

Governance Regulations 2025

Effective from 1 July 2025

Australian Red Cross Society (**Society**)

Founded 1914

Incorporated by Royal Charter 1941

Contents

CONTENTS	2
GOVERNANCE REGULATIONS	4
1 Governance Regulations	4
2 Membership	4
2.1 Membership eligibility and application process	4
2.2 Division Members	4
2.3 Membership renewal	4
3 Volunteering	5
4 National Council and Board elections and appointments	5
4.1 Roles and Responsibilities of the Elections and Appointments Panel	5
4.2 President nominations	5
4.3 Special Councillor nominations	6
4.4 Board nominations	6
4.5 Board Chair and Deputy Board Chair nominations	8
5 Division General Meetings	8
5.1 Meetings of Division Members	8
5.2 Annual general meeting of the Division	8
5.3 Chair of Division General Meetings	9
5.4 Quorum at Division General Meetings	9
5.5 Meeting called by Division Members	9
5.6 Adjournment of Division General Meeting	9
5.7 Eligibility for voting	9
5.8 Proxies for Division Members	10
5.9 Observers at Division General Meetings	10
5.10 Division General Meetings using technology	11
5.11 Minutes of Division General Meeting	11
6 The Division Council	11
6.1 Role of the Division Council	11
6.2 Powers of the Division Council	11
6.3 Division Council work plan	12
6.4 Eligibility to be a Division Councillor	12
6.5 Division Council composition	12
6.6 Appointed Division Councillors	13
6.7 Division Council Chair and Division Council Deputy Chair	13
6.8 Term of office of Division Councillors	14
6.9 Casual vacancy	14
6.10 Removal or vacation of office (Division Councillor)	14

6.11	Conflict of interest (Division Council)	15
7	Election and re-election of Division Councillors	15
7.1	Nomination for election or re-election as a Division Councillor	15
7.2	Election by ballot	16
8	Division Council Meetings	16
8.1	Convening Division Council meetings	16
8.2	Frequency of Division Council meetings	17
8.3	Division Council meetings using technology	17
8.4	Quorum at Division Council meetings	17
8.5	Decisions of the Division Council	17
8.6	Division Council decisions by written circular resolution	17
8.7	Observers at Division Council meetings	18
8.8	Records of Division Council meetings	18
8.9	Regulation of proceedings	18
9	Division Committees	18
10	Branches and Areas	19
10.1	Branches	19
10.2	Areas within a Division (Regions and Zones)	19
10.3	Use of name	19
11	Division Patrons and Vice-Patrons	19
12	Probity Checks	19
12.1	Board Member Probity Checks	19
12.2	Division Councillor Probity Checks	20
13	Misconduct procedures	20
13.1	Board Members, National Councillors, Division Councillors and members of Board Committees	20
13.2	Members	21
13.3	Volunteers	22
14	Notice, Definitions and Interpretation	23
14.1	Notice	23
14.2	Definitions in Rules	23
14.3	Definitions	23
14.4	Interpretation	24
15	Transitional Provisions – Governance Regulations	24
15.1	Transitional provisions	24
15.2	Division Council	25
	HISTORY / DOCUMENT CONTROL	26

Governance Regulations

1 Governance Regulations

- (a) These Governance Regulations are made by the Board in accordance with Rule 8 [Regulations].
- (b) These Governance Regulations must be read subject to the Royal Charter and the Rules. To the extent of any inconsistency the Royal Charter, followed by the Rules, will prevail over these Governance Regulations.

2 Membership

Membership is belonging and a right to participate in governance of the Society.

2.1 Membership eligibility and application process

- (a) A person is eligible to be a Member if they:
 - (i) are a natural person; and
 - (ii) ordinarily reside or work within the Commonwealth of Australia.
- (b) Subject to Regulation 2.1(a) a person may apply to become a Member by submitting an application form (in the form approved by the Board).
- (c) Upon approval by the Society, in accordance with delegations from the Board and any sub-delegations from the CEO (Secretary-General), the applicant becomes a Member.
- (d) There is no compulsory fee payable to become a Member or renew membership.

2.2 Division Members

- (a) A Division is constituted by all Members whose residential address on the register of Members is within the geographical boundaries of the Division (**Division Member**).
- (b) Despite Regulation 2.2(a), any Member who resides within a town that borders two or more Divisions (e.g., Albury and Wodonga or Coolangatta and Tweed Heads) may give not less than 45 days' notice to the Society electing to become a member of a different Division (that is still within close proximity to their residential address). An election under this Regulation 2.2(b) may only be made once per calendar year.
- (c) If a Division Member changes their residential address, they must within a reasonable period give notice to the Society of their updated residential address, so that register of Members may be updated with effect from the date the notice is received.

2.3 Membership renewal

- (a) Members must renew their membership annually by 30 June through any mechanism approved by the Board.
- (b) Where a Member does not renew their membership by 31 December their membership of the Society will lapse.
- (c) Despite Regulation 2.3(b), a Member may revive their membership of the Society by submitting an application for membership in accordance with Regulation 2.1(b) [Membership eligibility and application process], and upon approval by the Society any prior service (other than that period where membership had lapsed) will be retained for the purposes of service calculations.

3 Volunteering

Volunteering is the undertaking of activities to support the objects of the Society set out in Rule 2 [Society's objects]. For example, this includes a broad range of activities including fundraising and support for any of the Society's programs.

- (a) The CEO (Secretary—General) may determine any policy or strategy for volunteering which shall set out the mechanisms by which Volunteers may participate in designing and improving the Volunteer Activities.
- (b) The CEO (Secretary—General) may determine:
 - (i) any probity checks required to be held; and
 - (ii) training that must be undertaken,by Volunteers prior to undertaking Volunteer Activities.
- (c) The Society will provide support to Volunteers that is considered necessary or appropriate (which may include inductions and training) to allow Volunteers to carry out the Volunteer Activities.

4 National Council and Board elections and appointments

4.1 Roles and Responsibilities of the Elections and Appointments Panel

- (a) In addition to any roles and responsibilities under the Rules and these Governance Regulations, the roles and responsibilities of the Elections and Appointments Panel may be set out in terms of reference or a position description determined by the Board.
- (b) To facilitate Elections and Appointment Panel processes, the Board shall determine any review and interview process and timeframes that it determines appropriate in order to:
 - (i) call for nominations under this Regulation 4;
 - (ii) assess nominees against the selection criteria specified; and
 - (iii) in the case of Regulations 4.2 [President nominations], 4.3 [Special Councillor nominations] and 4.4 [Board nominations] send notice to the National Council in accordance with the Rules.

4.2 President nominations

- (a) The selection criteria for the President will be determined by the Board.
- (b) No minimum period of membership is required for appointment as President.
- (c) At least 21 days' before the date in 4.2(d)(iv), any vacancy for President (which will include a vacancy arising from the President retiring whether or not they are offering themselves for re-election) together with the selection criteria (or a link to the selection criteria) will be:
 - (i) notified to Members;
 - (ii) advertised on the Society's website; and
 - (iii) advertised in public forums (as determined by the Board).
- (d) To be eligible for nomination as President, the nominee must meet the eligibility criteria in Rule 11.3 [Eligibility to be a National Councillor], and a nomination must:
 - (i) be in the form (if any) prescribed by the Board;
 - (ii) be consented to by the nominee;
 - (iii) set out the relevant special skills, contributions or experience held by the nominee in relation to the selection criteria specified under Regulation 4.2(a); and

- (iv) be received by the Society Secretary on or prior to the date determined by the Board.
- (e) The Elections and Appointments Panel must, within the time periods determined under Regulation 4.1(b) send to the National Council (in accordance with the Rules) any nominee or nominees' names together with their skills, contributions and experience (as set out in their nomination form) which the Elections and Appointments Panel considers:
 - (i) meet the selection criteria specified under Regulation 4.2(a); and
 - (ii) are appropriate for the role of President, including taking into account any prior performance (if any) in any leadership or governance role in the Society.
- (f) Where there is no candidate that meets the requirements of Regulation 4.2(e), the Elections and Appointments Panel must notify National Council, and the process in this Regulation 4.2 must be repeated.

4.3 Special Councillor nominations

- (a) To be eligible to be a Special Councillor, the Member must:
 - (i) have been a Member for at least five years;
 - (ii) have made an outstanding contribution to the Society;
 - (iii) not be disqualified from being a responsible entity under the ACNC Act;
 - (iv) not be disqualified from involvement in the management of a corporation under the Corporations Act; and
 - (v) have experience on a board or a committee (or similar).
- (b) At least 21 days' before the date in 4.3(c)(iv) any vacancies for Special Councillor (which will include vacancies arising from Special Councillors retiring whether or not they are offering themselves for re-election) together with the criteria in Regulation 4.3(a) will be notified to Members.
- (c) To be eligible for nomination as Special Councillor, the nominee must meet the eligibility criteria in Rule 11.3 [Eligibility to be a National Councillor] and Regulation 4.3(a), and a nomination must:
 - (i) be in the form (if any) prescribed by the Board;
 - (ii) be consented to by the nominee;
 - (iii) set out the relevant skills, contributions or experience held by the nominee relevant to the role, including in relation to the criteria set out in Regulation 4.3(a); and
 - (iv) be received by the Society Secretary on or prior to the date determined by the Board.
- (d) The Elections and Appointments Panel must, within the time periods determined under Regulation 4.1(b), send to the National Council (in accordance with the Rules) any nominee or nominees' names together with their skills, contributions and experience (as set out in their nomination form) which the Elections and Appointments Panel considers:
 - (i) meet the criteria specified under Regulation 4.3(a); and
 - (ii) are appropriate for the role of Special Councillor, including taking into account any prior performance (if any) in any leadership or governance role in the Society.

4.4 Board nominations

- (a) The Board shall determine:
 - (i) the position description for Board Members;
 - (ii) any selection criteria, including having regard to the current skills and experience of current Board Members against the Board's desired skills and experience as a group;

- (iii) any diversity characteristics that the Board has identified as desirable for the purpose of promoting equal opportunity; and
 - (iv) subject to the Rules, the number of vacancies for Reserved Board Members and Open Board Members which will include vacancies arising from Board Members retiring whether or not they are offering themselves for re-appointment.
- (b) At least 21 days' before the date in 4.4(c)(vi) any vacancies for Reserved Board Members and Open Board Members together with the details in Regulation 4.4(a) (or a link to those details) will be:
 - (i) notified to Members; and
 - (ii) in the case of Open Board Member roles, be advertised:
 - (A) on the Society's website; and
 - (B) in public forums (as determined by the Board).
- (c) To be eligible for nomination as a:
 - (i) Reserved Board Member, the nominee must meet the eligibility criteria in Rule 13.2 [Eligibility to be a Board Member] and Rule 13.3(a)(i) [Board composition]; or
 - (ii) Open Board Member, the nominee must meet the eligibility criteria in Rule 13.2 [Eligibility to be a Board Member],and a nomination must:
 - (iii) be in the form (if any) prescribed by the Board;
 - (iv) be consented to by the nominee;
 - (v) set out the relevant skills and experience held by the nominee in relation to meeting any applicable criteria in Regulations 4.4(a)(i) and 4.4(a)(ii) and any other information specified by the Board; and
 - (vi) be received by the Society Secretary on or prior to the date determined by the Board.
- (d) The Elections and Appointments Panel must recommend to the Board (within the time frames required by the Board) any nominee or nominees' names to fill the number of vacancies for Reserved Board Members and Open Board Members together with their skills, contributions and experience (as set out in their nomination form) which the Elections and Appointments Panel considers:
 - (i) meet any applicable criteria specified under Regulation 4.4(a); and
 - (ii) are appropriate for the role of Board Member, including taking into account any prior performance (if any) in any leadership or governance role in the Society.
- (e) The Board (having regard to any recommendation of the Elections and Appointments Panel):
 - (i) may endorse to the National Council nominees to fill the number of vacancies for Reserved Board Members and Open Board Members in accordance with Rules 13.3(a) and 13.3(b) [Board composition]; and
 - (ii) must ensure that notice is given to the National Council in accordance with the Rules.
- (f) Where the process in this Regulation 4.4 does not result in the Board endorsing a sufficient number of nominees to satisfy the minimum Board composition requirements under Rule 13.3(a) [Board composition], the Board must notify National Council, and the process in this Regulation 4.4 must be repeated until the minimum Board composition requirements under Rule 13.3(a) [Board composition] are met.

4.5 Board Chair and Deputy Board Chair nominations

- (a) The selection criteria for the Board Chair and Deputy Board Chair will be determined by the Board.
- (b) Prior to Board appointing a Board Chair or Deputy Board Chair in accordance with Rule 13.9 [Board Chair and Deputy Board Chair]:
 - (i) all Board Members will be invited to submit an expression of interest for the role of Board Chair or Deputy Board Chair (as the case may be);
 - (ii) for an expression of interest to be valid, it must:
 - (A) be in the form (if any) prescribed by the Board;
 - (B) be consented to by the nominee; and
 - (C) set out the relevant special skills, contributions or experience held by the nominee in relation to the selection criteria in Regulation 4.5(a); and
 - (iii) the Elections and Appointments Panel may determine any review and interview processes that it considers appropriate in order to:
 - (A) assess nominees against the selection criteria in Regulation 4.5(a);
 - (B) assess nominees' prior performance on the Board; and
 - (C) make a recommendation to the Board for their consideration in accordance with Rule 13.9 [Board Chair and Deputy Board Chair].

5 Division General Meetings

5.1 Meetings of Division Members

- (a) Each Division will hold at least one general meeting of Division Members annually (being the annual general meeting of the Division) and may hold additional extraordinary general meetings of Division Members at a date, time and place determined by the respective Division Council.
- (b) At least 21 days' notice of any Division General Meeting must be provided to every Division Member specifying the:
 - (i) date, time and place of the meeting; and
 - (ii) nature of the business to be considered at the meeting.
- (c) Supporting papers relating to any items of business proposed for a Division General Meeting must insofar as is practical, be forwarded to each Division Member at least 21 days before the meeting.

5.2 Annual general meeting of the Division

- (a) The annual general meeting of each Division will be held at a date, time and place determined by the Division Council, which must be not more than 75 days nor less than 45 days before the annual general meeting of the National Council.
- (b) The business of the annual general meeting of the Division will include:
 - (i) electing Division Councillors;
 - (ii) receiving and considering reports on the activities and performance of the Society's activities within the Division during the previous financial year;
 - (iii) allowing an opportunity for Members to ask questions, including about the governance and activities of the Division; and
 - (iv) any other matters that may be considered by Division Members at a general meeting in accordance with these Governance Regulations, provided that at least 21 days' notice in writing has been given to the Division Council Chair.

- (c) Division General Meetings provide an opportunity for communication between Division Members and Division Council.

5.3 Chair of Division General Meetings

- (a) The respective Division Council Chair must preside as chair at each Division General Meeting if present and willing to act.
- (b) If the Division Council Chair is not present at the meeting within 15 minutes after the time appointed for the Division General Meeting, is not present at any part of the Division General Meeting or is unwilling to act, the Division Council Deputy Chair will preside as chair at the Division General Meeting (or part thereof). If there is no Division Council Deputy Chair or the Division Council Deputy Chair is not present or not willing to act, the Division Members present must elect one of the Division Councillors present as chair of the Division General Meeting (or part thereof).
- (c) A question arising at a Division General Meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chair of the meeting, whose decision is final.

5.4 Quorum at Division General Meetings

- (a) The quorum for a Division General Meeting will be 20 Division Members.
- (b) No business may be transacted at a Division General Meeting unless a quorum is present when the meeting proceeds to business.
- (c) If a quorum is not present within 15 minutes after the time appointed for the Division General Meeting, the meeting will be adjourned and reconvened to a date, time and place within 14 days as the Division Council Chair decides by notice given to those entitled to notice of the original meeting.
- (d) If at the adjourned meeting under Regulation 5.4(c), a quorum is not present within 15 minutes after the time appointed for the meeting, the meeting must be dissolved, and the Society Secretary or Board Chair notified in writing of the occurrence within two Business Days.

5.5 Meeting called by Division Members

A Division Council must call an extraordinary Division General Meeting within three months following a written request to the Division Council Chair signed by at least 20 Division Members which must specify:

- (a) the purpose of the proposed Division General Meeting; and
- (b) any resolutions proposed to be passed at the proposed Division General Meeting.

5.6 Adjournment of Division General Meeting

Except where a Division General Meeting is adjourned under Regulation 5.4(c) [Quorum at Division General Meetings], the chair of a Division General Meeting may at any time adjourn any business, motion, question, resolution, debate or discussion being considered or remaining to be considered, either to:

- (a) a later time at the same meeting; or
- (b) a meeting reconvened to a date, time and place within 14 days as the Division Council Chair decides, by notice given to those entitled to notice of the original meeting.

5.7 Eligibility for voting

- (a) A Division Member may vote at a Division General Meeting, provided the Division Member at the date of the meeting or the closing of any ballot (as the case may be):
 - (i) is at least 15 years of age; and
 - (ii) has been a Member for at least six months.

- (b) A Division Member may exercise only one vote on each motion or resolution at any Division General Meeting (not including any vote exercised as a proxy for another Division Member).
- (c) A motion or vote at a Division General Meeting will be decided by a majority of votes cast.
- (d) Subject to Regulation 5.7(e), a resolution put to the vote of a Division General Meeting must be decided by a ballot.
- (e) The chair of the Division General Meeting may determine that a motion shall be decided on a show of hands unless, before or immediately after the vote is taken on a show of hands, where at least two Division Members demand a ballot.
- (f) Where the votes on a proposed motion or resolution are equal, the chair of the meeting is entitled to a casting vote in addition to any votes to which the chair of the meeting is entitled as a Division Member or proxy for a Division Member.

5.8 Proxies for Division Members

- (a) A Division Member entitled to vote at a Division General Meeting is entitled to appoint a proxy to attend a Division General Meeting and vote on behalf of the Division Member.
- (b) The proxy must be:
 - (i) the Division Council Chair;
 - (ii) the chair of the meeting; or
 - (iii) another Division Member who at the date of the meeting:
 - (A) is at least 15 years old; and
 - (B) has been a Member for at least six months.
- (c) Proxies must be received by the Director – State/Territory at least three Business Days before the Division General Meeting.
- (d) The instrument appointing a proxy must be in writing in the form prescribed by the Division Council (if any).
- (e) A proxy is entitled to a separate vote for each Division Member the proxy represents, in addition to any vote the person may have as a Division Member in their own right.
- (f) The written appointment of the proxy may direct the manner in which the proxy is to vote in respect of a particular resolution and, where this is provided, the proxy must vote on the proposed resolution as directed in the appointment.
- (g) The appointment of a proxy is not revoked by the appointer attending and taking part in the Division General Meeting but, if the appointer votes on a resolution in person, the person acting as proxy for the appointer is not entitled to vote, and must not vote, as the appointer's proxy on the resolution.

5.9 Observers at Division General Meetings

- (a) The President, Board Members, the CEO (Secretary– General), the Society Secretary, and the Director – State/Territory must be given notice of and be invited to attend and observe all Division General Meetings.
- (b) To the extent not already invited as a Division Member, the Division Council:
 - (i) must invite all Volunteers who reside, and all employees who work, within a Division to any Division General Meeting, and encourage those persons to attend; and
 - (ii) may invite any person, including representatives of stakeholder organisations or members of the wider community within the Division to attend any Division General Meeting.

- (c) Only Division Members have the right to vote in respect of any resolution or to exercise any right which a Division Member may have under these Governance Regulations at any Division General Meeting.

5.10 Division General Meetings using technology

- (a) A Division Member who takes part in a Division General Meeting by telephone or using technology is taken to be present in person at the meeting.
- (b) Subject to Regulation 5.1(b) [Meetings of Division Members], the simultaneous linking together by telephone or using technology of a sufficient number of the Division Members to constitute a quorum constitutes a Division General Meeting.
- (c) A Division General Meeting by telephone or other electronic means is taken as held at the place decided by the chair of the meeting, as long as at least one Division Member was at that place for the duration of the meeting.
- (d) If a technical difficulty occurs which means that one or more Division Members cannot participate, the chair of the meeting may adjourn the meeting until the difficulty is remedied or may, if a quorum of the Division General Meeting remains present, continue with the meeting.

5.11 Minutes of Division General Meeting

Minutes of any Division General Meetings must be maintained in accordance with Rule 15.1 [Minutes].

6 The Division Council

6.1 Role of the Division Council

The role of a Division Council is:

- (a) **Promotion and Recruitment:** to actively support:
 - (i) the promotion of the Society's activities in the Division;
 - (ii) the recruitment of Members and Volunteers in the Division; and
 - (iii) fundraising activities in the Division;
- (b) **Communication and Feedback:** to act as a communication channel:
 - (i) up to the Board and to management from Members and Volunteers in the Division;
 - (ii) down to Members and Volunteers within the Division from management; and
 - (iii) down to Members and Volunteers from the Board (if required);

***Note:** The preferred communication channel to Members and Volunteers from the Board is direct.*
- (c) **Governance of local activities:** to establish and regulate Branches, Regions, Zones and other models of Members and Volunteers self-organisation within the Division;
- (d) **Advisory:** to consider issues of significance to the Division, including consulting with management (in line with the operating model) on undertaking work to support the Society's strategy in the Division; and

***Note:** The Director – State/Territory is an employee of the Society and reports to a member of management as determined by the CEO (Secretary-General). Although the Director – State/Territory does not report to the Division Council, they work in collaboration with the Division Council to achieve the strategic goals of the Society in the Division as determined by the Board.*
- (e) to undertake any other functions delegated to it by the Board.

6.2 Powers of the Division Council

- (a) Each Division Council may exercise any of the powers:

- (i) vested in the Division Council by the Rules or these Governance Regulations; or
 - (ii) delegated to the Division Council by the Board.
- (b) Except where within the Board approved budget for a Division Council, no Division Council may incur or commit the Society to any expenditure without the consent of the Board or the CEO (Secretary-General).

6.3 Division Council work plan

- (a) Each Division Council must:
 - (i) agree on an annual plan of work to undertake the role of the Division Council set out in Regulation 6.1 [Role of the Division Council] (**Division Work Plan**); and
 - (ii) provide written quarterly reports to the Board (through management) on the Division Council's progress against the Division Work Plan.
- (b) A Division Council may by resolution amend its work plan from time to time.

6.4 Eligibility to be a Division Councillor

A person is only eligible to be a Division Councillor if the individual:

- (a) is a Division Member;
- (b) has specific skills to further and promote the interests of the Division, in accordance with selection criteria as determined by the Board;
- (c) is at least 18 years of age;
- (d) is not in the paid employment of the Society or Australian Red Cross Lifeblood;
- (e) has not been in the paid employment of the Society or Australian Red Cross Lifeblood at any time within the period of 12 months immediately preceding the date of nomination or appointment;
- (f) is not a patron or vice-patron of the Division in accordance with Regulation 11 [Division Patrons and Vice-Patrons];
- (g) has not exceeded the maximum term under Regulation 6.8 [Term of office of Division Councillors]; and
- (h) is not barred from holding any governance or leadership role in the Society in accordance with Rule 11.9 [Removal or vacation of office (National Councillor)] or Regulation 13 [Misconduct procedures].

6.5 Division Council composition

- (a) A Division Council must comprise at least five and no more than 12 Division Councillors that are:
 - (i) elected by the Division Members at a Division General Meeting in accordance with Regulation 7 [Election and re-election of Division Councillors];
 - (ii) appointed by the Division Council to fill a casual vacancy under Regulation 6.9 [Casual vacancy]; or
 - (iii) appointed by the Division Council in accordance with Regulation 6.6 [Appointed Division Councillors],provided that:
 - (iv) at least two Division Councillors must be elected by Division Members in accordance with Regulation 7 [Election and re-election of Division Councillors] (unless at a Division General Meeting the Division Members resolve that more than two Division Councillors must be elected in accordance with Regulation 7 [Election and re-election of Division Councillors]); and

- (v) at least one Division Councillor must be under 30 years of age at the time of election or appointment, who is appointed by the Division Council to the position of Youth Member of the Division Council.
- (b) A Division Council may determine the maximum number of Division Councillors (between five and 12) that form the Division Council. Unless determined by the Division Council, a Division Council shall be deemed to be comprised of 12 Division Councillors.

6.6 Appointed Division Councillors

- (a) A Division Council may by resolution appoint or re-appoint any individual(s) to be a Division Councillors who:
 - (i) meets the eligibility criteria in Regulation 6.4 [Eligibility to be a Division Councillor];
 - (ii) has consented to act as a Division Councillor; and
 - (iii) has specific skills and experience to support the role of the Division Council as set out in Regulation 6.1 [Role of the Division Council],provided the Division Council has, before making any appointment or re-appointment called for nominations from Division Members and others by:
 - (iv) giving all Division Members at least 21 days' notice of:
 - (A) the Division Council's intent to appoint a Division Councillor; and
 - (B) the specific skills or experience sought by the Division Council; and
 - (v) advertised the vacancy on the Society's website for at least 21 days.
- (b) Despite Regulation 6.6(a), if the position of Youth Member becomes vacant, a Division Council must as soon as reasonably practicable appoint a Division Member that is under the age of 30 at the time of appointment, and meets the eligibility criteria in Regulation 6.4 [Eligibility to be a Division Councillor] to fill the vacancy, with such Youth Member to hold the position for a term determined under Regulation 6.8(b) [Term of office of Division Councillors].

6.7 Division Council Chair and Division Council Deputy Chair

- (a) Each Division Council must appoint a Division Council Chair and Division Council Deputy Chair from among the Division Councillors.
- (b) The Division Council Chair and Division Council Deputy Chair shall be declared appointed from the date of the resolution of the Division Council until the earlier of:
 - (i) the date they otherwise cease to be a Division Councillor; and
 - (ii) the date the Division Council resolves to appoint a different Division Councillor to be Division Council Chair or Division Council Deputy Chair (as the case may be).
- (c) If the Division Council Chair or the Division Council Deputy Chair ceases to be a Division Councillor, then the office of Division Council Chair or Division Council Deputy Chair (as the case may be) becomes vacant and the Division Council must appoint a new Division Council Chair or Division Council Deputy Chair (as the case may be).
- (d) The Division Council Chair must preside as chair at each meeting of the Division Council if present and willing to act.
- (e) If the Division Council Chair is not present at the meeting within 15 minutes after the time appointed for the meeting, is not present at any part of the meeting, or is unwilling to act the Division Council Deputy Chair will preside as chair at the meeting (or part thereof). If there is no Division Council Deputy Chair or the Division Council Deputy Chair is not present or not willing to act, the Division Councillors present must elect one of the Division Councillors as chair of the meeting (or part thereof).

6.8 Term of office of Division Councillors

- (a) A Division Councillor elected by Division Members will hold office from the end of the Division General Meeting at which they were elected until the conclusion of the third annual general meeting of that Division following their election under Regulation 7 [Election and re-election of Division Councillors], at which time they will retire from office and may offer themselves for re-election subject to Regulation 6.8(c).
- (b) A Division Councillor appointed under Regulation 6.6 [Appointed Division Councillors], will hold office from the date they were appointed by the Division Council until the conclusion of the third annual general meeting of that Division following their appointment under Regulation 6.6, at which time they will retire from office and may offer themselves for re-election and/or be eligible for re-appointment subject to Regulation 6.8(c).
- (c) Subject to Regulation 6.8(e), a person who cannot serve a further term of three years as a Division Councillor without serving a cumulative term of more than 10 years is not eligible to be re-appointed or re-elected as a Division Councillor.
- (d) A person who has ceased to be a Division Councillor for a period of at least three years is eligible to be appointed as a Division Councillor under Regulation 6.6 [Appointed Division Councillors] or elected as a Division Councillor under Regulation 7 [Election and re-election of Division Councillors], and their prior term(s) as a Division Councillor will not be counted for the purposes of this Regulation 6.8.
- (e) The Board may increase the maximum tenure for a Division Councillor under Regulation 6.8(c) by up to 12 months upon recommendation by the Division Council in exceptional circumstances.

6.9 Casual vacancy

If there are less than two Division Councillors elected in accordance with Regulation 7 [Election and re-election of Division Councillors], the Division Council must:

- (a) notify the Society Secretary or Board Chair in writing of the occurrence within seven days; and
- (b) as soon as reasonably practicable:
 - (i) give all Division Members at least 21 days' notice of the vacancy, and call for nominations from Division Members who:
 - (A) meet the eligibility criteria in Regulation 6.4 [Eligibility to be a Division Councillor]; and
 - (B) have been a Member for at least six months; and
 - (ii) determine an individual from amongst the nominees to hold office as a Division Councillor from the date of the Division Council's resolution (on a casual vacancy basis as though they were an elected in accordance with Regulation 7 [Election and re-election of Division Councillors]) until the conclusion of the next annual general meeting of the Division at which time they will retire from office and may offer themselves for re-election subject to Regulation 6.8(c) [Term of office of Division Councillors].

6.10 Removal or vacation of office (Division Councillor)

The office of Division Councillor becomes vacant if:

- (a) the Division Councillor:
 - (i) dies;
 - (ii) resigns by notice to the Division Council Chair;
 - (iii) is appointed for a specific term of office and is not reappointed or has reached the maximum term under Regulation 6.8 [Term of office of Division Councillors];

- (iv) is removed from office as a result of misconduct in accordance with Regulation 13 [Misconduct procedures];
 - (v) is appointed as a patron or vice-patron of the Division;
 - (vi) ceases to be a Division Member or ceases to be eligible to be a Division Member;
 - (vii) becomes the subject of a guardianship or administration order as they are unable to make decisions for themselves;
 - (viii) enters paid employment with the Society or Australian Red Cross Lifeblood; or
 - (ix) is barred from holding any governance or leadership role in the Society in accordance with Rule 11.9 [Removal or vacation of office (National Councillor)] or Regulation 13 [Misconduct procedures]; or
- (b) the Division Council by Special Resolution resolves to remove a Division Councillor because they have failed to attend three consecutive meetings of the Division Council without leave of absence.

6.11 Conflict of interest (Division Council)

- (a) A Division Councillor must disclose a perceived, potential or actual material conflict of interest to the other Division Councillors.
- (b) The Division Council must manage conflicts of interest in accordance any conflict of interest policy prescribed by the Board.

7 Election and re-election of Division Councillors

7.1 Nomination for election or re-election as a Division Councillor

- (a) The Division Council must at least 60 days before the annual general meeting of the Division:
 - (i) notify Division Members of any vacancies on the Division Council for Division Councillors (as determined by the Division Council); and
 - (ii) where there are vacancies for Division Councillors:
 - (A) appoint a Returning Officer; and
 - (B) appoint two Independent Scrutineers (who are not Members, Volunteers or in the paid employment of the Society or Australian Red Cross Lifeblood) to act as scrutineer in the event there are more nominations than vacancies for Division Councillors.
- (b) To be eligible to be nominated for election or re-election as a Division Councillor a nominee must:
 - (i) meet eligibility criteria in Regulation 6.4 [Eligibility to be a Division Councillor]; and
 - (ii) have been a Member for at least six months,and a nomination must:
 - (iii) be in the form (if any) prescribed by the Board (or the Division Council where the Board has not prescribed the form);
 - (iv) be consented to by the nominee;
 - (v) be proposed and seconded by any two Division Members (from within the relevant Division) who are eligible to vote under Regulation 5.7 [Eligibility for voting];
 - (vi) set out the relevant skills and experience held by the nominee relevant to the role of a Division Councillor; and

- (vii) be received by the Returning Officer at least 30 days before the annual general meeting of the Division at which the election will be held, unless the Division Council agrees to accept nominations after this time.
- (c) If the number of nominees who are validly nominated under Regulation 7.1(b) is:
 - (i) equal to or less than the number of vacancies for the position of Division Councillors, no ballot is to be conducted and at the annual general meeting of the Division:
 - (A) the Returning Officer must announce all validly nominated candidates; and
 - (B) those validly nominated candidates shall be deemed elected as Division Councillors from the conclusion of the annual general meeting of the Division; or
 - (ii) exceeds the number of vacancies for Division Councillors, an election by secret ballot will be conducted in accordance with Regulation 7.2 [Election by ballot].

7.2 Election by ballot

- (a) The Board, acting reasonably, may decide the procedures in relation to voting by secret ballot at the annual general meeting of the Division, including through use of technology or specifying the form, method and timing.
- (b) Where the number of candidates validly nominated exceeds the number of vacancies for Division Councillors, at the same time as giving notice for the annual general meeting of the Division under Regulation 5.1(b) [Meetings of Division Members], Division Members must be sent:
 - (i) the names of the validly nominated candidates and a description of their relevant skills and experience (as set out in their nomination form); and
 - (ii) details on how to vote by secret ballot.
- (c) Division Members may cast their vote (by secret ballot) at any time prior to one week before the time of the annual general meeting of the Division.
- (d) Following the closing of voting, the Returning Officer must:
 - (i) count the votes received;
 - (ii) determine the nominees that are to be elected for the number of vacancies for Division Councillors based on the highest number of votes received (and where there is a tie, determine the nominee to be elected by random draw); and
 - (iii) keep the results confidential until the annual general meeting of the Division.
- (e) The Returning Officer must ensure the Independent Scrutineers:
 - (i) have access to any electronic voting system to confirm the count of votes cast electronically;
 - (ii) observe the opening and counting of any physical ballot count; and
 - (iii) in the event of a tie, observe the random draw.
- (f) At the annual general meeting of the Division the Returning Officer must announce:
 - (i) the nominees that were elected as Division Councillors from the conclusion of the annual general meeting of the Division (as determined under Regulation 7.2(d)(ii)); and
 - (ii) the number of votes received for each nominee (in descending order of votes).

8 Division Council Meetings

8.1 Convening Division Council meetings

- (a) The Division Council Chair may call a meeting of the Division Council by giving reasonable notice (having regard to the circumstances) to the other Division Councillors.

- (b) Upon the written request of three Division Councillors, the Division Council Chair must convene a meeting of the Division Council by giving reasonable notice to the other Division Councillors.
- (c) A notice of meeting of the Division Council:
 - (i) must specify the time, date and place of the meeting;
 - (ii) need not state the nature of the business to be transacted at the meeting;
 - (iii) may, if necessary, be given immediately before the meeting; and
 - (iv) must be given in accordance with Rule 23 [Notice].

8.2 Frequency of Division Council meetings

The Division Council must meet at least four times in each year at times and places as determined by the Division Council.

8.3 Division Council meetings using technology

- (a) A Division Councillor who takes part in a Division Council meeting by telephone or using technology is taken to be present in person at the meeting.
- (b) The simultaneous linking together by telephone or using technology of a sufficient number of the Division Council to constitute a quorum constitutes a meeting of the Division Council.
- (c) A meeting of the Division Council by telephone or other electronic means is taken as held at the place decided by the chair of the meeting, as long as at least one Division Councillor was at that place for the duration of the meeting.
- (d) If a technical difficulty occurs which means that one or more Division Councillors cannot participate, the chair of the meeting may adjourn the meeting until the difficulty is remedied or may, if a quorum of the Division Council remains present, continue with the meeting.

8.4 Quorum at Division Council meetings

No business may be transacted at a meeting of a Division Council unless a quorum of a majority of Division Councillors (other than any Division Councillor on an approved leave of absence) is present at the time the business is dealt with.

8.5 Decisions of the Division Council

- (a) A resolution at a meeting of a Division Council must be decided by a majority of votes cast by the Division Councillors present.
- (b) Where the votes on a proposed resolution are equal, the chair of the meeting is entitled to a casting vote in addition to any votes to which the chair of the meeting is entitled as a Division Councillor or proxy for a Division Councillor.

8.6 Division Council decisions by written circular resolution

- (a) A resolution is taken to have been passed if all of the Division Councillors who would be entitled to receive notice of a meeting and to vote on a resolution are given a document setting out that resolution, sign or consent to the resolution within the time specified (or if no time is specified within 14 days of the document being sent to the Division Councillors).
- (b) A Division Councillor may consent to a resolution by:
 - (i) physically or electronically signing the document containing the resolution (or a copy of that document);
 - (ii) giving the Division Council Chair notice agreeing to the resolution and either setting out its terms or otherwise clearly identifying them; or

- (iii) telephoning the Division Council Chair signifying assent to the resolution and clearly identifying its terms, after which the Division Council Chair must create an appropriate record.
- (c) The resolution is taken as passed when the last Division Councillor signs or consents to that resolution.

8.7 Observers at Division Council meetings

- (a) The Director – State/Territory must be given notice of and be invited to attend and observe all Division Council meetings, unless the Division Council resolves that the Director – State/Territory will not be permitted to attend a meeting, or part of a meeting.
- (b) A Division Council may invite any person to attend a Division Council meeting as an observer or to advise on matters as the Division Council reasonably determines.
- (c) Only Division Councillors have the right to vote in respect of any resolution of the Division Council or exercise any right which a Division Councillor may have under these Governance Regulations.

8.8 Records of Division Council meetings

The Division Council must keep records of resolutions passed in accordance with Rule 15.1 [Minutes].

8.9 Regulation of proceedings

To the extent not covered in the Rules or these Governance Regulations, a Division Council may regulate its own proceedings.

9 Division Committees

- (a) A Division Council:
 - (i) may establish and disestablish such committees as the Division Council considers appropriate to support the Division Council in discharging its role under Regulation 6.1 [Role of the Division Council] (**Division Committee**);
 - (ii) may delegate any of its powers in Regulation 6.2 [Powers of the Division Council] to a Division Committee;
 - (iii) must ensure the role and powers of a Division Committee are reflected in the terms of reference for the Division Committee;
 - (iv) may permit the Committee to recommend to the Division Council the appointment of additional members of the Division Committee; and
 - (v) must appoint a chair to each Division Committee who must be a Division Councillor.
- (b) A Division Committee may consist of any number of Division Councillors or others as determined by the Division Council, but a person is only eligible to be appointed to a Division Committee if the individual:
 - (i) is a Member; and
 - (ii) is at least 15 years of age.
- (c) A Division Committee must exercise its powers within its terms of reference approved by the Division Council.
- (d) The procedures applying to Division Council Meetings apply as far as possible to meetings of Division Committees.
- (e) The Division Council Chair and Director – State/Territory shall have a standing invitation to attend all Division Committee meetings as an observer.

- (f) Only those Members appointed to the Division Committee shall have the right to vote in respect of any resolution or other proceedings of the Division Committee.
- (g) No Division Committee may incur or commit the Society to any expenditure.
- (h) The Division Committee must:
 - (i) undertake any other reporting requirements set out in the terms of reference; and
 - (ii) to the extent that powers of a Division Council are delegated to a Division Committee, then that Division Committee must keep records of resolutions passed in accordance with Rule 15.1 [Minutes].

10 Branches and Areas

10.1 Branches

Each Division Council may approve the establishment, amalgamation and disestablishment of Branches within a Division, subject to any policies determined by the Board.

10.2 Areas within a Division (Regions and Zones)

Each Division Council may establish, amalgamate or disestablish Areas within their Division (called either Regions or Zones, as determined by the Division Council), subject to any policies determined by the Board, for the purposes of:

- (a) effective communication within the Division;
- (b) effective geographical representation of the Division; and
- (c) discharging its role effectively within the Division.

10.3 Use of name

Each Zone, Region or Branch is entitled to make use of the Australian Red Cross name and describe itself as a “[Zone, Region or Branch (by any name approved by the Division Council), as applicable] of Australian Red Cross”, subject to any policy determined by the Board.

11 Division Patrons and Vice-Patrons

- (a) A Division Council may invite:
 - (i) the Governor or Administrator of the State or Territory that forms the Division; or
 - (ii) an eminent person in the community of the Division,
to be appointed as a patron of that Division.
- (b) A Division Council may invite one or more persons to be a vice-patron of that Division.
- (c) A patron or vice-patron of a Division cannot be appointed unless they consent to:
 - (i) act as a patron or vice-patron of that Division; and
 - (ii) support the purpose of the Society set out in Rule 2 [Society’s objects].

12 Probity Checks

12.1 Board Member Probity Checks

- (a) The Board may determine:
 - (i) any probity checks required to be held by Board Members; and
 - (ii) the minimum probity checks required to serve as a Board Member.

- (b) Where a Board Member does not hold the minimum probity checks required to be held under Regulation 12.1(a)(ii), that Board Member shall be deemed to take a leave of absence from the Board until such time as:
 - (i) they hold the minimum probity checks required; or
 - (ii) the National Council, on the Board's recommendation, resolves to remove the Board Member under Rule 13.6(c) [Removal or vacation of office (Board Member)].

12.2 Division Councillor Probity Checks

- (a) The Board may determine:
 - (i) any probity checks required to be held by Division Councillors; and
 - (ii) the minimum probity checks required to serve as a Division Councillor.
- (b) Where a Division Councillor does not hold the minimum probity checks required to be held under Regulation 12.2(a)(ii) that Division Councillor shall be deemed to take a leave of absence from the Division Council until such time as:
 - (i) they hold the minimum probity checks required; or
 - (ii) the Division Council by Special Resolution resolves to remove a Division Councillor because they have been on a deemed leave of absence under Regulation 12.2(b) for six months or more.

13 Misconduct procedures

13.1 Board Members, National Councillors, Division Councillors and members of Board Committees

- (a) This Regulation 13.1 applies to:
 - (i) allegations of misconduct against a Board Member, National Councillor, Division Councillor or member of a Board Committee; and
 - (ii) any allegation referred to the Board by a Division Council under Regulation 13.2 [Members].
- (b) The Board will nominate or establish a Board Committee to oversee the misconduct allegation (**Designated Committee**).
- (c) The Designated Committee will make recommendations to the Board on:
 - (i) whether the allegations of misconduct should be investigated; and
 - (ii) if required, the recommended processes for investigating and oversight in the relevant circumstances, including:
 - (A) the person or third party recommended to conduct the investigation (**Investigator**) and make a recommendation on findings to the Designated Committee; and
 - (B) any support recommended from the Society Secretary, the Society's legal team, or the People & Culture Team.
- (d) The Designated Committee:
 - (i) must consider in detail any report from the Investigator;
 - (ii) may request any further follow up or clarification from the Investigator as considered appropriate; and
 - (iii) must make a recommendation to the Board regarding the findings of the investigation, and any appropriate action in the circumstances (which may include expulsion or suspension).
- (e) Where the Board is considering a resolution that is adverse to an individual who is the subject of the allegations, the Board must give at least 28 days' notice to that individual:

- (i) setting out the date, time, and place of a meeting where the resolution will be considered by the Board;
 - (ii) setting out the allegations of the misconduct, the intended resolution and the grounds on which it is based; and
 - (iii) providing the individual the opportunity to either:
 - (A) attend the meeting and give an oral submission; or
 - (B) provide a written submission via the Society Secretary no later than one week before the meeting for consideration by the Board,
 before the resolution is voted on by the Board.
- (f) The Board, taking into account:
 - (i) any report from the Investigator;
 - (ii) the recommendations from the Designated Committee;
 - (iii) if applicable, any submission from the relevant individual(s) made under Regulation 13.1(e)(iii); and
 - (iv) any other matter the Board considers relevant,
 must:
 - (v) make a determination regarding any finding of misconduct; and
 - (vi) if applicable:
 - (A) in the case of a Board Member, make a recommendation to the National Council on any action to be taken in respect of that Board Member, including without limitation expulsion as a Member, suspension as a Member or removal from office under Rule 13.6(c) [Removal or vacation of office (Board Member)] or any other leadership role in the Society; or
 - (B) in the case of any other individual, determine any action to be taken in respect of that individual, including without limitation expulsion, suspension or removal from any office or leadership role in the Society.
- (g) To avoid doubt, any:
 - (i) meetings or deliberations by the Board;
 - (ii) membership of the Designated Committee; and
 - (iii) the Investigator,
 in this Regulation 13.1 must not include any conflicted individual that is the subject of the allegations or any other conflicted person in accordance with the conflict of interest policy prescribed by the Board, subject to Regulation 13.1(e).

13.2 Members

- (a) Allegations of misconduct against a Member who is not a Board Member, National Councillor, Division Councillor or member of a Board Committee shall in the first instance be referred to the Division Council.
- (b) The Division Council must determine, having regard to any applicable policy prescribed by the Society on Member misconduct, whether the allegation of misconduct:
 - (i) is a minor or immaterial matter that is better handled informally without a formal investigation, and if so what steps will be taken to resolve the matter; or
 - (ii) requires a formal investigation, in which case the Division Council must determine whether:

- (A) the People & Culture Team to investigate the misconduct allegation, and make a recommendation on findings to the Division Council; or
 - (B) to request the Board to oversee and make a determination in accordance with Regulation 13.1 [Board Members, National Councillors, Division Councillors and members of Board Committees].
- (c) Where the Division Council has determined the People & Culture Team will investigate in accordance with Regulation 13.2(b)(ii)(A):
 - (i) the Division Council:
 - (A) must consider in detail any report from the People & Culture Team; and
 - (B) may request further follow up or clarification from the People & Culture Team as considered appropriate.
 - (ii) where the Division Council is considering a resolution that is adverse to that Member who is the subject of the allegations, the Division Council must give at least 28 days' notice to that Member:
 - (A) setting out the date, time, and place of a meeting where the resolution will be considered by the Division Council;
 - (B) setting out the allegations of the misconduct, the intended resolution and the grounds on which it is based; and
 - (C) providing the Member the opportunity to either:
 - (1) attend the meeting and give an oral submission; or
 - (2) provide a written submission via the Division Council Chair no later than one week before the meeting for consideration by the Division Council, before the resolution is voted on by the Division Council.
 - (iii) the Division Council, taking into account:
 - (A) any recommendations in the report from the People & Culture Team;
 - (B) any recommendations from the Director – State/Territory;
 - (C) if applicable, any submission from the relevant Member made under Regulation 13.2(c)(ii)(C); and
 - (D) any other matter the Division Council considers relevant,must:
 - (E) make a determination regarding any finding of misconduct; and
 - (F) if applicable, determine any action to be taken in respect of that Member, including without limitation expulsion, suspension or removal from any office or leadership role in the Society.
- (d) To avoid doubt, any meetings or deliberations by the Division Council in this Regulation 13.2 must not include the Member that is the subject of the allegations, or any other conflicted person in accordance with the conflict of interest policy prescribed by the Board, subject to Regulation 13.2(c)(ii).

13.3 Volunteers

The procedures for misconduct and allegations of misconduct by Volunteers shall be set out in a policy determined by the CEO (Secretary—General) in accordance with Rule 18 [CEO (Secretary—General)].

14 Notice, Definitions and Interpretation

14.1 Notice

Rule 23 [Notice], as far as it can, with any necessary changes, applies to giving or receiving any notices, communication or document under these Governance Regulations.

14.2 Definitions in Rules

Terms used but not defined in these Governance Regulations that are defined in the Rules have the same meaning as they have in the Rules, unless the contrary intention appears.

14.3 Definitions

The meanings of the terms used in these Governance Regulations are set out below.

Term	Meaning
Area	a geographical area within a Division, which may be called a Zone or Region, as determined by a Division Council in accordance with Regulation 10.2 [Areas within a Division (Regions and Zones)].
Branch	a group of Division Members formed within a Division with the approval of a Division Council, in accordance with Regulation 10.1 [Branches] by any name approved by the Division Council which may include 'Branch', 'Unit', 'Club', etc.
Designated Committee	a Board Committee that has been nominated or established to oversee any allegations of misconduct under Regulation 13.1(b) [Board Members, National Councillors, Division Councillors and members of Board Committees].
Director – State/Territory	the Director – State/Territory (or any successor for that role) within the Division, including any person acting in that position.
Division Committee	a committee established by a Division Council under Regulation 9 [Division Committees].
Division Council Chair	the chair of the Division Council appointed by the Division Council in accordance with Regulation 6.7 [Division Council Chair and Division Council Deputy Chair].
Division Council Deputy Chair	the deputy chair of the Division Council appointed by the Division Council in accordance with Regulation 6.7 [Division Council Chair and Division Council Deputy Chair].
Division Member	those Members whose residential address on the register of Members is within the geographical boundaries of the Division, or as otherwise determined under Regulation 2.2(b) [Division Members].
Division General Meeting	a meeting (including an annual general meeting or an extraordinary general meeting) of the Division Members of a Division in accordance with these Governance Regulations.
Division Work Plan	the annual plan of work agreed by each Division Council under Regulation 6.3 [Division Council work plan].
Governance Regulations	these <i>Governance Regulations 2025</i> as amended from time to time.

Term	Meaning
Independent Scrutineers	those people (who are not Members, Volunteers or in the paid employment of the Society or Australian Red Cross Lifeblood) appointed by a Division Council under Regulation 7.1(a)(ii)(B) [Nomination for election or re-election as a Division Councillor] to maintain the integrity and fairness of an election process conducted under Regulation 7.2 [Election by ballot].
Investigator	the person(s) or third party engaged to conduct an investigation into any allegation of misconduct under Regulation 13.1 [Board Members, National Councillors, Division Councillors and members of Board Committees].
People & Culture Team	the team of persons appointed by the CEO (Secretary-General) responsible for human resources matters within the Society.
Region	an area within a Division, called a 'Region', established by the Division Council in accordance with Regulation 10.2 [Areas within a Division (Regions and Zones)].
Regulation	a reference to a regulation in these Governance Regulations.
Returning Officer	that person appointed by a Division Council under Regulation 7.1(a)(ii)(A) [Nomination for election or re-election as a Division Councillor] (who will ordinarily be the Director – State/Territory) to oversee the nomination and election process in accordance with Regulation 7 [Election and re-election of Division Councillors] (and ensure such processes are conducted fairly and in accordance with these Governance Regulations).
Rule	a reference to a rule in the Rules.
Rules	the Rules of the Society as adopted by Special Resolution of the National Council on 14 February 2025, as amended from time to time.
Society	the Australian Red Cross Society (ABN 50 169 561 394).
Volunteer Activities	any activities undertaken by Volunteers to support the objects of the Society set out in Rule 2 [Society's objects].
Youth Member	the Division Councillor appointed to the position of Youth Member of the Division Council in accordance with Regulation 6.5(a)(v) [Division Council composition].
Zone	an Area within a Division, called a 'Zone', established by the Division Council in accordance with Regulation 10.2 [Areas within a Division (Regions and Zones)].

14.4 Interpretation

Rule 24.2 [Interpretation], as far as it can, with any necessary changes, applies to the interpretation of these Governance Regulations.

15 Transitional Provisions – Governance Regulations

15.1 Transitional provisions

- (a) The Governance Regulations are modified to the extent required to give effect to the transitional arrangements in this Regulation 15 and Rule 25 [Transitional provisions].

- (b) Rule 25.3 [Tenure] shall apply to any tenure served under the previous rules or the *Divisional Regulations 2010*.
- (c) The *Divisional Regulations 2010* are repealed on the date these Governance Regulations become effective as determined by the Board.

15.2 Division Council

On the date these Governance Regulations come into effect:

- (a) any elected 'Divisional Advisory Board Member' holding office immediately prior to the date these Governance Regulations came into effect shall be deemed to be elected as a Division Councillor;
- (b) any appointed 'Divisional Advisory Board Member' holding office immediately prior to the date these Governance Regulations came into effect shall be deemed to be appointed as a Division Councillor;
- (c) the current term of any Division Councillor ends on the date that their term as a 'Divisional Advisory Board Member' would have ended under the *Divisional Regulations 2010*, and they may then seek re-election or re-appointment in accordance with these Governance Regulations;
- (d) the individual holding the position of 'Chair' of a 'Divisional Advisory Board' immediately prior to the date these Governance Regulations came into effect shall be deemed to hold the position of Division Council Chair; and
- (e) the individual holding the position of 'Deputy Chair' of a 'Divisional Advisory Board' immediately prior to the date these Governance Regulations came into effect shall be deemed to hold the position of Division Council Deputy Chair.

History / Document Control

Governance Regulations 2025, Australian Red Cross Society		
Revision No.:	Date Approved:	Date Effective:
1	5 December 2024	1 July 2025