

CONSTITUTION: CHRISTIAN AIDS BUREAU FOR SOUTHERN AFRICA
Trading name: CABSA
Afrikaans name: "Christen-Vigsburo vir Suidelike Afrika"

As amended at the General Meeting of 26 January 2010

GLOSSARY

In this constitution, the following words have the following meanings, unless it is clear from the context that another meaning is intended:

- (a) "Constitution", this document and the regulations drafted or to be drafted in terms of this document;
- (b) "Organisation", CABSA (The Christian Aids Bureau for Southern Africa);
- (c) "Member", a member of the Organisation in terms of Section 5;
- (d) "Friend", a friend of the Organisation in terms of Section 5;
- (e) "CABSA Board", the governing body of the Organisation in terms of Section 6;
- (f) "Director", the chief executive officer of the Organisation.

1. NAME AND GENERAL STIPULATIONS

- 1.1 The name of the Organisation is the Christian Aids Bureau for Southern Africa. The trading name is CABSA. The Afrikaans name is "Christen Vigsburo vir Suidelike Afrika".
- 1.2 The Organisation:
 - was registered as non-profit organisation in terms of the Non-profit Organisations Act (Act 71 of 1997) on 28 May 2002, NPO number 019 – 387.
 - has a management body that in its own right, independent of its members and officials, is responsible for its rights and duties.
 - continues to exist despite changes in the composition of its membership or officials.
 - does not contemplate any pursuit of gain for its members or officials, and no member or official is on account of his/her membership or office entitled to any of the assets or revenue of the Organisation, not even after the Organisation has been dissolved, except for fair remuneration for services rendered.
- 1.3 No member or official of the Organisation is personally liable for accomplishment of any duty (financial or otherwise) carried out by the Organisation.

2 AIMS, AREAS OF EXPERTISE, CORE VALUES AND AUTHORITY

2.1 Vision:

Caring Christian communities ministering reconciliation and hope in a world with HIV.

2.2 Mission:

To guide and support Christian communities to understand their calling and become HIV competent, through advocacy, providing information, mobilising and networking.

2.3 Core values:

- Respect for life
CABSA respects all life as sanctified by God.
- Human dignity and excellence
CABSA considers all human beings to be of inestimable worth.
- Empowerment
CABSA strives to improve the well-being of individuals and communities in the context of HIV through knowledge and skills.
- Partnerships
CABSA actively builds relationships with credible partners in order to exchange expertise and to ensure and enhance quality of service in the response to HIV.
- Stewardship
CABSA uses its time, energy and resources (human, financial and otherwise) responsibly.
- Transparency
CABSA strives to be completely open and unambiguous in all its relationships and operations.

2.4 Aims:

2.4.1 Providing information

To function as a centre of information, knowledge and resources, that increases the capacity of individuals, congregations and organisations at all levels to respond meaningfully to HIV.

2.4.2 Advocacy:

To stand in the breach for people living with HIV. With and on behalf of people living with HIV, CABSA seeks to address the underlying causes of the HIV pandemic by

- Influencing the decisions of churches, governments, companies, groups and individuals; and
- Sensitising individuals and (faith) communities in order to change attitude and to increase involvement.

Advocacy can include lobbying, campaigning, media work and prayer.

2.4.3 Mobilising:

To empower individuals and faith communities through facilitation, training, advocacy, provision of resource material and information to respond to the challenges and needs of HIV in their communities.

2.4.4 Network facilitation:

To facilitate liaison among institutions and networks responding to HIV in a variety of ways.

2.5 Guiding principles

As a Christian organisation, CABSA desires to conduct all activities and relationships guided by the following principles:

Our motivation: Compelled by the love of Christ (2 Corinthians 5:14)

Our service: Serving God in practical acts of love and compassion (James 1:27; Matthew 25:34-40)

Our identity: We are the body of Christ (1 Corinthians 12:12)

Our attitude towards people: To accept as Christ accepted (Romans 15:7)

Our relationships: To uphold the dignity and worth of every human being (Luke 8:43-48)

Our hope: To believe is to have hope (1 Peter 1:3)

Our search for answers and solutions: With wisdom from the Holy Spirit (James 3:17)

Our responsibility: To break the silence by speaking the truth in love (Ephesians 4:15)

Our task: To be Christ's ambassadors (2 Corinthians 5:20)

2.6 Authority

The Organisation is qualified to:

- Develop and manage provision of services through programmes and projects;
- Draft policies, guidelines and regulations for its functioning;
- Develop and manage financial resources and other assets;
- Develop human resources, and employ and manage personnel;
- Buy services from service providers and co-operate with individuals and institutions;
- Market the services that are provided, advertise these services and manage public relations;
- Apply for funding for the Organisation as well as funding for projects implemented by the Organisation;
- Accept financial contributions, including contributions as consideration for services rendered;
- Collect membership fees as determined by the CABSA Board.

3 REGION OF OPERATION

The Organisation provides services primarily in the Republic of South Africa and other Southern African countries, but is able to provide services in any other region where such service would be conducive to the aims of the Organisation.

4 FUNDING

The Organisation may obtain financial resources through:

- General fund raising (national and international);
- Contributions from members or friends;
- Contributions from trusts;
- Funding by the national and regional government bodies;
- Fees for the provision of services and products;
- Raising of funds through special event.

5 MEMBERS AND FRIENDS OF THE ORGANISATION

5.1 Individual members will consist of:

- Members of the CABSA Board and Management Committee,
- Staff members who have been appointed for 12 months or longer.

5.2 Friends of CABSA will consist of:

- Individuals who signed an application to become a Friend of CABSA and whom the Management Committee accepted as CABSA Friends. This might include, but shall not be limited to, CABSA representatives, trained facilitators, volunteers, including a group of volunteers living with HIV, and donors;
 - organisations, churches or congregations with formal relationships with CABSA through Memoranda of Understanding and/or Agreement;
- The Management Committee may also recognize as Friends of CABSA without prior application:
- Entities who regularly support CABSA financially;
 - Individual donors.

5.3 The Management Committee will maintain records of members and friends of CABSA.

5.4 The CABSA Board through the Management Committee has the right to grant and revoke "Member of CABSA" or "Friend of CABSA" status by taking a decision in this regard.

6 CABSA BOARD

Control of CABSA resides with the CABSA Board, which is responsible for strategic planning for the Organisation. The CABSA Board will approve and guide policies according to acceptable practice.

6.1 Duties and authority of the CABSA Board:

6.1.1 The CABSA Board performs all the duties and exercises all powers required for the achievement of the objectives described in Section 2 of this Constitution.

6.1.2 In addition, the CABSA Board monitors and oversees:

- The budget and assets of the Organisation,
- The policies and programmes required for the performance of the Organisation.

6.1.3 The CABSA Board may delegate its authority in a specific matter to any person, persons or committee as it sees fit, for such period as it deems necessary. (Refer to Sections 7 and 8.) For the purpose of day-to-day management, the CABSA Board delegates its authority to the Director (Refer 7.1).

6.1.4 No member of the CABSA Board shall in any capacity have any interest in, or benefit in any way from, any contract or commitment, regardless of its nature, entered into by the CABSA Board, except for fair remuneration for services rendered.

6.2 Composition of the CABSA Board.

The CABSA Board will ideally comprise nine members, but will have no less than 7 and no more than 11 members at any time.

CABSA Board members will be chosen on the basis of their expertise in areas important for the functioning of the Organisation as well as their representation of a different stakeholder group. This may include, but is not limited to:

- The Director of CABSA
- Expert on HIV and Aids,
- Expert on Church and community,
- Expert on FBO/ NGO/ NPO issues,
- Expert on HIV and theology,
- Expert on finances and fundraising,
- Representative of persons living with HIV,
- Representative of Facilitators,
- Representative of organisations who have a formal MOU with CABSA.

6.3 Term and termination of CABSA Board membership.

- Members serve for a term of three years.
- Members may be re-elected with due consideration to continuity as well as renewal of the CABSA Board
- Election of new CABSA Board members will take place at CABSA Board meetings. Nominations for CABSA Board members may be submitted by CABSA Board members, the Management Committee as well as a Friends of CABSA meeting.
- Membership to the CABSA Board expires automatically when:
 - The CABSA Board member is absent from two consecutive meetings without prior notice; or
 - He/she becomes mentally or physically unsuitable to fulfil the demand of the position; or
 - His/her estate is sequestered or surrendered for the benefit of his/her creditors; or
 - He/she is found guilty of theft, fraud, forgery or any similar crime, be it within the RSA or elsewhere; or
 - He/she is dismissed from a position of trust by a competent court on the grounds of misconduct; or

He/she is found guilty of any charge and sentenced to a term in jail without the option of paying a fine; or He/she act in any way to the detriment of the Organisation or its reputation.

- 6.4 Chairperson and Secretary
The chairperson and co-chairperson are elected by the CABSA Board members and will serve for a period of three years.
The CABSA Board will elect a secretary from its members.
Functionaries of the CABSA Board may be re-elected.

7 DIRECTOR AND MANAGEMENT COMMITTEE

- 7.1 The Director assumes overall managerial responsibility for implementing the aims, policy and programmes of the Organisation, delegating functions and jobs to personnel, and handling of all matters referred to him/her by the CABSA Board.
- 7.2 The Management Committee is appointed annually by the CABSA Board to assist the Director in performing his/her duties and executing the decisions of the CABSA Board and will ideally comprise seven members, but will have no less than 5 and no more than 9 members.
The Management Committee will ideally include the Director, representatives from the CABSA offices in Wellington and Johannesburg, two members of the CABSA Board and two or more co-opted members.
- 7.3 Mandate and responsibilities of the Management Committee:
The Management Committee:
- Oversees the administration and management of the Organisation.
 - Drafts and approves policies and regulations for the Organisation as well as guiding the functions and duties of satellite offices, committees and divisions of the Organisation.
 - Approves individuals and Organisations as Friends of CABSA.
 - Appoints full time staff members for periods of 12 months or longer.
 - Oversees the conditions of service and disciplinary procedure of CABSA.

8 COMMITTEES

- 8.1 The CABSA Board delegates authority to the Management Committee to accomplish its mandate and responsibilities.
- 8.2 The CABSA Board may appoint other committees for shorter or longer terms for specific purposes with the mandate to carry out delegated tasks.
- 8.3 All committees and departments of the Organisation report to and communicate with the CABSA Board primarily via the Director.

9 MEETINGS

- 9.1 The CABSA Board meets at least twice a year, at times and places agreed upon in advance, and following notice by email of at least seven calendar days to all members. Any three members of the CABSA Board may call a meeting by written request in this regard to the Chairperson of the CABSA Board.
- 9.2 The Management Committee meets at least four times annually.
- 9.2.1 Consensus or majority recommendations reached with individual members of the Management Committee through consultation by email are also regarded as valid. Decisions made through consultation must be ratified at the next meeting of the Management Committee.
- 9.3 All other committees meet ad hoc or as determined by the CABSA Board.
- 9.4 Notice of these meetings should provide reasonable opportunity for participants to take note of the salient aspects of the event for which notice is served.
- 9.5 An annual general meeting (AGM) is held at least once per financial year following at least thirty calendar days' written notice to all CABSA Members and Friends as well as an advertisement to the public through a relevant medium. At this event the Director reports to interested parties and presents the annual report.
- 9.6 A Friends of CABSA meeting is held at least once per financial year, preferably immediately following the AGM. All CABSA members and friends may take part in this meeting. The Friends of CABSA meeting may not take binding

decisions but may advise the CABSA Board. The Chairperson and secretary of the CABSA Board will lead the meeting.

- 9.7 Generally accepted meeting procedures are followed at all meetings of the Organisation. Decision making at CABSA Board and committee meetings is through consensus. If consensus cannot be reached, decisions are taken by majority vote. In the event of a tie of votes, the chairperson shall have a casting vote.
- 9.8 Committees elect a chairperson from their midst for each calendar year. When the chairperson cannot attend a meeting, a chairperson is appointed for that meeting.
- 9.9 All decisions of the CABSA Board, committees and advisory decision by the AGM and Friends of CABSA meetings are recorded in the minutes of the meeting and kept on file at the Organisation's registered address for at least five years.

10 QUORUM

- 10.1 A quorum for CABSA Board and Management Committee meetings will be 50% +1 of its members at the time.
- 10.2 If a quorum is not present at a meeting, the meeting goes ahead as planned. Decisions taken at such a meeting will be deemed valid in the absence of any objections. Objection should be made within seven days from the date on which the minutes of the particular meeting had been sent to members of the relevant meeting via email or ordinary postal channels. Written request should be made to the chairperson of that meeting to put aside the decision and call for a further meeting. If no quorum is present at the further meeting, the decisions taken at the first meeting remain valid and the second meeting disperses without reconsideration of the decisions.
- 10.3 A quorum at the annual general meeting and Friends of CABSA meeting is all persons present.

11 FINANCIAL CONTROL

- 11.1 The proposed budget is approved by the CABSA Board annually.
- 11.2 Funds are utilized in accordance with the approved budget and in pursuance of the aims of the Organisation as noted in Sections 2 and 3 of this constitution.
- 11.3 The Organisation's financial transactions are managed through an independent bank account. The signatories of the account may be specified.
- 11.4 The CABSA Board appoints the Auditors to audit the financial documents within two months of the end of the financial year. The CABSA board may request for an interim audit if there are serious concerns about the standard of financial management or when a vital staff member (for example the Director) leaves the Organisation.

12 FINANCIAL YEAR AND FINANCIAL STATEMENTS

- 12.1 The financial year of the Organisation ends on 31 December of each year.
- 12.2 The Organisation's financial and accounting records are audited annually and the financial statements are available for inspection on written request at the Organisation's head office. A summary of the audited income and expenditure will be published in the Annual Report.
- 12.3 The Organisation will submit its audited statements and annual report to the Department of Welfare, Directorate of Non-profit Organisations annually before the 30th of September.

13 AMENDMENTS TO THE CONSTITUTION

- 13.1 The Constitution may be amended by a two thirds majority of serving CABSA Board members.
- 13.2 Any amendment to the Constitution only becomes valid after proposed changes are announced at an annual general meeting (AGM), or at a general meeting convened for this purpose (Refer 9.5).

14 DISSOLUTION OF THE ORGANISATION

- 14.1 The Organisation can only be dissolved if at least two thirds of serving CABSA Board members vote in favour of dissolution. At least thirty days' written notice of such a proposal must be given and said notice must clearly specify that dissolution of the Organisation and disposal of its assets will be given consideration. If no quorum is present at this CABSA Board meeting, the proposal will be tabled at the next CABSA Board meeting where a quorum is present.

- 14.2 In case of dissolution of CABSAs the remainder of any funds will be returned to the relevant donors or contracting organisations.
- 14.3 If any assets remain after the Organisation has been dissolved and debts and obligations settled, the proceeds of the net assets will not be paid to or shared among members or officials of the Organisation, but will be transferred to an organisation or projects with similar aims and values as that of CABSAs – preferably a public benefit organisation in terms of section 30 of the Income Tax Act. An organisation or projects shall be chosen by members of CABSAs present at the CABSAs Board meeting/AGM where it was decided to dissolve the Organisation. If no decision about the assets is made at said meeting, the Department of Welfare, Directorate of Non-profit Organisations will make the decision.

Approved on 30 October 2003 and amended on 13 May 2004, 26 May 2005, 18 May 2006, 9 May 2009 and 26 January 2010.

Chairperson

Secretary