



# **STATUTES OF THE CYPRUS RED CROSS SOCIETY**

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General Assembly  
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# STATUTES OF THE CYPRUS RED CROSS SOCIETY

## **Preamble**

The Cyprus Red Cross Society (hereinafter the “CRCS”) was officially established by the Cyprus Red Cross Law, 1967 (N.39/1967), which came into force on 1 November 1969, although it originated in 1950 as a Branch of the British Red Cross – Cyprus being a British colony at the time – which evolved into the CRCS after independence and the establishment of the Republic of Cyprus in 1960.

Its constitution is based on the Geneva Conventions of 1949 and their three Additional Protocols of 1977 and 2005, to which the Republic of Cyprus is a party. The CRCS shall be guided in its work by the principles of international humanitarian law and shall respect the Fundamental Principles of the International Red Cross and Red Crescent Movement which are set out below.

## **Fundamental Principles:**

### **Humanity**

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

### **Impartiality**

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

### **Neutrality**

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

### **Independence**

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

### **Voluntary Service**

It is a voluntary relief movement not prompted in any manner by desire for gain.

### **Unity**

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

### **Universality**

The International Red Cross and Red Crescent Movement, in which all Societies have equal status and share equal responsibilities and duties in helping each other, is worldwide.

## **Interpretation**

In these Statutes of the Cyprus Red Cross Society (hereinafter “these Statutes”), unless otherwise expressly indicated:

- (a) “Branch Committee” includes the Central Committee of the Youth Section and any reference to “Branch Committee president, vice-president, treasurer” includes the corresponding officer of the Central Committee of the Youth Section;
- (b) “CRCS” includes all components of the CRCS;
- (c) “component” with respect to the CRCS means a Branch and the Youth Section and any subsidiary unit thereof as the case may be, the CRCS Children Therapy Centre ‘Stella Soulioti’ and the Headquarters;
- (d) References to “Chapters”, “Articles”, “paragraphs” and “sub-paragraphs” are to Chapters, Articles, paragraphs and sub-paragraphs of these Statutes.

## **CHAPTER 1: CRCS IDENTITY**

### **Article 1 – Legal status**

1. The CRCS is established under the Cyprus Red Cross Law, 1967 (N. 39/1967) (hereinafter the “Law”) as a body corporate which shall have perpetual succession and a common seal, the power to sue and be sued in its corporate name and the power to acquire, hold and dispose of movable and immovable property.
2. Under the Law, the CRCS is recognised by the Republic of Cyprus as a Voluntary Aid Society, auxiliary to the public authorities, both for the purposes of the Geneva Conventions and otherwise.
3. Pursuant to the Law, the independence and the voluntary nature of the CRCS shall at all times be respected in accordance with the resolution relative to the National Red Cross Societies adopted by the General Assembly of the United Nations on 19 November 1946.
4. In relation to the public authorities, the CRCS maintains an autonomy that allows it to act at all times in accordance with the Fundamental Principles of the International Red Cross and Red Crescent Movement (hereinafter the “Movement”) and the public authorities shall at all times respect the adherence by the CRCS to the Fundamental Principles of the Movement.
5. The CRCS is the only National Society recognised by law of the Republic of Cyprus in the context of the Geneva Conventions to carry out its activities within the territory of the Republic of Cyprus.
6. The CRCS is part of the International Red Cross and Red Crescent Movement. The CRCS was recognised by the International Committee of the Red Cross on 23 February 2012 and was admitted as a member to the International Federation of Red Cross and Red Crescent Societies on 12 November 2013.
7. The CRCS shall act at all times in accordance with the Geneva Conventions of 1949 (hereinafter the “Geneva Conventions”) and their three Additional Protocols of 1977 and 2005 (hereinafter the “Additional Protocols”), the Statutes of the Movement and the Constitution of the International Federation of Red Cross and Red Crescent Societies. The CRCS shall abide at all times by the Resolutions of the Statutory Meetings of the Movement, the International Conference of the Red Cross and Red Crescent and the Council of Delegates. The CRCS shall act at all times in accordance with the applicable national laws and agreements concluded by the CRCS.
8. The Headquarters of the CRCS (hereinafter the “Headquarters”) shall be located in Nicosia.

## **Article 2 – Mission and Objectives**

1. The principal objective of the CRCS pursuant to the Law and the Geneva Conventions is to prevent and alleviate suffering with complete impartiality, making no discrimination as to nationality or citizenship, race, gender, gender identity, sexual orientation, ethnic origin, legal or residence status, age, disability, religious or other beliefs or faith, language, social background, political opinions or any other similar ground of discrimination.
2. For this purpose, its task is in particular:
  - (1) To act as a Voluntary Aid Society auxiliary to the public authorities in the humanitarian field both for the purposes of the Geneva Conventions and otherwise;
  - (2) To act in case of armed conflict, and in peacetime to prepare to act, in all the fields covered by the Geneva Conventions and on behalf of all the victims, both civilian and military;
  - (3) To carry on, and assist in, work for the improvement of health, the prevention of disease and the mitigation of suffering throughout the world in time of peace or war;
  - (4) To organize and provide relief services in emergency or disaster and to co-operate with other National Societies if necessary;
  - (5) To maintain a permanent and active organization and in particular:
    - (a) to be organized, equipped and ready at all times,
    - (b) to recruit members,
    - (c) to recruit, train and assign such personnel and volunteers as are necessary for the discharge of its responsibilities,
    - (d) to promote public awareness of the work of the CRCS and to organize appeals for funds or donations in kind,
    - (e) to raise, train and administer Voluntary Aid Detachments in accordance with the CRCS's regulations,
    - (f) to afford members and others acknowledging the ideals of the Movement opportunities of meeting together so as to give practical effect to the objects of the CRCS,
    - (g) to take any action necessary for the protection of: the Red Cross emblem and the designation "Red Cross", the other distinctive emblems protected under the Geneva Conventions and the Additional Protocols and their designations and the CRCS's own emblem, name, uniform and badges;
  - (6) To restore family links, to help family members re-establish contact and to provide information about their welfare, after separation due to war, internal conflict, natural disaster, death or illness;

- (7) To inspire boys and girls with the spirit of the Movement and to promote the participation of children and young people in the work of the Movement;
- (8) To promote the Fundamental Principles of the Movement and international humanitarian law in order to develop humanitarian ideals among the population, and in particular among children and youth;
- (9) To supplement the medical, nursing and welfare services of the armed forces and the civil authorities in their work for the sick and wounded by providing auxiliary personnel, additional stores, special equipment and extra comforts where needed, and in emergency, until official provision is made, by supplying any essential personnel and supplies that are lacking;
- (10) To give instruction and training to the public in first aid, home nursing, how to respond to emergencies and disasters and other situations within the scope of the activities of the Movement;
- (11) In support of the public authorities, to co-operate with them in order to ensure respect for international humanitarian law including the promotion, dissemination and national implementation of international humanitarian law, as well as the protection of the distinctive emblems;
- (12) To establish, operate and maintain institutions falling within, and in the furtherance of, any of the objectives of the CRCS;
- (13) To act as a channel through which the public may express their sympathy for the sick and suffering in exercising its auxiliary role to the public authorities without assuming responsibilities which are the legitimate functions of government;
- (14) To co-operate with government and local authorities and other voluntary organizations engaged in work similar to that of the CRCS provided the CRCS retains administrative control over its own funds, personnel and material;
- (15) To accept contributions, fees, remuneration or other forms of payment for services rendered or otherwise as it deems appropriate;
- (16) To purchase, take on lease or hire or otherwise acquire and hold, accept by way of gift, improve, manage and develop, sell, transfer, exchange, assign, demise, mortgage, dispose of or otherwise deal with or turn to account, any movable or immovable property or assets of the CRCS for the purposes of the CRCS;
- (17) To borrow money, take out loans, raise money, credit or other facilities and to take up or secure its liabilities as may be thought fit;

- (18) To invest all moneys and funds of the CRCS which are not immediately required for its purposes in or upon such investments, securities or property as may be thought fit;
- (19) To exercise any other powers or functions under the Law, these Statutes, or any Rules and do all such other acts and things as are or may be deemed necessary for, incidental or conducive to, the attainment of any of the objects of the CRCS or the exercise of any of its powers;
- (20) To act in accordance with the spirit and provisions of the Geneva Conventions, the Additional Protocols and the Fundamental Principles of the Movement.

### **Article 3 – Emblem**

1. Pursuant to the Law, the CRCS shall have the right, in conformity with the Geneva Conventions, to use the heraldic emblem of a red cross on a white ground, formed by reversing the Swiss Federal colours.
2. Moreover pursuant to the Law, it shall not be lawful for any person, other than those authorised under the Law or the Geneva Conventions, to use for any purpose whatever, the emblem of the red cross on a white ground or the emblems of the red crescent, or red lion and sun on a white ground, or any colourable imitations thereof or the words “Red Cross” and any misuse of such emblems shall be an offence punishable by a fine and/or imprisonment.
3. The emblem shall be used in conformity with the Geneva Conventions, the Additional Protocols, the 1991 Regulations on the Use of the Emblem of the Red Cross or the Red Crescent by the National Societies and the legislation of the Republic of Cyprus applicable to the use of the emblem.
4. The CRCS shall co-operate with the public authorities to ensure respect for the emblem.
5. The Council may establish appropriate Rules regarding the use of the emblem and in particular the use of the emblem by the staff, members and volunteers of the CRCS in conformity with the instruments mentioned in this Article above.

### **Article 4 – Agreements**

Agreements concluded with other organizations or entities, in particular with the public authorities regarding the execution of a public service, shall be in writing, concluded in conformity with these Statutes and cannot in any way impose an obligation for the CRCS to act contrary to the Fundamental Principles.

## **CHAPTER 2: MEMBERS**

### **Article 5 – Membership**

1. Membership of the CRCS is voluntary and open to all without any form of discrimination based on nationality or citizenship, race, gender, gender identity, sexual orientation, ethnic origin, legal or residence status, age, disability, religious or other beliefs or faith, language, social background, political opinions or any other similar grounds of discrimination and, subject to the provisions of these Statutes and any Rules issued thereunder, is open to all persons.

2. The categories of members of the CRCS are the following:

*(a) Subscribing members*

Subscribing members are those persons who register as members with one of the CRCS Branches or with the Central Committee of the Youth Section and pay thereto, accordingly, the annual membership subscription determined by the Council.

Each Branch and the Central Committee of the Youth Section shall maintain an up-to-date register of its members.

*(b) Honorary members*

Honorary members are those persons who have been so designated by the Council in recognition of exceptional services to the CRCS.

The Council may appoint such a person to be:

- (i) an Honorary President of the CRCS or of a Branch or of the Youth Section, as the case may be, or
- (ii) an Honorary Vice-President of the CRCS or of a Branch or of the Youth Section, as the case may be.

Honorary members shall not have any executive authority or any right to vote, to elect or to be elected at the meetings of the CRCS but shall not be debarred from giving their services to the CRCS in some other capacity.

The Council shall maintain an up-to-date register of Honorary members of the CRCS.

*(c) Patrons*

The Council may appoint a Patron or Patrons of the CRCS. The office of Patron shall not carry with it any executive authority and Patrons shall have no right to vote, to elect or to be elected at the meetings of the CRCS.

The Council shall maintain an up-to-date register of Patrons of the CRCS.

### **Article 6 – Duties and rights of members**

1. The members of the CRCS have the following duties:

- (a) to adhere to and disseminate the Fundamental Principles;
- (b) to promote the work of the CRCS;
- (c) to recognize and abide by these Statutes and any Rules issued thereunder, including, without limitation, Rules regarding the use of the emblem;
- (d) to pay the annual membership subscription (in the case of subscribing members);
- (e) to participate actively in the work of the CRCS.

2. The Honorary members and Patrons of the CRCS have, subject to the provisions of these Statutes and any Rules issued thereunder, the following rights:

- (a) to remain Honorary members and Patrons of the CRCS, as the case may be, for the remainder of their lives;
- (b) to receive notice of and attend sessions of the General Assembly of the CRCS;
- (c) to receive information about the work of the CRCS;
- (d) to present proposals and raise issues with any authority in the CRCS.

3. The subscribing members of the CRCS have, subject to the provisions of these Statutes and any Rules issued thereunder, the following rights:

- (a) to receive notice of, attend, participate and vote in the general meetings of the Branches and Youth Section, as the case may be ;
- (b) to elect and be elected to the elected positions of the CRCS;  
Provided that, only members who have been members or volunteers for a period of at least six (6) months prior to the relevant election can exercise the right to elect and be elected.  
Provided further that, only members who have paid their membership subscription can exercise the right to elect and be elected; the subscription may be paid on the date of the relevant election.
- (c) to receive information about the work of the CRCS;
- (d) to present proposals and raise issues with any authority in the CRCS.

Provided that, subscribing members of the CRCS who are employees of the CRCS shall not have any voting rights and shall not have the right to be elected to any elected post of the bodies of the CRCS, for so long as they remain employees of the CRCS.

Provided further that, subscribing members of the CRCS cannot simultaneously hold elected posts on more than one of the bodies of the CRCS.

## **Article 7 – Loss of the status of member of the CRCS**

1. Any member may give notice of termination of his or her membership in writing at any time.
2. Subscribing membership expires if a member fails to pay an annual membership subscription fee within thirty (30) days of receiving a notice requesting such subscription.
3. Membership shall terminate automatically upon a member's death.
4. The Council may, *ex proprio motu* or upon the reasoned recommendation of a Branch Committee, suspend the membership of a member or expel a member for serious cause, such as the display of character or morality incompatible with the Fundamental Principles or engagement in activities which are detrimental to the reputation or activities of the CRCS, as provided in Chapter 6 hereof.

## **CHAPTER 3: VOLUNTEERS**

### **Article 8 – Volunteering**

1. The CRCS is open to volunteers without any form of discrimination based on nationality or citizenship, race, gender, gender identity, sexual orientation, ethnic origin, legal or residence status, age, disability, religious or other beliefs or faith, language, social background, political opinions, or any other similar grounds of discrimination and, subject to the provisions of these Statutes and any Rules issued thereunder, is open to all persons.

Provided that the Council may determine eligibility criteria for its volunteers and define prerequisites for specific volunteer roles.

2. CRCS volunteers may, but are not required to, be members of the CRCS.

3. Employees of the CRCS may volunteer for the CRCS.

### **Article 9 – Duties and rights of volunteers**

1. The volunteers of the CRCS have the following duties:

- (a) to adhere to the Fundamental Principles;
- (b) to respect the CRCS Rules regarding the use of the emblem;
- (c) to abide by the CRCS Rules on volunteers including the CRCS Code of Conduct relating to volunteers.

2. The volunteers of the CRCS have the following rights:

- (a) to receive appropriate support and sufficient training to carry out their volunteer tasks;
- (b) to participate in designing and improving the activities in which they are involved;
- (c) to be protected whilst volunteering for the CRCS;
- (d) subject to the provisions of these Statutes and any Rules issued thereunder, to be reimbursed for reasonable costs incurred whilst volunteering in relation to any activity of the CRCS.

### **Article 10 – Expulsion of volunteers**

The Headquarters or the Branch Committees, as the case may be, may suspend the services of a volunteer or expel a volunteer for serious cause, such as the display of character or morality incompatible with the Fundamental Principles or engagement in activities which are detrimental to the reputation or activities of the CRCS, as provided in Chapter 6 hereof.

## **CHAPTER 4: LEADERSHIP (GOVERNANCE, MANAGEMENT AND PERMANENT COMMITTEES)**

### **GOVERNING BODIES**

#### **Article 11 – General Assembly**

1. The General Assembly represents the CRCS as a whole. It is composed of:
  - (a) the members of the Council;
  - (b) the presidents of the Branch Committees; and
  - (c) the elected representatives of the Branches elected for the purpose at general meetings of such Branches.
  - (d) the nominated representatives of the Youth Section nominated for the purpose by the Central Committee of the Youth Section which shall take into consideration the number of members emanating from each Regional Youth Section Committee.

Provided that, the total number of such elected representatives of all Branches and the nominated representatives of the Youth Section shall not exceed one percent (1%) of the total number of the members of the CRCS or one hundred (100) persons, whichever is highest, as at the date of the Council meeting at which the date of the General Assembly concerned is determined.

Provided further that, the number of representatives of each Branch and of the Youth Section, and the procedure for their election or nomination, shall be determined by the Council so as to ensure that each Branch and the Youth Section are represented in due proportion to their size and number of members.

Provided further that, the representatives of the Branches and Youth Section elected or nominated as mentioned above, shall be competent to represent the Branches and Youth Section, respectively, at any General Assembly, whether ordinary or extraordinary, convened during a four (4) year period commencing from the ordinary General Assembly for the purpose of which they were elected or nominated. In the event that any member of a Branch or the Youth Section ceases to be a member of such Branch or the Youth Section, as the case may be, that Branch or the Youth Section, accordingly, may choose at random a member from their respective register of members to make up the required number as per the first proviso above.

2. The Secretary General and the Deputy Secretary General, if any, shall participate in an advisory capacity in sessions of the General Assembly, but without voting powers.

3. Subject to the provisions of these Statutes and any Rules, the General Assembly is the highest authority of the CRCS, and its functions are:

(a) to elect, pursuant to nominations by the Executive Committee, up to nine (9) members of the Council (hereinafter “the Elected Members”);

Provided that, the election decision should ensure that diversity in background, relevant experience and expertise is reflected in the Elected Members as a body.

Provided further that, persons over the age of seventy-five (75) may not be candidates for election to the Council and any person elected to the Council may not be eligible to stand for election for President, Vice-President or Treasurer after having served three (3) consecutive terms of four (4) years (i.e. maximum twelve (12) years) in that post until a further full term of four (4) years has elapsed.

Provided further that, candidates recommended for election to the Council pursuant to Article 12(8)(a) must submit their candidature, which must be proposed by one member of the CRCS and seconded by another member of the CRCS, to the Secretary General at least seven (7) days prior to the relevant election.

(b) from the Elected Members, to elect the President of the CRCS;

(c) from the Elected Members, to elect one (1) or two (2), as the General Assembly may at its discretion decide, Vice-Presidents of the CRCS;

(d) from the Elected Members, to elect the Treasurer of the CRCS;

Provided that, the Treasurer of the CRCS must have academic and/or professional qualifications relevant to the duties of the post.

(e) to formulate the mission and policies that govern the CRCS;

(f) to approve any revision or amendments to the Statutes submitted to it by the Council;

(g) to approve the plans and the activities of the CRCS;

(h) to approve the Consolidated Financial Statements of the CRCS;

(i) to appoint the auditors of all components of the CRCS subject to Article 30(1); and

(j) to determine the amount for annual membership subscription upon the recommendation of the Council.

Provided that, during the years that the General Assembly does not meet in ordinary session, its functions specified in sub-paragraphs (g), (h) and (i) of this paragraph shall devolve on the Council of the CRCS.

Provided further that, the General Assembly’s functions specified in sub-paragraphs (a), (b), (c) and (d) of this paragraph shall be exercised at each alternate ordinary session (i.e. every four (4) years).

4. The General Assembly shall be convened every two years in ordinary session at a time and place to be fixed by the previous General Assembly or by the Council acting under the authority delegated to it by the General Assembly.

5. The General Assembly shall meet in extraordinary session on the initiative of the President in agreement with the Council or at the request in writing of at least one hundred (100) members to the secretary of the General Assembly upon which the President, or failing him or her the Vice-President and, if there is more than one present, then (unless they otherwise agree between themselves) the senior one in tenure present and if equal, by age, and failing them the secretary of the General Assembly, shall convene an extraordinary session of the General Assembly.

6. A session of the General Assembly (ordinary or extraordinary) may be held as a physical meeting with participation in person or, in exceptional circumstances where an electronic meeting is warranted (such as the occurrence of unexpected large scale natural or man-made disasters, including health related situations or other emergencies that would prevent the free movement of people), as an electronic meeting with participation by means of conference telephone, videoconference, electronic platform including website addresses or other electronic communication facilities, or as a combination of a physical and electronic meeting, provided that in each case all participants are able to communicate with each other. Provided that where a session of the General Assembly involves elections, this may not be held as an electronic meeting unless voting by secret ballot can be ensured. Participation in a session of the General Assembly as aforementioned shall constitute presence at the session for quorum, voting and any other purposes.

7. The General Assembly shall be convened by at least four (4) weeks' notice in writing being given by the secretary of the General Assembly to all those entitled to take part, or, if the Council shall so direct, in the case of an extraordinary session, by such shorter notice as it may direct, such notice being given by fax, email, post, delivered personally or by a notice published in the press. The notice shall specify whether the session of the General Assembly shall be a physical meeting or an electronic meeting and in the latter case shall give details of the electronic means available to participate in the session. The notice shall give details of the date, the place (which may include an electronic, digital or virtual location), and the business of the session of the General Assembly.

Provided that, the Council shall decide the date and the place of a session of the General Assembly as well as whether it shall be a physical meeting or an electronic meeting.

Provided further that, the accidental omission to give notice of a session to any of the members of the General Assembly or the non-receipt by any member of such notice shall not invalidate any resolution passed or decision taken at such session.

8. The sessions of the General Assembly shall be chaired by the President of the CRCS and the Secretary General shall be ex officio the secretary thereof. In the President's absence or in the event of his or her incapacity to act, the powers and duties of chair shall devolve on the Vice-

President and, if there is more than one present, then (unless they otherwise agree between themselves) the senior one in tenure present and if equal, by age. In the absence or incapacity of a Vice-President, then the members present shall elect a chair of the session from among themselves.

9. Unless otherwise provided for in these Statutes, the quorum for sessions of the General Assembly shall be one half of its members indicated in paragraph (1) herein above and if the number of members is uneven then the quorum will be the nearest number beyond one half.

10. Any member indicated in paragraph (1) herein above may appoint a proxy to act as his or her representative at any session of the General Assembly which that member may be entitled to attend and to exercise all rights and discharge all duties which that member might have. The instrument appointing the proxy shall be in writing, shall be signed by the appointing member and shall be submitted at the Headquarters not later than 24 hours before the time for which the session to which it relates has been convened.

11. Unless otherwise provided for in these Statutes, decisions at sessions of the General Assembly shall be taken by a majority of those present and voting by a show of hands, unless a secret ballot is requested by at least twenty (20) members present and voting and if this is technically possible. Provided that, where the decision relates to elections voting shall take place by secret ballot. Each of its members shall have a single vote and in case of an equality of votes the chair of the session shall have a casting vote.

12. If a session of the General Assembly does not meet the quorum stipulated within thirty minutes from the time appointed for the session, it shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned session a quorum is not present within thirty minutes from the time appointed for the session, the members present shall constitute a quorum.

13. The procedure relating to sessions of the General Assembly shall be in accordance with the provisions of these Statutes and any Rules that may be issued thereunder.

## **Article 12 – Council**

1. The Council is the body governing the CRCS between sessions of the General Assembly to which it reports. It is composed of the Elected Members of the CRCS including the President, the Vice-President(s) and the Treasurer.

Provided that, no person can simultaneously be a member of the Council and hold any other elected position within the CRCS.

2. The Council may appoint personalities, chosen by the Council for their special qualifications or because of their special services to or interest in the Red Cross to act as consultants to the Council and to attend and speak at its meetings, when invited, but without voting powers.

3. The Council may invite non-members of the Council to attend and speak at its meetings, including officers or employees of the CRCS to be present in an advisory capacity, but without voting powers.

4. The Secretary General and the Deputy Secretary General, if any, shall participate in an advisory capacity in the meetings of the Council, but without voting powers.

5. The term of office for all members of the Council is four (4) years.

6. The Council may act notwithstanding any vacancy in its body, but if the number of Council members is less than the number fixed as the quorum, the Council may act only for the purpose of convening a session of the General Assembly.

Provided that, in the event of a vacancy in the office of the President, the powers and duties of the President shall devolve on the Vice-President as provided in Article 14(3)(b) herein below. In the event of a vacancy in the office of the Vice-President, the Council shall appoint one of their members who shall serve as acting Vice-President for the remaining period of the current term of office. In the event of a vacancy in the office of the Treasurer, the Council shall appoint one of their members who has academic and/or professional qualifications relevant to the duties of the post, who shall serve as acting Treasurer for the remaining period of the current term of office. Where there is no person with such academic or professional qualifications amongst the members of the Council, the Council shall appoint any one of their members who shall serve as acting Treasurer until an extraordinary session of the General Assembly is convened for the purpose of electing a Treasurer, or for the remaining period of the current term of office if such period is less than six (6) months.

Provided further, that in case of a national or international emergency, including the case of an international or non-international conflict or other circumstances, which does not allow the convening of a session of the General Assembly, the members of the Council will continue to hold their respective posts until a session of the General Assembly is able to be convened (given that the utmost will be done to ensure that this is done as soon as possible), notwithstanding that their term of office might have otherwise expired.

7. No member of the Council shall be paid for his or her services.

8. Within the framework of any general directives or decisions adopted by the General Assembly and subject to the provisions of these Statutes and any Rules issued thereunder, the Council is vested with all the powers necessary for governing and carrying out the aims of the

CRCS, and for exercising the functions conferred on it by these Statutes and by any Rules. In particular, the Council:

- (a) upon the proposal of the Executive Committee or ex proprio motu, makes recommendations to the General Assembly for the election of the Elected Members of the Council including the President, Vice-President(s) and Treasurer. Provided that, the Council should ensure that diversity in background, relevant experience and expertise is reflected in the recommendations for the Elected Members as a body and that persons recommended for Treasurer have academic and/or professional qualifications relevant to the duties of the post;
- (b) upon the recommendation of the Executive Committee, appoints the president, vice-president, secretary, treasurer and three (3) external members of the Central Committee of the Youth Section and approves the Regional Youth Section Committees as provided in Article 20 herein below. Provided that, the Council should ensure that diversity in background, relevant experience and expertise is reflected in the recommendations for the Central Committee of the Youth Section as a body and that persons recommended for treasurer have academic and/or professional qualifications relevant to the duties of the post;
- (c) upon the recommendation of the Executive Committee, appoints and dismisses the Secretary General of the CRCS and may, if it considers necessary and if so recommended by the Executive Committee, also appoint and dismiss a Deputy Secretary General;
- (d) ensures that the Executive Committee is duly operative in accordance with these Statutes and any Rules issued thereunder and sets up such other permanent (standing) or ad hoc committees, that may include persons other than members of the Council, as it deems fit;
- (e) provides for the setting up and dissolution of the Branches and subsidiary units thereof and for the area covered by them;
- (f) approves the budgets of the CRCS;
- (g) approves the Consolidated Financial Statements of the CRCS during the years that the General Assembly does not meet in ordinary session;
- (h) makes recommendations to the General Assembly with respect to the appointment of the auditors of all components of the CRCS in accordance with Article 30(1);
- (i) upon a proposal of the Executive Committee based on the recommendation of the Treasurer, decides on the investments of the CRCS;
- (j) approves, issues and amends Rules which are necessary in order to give effect to these Statutes and ensures that the Rules are up-to-date;
- (k) ensures that the Statutes are up-to-date, subject to submission of any amendment thereof to the General Assembly;
- (l) makes recommendations to the General Assembly with respect to the amount for annual membership subscription and monitors membership of the CRCS;

- (m) decides on appeals on any decision of the Branch Committees as provided in Chapter 6 hereof;
- (n) sets policies on staff and volunteers of the CRCS;
- (o) ensures long-term viability of the CRCS and makes decisions about its priorities;
- (p) sets the CRCS's goals, establishes a structure and promotes a culture to achieve such goals;
- (q) defines the outcomes of the CRCS's performance and sets standards arising thereof; and
- (r) decides for the award of medals and other honorary distinctions to persons that have offered exceptional services to the CRCS and the Movement in general.

9. The Council meets in ordinary meeting at such times and at such places as may from time to time be fixed by the Council and at least once every three (3) months.

10. Extraordinary meetings of the Council are held on the initiative of the President or at the written request to the secretary of the Council of one-third of its members upon which the President, or failing him or her the Vice-President and, if there is more than one present, then (unless they otherwise agree between themselves) the senior one in tenure present and if equal, by age, and failing them the secretary of the Council, shall convene an extraordinary meeting of the Council.

11. A meeting of the Council (ordinary or extraordinary) may be held as a physical meeting with participation in person or, in exceptional circumstances where an electronic meeting is warranted (such as the occurrence of unexpected large scale natural or man-made disasters, including health related situations or other emergencies that would prevent the free movement of people), as an electronic meeting with participation by means of conference telephone, videoconference, electronic platform including website addresses or other electronic communication facilities, or as a combination of a physical and electronic meeting, provided that in each case all participants are able to communicate with each other. Provided that where a meeting of the Council involves elections, this may not be held as an electronic meeting unless voting by secret ballot can be ensured. Participation in a meeting of the Council as aforementioned shall constitute presence at the session for quorum, voting and any other purposes.

12. Notice of any meeting of the Council shall specify whether the meeting shall be a physical meeting or an electronic meeting and in the latter case shall give details of the electronic means available to participate in the meeting. The notice specifying the place (which may include an electronic, digital or virtual location), day and hour of such meeting and in the case of special business the general nature of such business shall be given by the secretary of the Council to every member of the Council by notice sent by fax, email, post or delivered personally, not less than four (4) weeks prior to the meeting

Provided that, the President or other person convening a meeting of the Council, as the case may be, shall decide the date and the place of a meeting of the Council as well as whether it shall be a physical meeting or an electronic meeting.

Provided further that, a meeting of the Council shall, notwithstanding that it is called by a shorter notice than that specified herein above, be deemed to have been duly called if it is so agreed by a majority, in number, of the members of the Council.

Provided further that, the accidental omission to give notice of a meeting to any of the members of the Council or the non-receipt by any member of such notice shall not invalidate any resolution passed or decision taken at such meeting.

13. The meetings of the Council shall be chaired by the President of the CRCS and the Secretary General shall be ex officio the secretary thereof. In the President's absence or in the event of his or her incapacity to act, the powers and duties of the chair shall devolve on the Vice-President of the CRCS and if there is more than one present, then (unless they otherwise agree between themselves) the senior one in tenure present and if equal, by age. In the absence or incapacity of a Vice-President, a chair of the meeting shall be elected by the Council from among the Elected Members thereof.

14. Unless otherwise provided for in these Statutes, the quorum for meetings of the Council shall be one-half of its members and if the number of members is uneven then the quorum will be the nearest number beyond one half.

15. Unless otherwise provided for in these Statutes, decisions at meetings of the Council shall be taken by a majority of those present and voting by a show of hands, unless a secret ballot is requested by at least five (5) members present and voting and if this is technically possible. Provided that, where the decision relates to elections voting shall take place by secret ballot. Each of its members shall have a single vote and in case of an equality of votes the chair of the meeting shall have a casting vote.

16. The procedure relating to meetings of the Council shall be in accordance with the provisions of these Statutes and any Rules issued thereunder.

### **Article 13 – Executive Committee**

1. The Executive Committee is the governing body between meetings of the Council and reports at every ordinary meeting of the Council on all actions taken since the previous meeting of the Council.

It is composed of the President, the Vice-President(s) and the Treasurer of the CRCS.

2. The Secretary General and the Deputy Secretary General, if any, shall participate in an advisory capacity in the meetings of the Executive Committee, but without voting powers.
3. In the event of any vacancy in the Executive Committee, its decisions shall be put on hold until such vacancy has been filled as provided in Article 12(6) herein above.
4. Subject to the provisions of these Statutes and any Rules issued thereunder, the Executive Committee is vested with the following powers or such of them as are entrusted or delegated to it by the Council or the General Assembly:
  - (a) to make proposals to the Council of persons to be recommended for election as Elected Members of the Council including the President, Vice-President(s) and Treasurer. Provided that, the Executive Committee should ensure that diversity in background, relevant experience and expertise is reflected in the proposals for the Elected Members as a body and that persons proposed for Treasurer have academic and/or professional qualifications relevant to the duties of the post;
  - (b) to make recommendations to the Council for the appointment of the president, vice-president, secretary, treasurer and three (3) external members of the Central Committee of the Youth Section and the approval of the members of the Regional Youth Section Committees. Provided that, the Executive Committee should ensure that diversity in background, relevant experience and expertise is reflected in the recommendations for the Central Committee of the Youth Section as a body and that persons recommended for treasurer have academic and/or professional qualifications relevant to the duties of the post;
  - (c) to make recommendations to the Council for the appointment of the Secretary General and, if it so thinks fit, a Deputy Secretary General, and for their dismissal, and to draw up the contract of appointment of the Secretary General, and Deputy Secretary General if any, by the CRCS and establish the rules within which the Secretary General may appoint staff to positions at the Headquarters;
  - (d) to make proposals to the Council for the setting up of committees as it thinks fit;
  - (e) to approve the Secretary General's appointment of officers or other staff to any component of the CRCS or proposal for the termination of such staff ;
  - (f) upon the recommendations of the Treasurer, to make proposals to the Council for the investments of the CRCS;
  - (g) to determine criteria for the CRCS's beneficiaries;
  - (h) to draw up Rules, for approval by the Council, which are necessary in order to give effect to these Statutes;
  - (i) to make recommendations to the Council as to matters that the Council may determine pursuant to these Statutes; and
  - (j) to take decisions on any important matter which may arise or which may be referred to it.

5. The Executive Committee meets whenever it is convened by the President or Vice-President of the CRCS, as deemed necessary and at least once every two (2) months.

6. Provided that, on the requisition in writing to the secretary of any member of the Executive Committee, the President or failing him or her the Vice-President and, if there is more than one present, then (unless they otherwise agree between themselves) the senior one in tenure present and if equal, by age, and failing them the secretary, shall summon a meeting of the Executive Committee.

7. A meeting of the Executive Committee (whether ordinary or requisitioned by a member of the Executive Committee) may be held as a physical meeting with participation in person or, in exceptional circumstances where an electronic meeting is warranted (such as the occurrence of unexpected large scale natural or man-made disasters, including health related situations or other emergencies that would prevent the free movement of people), as an electronic meeting with participation by means of conference telephone, videoconference, electronic platform including website addresses or other electronic communication facilities, or as a combination of a physical and electronic meeting, provided that in each case all participants are able to communicate with each other. Participation in a meeting of the Executive Committee as aforementioned shall constitute presence at the session for quorum, voting and any other purposes.

8. At least seven (7) days' notice of an ordinary meeting and five days' notice of a meeting requisitioned by a member of the Executive Committee, specifying the place (which may include an electronic, digital or virtual location), date, hour and business of such meeting, shall be given to every member of the Executive Committee either by being sent by fax, email, post or delivered personally and shall be accompanied by an agenda of the business to be transacted. The notice shall specify whether the meeting of the Executive Committee shall be a physical meeting or an electronic meeting and in the latter case shall give details of the electronic means available to participate in the meeting.

Provided that, the President or other person convening a meeting of the Executive Committee, as the case may be, shall decide the date and the place of a meeting of the Executive Committee as well as whether it shall be a physical meeting or an electronic meeting.

Provided further that, a meeting of the Executive Committee shall, notwithstanding that is called by shorter notice than that specified herein above, be deemed to have been duly called if it is so agreed by a majority of the members of the Executive Committee.

Provided further that, the accidental omission to give notice of a meeting to any of the members or the non-receipt by any member of such notice shall not invalidate any resolution passed or decision taken at such meeting.

9. The meetings of the Executive Committee shall be chaired by the President of the CRCS and the Secretary General shall be ex officio the secretary thereof. In the President's absence or

in the event of his or her incapacity to act, the powers and duties of the chair shall devolve on the Vice-President of the CRCS and if there is more than one present, then (unless they otherwise agree between themselves) the senior one in tenure present and if equal, by age.

10. Unless otherwise provided for in these Statutes, the quorum for meetings of the Executive Committee shall be three (3) of its members.

11. Unless otherwise provided for in these Statutes, decisions at meetings of the Executive Committee shall be taken by a majority of those present and voting by a show of hands. Each of its members has a single vote and in case of an equality of votes the chair of the meeting shall have a casting vote.

12. The procedure relating to meetings of the Executive Committee shall be in accordance with the provisions of these Statutes and any Rules issued thereunder.

## GOVERNANCE POSITIONS

### **Article 14 – President / Vice-President**

1. The President of the CRCS is the highest office bearer of the CRCS and is responsible to the General Assembly for ensuring that the CRCS pursues the objectives stated in these Statutes. The President exercises his or her functions as stated in these Statutes. The President acts under the authority of the General Assembly, the Council and the Executive Committee and guides the affairs of the CRCS in conformity with the decisions thereof with an aim to promote the smooth functioning of the CRCS.

2. The functions of the President include the following:

- (a) to convene and preside over the sessions of the General Assembly, the meetings of the Council, the meetings of the Executive Committee and the meetings of the Branch and Youth Section Coordination Committee;
- (b) to present to the General Assembly a review of the state of the CRCS;
- (c) to coordinate the work of the bodies of the CRCS;
- (d) to represent the CRCS both nationally and internationally; and
- (e) to carry out any other function entrusted or delegated to him or her by the General Assembly, the Council, and the Executive Committee.

Without prejudice to the aforementioned, the President may delegate any of his or her functions, or any part thereof, to the Vice-President(s) or to the Secretary General, depending on the nature of the act.

3. (a) In the event of the President being temporarily unable or unavailable to carry out his or her functions, the Vice-President of the CRCS and if there is more than one

available, then (unless they otherwise agree between themselves) the senior one available, shall assume the duties of the President.

(b) In the event of a vacancy arising in the office of the President, the powers and duties of the President shall devolve on the Vice-President of the CRCS and if there is more than one available, then (unless they otherwise agree between themselves) the senior one available, who shall serve as acting president to fill the vacancy for the remaining period of the current term of office.

### **Article 15 - Treasurer**

Subject to the provisions of these Statutes and any Rules issued thereunder, the Treasurer has the following functions:

- (a) to advise the Executive Committee, the Council and the General Assembly on all decisions related to the movable and immovable property as well as all the funds and assets of the CRCS;
- (b) to advise the Executive Committee, the Council and the General Assembly on using the CRCS funds within the approved budgets and on what action should be taken if this is not the case;
- (c) to make recommendations to the Executive Committee as to the investment of moneys held by the CRCS which are in excess of reasonable current requirements;
- (d) to make recommendations to the Executive Committee with respect to the investments held by the CRCS;
- (e) to support and advise the Secretary General and the CRCS accountant in the process of preparing the annual budgets of the Headquarters and the CRCS Children Therapy Centre 'Stella Soulioti', as well as the consolidated budget of the CRCS;
- (f) to review the annual budgets of the Branches and the Youth Section, with the assistance of the Secretary General, the CRCS accountant and, if necessary, the president and treasurer of the Branch or the Central Committee of the Youth Section, as the case may be;
- (g) to ensure that the accounting records of the Headquarters and the CRCS Children Therapy Centre 'Stella Soulioti' are kept accurately and up to date at all times;
- (h) to support and advise the Branches and the Youth Section with an aim to ensuring that the accounting records of the Branches and the Youth Section are kept up to date at all times;
- (i) to review, with the assistance of the Secretary General and CRCS accountant, draft financial statements of all the CRCS components for submission to the auditors of the CRCS;
- (j) to advise the Executive Committee and the Council on the issuance to the CRCS components of appropriate directives for the due performance and implementation of the above functions; and
- (k) to liaise with the auditors for the carrying out of the audit of all the CRCS components and the preparation of their annual financial statements on a timely basis.

## MANAGEMENT

### **Article 16 – Secretary General**

1. The Secretary General of the CRCS shall be appointed and may be dismissed by the Council on the recommendation of the Executive Committee in accordance with the relevant provisions in these Statutes and any Rules. The Secretary General is the chief executive officer of the CRCS and as such is responsible for organizing and administering the work of the CRCS in accordance with the policies, regulations and directions of the General Assembly, the Council and the Executive Committee. The Secretary General shall carry out his or her functions under the authority of the Council, the Executive Committee and the President.
2. The Secretary General, in particular but not exclusively, has the following functions:
  - (a) To cause and follow up on the implementation of the decisions of the General Assembly, the Council, the Executive Committee;
  - (b) To manage the Headquarters and be responsible for the execution of the work entrusted to it;
  - (c) To issue directions to the Branches and Youth Section on matters relating to the work of the CRCS in implementation of the decisions of the General Assembly, the Council and the Executive Committee;
  - (d) To liaise with the CRCS accountant for the preparation of the budgets and financial statements of the Headquarters and the CRCS Children Therapy Centre ‘Stella Soulioti’ in accordance with the advice of the Treasurer;
  - (e) To be responsible for and supervise the implementation of, including the budget thereof, any programme to which the CRCS is a partner;
  - (f) To monitor the use of the CRCS funds;
  - (g) To establish the structure and organize the different services of the Headquarters in accordance with the decisions of the General Assembly, the Council, and the Executive Committee;
  - (h) To appoint officers or other staff to any component of the CRCS upon recommendation of the component concerned, subject to approval by the Executive Committee and, when necessary, propose the termination of the appointment of such staff.
  - (i) To nominate to the Executive Committee suitable candidates, if they deem such a post necessary, for appointment to the post of Deputy Secretary General;
  - (j) To have the right, in addition to the President and Vice President(s), to communicate with the Movement components;
  - (k) To direct the actions decided upon by the General Assembly or the Council or the Executive Committee. In exceptional or urgent circumstances, the Secretary General shall ex proprio motu take all appropriate measures;

- (l) To carry out any other function assigned to him or her by the Statutes or entrusted to him by the Council or the Executive Committee or the President;
- (m) To report on the activities of the CRCS to the General Assembly and to the Council and Executive Committee;
- (n) To participate in the sessions of the General Assembly, the meetings of the Council, the meetings of the Executive Committee and the meetings of the Branch and Youth Section Coordination Committee in an advisory capacity but without voting powers;
- (o) To be ex officio the secretary at the sessions of the General Assembly, the meetings of the Council, the meetings of the Executive Committee and the meetings of the Branch and Youth Section Coordination Committee and, subject to the provisions of these Statutes or any Rules issued thereunder, at the meetings of all other bodies set up by the General Assembly or the Council or the Executive Committee.

In carrying out his or her functions the Secretary General shall keep the Executive Committee informed.

The Secretary General shall be assisted by the staff of the Headquarters in the implementation of his or her managerial task.

- 3. The Secretary General and Deputy Secretary General, if any, may not hold any elected position or other appointment in the CRCS.

## PERMANENT COMMITTEES

### **Article 17 – Branch and Youth Section Coordination Committee**

- 1. The Branch and Youth Section Coordination Committee (hereinafter the “Coordination Committee”) is the body with competencies relating to issues pertaining to the CRCS Branches and Youth Section.

It is composed of the following members ex officio:

- (a) the President and the Vice-President(s) of the CRCS;
- (b) the Treasurer of the CRCS; and
- (c) the president and either one other member of the Branch Committee or one member of the committee of a subsidiary unit thereof, if any, or of a Regional Youth Section Committee in the case of the Central Committee of the Youth Section, at the discretion of the Branch Committee.

2. The Secretary General and the Deputy Secretary General, if any, shall participate in an advisory capacity in the meetings of the Coordination Committee, but without voting powers.
3. The Coordination Committee may act notwithstanding any vacancy in its body.
4. Subject to the provisions of these Statutes and any Rules issued hereunder, the Coordination Committee has the following functions:
  - (a) to make recommendations to the Executive Committee on matters concerning Branch and Youth Section related activities and programmes including common humanitarian activities;
  - (b) to inform and discuss with the Executive Committee on future events and fundraising campaigns;
  - (c) to discuss and make proposals to the Executive Committee on new and innovative fundraising activities;
  - (d) to discuss and make proposals to the Executive Committee on campaigns to attract new volunteers;
  - (e) to discuss and make recommendations to the Executive Committee on training and monitoring tools regarding staff and volunteers;
  - (f) to review and make suggestions to the Executive Committee on rules, policies, and procedures related to the smooth functioning of the Branches and the Youth Section;
  - (g) to discuss and give its views to the Executive Committee on challenges faced by the Branches and the Youth Section;
  - (h) to share best practices and knowhow within the Coordination Committee;
  - (i) to discuss future co-operation between the Branches and the Youth Section and ways of supporting each other (e.g. administratively, activity support, financially);
  - (j) to explore ways and make recommendations to the Executive Committee on how the CRCS may better promote its mission and objectives;
  - (k) to discuss and give its views to the Executive Committee on financial matters pertaining to the Branches and Youth Section; and
  - (l) to handle any matter or issue that may be referred to it by the Council or Executive Committee.
5. The Coordination Committee meets in ordinary meeting at such times and at such places as may from time to time be fixed by the Coordination Committee and at least once every three months.
6. Extraordinary meetings of the Coordination Committee are held on the initiative of the President or at the written request to the secretary of the Coordination Committee of one-third of its members upon which the President, or failing him the Vice-President and, if there is more than one present, then (unless they otherwise agree between themselves) the senior one in tenure present and if equal, by age, and failing them the secretary of the Coordination Committee, shall convene an extraordinary meeting of the Coordination Committee.

7. A meeting of the Coordination Committee (ordinary or extraordinary) may be held as a physical meeting with participation in person or, in exceptional circumstances where an electronic meeting is warranted (such as the occurrence of unexpected large scale natural or man-made disasters, including health related situations or other emergencies that would prevent the free movement of people), as an electronic meeting with participation by means of conference telephone, videoconference, electronic platform including website addresses or other electronic communication facilities, or as a combination of a physical and electronic meeting, provided that in each case all participants are able to communicate with each other. Participation in a meeting of the Coordination Committee as aforementioned shall constitute presence at the session for quorum, voting and any other purposes.

8. Notice of any meeting of the Coordination Committee shall specify whether the meeting shall be a physical meeting or an electronic meeting and in the latter case shall give details of the electronic means available to participate in the meeting. The notice specifying the place (which may include an electronic, digital or virtual location), day and hour of such meeting and in the case of special business the general nature of such business shall be given by the secretary of the Coordination Committee to every member of the Coordination Committee by notice sent by fax, email, post or delivered personally, not less than four (4) weeks prior to the meeting.

Provided that, the President or other person convening a meeting of the Coordination Committee, as the case may be, shall decide the date and the place of a meeting of the Coordination Committee as well as whether it shall be a physical meeting or an electronic meeting.

Provided further that, a meeting of the Coordination Committee shall, notwithstanding that it is called by a shorter notice than that specified herein above, be deemed to have been duly called if it is so agreed by a majority, in number, of the members of the Coordination Committee:

Provided further that, the accidental omission to give notice of a meeting to any of the members of the Coordination Committee or the non-receipt by any member of such notice shall not invalidate any resolution passed or decision taken at such meeting.

9. The meetings of the Coordination Committee shall be chaired by the President of the CRCS and the Secretary General shall be ex officio the secretary thereof. In the President's absence or in the event of his incapacity to act, the powers and duties of the chair shall devolve on the Vice-President of the CRCS and if there is more than one present, then (unless they otherwise agree between themselves) the senior one in tenure present and if equal, by age. In the absence or incapacity of a Vice-President, a chair of the meeting shall be elected by the Coordination Committee from among themselves.

10. Unless otherwise provided for in these Statutes, the quorum for meetings of the Coordination Committee shall be one-half of its members and if the number of members is uneven then the quorum will be the nearest number beyond one half.

11. Unless otherwise provided for in these Statutes, decisions at meetings of the Coordination Committee shall be taken by a majority of those present and voting by a show of hands, unless a secret ballot is requested by at least 10 (ten) members present and voting and if this is technically possible. Each of its members shall have a single vote and in case of an equality of votes the chair of the meeting shall have a casting vote.

12. The procedure relating to meetings of the Coordination Committee shall be in accordance with the provisions of these Statutes and any Rules issued thereunder.

## **CHAPTER 5: ORGANISATIONAL STRUCTURE AND TERRITORIAL COVERAGE**

### **Interpretation**

In this Chapter, a reference to “Branch Committee” does not include the Central Committee of the Youth Section.

### **Article 18 – Formation and dissolution of Branches**

1. With the object of ensuring that the CRCS’s activities extend throughout the whole of the country, the Council may authorize the formation of district Branches or a subsidiary unit thereof, defining the area covered by each of them and delegating such responsibility as it thinks fit for the organization of the CRCS and its activities in that area.
2. The Council may vary as it sees fit the area covered by a Branch or a subsidiary unit thereof and may at any time dissolve a Branch or subsidiary unit and make arrangements for carrying out the work of the CRCS in the area formerly covered by such Branch or subsidiary unit and for the administration of its assets.

### **Article 19 – Operation and governance of Branches**

1. Branches shall consist of members of the CRCS in the area covered by the particular Branch and shall carry out the policies, conform to the directions and obey these Statutes, any Rules issued thereunder and any directions from time to time prescribed, given or laid down by the Council or the Executive Committee and report thereto.
2. Each Branch shall maintain an up-to-date register of its members and shall hold at least one ordinary general meeting of its members in each year, the annual general meeting, which shall be held before the 30<sup>th</sup> day of November.
3. Branches shall be governed by local committees elected and operating as in these Statutes provided. The Branch committee will consist of up to fifteen (15) members elected at a general meeting of the members of the Branch. Provided that, the election decision should ensure that diversity in background, relevant experience and expertise is reflected in the Branch committee as a body.

Subject to these Statutes and any directions of the Council, each Branch committee shall elect, from among its members, a president and such other officers as it may consider necessary.

Provided that, if a Branch committee treasurer is to be elected, such person must have academic and/or professional qualifications relevant to the duties of the post.

Persons over the age of seventy-five (75) may not be candidates for election to a Branch committee. A retiring member of a Branch committee shall be eligible for re-election or re-appointment subject to the provisions of these Statutes. Any person appointed to the post of president, vice-president, secretary or treasurer of a Branch committee may not be eligible to be appointed to the same post after having served three (3) consecutive terms of four (4) years (i.e. maximum twelve (12) years) until a further full term of four (4) years has elapsed.

Provided that, candidates for election to a Branch Committee must submit their candidature, which must be proposed by one member of the Branch in question and seconded by another member of the Branch in question, to the Secretary General of the CRCS at least seven (7) days prior to the relevant election.

4. Branch committees may propose the setting up in their area of local subsidiary units and their committees as provided in Article 18(1) hereinabove, subject to paragraph (13) herein below and to any directions which may be given from time to time by the Council or the Executive Committee.

5. In case of a subsidiary unit of a Branch, its committee shall be composed of members appointed by the Council upon the recommendations of the Executive Committee based on the proposals of the respective Branch committee. Persons over the age of seventy-five (75) may not be appointed to a committee of a subsidiary unit of a Branch.

6. The following titles are authorized for officers of Branches, subject to any directions given by the Council, and provided that the Council shall have the power to add to, revoke or alter such titles or any of them:

president, vice-president, secretary, treasurer.

Use of the title shall always indicate that it refers to an officer of the Branch concerned.

7. The annual general meeting of the members of a Branch shall, inter alia, receive and deal with reports of the work, activities and membership of the Branch concerned, receive and consider the financial statements of such Branch for the preceding year and elect the committee of such Branch, as in these Statutes provided.

8. At the annual general meeting of the members of the Branch every four (4) years, the president and all other members of the Branch committee shall be elected. Provided that, in case of a national or international emergency, including the case of an international or non-international conflict or other circumstances, which does not allow the convening of a general meeting, the aforementioned members will continue to hold their respective posts until a general

meeting is able to be convened (given that the utmost will be done to ensure that this is done as soon as possible), notwithstanding that their term of office might have otherwise expired.

9. An extraordinary general meeting of members of a Branch may be called at any time and shall be called upon the requisition in writing of not less than seven (7) members of the Branch.

10. A general meeting of members of a Branch (ordinary or extraordinary) may be held as a physical meeting with participation in person or, in exceptional circumstances where an electronic meeting is warranted (such as the occurrence of unexpected large scale natural or man-made disasters, including health related situations or other emergencies that would prevent the free movement of people), as an electronic meeting with participation by means of conference telephone, videoconference, electronic platform including website addresses or other electronic communication facilities, or as a combination of a physical and electronic meeting, provided that in each case all participants are able to communicate with each other. Provided that where a general meeting of a Branch involves elections, this may not be held as an electronic meeting unless voting by secret ballot can be ensured. Participation in a general meeting as aforementioned shall constitute presence at the meeting for quorum, voting and any other purposes.

11. At least four (4) weeks' notice in writing of an ordinary general meeting and ten (10) days' notice in writing of an extraordinary meeting, specifying the place (which may include an electronic, digital or virtual location), date, hour and business of such meeting, shall be given by the secretary of the Branch to all those entitled to take part, such notice being given by fax, email, post or delivered personally and shall be accompanied by an agenda of the business to be transacted. The notice shall specify whether the general meeting shall be a physical meeting or an electronic meeting and in the latter case shall give details of the electronic means available to participate in the meeting.

Provided that, the Branch committee shall decide the date and the place of a general meeting of the Branch as well as whether it shall be a physical meeting or an electronic meeting.

Provided further that, the accidental omission to give notice of a general meeting of a Branch to any of the members of the Branch or the non-receipt by any member of such notice shall not invalidate any resolution passed or decision taken at such meeting.

12. The general meetings of a Branch shall be chaired by the president of the Branch. In the president's absence or in the event of his or her incapacity to act, the powers and duties of chair shall devolve on the vice president of the Branch and in the absence or incapacity of the vice president, then the members present shall elect a chair of the meeting from among themselves.

13. Unless otherwise provided for in these Statutes, the quorum for general meetings of a Branch shall be one third of its members or one hundred (100) of its members, whichever is smaller.

If a general meeting of a Branch does not meet the quorum stipulated within thirty minutes from the time appointed for the meeting, the members present shall constitute a quorum.

14. Unless otherwise provided for in these Statutes, decisions at general meetings of Branches shall be taken by a majority of those present and voting by a show of hands, unless a secret ballot is requested by at least 10 (ten) members present and voting and if this is technically possible. Provided that, where the decision relates to elections voting shall take place by secret ballot. Each of its members shall have a single vote and in case of an equality of votes the chair of the session shall have a casting vote.

15. Subject to the provisions of these Statutes, the Council shall make rules for the election or appointment, as the case may be, of Branch and subsidiary unit committees and their officers, define their powers, their duties and procedure. All such committees shall be subject to the overall control and direction of the Council of the CRCS.

16. The committee of a Branch shall do its best to establish its own premises to act as focal points for the CRCS's activities within its area.

17. The committee of a Branch shall submit a quarterly report of its activities to the Secretary General.

18. A Branch shall subscribe, in pursuance of the CRCS's mission and objectives, such sum and for such purposes as the Council may decide.

19. No Branch or subsidiary unit thereof shall carry on any work or activity otherwise than in furtherance of the objects and purposes of the CRCS and no Branch or subsidiary unit thereof shall have any power, express or implied, to authorize or allow third parties to use the Red Cross emblem, to pledge the credit of the CRCS, or incur any financial liabilities or any liability whatsoever on its behalf unless specifically authorized to do so by the Secretary General nor shall the CRCS be liable for any act done by, or any omission, neglect or default on the part of, a Branch or a subsidiary unit or any member thereof.

20. In the event of a Branch or subsidiary unit thereof infringing any of the provisions of the Law or of these Statutes or any Rules of the CRCS, or failing to conform to the directions as to general policy from time to time prescribed by the Council of the CRCS or the Executive Committee, after being called upon to do so in writing, the Council may give to such Branch committee or subsidiary unit committee three (3) calendar months' notice of its intention to dissolve it unless remedial measures are taken.

In the event that remedial measures are not taken within such time, the committee in question is dissolved. In the case of a Branch committee, the Council will direct that an extraordinary

meeting of the members of such Branch be convened the soonest possible for the purpose of electing a new Branch committee for the remainder of the term in accordance with the provisions of these Statutes. In the case of a subsidiary unit committee, a new committee will be appointed by the Council for the remainder of the term in accordance with the provisions of these Statutes.

Provided that, in the interim period between dissolution and election or appointment of a new committee as aforementioned, the Council shall have power to make such arrangements for the carrying out of the work of the Branch or subsidiary unit concerned as it deems fit.

### **Article 20 – Youth Section**

1. The Youth Section shall be composed of the Central Committee of the Youth Section, the Regional Youth Section Committees and the members of the Youth Section.

Provided that, members of the Youth Section may not be over the age of thirty (30) and shall register as members with the Central Committee of the Youth Section.

2. The Central Committee of the Youth Section shall be appointed by the Council, upon the recommendation of the Executive Committee, and shall be composed of:

- (a) a president;
- (b) a vice-president;
- (c) a secretary;
- (d) a treasurer;
- (e) the president of each Regional Youth Section Committee ex officio; and
- (f) up to three (3) external members with expertise in fields related to the functions of the Youth Section (e.g. psychology, education etc).

Provided that, if it is deemed necessary, the treasurer of a Regional Youth Section Committee may also attend a meeting of the Central Committee of the Youth Section in addition to its representative referred to in sub-paragraph (e) of this paragraph, but in such case only one of them shall have the right to vote on behalf of the Regional Youth Section Committee which they represent.

Provided further that, persons over the age of thirty (30) may not be appointed to the Central Committee of the Youth Section.

3. The term of office for all members of the Central Committee of the Youth Section is four (4) years. Provided that in case of a national or international emergency, including the case of an

international or non-international conflict or other circumstances, which does not allow the convening of a meeting of the Council, the aforementioned members will continue to hold their respective posts until a meeting of the Council is able to be convened (given that the utmost will be done to ensure that this is done as soon as possible), notwithstanding that their term of office might have otherwise expired.

4. The functions of the Central Committee of the Youth Section shall be:
  - (a) To give advice on all matters concerning youth and youth-related activities throughout the CRCS;
  - (b) To promote and assess the implementation of the youth policy decided by the General Assembly or the Council, as well as to consider, study and make recommendations, as requested by the Council, matters of policy development in the area of youth;
  - (c) To review and suggest revisions of the youth policy to the Council for adoption;
  - (d) To seek youth opinions on the implementation of relevant CRCS policies and to ensure that those opinions are communicated to the Council;
  - (e) To advise the Secretary General in the implementation of the youth policy and all other policies and strategies as they relate to youth within the CRCS;
  - (f) To register members and maintain an up-to date register of the members of the Youth Section;
  - (g) To control and manage the financial matters, funds and accounts of the Youth Section;
  - (h) To make rules for the Regional Youth Section Committees subject to their approval by the Council;
  - (i) To report to the Council on its general activities on a regular basis; and
  - (j) To carry out any activity, including fund-raising through the Regional Youth Section Committees, as authorized by the Council.
  
5. The Regional Youth Section Committees shall be approved by the Council, upon the recommendation of the Executive Committee.

Provided that, persons over the age of thirty (30) may not be appointed to the Regional Youth Section Committees.

6. The Central Committee of the Youth Section shall submit a quarterly report of the Youth Section's activities to the Secretary General.
  
7. The Youth Section shall subscribe, in pursuance of the CRCS's mission and objectives, such sum and for such purposes as the Council may decide.

8. The Youth Section shall not carry on any work or activity otherwise than in furtherance of the objects and purposes of the CRCS and shall have no power, express or implied, to authorize or allow third parties to use the Red Cross emblem, to pledge the credit of the CRCS, or incur any financial liabilities or any liability whatsoever on its behalf unless specifically authorized to do so by the Secretary General nor shall the CRCS be liable for any act done by, or any omission, neglect or default on the part of the Youth Section or any member thereof.

9. The procedures of the Youth Section may be laid down in Rules issued in accordance with these Statutes.

## **CHAPTER 6: COMPLIANCE, INTEGRITY AND DISPUTE RESOLUTION**

### **Article 21 – Integrity and ethical standards**

1. Individuals at all levels of the CRCS, including individuals in governance positions, staff and volunteers, shall uphold the standards set out below:

- (a) adhering to the Fundamental Principles, and to the policies and regulations of the CRCS;
- (b) protecting confidentiality and maintaining the trust of those that the CRCS serves;
- (c) acting and making decisions in the interests of the CRCS when acting on its behalf;
- (d) treating everyone with dignity and respect and, therefore, abstaining from:
  - (i) discrimination based on gender, gender identity, sexual orientation, ethnic origin, nationality or citizenship, legal or residence status, age, disability, language, political opinions, religious belief, social background, or any other similar grounds,
  - (ii) xenophobia and other forms of racism,
  - (iii) bullying and harassment, including sexual harassment,
  - (iv) sexual exploitation and abuse;
- (e) acting honestly and with integrity in all transactions and dealings, which includes abstaining from fraud and corruption, abuse of power and nepotism;
- (f) avoiding conflicts of interest and handling actual or possible conflicts of interest appropriately.

2. All individuals in leadership positions at all levels of the CRCS shall declare any potential or actual conflict of interest, or any issues that could be perceived as a conflict of interest and thereafter shall abstain from debates and voting on matters that concern him or her.

Provided that, if the conflict of interest is of a serious and permanent nature, the concerned persons shall resign from his or her functions with the CRCS and, in the interim, abstain from voting or taking part in decision making.

### **Article 22 – Compliance with integrity and ethical standards**

1. All components of the CRCS shall commit to ensure that individuals at all their levels, including individuals in their governance positions, staff and volunteers, uphold the standards set out in Article 21 above.

2. All CRCS governance members, all members of Branch Committees and committees of subsidiary units of Branches and the Youth Section, and all CRCS members of staff at any level

serving in any component of the CRCS, must sign up to the CRCS Code of Conduct approved by the Council that sets basic expectations for how they perform their roles.

3. All volunteers of the CRCS must sign up to the CRCS Volunteer Code of Conduct approved by the Council that sets basic expectations for how they perform their roles.

4. Rules issued by the Council shall provide for the mechanisms, processes and procedures for: ensuring compliance with the integrity and ethical standards of the CRCS; receiving, investigating and responding to complaints and allegations of a breach of such standards; addressing and sanctioning cases of non-compliance with the integrity and ethical standards of the CRCS.

### **Article 23 – Dispute resolution**

Rules issued by the Council shall provide for the mechanisms, processes and procedures for resolving disputes and conflicts arising within the CRCS.

## **CHAPTER 7: FINANCIAL MATTERS**

### **Article 24 – Income of CRCS**

1. The income of the CRCS shall include income derived from membership subscriptions, funds raised from programmes and projects, income-generation activities, grants and donations.
2. The CRCS may, subject to paragraph (3) herein below, accept unrestricted contributions and assistance in any form from individuals, from public authorities and private bodies.
3. The CRCS shall not accept donations directly stemming from revenues of activities contrary to the Fundamental Principles.

### **Article 25 – Control and management of funds and property**

1. All funds and property for the time being held by the CRCS shall belong to the CRCS and be subject to its control.
2. Within the limits laid down by its objects, the CRCS may acquire, own, alienate and administer any property as it deems fit.
3. The Executive Committee shall be responsible to the Council for the administration of the assets of the CRCS in accordance with the policies, directions and rules from time to time prescribed, given or laid down by the Council.

### **Article 26 – Immovable property**

1. All immovable property acquired by the CRCS shall be vested in, and registered in the name of, the CRCS to be held, subject to these Statutes and Rules, on behalf of the CRCS.
2. All contracts or other instruments relating to the acquisition or sale by the CRCS of immovable property shall be signed or executed by such person or persons as may be authorized by the Executive Committee.
3. The CRCS may accept any conveyance of real estate for its use or benefit.

### **Article 27 – Use of funds**

1. Funds held by the CRCS shall be used for the objects of the CRCS under these Statutes and Rules.

2. No funds shall, except with the consent of the Executive Committee, be used for the purposes of making cash grants to non-Red Cross organizations, institutions or funds which are themselves appealing to the public for support or are entitled to support from the government or local authorities.
3. The CRCS 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.
4. The CRCS may constitute and administer any reserve, insurance or other funds for its staff or any of its activities.
5. The use of the Headquarters and CRCS Children Therapy Centre ‘Stella Soulioti’ funds shall be monitored by the Secretary General.
6. The Treasurer shall advise the Executive Committee, the Council and the General Assembly on using the CRCS funds within the approved budgets and on what action should be taken if this is not the case.

#### **Article 28 – Investments**

1. Upon the Treasurer’s recommendations and a proposal of the Executive Committee, all moneys for the time being held by the CRCS which are in excess of reasonable current requirements may be invested in such manner as the Council, may direct.
2. If investments are held by the CRCS, the Treasurer must review the investments regularly and provide the Executive Committee with expert advice in writing-
  - (a) about what to retain, what to sell, and what to buy;
  - (b) in order to secure that the investments are best suited to the needs; and
  - (c) to ensure that there is as wide diversity as necessary in the investments held.

Upon the Treasurer’s recommendations and a proposal of the Executive Committee, the Council shall make decisions with respect to the investments.

#### **Article 29 – Bank accounts**

1. All monies received by the CRCS shall be paid into a bank account.
2. A bank account shall be opened and operated by the CRCS or by any of its components only pursuant to and in accordance with a resolution of the organ concerned. In the case of a

subsidiary unit of a Branch or the Youth Section, a resolution of the Branch or the Central Committee of the Youth Section, as the case may be, shall be required. All accounts shall be in the name of the CRCS followed, where appropriate, by the name of the CRCS component or the name of the specific fund to which the account relates.

### **Article 30 – Financial statements**

1. The Financial Statements of the CRCS shall be made up to 31<sup>st</sup> December in each year and shall be audited annually by an external, qualified and licensed independent auditor. The General Assembly shall appoint such auditor on the recommendation of the Council .
2. The form in which the Financial Statements of the CRCS are kept shall be in accordance with the International Financial Reporting Standards (IFRS).
3. Each CRCS component shall submit their draft annual financial statements to the Headquarters for the purpose of their being audited and consolidated in the Annual Consolidated Financial Statements of the CRCS.

## **CHAPTER 8: FINAL PROVISIONS**

### **Article 31 – Revision or amendment of Statutes**

1. The provisions of these Statutes can be revised or amended only by the General Assembly with a quorum of fifty-one percent (51%) of its members indicated in Article 11(1) herein above and a qualified majority of seventy-five percent (75%) of those present and voting.

Provided that the proposed revision or amendments to these Statutes shall be included in the notice convening the General Assembly at which they shall be put to the vote.

2. Any proposed revision or amendment to these Statutes shall be submitted to the Joint ICRC/ International Federation Commission for National Society Statutes and its recommendations shall be taken into account before such revision or amendments may be adopted by the General Assembly.

### **Article 32 - Interpretation**

If any question arises as to the meaning, effect or intention of these Statutes, or as to any matters not specifically dealt with by them such questions will be addressed with reference to the Law and where necessary the matter may be referred to the Council for a ruling.

### **Article 33 – Dissolution and liquidation**

The CRCS may be dissolved or liquidated as provided by law for the time being in force relating to bodies corporate established by law. Subject to the requirements of such law, in the event of dissolution or liquidation of the CRCS any remaining assets of the CRCS shall be redistributed to other national not-for-profit organisations pursuing similar humanitarian objectives to those of the CRCS.

### **Article 34 – Dissemination of Statutes**

These Statutes shall be available in the official languages of the Republic of Cyprus and the English language through the CRCS website [www.redcross.org.cy](http://www.redcross.org.cy). In the event of a conflict of interpretation between the versions in the official languages and the English, the English version as approved by the Joint ICRC/ International Federation Commission for National Society Statutes shall prevail.

## **Article 35 – Transitional Provisions**

1. The Council in office at the time of coming into force of these Statutes shall continue to serve for a maximum period of three (3) months during which time a General Assembly shall be convened for the purpose of electing members of the Council in accordance with the provisions of these Statutes.

Provided that, the aforementioned General Assembly may be convened by at least two (2) weeks' notice and the elected representatives of the Branches shall be those elected under the previous Statutes for the purpose of representing them at the General Assembly convened for the adoption of these Statutes.

2. Any person serving on the Central Committee of the Youth Section or a Regional Youth Section Committee at the time of coming into force of these Statutes shall continue to serve until a new Council is elected pursuant to paragraph (1) of this Article, notwithstanding that they may be over the age of thirty (30).

3. The Council elected pursuant to paragraph (1) of this Article shall within three (3) months thereafter appoint the members of the Central Committee of the Youth Section and approve the Regional Youth Section Committees for a term of four (4) years.

Provided that, for the first appointment after the coming into force of these Statutes, persons who at that time were serving on the Central Committee of the Youth Section or a Regional Youth Section Committees may be so reappointed, notwithstanding that they may be over the age of thirty (30).

4. Committees of Branches or of subsidiary units thereof existing at the time of coming into force of these Statutes shall continue to be so, unless their composition is contrary to the provisions of these Statutes in which case a general meeting thereof must be convened within one (1) year of the coming into force of these Statutes for the purpose of electing a committee pursuant to the provisions of these Statutes.

5. The Honorary members and Patrons of the CRCS existing at the time of coming into force of these Statutes shall remain Honorary members and Patrons, as the case may be.

6. The components of the CRCS existing at the time of coming into force of these Statutes, shall continue to be so unless a different decision is taken at any time by the Council.

### **Article 36 – Coming into Force**

1. These Statutes come into force upon approval by the General Assembly.
  
2. These Statutes supersede and replace the Statutes of the CRCS adopted by the Council and the General Assembly in January 2012 (hereinafter the “previous Statutes”). All proceedings, orders and regulations taken or made under the previous Statutes, except to the extent that they are cancelled by or are otherwise inconsistent with the provisions of these Statutes, remain in force or effect, until they are replaced or amended in accordance with these Statutes.