THE CONSTITUTION

OF THE

NAMIBIA RED CROSS SOCIETY
WHEREAS the Namibia Red Cross Society (hereafter in this Constitution referred to as the “the National Society”) was founded on February 8, 1992;

AND WHEREAS the Constitution of the Namibia Red Cross Society is based on the Geneva Conventions of 1949 (and their additional Protocols of 1977), to which the Republic of Namibia is a party;

AND WHEREAS the Namibia Red Cross Society is desirous of revising its existing Constitution for the purpose of providing for itself a fuller and clearer Constitution;

Now therefore the Namibia Red Cross Society hereby gives unto itself this revised Constitution of 2015.
1. The Namibia Red Cross Society, (herein after referred to as the “National Society”) was founded on February 8, 1992. Its constitution is based on the Geneva Conventions of 1949 and their Additional Protocols of 1977, to which the Republic of Namibia is party. The National Society shall continue to be guided in its works by the principles of International Humanitarian Law, the Statutes of the International Red Cross and Red Crescent Movement, the Resolutions adopted by the International Conference of the Red Cross and Red Crescent and the Council of Delegates, the Constitution of the IFRC and decisions of its General Assembly. It shall respect and promote the Fundamental Principles of the International Red Cross and Red Crescent Movement. These Fundamental Principles are:

a) **Humanity**

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

b) **Impartiality**

It makes no discrimination as to nationality, race, religious beliefs, class or political opinions. It endeavours to relieve suffering of individuals, being guided solely by their needs and to give priority to the most urgent cases of distress.

c) **Neutrality**
In order to continue to enjoy the confidence of all, the Movement may not take sides in hostilities or engage at any time in controversies of a political, racial, religious or ideological nature.

d) **Independence**
The Movement is Independent. The National Societies, while auxiliaries in the humanitarian services of their government subject to the laws of their respective countries, must always maintain their autonomy so that they may be able at all times to act in accordance with the principles of the Movement.

e) **Voluntary service**
It is a voluntary relief movement not prompted in any manner by desire for gain.

f) **Unity**
There can only be one Red Cross or one Red Crescent Society in any one country. It must be open to all. It must carry on its humanitarian work throughout its territory.

g) **Universality**
The International Red Cross and Red Crescent Movement, in which all societies have equal status and share equal responsibilities and duties in helping each other, is worldwide.

**ARTICLE 2:**
**NATIONAL LEGAL STATUS**

1. The National Society is officially recognised by the Government of the Republic of Namibia, according to the terms of the Namibia Red Cross Act, Act no. 16 of 1991, as a voluntary aid society, auxiliary to the public authorities in the humanitarian field, in accordance with the 1949 Geneva Conventions and their Additional Protocols of 1977, and as the only National Red Cross Society which may carry out its activities in Namibia.
2. In relation to the public authorities, the National Society maintains an autonomy, which allows it to act at all times in accordance with the Fundamental Principles of the Movement.

3. The public authorities shall at all times respect the adherence by the National Society to the Fundamental Principles of the International Red Cross and Red Crescent Movement. Agreements concluded with other organisations or entities, in particular with the public authorities regarding the execution of a public service, shall be in writing and shall not in any way constitute an obligation for the Society to act against the Fundamental Principles.

4. The National Society is a legally constituted body incorporated under Section 21 of the Companies Act of 2004, as amended, as an Association (Not-For-Gain), Registration Number 21/79/115. The National Society is also registered with the Ministry of Health and Social Services as a Welfare Organisation (Welfare Number WO62).

5. The Headquarters of the National Society shall be located in Windhoek.

6. The National Society has as its emblem the heraldic sign of the Red Cross on a white background, which is a recognised emblem by the Movement Statues.

**ARTICLE 3: RECOGNITION AND INTERNATIONAL RELATIONS**

1. The National Society was recognised by the International Committee of the Red Cross (ICRC) on 31 March 1993 as part of the International Red Cross and Red Crescent Movement. It became a member of the International Federation of Red Cross and Crescent Societies (herein after referred to as the International Federation) on 25 October 1993.

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

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

4. The National Society shall also be bound by the obligations laid down in Article 8 of the Constitution of the International Federation.

5. Any proposed amendment to the present statutes of the National Society shall be submitted to the joint ICRC/International Federation Commission for National Society Statutes before such amendments may be adopted by the National General Assembly. The revised Constitution of the National Society must be adopted by a majority of two thirds of the National General Assembly present and voting.

ARTICLE 4:
THE EMBLEM OF THE NAMIBIA RED CROSS SOCIETY

1. The National Society is permitted by law to have and use as an emblem and badge in carrying out its purposes, a Red Cross with vertical and horizontal arms of the same length, on and completely surrounded, by a white background. The use of the emblem by the Namibia Red Cross Society shall at all times be in accordance with the Geneva Conventions and their Additional Protocols of 1977.

2. The emblem may be displayed:

a) On any building or other structure erected or used by the National Society for carrying out any of its functions; and

b) On any ambulance or other vehicle used by the National Society for carrying out its functions.

3. The emblem may be worn by members in uniform, in accordance with
the regulations, on occasions when a uniform is permitted to be worn, but no person other than a full-time employee of the National Society shall wear a uniform except when engaged in the work of the National Society or going to or from such work.

4. Members shall at times, and especially in times of war, avoid using the emblem in such a way as to suggest that any person or object is entitled to the protection of the Geneva Conventions when not so entitled.

5. Members shall report any misuse of the emblem whether by a member of the National Society or by any other person to the National Society, in accordance with the Namibia Red Cross Act 16 of 1991.

6. No person shall use the Red Cross emblem contrary to the provisions of the Namibia Red Cross Act 16 of 1991 and the Regulations on the Use of the Emblem of the Red Cross and Red Crescent by the National Societies of 1991.

7. The Namibia Red Cross Society uses as its logo, the heraldic sign of the red cross on a white background, accompanied by the name “Namibia Red Cross Society” or its abbreviated designation.

8. The Namibia Red Cross Society will establish appropriate internal regulations on the use and protection of the emblem by its personnel, members and volunteers, and these provisions shall be binding upon the National Society.
CHAPTER 2
OBJECTIVES AND TASKS

ARTICLE 5:
GENERAL OBJECTIVES AND TASKS OF THE NAMIBIA RED CROSS SOCIETY

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

2. For this purpose, its task is in particular:

a) To act in case of armed conflict, and in peace prepare to act in all the fields covered by the Geneva Conventions and on behalf of all war victims, both civilian and military;

b) To contribute to the improvement of health, the prevention of disease and the mitigation of human suffering;

c) To organise, within the scope of the national plan, emergency relief services for the victims of disasters, whatever the cause is;

d) To educate the population on how to respond to disasters, whatever the cause is.

e) To engage children and young people as partners in the work of the Red Cross and Red Crescent Movement;

f) To promote the Fundamental Principles of the Movement and those of International Humanitarian Law in order to develop humanitarian ideals among the population, and in particular among children and youth and law enforcement personnel;

g) To recruit, train and assign such personnel as are necessary for the discharge of its responsibilities; and to involve volunteers in the activities and promote capacity building at all levels of the Namibian Red Cross Society;

h) To co-operate with the public authorities to ensure respect for international humanitarian law and to protect the Red Cross and Red Crescent emblems and to respect and recognise the activities
carried out by the Red Cross Society in Namibia through the legislation and administration in Namibia;

i) To help victims of war and internal violence and to protect and assist the victims including preservation of the physical integrity and dignity of the victims;

j) To promote mutual assistance and co-operation with public authorities at all levels, and co-operate with other partners within and outside the Movement;

k) To strengthen international relations, including international humanitarian law, both in the region and globally in accordance with the mandate of the Namibian Red Cross Society;

l) To strengthen self-determined community humanitarian services delivered at local levels;

m) To be a membership-driven organisation, that is led by structures arising from local level membership; and

n) To act in the field of restoring family links.
ARTICLE 6:
VOLUNTEERS

1. Volunteers are the backbone of the Red Cross and Red Crescent Movement and are central to all activities undertaken by the Namibia Red Cross Society.

2. Any person who subscribes to the Fundamental Principles of the Red Cross and Red Crescent and activities of the Namibia Red Cross Society, without discrimination based on race, nationality, gender, political opinion, class, religion, creed, language, or on any other similar grounds may become a volunteer of the Namibia Red Cross Society, through a contribution of time without desire for gain.

3. Any person may volunteer regardless of their membership status, and volunteers are not required to be members.

4. Namibia Red Cross Society volunteers must be registered and agree to the Namibia Red Cross Society volunteer code of conduct.

5. Volunteers do not have voting rights nor may they stand for election, unless they are also an eligible voting member as defined in Article 7.

6. Volunteers have the right to wear items identifying themselves as volunteering for the Namibia Red Cross Society while undertaking their Red Cross duties and travelling to and from work.
ARTICLE 7:
MEMBERSHIP

1. The Namibia Red Cross Society is a membership based organisation, and membership of the National Society shall be open to everyone who subscribes to the Fundamental Principles of the Red Cross Movement, without discrimination on the basis of race, nationality, gender, political opinion, class, religion, creed, language or on any other similar grounds.

2. The categories of members are:

a) **Junior members:** Junior members shall be those young persons who are below the age of 14 and pay an annual subscription rate as shall be determined by the General Assembly. Junior members do not have voting rights nor may they hold an elected position.

b) **Youth members:** Youth members are annual subscribing members between the ages of 14 and 30 who pay an annual subscription amount as shall be determined the General Assembly. Youth members have limited voting rights, and may only vote in elections for, and be elected to positions within the youth structures.

c) **Adult members:** Adult members are those persons who pay the full annual subscription as determined by the General Assembly. Adult members have full voting rights and may be elected to a governance position, excepting identified youth positions.

d) **Elder members:** Elder members shall be those persons who are aged 60 or older and who pay an annual subscription of an amount as determined by the General Assembly. Elder members have full voting rights and may hold positions within the governance structures.
e) **Life members:** Life members shall be those persons who pay a once-only life membership amount as determined by the General Assembly and have full voting rights. Life members under the age of 30 may only hold and vote for positions in the youth governance structure.

f) **Honorary members:** Honorary members are those persons who have been so designated by the General Assembly in recognition of exceptional services to the National Society. Honorary members are not required to pay a subscription fee and will be given life membership. Honorary members have full voting rights and may be elected to governance positions.

g) **Corporate members:** Corporate members refer to companies, corporations, organisations, institutions that pay subscription of such amounts and for such periods as shall be determined by the General Assembly. Corporate members do not have voting rights, nor may they be elected to positions in governance structures.

h) **Non-voting members:** Non-voting members are staff members and members in any of the above categories who have been deemed to have a conflict of interest. Non-voting members may not be elected to or vote for governance positions.

In an event when a non-voting member of the Namibia Red Cross Society decides to change her/his status and became Adult, Elder or Life Member – s/he should provide to the National Society (at the region or constituency where s/he has been registered as a member) proof that his/her contract with the National Society has been terminated by:

- a signed statement that her/his previous contract has been terminated,
- a signed statement that no new contract with the
National Society has been signed or has not been under consideration,
• a signed statement that s/he left her/his previous duty station with no unsolved issues (including financial or disciplinary),
• an official statement from the Secretariat of the National Society that no unsolved issues remain after the contract of the staff was terminated, and
• an official statement of no court proceedings against the member in question.

3. All memberships, with the exception of life membership and honorary membership, expire after twelve months, unless the subscription is renewed.

ARTICLE 8:
DUTIES AND RIGHTS OF ALL MEMBERS

1. All members have the following duties and rights:
   a) To promote the work of the National Society and to participate actively in the work of the National Society;
   b) To adhere to and disseminate information about the Fundamental Principles of the Red Cross and Red Crescent Movement, Membership, International Humanitarian Law and the protection of the Emblem;
   c) To recognise and obey the Statutes of the National Society;
   d) Any member may give notice of resignation in writing at any time to the Secretariat of their Regional Governing Board; and
   e) To pay membership fees as prescribed by the General Assembly.

2. All adult, honorary, life, and elder members who are eligible to vote as defined in Article 7, have the following rights:
   a) To elect and be elected to the adult positions within adult governing bodies; however those members who have not been fully paid members for one year prior to the Regional/Constituency/National Youth (Annual) General
Meeting shall not be allowed to participate in elections, neither shall they be allowed to vote or to stand for an elective position of the region;

b) To participate and vote in the meetings of the local, constituency and regional assemblies and, if elected, in the National General Assembly; however those members who have not been fully paid members for one year prior to the Regional/Constituency/National Youth (Annual) General Meeting shall not be allowed to participate in elections, neither shall they be allowed to vote or to stand for an elective position of the region;

c) To present proposals and raise issues through regional management and regional governance structures; and

d) To wear items identifying them as members of the Namibia Red Cross Society while undertaking National Society duties.

3. Youth members have the following duties and rights:

a) To vote in youth elections and be elected to positions in the youth structure;

b) To present proposals and raise issues through regional management and youth structures;

c) To participate and vote in the meetings of the constituency and regional Youth; and

d) To wear items identifying them as members of the Namibia Red Cross Society while undertaking National Society duties.

ARTICLE 9:
PATRONS OF THE SOCIETY

1. There shall be a patron of the National Society appointed by the National Governing Board.

2. There may be one patron appointed for each region, to be appointed by the Regional General Assembly on the recommendation of the Regional Governing Board.
3. A patron shall be a person of eminence and distinction in the Namibian Society who exhibits an interest in the activities of the National Society and whose appointment as Patron shall enhance the image and advance the performance of the functions of the Society.

4. He or she must agree to uphold all the fundamental principles as stipulated in the constitution and shall not be granted any electoral rights within the Society.

5. The patron shall serve a term of three years. After the end of each three year term, they may serve additional terms by mutual agreement.

ARTICLE 10:
DISCIPLINARY PROCEDURES

1. Disciplinary procedure for Volunteers
   a) Any volunteer of the Namibia Red Cross Society may lose his or her volunteer status if he or she engages in misconduct that violates the Namibia Red Cross Society Volunteer Code of Conduct or Appointment Agreement and Consent Form.
   b) The power to terminate a volunteer contract shall for all purposes be given to the Secretary General of the National Society or his or her designated delegate.
   c) Volunteers may appeal a contract termination decision to the National Governing Board, whose decision shall be final and binding.

2. Disciplinary procedure for Members and Patrons
   a) Regional Boards and Constituency Committees may require a member to alter their membership to that of non-voting if there is a clear conflict of interest. Any member so affected shall have the right to appeal to the National Governing Board, whose decision shall be final and binding.
   b) In an event when a non-voting member of the Namibia Red Cross Society engages in misconduct that violates the Namibia Red Cross Society Volunteer Code of Conduct or Appointment Agreement and Consent Form, the power to terminate a contract shall for all purposes be given to the Secretary General of the National Society or his or her designated delegate. Volunteers may appeal a contract termination decision to the National Governing Board, whose decision shall be final and binding.
Cross Society decides to change her/his status and became Adult, Elder or Life Member by providing to the National Society (at the region or constituency where s/he has been registered as a member) proof that his/her contract with the National Society has been terminated, as per provision included in Article 7, paragraph 2, sub-paragraph h, the relevant Regional or Constituency Committee will make decision on whether the status of the member can be altered or not. If decision of the Regional or Constituency Committee is negative, the affected member should be informed promptly and in writing of this decision and should have the right of appeal.

c) Regional Boards may issue a written warning to a member or patron if he or she displays behavior incompatible with the seven Fundamental Principles or if he or she engages in activities that are detrimental to the reputation or the activities of the National Society.

d) If the circumstances that warrant the warning continue, the matter may be referred to the National Governing Board for further disciplinary action, including expulsion.

e) Any member aggrieved by the decision of the National Governing Board, should be informed promptly and in writing of any procedure undertaken against her/him and should have the right of appeal. The National Governing Board shall make regulations for the hearing of appeals, to ensure that no member is unjustly treated, and that the procedure is fair and in accordance with national law, specifying the governing bodies, whose decision shall be final.
CHAPTER 4
GOVERNING STRUCTURES

ARTICLE 11:
GOVERNING STRUCTURES

1. The National Society shall have the following governing structures:
   a) The National General Assembly
   b) The National Governing Board
   c) The Finance Commission
   d) Regional General Assembly
   e) Regional Boards
   f) Constituency General Assembly
   g) Constituency Committees
   h) Local Committees

2. The National Society Youth shall have the following governing structures
   a) National Youth Assembly
   b) National Youth Committee
   c) Regional Youth Assembly
   d) Regional Youth Committee
   e) Constituency Youth Committees

All regional, constituency and local branches, as well as the Youth structure at all levels of the National Society, shall abide by the policies and decisions adopted by the National General Assembly and the National Governing Board. The branch and the youth structure should provide the Governing Board and the National General Assembly with regular reports on the implementation of policies and decisions approved by these bodies.

ARTICLE 12:
THE NATIONAL GENERAL ASSEMBLY

1. The National General Assembly is the highest authority of the National
Society. It is the governing body that represents all members. All members may attend but only those members serving on Boards or committees may vote or stand for elective positions.

2. The National General Assembly shall be constituted as follows:
   a) The members of the National Governing Board
   b) The members of all regional Boards
   c) The members of all constituency Boards
   d) The youth committees of all regions

3. The National General Assembly is responsible for the formulation and approval of the mission, vision and policies that govern the National Society.

4. In addition to any other functions it may perform in terms of this Constitution, the National General Assembly will:
   a) Consider and approve changes to these Statutes, subject to the approval of the joint International Committee of the Red Cross and International Federation of the Red Crescent Commission, and ensure that they are up to date;
   b) Approve revisions of the statues to ensure compatibility of relevant national laws with the objectives of the National Society and the Red Cross and Red Crescent Movement;
   c) Elect the Chairperson, the first and second Vice Chairpersons and the Treasurer of the Governing Board;
   d) Fix the contribution which regional and local branches or sub-branches must pay to the National Headquarters;
   e) Pass resolutions guiding the direction of the National Society, especially those focused on sustainability and governance;
   f) Appoint the financial auditors; and
   g) Determine the amount of membership subscriptions.

5. The National General Assembly shall meet at least every three years in an ordinary session referred to as the National General Meeting at a time and place determined by the previous National General Meeting,
or by the National Governing Board acting under the authority
delegated to it by the National General Assembly.

6. The National General Assembly shall meet in extraordinary session on
the initiative of the Chairperson, in agreement with the National
Governing Board or at the request of one-third of the members of the
National General Assembly.

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

8. The National General Assembly takes all its decisions with a quorum of
two thirds of its members and by a majority of the present eligible
voting members. In the absence of a quorum, another meeting after one
hour can be convened with one-third of its members constituting a
quorum. Each of its members shall have a single vote. In an event, that
the National General Assembly has reached a deadlock, the Chairperson
may have a casting vote, except in the event where the voting concerns
the elections of the Chairperson.

ARTICLE 13:
THE NATIONAL GOVERNING BOARD

1. The National Governing Board is the body governing the National
Society between sessions of the National General Assembly.

2. The National Governing Board is composed of:
   a) The Chairperson and two Vice-Chairpersons
   b) The Treasurer shall be the Chairperson of the Finance Commission
   c) The Legal Advisor, with right to speak and advise but no voting right
   d) The Secretariat, who shall be the Secretary General of the National
       Society
   e) All chairpersons of the Regional Boards
   f) The elected National Youth Chairperson
g) Two outstanding co-opted individuals, chosen by the Governing Board for their specific competencies or because of their special interest in the National Society

3. In the event of vacancies occurring in the National Governing Board due to death or resignation, the National Governing Board may co-opt additional members, until such time that the National General Assembly can meet to elect such members.

4. The term of office of the members of the National Governing Board is three years. After the end of the first three years, they shall be eligible for re-election for one more term of three years and then retire from that office.

5. Members of the National Governing Board shall sign and adhere to the Code of Conduct attached hereto as Annexure “A”.

6. The National Governing Board may on good cause request a member of the National Governing Board to resign based on a conflict of interest or a potential conflict of interest.

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

8. The powers and functions of the National Governing Board are:

a) To ensure long term viability of the National Society and make decisions about priorities;

b) To set up governing Board committees, commissions and commercial entities that it deems desirable or necessary for carrying out the responsibilities of the National Governing Board;

c) To appoint the Legal Advisor;

d) To appoint the Secretary General of the National Society and dismiss
him or her if necessary;
e) To evaluate the performance of the Secretary General and the National Society;
f) To establish an organisational structure and promote a culture to achieve defined goals;
g) To review progress against the strategic plan and resolutions of the National General Assembly;
h) To approve National Society annual operational plans in between sessions of the National General Assembly;
i) To approve audited financial reports in between sessions of the General Assembly;
j) To approve changes to internal regulations and ensure that they are up to date;
k) To provide for the setting up and dissolution of Regional Boards and Constituency Committees;
l) To confirm new branches or sub-branches;
m) To monitor membership;
n) To discipline, suspend or expel any of its members;
o) To review the contribution which branches must pay to the National Headquarters
p) To nominate and approve honorary members;
q) To appoint the National and Regional Patrons;
r) To define the criteria for beneficiaries and vulnerable groups; and
s) To set policies and terms of service for staff and volunteers.

9. The National Governing Board shall meet in ordinary session at least once every quarter.

10. Any commission or committee established to support the work of the National Governing Board shall meet in ordinary session at least once every quarter, before each session of the National Governing Board.

11. Extraordinary sessions of the National Governing Board shall be held on the initiative of the National Chairperson or at the request of one-third of its members or the Secretary General.

12. The National Governing Board shall be presided over by the Chairperson
13. Decisions of the National Governing Board shall be taken by a quorum of one-half of its members and by a majority of those present and voting. In the absence of a quorum, another meeting after one hour can be convened with one-third of its members constituting a quorum. Each of its members shall have a single vote. In the event of a deadlock, the Chairperson shall have the casting vote.

**ARTICLE 14:**

**POWERS AND FUNCTIONS OF THE ALL BOARD MEMBERS**

1. As General Members of the Board, elected members must act in a position of trust for the community and are responsible for the effective governance of the organisation.

2. Each General Member must be fully informed on organisational matters, and participate in the Board’s deliberations and decisions in matters of policy, finance, programs, personnel and advocacy.

3. Each General Member must actively contribute to the National Governing Board responsibilities as stated in Article 14.

4. Each Board Member carries the responsibility to make sure that the Board’s work is completed.

5. No Board Member has more authority than another does, even if they hold different positions.

**ARTICLE 15:**

**POWERS AND FUNCTIONS OF THE NATIONAL CHAIRPERSON**

1. The Chairperson is the highest office bearer of the National Society.
2. The Chairperson is responsible to the National Governing Board for ensuring that the National Society pursues its principal objects and exercises its functions.

3. The Chairperson acts under the authority of the National General Assembly and the National Governing Board to guide the affairs of the National Society in conformity with their decisions and to ensure the smooth functioning of the National Society.

4. The Chairperson is also vested with the following functions:

   a) Provide leadership to the National Governing Board;
   b) Make sure the National Governing Board adheres to its bylaws and constitution;
   c) Prepare the National Governing Board’s agenda;
   d) Convoke the sessions of the National General Assembly and the National Governing Board;
   e) Chair meetings of the National Board and the National General Assembly;
   f) Represent the National Society, both nationally and internationally;
   g) Encourage National Governing Board members to participate in meetings and activities;
   h) Keep the National Governing Board’s activities focused on the organisation’s mission;
   i) Evaluate the effectiveness of the National Governing Board’s decision-making process;
   j) Make sure that committees and sub-committees’ chairpersons are appointed;
   k) Orient National Governing Board Members and committee chairpersons to the Board;
   l) Serve as ex-officio member of committees and attend their meetings when needed;
   m) Make sure there is a process to evaluate the effectiveness of Board Members, using measureable criteria;
   n) Play a leading role in supporting fundraising activities;
Promote the organisations’ purpose in the community and to the media;
Prepare reports for the National General Assembly meetings; and
Orient the new Chairperson.

9. The Chairperson makes sure that Board Members remain in their governance role, and ensure the Board has no direct role in carrying out programs and services.

10. Through the Secretary General, paid staff and service volunteers implement and manage programmes and services.

11. The Chairperson may delegate part of the functions under this article to the Vice-Chairpersons or the Secretary General.

12. In the event of a vacancy arising in the office of the Chairperson, or should the Chairperson be unable to carry out his / her functions, the National Governing Board shall at its next ordinary session designate a Vice Chairperson who shall serve as Acting Chairperson until the next session of the National General Assembly. At this session, the National General Assembly shall elect a Chairperson to fill the vacancy for the remaining period of the current term of office. Until the designation of a Vice- Chairperson as acting Chairperson by the National Governing Board, any one of the two Vice Chairpersons will fulfill the function.

ARTICLE 16:
POWERS AND FUNCTIONS OF THE VICE-CHAIRPERSON

1. The National Governing Board of the Namibia Red Cross Society has two positions of Vice-Chairperson, but Regional Boards only have one. The first Vice-Chairperson will take over the responsibilities of the chairperson if they are no longer able to perform their duties or are absent.

2. The Vice-Chairperson/s will:
a) Act in the absence of the Chairperson, and assist with Board leadership
b) Chair at least one major committee
c) Orient any new Vice-Chairperson

ARTICLE 17:
POWERS AND FUNCTIONS OF THE BOARD SECRETARIAT

1. The Board Secretariat shall:
a) Keep copies of the organisation’s by-laws and the Board’s policy statements;
b) Keep lists of officers, Board members, committees and general membership;
c) Notify Board members of meetings;
d) Keep all minutes and records of Board and committee attendance and actions, and distribute to Board members;
e) Make sure that there is a quorum at Board meetings;
f) Conduct general Board correspondence and keep records;
g) Sign official documents of the organisation as required;
h) File the annual return, amendments to the by-laws and other incorporating documents with the company registry;
i) In the absence of the chairperson and vice-chairpersons, chair Board meetings until the election of an alternate chairperson; and
j) Orient the new secretariat.

ARTICLE 18:
POWERS AND FUNCTIONS OF THE TREASURER

1. The Treasurer shall:
a) Give regular reports to the Board on the financial state of the organisation;
b) Keep financial reports on file;
c) Chair the Finance Commission;
d) Act as signing officer, with another officer or Secretary General for
cheques and other documents;
e) Oversee an independent audit from an outside accounting firm;
f) Ensure all deductions required by law have been remitted;
g) Ensure accurate accounts of Board receipts and disbursements for Board-related expenditures are kept;
h) Speak for the budget in consultation with the Secretary General and Finance Commission;
i) Make sure the duties of the treasurer do not interfere with the Secretary General's financial accountability to the Board; and
j) Orient the new Treasurer.

ARTICLE 19:
FINANCE COMMISSION

1. The Finance Commission is an advisory commission to the Governing Board and consists of the Treasurer, as Chairperson and two members, with financial and / or accounting skills and knowledge, elected (among candidates with financial and / or accounting skills and knowledge) by the General Assembly for a term of three years.

2. The functions of the Finance Commission are as follows:
a) To advise the Governing Board and the National General Assembly on its constitutional duty to ensure that at the close of each financial year the accounts of that year are audited and reported on by a company of chartered accountants;
b) To give advice on all financial matters affecting the National Society;
c) To comment on the financial report and on the budget drawn up by the Secretary General;
d) To comment on the handling and investment of the available funds and to make recommendations to the National General Assembly and to the National Governing Board on any financial measures which it deems appropriate;
e) To advise the National Governing Board in applying and implementing the decisions of the National General Assembly on the financial management of the National Society;
f) To report on its work to each session of the National Governing Board;
g) To monitor the implementation of audit recommendations as contained in the audited report;
h) To develop and monitor a policy on financial control which shall include the utilisation of financial resources on recommendation as contained in management letter; and
i) To provide its comments and recommendations to the Governing Board and the National General Assembly on the annual audited financial reports.

3. The Finance Commission shall meet at least once every quarter prior to the National Governing Board meeting. The ordinary meetings shall be convened by the Chairperson of the Finance Commission by sending the provisional agenda and all related materials to all members of the Commission 15 days prior to the meeting. The extraordinary meetings shall be convened by the Chairperson or on a specific request made by the Chairperson of the National Society, Chairperson of the Finance Commission, Secretary General or two (2) members of the Commission. In the case of an extraordinary meeting, the provisional agenda that should include the specific item for which the meeting should be convened, will have to be sent to the members of the Commission seven (7) days before the meeting.

ARTICLE 20:
LEGAL ADVISOR

I - Qualifications of the Legal Advisor

A person intending to stand as Legal Advisor of the Society shall have the following qualifications:

a) Must be a fully paid up Non-Voting Member of the Society for at least three years
b) Hold a Law degree or a recognised legal qualification
c) Must be a member of the Law Association of Namibia
d) Must be a holder of a practising certificate

e) With at least five years legal practice

f) Must not have a criminal record

II - Functions of the Legal Advisor

The functions of the Legal Advisor shall be:-

a) To advise the Society on all legal matters; and

b) To assist formulate and review the Society’s Constitution, Internal Rules and Regulations in order to conform to the requirements of the national legislation and to the minimum standards as regulated by the International Red Cross and Red Crescent Movement.

ARTICLE 21:
REGIONAL STRUCTURES

1. The branch structure of the National Society covers the whole territory of Namibia.

2. No Regional Board, Constituency Committee or Local Committee shall act as an autonomous body or a separate legal entity of the National Society.

ARTICLE 22:
REGIONAL GENERAL ASSEMBLY

1. The Regional General Assembly is the highest authority of the region. It is the body that represents all members in the region.

2. Each Regional Governing Board shall convene an Annual General Meeting at least once a year on 30 days written notice to all members.
All members may attend but those members who have not been fully paid members for one year prior to the Regional Annual General Meeting shall not be allowed to participate in elections, neither shall they be allowed to vote or to stand for an elective position of the region.

3. The Regional General Assembly shall be constituted as follows:
   a) The members of the Regional Governing Board
   b) The members of all Constituency Committees
   c) The members of all Regional Youth Committees

4. The Regional General Assembly is responsible for the formulation and approval of the vision and activities of the region, consistent with the National General Assembly directions.

5. The functions of the Regional Annual General Meeting will be to:
   a) Receive reports from the Regional Chairperson on regional activities and national developments;
   b) Approve regional plans, annual reports and financial statements;
   c) To elect the Chairperson, the Vice Chairpersons and the Treasurer of the Regional Governing Board; and
   d) Pass resolutions guiding the direction of the region especially those focused on sustainability and governance.

6. The Regional General Assembly shall meet at least every year in an ordinary session referred to as the Regional Annual General Meeting at a time and place determined by the previous Regional Annual General Meeting, or by the Regional Governing Board acting under the authority delegated to it by the Regional General Assembly.

7. The Regional General Assembly shall meet in extraordinary session on the initiative of the Chairperson in agreement with the Regional Governing Board or at the request of one-third of the members of the Regional General Assembly.

8. The Regional General Assembly is presided over by the Chairperson of the Regional Governing Board.
9. The Regional General Assembly takes all its decisions with a quorum of two thirds of its members and by a majority of the present eligible voting members. In the absence of a quorum, another meeting after one hour can be convened with one-third of its members constituting a quorum. Each of its members shall have a single vote. In an event, that the Regional General Assembly, has reached a deadlock, the Regional Chairperson may have a casting vote, except in the event where the voting concerns the elections of the Regional Chairperson.

ARTICLE 23:
REGIONAL GOVERNING BOARDS

1. The National Governing Board may establish Regional Boards according to Government demarcated regions.

2. The Regional Governing Board is the body governing the Region between sessions of the Regional General Assembly.

3. The Regional Governing Board is composed of:
   a) *The Chairperson*
   b) *One Vice-Chairperson*
   c) *The Treasurer*
   d) *The Secretariat, who shall be the most senior staff person in the region or other person delegated by the Secretary General with right to speak and advise but with no right to vote*
   e) *Up to two outstanding co-opted individuals, chosen by the Governing Board for their specific competencies or because of their special interest in the National Society*
   f) *The elected Regional Youth Chairperson*

4. In the event of vacancies occurring in the Regional Governing Board due to death or resignation, the Regional Governing Board may co-opt additional members, until such time that the Regional General Assembly can meet to elect such members.
5. The term of office of the members of the Regional Governing Board is three years. After the end of the first three years, they shall be eligible for re-election for one more term of three years and then retire from that office.

6. Members of the Regional Governing Board shall sign and adhere to the Code of Conduct attached hereto as Annexure “A”.

7. The Regional Governing Board may on good cause request a member of the Regional Governing Board to resign based on a conflict of interest or a potential conflict of interest.

8. Regional Boards shall have the following powers and responsibilities:
   a) To convene the Regional General Assemblies at least once every year;
   b) To identify or determine key strategic priorities for the particular region; which should be in line with the objectives of the current strategic plan of the National Society;
   c) To ensure the right balance of operations is occurring in the region to ensure sustainability, and to meet the mission and strategic priorities of the national society and the region;
   d) Play a leading role in supporting fundraising activities and to ensure sufficient income generation is occurring for sustainability;
   e) Promote the National Society’s purpose in the community and to the media;
   f) To represent the region with high level stakeholders;
   g) To undertake regular branch and sub-branch visits;
   h) To oversee all branch and sub-branch financial expenditure and audited financial reports;
   i) To receive and approve annual regional operational plans;
   j) To evaluate the performance of the regional manager;
   k) To assist in the selection of the Regional Manager;
   l) To monitor membership, ensure membership is representative of the regional population, and to increase membership quarterly;
   m) To discipline any of its members by issuing a warning or referring the matter to the national governing Board in cases of suspension or
expulsion;

n) To define the outcomes of performance and sets standards;
o) To set up committees and commissions that it deems desirable or necessary for carrying out these tasks;
p) To monitor regional performance at both management and governance levels;
q) To approve regional operational plans in between sessions of the Regional General Assembly; and
r) To train and assist Constituency Committees with their governance responsibilities.

9. The Regional Governing Board shall meet quarterly at a time and a place to be decided at the previous meeting or by the Chairperson of the Regional Governing Board.

10. The Regional Governing Board is presided over by the Chairperson and in his or her absence the Vice Chairperson and in his or her absence, a member of the Board shall be elected by the members present to chair the meeting.

11. Quorum for the Regional Governing Board to takes all its decisions is one half of its members who have voting rights and decisions should be taken by a simple majority of those present and voting. Each member has a single vote including co-opted members. In the case of an equality of votes, the Chairperson shall have a second and casting vote. In the eventuality that the quorum is not met on first convocation, the meeting should be reconvened within the next 24 hours with a quorum of one third of its members and decisions should be taken by a simple majority of those present and having right to vote.

ARTICLE 24:
CONSTITUENCY GENERAL ASSEMBLY

1. The Constituency General Assembly is the highest authority of the constituency. It is the body that represents all members. A
Constituency General Assembly may represent one or many constituencies depending on need and scale.

2. Each Constituency Committee shall convene a Constituency Annual General Meeting at least once a year on 30 days written notice to all members. All members may attend but those members who do not have membership for one year prior to the Constituency Annual General Meeting shall not be allowed to participate in elections, neither shall they be allowed to vote or to stand for an elective position of the region.

3. It shall be constituted as follows:
   a) The members of the Constituency Governing committees
   b) The members of all Local Boards
   c) All members of Constituency Youth Committees

4. The Constituency General Assembly is responsible for the formulation and approval of the vision and activities of the consistencies, consistent with the National and Regional General Assembly priorities.

5. The functions of the Constituency Annual General Meeting will be to:
   a) receive reports from the chairperson on constituency and regional activities and national developments;
   b) approve constituency plans and financial statements;
   c) to elect the chairperson, the vice chairpersons and the treasurer of the regional constituency Boards; and
   d) pass resolutions guiding the direction of the constituencies especially those focused on sustainability and governance.

6. The Constituency General Assembly shall meet at least every year in an ordinary session referred to as the Constituency Annual General Meeting at a time and place determined by the previous Constituency Annual General Meeting, or by the Constituency committee acting under the authority delegated to it by the Constituency General Assembly.

7. The Constituency General Assembly shall meet in extraordinary session
on the initiative of the Chairperson in agreement with the Constituency committee or at the request of one-third of the members of the Constituency General Assembly.

8. The Constituency General Assembly is presided over by the Chairperson of the Constituency Committee.

9. The Constituency General Assembly takes all its decisions with a quorum of two thirds of its members and by a majority of the present eligible voting members. In the absence of a quorum, another meeting after one hour can be convened with one-third of its members constituting a quorum. Each of its members shall have a single vote. In the event that the Constituency General Assembly has reached a deadlock, the Constituency Chairperson may have a casting vote, except in the event where the voting concerns the elections of the Constituency Chairperson.

ARTICLE 25:
CONSTITUENCY COMMITTEES

1. The National Governing Board may establish Constituency Committees according to Government demarcated regions. The Constituency Committee is the body governing the constituencies between sessions of the Constituency General Assembly.

2. It is composed of:
   a) The Chairperson
   b) One Vice-Chairperson
   c) The Treasurer
   d) The Secretariat, who shall be the most senior staff person in the constituencies or other person delegated by the Chairperson of the National Governing Board
   e) The elected Constituency Youth Chairperson

3. In the event of vacancies occurring in the Constituency Committee
due to death or resignation, the Constituency committee may co-opt additional members, until such time that the Constituency General Assembly can meet to elect such members.

4. The term of office of the members of the Constituency Committee is three years. After the end of the first three years, they shall be eligible for re-election for one more term of three years and then retire from that office.

5. Members of the Constituency Committee shall sign and adhere to the Code of Conduct attached hereto as Annexure "A".

6. The Constituency Committee may on good cause request a member of the Constituency committee to resign based on a conflict of interest or a potential conflict of interest.

7. Constituency Committees shall have the following powers and responsibilities:

a) To convene the Constituencies General Assembly at least once every year;

b) To identify or determine key strategic priorities for the particular constituency, which should be in line with the objectives of the current strategic plan of the National Society and the Regional Priorities;

c) To ensure the right balance of operations is occurring in the constituency to ensure sustainability;

d) To meet the mission and strategic priorities of the National Society, the Region and the Constituencies;

e) To play a leading role in supporting fundraising activities and to ensure sufficient income generation is occurring for sustainability;

f) To promote the National Society’s purpose in the community and to the media;

g) To represent the constituency to stakeholders;

h) To undertake regular visits to local units and communities without Red Cross units and promote the fundamental principles;

i) To help local communities identify the most vulnerable and coordinate sharing of ideas across units;
j) To recruit new members and volunteers to the National Society;
k) To monitor membership, ensure membership is representative of the constituency population, and to increase membership quarterly;
l) To send reports of their activities to the Secretariat and Regional Boards; and
m) To assist Local Committees with their governance responsibilities.

8. The Constituency Committee shall meet quarterly at a time and a place to be decided at the previous meeting or by the Chairperson of the Constituency Committee.

9. The Constituency Committee is presided over by the Chairperson and in his or her absence the Vice Chairperson and in his or her absence, a member of the Committee shall be elected by the members present to chair the meeting.

10. The Constituency Committee takes all its decisions by majority vote. Each member has a single vote including co-opted members. In the case of an equality of votes, the Chairperson shall have a second and casting vote.

**ARTICLE 26:**

**LOCAL COMMITTEES**

1. The Regional Boards may approve Local Committees for the purpose of coordinating local unit activities.

2. These committees shall comprise a chairperson and five or more General Members, and may include a Vice-Chairperson, Treasurer and Secretary if required.

3. The purpose and activities of Local Committees are to oversee and coordinate local unit activities, to ensure compliance with the fundamental principles, to educate the community on the Red Cross Red Crescent Movement, and to ensure local representation on
Constituency Committees. If local units are engaging in activities that generate income, the local committee shall also oversee financial expenditure and records.

**ARTICLE 27:**
**NATIONAL YOUTH GENERAL ASSEMBLY**

1. The National Youth General Assembly shall be held every three years in conjunction with the National General Assembly, on 30 days written notice to all youth members. All members may attend but those members who do not have membership for one year prior to the National Youth Annual General Meeting shall not be allowed to participate in elections, neither shall they be allowed to vote or to stand for an elective position.

2. Youth Assembly represents all youth members of the National Society. Any current youth member may attend the National Youth General Meeting.

3. The National Youth Assembly is comprised of:
   a) The members of the National Youth Committee
   b) The members of Regional Youth Committees
   c) The members of Constituency Youth Committees

4. The responsibilities of the National Youth Assembly are to:
   a) hold elections for vacant National Youth Committee roles, of Chairperson, Vice-Chairperson and Treasurer;
   b) pass youth resolutions;
   c) endorse and review the youth financial statements;
   d) endorse the youth component of strategic plans; and
   e) receive reports from the National Youth Chairperson on national developments.

5. The National Youth Assembly shall meet at least every three years in an ordinary session referred to as the National Youth General Meeting.
at a time and place determined by the previous National Youth General Meeting, or by the National Youth Committee acting under the authority delegated to it by the National Youth Assembly.

6. The National Youth Assembly shall meet in extraordinary session on the initiative of the Chairperson in agreement with the National Youth Committee or at the request of one-third of the members of the National Youth Assembly.

7. The National Youth Assembly is presided over by the Chairperson of the National Youth Committee.

8. The National Youth Assembly takes all its decisions with a quorum of two thirds of its members and by a majority of the present eligible voting members. In the absence of a quorum, another meeting after one hour can be convened with one-third of its members constituting a quorum. Each of its members shall have a single vote. In an event, that the National Youth Assembly has reached a deadlock, the National Youth Chairperson may have a casting vote, except in the event where the voting concerns the elections of the National Youth Chairperson.

**ARTICLE 28: NATIONAL YOUTH COMMITTEE**

1. The National Youth Committee is the body representing the National youth between sessions of the National Youth Assembly.

2. The National Youth Committee is composed of:
   a) *The National Youth Chairperson and Vice-Chairperson*
   b) *The Treasurer*
   c) *The Secretariat, who shall be a staff member delegated by the Secretary General of the National Society with right to speak and advise but with no right to vote*
   d) *All chairpersons of the Regional Youth Committees*
   e) *Up to two co-opted members to ensure gender balance*
3. Any person holding a youth term of office must relinquish their position before the age of 31 years.

4. In the event of vacancies occurring in the National Youth Committee due to death or resignation, the National Youth Committee may co-opt additional members, until such time that the National Youth Committee can meet to elect such members.

5. The term of office of the members of the National Youth Committee is three years. After the end of the first three years, they shall be eligible for re-election for one more term of three years and then retire from that office.

6. The National Youth Committee may on good cause request a member of the National Youth Committee to resign based on a conflict of interest or a potential conflict of interest.

7. The National Youth Committee shall have the following powers and responsibilities:
   a) To convene the National Youth Assembly at least every three years;
   b) To identify or determine key strategic priorities for the youth; which should be in line with the objectives of the current strategic plan of the National Society;
   c) To ensure the right balance of youth activities are occurring in the regions to ensure sustainability and meet the youth objectives;
   d) To play a leading role in supporting fundraising activities and to ensure sufficient income generation is occurring for sustainability;
   e) To promote the organisations’ purpose in the community and to the media;
   f) To represent the National Society in national and international forums;
   g) To oversee all regional youth financial expenditure and audited financial reports;
   h) to receive and approve annual regional youth plans;
   i) To monitor youth membership, ensure membership is representative of the regional youth population, and to increase youth membership.
quarterly; and

j) To discipline any of its members including suspension or expulsion.

8. The National Youth Committee shall meet quarterly at a time and a place to be decided at the previous meeting or by the Chairperson of the National Youth Committee.

9. The National Youth Committee is presided over by the Chairperson and in his or her absence the Vice Chairperson and in his or her absence, a member of the Committee shall be elected by the members present to chair the meeting.

10. Quorum for the National Youth Committee to take all its decisions is one half of its members who have voting rights and decisions should be taken by a simple majority of those present and voting. Each member has a single vote including co-opted members. In the case of an equality of votes, the Chairperson shall have a second and casting vote. In the eventuality that the quorum is not met on first convocation, the meeting should be reconvened within the next 24 hours with a quorum of one third of its members and decisions should be taken by a simple majority of those present and having right to vote.

ARTICLE 29:
REGIONAL YOUTH COMMITTEES

1. The Regional Youth Committee is the body governing the National Society between sessions of the General Assembly.

2. The Regional Youth Committee is composed of:
   a) The Regional Youth Chairperson and Vice-Chairperson
   b) The Regional Treasurer
   c) The Regional Secretariat, who shall be a staff member delegated by the Secretary General of the National Society with right to speak and advise but with no right to vote
   d) All chairpersons of the Constituency Youth Committees
   e) Up to two co-opted members to ensure gender balance
3. Any person holding a youth term of office must relinquish their position before the age of 31 years.

4. In the event of vacancies occurring in the Regional Youth Committee due to death or resignation, the Regional Youth Committee may co-opt additional members, until such time that the Regional Youth Committee can meet to elect such members.

5. The term of office of the members of the Regional Youth Committee is three years. After the end of the first three years, they shall be eligible for re-election for one more term of three years and then retire from that office.

6. The Regional Youth Committee may on good cause request a member of the Regional Youth Committee to resign based on a conflict of interest or a potential conflict of interest.

7. The Regional Youth Committee shall have the following powers and responsibilities:

a) To convene the Regional Youth Assembly at least once every year;

b) To identify or determine key strategic priorities for the youth; which should be in line with the objectives of the current strategic plan of the National Society;

c) To ensure the right balance of youth activities are occurring in the region to ensure sustainability and meet the youth objectives;

d) To play a leading role in supporting fundraising activities and to ensure sufficient income generation is occurring for sustainability;

e) To promote the organisations' purpose in the community and to the media;

f) To represent the National Society in national and international forums;

g) To oversee all regional youth financial expenditure and audited financial reports;

h) To receive and approve annual regional youth plans;

i) To monitor youth membership, ensure membership is representative of the regional youth population, and to increase youth membership
quarterly; and
j) To issue disciplinary warnings any of its members, and refer more serious
disciplinary to the National Youth Committee.

8. The Regional Youth Committee shall meet quarterly at a time and a place
to be decided at the previous meeting or by the Chairperson of the
National Youth Committee.

9. The Regional Youth Committee is presided over by the Chairperson and
in his or her absence the Vice Chairperson and in his or her absence, a
member of the Committee shall be elected by the members present to
chair the meeting.

10. Quorum for the Regional Youth Committee to take all its decisions is
one half of its members who have voting rights and decisions should be
taken by s simple majority of those present and voting. Each member
has a single vote including co-opted members. In the case of an equality
of votes, the Chairperson shall have a second and casting vote. In the
eventuality that the quorum is not met on first convocation, the meeting
should be reconvened within the next 24 hours with a quorum of one
third of its members and decisions should be taken by a simple majority
of those present and having right to vote.

**ARTICLE 30:**
**CONSTITUENCY YOUTH COMMITTEES**

1. The Constituency Youth Committee is the body representing youth
working in one or more constituencies.

2. The Constituency Youth Committee is composed of:
   a) *The Constituency Youth Chairperson and Vice-Chairperson*
   b) *The Constituency Treasurer*
   c) *The Constituency Secretariat, who shall be a staff member delegated by
the Secretary General of the National Society with right to speak and
advise but with no right to vote*
d) All chairpersons of the Youth Committees

e) Up to two co-opted members to ensure gender balance

3. Any person holding a youth term of office must relinquish their position before the age of 31 years.

4. In the event of vacancies occurring in the Constituency Youth Committee due to death or resignation, the Constituency Youth Committee may co-opt additional members, until such time that the Constituency Youth Committee can meet to elect such members.

5. The term of office of the members of the Constituency Youth Committee is three years. After the end of the first three years, they shall be eligible for re-election for one more term of three years and then retire from that office.

6. The Constituency Youth Committee may on good cause request a member of the Constituency Youth Committee to resign based on a conflict of interest or a potential conflict of interest.

7. The Constituency Youth Committee shall have the following powers and responsibilities:

a) To convene the Constituency Youth Assembly at least once every year;

b) To ensure the right balance of youth activities are occurring in the constituencies to ensure sustainability and meet the youth objectives;

c) To play a leading role in supporting fundraising activities and to ensure sufficient income generation is occurring for sustainability;

d) To promote the organisations’ purpose in the community and to the media;

e) To oversee all constituency youth financial expenditure and produce financial reports;

f) To monitor youth membership, ensure membership is representative of the constituency youth population, and to increase youth membership;

and

g) To support branch activities in the constituencies.
8. The Constituency Youth Committee shall meet quarterly at a time and a place to be decided at the previous meeting or by the Chairperson of the Constituency Youth Committee.

9. The Constituency Youth Committee is presided over by the Chairperson and in his or her absence the Vice Chairperson and in his or her absence, a member of the Committee shall be elected by the members present to chair the meeting.

11. Quorum for the Constituency Youth Committee to take all its decisions is one half of its members who have voting rights and decisions should be taken by a simple majority of those present and voting. Each member has a single vote including co-opted members. In the case of an equality of votes, the Chairperson shall have a second and casting vote. In the eventuality that the quorum is not met on first convocation, the meeting should be reconvened within the next 24 hours with a quorum of one third of its members and decisions should be taken by a simple majority of those present and having right to vote.

ARTICLE 31:
ELECTION, ROTATION AND PROFILES

1. The members elected for the following posts may not be eligible to stand for election for the same post again after having served two consecutive terms (maximum six years) in that post until a further term has elapsed:
   a) Any Chairperson
   b) Any Vice-Chairperson
   c) Any treasurer
   d) Any Member of the National Governing Board, Regional Governing Board or National Youth Committee
   e) Any member of the Finance Commission

2. Each member, including co-opted members, has a single vote.
3. Decisions shall be taken by a majority of those present and voting.

4. In the case of an equality of votes the Chairperson shall have a second and casting vote.

5. Elections will be conducted after every three years and shall be presided over by an independent and impartial person in accordance with the rules and regulations in force.

6. Any person being allowed to run for position of responsibility must have been a member in good standing for a minimum of one year.

7. The curricula vitae of the candidates should be circulated before the elections for the above-mentioned posts take place.

8. The candidates are selected based on the following criteria:
   a) Level of education;
   b) Relevant experience and community involvement;
   c) No conflicting interest between candidates profession or close family relations and his/her freedom to execute his/her tasks in compliance with the Fundamental Principles;
   d) A profile that adds to the diversity of the group (professional and personal background);
   e) Fair gender balance in representation of the structures; and

9. All elections should, in principle, take place by secret ballot.

10. All members of the decision-making bodies of the Namibia Red Cross Society, shall act solely in the interest of the National Society. In the event a member of the decision-making bodies occupies or obtains a high-ranking position in the public service or a political party, he or she shall resign from his or her functions within the Namibia Red Cross Society.

Pending such resignation and in the interim, the concerned member
shall do her or his utmost to ensure that his or her functions outside of the National Society do not give rise to a conflict of interest. In the event of a conflict of interest, the member in question shall abstain from voting and taking part in decision-making and the said conflict shall be resolved in the sole interest of the Namibia Red Cross Society.
CHAPTER 5
THE SECRETARIAT

ARTICLE 32:
THE SECRETARIAT

1. The Secretariat consists of the Secretary General and such Senior Managers, Managers and staff appointed from time to time by the National Society. The Secretariat is responsible for the day-to-day management and implementation of programmes, projects and activities of the General Assembly.

ARTICLE 33:
THE SECRETARY GENERAL

1. The Secretary General is the full-time most senior manager of the National Society. The Secretary General shall be appointed by the Governing Board under such conditions as the General Assembly may determine from time - to - time. The contract of appointment between the National Society and the Secretary General shall be drawn up by the Governing Board in accordance with the relevant provisions in the Namibian Labour Law.

ARTICLE 34:
POWERS AND FUNCTIONS OF THE SECRETARY GENERAL

1. The Secretary General, who will carry out his / her functions under the authority of the Governing Board and the Chairperson, has the following functions:

a) To implement the decisions of the National General Assembly and the National Governing Board and the mandates assigned to her/him by other structures of the National Society;

b) To direct the Secretariat and be responsible for the execution of the work entrusted to it;

c) To draft the budgets and financial reports;

d) To organise the different services of the Secretariat in accordance with
the decisions of the National General Assembly and the National Governing Board, appoint competent staff to the Secretariat, and when necessary terminate the appointment of such staff. Appointment of Regional Managers, shall be made by the Secretary General, in conjunction with the respective Regional Governing Board;
e) To be an authorised representative of the National Society in relation to third parties and courts of law for all transactions whatsoever, including transactions executed in notarial form relating to the acquisition, administration and expenditure of the resources of the National Society;
f) To direct the actions decided upon by the National General Assembly and the National Governing Board. In exceptional urgent circumstances, the Secretary General shall take all appropriate measures, which must be ratified at the next National Governing Board meeting;
g) To carry out any other functions assigned to him/her by the present Statutes or entrusted to him/her by the National Governing Board or the National Chairperson;
h) To report on the activities of the National Society to the National General Assembly and the National Governing Board; and
i) To report quarterly on the performance of any commercial entity of the Namibia Red Cross Society in accordance with Article 37.

2. In carrying out his or her functions, the Secretary General shall keep the National Chairperson closely informed.

3. The Secretary General shall be the ex-officio Secretary of the National General Assembly and the National Governing Board and unless the Statutes provide otherwise, of all other bodies set up by the National General Assembly and the National Governing Board. The Secretary General may delegate these functions to other officials of the Secretariat.

4. The Secretary General shall participate in the sessions of the National General Assembly and the National Governing Board in an advisory and ex-officio capacity, with no electoral/voting rights.

5. The Secretary General shall establish the structure of the Secretariat, the general outline of which shall be subject to the approval of the National Governing Board.
CHAPTER 6
FINANCIAL AND ASSET MANAGEMENT

ARTICLE 35:
FINANCIAL AND ASSET MANAGEMENT

1. The National Society shall not accept donations directly stemming from revenues of activities contrary to the Fundamental Principles.

2. The National Society 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.

3. The National Society may accept any conveyance of real estate to its use or benefit.

4. The National Society may constitute and administer any reserve, insurance or other funds for its staff or any of its activities.

5. Within the limits laid down by its objects the National Society may acquire, own, alienate and administer any property as may be deemed fit. It may accept unrestricted contributions and assistance in any form from individuals, from the public authorities and from private bodies.

6. All funds, investments and property for the time being held by the National Society including the funds and property held by the Regional Boards and Constituency Committees shall be subjected to the control of the National Governing Board.

7. The Governing Board shall not enter into any financial engagement that has not been referred to and advised by the Finance Commission.

8. The Financial Year of the National Society begins on 1st January and closes on 31st December of each year.
ARTICLE 36: BUDGETS

1. The Secretary General draws up the Annual Budget in consultation with the National Treasurer and based on advice of the Finance Commission and submits it to the National Governing Board through the Finance Commission for approval.

2. The Secretary General is responsible for the administration of the approved budget.

ARTICLE 37: AUDITS

1. The National Governing Board will appoint a company of qualified Auditors to audit the financial statements of the National Society.

2. At the close of each Financial Year, the Secretary General shall prepare a financial report, which shall be submitted to a company of qualified Auditors for auditing purposes. The National Governing Board must approve the audited financial statements of the National Society.

ARTICLE 38: INVESTMENT ENTITIES

1. An independent commercial investment entity may be established by the National Governing Board to manage investment property and assets on behalf of the Namibia Red Cross Society, and to raise funds on behalf of the Namibia Red Cross Society as a for profit entity, with all profits to be returned to the NRCS.

2. The Secretary General will serve on the Board of directors of any commercial entity owned by the Namibia Red Cross Society.

3. The Secretary General will report back to the National Governing Board quarterly on the progress made from all commercial activities carried out by the entity, in adherence to the principles of good governance.

4. The entity will be independent, with an independent governance structure, but will be linked to the Namibia Red Cross Society as an investment arm.
ARTICLE 39:
AMENDMENT OF THE CONSTITUTION

1. This Constitution can be amended only after presentation of a written proposal in writing to the General Assembly and adopted by a decision of the National General Assembly (ordinary or extraordinary) taken by a two-thirds majority of those present and voting. Presentation of amendment proposals shall be submitted to the Board thirty days prior to the known date of the National General Assembly. The Board will distribute the amendment proposal without delay and not later than two weeks before the date of the National General Assembly.

2. Any proposed amendment shall be submitted to the joint ICRC / International Federation Commission for National Society Statues for comment, and the recommendations of the Joint Statutes Commission shall be taken into account before any amendments of the Constitution can be adopted by the National General Assembly of the Namibia Red Cross Society.

3. The revised Constitution of the National Society must be adopted by a quorum of more than two thirds of the members of the General Assembly and a majority of two thirds of the General Assembly present and voting.

ARTICLE 40:
DISSOLUTION OF THE NATIONAL SOCIETY

1. The dissolution of the Namibia Red Cross Society can only be decided by its General Assembly with a quorum of two-thirds of its members and a majority of three-quarters of the members present and voting.

2. Assets after dissolution shall be disposed of in terms of Section 21 of the Companies Act.
Annexure A

CODE OF CONDUCT CERTIFICATE FOR NATIONAL SOCIETY BOARD MEMBERS

I, the undersigned, being a member of the Governing Board of Namibia Red Cross Society,

HEREBY DECLARE:

That as a Board member, at all times I will demonstrate ethical and professional conduct to maintain the confidence of the membership and the public. This commitment includes the proper use of authority and appropriate actions in group and individual behavior when acting as a Board Member.

1. I agree, that I will be loyal to the interest of the membership over and above any:

   a) Loyalty to advocacy or interest groups, and membership on other Boards or staffs.
   b) Personal interest when acting as an individual consumer of this organisation's services.

2. I agree, that I will avoid any conflict of interest as a trustee of public confidence and securities.

   a) I will not engage in self-dealing or any conduct of private business or personal services with the National Society, unless my business has been declared and it can be demonstrated that there has been openness, competitive opportunity, and equal access to information.
   b) I will not use my position as Board Member to obtain employment with in the Society for my family members or myself.
   c) If I apply for employment, or am employed in any capacity with the Namibia Red Cross Society I will temporarily withdraw from deliberation, voting and access to applicable Society information.

3. I agree, that I will not exert any individual authority over the Society except as stated in the Societies' policies.
a) I, as an Individual Board Member, agree I will not speak for the Society when I am interacting with staff, the public, the press and other entities unless granted this authority by the whole Board.

b) I agree that I will not express any judgments of staff performance, unless the issue has been formally brought to the attention of the Board, and the behaviour is being officially assessed against Society policies.

4. I agree, that I will deal with outside entities and individuals, with clients and staff, and with other Board Members, using fair play, ethics and straightforward communication.

5. That in the event of any conflict of interest, perceived or alleged conflict of interest, I will either resolve such issue strictly in accordance with my obligations under this Code of Conduct, or resign.

Signed this ................................ day of ...................................................... 20

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Signature

...........................................................
Full Name