



CONSTITUTION

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PREAMBLE

We, the National Red Cross and Red Crescent Societies, being the basic units and vital force of the International Red Cross and Red Crescent Movement, founded in 1919 the League of Red Cross Societies “as a purely voluntary non-political, non governmental, non sectarian organisation, to anticipate, diminish and relieve the misery produced by disease and calamity in a systematic approach”¹.

We are committed to protecting human dignity and to improving the lives of vulnerable people by mobilizing the power of humanity.

We carry out our humanitarian activities in conformity with the Fundamental Principles of the International Red Cross and Red Crescent Movement: Humanity, Impartiality, Neutrality, Independence, Voluntary service, Unity and Universality. To alleviate human suffering, we work as auxiliaries to our public authorities in the humanitarian field and through our global network of National Societies and the Movement.

With the objectives of ensuring the co-ordination of our international activities, the development and implementation of common standards and policies, organizational development, capacity building and effective international disaster management, and of having an international presence and recognition as a global partner in humanitarian assistance, we therefore have agreed to unite ourselves and to establish an international body, named the “International Federation of Red Cross and Red Crescent Societies”, whose general aim is to inspire, encourage, facilitate and promote at all times all forms of humanitarian activities.

With these objectives in mind, we hereby set out the constitutional provisions of this international body and the related rights and duties by which we agree to abide.

We further recall that the mottoes “Inter arma caritas” and “Per humanitatem ad pacem” together express the ideals of the Movement.

¹ Bulletin of “The League of Red Cross Societies”, Geneva, Switzerland, May 15, 1919.

SECTION I
INTERNATIONAL FEDERATION

Article 1
Membership Organisation

- | | | |
|--------------------------------------|---|--|
| <i>Character of the Organisation</i> | 1 | The International Federation of Red Cross and Red Crescent Societies (the “International Federation”) is a membership organisation established by and comprised of the National Societies. |
| <i>Status in the Movement</i> | 2 | The International Federation is a component of the International Red Cross and Red Crescent Movement (the “Movement”). |

Article 2
Legal Personality

<i>Legal personality</i>	The International Federation acts under its own Constitution with all the rights and obligations of a corporate body with legal personality.
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Article 3
Headquarters

<i>Headquarters</i>	Unless otherwise decided by the General Assembly of the International Federation (the “General Assembly”) in accordance with Articles 19 and 20, the headquarters of the International Federation is in Geneva, Switzerland.
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Article 4
General Object

<i>General Object</i>	The general object of the International Federation is to inspire, encourage, facilitate, and promote at all times all forms of humanitarian activities by National Societies with a view to preventing and alleviating human suffering and thereby contributing to the maintenance and promotion of human dignity and peace in the world.
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Article 5
Functions

<i>Functions</i>	1	To achieve the general object as defined in Article 4, in conformity with the Fundamental Principles of the Movement as contained in the Statutes of the Movement (the “Fundamental Principles”) and in the
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context of the Statutes of the Movement and the resolutions of the International Conference of the Red Cross and Red Crescent (the “International Conference”), the functions of the International Federation shall be the following:

A. Services to National Societies:

- a) act as the permanent body of liaison, co-ordination and study among the National Societies and to give them assistance;
- b) encourage and promote in every country the establishment and development of an independent, sustainable and duly recognised National Society with a strong local capacity to address vulnerability;
- c) assist the National Societies in risk reduction, in disaster preparedness, in the organisation of their relief actions and in relief operations themselves;
- d) encourage and co-ordinate the participation of the National Societies in activities for safeguarding public health and the promotion of social welfare and a culture of non-violence and peace in co-operation with their appropriate national authorities;
- e) encourage and co-ordinate between National Societies the exchange of ideas for the education of children and young people in humanitarian ideals and for the development of friendly relations between children and young people of all countries, and to share good practices for the participation of youth in volunteer services and decision-making processes;
- f) assist National Societies to recruit, protect, empower and retain volunteers and members from the population as a whole and to promote awareness and understanding of the Fundamental Principles and ideals of the Movement to them and to the general public; and
- g) be the official representative of the National Societies in the international field, among others for dealing with any matters in connection with decisions and recommendations by the General Assembly, and to be the guardian of their integrity and the protector of their interests;

B. Humanitarian activities:

- a) bring relief by all available means to all disaster-affected persons;
- b) organise, co-ordinate and direct international relief actions in accordance with the “Principles and Rules for Red Cross and Red Crescent Disaster Relief” adopted by the International Conference; and

c) bring relief to victims of armed conflicts and internal strife, to assist in the promotion and the development of international humanitarian law and to disseminate this law and the Fundamental Principles, in accordance with the agreements concluded with other components of the Movement.

2 The International Federation shall in addition carry out any other functions validly given to it by the General Assembly.

3 The International Federation shall carry out the mandates entrusted to it by the International Conference.

4 In each country the International Federation shall act through or in agreement with the National Society and in conformity with the laws of that country.

*Statutory
Regions
within the
International
Federation*

5 There are four statutory regions within the International Federation as specified in the Rules of Procedure (the “Statutory Regions”).

SECTION II NATIONAL SOCIETIES

Article 6

Members of the International Federation

The membership of the International Federation shall include all National Societies duly admitted as members as per Article 7 (the “National Societies”), on which the strength of the International Federation and its ability to achieve its general object depends.

Article 7

Admission

Admission 1 A National Society becomes a member of the International Federation when it is admitted to the International Federation in accordance with this Constitution and the Rules of Procedure.

*Conditions for
Admission* 2 In order to be eligible for admission to the International Federation, the applicant National Society must:

a) be recognised by the International Committee of the Red Cross (the “ICRC”) in accordance with the conditions for recognition of National Societies set out in the Statutes of the Movement;

- b) undertake to respect the provisions of the Constitution and all other statutory texts and decisions of the General Assembly;
- c) commit to pay its annual financial contribution to the International Federation in accordance with Article 36.2; and
- d) apply to the President of the International Federation (the “President”) in the form and manner set out in the Rules of Procedure

(together the “Conditions for Admission”).

Decision of Admission 3 The admission of a National Society is subject to a decision by the General Assembly in accordance with Article 20, whereupon it shall become a member of the International Federation.

Provisional Admission 4 Any applicant National Society may be admitted provisionally by the Governing Board until the General Assembly takes a decision. The Governing Board shall present the application to the General Assembly at its first session following the decision of the Governing Board. A National Society admitted provisionally may take part in the work of the International Federation but has no voting right and cannot be elected to any official position in the International Federation.

Article 8 Rights and Duties of National Societies

- 1 In order to ensure that the International Federation is able to fulfil the functions set for it, and to guarantee the equal rights of its membership, National Societies have the following rights and duties:

Rights

A. Rights:

- a) National Societies shall have the right to be represented at and to participate in the work of the General Assembly, with the right to vote;
- b) National Societies may stand for election and nominate candidates, to all official bodies, commissions and committees of the International Federation;
- c) National Societies may call upon and receive from the International Federation any of the services and information which the International Federation has the power and the ability to provide, in conformity with its general object, functions, resources, and legal obligations;
- d) National Societies may submit, on their own initiative, in their name or in that of a group of National Societies, proposals to the General

Assembly and to other bodies, commissions and committees of the International Federation; and

- e) National Societies may call upon sister National Societies for support in accordance with the applicable rules of co-ordination and co-operation.

Duties

B. Duties:

- a) National Societies agree to act at all times in accordance with the Fundamental Principles and the general object of the International Federation;
- b) National Societies agree to work diligently in pursuit of their humanitarian objectives as set out in the Statutes of the International Movement, including minimising the impacts of disaster and disease; strengthening local capacity to address vulnerability; promoting respect for diversity and human dignity; and alleviating the suffering resulting from armed conflict and internal strife;
- c) National Societies agree to abide by the policies, decisions and rules adopted by the Council of Delegates and the International Conference;
- d) National Societies, following the principle of Unity, agree to respect the territorial integrity and independence of one another;
- e) National Societies agree to provide the necessary support to the International Federation in the pursuit of its general object and functions;
- f) National Societies agree to follow the rules, and comply with the duties and obligations, set out in this Constitution and all other statutory texts, as well as to apply the decisions adopted by the General Assembly and by the Governing Board, and to ensure that this requirement is clearly specified in their Statutes;
- g) National Societies recognize the necessity of ensuring their collective integrity, and agree to co-operate fully with the Compliance and Mediation Committee as well as to take the necessary steps to ensure adherence to the applicable integrity policies adopted by the General Assembly and any other standards of integrity required of them, and to comply with the recommendations of the Compliance and Mediation Committee, and the decisions of the President and Vice-Presidents, the Governing Board, and the General Assembly relating to allegations of a Breach of Integrity;
- h) National Societies agree to remit on the date set out in the Financial Regulations an annual financial contribution to the International

Federation of the amount approved by the Governing Board calculated using the formula approved by the General Assembly;

- i) National Societies agree to contribute to the International Federation-wide reporting and performance management systems, once such a system has been adopted by the General Assembly, and to provide the International Federation with annual reports and audited financial statements; and
 - j) National Societies agree to inform the International Federation, through the Secretary General, of any proposed amendments to their Statutes and of the composition of their main governing and managing bodies.
- 2 National Societies shall enjoy all the rights granted to them and shall comply with all the duties stipulated in this Constitution.
 - 3 None of the provisions of this Constitution shall limit in any way the National Societies' mandate as set out in the Statutes of the Movement

Article 9 Cessation of Membership

- | | |
|--------------------|--|
| <i>Dissolution</i> | 1 A National Society shall cease to be a member of the International Federation when it is dissolved and in the circumstances set out in paragraphs 2 and 3 below. |
| <i>Withdrawal</i> | 2 Any National Society may withdraw from the International Federation provided it gives the President six months' written notice of withdrawal. |
| <i>Expulsion</i> | 3 A National Society may be expelled from the International Federation by decision of the General Assembly in accordance with Article 13. |

Integrity, Compliance and Sanctions

Article 10 Integrity and Compliance

- | | |
|-------------------------------|---|
| <i>Standards of Integrity</i> | 1 National Societies shall comply with, applicable integrity policies adopted by the General Assembly, and the duties of National Societies as set out in this Constitution. National Societies shall also continue to fulfil the Conditions for Admission. |
| <i>Breaches of Integrity</i> | 2 Any failure to comply with the policies or duties referred to in paragraph 1 above or to fulfil any of the Conditions for Admission will be considered a breach of integrity (the "Breach of Integrity") and shall |

be referred to the Compliance and Mediation Committee, as set out in Article 32.

Article 10A
Sanctions

Breach of Integrity

- 1 Subject to Article 24, the Governing Board may apply any or a combination of the following sanctions towards a National Society if the National Society is considered by the Governing Board to have committed a Breach of Integrity:
 - a) recommend a particular action to one or more National Societies;
 - b) render the breach public or make an appeal to the conscience of the world;
 - c) terminate any International Federation support to the National Society;
 - d) issue a written warning;
 - e) restrict membership rights as set out in Article 11;
 - f) suspend or withdraw a capacity assessment certificate issued to a National Society by the Governing Board;
 - g) suspend the National Society as set out in Article 12;
 - h) take any other measure it deems appropriate;
 - i) as a last resort, recommend to the General Assembly that the National Society be expelled subject to Article 13.

The Governing Board shall examine the recommendation of a Panel of the Compliance and Mediation Committee prior to its application of any of the above sanctions except where membership rights are restricted in the circumstances set out in Articles 11.4 and 11.5.

Measures relating to any individual who holds a National Society Leadership Position

- 2 The following sanctions (or a combination thereof) may be applied if any individual who holds a governance or senior management office within a National Society (“National Society Leadership Position”) fails to step aside from office following a recommendation of the Compliance and Mediation Committee to the respective National Society in accordance with Article 32 and the Rules of Procedure –
 - a) the President and Vice-Presidents may take a decision, which is issued to the National Society, requiring the individual or individuals concerned to step aside from office, and

- b) if the individual or individuals have not stepped aside after a decision issued under sub-paragraph (a), the National Society will be considered to have committed a Breach of Integrity and the Governing Board may apply towards the National Society any sanction listed in, and in accordance with, paragraph 1 (including its suspension).

Upon the recommendation of the Compliance and Mediation Committee, the individual or individuals concerned shall step aside from any office held on appointment or election within the International Federation until at least the investigation has been concluded and the reasons for the recommendation to step aside no longer apply.

- Procedure* 3 The procedures in relation to sanctions may be set out in the Rules of Procedure.

Article 11
Restriction of Membership Rights

- Grounds for restriction of membership rights* 1 In addition to the sanctions listed in Article 10A, the Governing Board may, after examining the recommendation of a Panel of the Compliance and Mediation Committee, or in the circumstances specified in paragraphs 4 and 5, the recommendation of the Finance Commission, and in accordance with the Rules of Procedure, decide to restrict a National Society’s membership rights where –

- a) a National Society fails to pay its annual financial contribution in the circumstances specified in paragraph 4;
- b) a National Society fails to provide audited financial statements or accounts in the circumstances specified in paragraph 5;
- c) ongoing investigations are being conducted by the Compliance and Mediation Committee;
- d) a National Society is considered by the Governing Board to have committed a Breach of Integrity in the circumstances specified in Articles 10.2 and 10A.

- Consequences of Restriction of Membership Rights* 2 Subject to paragraphs 4 and 5, a decision by the Governing Board to restrict a National Society’s membership rights may entail the restriction or suspension of a National Society’s right to –

- a) run for any governance position or nominate an individual for any governance position in the Organs or Constitutional Commissions and Committees of the International Federation (the “Statutory Bodies”);
- b) continue to hold any governance position in the Statutory Bodies;

c) vote at the General Assembly.

3 An individual holding any office on appointment or election within the International Federation which emanates from a National Society whose membership rights have been restricted in the manner set out in paragraph 2(b) shall, depending on the decision of the Governing Board, step aside for the duration of the restriction. In such cases, neither the individual nor any other individual representative of the National Society will be permitted to participate in any meetings or vote in respect of any decisions relating to such office.

Failure to pay annual financial contribution, arrears and financial default

4 Where a National Society fails to pay its annual financial contribution in accordance with Article 36 and the Rules of Procedure and –

a) is in arrears (and has not been granted relief by the Governing Board from the consequences of being in arrears) and/or has been declared by the Governing Board to be in financial default;

b) is in arrears (and has not been granted relief by the Governing Board from the consequences of being in arrears) and/or is in technical default, on the 30 June of the year of a General Assembly,

the National Society's membership rights shall be restricted, by a decision of the Governing Board, in the manner set out in paragraphs 2(a), (b) and (c).

Failure to submit annual reports or financial statements

5 Where, in accordance with the Rules of Procedure, a National Society fails to provide either its annual reports or audited financial statements to the International Federation for three consecutive years without a justified reason, the National Society's membership rights shall be restricted, by a decision of the Governing Board, in the manner set out in paragraphs 2(a) and (b).

Warning

6 The Governing Board, or in the circumstances set out in paragraphs 4 and 5, the Finance Commission, may issue a written warning prior to the restriction of any membership rights.

Restoration of rights

7 The Governing Board may revoke the restriction of membership rights imposed on a National Society when the reasons for restriction no longer apply.

Article 12 Suspension

Suspension

1 The Governing Board, after examining the recommendation of a Panel formed by the Compliance and Mediation Committee and in accordance with the Rules of Procedure, may decide to suspend a

National Society from membership status in the International Federation in the circumstances specified in Articles 10.2 and 10A.

- Breach of Integrity* 2 In accordance with Article 10A.1, a National Society may be suspended if it is considered by the Governing Board to have committed a Breach of Integrity, including, without limitation:
- a) if it ceases to fulfil the Conditions for Admission provided for in this Constitution, in particular if, because of modification, its Statutes are no longer in conformity with the Fundamental Principles;
 - b) if the National Society on its own initiative or under pressure from the government of its country contravenes any of the Fundamental Principles;
 - c) if the National Society uses its connection with the International Federation for a purpose which is not in conformity with any of the Fundamental Principles;
 - d) if the National Society acts contrary to the general object of the International Federation and persistently refuses to comply with its duties under the Constitution.
- Consequences of suspension* 3 A suspended National Society shall immediately lose its rights as a member.
- 4 An individual holding any office on appointment or election within the International Federation which emanates from the suspended National Society shall step down for the duration of the suspension.
- 5 Any vacancy created by the suspension of a National Society shall be filled by the competent body, committee or commission according to the procedures for appointment or election to such office at its next session.
- Reinstatement* 6 The Governing Board may revoke the suspension of a suspended National Society when the reasons for suspension no longer apply and in accordance with the Rules of Procedure.
- Appeal* 7 A National Society may appeal against the decision in favour of its suspension to the General Assembly. The suspension shall remain valid, however, unless and until overturned by the General Assembly.

Article 13 Expulsion

- Expulsion* 1 When the Governing Board determines that the continued membership of a National Society is a grave risk to the International Federation or its membership, the Governing Board may recommend to the General

Assembly, as a last resort, expulsion of that Society by a decision of the General Assembly in accordance with Article 20 in the circumstances set out in Articles 10.2 and 10A.

- Consequences of expulsion* 2 An expelled National Society shall remain liable for all obligations to the International Federation or its membership incurred prior to expulsion.
- 3 An expelled National Society shall immediately lose its rights as a member.
- 4 An individual holding any office on appointment or election within the International Federation which emanates from the expelled National Society shall step down.
- Readmission* 5 A National Society which has been expelled can reapply to the General Assembly for admission once the reasons for expulsion no longer apply and in accordance with the Rules of Procedure.

SECTION III ORGANS OF THE INTERNATIONAL FEDERATION

Article 14 Organs

- Organs* 1 The Organs of the International Federation, are –
- those bodies with governance functions, which are:
- The General Assembly;
 - The Governing Board;
 - The President; and
- the body with executive functions, which is:
- The Secretary General
- (together the “Organs”).
- Standards of integrity and Breach of Integrity* 2 Organs shall comply with applicable integrity policies adopted by the General Assembly. Any failure to comply with such policies will be considered a Breach of Integrity and shall be referred to the Compliance and Mediation Committee.
- Procedures* 3 The procedures of the Organs shall be laid down in the Rules of Procedure.

General Assembly

Article 15

Definition

Subject to the Constitution, the General Assembly shall be the supreme governing body of the International Federation.

Article 16

Composition

The General Assembly shall be composed of the National Societies.

Article 17

Functions

1 The General Assembly shall, among others, exercise the following functions:

*Vision, Strategy,
Policy*

a) determine the vision and strategy of the International Federation, and the general policies that govern, the International Federation and the National Societies;

*Admission/
Sanctions*

b) take decisions on –

(i) the admission of National Societies and expulsion as set out in Articles 7 and 13 respectively; and

(ii) the application of any particular action or measure that it deems appropriate towards the Governing Board in case of a Breach of Integrity under Article 14 further to the examination of the recommendation of a Panel of the Compliance and Mediation Committee;

*Election
President*

c) elect the President of the International Federation;

*Election
Vice-Presidents*

d) elect those four National Societies, one from each Statutory Region, which shall be entitled to appoint a Vice-President of the International Federation (the “Vice-President”);

*Election
National Society
members of the
Governing
Board*

e) elect the National Society members of the Governing Board;

<i>Appointment of Constitutional Commissions and Committees</i>	f) appoint or elect, as the case may be, members of the Constitutional Commissions and Committees;
<i>Representatives to Movement bodies</i>	g) designate the representatives of the International Federation to the bodies of the Movement;
<i>Other bodies</i>	h) set up other bodies, including, among others, advisory bodies and bodies with legal status required for the activities of the International Federation, and to appoint their members;
<i>Designate External auditors</i>	i) designate as external auditors, on the recommendation of the Governing Board, a firm of internationally recognised independent auditors;
<i>Budget</i>	j) on the recommendation of the Governing Board – <ul style="list-style-type: none"> (i) approve the biennial plans, budgets and financial reports of the International Federation, and (ii) adopt the audited financial statements of the International Federation;
<i>Auditor's Report</i>	k) take note of the report of the external auditors;
<i>Statutory financial contributions</i>	l) approve, on the recommendation of the Governing Board and the Finance Commission, the formula for fixing the financial participation of National Societies, and to take note of the annual scale of contributions of the National Societies approved by the Governing Board and calculated using the said formula;
<i>Constitution, Rules of Procedure and other regulations</i>	m) amend the Constitution and the Rules of Procedure and adopt any other regulations necessary for the implementation of the Constitution;
<i>Reports</i>	n) consider the reports of the Governing Board and Secretary General and of all bodies set up by the General Assembly and discharge the Secretary General and the Governing Board on its delegated activities;
<i>Proposals from National Societies and bodies</i>	o) decide on the proposals presented by National Societies, the Governing Board and other bodies of the International Federation;

p) ratify general agreements concluded with the ICRC or any other international organisation or institution that create obligations for National Societies;

Transfer of the Headquarters

q) decide on the transfer of the headquarters of the International Federation; and

Suspension and Expulsion

r) hear an appeal from a National Society in accordance with Article 12.7 and/or upon the recommendation of the Governing Board, decide on the expulsion of a National Society in accordance with Article 13.

Delegation of powers

2 The General Assembly may not delegate to another body of the International Federation the powers defined in paragraph 1 of this Article, with the exception of the following, which are hereby delegated to the Governing Board between sessions of the General Assembly and until the General Assembly decides otherwise:

a) set up bodies, including, among others, those with legal status, required for the activities of the International Federation, and to appoint their members;

b) decide on the reports of bodies set up by the General Assembly;

c) decide on proposals presented by National Societies or other bodies of the International Federation;

d) designate the representatives of the International Federation to the bodies of the Movement; and

e) determine, in urgent situations which require a fast policy decision, the general policies that govern the International Federation and the National Societies, which shall be decided upon at the next General Assembly.

Financial implications

3 Before the General Assembly takes decisions involving expenditure, the Secretary General, after having consulted the Finance Commission, shall submit a report to it on the administrative and financial implications of any such proposal. If the expenditure proposed cannot be covered by the budget, no commitment in this respect can be made before the General Assembly has taken the necessary measures to make available the additional funds required.

Article 18

Sessions of the General Assembly

Ordinary sessions

1 The General Assembly shall meet in ordinary session once every two years. Such sessions shall normally be held where the headquarters of the International Federation are located.

2 A session of the General Assembly shall be held in the same place as and before the International Conference when the latter has been convoked.

*Change of
place of the
session*

3 In exceptional circumstances, the President, in consultation with the Secretary General and with the agreement of the majority of the members of the Governing Board, may change the place and/or the dates of the session of the General Assembly.

*Extraordinary
sessions*

4 An extraordinary session of the General Assembly shall be held in the same place as and before any extraordinary session of the International Conference when the latter has been convoked.

5 Extraordinary sessions of the General Assembly may also be held on the initiative of the President in agreement with the majority of the members of the Governing Board or on the initiative of at least thirty-five percent of the National Societies.

Article 19
Quorum

1 With the exception of the quorum required to amend the Constitution, to transfer the headquarters of the International Federation and to dissolve the International Federation, decisions taken at an ordinary or extraordinary session of the General Assembly shall be valid only with a quorum of fifty percent of the National Societies.

2 The quorum required to amend the Constitution, to transfer the headquarters or to dissolve the International Federation, shall be sixty-five percent of the National Societies.

3 Should less than fifty percent of the National Societies be in attendance at any ordinary or extraordinary session, the General Assembly shall be re-convened after at least 24 hours have elapsed. At such session, decisions shall be validly taken with a quorum of twenty-five percent of the National Societies.

4 Should the provisional or adopted agenda include the admission of National Societies or the expulsion of National Societies, the adoption of the biennial budget, the transfer of the headquarters of the International Federation, the election to the positions referred to in Article 34, the dissolution of the International Federation or amendments to the Constitution, another session shall be convened not less than forty-five and not more than ninety days after the one preceding it. At such a session, decisions shall be validly taken with a quorum of twenty-five percent of the National Societies.

Article 20

Voting

- 1 Each National Society represented at the General Assembly shall have one vote.
- By consensus* 2 Decisions of the General Assembly shall be taken by consensus with the exception of the elections of the President, Vice-Presidents, the National Society members of the Governing Board and the Chair and members of the Youth Commission.
- Consensus shall be understood to mean the absence of any objection expressed by a delegation and submitted by it as constituting an obstacle to the taking of the decision in question.
- If no consensus or elections* 2A If consensus cannot be reached or in the case of elections, decisions of the General Assembly shall be taken by a simple majority vote of the National Societies present and voting except -
- in the circumstances set out in Articles 20.3 to 20.5 inclusive, where a decision shall be taken in the manner set out in those Articles; or
 - as otherwise provided in the Constitution.
- Absolute majority* 3 An absolute majority of the National Societies present and voting is required to elect the President.
- Qualified majority of sixty percent* 4 A qualified majority of sixty percent of the National Societies present and voting is required to admit National Societies (Article 7) and expel National Societies (Article 13), to reconsider a decision previously taken at the same session of the General Assembly, to classify a matter as an important matter, and to decide on any matter classified by the General Assembly as an important matter.
- Qualified majority of seventy-five percent* 5 A qualified majority of seventy-five percent of the National Societies present and voting shall be required to amend the Constitution (Article 47) to transfer the headquarters of the International Federation (Article 17.1(q)) and to dissolve the International Federation (Article 45).
- National Societies present and voting* 6 Within the context of the Constitution, the term “National Societies present and voting” shall mean National Societies present and voting for or against. National Societies abstaining from voting are considered as not having voted. In the event that the Rules of Procedure provide that a National Society may exercise the vote remotely by the means of a secure electronic mechanism, a National Society shall be deemed “present and voting” if it exercises its vote in such a manner.

Governing Board

Article 21 Definition

The Governing Board is the body which governs the International Federation between sessions of the General Assembly.

Article 22 Composition

- Composition* 1 The Governing Board shall be composed of :
- a) the President;
 - b) the four Vice-Presidents;
 - c) the ex officio Vice-President;
 - d) twenty National Societies;
 - e) the Chair of the Finance Commission;
 - f) the Chair of the Audit and Risk Commission;
 - g) the Chair of the Youth Commission.
- Status of Members of the Governing Board* 2 Members of the Governing Board shall act as members of a collective body of the International Federation, and shall be influenced in their decisions only by the interests of the International Federation when the Governing Board carries out the responsibilities assigned to it by the Constitution and by the General Assembly.
- Code of Conduct* 3 Every member of the Governing Board shall sign a code of conduct which includes a provision regarding possible conflicts of interest.

Article 23 Functions

- 1 The Governing Board shall exercise the following functions :
- a) decide on any matter assigned or delegated to it by the Constitution or by the General Assembly;
 - b) appoint and dismiss the Secretary General of the International Federation;

- c) define and approve those policies that are internal only to the International Federation and which are presented to it by the Secretary General, and in urgent situations, determine the general policies of the International Federation and the National Societies in accordance with Article 17.2(e);
- d) interpret the decisions of the General Assembly, advise the President and give guidance and support to the Secretary General in implementing the decisions of the General Assembly;
- e) monitor on behalf of the General Assembly the implementation of the mandates entrusted to the International Federation by the International Conference;
- f) draw up the provisional agenda of the General Assembly;
- g) submit advice and proposals to the General Assembly when so requested by the latter or on its own initiative;
- h) submit to the General Assembly the proposed members of the Election Committee and approve electoral standards for campaigning submitted to it by the Election Committee;
- i) study any questions relating to the implementation of the functions of the International Federation, and submit advice and proposals in this respect to the General Assembly;
- j) recommend to the General Assembly as external auditor a firm of internationally recognised independent auditors;
- k) examine the reports on activities as well as the financial and budgetary reports and reports on financial risk matters presented by the Secretary General, the Finance Commission or the Audit and Risk Commission, and
 - (i) recommend, for final approval by the General Assembly, the biennial budget, plans and financial reports of the International Federation, including on the recommendation of the Finance Commission, the formula for fixing the financial participation of National Societies,
 - (ii) approve, on the recommendation of the Finance Commission, the annual scale of contributions of National Societies (calculated using the formula approved by the General Assembly under Article 17.1); and
 - (iii) endorse and recommend for adoption by the General Assembly, the audited financial statements of the International Federation;

- l) ratify general agreements concluded with the ICRC and any other international organisation or institution not requiring General Assembly ratification as set out in Article 17.1(p);
- m) provisionally admit the National Societies;
- n) decide on the application of any particular action or measure that it deems appropriate towards any of the Statutory Bodies (except the Governing Board and the General Assembly) in case of a Breach of Integrity under Articles 14 or 28 further to the examination of the recommendation of a Panel of the Compliance and Mediation Committee (except where the Compliance and Mediation Committee is implicated in the Breach of Integrity);
- o) decide on the application of, and apply, sanctions towards National Societies as set out, and in the circumstances specified, in Articles 10.2, 10A, 11, 12 and 13;
- p) approve the selection of candidates for appointment to the posts of (or equivalent to) Deputy and Under Secretaries General or Directors;
- q) approve the outline structure of the Secretariat of the International Federation proposed by the Secretary General;
- r) approve the certification of National Societies proposed by the Compliance and Mediation Committee in accordance with the capacity assessment process adopted by the Governing Board; and
- s) decide upon, further to consultation with the Finance Commission, any request by a National Society for relief under Article 36.5 from the consequences of being in arrears, and whether to declare a National Society in default under Article 36.6.

The functions of the Governing Board and its members may be further described in the Rules of Procedure or any manual, guidance or other document adopted by the General Assembly from time to time.

2 The Governing Board shall report to the General Assembly on the accomplishment of its functions.

Financial implications

3 The Governing Board must not take decisions involving expenditure not included in the budget before the Secretary General and the Finance Commission have submitted a report to it justifying the administrative and financial implication of any such proposal. If the expenditure proposed cannot be covered, no commitment in this respect can be made before the General Assembly has taken the measures to make available the additional funds required.

Emergency authorisation

4 If in the opinion of the Governing Board an emergency exists and it is impossible or impracticable to convoke a session of the General Assembly, the Governing Board is authorised, subject to Article 44, to

take such measures as it deems necessary to deal with the emergency. Decisions so reached by the Governing Board shall be reported to and discharged by the General Assembly at its next session.

- 5 If the Governing Board decides that there is an emergency affecting the International Federation, the Secretary General shall as soon as is practicable thereafter inform all National Societies that the Governing Board has decided that an emergency exists, stating the nature of the emergency and all decisions and actions taken by the Governing Board to deal with it.

Article 24 Procedure

- 1 The Governing Board shall meet in ordinary session twice a year, when convened by the President. In addition the President shall convene the Governing Board on his/her own initiative or whenever requested by a majority of its members, and may also do so at the request of the Secretary General.
- 2 The decisions of the Governing Board shall be valid with a quorum of sixty percent of its members.

The Governing Board takes its decisions by consensus.

If consensus cannot be reached, decisions of the Governing Board shall be taken by –

- a) a simple majority vote of the members present and voting (where in the event of a tie the President shall have the casting vote) unless sub-paragraph (b) applies; or
 - b) a qualified majority of sixty percent of the members of the Governing Board, in the event of a decision to suspend or to recommend expulsion of a National Society.
- 3 The President may invite any person to attend the meetings of the Governing Board as an observer.

President

Article 25 President of the International Federation

- 1 The President is the highest personality of the International Federation. The President shall be responsible to the General Assembly for ensuring that the International Federation pursues its general object and exercises its functions as defined in the Constitution. The President acts under the authority of the

General Assembly and of the Governing Board to guide the affairs of the International Federation, including the activities of the Secretary General, in conformity with the decisions of the General Assembly and the Governing Board.

- Functions* 2 The President shall :
- a) convene and preside over the sessions of the General Assembly and the Governing Board;
 - b) present to the General Assembly a review of the state of the International Federation;
 - c) present to the Governing Board and General Assembly the report of a firm of internationally recognised independent auditors;
 - d) co-ordinate the work of the governance bodies, commissions and committees of the International Federation;
 - e) represent the International Federation in its relations with the other components of the Movement and with other international organisations and institutions;
 - f) have the ability to call upon the Vice-Presidents and the Chair of the Finance Commission, to assist him/her individually or collectively, in his/her functions;
 - g) have the ability to take a decision collectively with the Vice-Presidents, which is issued to a National Society, requiring an individual or individuals who hold a National Society Leadership Position to step aside from office in accordance with Article 10A.2;
 - h) carry out any other function entrusted by the General Assembly or by the Governing Board.

The functions of the President may be further described in the Rules of Procedure or any manual, guidance or other document adopted by the General Assembly from time to time.

- Delegation* 3 The President may delegate a part of the functions under this Article to any of the Vice-Presidents.

- Replacement during a meeting* 4 The President may charge one of the Vice-Presidents with replacing him/her during a meeting or part of a meeting.

- Vacancy in the office of the President* 5 In the event of a vacancy arising in the office of the President or the President being unable to carry out his/her functions, the Governing Board, at its next ordinary session, shall designate a Vice-President who shall serve as Acting President until the next session of the General Assembly. At this session the General Assembly shall elect the President to fill the vacancy for the remaining period of the current term of office. Until the designation of a

Vice-President as Acting President by the Governing Board the ex-officio Vice-President shall fulfil this function.

Vice-Presidents

Article 26

Vice-Presidents of the International Federation

- | | | |
|--|---|---|
| <i>Composition and Role of the Vice-Presidents</i> | 1 | The Vice-Presidents of the International Federation comprise of the four elected Vice-Presidents (one from each Statutory Region), and the ex officio Vice-President. The Vice-Presidents of the International Federation shall support the President and may be called upon individually or collectively by the President to assist in the execution of his/her functions. They participate in the sessions of the General Assembly in their personal capacity. |
| <i>Ex-officio Vice-President</i> | 2 | The President of the National Society of the country in which the International Federation has its headquarters or his/her designated representative appointed from and by the governing body of that Society shall be ex officio Vice-President. |
| <i>Functions</i> | 3 | The elected Vice-Presidents shall: <ul style="list-style-type: none">a) ensure communication on governance matters between the General Assembly, the Governing Board and the National Societies in their Statutory Regions;b) promote the decisions of the General Assembly and Governing Board, particularly in their Statutory Regions; andc) in close coordination with the Secretary General, support National Societies in their Statutory Regions and globally with integrity challenges as requested by the National Society itself or the Compliance and Mediation Committee. |
| <i>Regional Conferences</i> | 4 | In regards to the regional conferences in their Statutory Regions the elected Vice-Presidents shall serve as chairs of the relevant preparatory bodies. |
| <i>Measures relating to an Individual</i> | 5 | The Vice-Presidents shall have the ability to take a decision collectively with the President, which is issued to a National Society, requiring an individual or individuals who hold a National Society Leadership Position to step aside from office in accordance with Article 10A.2. |
| | 6 | The functions of the Vice-Presidents may be further described in the Rules of Procedure or any manual, guidance or other document adopted by the General Assembly from time to time. |

Secretary General

Article 27

Secretary General of the International Federation

- Appointment* 1 The Secretary General shall be appointed by the Governing Board, for a period of up to four years, renewable. The contract between the International Federation and the Secretary General shall be drawn up by the Governing Board in accordance with the relevant provisions of the Rules of Procedure, any applicable conditions set by the General Assembly and the labour law governing the International Federation.
- Functions* 2 The Secretary General, as defined in Article 14 is the Chief Executive Officer of the International Federation and carries out the following functions:
- a) implement the decisions of the General Assembly and the Governing Board;
 - b) be responsible for the administration of the approved budget and the preparation of a report of the accounts, in accordance with Articles 37.6 and 38;
 - c) direct the Secretariat and be responsible for the execution of the work entrusted to it;
 - d) establish the structure of the Secretariat, the general outline of which shall be subject to the approval of the Governing Board;
 - e) organise the different services of the Secretariat in accordance with the decisions of the General Assembly and of the Governing Board; appoint the staff of the Secretariat, keeping in mind the principles of equitable gender balance and fair geographical distribution; and when necessary terminate the engagements of such staff;
 - f) make appointments to the posts of (or equivalent to) Deputy and Under Secretaries General, such as Directors, after obtaining the Governing Board's approval of the candidates selected by him/her;
 - g) in the absence of the President or as otherwise agreed appropriate, represent the International Federation in its relations with other components of the Movement and with other international organisations and institutions;
 - h) be the authorised representative of the International Federation in relation to third parties and courts of law for all transactions whatsoever, including transactions executed in notarial form relating to the acquisition, administration and expenditure of the resources of the International Federation;

- i) assure the execution of the functions set out in Article 5, including direct relief actions or other actions decided upon by the General Assembly or the Governing Board. In exceptional or urgent circumstances, the Secretary General shall take all appropriate measures after consultation with the National Society concerned to the extent possible;
- j) carry out any other function assigned to him/her by the Constitution or entrusted to him/her by the General Assembly or the Governing Board;
- k) report on the activities of the International Federation to the General Assembly and to the Governing Board;
- l) keep the President and Vice-Presidents, as appropriate, closely informed in carrying out his/her functions; and
- m) establish relations with those National Societies or organisations recognised as auxiliaries to the public authorities in the humanitarian field who accept and respect in their action the Fundamental Principles, even though they may not be components of the Movement or members of the International Federation.

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

*Participation
in the
General
Assembly and
the
Governing
Board*

4 The Secretary General participates in the sessions of the General Assembly and the Governing Board.

5 The Secretary General shall be assisted in the implementation of his/her executive task by a Secretariat.

SECTION IV CONSTITUTIONAL COMMISSIONS AND COMMITTEES OF THE INTERNATIONAL FEDERATION

Article 28 Constitutional Commissions and Committees

*Constitutional
Commissions* 1 The Constitutional Commissions and Committees of the International Federation are:

*and
Committees*

- The Finance Commission;
- The Audit and Risk Commission;
- The Youth Commission;
- The Compliance and Mediation Committee; and
- The Election Committee;

(together the “Commissions and Committees”).

They have advisory or such other functions as set out in this Constitution.

*Standards of
integrity and
Breach of
Integrity*

- 2 Commissions and Committees shall comply with applicable integrity policies adopted by the General Assembly. Any failure to comply with such policies will be considered a Breach of Integrity and shall be referred to the Compliance and Mediation Committee (except where the Compliance and Mediation Committee is implicated in the Breach of Integrity, where the failure shall be directly referred to the Governing Board).

Procedures

- 3 Procedures of the Commissions and Committees shall be laid down in the Rules of Procedures.

Article 29 Finance Commission

Composition

- 1 The Finance Commission shall be composed of :
- a Chair; and
 - five members.

The Chair and four members shall be appointed in a personal capacity by the General Assembly on presentation of candidates by the Election Committee; and one member shall be appointed by the Governing Board from amongst its members.

Functions

- 2 The Finance Commission shall have the following functions:
- a) give advice on all financial matters affecting the International Federation;
 - b) comment on the periodic financial reports of and on the budget drawn up by the Secretary General;
 - c) receive from the Audit and Risk Commission the report of the external auditors, and to comment on the same to the Audit and Risk Commission;
 - d) comment on the handling and investment of available funds and to make recommendations to the General Assembly and the Governing Board on any financial measures which it deems appropriate;

- e) review periodically the formula for fixing the financial participation of National Societies for submission, through the Governing Board, to the General Assembly for approval, and every two years to establish the annual scale of contributions of National Societies (calculated using the formula approved by the General Assembly under Article 17.1) for submission to, and approval by, the Governing Board;
- f) establish the annual financial contributions of National Societies applying for membership (calculated using the formula approved by the General Assembly under Article 17.1) prior to the application being considered by the General Assembly;
- g) hear appeals from National Societies in accordance with Articles 36.3 and 36.4, to acquaint itself with arrears in payment of annual financial contributions by National Societies, to comment on a National Society's request for relief under Article 36.5 from the consequences of being in arrears and express its views to the Governing Board on whether a National Society should be declared in default in accordance with Article 36.6;
- h) assist the Governing Board in applying and implementing the decisions of the General Assembly on the financial management of the International Federation; and
- i) bring allegations of Breaches of Integrity to the Compliance and Mediation Committee, in consultation with the President.

Reporting 3 The Finance Commission shall report on its work to the Governing Board and the General Assembly.

Authority of the Chair 4 The Chair of the Finance Commission shall have the right to obtain from the Secretary General all information and documents related to financial matters.

5 The Chair of the Finance Commission shall advise the President and the Secretary General on all financial matters affecting the International Federation.

Article 30
Audit and Risk Commission

Composition 1 The Audit and Risk Commission shall be composed of :

- a Chair; and
- five members,

appointed in a personal capacity by the General Assembly on presentation of candidates by the Election Committee.

- Functions* 2 The Audit and Risk Commission shall have the following functions:
- a) give advice on all audit and risk matters affecting the International Federation;
 - b) assess the scope and effectiveness of the systems established by the Secretary General to identify, assess, manage and monitor risks;
 - c) review areas of risk, major cases of fraud and corruption, irregularities, and legal claims that could have a significant financial, reputational or other impact impeding the International Federation and advise the Secretary General accordingly;
 - d) receive and review the reports of the internal and external auditors, comment on the same to the President, Secretary General and Governing Board;
 - e) oversee the implementation of the audit recommendations by the Secretary General;
 - f) bring allegations of Breaches of Integrity to the Compliance and Mediation Committee, in consultation with the President;
 - g) recommend, in consultation with the Chair of the Finance Commission, the appointment of the external auditors to the Governing Board; and
 - h) approve, in consultation with the Chair of the Finance Commission, the audited financial statements and recommend their endorsement by the Governing Board for adoption by the General Assembly.
- Reporting* 3 The Commission shall report on its work to the Governing Board and the General Assembly.
- Authority of the Chair* 4 The Chair of the Audit and Risk Commission shall have the right to obtain from the Secretary General all information and documents related to audit or risk matters.
- 5 The Chair of the Audit and Risk Commission shall advise the President and the Secretary General on all risk matters affecting the International Federation.

Article 31
Youth Commission

- Composition* 1 The Youth Commission shall be composed of:
- a Chair; and
 - eight members, two from each of the four Statutory Regions,
- elected in a personal capacity by the General Assembly on presentation of candidates by the Election Committee.

- Functions* 2 The Youth Commission shall have the following functions:
- a) advise on all matters concerning youth and youth-related activities throughout the International Federation;
 - b) promote and assess the implementation of the youth strategy or policy decided by the Governing Board or the General Assembly, as well as to consider and study as requested by the Board matters of policy development in the area of youth;
 - c) review and suggest revisions of the youth strategy or policy to the Governing Board or the General Assembly (as the case may be) for adoption;
 - d) seek youth opinions on the implementation of relevant International Federation policies and to ensure that those opinions are communicated to the Statutory Bodies of the Movement;
 - e) advise the Secretary General in the implementation of the youth policy and all other policies and strategies as they relate to youth within the Movement; and
 - f) bring allegations of Breaches of Integrity to the Compliance and Mediation Committee in consultation with the President.
- Reporting* 3 The Youth Commission shall report on its work to the Governing Board and General Assembly.
- Authority of the Chair* 4 The Chair of the Youth Commission shall have the right to obtain from the Secretary General all relevant information and documents necessary to enable the Youth Commission to fulfil its functions.
- 5 The Chair of the Youth Commission shall advise the President and the Secretary General on all issues affecting youth in the Movement.

Article 32
Compliance and Mediation Committee

- Composition* 1 The Compliance and Mediation Committee shall be composed of:
- a Chair; and
 - twelve members (three from each of the four Statutory Regions),
- appointed in a personal capacity by the General Assembly on presentation of candidates by the Election Committee.
- Functions* 2 The Compliance and Mediation Committee shall have the following functions:

- a) give advice on compliance and integrity issues affecting the International Federation;
- b) resolve any potential Breaches of Integrity on the part of a National Society or any Statutory Body (except the Compliance and Mediation Committee), as expeditiously as possible and with full respect for due process;
- c) help settle any disputes submitted to it as expeditiously as possible and with full respect for due process;
- d) review, investigate, and determine the nature and extent of, any potential Breach of Integrity, or of any dispute submitted to it;
- e) make recommendations to help resolve any potential Breach of Integrity, or any dispute submitted to it, including, where appropriate –
 - (i) recommending action to be taken by the relevant National Society or Statutory Body (except the Compliance and Mediation Committee),
 - (ii) reporting to the Governing Board or to the General Assembly (in the case of a Breach of Integrity by the Governing Board) with any further action or sanctions to be taken by the Governing Board and/or General Assembly,
 - (iii) in cases of a potential Breach of Integrity which involve serious allegations against an individual or individuals who hold a National Society Leadership Position²,
 - (A) recommending action to be taken by the relevant National Society in respect of such allegations, and
 - (B) where such action has not been implemented and it involves the individual or individuals stepping aside, reporting to the President and Vice-Presidents or the Governing Board, as the case may be, with any further action or sanctions to be taken by the President and Vice-Presidents and/or the Governing Board;
- f) serve as a pool for the formation of individual panels;
- g) recommend National Societies to the Governing Board for certification as a National Society in accordance with the capacity assessment process adopted by the Governing Board.

Submission of Allegations 3 Allegations of a Breach of Integrity or any dispute may be brought to the attention of the Chair of the Compliance and Mediation Committee by

² See Article 10A.2 of the Constitution for the definition of National Society Leadership Position.

any National Society, the General Assembly, the Governing Board, the President, or the Secretary General. Commissions and Committees may also bring allegations to the Compliance and Mediation Committee in consultation with the President. The Compliance and Mediation Committee may initiate its own review of a potential Breach of Integrity based on criteria adopted by the Governing Board and with notification to the President.

- Compliance and Mediation Panel* 4 The Chair shall review any potential Breach of Integrity or dispute referred to in paragraph 3 in accordance with the Rules of Procedure and if an inquiry is merited shall ensure that a panel of three to five members is formed to consider the potential breach or dispute with due regard to the principles of fair geographical representation, and equitable gender balance as well as any potential conflict of interest and to carry out the functions set out in paragraphs 2(d) and 2(e).
- Reporting* 5 The Compliance and Mediation Committee shall report on its work to the General Assembly and Governing Board.
- Authority of Chair* 6 In addition to paragraph 3, the Chair of the Compliance and Mediation Committee –
- a) shall advise the Secretary General and the President on the handling of compliance and integrity issues as requested;
 - b) shall notify the relevant National Society or Statutory Body of allegations received against it; and
 - c) may consult informally with the relevant National Society or Statutory Body in order to endeavour to resolve the matter.
- 7 The Secretary General shall support the Committee in its work, in particular by making relevant information available.

Article 33 Election Committee

- Composition* 1 The Election Committee shall be composed of:
- a Chair; and
 - four members, one from each of the four Statutory Regions,
- all five to be appointed in a personal capacity by the General Assembly on the proposal of the Governing Board.
- Functions* 2 The Election Committee shall have the following functions:
- a) develop electoral standards for campaigning for approval by the Governing Board;

- b) draw up objective criteria for the positions of President and Vice-President or for any of the other positions (such as education and professional Red Cross and Red Crescent experience), to be approved by the Governing Board at least one year before the relevant election;
- c) review against the relevant criteria the applications of all candidates for governance positions (ad personam and National Societies);
- d) notify the Governing Board of any candidates which the Election Committee considers are ineligible against approved criteria;
- e) establish, after consultation with the Governing Board, a list of proposals of candidates for the Finance Commission, the Audit and Risk Commission and the Compliance and Mediation Committee, for appointment by the General Assembly, and establish a list of candidates for the Youth Commission for election by the General Assembly;
- f) monitor and oversee all elections to these positions;
- g) announce the results of elections to these positions; and
- h) bring allegations of Breaches of Integrity to the Compliance and Mediation Committee in consultation with the President.

3 When carrying out the Election Committee's functions, the Committee shall:

- (a) ensure that, by means of the development of campaigning standards, equal opportunities for consideration of all candidates are guaranteed;
- (b) receive all applications for the posts of President, Vice-Presidents and members of the Governing Board (individuals and National Societies), and inform the National Societies about the process;
- (c) establish an election timetable and receive all the applications of candidates for the Finance Commission, Audit and Risk Commission, Youth Commission and Compliance and Mediation Committee, and submit a list of candidates for appointment (or election in the case of the Youth Commission) by the General Assembly;
- (d) ensure that members proposed for Statutory Bodies reflect the agreed criteria as set out in the Rules of Procedure and that the

principles regarding a fair geographical distribution and equitable gender balance are followed;

- (e) arrange secret ballots, where possible by means of a secure electronic voting mechanism, for the election of the President, of the National Societies entitled to appoint a Vice-President, of the National Societies seeking to be members of the Governing Board and of the Chair and members of the Youth Commission.

Reporting 4 The Election Committee shall report on its work to the General Assembly and Governing Board.

Authority of the Chair 5 The Chair of the Election Committee shall advise the President and the Secretary General on all electoral matters affecting the International Federation.

SECTION V ELECTIONS AND APPOINTMENTS

Article 34

Election of the President, the Vice-Presidents, the National Society Members of the Governing Board, and the Election or Appointment of the Chairs and the Members of the Commissions and Committees

Periodicity 1 Elections shall be held in ordinary sessions every four years. The appointments by the General Assembly of the members of the Finance Commission, Audit and Risk Commission, Compliance and Mediation Committee and Election Committee and the election of the members of the Youth Commission shall be made in ordinary sessions every four years, not coinciding with elections of the President, Vice-Presidents and National Society members of the Governing Board. The appointment by the Governing Board of the fifth member of the Finance Commission shall be held in ordinary session every four years, at its first session after the General Assembly session in which the National Society members of the Governing Board are elected.

Term of office 2 The term of office of all elected and appointed positions is four years. It begins at the close of the session of the General Assembly or Governing Board at which the incumbents have been elected/appointed and expires at the close of the session of the General Assembly or Governing Board which elects/appoints their successors.

President 3 The General Assembly elects the President in a personal capacity. A person who has served two four-year terms as President is not eligible to stand again for election.

<i>Vice-Presidents</i>	4	The General Assembly elects four National Societies, one from each of the four Statutory Regions established in accordance with the Rules of Procedure, for the purpose of each of them appointing a member of their National Society to the post of Vice-President for a period of four years. Once appointed, the Vice-Presidents shall serve in a personal capacity.
<i>National Society members of the Board</i>	5	The General Assembly elects twenty National Societies as members of the Governing Board, respecting the principles of fair geographical distribution and equitable gender balance as set out in the Rules of Procedure. A National Society elected member of the Governing Board shall appoint one individual to serve as its representative on the Governing Board. The appointed individual should normally not be changed during the elected Society's term of office. The National Societies of which the President or the Vice-Presidents are members must not be proposed for candidature to, and shall not be eligible as members of, the Governing Board.
<i>Rotation</i>	6	Any National Society elected for the purpose of appointing a Vice-President or a National Society member of the Governing Board and having served two consecutive four-year terms in either capacity or combinations thereof is not eligible to stand again for election until a further four-year term has elapsed.
<i>Chair and members of the Finance Commission, Audit and Risk Commission, Youth Commission, and Compliance and Mediation Committee</i>	7	The General Assembly shall appoint the Chair and four members of the Finance Commission, and the Chair and members of the Audit and Risk Commission and the Compliance and Mediation Committee, and shall elect the Chair and members of the Youth Commission. The Governing Board shall also appoint one of its members to be a member of the Finance Commission. Any person who has served two consecutive four-year terms as Chair or as member of any of these bodies shall not be eligible to stand again for appointment or election (as the case may be) as Chair or as member of such body until a further four-year term has elapsed.
<i>Election Committee</i>	8	The General Assembly shall, on the proposal of the Governing Board, appoint the Chair of the Election Committee and four members. Any person who has served two consecutive four-year terms as Chair or as member of the Election Committee shall not be eligible to stand again for appointment as Chair or as member of such body until a further four-year term has elapsed.
<i>Principles of Fair Geographical Distribution and Equitable Gender Balance</i>	9	The principles of fair geographical distribution and equitable gender balance shall be taken into account by National Societies and Statutory Bodies in connection with the nomination, and the appointment or election (as the case may be) of all governance positions in any of the Statutory Bodies, and as further specified in the Rules of Procedure.
<i>Procedures</i>	10	The procedures relating to elections may be set out in the Rules of Procedure.

SECTION VI
FINANCE OF THE INTERNATIONAL FEDERATION

Article 35
Finances and Property

- | | | |
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| <i>Civil liability</i> | 1 | The International Federation shall be solely responsible, to the exclusion of the National Societies, for all its transactions and commitments. |
| <i>Resources</i> | 2 | The regular resources of the International Federation shall consist of contributions from National Societies and income derived from investments. |
| <i>Properties and unrestricted resources</i> | 3 | Within the limits laid down by its general object and functions the International Federation shall acquire, own, dispose of and administer any property. It may accept unrestricted contributions and assistance in any form from National Societies, individuals, governments and other public or private bodies. |
| <i>Earmarked resources and real estate</i> | 4 | The International Federation may accept as an agent or trustee funds or property earmarked for particular use provided that such use is within the general scope of its activities, general object and functions. It may accept any conveyance of real estate for its use or benefit. |
| <i>Reserves</i> | 5 | The International Federation may constitute and manage any reserves or other funds for its staff or for any of its activities. |
| <i>Procedures</i> | 6 | The procedures relating to the finances of the International Federation (including, without limitation, financial contributions, financial reporting requirements, budget and audit procedures) may be set out in the Rules of Procedure. |

Article 36
Financial Contributions

- | | | |
|--|---|--|
| <i>Financial year</i> | 1 | The financial year shall run from 1 January to 31 December. |
| <i>Statutory financial contributions</i> | 2 | Each National Society shall pay an annual financial contribution to the International Federation in accordance with the scale of contributions established by the Finance Commission, approved by the Governing Board and calculated using the formula approved by the General Assembly under Article 17.1, and within such time-limit as may be prescribed by the General Assembly. |
| <i>Appeals</i> | 3 | Any National Society which contests the annual financial contribution approved by the Governing Board shall have the right to appeal immediately to the Finance Commission. However, such an appeal (whether successful or not) shall not invalidate the obligation of paying the uncontested part of the annual financial contribution within the time-limit fixed by the General Assembly. |

- Arrangements for payment of the contribution* 4 Any National Society unable, for any reason whatsoever, to pay its annual financial contribution may refer this matter to the Finance Commission in order to obtain appropriate arrangements enabling the National Society to pay it in conformity with the conditions fixed by the Finance Commission. However, such an appeal (whether successful or not) shall not invalidate the obligation of paying the annual financial contribution.
- Request for Relief* 5 Any National Society in arrears and unable, due to compelling and exceptional grounds, to pay its annual financial contribution may, in accordance with the Rules of Procedure, make a request to the Governing Board for relief from the consequences of being in arrears set out in Article 11. The Governing Board shall consult with the Finance Commission prior to making its decision. However, such a request (whether successful or not) shall not invalidate the obligation of paying the annual financial contribution nor bear any consequence upon a National Society's ability to be declared in default.
- Report to the Governing Board, Arrears and Declaration in default* 6 If a National Society does not pay the amount in accordance with paragraphs 2, 3 or 4 of the present Article -
- the Finance Commission shall report the matter to the Governing Board; and
 - the Governing Board shall receive the recommendation of the Finance Commission and shall decide whether or not to grant any request for relief from the consequences of being in arrears and/or declare the National Society in default or not,
- in accordance with the Rules of Procedure.
- Consequences of failure to pay the contribution* 7 In addition to the potential sanctions listed under Article 10A, the consequences of a failure to pay the annual financial contribution, including the consequences of being in arrears or a declaration in default are set out in Article 11.
- Financial obligations* 8 Any National Society which has withdrawn, which has been suspended or expelled or which has been declared in default or has arrears shall remain liable for payment of its annual financial contribution for the financial year during which any of the foregoing steps were taken, of any arrears of previous years and of any other debt to the International Federation.

Article 37
Budget

- Preparation of budget and* 1 The Secretary General shall draw up the budget of the International Federation in consultation with the Chair of the Finance Commission.

- financial statements*
- The Secretary General shall also prepare a report on the accounts relating to the preceding financial year and submit these documents to the Governing Board for study and to the General Assembly for approval.
- Approval of budget and financial statements*
- 2 The General Assembly shall examine and every two years:
- a) adopt the audited financial statements and approve the financial reports and plans covering the previous two financial years recommended by the Governing Board;
 - b) approve the budget for the next two financial years presented by the Secretary General and recommended by the Governing Board.
- 3 The Governing Board shall examine every year the annual report of the previous financial year, presented by the Secretary General.
- 4 In those years in which the General Assembly does not meet the Governing Board shall review the budget for the following year, and, if exceptional circumstances exist, adjust that budget in the light of those circumstances.
- Financial measures*
- 5 Subject to the provisions of Articles 17.3, and 23.3, the General Assembly, or failing it the Governing Board, may decide on any financial measures which may appear advisable, and shall take into consideration such recommendations as may be made by the Secretary General or the Chair of the Finance Commission.
- Administration and execution of the budget*
- 6 The Secretary General who is responsible for the administration of the approved budget shall:
- a) implement the budget as adopted, ensuring the payment of contributions and, depending on the needs, defraying the expenses authorised;
 - b) receive and hold all funds paid to the International Federation for whatever purpose, be accountable for these funds to the General Assembly and the Governing Board, and dispose of them in accordance with the budget adopted; and
 - c) decide on the handling and investment of the available funds after consultation with the Chair of the Finance Commission.

Article 38
Audit

- 1 At the close of each financial year, the accounts of that year :

- a) shall be made the subject of a report prepared by the Secretary General; and
 - b) shall be audited and reported upon by a firm of internationally recognised independent auditors to be designated by the General Assembly on the recommendation of the Governing Board.
- 2 These reports shall refer to the budget and accounts of the International Federation and shall also cover the use of funds entrusted to the International Federation in the capacity of agent or trustee.

SECTION VII CO-OPERATION

Article 39 Regional Conferences

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| <i>Definition</i> | 1 | A Regional Conference is a meeting of the National Societies of a Statutory Region with the purpose of: <ul style="list-style-type: none"> ▪ promoting co-operation, networking and partnerships amongst the National Societies of the regions; ▪ identifying common humanitarian concerns and issues; ▪ striving to achieve common strategies of implementation with regard to decisions of the General Assembly, the Council of Delegates and the International Conference; ▪ making proposals to the Governing Board on matters related to the General Assembly and the Statutory Bodies of the Movement. |
| <i>Timing</i> | 2 | In principle a Regional Conference shall be held in each Statutory Region once every four years. |
| <i>Reports from the Secretary General</i> | 3 | The Secretary General shall provide a report for the approval of the Governing Board on the agenda and the administrative, technical, financial and other implications of forthcoming Regional Conferences. He/she shall also present a report on the results of any Regional Conference held. |
| <i>Secretariat assistance</i> | 4 | The Secretary General shall assist the host National Society in organising and holding a Regional Conference. |
| <i>Applicable rules</i> | 5 | A Regional Conference shall be held in conformity with the Constitution and the Rules of Procedure. |

Article 40
Co-operation with the ICRC

The International Federation shall maintain close contact with the ICRC. It shall co-operate with the latter in matters of common concern in accordance with the Statutes of the Movement and the agreements concluded between the International Federation and the ICRC.

Article 41
Co-operation with Other International Organisations

The International Federation shall co-operate within the terms of the Constitution with international, intergovernmental and non-governmental organisations, as it deems appropriate.

Article 42
Observers

The Governing Board and, if it is not in session, the President may, after consultation with the members of the Governing Board and in conformity with the Rules of Procedure, invite observers to participate in sessions of the General Assembly.

SECTION VIII
FINAL PROVISIONS

Article 43
Regulations

- 1 The General Assembly shall enact by a simple majority all regulations or rules relating to procedure and other matters as may be necessary for the implementation of the Constitution as well as for the accomplishment of the tasks of the International Federation.
- 2 Within the framework of the Constitution and of the Rules of Procedure in force, and subject to the approval of the General Assembly, the Governing Board and other bodies of the International Federation may also draw up such regulations or rules as are necessary for the accomplishment of their respective tasks.

- 3 The General Assembly may, in a manner consistent with the Constitution, at any time amend such regulations or rules by a simple majority.

Article 44
Special Provisions

- 1 When, for any reason beyond its control, the General Assembly is prevented from meeting and thereby from electing the President, the National Societies to appoint the Vice-Presidents or, the National Society members of the Governing Board, or from appointing or electing (as the case may be) the Chairs and members of the Commissions and Committees, those serving at that time shall be authorised to continue to perform their function until the end of the next session of the General Assembly.
- 2 When, for any reason beyond its control, the Governing Board is prevented from meeting, and decisions are indispensable or desirable, and if the Secretary General is prevented from consulting the President or Vice-Presidents at the time when the session should have been held, the Secretary General shall take such steps as may be necessary to secure a decision by consulting the other members of the Governing Board by the most rapid means available. In this event, the Secretary General shall put each question in one and the same form to all the members of the Governing Board, and in such a manner that each question can be answered by a simple “yes” or “no”. Decisions shall then be taken by a simple majority of the replies received and shall be valid if the number of such replies attains the quorum provided for in Article 24.2. Such decisions shall come into force at the expiry of a period of twenty-one days from the date of dispatch of the last communication.

The same procedure may be applied at any time for any important and urgent question for which a decision of the Governing Board is required and which cannot be postponed until the forthcoming regular meeting of the Governing Board.

- 3 When circumstances no longer make it possible to obtain the decisions mentioned in paragraph 2 of the present Article, the Secretary General shall, in exceptional cases, and in order that the work of the International Federation may be carried on, take decisions on all matters that are normally within the competence of the Governing Board. Before taking such decisions, the Secretary General shall consult, insofar as it is possible, the President, the Vice-Presidents and any members of the Governing Board who remain accessible and shall keep them informed of the action taken.
- 4 As soon as circumstances permit, the Secretary General shall take steps to enable the President to convene the Governing Board. When the

Governing Board meets, the Secretary General shall submit to it a report on all measures he/she has taken since the last ordinary session of the Governing Board. At the same session, the Governing Board shall consider, if the question arises, the convocation of the General Assembly, in particular for the purpose of holding elections.

Article 45
Dissolution

Further to a decision on the dissolution of the International Federation taken by the General Assembly in accordance with Articles 19.2 and 20.5, the net assets of the International Federation, after settlement of the debts, will be transferred to a body with legal capacity set up by the Governing Board with the purpose of endowing the capital of the International Federation if reconstituted within a year from the effective date of its dissolution, or of distributing the assets to any body or organisation the objects of which are as close as possible to those of the International Federation.

Article 46
Interpretation of Texts

Any question or disagreement concerning the interpretation or application of the Constitution which for any reason is not settled by the General Assembly shall be referred to the Governing Board and then submitted again to the General Assembly for its final decision.

Article 47
Amendments to the Constitution

The provisions of the Constitution may only be amended by the General Assembly in accordance with Articles 19.2 and 20. Proposals to amend the Constitution may be put to the vote in accordance with such Articles only when submitted by a National Society supported by at least five National Societies, or by the Governing Board.

Article 48
Entry into Force

Subject to Article 49 this Constitution shall come into force at the end of the 22nd session of the General Assembly, 7 December 2019, at which time the former Constitution shall stand repealed.

Article 49
Transitional Provisions

*Finance
Commission*

Notwithstanding Articles 29 and 34, the Chair and five members of the Finance Commission appointed in 2019 by the General Assembly shall remain in appointment until their term expires at the General Assembly session in 2023, whereupon (a) a Chair and four members of the Finance Commission will be appointed by the General Assembly in 2023 in accordance with Articles 29 and 34, and (b) a fifth member will be appointed by the Governing Board from amongst its members at its first session after the General Assembly in 2023 until their term expires at the General Assembly session in 2025, upon which a fifth member will be appointed by the Governing Board in accordance with Articles 29 and 34.

If, before the General Assembly session in 2023, there is a vacancy of one of the five members of the Finance Commission appointed by the General Assembly, the Governing Board shall at its next session appoint one of its members to fill up to one such vacancy, whose term shall expire in 2023.



The Fundamental Principles of the International Red Cross and Red Crescent Movement

humanity

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

The Fundamental Principles were proclaimed by the XXth International Conference of the Red Cross, Vienna, 1965. This is the revised text contained in the Statutes of the International Red Cross and Red Crescent Movement, adopted by the XXVth International Conference of the Red Cross, Geneva, 1986.