242049	Trust Property of The Sutton and Cheam Division of The	245281	The Northumberland Branch of The British Red Cross Society

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248355	The Worcestershire Branch of The British Red Cross Society	242037	The Kent Branch of The British Red Cross Society
249170	Breconshire Branch of The British Red Cross Society	242049	The Surrey Branch of The British Red Cross Society
249541	Carmarthen Branch of The British Red Cross Society	242115	The Devonshire Branch of The British Red Cross Society
249658	(West Lancashire Branch) of The British Red Cross Society	242319	British Red Cross, Gloucestershire Branch (formerly known as The Gloucestershire Branch of The British Red Cross Society)
249757	Cardiganshire Branch of The British Red Cross Society		British Red Cross – Bedfordshire Branch (formerly known as The Bedfordshire Branch of The British Red Cross Society)
250387	Pembrokeshire Branch of The British Red Cross Society	242323	The Derbyshire Branch of The British Red Cross Society
251173	The City of London Branch of The British Red Cross Society		The Wiltshire Branch of The British Red Cross Society
251209	The South Lincolnshire Branch of The British Red Cross Society	242951	Gwent Branch of The British Red Cross Society (formerly known as Monmouth Branch of The British Red Cross Society)
252685	Streatham Red Cross Medical and Surgical Nursing Home Fund	243152	The Suffolk Branch of The British Red Cross Society
502850	Lincolnshire County Branch of The British Red Cross Society	243191	The Buckinghamshire Branch of The British Red Cross Society
502852	Gwynedd County Branch of The British Red Cross Society	243472	The Leicestershire and Rutland Branch of The British Red Cross Society (formerly The Leicestershire Branch of the British Red Cross Society)
502909	The South and Mid-Glamorgan Counties Branch of The British Red Cross Society	243572	British Red Cross Society Somerset Branch
		243577	The Durham Branch of The British Red Cross Society

Part II

(Charities which were active immediately prior to the Transfer Date)

Charity Number	Name		
		243656	British Red Cross Society Somerset Branch
208568	The Norfolk Branch of The British Red Cross Society	243953	The Essex Branch of The British Red Cross Society
241787	The Nottinghamshire Branch of The British Red Cross Society	244065	The Cornwall Branch of The British Red Cross Society
241790	South Yorkshire Branch of The British Red Cross	244077	The Berkshire Branch of The British Red Cross Society
241803	The Oxfordshire Branch of The British Red Cross Society	244157	The Staffordshire Branch of The British Red Cross Society
241810	The Shropshire Branch of The British Red Cross Society	244389	The West Yorkshire Branch of The British Red Cross Society
241999	The British Red Cross Society Isle of Wight Branch	244453	

244552	Dorset Branch of The British Red Cross Society	502860	Hull and East Riding Branch of The British Red Cross Society (formerly Humberside Branch of The British Red Cross Society)
244575	The Cheshire Branch of The British Red Cross Society		
244979	The Hertfordshire Branch of The British Red Cross Society	502861	West Midlands County Branch of The British Red Cross Society
245651	The Hampshire Branch of The British Red Cross Society		
246151	The Sussex Branch of The British Red Cross Society	502862	Northumbria Branch of The British Red Cross Society (formerly Northumberland and Tyne and Wear Counties Branch of The British Red Cross Society)
247125	British Red Cross – Northamptonshire Branch (formerly The Northamptonshire Branch of The British Red Cross Society)	502884	The Lancashire County Branch of The British Red Cross Society
247530	The Warwick Branch of The British Red Cross Society		
266624	Avon Branch of The British Red Cross Society	502910	The South West Wales Branch of The British Red Cross Society (formerly The West Glamorgan County Branch of The British Red Cross Society)
266625	Cambridgeshire Branch of The British Red Cross Society		
266626	The London Branch of The British Red Cross Society		
502851	Calon Cymru Branch of The British Red Cross Society (formerly The Powys County Branch of The British Red Cross Society)	502988	Cleveland County Branch of The British Red Cross Society
		503016	The Mid Glamorgan County Branch of The British Red Cross Society
502853	Dyfed County Branch of The British Red Cross Society	503017	The Glamorgan/Morgannwg Branch of The British Red Cross (formerly The South Glamorgan County Branch of The British Red Cross Society and The Glamorgan Branch of The British Red Cross)
502854	North Wales Branch of The British Red Cross (formerly Clwyd County Branch of The British Red Cross Society and Clwyd British Red Cross)		
502855	Cumbria County Branch of The British Red Cross	503052	The Princess Mary House Branch of The British Red Cross Society
502856	Merseyside County Branch of The British Red Cross Society	506481	British Red Cross Society Lincolnshire Branch
502857	The Greater Manchester County Branch of The British Red Cross Society		
502858	The Hereford and Worcester County Branch of The British Red Cross Society		The Scottish Central Council Branch of The British Red Cross Society:
502859	British Red Cross Society North Yorkshire Branch (formerly North Yorkshire County Branch of The British Red Cross Society)		<i>Local Branches</i>
			Angus
			Argyll
			Ayrshire & Arran
			Berwickshire
			Bute
			Caithness

Royal Charter

Dumfries & Galloway  
Dunbartonshire  
Dundee  
East & Midlothian  
Edinburgh  
Ettrick & Lauderdale  
Fife  
Forth Valley  
Glasgow & Renfrewshire  
Grampian  
Inverness-shire  
Lanarkshire  
Moray  
Nairn  
Orkney  
Perth and Kinross  
Ross & Cromarty  
Roxburgh  
Shetland  
Sutherland  
Tweeddale  
West Lothian  
Western Isles

The Northern Ireland Central Council Branch  
of The British Red Cross Society:

*Local Branches*

Belfast  
Down  
Northern  
Southern  
Western

The Isle of Man Central Council Branch of The  
British Red Cross Society

The Bailiwick of Guernsey Branch of The  
British Red Cross Society