



**BOTSWANA RED CROSS SOCIETY**

**CONSTITUTION**

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## **CONSTITUTION**

### **PREAMBLE**

#### **WHERE AS:**

- A. Botswana Red Cross Society(“the Society”) is established by An Act of Parliament, namely the Red Cross Society of Botswana Act (cap 64;01)
- B. The Society is admitted to the membership of the International Federation of the Red Cross and Red Crescent societies (the Movement ) and is fully committed to the values, principles and mission of the Movement
- C. The Society reaffirms its stand and commitment to implement the goals of the Movement in Botswana and to achieve the essential results of its own goals and those that of the Movement , from the point of view of humanity and the well being of the people of Botswana, and
- D. For orderly management and conduct of the affairs of the Society the members and volunteers of the Society hereby give themselves this Constitution, rules and regulations including the rule of conduct issued hereunder or pursuant to this Constitution to abide with.

### **ARTICLE 1**

#### **1. THE PRINCIPLES OF THE INTERNATIONAL RED CROSS & RED CRESCENT**

The Constitution of the Society shall constitute the rules of the Society as contemplated and laid down in section 8 of the Red Cross Society of Botswana Act and is based on the 1949 Geneva Convention and the protocols of 1977 to which the Republic of Botswana is a party, and on the fundamental principles of the Red Cross and Red Crescent Movement which are hereby incorporated as set out below:

##### **1.1 Humanity**

The Movement was born of a desire to bring assistance without discrimination to the wounded on the battlefield, endeavors in its international and national capacity to prevent and alleviate human suffering wherever it is to 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 people.

## 1.2 **Impartiality**

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

## 1.3 **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 the controversies of a political, racial, religious or ideological nature.

## 1.4 **Independence**

The Movement is independent. The nationalities, while the 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.

## 1.5 **Voluntary Service**

The Red Cross is a voluntary relief organization not prompted in any manner by the desire to gain.

## 1.6 **Unity**

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

## 1.7 **Universality**

The International Red Cross & Red Crescent is a worldwide Movement in which all societies have equal status and share equal responsibilities and duties in helping each other

## **ARTICLE 2**

### **2. National & International character**

2.1 The Society is recognized by the Government of the Republic of Botswana in terms of the Act as a voluntary relief aid Society auxiliary to the public authorities in the humanitarian field in accordance with provision of the 1949 Geneva Convention and their additional protocols of 1977 and is the only National Red Cross Society which may carry out its activities in Botswana;

2.2 In its relation with the State and public authorities, the Society shall maintain its autonomy so as to enable it to act all times in accordance with the fundamental principle of the International Red Cross & Red Crescent Movement;

- 2.3 In accordance with Section 3 of the Act, the Society is a body corporate with perpetual succession;
- 2.4 The headquarters of the Society is for the time being situated in Gaborone, Botswana, Red Cross Building, plot 135, Independence Avenue, P O Box 485 Gaborone, unless the General Assembly of the Society decide otherwise.

### **ARTICLE 3**

#### **THE EMBLEM**

- 3.1 The Society is permitted by law to have and use in terms of section 5 of the Act its emblem the heraldic sign of a Red Cross with vertical and horizontal arms of the same length so as to form five equal squares and completely surrounded by white background as defined in the 1949 Geneva Convention. The Society and all its members, bodies, organs shall comply with the laws of the Republic of Botswana regarding the emblem and regulations on display and use of the emblem contained in the Geneva Convention of 1949 and their additional Protocols of 1977 and regulations of 1991.
- 3.2 The specific use of the emblem by the Society shall be as follows;
- a) In any building or structure (permanent or temporary) used by the Society for carrying out its objectives including training of members;
  - b) On uniforms, badges, note paper, certificates and publications;
  - c) As a distinguishing flag in buildings used as the society's headquarters or sub-units or camps for ceremonies;
  - d) For appeal and publicity purposes including advertisements.
- 3.3 Members and volunteers shall at all times and specially in times of war, avoid using the emblem in such a way as to suggest that any person or object is entitled to the protection of the Geneva Convention when not so entitled.

### **ARTICLE 4**

#### **4. AIMS & OBJECTIVES OF THE SOCIETY**

- 4.1 The aims of the Botswana Red Cross Society shall be:-
- 4.1.1 To bring help and relief to all victims of war and other disasters whether natural or man-made and/or to protect such victims from the effects of war and/or other disasters howsoever caused;
  - 4.1.2 To perform all the duties which fall or descend upon the National Society in accordance with the provision of the 1949 Geneva Convention;

- 4.1.3 To carry on and assist in the work aimed at the improvement of health, prevention of diseases, reduction or elimination of suffering throughout the world.
- 4.2 To achieve the aims stated in article 4.1 of this constitution the Society shall:-
- 4.2.1 In its humanitarian activities, acting independently, prevent and alleviate human suffering with complete impartiality making no discrimination to nationality, sex, religious beliefs, language, class or political opinions or for any other reason;
- 4.2.2 Organize relief services to all victims of all forms of disasters and maintain disaster preparedness in situations of emergencies;
- 4.2.3 To improve the well being of communities and to bring relief to victims of war, civil strife, disease, famine and other natural calamities;
- 4.2.4 Train and develop human resource to perform activities that devolve upon the Society in accordance with the Constitution;
- 4.2.5 Supplement public services especially in the health and community welfare sectors;
- 4.2.6 To promote the fundamental principles of the Movement and those of international humanitarian law in order to further a culture of peace and the development of humanitarian ideals among the population and in particular among the children, youth and law enforcement personnel;
- 4.2.7 Generate revenue in order to achieve its aims and objectives and maintain an organizational structure;
- 4.2.8 Prepare itself in peacetime and to act as auxiliary to public medical services in all the fields provided by the Geneva Convention;
- 4.2.9 Promote the participation of children and youth in Red Cross activities;
- 4.2.10 To recruit, train and assign such personnel both at the central and at the district level (divisions) as are necessary for the discharge of its responsibilities and to involve volunteers in the activities and promote capacity building at all levels of the Botswana Red Cross Society;
- 4.2.11 To cooperate with public authorities at all levels to ensure respect for international humanitarian law, to protect Red Cross & Red Crescent emblems and to respect and recognize the activities carried out by the Red Cross in Botswana through the legislation and administration in Botswana;
- 4.2.12 To promote mutual assistance and cooperation with public authorities at all levels, and co-operate with other partners within and outside the Movement;

- 4.2.13 To strengthen international relations, including international humanitarian law, both in the region and globally in accordance with the mandate of the Society;
- 4.2.14 To strive towards gender balance within all areas of the Society including ensuring that gender analyses as appropriate is part of the programs and planning.

## **ARTICLE 5**

### **5. POWERS OF THE SOCIETY**

Without limiting the generality hereof, the Society shall have the following powers:

- 5.1 To do anything which the Act and the constitution provide may/shall be done by the Society;
- 5.2 To appoint, upon such terms and conditions in respect of salary, pension and other benefits as the Society thinks fit, such person as it considers necessary for conducting the affairs of the Society and to suspend or discharge such persons;
- 5.3 To purchase or otherwise acquire any property, movable or immovable, and to take, accept and hold any such property which may become vested in the Society by virtue of purchase, exchange, donation, grant, lease, testamentary disposition or otherwise;
- 5.4 To sell, exchange, lease, donate, dispose of, develop, turn to account, to enter into contracts and execute deeds, bonds and other instruments or otherwise deal with any of the assets of the Society;
- 5.5 To establish and administer any charitable or benevolent fund and contribute to any such fund ;
- 5.6 To borrow or raise money in such a manner and on such terms and conditions as the Society thinks fit;
- 5.7 To enter into contract which may be necessary for or incidental to the exercise of the powers of the Society;
- 5.8 To do and perform all the powers and functions as set out in the first schedule hereto, and generally, to do all such things as the Society consider incidence to the exercise of the powers of the Society.

## **ARTICLE 6**

### **6. MEMBERSHIP OF THE SOCIETY**

- 6.1 Membership of the Society shall be open to everyone who subscribes to the principles of the Red Cross and/or of the Movement without discrimination on

the basis of sex, gender, race, colour, nationality, tribe, place of origin, political opinion, religion or creed;

- 6.2 There are the following categories of members who may be enrolled by the Society:-
- a) Ordinary member;
  - b) Life member;
  - c) Honorary member;
  - d) Youth member, who shall be a member under the age of 29 years;
  - e) A corporate member. This type of membership shall be open to companies, institutions or organizations that may want to associate themselves with the society, provided their constitutions, business or other activities are not in conflict with the fundamental principles of the Movement as set out in Article 1 above;
  - f) Any other category of member as may be determined by the general assembly.
- 6.3 The general assembly may confer Honorary Membership on a member to mark exceptional service to the Society by that member
- 6.4 Members must be persons who subscribe to the principle of the Red Cross and/ or the Movement and agree to give service to the society; and
- 6.5 Life members shall be entitled to attend and participate at meetings of the assemblies where they are enrolled and of the general assembly but shall not have the vote on any motions/issues before the assembly.

## **ARTICLE 7**

### **7. SUBSCRIPTION OF MEMBERS**

- 7.1 Ordinary and Youth members shall pay an annual membership subscription as may be laid down from time to time by the general assembly on the recommendation of National Executive Council (“the Council”);
- 7.2 A life member shall pay a once off subscription which will be determined by the general assembly from time to time on the recommendation of the Council;
- 7.3 The membership of those enrolled on the basis of an annual subscription shall terminate automatically at the end of the subscription year unless the subscription is renewed,
- 7.4 Ordinary and Youth members have the following rights:
- a) To elect and be elected to the governing bodies;

- b) To participate and vote in the meeting of the local assembly and in the assemblies of higher levels of the Society, if elected;
- c) To present proposals and raise issues with any authority in the National Society.

## **ARTICLE 8**

### **8. RIGHTS AND DUTIES OF MEMBERS**

Subscribing and Youth members have the following duties:

- a) To promote the work of the Society;
- b) To adhere to and disseminate the fundamental principles of the Movement
- c) To recognize and obey the rules and regulations of the Society (including this Constitution);
- d) To pay an annual membership subscription at least fourteen (14) days before the Annual General Meeting (AGM) as may be laid down from time to time by the general assembly on the recommendation of the Council.

## **ARTICLE 9**

### **9. LOSS OF AN ORDINARY MEMBERSHIP**

- 9.1 Any member may give notice of resignation in writing at any time to the Branch Secretary who shall forward it to the Divisional Executive Committee Secretary;
- 9.2 The membership of those enrolled on the basis of an annual subscription shall terminate at the end of the year unless the subscription is renewed;
- 9.3 A reminder shall be despatched to all members and if no payment is effected in 3 (Three) months thereafter such member's name shall be deleted from the membership list of the society;
- 9.4 The chairperson of a Division on the recommendation of the committee, may expel a subscribing member for serious offences that render him or her unsuitable as a member, but shall not do so without first giving the affected member reasonable opportunity to make presentations and/or to be heard, prior to the decision being made;
- 9.5 Any member so expelled shall have the right to appeal to the Council whose decision shall be final and binding.

## **ARTICLE 10**

### **10. STRUCTURE OF DIVISIONS & BRANCHES**

- 10.1 For the efficient running of the Society, Divisions and Branches of the Society shall be constituted and the Council **may** use the names and boundaries of any Administrative District structure in existence in Botswana to constitute Divisions;
- 10.2 The National Executive Council (NEC) may establish such branches as it deems necessary for the purpose of administering the activities of the Society with such boundaries and names as it thinks fit, and in consultation with Divisional Committee for the area, alter the boundaries of the branches by adding thereto and additionally or alternatively, subtracting therefrom any area.

## **ARTICLE 11**

### **11. GENERAL ASSEMBLY COMPOSITION**

The highest authority of the Society is the General Assembly (GA) which shall be constituted as follows;

- a) All members of the National Executive Council (NEC);
  - b) Secretary General (SG); (ex-officio)
  - c) Three representatives from which should include treasurer & secretary from each division;
  - d) Division chairperson and vice chair person or any other authorized representative.
- 11.2 Such officers of the Public Service representing Ministries responsible for health, defence and local government or any other government Ministry as the Council may designate shall be entitled to attend meetings of the general assembly and take part in the proceedings of the assembly as if they were members but shall not have a vote on any motions/issues of the assembly.

## **ARTICLE 12**

### **12. FUNCTIONS OF THE GENERAL ASSEMBLY**

- 12.1 The general assembly shall be responsible for the formulation and establishment of the general policy of the Society;
- 12.2 In addition to any other functions it may perform in terms of this constitution, the general assembly shall:-
- a) Receive and consider reports from the President, Secretary General and Honorary Treasurer;
  - b) Consider the account of the Society and the Auditor's report;

- c) Appoint Auditors of the Society;
- d) Fix subscription for member on the recommendation of the Society council;
- e) Fix any annual contribution to be paid by divisions to the Society;
- f) Elect a President, two Vice Presidents and Honorary Treasurer and Members of the National Executive Council;
- g) Consider and deal with proposed amendment to the constitution of the Society;
- h) Receive and consider any other reports and conduct any other business as may be brought before it by the National Executive Council (NEC).

### **ARTICLE 13**

#### **13 DIVISIONAL ASSEMBLY COMPOSITION**

The Divisional Assembly shall be constituted as follows;

- a) All members of the Divisional Committee and the Branch Executive;
- b) The Secretary General or an authorized representative of the Secretary General;
- c) Three representatives from each Branch in the Division including the Treasurer and Secretary from each Branch;

### **ARTICLE 14**

#### **14. FUNCTIONS OF DIVISIONAL ASSEMBLIES**

The functions of the Divisional Assembly shall be;

- a) To receive reports annually from the Divisional Chairperson on the work of Branches within Divisions;
- b) To receive the audited account statement of the Division for the preceding year;
- c) To elect a Divisional Chairperson and a deputy, a Treasurer, a Secretary and a deputy and other members of the Divisional Committee who must be fairly representative of all the branches in the Divisions;
- d) To elect members to represent the Division at the General Assembly.

### **ARTICLE 15**

**15. BRANCH ASSEMBLY COMPOSITION**

The Branch Assembly shall constitute the following:-

- a) All members of Branch Committee plus ordinary members of the branch;
- b) Secretary General or an authorized representative of the SG;
- c) A Branch shall consist of a minimum No. of 40 members.

**ARTICLE 16**

**16. MEETINGS AND PROCEDURES OF ASSEMBLIES**

In this article Assembly means a General, Divisional or Branch Assembly

- 16.1 An Assembly shall meet once a year, on a date, time and place to be determined by itself, to approve the annual budget, financial reports, assign the auditor;

Provided that the meetings shall be arranged such that the General Assembly will be held after Divisional and Branches Assemblies have been held.

Elections to the New Executive Committee are to be held once every two (2) years;

- 16.2 Meetings of the assembly shall be convened by the Chairperson or in the case of a Divisional or Branch as the case may be, who shall ensure that at least thirty (30) days notice of the meeting together with an Agenda is sent to all members of the assembly in question;

Provided that;

- a) Where the President fails to convene a meeting of the General Assembly, the Secretary General with the concurrence of at least half the number of all Divisional Committee shall convene a meeting of the General Assembly at least thirty (30) days after its due date.
- b) Where a chairperson fails to convene a meeting of a Divisional or Branch assembly, the Secretary General or his/her delegated official with concurrence of at least half the number of all Divisional or Branch committee shall convene the divisional or branch assembly at least thirty (30) days after its due date;

- 16.3 Where an Assembly is convened by the Secretary General under circumstances outlined in this Article a Chairperson shall be elected prior to any business being conducted.

- 16.4 An Assembly may delegate the power to determine the date, time and place of a meeting to its executive body.

16.5

16.6 A simple majority of members of an Assembly shall form a quorum at the meeting of the Assembly and all acts, matters or things authorized or required to be done by an Assembly may be decided by a simple majority vote at a meeting which a quorum is present.

16.7 At all the meetings of an Assembly each member present shall have one vote on each motion/issue before the Assembly and, in the event of equality of votes the person presiding at the meeting shall have a casting vote in addition to a deliberative vote

16.8 When any matter arises this entails the consideration of any professional or technical question an Assembly may consult such as may be qualified to advise thereon

16.9 Voting at a General Assembly:– The Divisional Chairperson shall have the authority to vote.

16.10 At a Divisional Assembly:– The Branch Chairperson shall have power to vote

16.11 At the Branch Assembly (BA) it is the general membership.

16.12 The Secretary General (SG) shall appoint observers at the elections of the Divisional Assembly and Branch Assembly.

## **ARTICLE 17**

### **17. NATIONAL EXECUTIVE COUNCIL (NEC)**

The executive power of the Society shall lie in a Council to be known as the National Executive Council (save for the Secretary General), elected in terms of this Constitution which shall comprise of the following members;

- a) President of the Society;
  - b) Two Vice Presidents;
  - c) The Honorary Treasurer;
  - d) The five (5) elected members by the General Assembly;
  - e) Secretary General (SG) ex officio
  - f) Three (3) additional members with special skills shall be co-opted onto the Executive at the discretion of the Board
- 17.2 Such officers of the Public Services representing Ministries responsible for Health, Defence, and local Government or any other government Ministry as the council may designate shall be entitled to attend meetings of the Council or committee of the Council and to take part in the proceedings of the Council or

committee of the Council as if they were members but shall not vote on any questions imposed to the Council;

17.3 A person shall be elected on to the Executive if:

- i) That person has been a member of the society for longer than two (2) years;
- ii) Has not been convicted of an offence involving dishonesty;
- iii) Is of such mind and capable of providing leadership to the Executive.

## **ARTICLE 18**

### **18 FUNCTIONS OF THE NATIONAL EXECUTIVE COUNCIL (NEC)**

18.1 The operations, funds and property of the Society wherever situate shall subject to this Constitution and general directives of the GA be managed and controlled by the Council which shall ensure that the policies and objectives of the Society are implemented and without limiting the generality of its power it shall have the following specific functions:-

- a) To approve the annual budget of the Society;
- b) To appoint and fix the conditions of service of the Secretary General and of all other employees of the Society;
- c) To establish, define, alter or resolve Divisions and Branches;
- d) To set up committees and commissions for any purpose ;
- e) To deliberate on and validate the decisions and actions of the President or Secretary General taken between meetings;
- f) To select persons to represent the Society at sessions of the GA of the Federation of Red Cross and Red Crescent, Societies International conferences of the Red Cross or to any other meeting, conference or seminar of the Red Cross or other organizations relevant to the Society;
- g) To appoint advisors whether legal or medical or otherwise as it sees fit who may by invitation attend meetings of the Council or its committee but shall not be entitled to vote on any matters of the Council.

18.2 The Council shall discharge its functions in good faith, apolitical and in a manner that best serves the interest of the Society.

## **ARTICLE 19**

### **19 PRESIDENT & VICE PRESIDENT OF THE SOCIETY**

19.1 There shall be a President and two (2) Vice Presidents of the Society elected in terms of this Constitution;

19.2 The President or, in his or her absence, a Vice President shall preside at meetings of the Council:

Provided that if the President and Vice Presidents are all absent from any meeting, the members present may elect one of their members to preside at the meeting.

19.3 In addition to the qualification laid down for members in terms of this Constitution a person shall be qualified for election as President if s/he is;

- a) A subscribing member of the Society for at least Two (2) years;
- b) Has attained the age of thirty Five (35);
- c) Has no criminal record including the criteria as stipulated in 6.1 of their constitution.

## **ARTICLE 20**

### **20. MEETINGS & PROCEDURES OF COUNCIL**

20.1 The Council shall meet at least once in three (3) months and meetings of the Council shall be convened by the President who shall ensure that at least seven(7) days notice of any meeting is given to each member;

20.2 The President may convene a special meeting of the Council at any time and shall do so if at least one third of the members request him/her to in which event the meeting shall be convened for a date not sooner than seven (7) days and not later than thirty (30) days after receipt by the request of the President;

20.3 A simple majority of the members of the Council shall form a quorum at any meeting of the Council and shall act on things authorized or required to be done by the Council may be decided by a majority vote at a meeting at which a quorum is present;

20.4 At all meetings of the Council, each member present shall have one vote on each motions/issues before the Council and in the event of an equality of vote the person presiding the meeting shall cast a vote in addition to a deliberative vote;

20.5 The President may invite one or more persons from a professional calling or organization to attend a meeting of the Council at which relevant matters of a technical or professional nature will be discussed and that person may participate in such discussion at the meeting but not cast a vote;

- 20.6 Subject to this Constitution the Council may make rules for the regulation of its proceedings and businesses and may or vary suspend, or revoke any such rules;
- 20.7 The Council shall cause minutes of all proceedings of and decisions taken at its meetings and those of its committee to be entered in books kept in for the purpose and any minutes which purport to be signed by the person presiding the meeting to which the minutes relate to the chairperson of the committee concerned as the case may be shall be accepted for all the purpose as *prima facie* evidence of the proceedings and decisions taken at the meeting.

## **ARTICLE 21**

### **21. COMMITTEES OF THE COUNCIL**

- 21.1 For the better management and exercise of its functions the Council may in its discretion, appoint from amongst its own members or from other suitably qualified persons such numbers or from other suitably qualified persons such number of committees it considers necessary or desirable for any purpose:-

Provided that;

- a) The vesting or imposition of any function in a committee shall not divest the Council of those functions;
  - b) The Council may review any decision of any such committee in the exercise of those functions;
- 21.2 The meetings of a committee of the Council may be convened at any time by the President or by the Chairperson of the committee concerned.
- 21.3 The procedure of any meeting of a committee of the Council shall be fixed by the Council.
- 21.4 On the establishment of a committee of the council:-
- a) Shall appoint to that committee at least one member of the Council who shall be chairperson of the committee;
  - b) May appoint to that committee on such terms and conditions as the Council may fix persons who are not members of the Council.

## **ARTICLE 22**

### **22. TRANSACTIONS OF BUSINESS OF AN URGENT NATURE**

If it is not practicable to hold a meeting of the Council for the transaction of business of an urgent nature the President after consulting such of the other members as are available in the circumstances may deal with the business himself

or herself and as soon as practicable there after shall give to the Council full particulars of the nature and extent of the urgency of the business, the circumstances in which the urgency arose and the action taken by him/her in the matter

## **ARTICLE 23**

### **23. SECRETARY GENERAL & OTHER STAFF OF THE SOCIETY**

23.1 The Council shall appoint a SG and such other members of staff as it consider necessary and the SG shall be the chief executive of the Society and shall be responsible for;

- a) The proper administration of the Society;
- b) Managing the operation and property of the Society;
- c) Supervising and controlling the activities of the employees of the Society in the course of their employment;
- d) Appointment of junior staff members.

23.2 For the purpose of subsection 1 the SG shall in addition to any other duties that may be assigned to him/her by the Council;

- a) Provide secretarial services to the GA, Council, committee or commissions;
- b) Direct, supervise, appraise, develop and report on the work and conduct of all Society employees and take appropriate measures to ensure efficiency and discipline among all Society employees;
- c) Recommend to the Council measures necessary to safeguard the finance and assets of the Society and may to that end introduce, implement and monitor adequate control systems;
- d) Take such steps as considered necessary for the purpose of giving effect to any resolution or any decision or directive of the GA or the Council;
- e) Account to the Council or any of its committees for the performance of any tasks entrusted through him/her to the employees of the society;
- f) On the instruction of the President of the Society or the chairperson of any of committee, convene meetings of the Assembly, Council or the committee as the case may be;
- g) Generally be responsible for the effectiveness and efficiency of the Society and coordinate where necessary, integration of its activities.

23.3 Any assignment or functions in terms of subsection 2;

- a) May be made either generally or specially and subject to such restriction, reservations and exceptions as the Council may determine;
  - b) May be revoked by the Council at any time;
  - c) Shall not preclude the exercise of the functions by the Council itself.
- 23.4 The person referred to in subsection 1 shall be appointed on such terms and conditions of services as the Council may fix;
- 23.5 The Secretary General shall have the right to attend meetings of an Assembly , Council or committee of the Council and take part in the proceedings of the meeting as if s/he were member but shall not have a vote on any motion/issue before the Assembly , Council or committee;
- 23.6 The SG may delegate to any other employee of the Society any function conferred or imposed upon him/her in terms of the constitution and the employee shall exercise the powers or carry out the duties in accordance with such directions as the SG may give him/her.

## **ARTICLE 24**

### **24. DIVISIONAL COMMITTEE & OFFICERS**

- 24.1 There shall be a divisional committee for every Division which shall be a committee of the Council responsible for managing the affairs of the Society at divisional level;
- 24.2 There shall be a Chairperson, Vice-Chair, Treasurer, Secretary, Vice Secretary and other members of Divisional Committee all of whom shall be elected at a meeting of Divisional Assembly and shall serve for a period of two (2) years and shall be eligible for re-election for not more than two (2) consecutive terms;

The functions shall be as follows:

Chairperson

Vice chairperson

Treasurer

Secretary

Vice Secretary

- 24.3 The divisional committee shall supervise and coordinate the work of the Society in the division and perform such other functions as may be delegated to it by the Council;
- 24.4 The composition of a Divisional Committee shall be determined by the Council in regulations made by the Council;

- 24.5 For the better exercise of the Committee's function;
- a) There shall be a Sub-committee on Administration consisting of the Chairperson, Treasurer and such persons as the Council may decide and which shall exercise such functions of administration as may be delegated to it by the Council or Divisional Committee; and
  - b) The Committee may establish any other sub-committee that it considers necessary or desirable and may vest in any subcommittee so established such of the Committee's functions as the Committee thinks fit.
- 24.6 Article 20 & 21 shall apply after effecting the necessary changes to the meetings and procedure of a Divisional Committee or sub committee respectively as the context requires
- 24.7 To assist the Committee in the execution of its work in the division, the Council shall appoint a member of staff who shall be the principal officer in a division and the officer shall perform such functions of the SG in the division as may be delegated to him/her in accordance with such directions as the SG may give the officer.

## **ARTICLE 25**

### **25. BRANCH COMMITTEE AND OFFICERS**

- 25.1 There shall be a Branch Committee which shall be responsible for managing the affairs of the Society in a branch.
- 25.2 There shall be a Chairperson, Vice Chairperson, Treasurer, Secretary, Vice Secretary and other members of a Branch Committee all of whom shall be elected at a meeting of the branch Assembly and shall serve for a period of two (2) years and shall be eligible for re-election for not more that two (2) consecutive terms.
- 25.3 The Branch Committee shall supervise and coordinate the work of the Society in the Branch and perform such other functions as may be delegated to it by the Council;
- 25.4 There shall be a subcommittee on Administration consisting of the Chairperson, Treasurer and other members as the Council may determine
- 25.5 The composition, meetings and procedure of a district committee or sub committee shall be determined by the Council in regulations made by the Council

## **ARTICLE 26**

### **26. FUNDS OF THE SOCIETY**

- 26.1 The funds of the Society shall consist of
- a) Subscription from members;

- b) Money raised from fund raising activities;
- c) Any donations that may accrue to it from whatever source;
- d) Any other monies to which the Society may become entitled whether by way of loans or otherwise.
- e) Each Division shall pay an amount fixed by the National Executive Council (NEC) as a subscription and shall thereafter be entitled to vote at the AGM. This sum shall be paid at least two (2) weeks prior to the Annual General Meeting (AGM);
- f) Each Branch shall in turn pay to the Divisional Assembly an amount fixed by the National Executive Council (NEC) as a subscription and shall thereafter be entitled to vote at the AGM. This sum shall be paid at least two (2) weeks prior to the Annual General Meeting (AGM).

## **ARTICLE 27**

### **27. ANNUAL PROGRAMMES & BUDGET OF THE SOCIETY**

- 27.1 On or before such date before the beginning of every financial year as the Council may direct the SG shall prepare and submit to the Council for its approval:-
- a) A program of the projects and activities which the Society intends to undertake during that financial year;
  - b) A budget showing the expenditure which the Society proposes to incur in respect of that financial year;
- 27.2 During any financial year the SG may submit to the Council for its approval a supplementary budget relating to expenditure which:-
- a) Was not, for good reason, provided for in the annual budget; or
  - b) Was inadequately provided for in the annual budget due to unforeseen circumstances.
- 27.3 A supplementary budget approved by the Council with such additional information in regard the annual budget of the Society for the financial year to which it relates;
- 27.4 The SG shall furnish the Council with such additional information in regard to any budget submitted to it as the Council may require;
- 27.5 In approving any budget under this section the Council may impose such terms and conditions as it considers necessary or desirable;
- 27.6 With the approval of the Council the SG may vary a budget approved under this section:-

Provided that no variation may be made which has the effect of increasing the total amount of expenditure provided for in the budget;

- 27.7 Before preparing any budget in terms of this section the SG shall consult and take into account the input from the Divisions and Branches and the budget shall be circulated to the divisions for comment before finalization.

## **ARTICLE 28**

### **28. FINANCIAL YEAR OF THE SOCIETY**

The financial year of the Society shall be the period of twelve (12) months ending on 31<sup>st</sup> March each year.

## **ARTICLE 29**

### **29. AUDIT OF SOCIETY'S ACCOUNTS**

- 29.1 The GA shall appoint as auditors one or more person who are registered as public auditors under the laws of Botswana;
- 29.2 The accounts kept by the Council shall be examined by the auditors appointed in terms of sub-section 1;
- 29.3 The auditors shall make a report to the Council and to the GA on the statement of accounts and in their report shall state whether or not in their opinion the statement of the accounts gives a true and fair view of the Society's financial affairs;
- 29.4 In addition to the report referred to subsection 3 the Council may obtain from the auditors such other reports, statements or explanation in connection with the society's activities, funds and property as it may consider expedient;
- 29.5 If in the opinion of the auditor;-
- a) they have obtained information or explanation they require;
  - b) any accounts or records relating to any account have not been properly kept.

The auditors shall include in their report a statement to that effect.

## **ARTICLE 30**

### **30. POWERS OF AUDITORS**

An auditor shall be entitled at all reasonable times be required to be produced to him/her all accounts and other records relating to such accounts which are kept by the Society or its agent and require from any member of the Council or employee or agent of the Society such information and explanation as in auditor's opinion are necessary for the purpose of the audit.

## **ARTICLE 31**

### **31. INTERNAL AUDIT**

The Council shall put in place such mechanisms for the internal audit of the affairs of the Society at Divisional and Branch level of the Society as it deems fit.

## **ARTICLE 32**

### **32. INVESTMENT AND HANDLING OF FUNDS**

- 32.1 Funds not immediately required by the Society may be invested in such manner as the Council on the advice of the SG and Honorary Treasurer may approve.
- 32.2 The Honorary Treasurer with the approval of the Council shall prepare guidelines and instructions for handling accounts and investment of money that is held at Divisional or Branch level.

## **ARTICLE 33**

### **33. HONORARY TREASURER**

- 33.1 The Honorary Treasurer shall be chosen for his/her knowledge or experience in financial field.
- 33.2 The Honorary Treasurer should be a member of any financial committee of the Council and he/she shall ensure proper accounts or financial records are kept and that the budgets are prepared and accounts kept at all of the Society and s/he shall generally advice on financial matters.
- 33.3 The Honorary Treasurer shall perform the functions that are specifically assigned to him/her in terms of the constitution in addition to any other function as may be assigned to him by the Council.

## **ARTICLE 34**

### **34. PATRON**

- 34.1 The Council may invite any eminent or distinguished citizen of the country who supports the aims and objectives of the Society to become its patron to be appointed for a period of two (2) years receivable at the discretion of the Society;
- 34.2 The patron shall be a leading Botswana personality known for his/her integrity and impartiality whose name will add value respect and support to the Society's standing and services in the country;
- 34.3 The patron's role is to be a final point of reference in case of a conflict of interest of deadlock in the running of the Society and to activities and performance in the country;
- 34.4 The general Assembly shall nominate the patron following his/her prior agreement to accept the position.

## **ARTICLE 35**

### **35. AWARDS**

- 35.1 The Society may grant annual awards to any member whom it regards as having performed dedicated service during the year. The Council shall lay down guidelines and criteria for awards.
- 35.2 Awards may be granted at any level of the Society.

## **ARTICLE 36**

### **36. REGULATIONS**

The Council may make regulations prescribing anything which in terms of this Constitution is to be done by regulation or which in the opinion of Council is necessary for the good management and conduct of the operation undertaking activities and property of the Society and for any other matter as may be necessary or convenient for carrying out or giving effect to this Constitution. Board members must conduct themselves and act in accordance with prevailing standards of Corporate Government.

## **ARTICLE 37**

### **37. AMENDMENTS OF THE CONSTITUTION**

- 37.1 The Constitution may only be amended by the GA and the notice of a meeting which amendments shall contain the specific amendment proposed and the said notice shall be circulated to delegates attending the GA at least four (4) weeks before its meeting convenes.

- 37.2 Proposed amendments may be submitted to the joint ICRC/Federation Commission for National Society statutes before the amendments are adopted by the GA.
- 37.3 An amendment shall require a two thirds majority of the votes of members present and voting.

## **ARTICLE 38**

### **38. DISSOLUTION**

The Society may only be dissolved by Act of Parliament. The Society may recommend dissolution by a decision of the GA by a two-third majority of the votes of members present and voting called specifically for the purpose of dissolving the Society.

## **ARTICLE 39**

### **39. INTERNATIONAL RELATIONS**

The Society accepts the rights and duties of a National Red Cross or Red Crescent Society as defined in the Constitution of the Federation of Red Cross and Red Crescent Societies and in the statutes of the International Committee of Red Cross. In accordance with the foregoing it shall maintain relation with other societies and the international Red Cross/Red Crescent bodies and to the extent of its available resources participate in international and regional activities.

## **ARTICLE 40**

### **40. PROCEDURES FOR ELECTION OF DIVISIONAL & NATIONAL OFFICE BEARERS**

- 40.1 The SG shall be the returning officer for the purposes of conducting elections in terms of this Constitution and any member of staff assisting him/her shall execute his/her functions impartially and without favour. The procedure in electing officials shall also apply for the election of branch secretary;
- 40.2 At least eight (8) weeks before the GA or Divisional Assembly as the case may be at which elections are to be conducted, the SG shall ensure that nomination forms are distributed to all Divisional and Branch committee and shall invite nominations for the available posts;
- 40.3 The Divisional Committees shall hold meetings at which candidates will be nominated by simple majority. The Divisional Chairperson and the Divisional Secretary who shall perform a similar role as the Secretary General in the Council shall forward the nominations duly certified in a sealed envelope to the Secretary General not later than four (4) weeks before the GA;
- 40.4 The SG shall open the sealed envelopes containing nominations at a meeting of the Council which shall be convened at least 4 weeks before the GA. The SG shall

compile a list of all the candidates in alphabetical order. All Divisional Committees shall receive copies of the list of candidates at least one week before the GA meeting;

- 40.5 Elections shall be by the majority votes shall be declared elected. In the event of a vote not producing a clear winner a second vote shall take place. In the event a second vote still not producing a winner the President or Chairperson should cast a vote provided he/she is not the contender for that post. Every Division /Branch shall have two (2) votes only;
- 40.6 Elections shall be by simple majority and by secret ballot. A candidate who is not elected to the post for which he/she was nominated shall be eligible for election to any other post. Proxy votes shall be permissible.
- 40.7 Nomination forms shall be as set out in the Second Schedule to this Constitution.

## **ARTICLE 41**

### **41. COMMENCEMENT, REPEAL AND SAVINGS**

- 41.1 The Constitution shall come into effect on the date that is adopted by a meeting of the GA (hereinafter called the “effective date”)
- 41.2 On the coming into operation of this Constitution, the Constitution which was in place before the effective date (hereinafter called “the effective date”).
- 41.3 Notwithstanding the repeal of the old Constitution any executive members elected or appointed, contract of service entered into regulation or rule made document issued, record kept or other things done in terms of that Constitution which immediately before the effective date was subsisting or was of force and effect or was capable of acquiring force and effect shall continue to subsist or be of force and effect as the case may be acquire force and effect and shall be treated as having been made elected, appointed, entered into issued kept or done under the corresponding provisions of this Constitution

## **FIRST SCHEDULE (ARTICLE 5)**

1. Within the limits laid down by its objects the Society may;-
  - a) Purchase or otherwise acquire any property movable or immovable and take accept and hold any property which may become vested in the Society by virtue of purchase, exchange, donation, grant, lease, testamentary disposition or otherwise;
  - b) Sell, exchange, lease, donate, dispose of, transfer, deliver, charge, mortgage, develop, turn to account or otherwise encumber or deal with any of the assets of the society;
  - c) Establish and administer any charitable or benevolent fund or trust and contribute to any such funds
  - d) Borrow or raise money in such manner and on such terms and conditions as the Society thinks fit;
  - e) Draw, make, accept, endorse, execute and issue promissory notes, bills of exchange cheques and other negotiable or transferable instruments other than share warrants and operate a bank account with any bank;
  - f) Invest, realize and reinvest and deal with monies of the Society not immediately required by the Society in such manner as may be determined;
  - g) To provide benefits for its employees and their dependents on the employee's retirement, resignation, discharge or other termination of service or in the event of their sickness or injury and for that purpose to effect policies of insurance, establish pension or provident funds or make such other provision as may be necessary to secure for its employees and dependents any or all of the benefits referred to in this paragraph;
  - h) To do anything for the purpose of improving the skill, knowledge or usefulness of its employees and in that connection to provide or assist other persons in providing facilities for training, education and research ;
  - i) Generally to do anything that is calculated to facilitate or is incident or conducive to the performance of the Society's objects under this Constitution.
2. All things which may be done in the name of or on behalf of the Society may be entered into or executed on the Society's behalf by any person generally or specially authorized by the Council for that purpose.



**SECOND SCHEDULE (ARTICLE 40 OF THE CONSTITUTION)  
OF BOTSWANA RED CROSS**

1. Full names of the candidate \_\_\_\_\_  
\_\_\_\_\_
2. Post to which nominated \_\_\_\_\_  
\_\_\_\_\_
3. Academic and professional qualification s \_\_\_\_\_  
\_\_\_\_\_
4. Post, if any held in the Society and duration \_\_\_\_\_  
\_\_\_\_\_
5. Name of division branch nominating \_\_\_\_\_  
\_\_\_\_\_
6. Certified that the above candidate was adopted at a meeting of the provincial/district committee held on the \_\_\_\_\_ day of