



AUSTRALIAN RED CROSS SOCIETY

Founded 1914
Incorporated by Royal Charter 1941

DIVISIONAL REGULATIONS 2010

[Revision No 2, incorporating amendments made on 25 June 2016]

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PREAMBLE

The Australian Red Cross Society was incorporated by Royal Charter on 28 June 1941.

Since that date, and from time to time, Supplementary Royal Charters have been issued by the Governor General of the Commonwealth of Australia.

In combination, the Royal Charter as amended by Supplementary Charters and the Rules of the Society as provided for by the Charter, establish the Society as a body corporate and set out the framework for the governance and management of the operations of the Society.

Under the Rules, provision is made for the making of Divisional Regulations.

In particular under the New Rules, the governance of the activities of the Society is vested in the Board, which is appointed in accordance with new Rule 10.

The New Rules also provide in Rule 17.1 for the establishment of Divisions:

“Constitution of Divisions

Except to the extent otherwise determined by the Council when establishing a Division, a Division is constituted by the Members of the Society whose usual place of residence is within the geographical boundaries of the Division or who are otherwise Members of the Society within the Division.”

In accordance with Rule 17.7 of the New Rules, Divisional Regulations may be made:

“Divisional Regulations

The Board may, after consultation with Divisions, make or amend Divisional Regulations in a manner not inconsistent with the Rules.”

These Divisional Regulations must be read subject to the Royal Charter (as supplemented) and the Rules of the Society.

They apply to the Divisions established in each of the States and Territories of the Commonwealth of Australia. They have no application to the Australian Red Cross Blood Service.

TITLE

These Divisional Regulations shall be cited as the ***Divisional Regulations 2010***

INTERPRETATION

A. The following definitions apply unless the contrary intention appears:

Area within a Division means a geographical area within a Division, which may be called a Zone or Region, as determined by a Divisional Advisory Board in accordance with the Regulations

Board means the Board of the Society, being the body established under Rule 10 of the Society

Branch means a Branch, Unit, Service Unit, Club, Junior Red Cross Circle or other approved group of Members formed within a Division in accordance with the Regulations

Chief Executive Officer means the Chief Executive Officer of the Society, being the person so appointed under Rule 15 of the Society, including any person appointed as Acting Chief Executive Officer

Council means the Council of the Society, being the body established under Rule 6 of the Society

Division means the body of Members constituted in accordance with Rule 17.1 of the Society

Divisional Advisory Board Member (or **Member of a Divisional Advisory Board**) means a person who has been elected or appointed as a member of a Divisional Advisory Board in accordance with the Rules and the Regulations

Divisional Advisory Board means the body established under Rule 17.4 of the Society

Executive Director means the senior manager of a Division, including any person appointed as Acting Executive Director

General Meeting means an annual general meeting or an extraordinary general meeting of the Governance Members within the Division in accordance with the Regulations

Governance Member means a Member who has elected to participate in the governance of the Society in accordance with Rule 5.2 of the Society

Member means a person entered in the register of members as a member of the Society

New Rules means the Rules as approved and authorised to be made by the Extraordinary General Meeting of the Society conducted on 5 December 2009, when approved by the Governor-General

Previous Regulations means any Divisional Regulations in operation as at the date immediately prior to the commencement of the Regulations

Red Cross means the Australian Red Cross Society

Region means an Area within a Division, called a Region, established by the Divisional Advisory Board in accordance with the Regulations

Regulations means the *Divisional Regulations 2010* as amended

Rules means:

- the Rules of the Society, as in force as at the date of first commencement of the Regulations or any part of them; until the New Rules come into operation; and
- when the New Rules have been approved by the Governor-General and come into operation, means the New Rules

Secretary means the Secretary of the Society, being the person so appointed under Rule 14 of the Society

Society means the Australian Red Cross Society

Volunteer means a volunteer of the Society as described in Rule 4 of the Society

Youth Advisory Committee means the youth advisory and governance body established in the Division in accordance with the Regulations

Youth Member means the youth member of Council chosen in accordance with the Rules and the Regulations

Zone means an Area within a Division, called a Zone, established by the Divisional Advisory Board in accordance with the Regulations

B. If a specific rule is referred to in the Regulations, it is to be interpreted and applied:

- so far as is possible, in a manner consistent with the function and purpose of the Royal Charter and Rules, as referring to the equivalent clause of the Royal Charter and/or Rule (as set out in Regulation 6.7) as in force as at the date of first commencement of the Regulations, until the New Rules come into operation;
- as referring to the New Rules, from the commencement of the New Rules.

1 MEMBERSHIP

Application form and fee payment

- 1.1 A person who:
- 1.1.1 ordinarily resides or works within the boundaries of a Division, and
 - 1.1.2 makes a commitment to support the Fundamental Principles of the International Red Cross and Red Crescent Movement
- may apply to become a Member of the Society:
- (a) by satisfying the criteria for membership in accordance with the Rules;
 - (b) by paying any membership subscription fee or making such other commitment of time or resources as accords with any policy as determined by the Board; and
 - (c) by completing and submitting the membership application form approved by the Board.
- 1.2 A person may be a member within only one Division.
- 1.3 The applicant may elect to seek admission to membership as a Governance Member in accordance with the Rules.
- 1.4 A person may apply to be admitted, and may be admitted, to a category of membership as may be provided for or determined by the Rules or by a policy of the Board.
- 1.5 Upon approval of the application for membership, by the person delegated by the Board from time to time to approve or reject an application for membership within a Division, the applicant becomes a Member of the Society within the Division, for the purposes of the Regulations.
- 1.6 [Not used]
- 1.7 An Honorary Life Member is not required to apply for membership or pay a membership subscription.
- 1.8 Subscription life members – A person who at the date the Regulations are made is a subscription life member is entitled to remain a member for life, subject to the Rules and the Regulations.

Members within a Division

- 1.9 The Members within a Division comprise all those persons who, as at the date these Regulations are made by the Board, are members within the Division, and those persons who have been subsequently approved by the Divisional Advisory Board to be Members, and who remain Members of the Society.

Register and recruitment of Members

1.10 The Society must:

- 1.10.1 maintain an up-to-date register of all Members within the Division; and
- 1.10.2 develop and implement procedures for recruiting Members.

Investigation of a Member

1.11 When the Divisional Advisory Board receives a complaint or is aware of information about a Member within the Division that he or she may have:

- 1.11.1 failed to satisfy the criteria for membership; or
- 1.11.2 failed to comply with any applicable Code of Conduct; or
- 1.11.3 engaged in activities which are detrimental to the reputation or the activities of the Society

it may appoint a Panel of three persons from amongst its members to investigate the complaint or information and in a timely manner report its findings of fact in writing to the Divisional Advisory Board.

Suspension of a Member

1.12 If a Panel is appointed under Regulation 1.11, the Divisional Advisory Board may suspend the Member if there are reasonable grounds to believe the Member may have:

- 1.12.1 failed to satisfy the criteria for membership; or
- 1.12.2 failed to comply with any applicable Code of Conduct; or
- 1.12.3 engaged in activities which are detrimental to the reputation or the activities of the Society

The suspension may remain in force until an investigation has been concluded, or as determined by the Divisional Advisory Board.

Consideration of panel report and subsequent process

1.13 After considering the report from a Panel in relation to its findings of fact, the Divisional Advisory Board may:

- 1.13.1 if the Member has been suspended, reinstate the Member, with or without conditions; or
- 1.13.2 at a Divisional Advisory Board meeting of which the Member has been notified in accordance with these Regulations, determine whether to terminate the membership of the Member.

- 1.14. The Divisional Advisory Board must:
- 1.14.1 give prior notice, of not less than fourteen days, of the Divisional Advisory Board meeting to the Member; and
 - 1.14.2 invite the Member to make a submission (personally or in writing as determined by the Divisional Advisory Board) to the question as to whether his or her membership should be terminated.
- 1.15 A Member appearing before the Divisional Advisory Board may be accompanied in support by another person.
- 1.16 If the Member wishes to have a person in support who is (or is qualified to be) a legal practitioner ('the practitioner'), the practitioner may only accompany the Member as a person in support if he or she is given permission to do so by the Divisional Advisory Board.
- 1.17 After the Member has been given adequate opportunity to make a submission the Divisional Advisory Board may
- 1.17.1 decide to terminate the membership of the Member; or
 - 1.17.2 if the Member has been suspended, reinstate the Member, with or without conditions
- with immediate effect or with effect from a specified date occurring not more than 30 days after service of the notice in writing to the member's residential address as recorded in the register of Members.
- 1.18 The Divisional Advisory Board must provide its decision in writing to the Member, including a summary in writing of the reasons for its decision. If the membership of a Member is terminated, the Secretary must be so informed by the Divisional Advisory Board.

Appeal

- 1.19 If the membership of a Member is terminated or reinstated with conditions by the Divisional Advisory Board, within fourteen days after the date of the notice referred to in Regulation 1.17, the Member may appeal to the Board by notice in writing delivered to the Secretary.
- 1.20 The notice of appeal must set out the decision appealed from and the grounds upon which the appeal is made.
- 1.21 An appeal must be heard and determined in accordance with the Regulations by a Membership Appeals Committee of at least three members of the Board (excluding any person who was a member of the Divisional Advisory Board which made the decision), established and convened by the Board for the purpose of hearing the appeal.

- 1.22 The Membership Appeals Committee must:
- 1.22.1 give the appellant a reasonable opportunity to be heard by way of submissions in writing and, in the discretion of the Committee, by way of oral submissions;
 - 1.22.2 give the appellant at least fourteen days notice in writing of the date upon which submissions by the appellant in relation to the appeal must be submitted;
 - 1.22.3 seek any further information as may be necessary or appropriate from the Divisional Advisory Board in relation to the reasons for the decision of that Board and provide any such information to the appellant for an opportunity to comment;
 - 1.22.4 otherwise conduct the appeal (including any oral submissions) in a manner which ensures so far as appropriate in the circumstances that the appellant has a reasonable opportunity to have the appeal considered fairly;
 - 1.22.5 after consideration of any information and the submissions, confirm or vary, or substitute its own decision for, the decision of the Divisional Advisory Board;
 - 1.22.6 provide its decision in writing to the appellant and to the Divisional Advisory Board including a summary in writing of the reasons for its decision.
- 1.23 A Member who is granted permission to make oral submissions to the Membership Appeals Committee may be accompanied in support by another person.
- 1.24 If the Member wishes to have a person in support who is (or is qualified to be) a legal practitioner ('the practitioner'), the practitioner may only accompany the Member as a person in support if he or she given permission to do so by the Membership Appeals Committee.
- 1.25 The appeal is not to be conducted as a re-hearing.

First instance Proceedings before the Board

- 1.26 The Board may delegate its powers under Rule 5.8 (d) of the Society to a Committee of the Board established by the Board for the purpose ('a Membership Review Committee').
- 1.27 If the Board so delegates its powers, the Membership Review Committee may terminate the membership of a Member or make another decision permitted by Regulation 1.13 if the Member has:
- 1.27.1 failed to satisfy the criteria for membership; or
 - 1.27.2 failed to comply with any applicable Code of Conduct; or
 - 1.27.3 engaged in activities which are detrimental to the reputation or the activities of the Society.
- 1.28 The Membership Review Committee must not terminate the membership of a Member or make another decision permitted by Regulation 1.13 unless it has

followed the process set out in Regulation 1.14 to Regulation 1.18, with the necessary modifications being made, including:

- 1.28.1 that one of its members is constituted as the Panel and
- 1.28.2 that the Committee has powers, functions and obligations as though it were the Divisional Advisory Board for the purposes of those provisions of the Regulations.

Appeal from decision of the MRC

- 1.29 If the Member wishes to appeal against a decision of a Membership Review Committee, an appeal lies to the Membership Appeals Committee (constituted in accordance with Regulation 1.21). The appeal must be instituted and conducted in accordance with the procedure set out in Regulation 1.19 to Regulation 1.25.

Constitution of Membership Appeals Committee for Regulation 1.29

- 1.30 For the purpose of hearing any appeal under Regulation 1.29, the Membership Appeals Committee must be constituted by three independent persons, appointed by the Board for the purpose, who must not include:
 - 1.30.1 a member of the Board; or
 - 1.30.2 a member of the Divisional Advisory Board of the Division in which the Member is a member; or
 - 1.30.3 an employee of Red Cross.
- 1.31 In hearing the appeal, the Membership Appeals Committee must act in accordance with, and has the powers set out in, Regulation 1.22.

2 THE DIVISION AND DIVISIONAL GENERAL MEETINGS

Membership of Division

2.1 A Division is constituted by all Members within the Division. The Society must establish and maintain a register of Members of the Society within the Division, including in accordance with the Rules particulars of persons who are:

2.1.1 Governance Members;

2.1.2 Members (other than Governance Members).

Role

2.2 There must be an Annual General Meeting of the Governance Members of the Division which:

Election of members of Divisional Advisory Board

2.2.1 declares the result of the election (by secret ballot) of members of the Divisional Advisory Board;

Receives reports etc

2.2.2 receives, considers and adopts reports on the activities and performance of the Society's activities within the Division during the previous financial year;

Communication channel

2.2.3 serves as a communication channel to and from the membership;

Other business

2.2.4 transacts any general business of which at least twenty-one (21) days' notice in writing has been given to the Executive Director of the Division.

Chair

2.3 The Chair of the Divisional Advisory Board will preside at all General Meetings. In the absence of the Chair, the Divisional Advisory Board will appoint a Chair for that meeting.

Quorum

2.4 The quorum for a General Meeting will be 20 or such other number of Governance Members as may be determined by a Divisional Advisory Board.

Requirement for a quorum

- 2.5 An item of business may not be transacted at a General Meeting unless a quorum is present when the meeting proceeds to consider it. If a quorum is present at the time the first item of business is transacted, it is taken to be present when the meeting proceeds to consider each subsequent item of business unless the Chair of the meeting (on the Chair's own motion or at the request of a Governance Member or his or her proxy who is present) declares otherwise.

Adjournment

- 2.6 If, at any General Meeting, the quorum as provided in Regulation 2.4 is not present, the meeting will be adjourned and reconvened within fourteen (14) days and those present at the reconvened meeting will comprise a quorum.

Date of AGM

- 2.7 The Annual General Meeting of the Governance Members of the Division will be held at a place, date and time determined by the Divisional Advisory Board, which must be not more than 75 days and at least 45 days before the Annual General Meeting of the Council of the Society.

Extraordinary General Meeting

- 2.8 An Extraordinary General Meeting of the Governance Members of the Division may be held at a time, date and place determined by the Divisional Advisory Board.

Convening an Extraordinary General Meeting

- 2.9 An Extraordinary General Meeting of the Governance Members of the Division may be called by the Divisional Advisory Board, or may be requisitioned by 5% or 20 in number (whichever is the greater) of the Governance Members of the Division.

Attendance and participation at General Meeting

- 2.10 All Members within the Division and all volunteers within the Division are to be invited to and will be encouraged to attend any General Meeting.
- 2.11 Persons at a General Meeting who are not Governance Members may not:
- 2.11.1 vote in any election;
 - 2.11.2 move or second any motion, speak to any motion or vote upon any motion for a resolution or any amendment of that motion.
- 2.12 For avoidance of doubt, at a General Meeting only Governance Members have a right to:
- 2.12.1 vote in any election:

- 2.12.2 subject to the Chair's rulings in accordance with law, move or second a motion, speak to any motion or any amendment to that motion; and
- 2.12.3 vote upon any motion for a resolution or any amendment to that motion.

Adjournment of General Meeting

- 2.13 The Chair may, with the consent of the meeting, adjourn a General Meeting to another time, date and place, but no business will be transacted at any adjourned meeting other than the business left unfinished at the General Meeting that was adjourned.

Invitations to other people

- 2.14 Invitations may be given to representatives of stakeholder organisations or members of the wider community to attend at any General Meeting of the Governance Members of the Division.
- 2.15 Any person who attends a General Meeting as an invitee is not and is not deemed to be a Governance Member of the Society within the Division. He or she:
 - 2.15.1 attends the meeting as an observer;
 - 2.15.2 is not permitted to exercise any right which a Governance Member of the Society within the Division may have under the Rules or under the Regulations.

Election of Members of the Divisional Advisory Board

Nominations

- 2.16 Each nomination of a person as a candidate for election as a member of a Divisional Advisory Board must be made by two Governance Members (as proposer and seconder respectively) in writing on the prescribed form, including:
 - 2.16.1 details of the experience of the nominee
 - 2.16.2 the names and signatures of the two Governance Members, as proposer and seconder respectively of the nomination, and
 - 2.16.3 the name and signature of the nominee to indicate his or her consent to the nomination.
- 2.17 Each of the nominee, the proposer and the seconder must:
 - 2.17.1 have been a Governance Member of the Society for a minimum continuous period of six months as at the date of the nomination;
 - 2.17.2 must be a Governance Member within the Division as at the date of the nomination.

- 2.18 A person who is
- 2.18.1 a Member but is under 18 years of age;
 - 2.18.2 an employee of the Society
- as at the date of closure of nominations is not eligible for nomination..

Timelines for nominations

- 2.19 The Executive Director must call for nominations for election as a member of the Divisional Advisory Board at least 45 days before the Annual General Meeting
- 2.20 Nominations must be received by the Executive Director at least 30 days before the Annual General Meeting.
- 2.21 If the number of candidates who are validly nominated does not exceed the number of vacant positions, no election is to be conducted and Returning Officer will declare the validly nominated candidates elected at the Annual General Meeting.
- 2.22 If the number of candidates who are validly nominated is less than the number of vacant positions:
- 2.22.1 no election is to be conducted and the Returning Officer will declare the validly nominated candidates elected at the Annual General Meeting;
 - 2.22.2 the remaining vacant positions are deemed to have arisen as upon a casual vacancy and, as soon as practicable after that Annual General Meeting, the Divisional Advisory Board is to proceed in accordance with Regulation 3.15.1.

Ballot papers (including electronic ballot forms) with candidate details

- 2.23 If the number of candidates who are validly nominated exceeds the number of vacant positions, the name and other details of each candidate for election along with details of their experience (as set out in the nomination) will be sent to all Governance Members of the Division with the Notice of the Annual General Meeting at least 21 days before the Annual General Meeting so as to enable each Governance Member within the Division to cast a vote by secret ballot.
- 2.24 The ballot paper (including any electronic ballot form) containing the names of candidates will be in the order drawn randomly by ballot.
- 2.25 The election will be conducted by secret ballot prior to the Annual General Meeting, with the ballot closing 7 days (unless the Divisional Advisory Board determines otherwise in the case of an election) prior to the Annual General Meeting and the result declared at the Annual General Meeting. A Divisional Advisory Board may determine to hold the relevant election by either:
- 2.25.1 a secret postal ballot; or

- 2.25.2 a secret postal and secret electronic ballot (with appropriate arrangements as determined by the Divisional Advisory Board to ensure double voting does not occur).
- 2.26 In determining the result, the Returning Officer is to list the candidates in descending order, according to the number of votes cast for each candidate. The candidates to be declared elected will be that number of candidates which is necessary to fill the vacant positions, determined by commencing with the candidate who obtains the highest (or equal highest) number of votes. Each remaining position after the first will be filled successively by the candidate with the next highest (or equal highest) number of votes, each of whom will be declared elected accordingly until there are no remaining vacant positions.

In the event of a tie for the final vacant position or positions, the Returning officer shall determine the successful candidate by drawing the candidate's name out of a hat.

Returning Officer and scrutineers

- 2.27 The Divisional Advisory Board must appoint:
- 2.27.1 a Returning Officer, who will normally be the Executive Director to open each postal ballot, access each electronic ballot, and count the ballot;
 - 2.27.2 two independent persons to act as scrutineers.
- 2.28 The Returning Officer must open and count each postal ballot in the presence of the scrutineers and must allow the scrutineers reasonable access to any electronic postal ballot system to confirm the count of each electronic ballot. For the avoidance of doubt, no candidate may appoint scrutineers.

Other election matters

- 2.29 Subject to the Rules of the Society and the Regulations, the Board may determine any matter which is appropriate or necessary for the fair conduct of elections by secret ballot, including the form of nominations and the requirements for information to be provided by candidates.

Meeting Voting Procedures and Rights

Age and other requirements for voting

- 2.30 A Governance Member within the Division may vote at any General Meeting of the Division, including the Annual General Meeting, or in any secret ballot, if the Governance Member:
- 2.30.1 is at least 18 years of age
 - 2.30.2 has been a Governance Member for at least six (6) months continuously

at the time of the General Meeting or as at the date of closing of the ballot (as the case requires).

One vote per member

- 2.31 A Governance Member within the Division may exercise only one vote on each motion at any General Meeting (not including any vote exercised as a proxy for another Governance Member).

Proxy entitlement

- 2.32 A Governance Member is entitled to appoint a proxy.
- 2.33 A proxy must be a Governance Member within the Division who has been a Governance Member for six months as at the date of the General Meeting.

Appointment of Proxy

- 2.34 The instrument appointing a proxy must be signed by the eligible Governance Member and delivered to the Executive Director (or his or her nominee) in the form prescribed by the Divisional Advisory Board at or before the time of commencement of the General Meeting at which it is intended to be used.
- 2.35 Proxy forms may be delivered by hand, or transmitted by post or electronically, to the Executive Director (or his or her nominee).

Majority decision

- 2.36 A motion at a General Meeting will be decided by a majority of votes cast.

Voting modes

- 2.36.1 In the first instance, a vote will be taken by show of hands.
- 2.36.2 If a poll is sought by the Chair, or moved and voted on by the members present personally, or by proxy, the poll will be taken in such a manner as the Chair directs and may be taken immediately.

Chair's casting vote

- 2.36.3 If an equal number of votes are cast for and against a resolution by show of hands or poll, the Chair of the meeting will exercise a second or casting vote.

Notice of Meeting

Period of notice for meetings

- 2.37 At least twenty one (21) days notice of any General Meeting of the Governance Members of the Division specifying the place, day and time of the meeting and the nature of the business will be provided in writing, or by electronic or other means, to every Governance Member of the Division.

Minutes

- 2.38 Minutes must be maintained in accordance with Rule 21 of the Society's Rules.

3 THE DIVISIONAL ADVISORY BOARD

Role, Powers & Responsibilities of Divisional Advisory Board

Board Powers

- 3.1 The Rules of the Society provide that all activities of the Society are governed by the Board.

Divisional Advisory Board Powers

- 3.2 The Divisional Advisory Board may exercise any of the powers vested in the Division by the Rules of the Society and by any delegations to it by the Board.

Divisional Advisory Board Responsibilities

- 3.3 Subject to the Rules of the Society, the delegations to it by the Board and the Regulations, the Divisional Advisory Board will:

Advisory role

- 3.3.1 advise the Executive Director on strategic Divisional issues;
- 3.3.2 respond to any matters referred by the Executive Director, as required;
- 3.3.3 consider issues of significance to the Division and the Society (and the Divisional Advisory Chair may report on the deliberations to the President to the Board):

Governance role

- 3.3.4 establish Board Advisory Committees as required as prescribed in Section 4;
- 3.3.5 establish and regulate branches and Areas within a Division (called Regions or Zones) as prescribed in Section 5;
- 3.3.6 approve or reject applications for membership, suspend and terminate Members;

Promotion role

- 3.3.7 promote the recruitment of Members and Volunteers;
- 3.3.8 make local awards and make recommendations for national awards to the national Awards Committee;
- 3.3.9 actively promote the work of the Red Cross within the Division;

- 3.3.10 liaise with community, government and business leaders on behalf of the Division;
- 3.3.11 in accordance with the Rules, appoint a Divisional Patron and a Vice-Patron or Vice-Patrons;

Communication role

- 3.3.12 act as a communication channel for the views of Members and Volunteers;
- 3.3.13 report to Members and volunteers on relevant national and Divisional priorities and activities.

Composition and Election of Divisional Advisory Board

Maximum number of Divisional Advisory Board Members

- 3.4 Subject to the Regulations, the Divisional Advisory Board will determine the number of its members.
- 3.5 The Divisional Advisory Board must comprise at least seven members and no more than twelve members who are elected or appointed for an initial period of two years.
- 3.6 If the Divisional Advisory Board does not otherwise determine, the number of members of the Divisional Advisory Board is twelve.
- 3.7 The number of elected members must be greater than the number of appointed members.
- 3.8 One of the appointed positions will be reserved for the Chair of the Youth Advisory Committee or the Committee's representative.

Appointed Board members

- 3.9 The persons who are appointed members to the Divisional Advisory Board must have specific skills to further and promote the interests of the Division, as determined by the Divisional Advisory Board.

Chair & Deputy Chair

- 3.10 The Divisional Advisory Board will elect a Chair and Deputy Chair from among its elected and appointed members for an initial period of two years, each of whom will be eligible for re-election as such for up to two more terms of two years. If, for any reason, the Chair or the Deputy Chair ceases to be a member of the Divisional Advisory Board, then the office of Chair (or Deputy Chair, as the case may be) thereupon becomes vacant.

Membership of Council

3.11 As provided by the Rules, the Chair of the Divisional Advisory Board is a member of the Council from a date determined by the Divisional Advisory Board in accordance with Rule 10.4 (a) (iii) of the Society.

3.12 The Divisional Advisory Board must appoint:

3.12.1 as members of the Council - three Governance Members of the Society within the Division;

3.12.2 as a member of the Council – in accordance with Rule 6.1 (e) (iii) and Rule 6.8, taking into account any recommendation of the Youth Advisory Committee of the Division, a Youth Member

A person who is a Member of the Society within the Division who is not a Governance Member may be appointed under Regulation 3.12 to the Council, if the Board so determines in accordance with Rule 6.8.

Membership of Board

3.13 As provided by the Rules of the Society, unless otherwise determined by the Divisional Advisory Board, the Chair of the Divisional Advisory Board is a member of the Board. In place of the Chair, the Divisional Advisory Board may determine that another person (who must be a member of the Divisional Advisory Board) is to be the member of the Board. The name of the person so appointed must be notified to the Secretary in accordance with Rule 10.7 of the Society.

Standing Orders

3.14 Subject to the Rules of the Society and the Regulations, the Divisional Advisory Board will regulate its own proceedings.

Casual Vacancy

3.15 Subject to the Rules of the Society and the Regulations, the Divisional Advisory Board may decide that a casual vacancy on the Divisional Advisory Board which arises may be filled and, if so, the casual vacancy will be filled in the following manner:

Casual Vacancy – elected member

3.15.1 In the case of an elected Divisional Advisory Board member, the Divisional Advisory Board by means determined by it will call for nominations from the Governance Members of the Division and select a person from amongst the nominees to hold office until the next Annual General Meeting.

Casual Vacancy – appointed member

- 3.15.2 In the case of an appointed Divisional Advisory Board member, the Divisional Advisory Board may appoint a replacement for the balance of the replaced member's period of office.

Casual Vacancy - Offices of Chair and Deputy Chair

- 3.15.3 If the Chair resigns from the office of Chair, or that office otherwise becomes vacant, the members of the Divisional Advisory Board must elect a Chair from its elected and appointed members, to hold office for the balance of the former Chair's period of office.
- 3.15.4 If the Deputy Chair resigns from the office of Deputy Chair, or that office otherwise becomes vacant, the members of the Divisional Advisory Board must elect a Deputy Chair from its elected and appointed members, to hold office for the balance of the former Deputy Chair's period of office.

Term of office of Divisional Advisory Board Members

- 3.16 A person may be a member of a Divisional Advisory Board for a maximum continuous period of office of eight years (or four terms of two years), except that any period of service permitted by the Regulations in the office of Chair or Deputy Chair is not included in the calculation of this maximum period of continuous service.
- 3.17 A person may be elected to the office of Chair or Deputy Chair only if he or she is eligible to serve on the Divisional Advisory Board, and has not exceeded a continuous period of office of six years (or three terms of two years) in holding office as a member of the Divisional Advisory Board.
- 3.18 Each of the Chair and Deputy Chair may be elected and hold office as such for a maximum continuous period of six years (or three terms of two years).
- 3.19 However, any period of appointment to fill a casual vacancy up to the end of the member's original term of office, or prior non-consecutive years of service, will not be counted for the purpose of calculating that member's maximum continuous period of service.
- 3.20 If a person has served the maximum continuous period of service, he or she is not eligible to stand for re-election to the Divisional Advisory Board for a period of one year from the end of his or her final term.

Obligations of Divisional Board

Board member compliance

- 3.21 All members elected or appointed to the Divisional Advisory Board must comply with:

Fundamental Principles

3.21.1 the Fundamental Principles of the Red Cross and Red Crescent Movement;

Rules

3.21.2 the Rules;

Governance Manual

3.21.3 the Governance Manual of Red Cross;

Legislation

3.21.4 any applicable Federal, State or Territory legislation, including requirements for satisfactory police checks for members of decision-making entities

Conflict of Interest

3.21.5 the Conflict of Interest Policy approved by the Board

Code of Conduct

3.21.6 the Code of Conduct approved by the Board.

Cessation of office as a board member

3.22 A member of the Divisional Advisory Board by force of this Regulation will cease to hold office immediately upon that member entering into a contract of employment with the Society.

Removal of board member from office

3.23 The Divisional Advisory Board may, by a vote of two-thirds of the members of the Divisional Advisory Board, remove a member of the Divisional Advisory Board from office on the ground that the member:

Breach of Governance provisions

3.23.1 has failed to comply with the responsibilities of a member of the Divisional Advisory Board or any aspect of Regulation 3.21;

Failure to attend meetings

3.23.2 has failed to attend three consecutive meetings of the Divisional Advisory Board without leave of absence, or just cause;

Medical condition

3.23.3 has a medical condition which renders the member incapable of discharging the responsibilities of a board member;

Bankrupt

3.23.4 is an undischarged bankrupt;

Convicted

3.23.5 has been convicted of an indictable criminal offence;

Banned by regulatory authority

3.23.6 has been banned from holding office as a director of a corporation (or an equivalent body) by any regulatory authority.

Investigation of a Member

3.24 When the Divisional Advisory Board receives a complaint or is aware of that a Divisional Advisory Board Member may have failed to satisfy the obligations of a Divisional Advisory Board Member set out in Regulation 3.21, or may fall within any of the circumstances set out in Regulation 3.23.2 to 3.23.6, it may appoint a Panel of three persons from amongst its members to investigate the complaint or information and in a timely manner report its findings of fact in writing to the Divisional Advisory Board.

Suspension of a Divisional Advisory Board Member

3.25 If a Panel is appointed under Regulation 3.24 the Divisional Advisory Board may suspend the Divisional Advisory Board Member if there are reasonable grounds to believe the member may have failed to satisfy the obligations of a Divisional Advisory Board Member set out in Regulation 3.21 or may fall within any of the circumstances set out in Regulation 3.23.2 to 3.23.6.

The suspension may remain in force until an investigation has been concluded, or as determined by the Divisional Advisory Board.

Consideration of Panel report and subsequent process

3.26 After considering the report from a Panel in relation to its findings of fact, the Divisional Advisory Board may:

3.26.1 if the Divisional Advisory Board Member was suspended, reinstate the Member, with or without conditions; or

3.26.2 at a Divisional Advisory Board meeting of which the Divisional Advisory Board Member has been notified in accordance with these Regulations, determine whether to terminate the Divisional Advisory Board membership of the Divisional Advisory Board Member.

- 3.27 The Divisional Advisory Board must:
- 3.27.1 give prior notice, of not less than fourteen days, of the Divisional Advisory Board meeting to the Divisional Advisory Board Member; and
 - 3.27.2 invite the Divisional Advisory Board Member to make a submission (personally or in writing as determined by the Divisional Advisory Board) to the question as to whether his or her membership of the Divisional Advisory Board should be terminated.
- 3.28 A Divisional Advisory Board Member appearing before the Divisional Advisory Board may be accompanied in support by another person.
- If the Divisional Advisory Board Member wishes to have a person in support who is (or is qualified to be) a legal practitioner ('the practitioner'), the practitioner may only accompany the Divisional Advisory Board Member as a person in support if he or she given permission to do so by the Divisional Advisory Board.
- 3.29 After the member has been given adequate opportunity to make a submission the Divisional Advisory Board may
- 3.29.1 decide to terminate the Divisional Advisory Board Member; or
 - 3.29.2 reinstate the Divisional Advisory Board Member, with or without conditions
- with immediate effect or with effect from a specified date occurring not more than 30 days after service of the notice in writing to the Divisional Advisory Board Member's residential address as recorded in the register of Members.
- 3.30 The Divisional Advisory Board must provide its decision in writing to the Divisional Advisory Board Member, including a summary in writing of the reasons for its decision.

Meetings of the Divisional Advisory Board

Attendance by Executive Director

- 3.31 The Executive Director of the Division is entitled to attend meetings of the Divisional Advisory Board but is not entitled to vote.
- 3.32 A meeting of the Divisional Advisory Board may be conducted in the absence of the Executive Director if the Divisional Advisory Board determines that course to be necessary.

Time and place of meetings

- 3.33 The Divisional Advisory Board will determine the times and places of its meetings, but it must meet no less than quarterly. The Chair may convene additional

meetings as determined by the Chair to be convenient to a majority of members of the Board.

Quorum

- 3.34 The quorum of the Divisional Advisory Board is one half of the members of the Divisional Advisory Board.

Adjournments

- 3.35 The Chair may, with the consent of the meeting, adjourn any meeting to another time, date and place, but no business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

Use of technology

- 3.36 A Divisional Advisory Board Meeting may be called or held using any technology consented to by a majority of the board members. The consent may be a standing one. A Divisional Advisory Board member may only withdraw their consent within a reasonable period before the meeting.

A Divisional Advisory Board member may not leave a telephone meeting by disconnecting the telephone without the consent of the Chair of the meeting. A Divisional Advisory Board member is deemed to be present and form part of the quorum throughout the meeting unless the board member obtains the consent of the Chair of the meeting to leave the meeting.

Questions decided by majority

- 3.37 A question arising at a meeting of the Divisional Advisory Board is to be decided by a majority of votes of board members present and entitled to vote and that decision is for all purposes a decision of the Divisional Advisory Board.

Chair and casting vote at meetings

- 3.38 The Chair shall act as Chair of meetings of the Divisional Advisory Board. If there is an equality of votes, the Chair is entitled to a casting vote in addition to any votes to which the Chair is entitled as a Divisional Advisory Board member.

Minutes

- 3.39 Minutes must be maintained in accordance with Rule 21

4 ADVISORY COMMITTEES

Advisory Committees

- 4.1 The Divisional Advisory Board may:
- 4.1.1 establish and disestablish Advisory Committees, and appoint and remove the Chairs and/or Deputy Chairs and members of any Advisory Committee;
 - 4.1.2 determine and review the terms of reference of each Advisory Committee;
 - 4.1.3 permit the Committee to recommend to the Divisional Advisory Board the appointment of additional Committee members.

Board Member representation

- 4.2 At least one member of the Divisional Board will be appointed to or be a member of each Advisory Committee.

Ex-officio members

- 4.3 The Chair and Executive Director of the Division are ex-officio members of each Advisory Committee. The Executive Director is not entitled to vote at any meeting of an Advisory Committee..

Convening meetings

- 4.4 A meeting of an Advisory Committee may be convened by the Chair of the Committee or by the Divisional Advisory Board.

Replacement Chair

- 4.5 If the Chair and Deputy Chair of a Committee are absent from a meeting of an Advisory Committee, the members present may elect one of their number to act as Chair of the meeting.

Limits on expenditure

- 4.6 No Advisory Committee will incur, or commit the Red Cross to, any expenditure.

Minutes and proceedings

- 4.7 In accordance with Rule 21, each Advisory Committee must:
- 4.7.1 keep a record of its proceedings, resolutions and recommendations; and
 - 4.7.2 report promptly to the Divisional Advisory Board by sending copies of its proceedings, resolutions and recommendations to the Executive Director.

5 BRANCHES AND AREAS WITHIN A DIVISION

Establishment of Branches etc.

- 5.1 Subject to any policies and procedures determined by the Board, the Divisional Advisory Board may approve the establishment, amalgamation and disestablishment of Branches within the Division.

Establishment of Areas within a Division

- 5.2 Subject to any policies and procedures determined by the Board, the Divisional Advisory Board may establish, amalgamate or disestablish Areas within the Division (called either Regions or Zones, as determined by the Divisional Advisory Board) , for membership purposes in connection with :

5.2.1 effective communication within the Division, and

5.2.2 effective geographical representation of the Division.

If a Divisional Advisory Board establishes Zones as the principal type of membership organisational Area within the Division, it may establish component areas within a Zone (called Regions).

If a Divisional Advisory Board establishes Regions as the principal type of membership organisational Area within the Division, it may establish component areas within a Region (called Zones).

Use of name

- 5.3 Each Zone, Region or Branch is entitled to make use of the Red Cross name subject to and in accordance with the terms of any approval of the name and use by the Society's Board.

6 TRANSITIONAL PROVISIONS

Previous DR of the Society rescinded

- 6.1 Subject to Regulation 6.6, the Previous Regulations are repealed on and from 22 August 2010 and these Regulations come into force on 23 August 2010.

Offices held before the Regulations came into force

- 6.2 Any person who held office under the Previous Regulations immediately before these Regulations came into force will continue to hold that office in accordance with the terms of and for the period of their original appointment, subject to any change to terminology.

The Divisional Advisory Boards, and any other body existing under the Previous Regulations, will continue to exist but in accordance with and subject to the Regulations.

Policies and decisions

- 6.3 The policies and decisions of any Divisional Advisory Board, or any other body in existence by virtue of the Previous Regulations will continue in force as policies and decisions of the relevant body of the relevant Division unless the Board determines otherwise.

Committees established before these Rules came into force

- 6.4 Any Committees established under the Previous Regulations immediately before these Regulations came into force will be taken to have been duly established and will continue until revoked by the Divisional Advisory Board.

Questions as to interpretation of transitional provisions

- 6.5 Any question that arises in connection with the interpretation of the transitional effect of the provisions of the Regulations is to be determined by the Board, in its absolute discretion, acting in good faith.

Interim operation of Previous Regulations

- 6.6 To the extent that the Rules authorise and empower the making of the ***Divisional Regulations 2010***, then the Previous Regulations are to that extent repealed as set out in Regulation 6.1 and these Regulations commence operation in accordance with Regulation 6.1 to that extent in substitution for the Previous Regulations.

To the extent that the Rules do not authorise and empower the making of the ***Divisional Regulations 2010***, then the Previous Regulations to that extent are not repealed and they continue to operate until:

- 6.6.1 the New Rules are approved by the Governor-General; and
- 6.6.2 the ***Divisional Regulations 2010*** (to the extent that they are not in operation) are approved and determined to commence by the Board.

Reference Table

6.7 Note: This table is a guide to relevant provisions.

<i>Rule number (New Rules)</i>	<i>Royal Charter Clause or Rule number</i>
Rule 5.2	Rule 2
Rule 5.8	Rules 4 and 5
Rule 6.1	Rule 6
Rule 6.8	Not applicable, except for Rule 6 (f)
Rule 10	Rule 20
Rule 10.4	Rule 20
Rule 10.7	Rule 20 (b)
Rule 14	Rule 25A
Rule 15	Rule 27
Rule 17.1	Charter Clause 5 and Rule 39
Rule 17.4	Rule 40 (1) (b)
Rule 21	Rule 69

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