

# **GOVERNANCE MANUAL**

## **RedR International**

### **2007**

#### **RedR Vision**

A world in which sufficient competent and committed personnel are available and responding to humanitarian needs.

#### **RedR Mission**

To relieve suffering caused by disasters by selecting, training and providing competent and committed personnel to humanitarian programmes world-wide.

#### **RedR International Mission**

To develop a cohesive and effective international movement for implementing the Vision and Mission of RedR through cooperation between Accredited RedR Organisations

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FOR APPROVAL BY THE GA  
Date:

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## 1 INTRODUCTION

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This document is a manual which relates to the association called RedR International, hereinafter called The Association. It brings together and replaces all previous Operating Principles, Statutes, Fundamental Principles and Accreditation Procedure. It does not replace the Constitution but augments it. It will be reviewed regularly by the General Assembly.

Accredited RedR Organisations are required to abide by the Fundamental Principles of The Association as incorporated into this Governance Manual.

The governance of the Association is covered and interpreted by:

- Swiss law
- The Association's Constitution
- The Governance Manual, incorporating the Fundamental Principles.

## 2 DEFINITIONS

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**Accredited RedR Organisations:** --- are regional or national entities that have satisfied the criteria for accreditation.

**Board:** --- the governing body of an Accredited RedR Organisation.

**Constitution:** --- the legal basis for The Association.

**Chair:** --- the Chair of General Assembly.

**Director:** --- the appointed person or CEO responsible for the operation of an Accredited RedR Organisation.

**Emerging RedR Organisations:** --- are groups of people who support the Vision and Mission of RedR, are in the process of forming an independent regional or national RedR organisation and who are working to become accredited.

**General Assembly (GA):** --- the governing council of The Association, comprising two Members elected by or chosen from the governing bodies of Accredited RedR Organisations plus co-opted Members.

**General Assembly Senior Officers:** --- the Chair, the Secretary and the Treasurer of the General Assembly.

**International Director:** --- the appointed officer responsible for the implementation of GA strategy and decisions.

**Fundamental Principles:** --- the principles by which The Association operates.

**Member:** --- a person elected or chosen by an Accredited RedR Organisation to represent that Accredited RedR Organisation on the General Assembly or a person co-opted to the General Assembly.

**Mission Statement:** --- explains what we plan to do to achieve our vision.

**RedR:** --- a confederation of Accredited RedR Organisations who share a common Vision and Mission.

**RedR International<sup>1</sup>:** --- an Association established to contribute towards the achievement of RedR's Vision and Mission. Its role is to ensure that RedR develops as a cohesive and effective international movement. It has a Constitution and is governed by the General Assembly.

**Sponsoring Body:** --- an appropriate professional engineering organisation, government instrumentality or relevant NGO which can provide a reference for a national or regional group expressing interest in moving to Emerging RedR Organisational status.

**Stakeholders:** --- those who have a stake or an interest in the success of The Association.

**Strategic Plan:** --- the document which sets out the broad medium to long-term plan of The Association.

**Vision Statement:** --- describes what we would like the world to look like in the reasonably distant future, beyond our strategic planning horizon.

### **3 FUNDAMENTAL PRINCIPLES AND VALUES**

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The Association and its members hold to the following Fundamental Principles and Values:-

#### **Respect**

The Association respects the inherent dignity of each individual.

#### **Impartiality**

The Association makes no discrimination as to nationality, race, religious belief, gender, class or political opinions.

#### **Neutrality**

The Association does not take sides in hostilities or engage at any time in controversies of a political, racial, religious or ideological nature.

#### **Independence**

The Association acts independently of national, international and corporate influences.

#### **Autonomy**

The Association respects the autonomy of each Accredited RedR Organisation.

#### **Voluntary Service**

The Association is not motivated or prompted by desire for gain.

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<sup>1</sup> In developing the governance manual we have assumed that there may be a requirement to review and change the constitution.

## **Unity**

While acknowledging diversity, The Association promotes unity of purpose between Accredited RedR Organisations.

## **4 VISION AND MISSION STATEMENTS FOR REDR**

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### **The common Vision of RedR and of The Association is:-**

*A world in which sufficient competent and committed personnel are available and responding to humanitarian needs.*

### **The Mission of RedR is:-**

*To relieve suffering caused by disasters by selecting, training and providing competent and committed personnel to humanitarian programmes world-wide.*

NB. It is acceptable for an Accredited RedR Organisation to have some change in wording which nuances its local style of operation as long as it still embraces and does not conflict with this Mission statement.

## **5 MISSION STATEMENT FOR THE ASSOCIATION**

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### **The Mission of The Association is:-**

*To develop a cohesive and effective international movement for implementing the Vision and Mission of RedR through cooperation between Accredited RedR Organisations.*

The Association will ensure regular review and engagement with the above.

## **6 KEY AIMS OF THE ASSOCIATION**

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The key aims of The Association are to:

- act as guardian of the RedR Vision and Mission
- provide a forum for futures planning and engagement with strategic issues of relevance to RedR
- establish and maintain standards which underpin the services provided by all RedR entities
- accredit new RedR organisations
- facilitate international strategic networks that harness the collective capabilities of the Accredited RedR Organisations
- develop and maintain effective communication between RedR entities
- promote sharing of best practice between Accredited RedR Organisations
- facilitate opportunities for collaboration between Accredited RedR Organisations and other stakeholders
- manage a process for de-registration of Accredited RedR Organisations.

## **7 CHARACTERISTICS OF THE ASSOCIATION**

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RedR International is an association which:-

- sets standards
- is based on a set of principles
- is professional and effective
- makes decisions on the principle of subsidiarity
- is enabling
- is mutually beneficial, supporting and respectful
- thinks and acts strategically
- is innovative, dynamic and creative
- is affirming
- is collaborative
- is facilitative
- is responsive
- is communicative and interactive
- has a framework which defines 'freedom and boundaries'.

## **8 THE ORGANISATIONAL STRUCTURE OF THE ASSOCIATION**

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The Association recognises that its Mission and Aims encompass both strategic and operational imperatives that rely on the development of strong relationships throughout the confederation. The Mission and Aims will only be achieved if the organisation has the following capacity:

- a strategic decision making entity and network
- a peer tactical/operational network
- a facilitative and enabling capability.

The capacity is covered within The Association by the General Assembly, the Directors' Network and the International Director roles.

## **9 THE GENERAL ASSEMBLY (GA)**

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The General Assembly is the supreme authority of The Association. The GA brings together both the Members representing Accredited RedR Organisations and the Co-opted Members.

The General Assembly meets at least every 15 to 18 months. Concurrently with the General Assembly there is a meeting of the Directors' Network and agreed Futures and Strategic Planning activities.

### **9.1 Authority and Responsibilities**

The GA is responsible as a body for the governance of The Association. It takes its legal authority from the Constitution of The Association and other legal requirements relating to Swiss Law.

It takes its strategic and policy making authority from the boards of Accredited RedR Organisations acting through the Members.

## **9.2 The General Assembly has the authority:**

### *With respect to The Association's organisational and legal obligations*

- to adopt and modify the Constitution
- to approve the transfer of The Association's headquarters
- to establish and review the Governance Manual of The Association
- to establish standing orders or rules for The Association
- to appoint Co-opted Members
- to appoint the Chair, the Secretary and the Treasurer of The Association
- to establish special committees and set such special committees' terms of reference, duration and membership
- to appoint and agree the terms for the auditor(s)
- to negotiate the annual levy to be paid to The Association by each Accredited RedR Organisation
- to set the annual budget and other financial plans
- to approve the annual accounts and the Auditor's report
- to receive the International Director's reports to the General Assembly
- to ensure resources are available to meet the strategy and operation of The Association
- to ensure that The Association is run smoothly
- to ensure that regulatory and legal requirements of The Association are complied with.
- to decide on the dissolution of The Association

### *With respect to Planning*

- to develop, approve and monitor The Association's Strategic Plan
- to approve and monitor the International Director's Operational Plan.

### *With respect to Standards*

- to establish, review and maintain the procedure for the accreditation of regional and national RedR Organisations
- to accredit regional and national RedR groups fulfilling the criteria listed in Section 14
- to receive Annual Reports for Accredited RedR Organisations detailing their training, recruitment and assignment, and any other membership services
- to remove accreditation of defaulting Accredited RedR Organisations.

### *With respect to the Directors Network*

- to receive the annual report of the Directors Network.

### *With respect to the International Director role*

- to appoint and agree the remuneration, contract and conditions of employment of the International Director and any other executive staff if appointed.

## **9.3 The General Assembly must obtain ratification from a consensus of Accredited RedR Organisations for decisions:**

- to modify the Constitution
- to modify the Vision and Mission statements
- to fix the annual levy to be paid to The Association by each Accredited RedR Organisation

- to modify the Accreditation Procedure for Emerging RedR Organisation
- to deal with all other resolutions not included in the mandated duties
- to decide on the dissolution of The Association.

#### **9.4 Membership of GA**

The Association has as its Members:

- Members appointed by Accredited RedR Organisations
- Co-opted Members appointed by the General Assembly who will hold office until the next GA and may vote at meetings.

Each Accredited RedR Organisation shall appoint two Members for a period of at least one year.

One of these Elected Members will normally be the Chair of the Accredited RedR Organisation.

If an Elected Member either resigns, or dies or is dismissed, the Accredited RedR Organisation which appointed him/her may immediately appoint a new Member for a period of at least one year.

The total number of Co-opted Members may not exceed one half of the total number of Members appointed by Accredited RedR Organisations.

No Member may remain a Member for a period exceeding five years except with the unanimous support of the GA.

No past Member may become a Member again within one year of ceasing to be a member.

The Directors of the Accredited RedR Organisations may attend General Assembly meetings.

The GA may, at its discretion, appoint or co-opt anyone to fill a vacancy in the GA.

The International Director attends the General Assembly but is not a voting Member.

The individual voting Member will not:

- cause or allow the GA to act outside its authority and limits of authority
- enter into any legal or financial agreement on behalf of The Association unless there is written authority from the GA.

The responsibility of each voting Member is to:

- be familiar with the governing documents of The Association
- fulfil the legal responsibilities of Membership
- read reports and materials provided for the GA
- attend meetings adequately
- conduct themselves in a manner that reflects The Association's values
- participate in the governance process of the GA and share the responsibilities in an equal manner
- identify and use any specific skills, knowledge or experience to assist the GA
- provide advice and guidance on new initiatives, or other issues in which the Member has special expertise
- support the positions and decisions of the GA when dealing with the Board of their respective Accredited RedR Organisation, all stakeholders and the public
- immediately declare any conflict of interest to the GA and avoid discussions and voting on the matter.

The GA has the power to censure and, if necessary, remove from office Members of the GA. The decision to do so will be subject to a simple majority vote provided that all Members are fully informed of the reasons for the motion to censure or remove at least 14 days prior to the meeting. The Member shall be invited to attend. Any three Members may request a vote at any time stating the grounds on which the request has been made.

### **9.5 The process of electing Co-opted Members**

The request for electing a Co-opted Member to the GA may occur as a result of:

- a formal request from an Accredited RedR Organisation
- a discussion within the GA regarding the need to co-opt specific skills or expertise to enhance the capability of the Association.

Acceptance of a proposed co-opted Member will be by majority vote of the GA provided that all Members are provided with details of the individual proposed at least 14 days prior to the virtual or face to face GA meeting.

### **9.6 General Assembly Senior Officers**

The General Assembly Senior Officers will comprise the Chair, Secretary and Treasurer. They will be responsible for the following:

- the process for recruiting and selecting the International Director
- the management and support of the International Director
- the management and support of RedR International where appropriate.

### **9.7 The process of electing the Chair, Treasurer and Secretary**

The process for electing the Chair, Treasurer and Secretary is as follows:

- new and sitting Members of the GA will indicate their interest in one or more of the positions at least 28 days prior to the GA meeting by providing a short resume and statement of interest to the International Director for inclusion in the Agenda papers
- the GA Members will elect a Member who is not running for office to Chair the GA during the election process
- election shall be by a simple majority of Members
- the Members standing for election will abstain from voting.

### **9.8 The role and responsibilities of the Chair**

The Chair is elected at the first meeting beyond a calendar year by and receives authority from the GA to provide leadership in the process of governance.

The responsibilities of the Chair are:-

- to ensure the development of The Association's Strategic Plan
- to lead the process of decision-making in an objective and impartial manner
- to encourage full and equal participation
- to summarise contributions impartially
- to make sure that no GA member dominates the discussion, behaves inappropriately or contrary to The Association's values
- to ensure the GA is fully informed and able to take decisions
- to achieve a consensus of the GA on all decisions

- to monitor the implementation of GA decisions and policies
- to sign accounts, minutes and other reports and contracts on behalf of the GA
- to lead the process of ensuring the GA meets its responsibilities and accountabilities
- to work with the ID to prepare and then approve agendas
- to call GA meetings
- to chair all GA meetings and ensure that all decisions are documented accurately in the minutes, policies and other documents
- to represent and promote The Association
- to manage and support the International Director.

The Chair expects the ID to provide timely reports and information.

The Chair expects Members to co-operate and respect the role of the Chair in ensuring the smooth conduct of GA business.

### **9.9 The role and responsibilities of the Secretary**

The Secretary is elected at the first GA meeting beyond a calendar year by and receives authority from the GA.

The responsibilities are:-

- to record the actions and decisions of the GA in the official Minutes
- to ensure that all decisions are documented accurately in minutes, policies and other documents
- to ensure that documents related to GA meetings are circulated no less than 14 days before a meeting
- to ensure that minutes and changes in policies are disseminated, maintained and accessible
- to hold safe a hard copy of signed minutes
- to sign contracts and financial instruments on behalf and as instructed by the GA.

The Secretary may not record any action not authorised by the GA.

The Secretary will expect that the ID will, in cooperation with the Chair, prepare and disseminate the agenda, minutes and policy changes.

### **9.10 The role and responsibilities of the Treasurer**

The Treasurer is elected at the first meeting beyond a calendar year by and receives authority from the GA.

The responsibilities include ensuring that adequate, timely, clear and relevant financial information is made available to the GA. The Treasurer will work with the ID to:-

- review and present the budget to the GA
- monitor income, expenditure and financial reserves
- compare performance against agreed financial targets
- monitor compliance with legal requirements
- check and endorses financial documents as prepared by the ID
- monitor the IDs time sheets

- ensure that the ID's remuneration and other The Association expenditure is paid in a timely manner.

The Treasurer will expect that the ID will present payment vouchers and financial data 14 days before action is required.

### **9.11 General Assembly Meetings**

A meeting of the General Assembly will be held at least every 15 to 18 months. All Members are expected to participate, either being present in person or by an appropriate means of communication such as a telephonic conference call.

At the first meeting beyond a calendar year all the participating Members will elect from among themselves, a Chair, a Secretary, and a Treasurer<sup>2</sup>.

Representatives of Emerging RedR Organisations will be invited to attend the meeting as non voting members.

**The process for calling a GA** shall be:-

- the Chair will advise all Members and the Directors at least **28 days** before the meeting
- items to be raised at a meeting of the GA shall be submitted in electronic form to the ID at least **21 days** before the meeting (Items not appearing on an agenda will be discussed only at the discretion of the Chair.)
- agendas and papers will be circulated by the ID **14 days** before the meeting.

**Outside of a GA**, a meeting resolution may be proposed and passed, providing:

- a proposal paper is circulated to all Members and Directors
- comments on the proposal paper are circulated to all Members and Directors
- a resolution is circulated to all Members and Directors and acknowledged by the
- members shall circulate their vote to all Members and Directors
- the resolution is adopted if a majority of voting Members agree. In the case of a split vote the Chair shall cast the deciding vote
- the resolution shall be minuted for the next meeting of the General Assembly.

### **9.12 Quorum**

The quorum for a GA shall be a representation by more than one half of the Accredited RedR Organisations.

### **9.13 Conduct of Meetings**

Agenda items not included in the Agenda will not usually be discussed without the agreement of the GA. If that agreement is achieved, proceedings will stop to allow Members to read pertinent papers.

The Chair shall ensure that any agreed and clear resolution and action is recorded in the minutes.

Where no clear resolution can be reached, the Chair will seek authority of the GA to end the discussion and clarify what further action is to be taken and who should be responsible.

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<sup>2</sup> If other office holders are needed they will need to be added.

### **9.14 Decisions and Voting**

All decisions of the General Assembly will be taken on the basis of a simple majority of the voting Members participating.

All Members have an equal vote in the General Assembly.

Voting by proxy is permitted<sup>3</sup> if agreed in advance by a majority of voting Members.

In case of a split vote, the Chair will cast a deciding vote.

### **9.15 Minutes**

Minutes of GA meetings and all decisions taken by the GA will be recorded and held by the Secretary.

They shall include:-

- all appointments of officers by the GA
- the names of the GA members present at each of its meetings
- all resolutions and proceedings.

The draft minutes shall be circulated to all GA Members and attendees no later than 1 month after the meeting.

The draft minutes of each meeting will be considered, corrected and approved as an accurate record by the subsequent GA and signed by the Chair.

The signed minutes are the only official record of GA decisions.

### **9.16 Observers**

Members may invite, subject to approval of a majority of GA members, any person to attend its meetings as a guest observer, presenter, participant or facilitator.

Permission to speak or participate in discussion shall be the prerogative of the Chair.

## **10 THE DIRECTORS NETWORK**

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### **10.1 Composition**

The Directors Network consists of the Directors of each Accredited RedR Organisation, the ID and a representative from each Emerging RedR Organisation which is on a defined path towards accreditation.

The Association's Chair has an observer position on the Directors Network and participates as an adviser.

### **10.2 Role**

The role of the Directors Network is to achieve an effective mechanism of communications and collaboration for cooperation and joint working between Accredited RedR Organisations. The Directors Network will develop this strategy leading to setting goals with respect to, but not confined to:

- sharing training systems, modules, materials, e-learning techniques, etc

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<sup>3</sup> This will need correction in the constitution.

- exploring opportunities for joint working
- identifying individual capacity, strengths and weaknesses
- exploring database issues
- developing capacity to support Emerging RedR Organisations and each other
- representation on policy forums
- sharing experiences, trends and opportunities.

### **10.3 Reporting**

The Directors Network will provide an Annual Report to the GA. It is assumed that each Accredited RedR Organisation will keep itself informed.

### **10.4 Meetings**

The Directors Network meets informally through one-on-one conversations and visits as determined by the individual Directors and through formal meetings approximately every six months.

One formal meeting can be via teleconference and the other in conjunction with the GA. The ID prepares and circulates the agenda 14 days in advance and reports to the GA and raises with the Chair any issues that may require a GA decision. These can be dealt with by the GA under Any Other Business (AOB).

The International Director chairs the Director's Network Meetings.

## **11 THE INTERNATIONAL DIRECTOR**

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### **11.1 Role**

The role of the International Director (ID) is to provide operational implementation of the strategies and policies decided by the GA and to support the Directors Network.

The GA will appoint the ID following a fair and open recruitment process and will also decide contract, terms of appointment and remuneration. The GA will provide resources to assist the ID in his or her role.

The ID will report to the Chair.

The General Assembly Senior Officers will be responsible for the recruitment process, management and support of the ID.

### **11.2 Authority**

The ID is an employee of The Association, appointed by the GA and functions with authority from the GA. The GA authorises the ID to provide the effective management of The Association in order that The Association may successfully realise its mission. This could include staff as required.

With the exception of such items as may be specifically reserved by the GA the ID is authorised to expend resources included in the annual operation plans in accordance with the budget for the achievement of the programme.

### 11.3 Limitations of Authority

The ID operates within the parameters of the GA's strategic plan and may not:-

- act in a way that is inconsistent with the values of The Association
- cause or allow breaking of the laws that apply to The Association
- set his/her salary or remuneration package
- treat staff in a way that diverges from or is inconsistent with The Association's governance policies and values
- cause or allow The Association to be put at risk financially or cause the elected members of the GA to be in violation of their responsibilities
- breach agreed budgetary provisions
- plan operational expenditure of more funds than are reasonably projected to be received in that year or subsequent years without the expressed agreement of the GA
- present plans that contain too little detail to enable the preparation of reasonably accurate projections of income and expenditure, cash flow and audit requirements
- present plans that do not contain a contingency plan
- present plans that do not include the replacement of depreciating capital assets
- spend funds on operations not included in the strategic plan
- fail to notify the GA in a timely manner of any financial event which could affect the financial security of The Association
- enter into a loan or overdraft agreement on behalf of The Association
- jeopardise the financial integrity of The Association or cause the GA to be in violation of their responsibilities for prudent and ethical planning and conduct of operations
- deviate from the GA's stated priorities in its allocation of resources
- reduce reserves below a level to meet The Association's liabilities
- risk losses beyond those necessary in the normal course of operating The Association's mission
- fail to provide a prudent level of property and appropriate insurance
- fail to take all reasonable steps to minimise fraud, losses and liability claims
- allow abuse, misuse, damage to or theft of assets
- allow the disposal of assets at less than market value
- sell or dispose of assets which have a value in excess of CHF *X,000* (as determined from time to time by the General Assembly Senior Officers)
- allow any unnecessary delay in responding to staff concerns
- permit staff or applicants to be treated in a manner which is unfair, unjust or unethical, including unfair discrimination of any kind
- impose unreasonable work expectations on any member of staff that have not been agreed and confirmed in writing.

### 11.4 Responsibilities

The ID has responsibility to manage the operations of The Association in a manner that allows The Association to realise its strategic goals. The ID will:

#### With respect to The Association's organisational and legal obligations

- support the GA by providing information it needs for its governance responsibilities, including strategic options, policy formulation, financial implications of its strategy, as well as information for monitoring performance and measuring strategic results and any changes in legislation which may affect the financial position of The Association

- ensure that financial information is presented to the GA in a timely, accurate, understandable and comprehensive manner, covering: budget income, income to date, budget expenditure, expenditure to date and reserves
- ensure that all financial dealings are accounted for and that any funds received are used as intended and ensure that The Association's financial obligations are met
- ensure that The Association operates within the legal and financial guidelines set out in current legislation and its own rules and procedures
- as appropriate, ensure that direction, support, training and discipline of staff within the International Directorate is conducted in accordance with The Association's policies to ensure their fulfilment and effectiveness
- monitor The Association's performance.

#### *With respect to Planning*

- monitor developments in humanitarian practice
- gather from each Emerging and Accredited RedR Organisation their contextual/situational analysis and add an international overview for presentation to the GA as part of the International Director's Report
- prepare and present the International Director's Report to the GA
- work with the Chair to develop The Association's Strategic Plan for consideration by the GA
- prepare annual and long-term budgets
- prepare and present to the GA operational plans with a draft budget for the development and implementation of the GA's Strategic Plan
- maintain close contact with the Chair and support the Chair's preparation of agendas and scheduling of meetings.

#### *With respect to supporting the development of RedR as a cohesive and effective international movement*

- attend all GA meetings and where possible all GA Committees and working groups
- in collaboration with the Directors, develop and implement good internal and external communications
- convene and lead the Directors Network formal meetings in accordance with agreed procedures
- represent The Association at external meetings and promote its best interests to the stakeholders and the public.

### **11.5 Accountabilities**

The ID is accountable to the GA for performance to the agreed expectations and for compliance with the limitations of authority of the position.

The components of this working relationship shall be reviewed annually by the General Assembly Senior Officers and will include:

- a review of the authorisation and resources provided to the ID;
- a review of the ID's performance in discharging the responsibilities of the post;
- a review of the progress towards achieving agreed strategic goals;
- a review of achievement of specific operational goals agreed annually with the GA;
- a review of the authorisation and resources required for the next period, including plans for professional development.

## **12 FINANCE**

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The income of The Association shall be derived from annual levies from accredited national RedR organisations, donations, bequests and other such fund raising as the GA may approve.

All funds received by or for The Association will be used to achieve The Association's aims and may not be used for any other purposes, provided that nothing herein contained will prevent payment in good faith of proper and reasonable remuneration to any employee of The Association or the payment of reasonable out of pocket expenses.

The Association will maintain proper accounts.

An auditor or auditors appointed by the General Assembly will audit the accounts of The Association at least once a year.

The auditor or auditors will present each year to the General Assembly a report on the accounts of The Association for the previous year.

All funds received by The Association will be credited to one or more bank accounts opened in the name of The Association with a bank or banks selected by the General Assembly.

These accounts may be operated by any two persons being either two Members of The Association or one Member of The Association and the International Director of The Association. In addition, the account may be operated by the International Director alone up to a limit decided by the General Assembly.

The Financial Year will be from 1 January to 31 December inclusive.

The financial procedures in use will be recorded in one document, which will be reviewed annually by the Treasurer and the auditors.

In the procurement of goods and services, The Association shall strive for best value in terms of price, quality, ethics and efficacy.

## **13 COMMUNICATION**

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The Association recognises the critical importance of communication if it is to achieve its aims. It notes that there will need to be communication protocols to cover all capacity elements within the organisation – the General Assembly, the Directors Network and the International Director.

The General Assembly Members will:

- maintain contact with the, Chair, ID and other GA Members
- keep the Chair, ID and other GA Members advised of issues of relevance to the Mission of the Association.

The members of the Directors Network will:

- maintain close contact with each other
- keep the ID and other Directors advised of issues of relevance to the Mission of the Association
- share information on assignments and training programmes and other opportunities for collaboration and cooperation.

The International Director will:

- maintain a close working relationships with Accredited RedR Organisations through their Directors and Emerging RedR Organisations through the official contact person, focusing upon the exchange of information to keep each aware of the others activities, opportunities and the implications of and prospects for collaboration
- receive from Accredited RedR Organisations edited minutes, newsletters, Annual reports for circulation to other Members as appropriate to support effective communication
- gather from each Emerging and Accredited RedR Organisation their contextual/situational analysis
- twice a year prepare a RedR International Newsletter
- engage in conference calls and attend board meetings of Emerging and Accredited RedR Organisations whenever appropriate and invited
- work closely with the Chair, Senior Officers and other Members of the GA as appropriate.

The Accredited RedR Organisations will:

- through their Members and Director maintain close contact with the ID and the General Assembly Senior Officers
- invite the ID as an observer to appropriate meetings
- share edited minutes, ideas and pertinent documents and information with other Accredited RedR Organisations, ensuring that they keep the ID appropriately informed of interchanges of relevance to the Mission of the Association.

## **14 EMERGING REDR ORGANISATIONS AND THE PROCESS OF ACCREDITATION**

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The decision on registration of an Emerging RedR Organisation is the inalienable right of the General Assembly.

### **14.1 Process towards Emerging RedR Organisational Status**

When an Accredited RedR Organisation becomes aware of the interest of a group within a country or region in becoming an Accredited RedR Organisation it should advise the group to make contact with the ID.

The ID will advise the interested group to write to the Chair of The Association noting their interest and advising the details of an appropriate Sponsoring Body.

The ID will provide a briefing paper at the request to the Chair.

When both parties are comfortable that they are ready to move forward, a Statement of Intent, prepared by the ID in consultation with both parties, will be signed between the group and the Chair.

The group may develop a ‘patron’ relationship with an Accredited RedR Organisation. The ‘patron’ organisational may provide a nurturing and advisory function but it is essential that the initiative and application is made by the group. It will be the responsibility of the ID to follow through the process towards Emerging RedR Organisation status.

The group must submit a business plan to the GA covering the following:

- **a statement of its vision and mission**, which will need to be in general compliance with RedR Vision and Mission statement

- **a description of its financial and operational capacity**, outlining means of financing operations, experience, competence and capacity in training, recruitment and management of personnel
- **justification of the need** to set up an Accredited RedR Organisation - needs assessment, geographical relevance, identification of client associations, their needs and the potential
- **methodology** as a detailed plan outlining activities in keeping with RedR's mission, relationship with patron Accredited RedR Organisation, long term sustainability of both resources and demand for the services offered
- **a budget** which must be clear and feasible.

Upon submission of the business plan, the GA will decide whether to accept the initiative and will authorise the Chair to enter into a Memorandum of Understanding with the group. The MOU will include provision for:

- authorisation for the group to use the RedR name
- the group to be designated as an Emerging RedR Organisation
- an agreed action plan leading to full accreditation
- any financial support, subject to any budgetary constraints within The Association.

#### **14.2 Process from Emerging to Accredited RedR Organisational Status**

The GA will mandate the ID to oversee the support of the Emerging RedR Organisation, offering management advice, guidance and assistance and fostering the relationship with the patron Accredited RedR Organisation, if applicable.

A thorough report will then be prepared for the GA by the ID, including the following documents:

- a formal request for accreditation by the Emerging RedR Organisation
- a minute from a Governing Body committing the Emerging RedR Organisation to RedR's Vision and Mission statements
- a minute from a Governing Body agreeing to abide by the Fundamental Principles of RedR.
- a copy of the Emerging RedR Organisation's Constitution<sup>4</sup> which must give registered members of the Emerging RedR Organisation a strong voice in its Governance
- a copy of the Emerging RedR Organisation's Standing Rules
- a description of the Emerging RedR Organisation's legal status, address, the names of the Emerging RedR Organisation's governing body, office holders and staff
- a Minute from a Governing Body agreeing to abide by the Constitution and Governance Manual of The Association
- access to the members' database of the Emerging RedR Organisation. This should include key information about their professional discipline, age, experience etc
- a report on assignment requests received and filled with a brief explanation of why any were not filled
- a report on training initiatives and plans
- a report on advocacy initiatives and plans
- demonstrated willingness to be actively involved with all accredited members of The Association
- payment of an agreed annual levy to The Association.

<sup>4</sup> The Constitutions and Standing Rules of other RedR offices can be downloaded from RedR's web site or obtained from RedR's International Secretariat.

The GA will then consider a formal motion to accept the Emerging RedR Organisation as an Accredited RedR Organisation and will give special attention to verification of a commitment:

- to contribute to the achievement of RedR's Vision and Mission
- to abide by RedR's Fundamental and Operating Principles
- to work closely and in harmony with existing Accredited Members of The Association
- to a capacity to deliver training courses, to fill assignment requests and other core RedR business.

After accreditation, the ID and any patron Accredited RedR Organisation will usually continue support for the newly Accredited RedR Organisation. This support should not last for more than two years at which time the newly Accredited RedR Organisation should be fully operational.

## **15 CENSURE AND DE-ACCREDITATION**

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The decision to censure or deregister an Accredited RedR Organisation is the inalienable right of the General Assembly.

The General Assembly has the right to decide to:

- censure an Accredited RedR Organisation; or
- deregister an Accredited RedR Organisation, or
- deregister an Accredited RedR Organisation and provide it with Emerging RedR Organisational status; or
- implement another process that protects the integrity of the RedR Vision and Mission.

### **15.1 Process**

When a Member of the GA, the ID or Accredited RedR Organisation becomes aware that an Accredited RedR Organisation is operating in a manner that compromises the integrity of the RedR Vision and Mission, the matter must be brought to the attention of the Chair:

- the Chair must advise the Chair of the Accredited RedR Organisation which is the subject of the allegations of the details received and request a preliminary response. The request and response must be made within the context of the guardianship role of the GA of the RedR Vision and Mission
- the Chair of the Accredited RedR Organisation must be given at least 28 days to respond to this request
- the General Assembly Senior Officers will review the initial material and the response and decide whether further action is required
- if the General Assembly Senior Officers decide that no further action is required, they will advise the Member of the GA, the ID or Accredited RedR Organisation which provided the initial information of their decision
- the Member of the GA, the ID or Accredited RedR Organisation which raised the issue has the right to ask for a full briefing and further discussion at the next GA Meeting
- if such a request is received the item will be added to the agenda of the next GA meeting. If there is no request, the decision will be recorded on the minutes of the next GA meeting.

If the General Assembly Senior Officers decide that there is evidence to suggest that the Accredited RedR Organisation has a case to answer, the Chair will request the ID to prepare a comprehensive report detailing:

- the nature of the allegations
- the impact of these on the integrity of the RedR Vision and Mission
- the impact on the capability of other Accredited and Emerging RedR Organisations to meet the RedR Vision and Mission and the Mission of The Association
- any response, including the outcome of follow-up discussions, to the allegations by the Accredited RedR Organisation which is the subject of the report
- recommendations.

The GA will consider the report of the ID at its next meeting and make a determination. The decision will be subject to a two-third majority vote provided that all Members are fully informed of the reasons for any motion to censure or de-registration at least 14 days prior to the meeting.

The Chair of the GA will then advise the Chair of the subject Accredited RedR Organisation of its decision.

## **16 TRAINING**

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The Association does not take on any operational coordinating role in this field but encourages bilateral cooperation in:

- Harmonising course material and content
- Collaboration on courses
- Harmonising standards for trainers
- Sharing a central register of trainers
- Sharing of course reports
- Common Evaluation processes
- Exchange of information and new learning methods
- Protection of the quality of the brand.

The GA will exercise its role of guarantor of the international “brand” quality of RedR training courses at its annual meeting will request accredited offices to share a detailed report on how the above are being achieved.

## **17 RECRUITMENT**

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The GA does not have a role in recruitment but in exercising its role of guarantor guardian of the international “brand” quality of RedR will require Accredited RedR Organisations to share a detailed report on its methods and success in recruitment and assignment.

## **18 MEMBERSHIP SERVICES**

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The GA does not have a role in the provision of membership services but in exercising its role of guardian of the international “brand” quality of RedR will require Accredited RedR Organisations to share a detailed report on the services it provides to its members.

## **19 USE OF THE NAME REDR**

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All accredited offices use the official name of The Association “RedR”(regional or national designation).

As part of the Memorandum of Understanding Emerging RedR Organisations will be given provisional approval to use the RedR name in their process towards accreditation, as long as they do so with the intention of establishing an Accredited RedR Organisation.

Should an Accredited RedR Organisation want to use a different name, such as a name change after a merger, its Board will submit a formal request to the General Assembly, which will consider the matter.

## **20 GEOGRAPHICAL AREAS OF INFLUENCE**

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There are no pre-defined geographical areas of operations between Accredited RedR Organisations.

It is, however, understood and encouraged that where individual offices are likely to be working within another Accredited RedR Organisation’s naturally defined areas of influence or within a common disaster context that they will consult and resolve any issues through negotiation guided by principles of cooperation and with the ID assisting as appropriate.

Collaborative implementation is encouraged.

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**CONSTITUTION OF THE ASSOCIATION "RedR INTERNATIONAL"**  
(Draft, June 2000, for discussion/ approval at EGA, 1<sup>st</sup>- 8<sup>th</sup> September 2000)

**ARTICLE 1 – NAME AND HEADQUARTERS**

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“RedR International”, hereinafter called the *Association*, was established in Old Basing, Hampshire, England on 17.01.95.

The *Association* has its headquarters in Geneva since 23.02.1996.

The *Association* is an association conforming to Articles 60 to 79 of the Swiss Civil Code.

**ARTICLE 2 – AIM**

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RedR is an international federation of non-governmental organisations with a shared vision and mission.

RedR’s vision is:

- a world in which sufficient, competent and effective personnel are available to humanitarian organisations to save lives and reduce the human suffering caused by disasters.

RedR’s mission is:

- to provide sufficient, competent and effective personnel to front-line humanitarian agencies at short notice.
- to improve the competence of relief personnel.
- to work with other agencies to improve the availability and effectiveness of relief personnel.

The *Association* was established in order to contribute towards the achievement of RedR’s vision and mission through the support, promotion, accreditation and monitoring of national RedR organisations.

**ARTICLE 3 – MEMBERS**

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The *Association* has as Members:

- elected Members appointed by accredited national RedR organisations which are legally established in their respective countries;
- co-opted Members appointed by the General Assembly.

Each accredited national RedR organisation shall appoint two Elected Members for a period of at least one year.

One of these Elected Members will normally be the Chair of the accredited national RedR organisation.

If an Elected Member either resigns, or dies or is dismissed, the accredited national RedR organisation which appointed him/her may immediately appoint a new Elected Member for a period of at least one year.

The total number of Co-opted Members may not exceed one half of the total number of Elected Members.

No Elected Member or Co-opted Member may remain a Member for a period exceeding five years.

No past Member may become a Member again within one year of losing his/her membership.

The Directors of the accredited national RedR organisations may attend General Assembly meetings.

The Directors of the accredited national RedR organisations may not be Members of the *Association*.

## **ARTICLE 4 – GENERAL ASSEMBLY**

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The General Assembly is the supreme authority of the *Association*. The General Assembly brings together both the Elected Members and the Co-opted Members.

The General Assembly has the inalienable right:

- to adopt and modify the Constitution;
- to decide on the dissolution of the *Association* or the transfer of its headquarters;
- to establish standing orders or rules for the *Association*;
- to appoint Co-opted Members;
- to appoint the Chair, the Secretary and the Treasurer of the *Association*;
- to establish special committees and set such special committees' terms of reference, duration and membership;
- to appoint the ID and all other executive staff which the General Assembly judges necessary as well as the auditor(s);
- to fix the annual levy to be paid to the *Association* by each accredited national RedR organisation;
- to ensure that the *Association* is run smoothly;
- to approve the annual accounts, the Director's report and the Auditor's report;
- to establish and modify the Fundamental Principles and the Operating Principles of RedR;
- to establish and modify the procedure for the accreditation of national RedR organisations;
- to decide whether a national RedR organisation is accepted and thereafter remains an accredited national RedR organisation.

## **ARTICLE 5 – GENERAL ASSEMBLY MEETINGS**

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Meetings of the General Assembly will be called by the Chair who will advise all Members and the Directors at least 28 days in advance.

A meeting of the General Assembly will be held at least once a year. During the first meeting in the calendar year, the Members present or participating by means of an appropriate means of communication will elect from among themselves, a Chair, a Secretary, a Treasurer and all other office holders.

The quorum for a General Assembly shall be established if the majority of the accredited national RedR organisations is represented or participates by an appropriate means of communication.

Unless otherwise stipulated in the Constitution, all decisions of the General Assembly will be taken on the basis of a simple majority of the Members present or participating by means of an appropriate means of communication.

All Members have an equal vote in the General Assembly. Voting by proxy is excluded. In case of a split vote, the Chair will have a casting vote.

Minutes of General Assembly meetings and all decisions taken by the General Assembly will be recorded by the Secretary and kept by the *Association*.

## **ARTICLE 6 – DIRECTOR TO THE ASSOCIATION**

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The Director will be appointed by the General Assembly which will fix his/her remuneration.

The Director may not be a Member of the *Association*.

The Director is responsible to the General Assembly for the smooth running of the *Association*.

The Director may attend meetings of the General Assembly and represent the *Association* in accordance with the powers delegated to him/her by the General Assembly.

If necessary the General Assembly may appoint additional executive staff.

## **ARTICLE 7 – FINANCE**

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The income of the *Association* shall be derived from:

- annual levies from accredited national RedR organisations;
- donations and bequests.

All funds received by or for the *Association* will be used to achieve the *Association's* aims and may not be used for any other purposes, provided that nothing herein contained will prevent payment in good faith of proper and reasonable remuneration to any employee of the *Association* or the payment of reasonable out of pocket expenses.

The *Association* will maintain proper accounts.

An auditor or auditors appointed by the General Assembly will audit the accounts of the *Association* at least once a year.

The auditor or auditors will present each year to the General Assembly a report on the accounts of the *Association* for the previous year.

All funds received by the *Association* will be credited to one or more bank accounts opened in the name of the *Association* with a bank or banks selected by the General Assembly.

These accounts may be operated by any two persons being either two Members of the *Association* or one Member of the *Association* and the Director of the *Association*. In addition, the account may be operated by the Director alone up to a limit decided by the General Assembly.

## **ARTICLE 8 – MODIFICATION OF THE CONSTITUTION**

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Any decision regarding the modification of the Constitution may only be taken by an Extraordinary General Assembly called specially for this purpose and will require a majority of two thirds of the Members present. Abstentions will not be counted as votes cast.

The Secretary must receive notification of any modification of the Constitution in writing not less than 42 days before the date of the General Assembly which must decide on the modification.

At least 28 days before the General Assembly is held, all the Members of the *Association* will be informed by the Secretary of the holding of an extra-ordinary General Assembly and will receive the text of the proposed changes.

## **ARTICLE 9 – DISSOLUTION**

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If the General Assembly decides at any time by a simple majority that it is necessary or advisable for financial or other reasons to dissolve the *Association*, the General Assembly will call all Members of the *Association* to a meeting of the General Assembly with at least 28 days notice providing them with a text of the decision which they will be asked to decide upon.

If the decision is confirmed by two thirds of the Members present, the General Assembly may dispose of the *Association's* assets.

After payment of all debts and obligations of the *Association*, the remaining assets will be transferred to an institution, chosen by the General Assembly, which has similar aims to the *Association*.

## **ARTICLE 10 – NOTICES**

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The Secretary may serve all notices on any Member either personally or by an appropriate electronic means. Where notices are served by electronic means, the last known address of the Member will be used and the notice will be deemed to have been received the same day.

## **ARTICLE 11 – INTERPRETATION**

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The Constitution will be interpreted according to Swiss Law.

