
KENYA RED CROSS SOCIETY CONSTITUTION

**As approved by the National Council
on the 29th May 2015**

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PREAMBLE

GUIDED by the Fundamental Principles of Humanity, Impartiality, Neutrality, Independence, Voluntary Service, Unity and Universality;

CONSCIOUS of our auxiliary role to the National and County Governments in the provision of humanitarian services;

DRIVEN by a strong desire to alleviate human suffering;

COGNISANT of the complexity and dynamism of humanitarian catastrophes and disasters;

AWARE that humanitarian assistance require collaboration with relevant stakeholders;

AFFIRMING our need to be a Society that thrives on good governance, transparency and self-reliance;

HEREBY adopt this Constitution

CHAPTER ONE

GENERAL PROVISIONS

Article 1 General Provision

The Kenya Red Cross Society was established on 21st December, 1965 by the Kenya Red Cross Society Act (the "Act"). Its constitution is based on the Geneva Conventions of 1949 (as set out in the Schedule to the Act) and their Additional Protocols (as set out in Appendix 4 hereto) to which Kenya is a Party. The Society shall be guided in its work by the Fundamental Principles of the Movement which are set out here below:-

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

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

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

INDEPENDENCE: The Movement is independent. The National Societies, while auxiliaries in the humanitarian services of their governments and subject to the laws of their respective countries, must always maintain their autonomy so that they may be able at all times to act in accordance with the Movement's Principles.

VOLUNTARY SERVICE: The Movement is a voluntary relief organization not prompted in any manner by desire for gain.

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

UNIVERSALITY: The Movement is a worldwide institution in which all Societies have equal status and share equal responsibilities and duties in helping each other.

Article 2

Legal Status and National Relations

- (a) The National Society is officially recognized by the Government in the Kenya Red Cross Society Act (Chapter 256 Laws of Kenya) as a voluntary aid society auxiliary to the National and County Governments in the humanitarian field, in accordance with the 1949 Geneva Conventions, and as the only National Red Cross Society in Kenya which carries out its activities in the Kenyan territory. In relation to 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
- (b) The Public Authorities shall at all times respect the adherence by the National Society to the Fundamental Principles. The National Society is legally constituted by an Act of Parliament.
- (c) Its headquarters are located at Nairobi.

Article 3

Objects of the Society

The objects of the Society shall be:

- (a) To act in case of armed conflict, and in peace prepare to act in all the fields covered by the Geneva Conventions and their Additional Protocols 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 suffering;
- (c) To organise, within the scope of the national plan, emergency relief services for the victims of disasters, howsoever caused;
- (d) To educate the population on how to prepare for and respond to disasters, howsoever caused;
- (e) To promote the participation of children and youth in the work of the Red Cross and Red Crescent;
- (f) To promote the Fundamental Principles of the Movement and those of International Humanitarian Law in order to develop humanitarian ideals amongst all nations, and in particular among the children and youth;
- (g) To recruit, train and assign such personnel as are necessary for the discharge of its responsibilities;
- (h) To co-operate with the Public Authorities to ensure respect for International Humanitarian Law and to protect the Red Cross, Red Crescent and Red Crystal Emblems

Article 4 Financial Resources

Within the limits laid down by its objects, the Society may:

- (a) Acquire, own, alienate and administer any property as may be deemed fit by the National Executive Committee;
- (b) Accept unrestricted contribution and assistance in any form from individuals, Public Authorities and private bodies;
- (c) 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 activities, purposes and powers;
- (d) Accept any transfer of lease of real property for its use or benefit;
- (e) Constitute and administer any reserve, insurance or other funds for its staff or any of its activities;
- (f) Incorporate companies and engage in income generating activities of any kind not opposed to its fundamental principles with a view to strengthening its ability to meet its objectives as established under the Kenya Red Cross Act Cap. 256 of the Laws of Kenya activity.
- (g) Borrow or raise money by the issue of bonds, mortgages, guarantees or any other securities founded or based upon all or any of the property and rights of the Society, or without any security, upon such terms as to priority or otherwise as the National Executive Committee shall deem fit;
- (h) To lend, advance money or to give credit to entities fully or partially owned by the Society and to guarantee or otherwise support to secure by mortgaging or charging all or part of the undertaking, property, assets, rights and revenues present and future or by both such methods or by such other means whatsoever, the liabilities and obligations of and the payment of any moneys whatsoever (including but not limited to principal, interest and other liabilities for any borrowings or acceptance credits and capital, premiums, dividends, costs and expenses or any stocks, shares or securities) by any entity, firm or company and that the National Executive Committee shall determine the giving and creation of any such guarantee, support or security.
- (i) The Society shall not accept donations directly stemming from revenues of activities contrary to the Fundamental Principles.

Article 5

International Relations With Other Components Of The Movement

- (a) The Society, which was recognized by the International Committee of the Red Cross in 1966, is part of the Red Cross and Red Crescent Movement. It became a member of International Federation of Red Cross and Red Crescent Societies in 1967.
- (b) The Society shall fulfill the conditions laid down in Article 4 of the Statutes of the Movement and its relations with other components of the Movement shall be in conformity with Article 3 of the Statutes of the Movement (both of which are set out in Appendix 1 hereof). The Society shall also be bound by the obligations laid down in Article 5 of the Constitution of the International Federation (as set out in Appendix 2).

Article 6

Agreements

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

Article 7

Emblem

The Society has as an Emblem, the heraldic sign of Red Cross on a white background in accordance with the Geneva Conventions of 1949 and their Additional Protocols. The 1991 Regulations on the Use of the Emblem of the Red Cross or the Red Crescent by the National Societies shall be binding upon the Society, as shall the National Law of Kenya dealing with the Emblems.

Article 8

Membership Of The Society

- (a) Membership to the Society is open to everyone without any discrimination based on race, sex, religion, class, political opinions or nationality.
- (b) There are Subscribing Members, Corporate Members, Life Members and Honorary Members, and any other category as may be approved from time to time by the National Executive Committee.

- (c) Members shall be those who:
 - i. Subscribe to the Principles of the Movement;
 - ii. Are registered as members of the Society through a Branch;
 - iii. Subscribing members shall be individuals who pay annual fees as determined by the National Executive Committee;
 - iv. Life Members shall be individuals who pay a life membership fees as determined by the National Executive Committee.

- (d) Youth Group members shall be those young persons who:
 - i. Are between 7 and 30 years;
 - ii. Subscribe to the principles of the Movement;
 - iii. Pay the annual subscription as laid down by the National Executive Committee.

Youth Group members in schools will not be allowed to attend Annual General Meetings but individual youth over 18 years of age who have taken up individual membership shall be allowed to attend Annual General Meetings.

- (e) Corporate members shall be companies, societies, associations, or groups who shall pay the annual subscription as determined by the National Executive Committee. Each corporate member is entitled to send one representative to the Branch Annual General Meeting, who has a voting right but is not eligible for election to any post.

- (f) Honorary members shall be those persons who have been designated by the Council for having performed exceptional service to the Society.

- (g) The membership of all subscribing members except for the life members, shall, subject to this Constitution, be valid for a period of twelve months from date of registration.

- (h) Members have the following rights:
 - i. To participate and vote in meetings of the Branch;
 - ii. To elect and be elected to the Governing bodies;
 - iii. To present proposals and raise issues with any authority in the Society.

- (i) Members have the following duties:
 - i. To adhere to and disseminate the Fundamental Principles;
 - ii. To promote the work of the Society;
 - iii. To recognize and obey the Statutes of the Movement;
 - iv. To pay the annual subscription;
 - v. To participate actively in the work of the Society.

- (j) The National Executive Committee will develop a comprehensive membership policy providing for rules and regulations regarding membership to the Society and such rules shall be binding to all members.

Article 9

Loss Of Status Of A Member

- (a) Any member may give notice of resignation in writing at any time. Regional and Branch Committees may expel members for serious cause, but any member so expelled has the right to appeal to the National Executive Committee. The National Executive Committee shall make regulations to provide for the expulsion of members by itself or by Regional or Branch Committees and for the hearing of appeals so as to ensure that no member is unjustly treated and that the procedure is fair and in accordance with Kenyan Law. It shall further specify such grounds as may constitute serious cause.
- (b) If one is not satisfied by the decision of the National Executive Committee, then, the matter shall be referred to Mediation and Arbitration in accordance with provision of Article 62 of this Constitution.
- (c) Serious cause for the purpose of expulsion is defined as the display of character or morality incompatible with the seven Fundamental Principles of the Movement or engagement in activities, which are detrimental to the reputation, or the activities of the Society.
- (d) The membership policy, rules and regulations developed as provided for in **Article 8(j)** may also provide for such other rules and procedures on loss of membership.

CHAPTER TWO

STRUCTURE OF THE SOCIETY

Article 10 The Society's Structure

- (a) The Society consists of:
 - i. A central organization comprising the Council (the "National Council") which is the supreme organ of the Society and whose composition is hereinafter provided for in **Article 11**.
 - ii. National Executive Committee whose members shall be elected and empowered by the National Council to carry out the aims of the Society as hereinafter provided for.
 - iii. The regional organization comprising regional councils and Regional Committees whose members are elected from the Society's County Branches.
 - iv. A County Branch organization located at the county comprising of the County Branch Committees and members of the County Branch.
 - v. Such number of Sub-County Branches as determined by the National Executive Committee
- (b) Management staff shall be employed to carry out the policies or directions or decisions of the National Executive Committee and the National Council.

National Council

Article 11 Composition Of The National Council

- (a) The National Council represents the Society as a whole.
- (b) The National Council shall be comprised of:
 - i. The Governor appointed by the National Assembly.
 - ii. The 1st and 2nd Deputy Governors appointed by the National Assembly.
 - iii. The Treasurer appointed by the National Assembly.
 - iv. The National Executive Committee.
 - v. Four representatives from each Region, being the Chairperson and three other persons elected at the Annual Regional Council Meeting as provided for in Article

48, at least one of who shall be of either gender and another representing the youth (who shall be the Regional Youth Chairperson). Such representatives will be considered to sit in the National Council for a period of three years.

- vi. Not more than twelve co-opted members of high standing in the community who will commit themselves to promote the work of the Society. All co-opted members shall have voting rights and shall be chosen every six years by the National Council, on recommendation from the Branches and the National Executive Committee. The co-opted members shall be Red Cross members having such competencies and qualifications as may be established by the National Council.
- (c) The National Council may fill any vacancy occurring in its membership provided that the person so appointed shall only hold office for the remainder of the term of the member who has vacated office or until a new member is appointed (or co-opted) in accordance with this Constitution, whichever shall be the earlier. This provision does not apply to vacancies occurring in the representatives of the regions.

Article 12

Responsibilities Of The National Council

The National Council shall be the highest authority of the Society and shall inter alia, exercise the following powers:

- (a) To establish the mission and policies of the Society.
- (b) To approve the Annual Reports of the Chairperson of the National Executive Committee, the Secretary General and the Treasurer.
- (c) To approve the Income and Expenditure Accounts and the Balance Sheet for the preceding year and the Auditors Report.
- (d) To appoint Auditors for the current year.
- (e) To approve the Annual levies to be paid by Branches and Regions as determined by the National Executive Committee.
- (f) To approve the Annual membership subscriptions as recommended by the National Executive Committee.
- (g) To amend the Constitution of the Society in accordance with the relevant provisions of this Constitution.
- (h) To conduct any other business as may be necessary in exercising the general governance of the Society.

Article 13

Sessions Of The National Council

- (a) The National Council shall meet at least once a year in ordinary session at a time and place to be laid down by the National Council in consultation with the National Executive Committee but not later than 30th June each year.
- (b) Notice of the National Council meetings shall be sent to all members of the National Council but not later than 30 days before the date of the meeting. The agenda and the audited accounts shall be sent out with the notice of the Annual National Council Meeting.
- (c) The National Council may meet in extraordinary sessions at the request of either the National Executive Committee or at least ten (10) Members of the National Council.
- (d) The National Executive Committee shall develop and present for approval to the National Council Rules of Procedure for the sessions of the National Council.

Article 14

Quorum Of National Council Meetings

- (a) The quorum necessary for the transaction of a National Council Meeting shall be one half of the members of the National Council present in person.
- (b) If, within thirty minutes after the time appointed for a National Council Meeting, a quorum is not present, the meeting, if convened on the requisition of the members of the Council, shall be dissolved. In any other case, it shall stand adjourned for one (1) hour. If, at the time the meeting re-convenes there is still no quorum, the meeting shall proceed to transact business with the members present constituting a quorum, but this shall not apply in the case of amendment of this Constitution under *Article 52*.

Article 15

Voting Procedures Of The National Council

- (a) The meetings of the National Council shall be presided over by the Governor and in his/her absence the 1st Deputy Governor and in his/her absence, 2nd Deputy Governor and in his/her absence a member of the National Council shall be elected by the Members present to chair the meeting.
- (b) Each member, including co-opted members, shall have a single vote.
- (c) Decisions shall be taken by the majority of those present and voting.

The National Executive Committee

Article 16

Composition Of National Executive Committee

The National Executive Committee shall comprise of the following members:

- i. The Governor who shall be the Chairperson.
- ii. 1st Deputy Governor.
- iii. 2nd Deputy Governor.
- iv. The Treasurer.
- v. Eight members elected from the Regions/Branches by the National Assembly at least two of whom shall be women.
- vi. The Chairperson of the National Youth Committee.
- vii. Technical advisers to be co-opted by the National Executive Committee, as it shall deem fit. Such advisors may include representatives from the private sector, public service and the academia.
- viii. One representative of persons with disability co-opted by the National Executive Committee.
- ix. The Secretary General (Ex-Officio) and who shall be the secretary of the National Executive Committee.

Article 17

Responsibilities And Powers Of The National Executive Committee

Subject to the provisions of this Constitution and within the framework of the decisions and general directives of the National Council, the National Executive Committee shall have all powers necessary for carrying out the aims of the Society. In particular, but without limited the generality of its powers, it shall be empowered:

- (a) To approve the annual budget for the forthcoming year.
- (b) To invest any surplus funds on projects that serve the interest of the Society in line with the Fundamental Principles of the Movement.
- (c) To appoint, set the terms of service or dismiss the Secretary General and other employees.
- (d) To keep a broad perspective with regard to the development and effectiveness of the National Society in line with its vision and mission.
- (e) To define outcomes of performance and set standards arising therefrom.
- (f) To take decisions on the Society's priorities and long term viability.

- (g) To set-up and define the area of operation of Regions Committees and branches.
- (h) To dissolve any Regional or Branch Committees or any such Region or Branch of the Society which in its opinion is guilty of violating the Constitution of the Society or any other conduct which brings the Society into disrepute and if need be to appoint an interim committee to act until elections are held and a new committee elected within a period of six (6) months.
- (i) To establish, review and amend rules and regulations governing the operation of the Society.
- (j) To co-opt members and set-up sub-committees for any appropriate purposes.
- (k) To receive reports on measures taken by the Governor between its sessions and give direction or censure of the Governor as the case may be.
- (l) To appoint the leader and members of the Society's delegation at sessions of the General Assembly of the International Federation of the Red Cross and Red Crescent Societies.
- (m) To nominate Technical Advisers, as it deems fit for specific purposes.
- (n) To use its discretion to allow or exempt a Branch or Region that has applied for exemption from holding its Annual General Meeting at the time prescribed by this Constitution not later than two (2) months before the Annual General Meeting.
- (o) To discipline or suspend or expel any member of the National Executive Committee.
- (p) To discipline or suspend or expel any member or official of the Society.
- (q) To delegate any of its specific powers and functions.

Article 18

Sessions Of The National Executive Committee

The National Executive Committee shall meet at least once every three months. Special meetings may be called by the Chairperson or at the requisition by four other elected members.

Article 19

Procedure And Quorum Of Meetings Of National Executive Committee

- (a) The meetings of the National Executive Committee shall be presided over by the Governor, or in his/her absence, the 1st Deputy Governor or in his/her absence the 2nd Deputy Governor and in his/her absence then those members present may elect a chairman for that meeting from among themselves.

- (b) The quorum of the meetings of the National Executive Committee shall be one half of the Members of the Committee. Decisions shall be taken by a majority of those present and voting, each member having a single vote. In the case of equality of votes, the Chairperson shall have a second or casting vote. If, within thirty minutes after the time appointed for a National Executive Committee meeting, a quorum is not present, the meeting, if convened on the requisition of the members of the Committee, shall be dissolved. In any other case, it shall stand adjourned for one (1) hour. If, at the time the meeting re-convenes there is still no quorum, the meeting shall proceed to transact business with the members present constituting a quorum.
- (c) Any member of the National Executive Committee who fails to attend three meetings of the Committee in each period of twelve consecutive calendar months without the permission of the Chairperson of the Committee shall cease to be a member of the Committee if the other Committee members shall so resolve.
- (d) The National Executive Committee shall develop such other rules of procedure to guide meetings of the Committee.

Article 20

Patron

The National Council may invite any Kenyan of eminence to accept the office of Patron of the Society.

Article 21

Governor, Deputy Governors And The Treasurer

The Governor, the 1st and 2nd Deputy Governors and the Treasurer shall be elected by the National Assembly and shall hold office for the three years and shall be eligible for re-election for one further term of three years. A person so re-elected shall not be eligible to hold office as Governor, Deputy Governor or Treasurer until a period of not less than three years has elapsed since last holding office as Governor, Deputy Governor or Treasurer of the Society.

Article 22

Functions Of The Governor

- (a) The Governor is the highest office bearer of the Society at the national level. The Governor acts under the authority of the National Council and the National Executive Committee to guide the affairs of the Society in conformity with their decisions and to ensure the smooth functioning of the Society.

- (b) The Governor convenes and presides over the sessions of the National Council and the National Executive Committee.
- (c) The Governor represents the Society, both nationally and internationally.
- (d) The Governor ensures the general supervision of the administration of the Kenya Red Cross Society and the carrying out of decisions taken by its Council and National Executive Committee.
- (e) The Governor, after consultations with the Deputy Governors and the Treasurer, is competent to take any urgent reasoned measures in the interval between the sessions of The National Executive Committee or when it is impossible for them to meet owing to exceptional circumstances; he/she is responsible for giving an account of such measures at the next meeting of the committee.
- (f) If the Governor is prevented from carrying out his/her functions his/her place is taken by the 1st or 2nd Deputy Governor. In the event of the absence of the two, the Governor can delegate to any other National Executive Committee member.

Article 23

The Treasurer And Functions

- (a) The Treasurer, whose election is provided for in Article 21, is a member of the National Council, the National Executive Committee and the Finance Committee in order to give advice on financial matters.
- (b) The Treasurer receives all funds paid to the Kenya Red Cross Society for whatever purpose. The Treasurer is accountable for these funds to the Council or the National Executive Committee, as the case may be, and disposes of them by mandate from the National Executive Committee.
- (c) Decision as to the handling and investment of the available funds are taken by the National Executive Committee in agreement with the Treasurer, who shall then carry out such decisions. Such investment shall be registered in the name of the Kenya Red Cross Society.

Article 24

Secretary General

- (a) The Secretary General is appointed by the National Executive Committee.
- (b) The Secretary General is the Chief Executive Officer of the Society and is responsible for implementing the general policy and the directives laid down by the National Council and the National Executive Committee. The Secretary General is in charge of the Secretariat at the Headquarters, Regions and Branches.

- (c) The Secretary General is the Ex-Officio Secretary of the National Council, the National Executive Committee and of all other bodies set up by them. He/she attends all meetings in an advisory capacity without a vote.
- (d) The Secretary General has the power to employ/dismiss other staff necessary for proper discharge of duties in consultation with other various Committees at all levels.
- (e) The Secretary General reports on the activities of the National Society to the National Council and the National Executive Committee.

REGIONS

Article 25 Regions And Regional Council

- (a) When the National Executive Committee considers it necessary, it may establish Regions, defining the territory allocated to each. It may delegate such responsibilities as it deems fit to the Regional Council.
- (b) The members of the Regional Council shall be four members of each County Branch that falls within that particular Region together with all members of the Regional Committee. These four members shall be the Chairperson and three other members elected at the Branch Annual General Meeting at least one of whom shall be of either gender and one representative of the youth (who shall be the Branch youth chairperson)
- (c) No Region shall act as a separate entity to or a body autonomous from the Society.

Article 26 Powers And Responsibilities Of The Regional Council

The Regional Council shall, inter alia, exercise the following powers:

- (a) To approve the Annual Reports of the Chairperson of the Regional Committee, the Regional Coordinator and the Regional Treasurer.
- (b) To approve the Income and expenditure Accounts and the Balance Sheet for the preceding year and the Auditors' Report.
- (c) To collect the Annual levies to be paid by County Branches and Regions as determined by the National Executive Committee.
- (d) To elect the Regional Chairperson and or Vice Chairperson, Regional Treasurer and eight members of the Regional Committee as and when their terms of office expire.

- e) To nominate the Chairperson and three other members at least one of who shall be of either gender and the other being the Regional Youth Chairperson who will represent the Region in the National Council, as provided for in **Article 11**,
- f) To replace those members of the Regional Committee who have retired by rotation as provided for in **Article 49**.
- g) To nominate Technical Advisers as it deems fit.
- h) To conduct any other business as may be necessary in exercising the general governance of the Regions.

Article 27 Regional Committees

- (a) The Regional Committee is the body governing the Region between sessions of the Regional Council. The Regional Committee shall comprise the following elected and co-opted members:
 - i. The Regional Chairperson.
 - ii. Regional Vice Chairperson.
 - iii. Regional Treasurer.
 - iv. Seven members elected by the Regional Council from the County Branches within the Region, at least two of whom shall be women.
 - v. The Chairperson of the Regional Youth Committee.
 - vi. Technical Advisers to be co-opted by the Regional Committee as it deems fit.
 - vii. One representative of persons with disability co-opted by the Regional Committee Committee.
 - viii. The Regional Coordinator is (ex-official) Secretary of the Regional Committee.
- (b) Any member of the Regional Committee who fails to attend three meetings of the Committee in each period of twelve (12) consecutive calendar months without the permission of the Chairperson of the Regional Committee shall cease to be a member if the other members of the Regional Committee shall so resolve.

Article 28

Powers And Responsibilities Of The Regional Committees

The powers and responsibilities of the Regional Committee shall be as follows:

- (a) To receive reports from the Regional Secretary on the work of branches within the Region.
- (b) To receive the audited statement of accounts of the Regional Office for the preceding year.
- (c) To nominate Technical Advisers as it deems fit.
- (d) To remit and account to the Headquarters all levies collected within the Region or from Branches within the Region.
- (e) The Regional Committee may fill any casual vacancy occurring in its membership provided that the person so appointed shall only hold office for the remainder of the term of the member who has vacated office or until a new member is appointed (or co-opted) in accordance with this Constitution, whichever shall be the earlier.

Article 29

Annual Regional Council Meeting

- (a) Each region will hold an Annual Regional Council Meeting before the 31st May each year of which thirty (30) days notice shall be given. The Annual Accounts together with the Agenda of the meeting shall be sent with the Notice.
- (b) This meeting will be attended by the Regional Chairperson and all members of the Regional Committee, the Regional Coordinator who will be the secretary (Ex-Officio) and four representatives from each Branch within the Region.

Article 30

Procedure And Quorum Of Annual Regional Council Meetings

- (a) The Annual Regional Council Meeting shall be presided over by the Chairperson and in his/her absence, the Vice-Chairperson. In the absence of the Chairperson and the Vice-Chairperson, a member of the Regional Council shall be elected by the members present to chair the meeting.
- (b) The quorum for the Annual Regional Council Meeting shall be one half of the members of the Regional Council present in person. If, within thirty minutes after the time appointed for the meeting, a quorum is not present, the meeting, if convened on the requisition of the members of the Regional Council, shall be dissolved. In any other case, it shall stand adjourned for one (1) hour. If, at the time the meeting re-convenes there is still no quorum, the meeting shall proceed to transact business with the members present constituting a quorum.

- (c) Decisions shall be taken by a majority of those present and voting.
- (d) Each member has a single vote including co-opted members.
- (e) In the case of an equality of votes the Chairperson shall have a second and casting vote.

COUNTY BRANCHES

Article 31

County Branches and County Branch Committees

- (a) With the object of ensuring that the Society's activities extend throughout the whole of Kenya, the National Executive Committee shall establish or authorize Regional Committees to establish such number of County Branches, defining the territory allocated to each and delegating such responsibility as its thinks fit for the organization of the Society and its activities in that area.
- (b) County Branches shall be established on the basis of set criteria of a well functioning branch developed by the National Executive Committee. County Branches that meet the requirements shall be issued with a Charter valid for three years. The National Executive Committee shall develop all required procedures for issuance of Branch Charters.
- (c) As far as possible, County Branches so established under this Constitution shall conform to the County administrative structure and system of governance in Kenya.
- (d) Each County Branch shall have a County Branch Committee elected by members the County Branch as provided for in this constitution.
- (e) A County Branch Committee shall consist of a Chairperson, Vice Chairperson, Treasurer, Secretary, the Chairperson of the Branch Youth Committee, the Chairperson of all Sub-County Branches in the County Branch and not more than seven other members at least three of whom shall be of either gender.
- (f) The County Branch Committee may fill any casual vacancy occurring in its membership provided that the person so appointed shall only hold office for the remainder of the term of the member who has vacated office or until a new member is appointed (or co-opted) in accordance with this Constitution, whichever is the earlier.
- (g) No County Branch shall act as a separate entity or a body autonomous from the National Society.

Article 32

Responsibilities Of County Branch Committees

The responsibilities of a County Branch Committee shall be as follows:

- (a) To initiate projects in their areas within the Principles of the Movement.
- (b) To send reports of their activities to the Headquarters.
- (c) To remit Levies to the Regions.
- (d) To recruit new members to the Society.
- (e) To issue notices related to their actions, meetings etc. at their County branch levels.
- (f) To hold County Branch meetings at least every three (3) months to deliberate on plans and implementation of activities.
- (g) To invest surplus funds in line with the Fundamental Principles of the Movement.
- (h) To recommend to National Executive Committee the need of establishing Sub-County Branches when need arises.
- (i) Not to lend or borrow money or mortgage any of the Society's property.
- (j) To entrust all County Branch correspondence to the County Branch Secretary.
- (k) To nominate Technical Advisers and a representative of persons with disabilities as it deems fit.

Article 33

Procedure And Quorum Of County Branch Committees

- (a) A County Branch Committee meeting shall be presided over by the Chairperson and in his/her absence the Vice Chairperson and in his/her absence, a member of the Committee shall be elected by the Members present to chair the meeting.
- (b) The quorum for meetings of the County Branch Committee shall be one half of its members present in person. If, within thirty minutes after the time appointed for a County Branch Committee meeting, a quorum is not present, the meeting, if convened on the requisition of the members of the County Branch Committee, shall be dissolved. In any other case, it shall stand adjourned for one (1) hour. If, at the time the meeting re-convenes there is still no quorum, the meeting shall proceed to transact business with the members present constituting a quorum. Decisions shall be taken by a majority of the members present and voting. Each member has a single vote including co-opted members.

Article 34

Attendance At County Branch Committee Meetings

- (a) The County Branch Committee shall meet at least once every three months and special meetings may be called by the Chairperson or four other elected members of the County branch. In case the said four members call the special meeting, the Chairperson shall chair all the meetings and in his absence the Vice Chairperson and in his absence, they shall elect among themselves a Chairperson for the meeting.
- (b) Any member of any committee at any level who fails to attend three meetings, without valid reason, in a year may be liable to be replaced on that committee for the remainder of his/her term. A member who has been thus replaced shall not be eligible for re-election.

Article 35

County Branch Annual General Meeting

- (a) Each County Branch Committee shall convene an Annual General Meeting at least once a year not later than 30th April and of which thirty (30) days notice shall be given to all members.
- (b) All members may attend but those members who do not have one (1) year standing prior to the AGM shall not be allowed to participate in elections, neither shall they be allowed to vote or to vie for an elective post of the Branch.
- (c) The quorum for an Annual General Meeting of the Branch shall be a third of members of the Branch. If within thirty minutes of the time appointed for the meeting, a quorum is not present, the meeting, if convened on the requisition of the members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, and if, at such adjourned meeting, a quorum is not present within thirty minutes after the time appointed for the meeting, the meeting shall proceed to business with the number of members present constituting a quorum.
- (d) Decisions shall be taken by a majority of the members present and voting. Each member shall have a single vote. In case of equality of votes, the Chairperson shall have a second or casting vote.

Article 36

Functions Of The County Branch Annual General Meeting

- (a) To receive reports from the Chairperson on the County Branch's activities and the audited accounts for the preceding year.
- (b) Elections of the Chairperson, Vice Chairperson, Treasurer and Secretary, which shall be done every three years.
- (c) To elect other officials needed for the proper discharge of the Branch's functions and shall not exceed seven (7) and shall be elected in the same manner as provided in the Election Rules.
- (d) During the Annual General Meeting of the third year, to elect three members, who together with the Chairperson shall represent the County Branch during the Regional Council meetings.

Article 37

Sub- County Branches and Sub-County Branch Committees

- (a) There shall be such number of Sub-County Branches as determined by the National Executive Committee.
- (b) The Sub-County Branches shall not be an independent entity but form part of the County Branch.
- (c) The Sub-County Branches, shall under the guidance of the County Branch, carry out the functions of the County Branch within a demarcated area as determined by the National Executive Committee.
- (d) Each Sub-County Branch shall have a Sub-County Branch Committee comprising of a Chairperson, Vice Chairperson, Treasurer and not more than four other members at least two of whom shall be of either gender.
- (e) The Sub-County Committee shall be elected every three years at the annual general meeting of the members of the County Branch registered within the territory of that Sub-County.
- (f) The Annual meeting of the Sub-County shall be held by the 31st March every year in the same manner as provided for in the County Branch Annual Meetings.

YOUTH

Article 38 **Youth Groups**

- (a) With the approval of the County Branch Committee, groups of the youth aged below thirty (30) years in County Branches may form themselves into an organization to be called a Youth Group.
- (b) Each Youth Group shall elect a Chairperson, Treasurer, Secretary and such elections shall be held in the year elections at the County Branch level are held and shall as far as practicable be conducted according to the Elections Rules.
- (c) Youth Groups are established for purposes of ensuring and promoting the Red Cross activities among the youth and shall be approved and registered at the County and Sub-County branch levels as well as the Society's National Headquarters.

Article 39 **County Branch Youth Committees**

- (a) Each County Branch shall have a Youth Committee elected by County Branch Youth members. Elections shall be conducted according to the Elections Rules.
- (b) The Committee shall consist of a Chairperson, Vice-Chairperson, Treasurer, Secretary and at least three other members, two of whom shall be of either gender.
- (c) The functions of the Branch Youth Committee shall be to:
 - i. Represent the interest of the Youth in the management of the Branch affairs;
 - ii. To monitor, coordinate and evaluate activities of the youth within the County Branch;
 - iii. To promote the development and growth of Junior Red Cross movement among the youth;
 - iv. To undertake such functions as may be delegated by the County Branch Committee from time to time.
- (d) All Branch Youth Committees shall be answerable to the County Branch Committee through the Chairperson of the Youth Committee who shall be a member of the County Branch Committee.
- (e) Activities and projects of the Youth shall be financed and considered under annual work plans of the County Branch.

Article 40

Regional Youth Committees

- (a) There shall be in each Region a Regional Youth Committee comprised of a Chairperson, Vice Chairperson, Treasurer and Secretary. The Youth Chairperson from each County Branch Youth Committee in that Region shall automatically become members of the Regional Youth Committee.
- (b) Elections for the Chairperson, Vice Chairperson, Treasurer and Secretary shall be conducted every three years and as per the Elections Rules.
- (c) The functions of the Regional Youth Committees are to:
 - i. Monitor, evaluate and advice on the implementation of the Youth Programs in their respective regions;
 - ii. Coordinate resources mobilization, allocation and utilisation for regional youth activities;
 - iii. To undertake such functions as may be delegated by the Regional Committee
- (d) The Regional Youth Committee shall be answerable to the Regional Committee through its Chairperson.
- (e) Activities and projects of the Youth shall be financed and considered under annual work plans of the Regions.

Article 41

County Branch Youth Assembly

- (a) There shall be Branch Youth Assembly, which shall be composed of all registered youth members at the Branch.
- (b) The Branch Youth Assembly shall meet once annually before the 30th of April each year.
- (c) The Branch Youth Assembly shall be the sole responsibility of electing the Branch Youth Committees as provided for in this constitution.
- (d) The quorum for the Branch Youth Assembly shall be one third of the members of the Assembly present in person. If, within thirty minutes after the time appointed for a meeting of the Branch Youth Assembly a quorum is not present, it shall stand adjourned for one (1) hour. If, at the time the meeting re-convenes there is still no quorum, the meeting shall proceed to transact business with the members present constituting a quorum.

Article 42

Regional Youth Assembly

- (a) There shall be Regional Youth Assembly which shall be composed of the Regional Youth Committee, four representatives from each branch in that Region being the chairperson of the Branch Youth Committee and at least three other persons two of whom shall be of either gender.
- (b) The Regional Youth Assembly shall meet once annually before the 31st June each year.
- (c) The Regional Youth Assembly shall be the sole responsibility of electing the Regional Youth Committees as provided for in this constitution.
- (d) The quorum for the Regional Youth Assembly shall be one third of the members of the Assembly present in person. If, within thirty minutes after the time appointed for a meeting of the Regional Youth Assembly a quorum is not present, it shall stand adjourned for one (1) hour. If, at the time the meeting re-convenes there is still no quorum, the meeting shall proceed to transact business with the members present constituting a quorum.

Article 43

National Youth Assembly

- (a) There shall be a National Youth Assembly, which shall be composed of the Chairperson, Vice Chairperson and Treasurer of the National Youth Committee and at least four representatives from each Region, being the Chairperson and three other persons of whom at least two shall be of either gender.
- (b) The National Youth Assembly shall meet once annually before 30th June each year.
- (c) The National Youth Assembly shall have the sole responsibility of electing the Chairperson, a Vice-Chairperson, and Treasurer to the National Youth Committee every three years.
- (d) The quorum for the National Youth Assembly shall be one third of the members of the Assembly present in person. If, within thirty minutes after the time appointed for a meeting of the National Youth Assembly a quorum is not present, it shall stand adjourned for one (1) hour. If, at the time the meeting re-convenes there is still no quorum, the meeting shall proceed to transact business with the members present constituting a quorum.

Article 44

National Youth Committee

- (a) There shall be a National Youth Committee composed a Chairperson, Vice Chairperson, Treasurer, Secretary and one representative from each region who shall be the Chairpersons of the Regional Youth Committees.
- (b) The functions of the National Youth Committee shall be to:
- i. Act as the advisory body to the Youth Program and oversee the implementation of the policy on behalf of the National Youth Assembly;
 - ii. Propose priority areas of work in the Youth Program nationwide;
 - iii. Organize national and international meetings and events to encourage the youth to meet and exchange ideas and experiences;
 - iv. Encourage and increase the youth exchange within the National Society in order to promote cross- cultural learning and sharing of experiences, skills and ideas amongst various branches and regions;
 - v. Initiate Award Schemes for presentations for outstanding contributions and performance by the youth;
 - vi. Receive reports from the Regions;

Set guidelines for implementation of youth activities.

- (c) Whenever a vacancy occurs in the office of the Chairperson of the National Youth Committee, the Governor or in his absence, any other member of the National Executive Committee authorised in that behalf by the National Executive Committee shall convene a meeting of the National Youth Assembly to elect a replacement. The election shall be conducted in accordance with the Election Rules.

CHAPTER THREE

ELECTIONS

Elections Committees

Article 45

Elections Committee

- (a) There shall be an Election Committee/Election Committees appointed by the National Executive Committee which shall be mandated to carry out elections at all levels of the Society in accordance with election rules and regulations promulgated by the National Executive Committee (the "Election Rules").
- (b) The Elections committee shall comprise of a Chairperson and at least four other members being persons of integrity and high standing in the Society. The persons so appointed should:
 - i. As far as possible members of the Society
 - ii. The Chairperson should be an advocate of the High Court with ten years' experience in the practice of law.
- (c) The members of the Elections Committee shall serve for a renewable period of four years from the date of appointment.
- (d) The Elections Committee will be responsible for organizing all elections and filling of vacancies at all levels of Society unless otherwise stated in this Constitution

Article 46

Elections Grievances Committee

- (a) There shall be an Elections Grievances Committee comprising of a Chairperson and at least four other members being persons of integrity and high standing in the Society. The persons so appointed should:
 - i. As far as possible members of the Society
 - ii. The Chairperson should be an advocate of the High Court with ten years' experience in the practice of law.
- (b) The Elections Grievance Committee shall have the responsibility of adjudicating and resolving any election grievances as provided for in the Elections Rules.

- (c) The members of the Elections Grievances Committee shall serve for a renewable period of four years from the date of appointment.

Article 47

Minimum Requirements For Office Bearers At County Branch, Regional And National Levels

- (a) Office bearers shall be the Governor, the Deputy Governors, National Treasurer, Chairpersons, Vice Chairpersons, and Treasurers and includes but is not limited to any other official position at any level of the Society. Where there is no employed Regional/Branch Coordinator, then it includes Branch Secretaries.
- (b) Candidates for the position of the Governor, Deputy Governor, National Treasurer; or the Chairperson, Vice Chairperson, Treasurer, Secretary at the Regions or County Branches, shall be at least thirty (30) years of age and in addition, he/she must meet other requirements that are enumerated in the Election Rules or other regulations of the Society. The age limit in this article does not apply to positions provided for in Articles 37 to 41.
- (c) To be eligible for election or re-election the National Executive Committee, one must have been an elected official for a minimum of three years at any level. Persons seeking elective positions should be of high integrity and competence. The elections rules shall provide other minimum requirements for office bearers.

Article 48

Conflict of Interest

- (a) All officials and management will prevent any conflict between personal interests and interests of the Society. In particular, all officials will not behave in a manner demeaning to the office of the office holder and shall not compromise the interests of the Society in favour of a personal interest.
- (b) The National Executive Committee will develop a conflict of interest policy providing inter alia for disciplinary measures to be taken in case of breach of the conflict of interest provisions.
- (c) Any elected office bearer or member of management who intends to vie for any position in the National Assembly, the Senate or any elective position at the County, shall before the date of the nomination to that position tender his resignation in writing to the Governor through the Secretary General.
- (d) The provisions of sub-paragraph (d) above shall not apply to persons nominated to the above positions for as long as the nominee ensures that no conflict of interest shall arise in his service to the Society.

- (e) The number of members of any organ of the Society holding positions in the public service in Kenya shall not at any time constitute a majority of the members of that organ.
- (f) For the purpose of this Constitution “public service” shall mean service in (i) the National and County Governments of Kenya or any department or undertaking of the Government of Kenya; or (ii) the National Assembly or the Parliamentary Service other than an elected position or (iii) a County Government established under the Constitution of Kenya or (iv) any corporation, council, board, committee or any other body established under any written law in Kenya.
- (g) In the event that a member of any organ of the Society shall also be a member of Kenya’s Parliament or the holder of any other office in the public service in Kenya, he or she shall ensure that a conflict of interest shall not arise in his service to the Society. In this regard, such member shall:
 - i. Commit himself or herself or make decisions and to otherwise act fully in accordance with the Fundamental Principles of the Movement and the Conflict of interest policy
 - ii. Place the interest of the Society before any personal consideration
- (h) If unable to resolve a conflict of interest or alleged conflict of interest, the official in question must resign. The signing of a Code of Conduct certificate for all office bearers shall ensure that no such conflicts of interest arise.

Elections at National Level

Article 49

National Assembly

- (a) There shall be a National Assembly composed:
 - i. The sitting Governor.
 - ii. The sitting 1st and 2nd Deputy Governors.
 - iii. The sitting Treasurer.
 - iv. The National Executive Committee
 - v. Four representatives from each Region, being the Chairperson and three other persons elected at the Annual Regional Council Meeting as provided in **Article 33**.
- (b) Elections shall be held every three years and shall be in accordance with the Election Rules.
- (c) The National Assembly shall have the sole responsibility of electing the Governor, the 1st and 2nd Deputy Governor and the Treasurer.
- (d) The National Assembly shall also elect eight members of the National Executive Committee as provided in Article 17.
- (e) Subject to Article 12(c), whenever a vacancy occurs in the offices of the Governor, the 1st or 2nd Deputy Governor or the Treasurer, the Secretary General or in his absence any member of the

National Executive Committee authorised in that behalf by the National Executive Committee shall convene a meeting of the National Assembly to elect a replacement in accordance with the Election Rules.

- (f) The quorum for National Assembly shall be one third of the members of the Assembly present in person. If, within thirty minutes after the time appointed for a meeting of the National Assembly, a quorum is not present, it shall stand adjourned for one (1) hour. If, at the time the meeting re-convenes there is still no quorum, the meeting shall proceed to transact business with the members present constituting a quorum.
- (g) Meetings of the National Assembly shall be chaired by the Chairperson of the Elections Committee.

Article 50

Rotation at the National Level

- (a) There shall be a system for rotation for the National Executive Committee. The Members of the Committee to retire each election year shall be those who have been longest in office. As between persons who became members of the Committee on the same day, those to retire shall (unless otherwise agreed among themselves) be determined by lot. Neither the Governor nor the Deputy Governors or the Treasurer shall be subject to retirement by rotation as provided for in Article 23.
- (b) For purposes of continuity and well functioning of the Committee, at least four members of the Committee shall automatically be retained in any given elections year. The Members of the Committee retained shall be those who have served for the shortest period. As between persons who became members of the Committee on the same day, those to be retained shall (unless otherwise agreed among themselves) be determined by lot.

Article 51

Regional Elections

- (a) Election of the Chairperson, Vice Chairperson, Treasurer and Secretary and at least seven (7) other members for the proper discharge of the region's functions shall be done by the Regional Council every three years.
- (b) After every three years, elections for the Regional Committee shall be conducted by the Elections Committee in accordance with the elections rules.
- (c) The Regional Council shall also elect delegates to the National Council and National Assembly as provided for in this Constitution to serve for a period of three years.
- (d) The Regional Committee shall fill any vacancy in positions elected under this article.

Article 52

Regional Committees Rotation

- (a) At the Regional Council Meeting where elections shall be held, a third of the members of the Committee shall retire from office.
- (b) The members of the Committee to retire at each election year shall be those who have served for the longest period. As between persons who became members of the Committee on the same day, those to retire shall (unless otherwise agreed among themselves) be determined by lot.
- (c) For purposes of continuity and well functioning of the Committee, at least a third of the Committee shall automatically be retained in any given elections year. The Members of the Committee retained shall be those who have served for the shortest period. As between persons who became members of the Committee on the same day, those to be retained shall (unless otherwise agreed among themselves) be determined by lot. This will not apply to the positions of the Chairperson, Vice Chairperson and Treasurer.

Article 53

County and Sub-County Branch Elections

- (a) Elections for County and Sub-County Branch Officials will be held after every three years and shall be conducted in accordance with the Election Rules.
- (b) Such elections will be conducted during the Annual General Meeting of the County Branch and Sub-County Branch respectively.

CHAPTER FOUR

FINANCES

Article 54

Management And Control Of Funds And Property

- (a) All funds and property for the time being held by the Kenya Red Cross Society including the funds and property held by the Regional and Branch Committees shall be subjected to the control of the National Executive Committee.
- (b) The National Executive Committee shall not enter into any financial engagement which has not been referred to and reported upon by the Finance Committee.
- (c) All Regions and Branches where established shall have a definite office registered with the headquarters.
- (d) All equipment including motor vehicles should always be located, kept and stored in the Registered Branch Offices and shall be in the Branch Treasurer's custody who must keep an inventory of all Branch equipment.

Article 55

Financial Year

The Financial Year begins on 1st January and closes on 31st December of each year.

Article 56

Budgets

- (a) The Secretary General draws-up the Annual Budget in consultation with the Treasurer. It is submitted to the National Executive Committee through the Finance Committee for approval.
- (b) Regions and Branches have the responsibility to prepare their Annual Plans and Budgets for inclusion in the Headquarter records, which Plans and Budgets shall be approved by the respective Regional or Branch Committee.
- (c) The implementation of the Plans and Budgets shall be the responsibility of the Regional and Branch Committees.
- (d) The Secretary General is responsible in conjunction with the Treasurer and the Finance Committee for the administration of the budget approved by the National Executive Committee.

Article 57

Audit

- (a) At the close of each Financial Year, the accounts of the said year:
 - i. Shall be made the subject of a report by the Treasurer; and
 - ii. Shall be audited and reported on by an auditor from a firm of qualified certified public accountants;
- (b) Regions and Branches shall have the responsibility to have their accounts audited by certified public accountants. The said auditors shall be appointed by the National Executive Committee.

Article 58

Banking

- (a) All monies received by the Society (including its Branches and Regions) shall be paid into a bank account.
- (b) A bank account shall not be opened or operated except in accordance with a resolution passed by the National Executive Committee, Regional Committee or Branch Committee and shall be in the name of the Kenya Red Cross Society.
- (c) The names of not less than two persons authorized to sign cheques shall be indicated by the resolution authorizing the opening of such an account, and all cheques drawn shall bear the signature of not less than two of the persons so authorized by the appropriate committee.
- (d) The National Executive Committee shall develop a Whistle Blower, Fraud and Anti-corruption policy to guide the work of the Society.

Article 59

Investments

- (a) Any investment of moneys in excess of reasonable current requirements shall be authorized by a resolution of the relevant Committee and shall be invested in the name of the Society.
- (b) Such investments must be within the Fundamental Principles of the Movement and shall be approved by the Finance Committee and finally by the National Executive Committee.
- (c) The National Executive Committee Shall develop an Investment Policy for the Society.

Article 60

Land And Buildings

- (a) All land and buildings in Kenya, the property of, or acquired by, the Society shall be vested in and registered in the name of the Society.
- (b) All land and buildings in Kenya acquired by a Region or Branch, including any sub-branch shall be held (subject to this Constitution) on behalf of the Region or the Branch by the Society. The Region or the Branch shall be responsible for the management of and payment of all expenses and outgoings relating to such property. A copy of each lease or tenancy agreement relating to any property held by the Society on behalf of a Region or Branch shall be submitted to the Headquarters with a copy being retained at the Region or the Branch.
- (c) Before entering into any contract for the acquisition of land, accepting any offer of a gift of land, or entering into any lease of land, the Region or the Branch or the sub-branch concerned shall submit details of the proposed contract, gift or lease to the Secretary General for the approval of the National Executive Committee and shall not proceed further until such approval has been notified.

Article 61

Finance Committee

The Finance Committee, whose members are appointed by the National Executive Committee and of whom the Treasurer is a member, gives its advice on all financial questions and in particular on the Budgets, on the Annual accounts and on the Treasurer's report.

Article 62

Appeals For Funds And Other Publicity

- (a) No member or employee of the Society either alone or in association with any person may issue any public appeal or take part in any public activity, with the object of raising funds for the Society, without having obtained the consent of the National Executive Committee, the Regional Committee or the County Branch Committee as appropriate.
- (b) No member or employee of the Society shall make any statement to the press or broadcast or televise any communication concerning the Society or the Movement generally without consent of the National Executive Committee. Communications regarding operational issues will be approved by the Secretary General or his designate.
- (c) The provisions of sub-paragraph (b) shall not apply to reports or notices of Annual Meetings, inspections review, lectures or other local activities of a Branch.

Article 63

Common Seal Of The Society

- (a) The common seal of the Society (the "Seal") shall be of the following design:
- (b) Two concentric circles the outer one 1-1½ inches in diameter having the words "Kenya Red Cross Society" inscribed between the circles and a representation of the emblem of the Society inside the inner circle.
- (c) The National Executive Committee shall make arrangements for the safe custody of the Seal. The Seal may only be used by the authority of the National Executive Committee or a committee authorised by the National Executive Committee in that behalf.
- (d) Every instrument to which the Seal is affixed shall be signed by the Governor or one of the Deputy Governors and by the Secretary General or by some other person appointed by the National Executive Committee for that purpose.

CHAPTER FIVE

MISCELLANEOUS PROVISIONS

Article 64

Amendment To The Constitution

- (a) This Constitution may be amended or altered by the National Council but only after a notice embodying the proposed amendment or alteration has been sent by registered letter to all members of the National Council at least sixty (60) days before the date of the meeting at which the amendments or alterations are tabled for consideration. The quorum for the meeting shall be one half of the members of the National Council. If, within thirty (30) minutes of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned for one (1) hour. If, at the time the meeting re-convenes there is still no quorum it shall stand adjourned to the same day in the next week at the same time and place, and if, at such adjourned meeting, a quorum is not present within thirty (30) minutes of the time appointed for the meeting, the meeting shall stand dissolved.
- (b) Any proposal to amend the constitution shall be submitted to the Joint Commission of the International Federation and the International Committee of the Red Cross and the Society shall take into account the suggestions or recommendations of the said Commission on the basis of the relevant resolutions of the International Conference before the amendments are adopted by the Society.

Article 65

Dispute Resolution

- (a) Any dispute arising from membership or any other disagreement or difference among the members of the Society or official concerning the business of the Society or this Constitution and which cannot be resolved amicably, shall be referred to a panel of Arbitrators who shall be independent and as far as possible, the arbitrators should be from the Movement.
- (b) The panel shall be composed of one arbitrator appointed by each of the parties and the two shall appoint the third arbitrator who shall chair the panel.
- (c) The award of the arbitrator shall be final and binding on the parties. Save as set out in this Article, the arbitration shall be conducted in accordance with the Arbitration Act, 1995 or any rules made there under or any modification or re-enactment thereof.
- (d) The National Executive Committee shall develop Mediation and Dispute Resolution Rules applicable at all levels of the Society.

Article 66

Miscellaneous Provision

- (a) No person shall be eligible for election or re-election for any office position in the Society at any level if he is indebted to the Society or any Branch thereof howsoever.
- (b) Notwithstanding provisions of any other article, no person shall serve the Society in the office of the Governor, Deputy Governor, Treasurer, or any elected office at any level of the Society for a period exceeding six (6) years.

Article 67

Transitional Arrangements

- (a) For purposes of transition, Branches existing within a County as the sole Branch shall after the adoption of the amendments to the Constitution become County Branches and the Branch Committees shall effectively become County Branch Committees.
- (b) Where more than one Branch exists in a County, all such Branches shall on adoption of the amendments to the Constitution become Sub-County Branches. The National Executive Committee shall establish County Branches in those Counties.
- (c) All members within a Branch will be considered to be members of the County Branch of that County on adoption of the new constitution.