

# **CABSA CONSTITUTION: CHRISTIAN AIDS BUREAU**

## **Trading name: CABSA**

As amended at the Board Meeting of 29 March 2017, and to be ratified at the Annual General Meeting on 17 May 2017.

### **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 (Christian AIDS Bureau),
- (c) "Member" - a member of the Organisation in terms of Section 5,
- (d) "CABSA Board"- the governing body of the Organisation in terms of Section 6,
- (e) "Executive 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, known as CABSA. (Previously the "The Christian AIDS Bureau for Southern Africa)
- 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 that are able to bring new life and hope in the areas of health, wellbeing and equality in a world affected by HIV.

## 2.2 Mission:

CABSA motivates and assists the Church to bring transformation in the areas of health, well-being and gender equality in a world affected by HIV.

## 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 and Sexual and Gender Based Violence (GBV).
- **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 competence of individuals, congregations and organisations at all levels, to respond meaningfully to HIV, gender inequality and gender based violence.

### 2.4.2 Advocacy:

To address the underlying causes of the epidemics of HIV and gender based violence, together with people directly affected by HIV and GBV, 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.

CABSA believes that advocacy is a central mechanism for driving social change. CABSA creates awareness of the individual, community and systemic drivers and issues around the HIV pandemic, in order to move faith communities to HIV involvement and competence. Advocacy can include lobbying, campaigning, organising, 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 and related issues such as GBV in their communities in a context specific and competent way.

### **2.4.4 Network facilitation:**

To facilitate liaison among institutions and networks responding to HIV and GBV in a variety of ways to strengthen the faith sector and facilitate faith sector collaboration.

## **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)

Our Calling: To stand up for justice as prophets and priests.

## **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.

### **3 REGION OF OPERATION**

The Organisation is based in South Africa and provides services world-wide where such service would support the vision 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 events.

### **5 MEMBERS OF THE ORGANISATION**

Individual members will consist of:

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

### **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 fiduciary duties and exercises all powers required for the achievement of the objectives described in Section 2 of this Constitution.

6.1.2 The CABSA Board may delegate its authority in a specific matter to any person, persons or workgroup, committee as it sees fit, for such period as it deems necessary. For the purpose of day-to-day management, the CABSA Board delegates its authority to the Executive Director (7), including actions described in 2.6.

6.1.3 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.**

6.2.1 The CABSA Board will ideally comprise nine members, but will have no less than 7 and no more than 12 members at any time.

6.2.2 CABSA Board members will be chosen on the basis of their expertise and skills in areas important for the functioning of the Organisation as well as their representation of stakeholder groups.

### **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 and stakeholders.
- 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 sequestrated 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 acts in any way to the detriment of the Organisation or its reputation.

### **6.4 Chairperson and Secretary**

6.4.1 The chairperson and co-chairperson are elected by the CABSA Board members and will serve for a period of three years.

6.4.2 The Board Members appoints a secretary for the meetings.

6.4.3 Functionaries of the CABSA Board may be re-elected.

## **7 Executive Director**

The Executive 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.

## **8 COMMITTEES**

- 8.1 The CABSA Board may appoint committees for shorter or longer terms for specific purposes with the mandate to carry out delegated tasks.
- 8.2 All committees and departments of the Organisation report to and communicate with the CABSA Board primarily via the Executive Director.

## **9 MEETINGS**

- 9.1 The CABSA Board meets at least two times 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 members of the CABSA Board may call a meeting by written request in this regard to the Chairperson of the CABSA Board. Meetings can take place electronically or at a physical venue, or a combination of electronic and physically.
- 9.2 Consensus or majority recommendations reached with individual members of the Board through consultation by email are also regarded as valid. Decisions made through consultation must be ratified at the next meeting of the Board.
- 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, 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 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.
- 9.7 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.
- 9.8 All decisions of the CABSA Board and committees, and advisory suggestion by the AGM 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 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 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 and the financial policy of the organisation.
- 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.
- 11.5 The Board reviews and accepts audited financial statements.

## **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 (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 CABSA 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 CABSA – 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 CABSA present at the CABSA 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, 26 January 2010 and 29 March 2017**

Signed:

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Chairperson

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Executive Director