



South African Council of Churches

## **CONSTITUTION OF THE SACC**

### **PREAMBLE**

The South African Council of Churches is a fellowship of Churches and Organisations which confess the Lord Jesus Christ as God and Saviour, according to the Scriptures, and therefore seek to fulfil their common calling to the glory of the one God, Father, Son and Holy Spirit.

The Council affirms, on the basis of the Scriptures, that the Church is the Body of Christ and therefore is one. Though obscured and marred by sinful division, this unity of all Christians is the gift of God and does not need to be created.

Under the guidance of the Holy Spirit the Council is an instrument and servant of the Churches, committed to stimulating and effecting fellowship, co-operation and unity among its member Churches and all other Christians in their common mission in the world. The work of the Council is based on the recognition of Jesus Christ as the divine Head of the Body and is to the glory of the one God, Father, Son and Holy Spirit.

The theological basis of the Council is a common confession of the Christian faith of its members and is not a creedal test of Churches or individuals. The Council is not committed to any one theological understanding of the Church, and membership of the Council does not imply acceptance of any specific doctrine of the Church.

### **1 NAME**

The name of the Council is the South African Council of Churches (hereinafter referred to as "the Council.")

### **2 LEGAL STATUS**

The legal status of the Council is that of an autonomous body having perpetual succession and legal existence independent of its members, the liability of members being limited to the payment of outstanding dues, if any. The Council is entitled to own property and to sue and to be sued in its own name, no members having the right to any of its assets.

### **3 OBJECTS**

The principal objects of the Council are:

- 3.1 To give expression to the Lordship of Christ over every aspect and area of human life by promoting the spiritual, social, intellectual and physical welfare of all people.
- 3.2 To foster that unity which is both God's will for creation and God's gift to the Church.

- 3.3 To do and encourage all such things as will reduce those factors, whether doctrinal, liturgical or practical, which keep the Churches apart.
- 3.4 To engage in such activities on behalf of its member Churches as are integral to the Church's worship, witness and service.
- 3.5 To assist the Church, wherever situated, to carry out its mission in and to the world.
- 3.6 To undertake joint action and service on behalf of the Churches and to encourage co-operation among member Churches.
- 3.7 To enter into dialogue with people of other faiths and persuasions.

#### **4 POWERS**

In order to further and give effect to its objects the Council shall have the following powers:

- 4.1 To initiate and promote consultations, negotiations and joint action by representatives of Churches in South Africa in any matter bearing upon the welfare and witness of the Church.
- 4.2 To promote fellowship and co-operation among Churches and related Christian organisations by creating opportunities for Christians of different traditions to pray, plan and act together in fulfilment of their common calling to witness in word and deed to justice, truth and love.
- 4.3 To liaise with Councils of Churches, Christian Councils, and Churches outside South Africa.
- 4.4 To promote and encourage the study of all matters pertaining to the unity and mission of the Church.
- 4.5 To make available information and resources in regard to national, social and other problems affecting the Church and society.
- 4.6 To bear witness to Christian principles and standards in matters relating to the welfare of all the people of South Africa, and to take such actions and to make such representations as are consonant with Christian convictions and social responsibility.
- 4.7 To work for a just social order in South Africa which is consistent with the Gospel of Jesus Christ.
- 4.8 To initiate, encourage and promote evangelistic and educational programmes and activities, including publishing and broadcasting, in furtherance of the objects of the Council.
- 4.9 To establish Trusts, registered companies and voluntary associations as may be necessary to give effect to the objects of the Council.
- 4.10 To co-operate with and affiliate to Christian and other bodies the purpose of which is consistent with the objects of the Council and to make grants and other assistance.
- 4.11 To receive affiliation fees, donations, grants and bequests, to raise funds and to use and/or invest all income for the furtherance of the objects of the Council.
- 4.12 To acquire and dispose of by purchase, donation, lease, exchange, or by any other means, any immovable property or movable assets for use in facilitating the purposes of the Council. Any property acquired shall be registered in the name of the Council or of nominees appointed by the Executive Committee.
- 4.13 To maintain, insure, amortize, lease, develop, demolish or abandon any asset.
- 4.14 To engage in legal proceedings.
- 4.15 To borrow money for the purpose of furthering the Council's objects, to mortgage and/or pledge any property or security owned by the Council and to act in any manner necessary to give effective security for the repayment of such loans.
- 4.16 To make loans, either secured or unsecured, to persons, Churches, other bodies and organisations for purposes consonant with the objects of the Council. Such loans shall require the prior approval of the Executive Committee.
- 4.17 To employ persons for the fulfilment of the Council's objectives.
- 4.18 To establish and dissolve provincial offices, provided due process has been observed.

## **5 MEMBERSHIP**

### 5.1 Basis of membership

Members of the Council affirm the following statement of faith:

"We confess the Lord Jesus Christ as God and Saviour, according to the Scriptures, and therefore seek to enter into fellowship with other Christians, through the South African Council of Churches, as witness to our commitment to a common ministry to the glory of the one God: Father, Son and Holy Spirit."

### 5.2 Categories of membership

#### 5.2.1 Full members:

The following bodies may be full members of the Council:

- 5.2.1.1 Christian denominations that have a national character, including congregations in at least three provinces of the Republic; and
- 5.2.1.2 Associations of churches that have a national character, including member churches in at least three provinces of the Republic, and that are comprised primarily of churches or denominations that are not members of the Council in their own right.
- 5.2.1.3 Any ecclesial body that was admitted to full membership of the Council before 16 July 2007 and that has remained a member, without interruption, after that date.

#### 5.2.2 Observer members

Christian denominations and Associations of Churches may be observer members of the Council.

#### 5.2.3 Associate members

Christian organisations may be associate members of the Council.

#### 5.2.4 Affiliate members

One provincial Council of Churches in each of the provinces of the Republic of South Africa may be an affiliate member of the Council; provided that such provincial Council is governed by a Constitution that:

- 5.2.4.1 Establishes the council as a legal person;
- 5.2.4.2 Adopts the name "South African Council of Churches" followed by the name of the province;
- 5.2.4.3 Uses the same basis of membership as that set out in the Constitution of the South African Council of Churches and requires that Council to adhere to any rules governing membership adopted by the Central Committee of the SACC;
- 5.2.4.4 Requires any amendment to be subject to ratification by the Central Committee of the South African Council of Churches;
- 5.2.4.5 Recognises and governs any district, regional or municipal Council of Churches established by or affiliated to that provincial Council;
- 5.2.4.6 Complies with the provisions of the Income Tax Act, 1962, relating to Public Benefit Organisations; and
- 5.2.4.7 Provides for the net assets of that provincial Council to be turned over to the South African Council of Churches in the event of that provincial Council's dissolution;

and provided that the powers, duties and responsibilities of any provincial Council to act in the name of the South African Council of Churches (including the right to enter into any contractual agreement that might be binding on the national structures of the Council) must be specified in writing by the Executive Committee.

[Transitional measure: Any existing provincial Council of Churches recognised by the 2007 Triennial National Conference shall be deemed to be in conformity with the provisions of section 5.2.4 until the next regular meeting of the National Conference. During this period, the National Executive Committee shall monitor provincial Councils' progress in amending their respective constitutions to comply with the provisions of this section, new provincial Councils of Churches may apply for affiliate membership in the manner indicated below, and the Constitution Subcommittee shall consult with provincial Councils of Churches to determine if any further amendments should be proposed to the next National Conference to promote harmonious working relationships and mutual accountability among the SACC's provincial and national offices. This transitional measure will expire on the adjournment of the next regular meeting of the National Conference after 2007 unless that meeting votes to extend its period of application.]

### 5.3 Application for membership

- 5.3.1 Christian denominations, associations of churches or organisations or provincial Councils of Churches wishing to become members of the Council may apply, in writing, to the General Secretary.
- 5.3.2 An application for membership must:
  - 5.3.2.1 Affirm the statement of faith set out in section 5.1;
  - 5.3.2.2 Indicate the category of membership for which the body is applying, the number of members the body has and the basis on which that number is calculated;
  - 5.3.2.3 Include a copy of the applicant's constitution or other founding document;
  - 5.3.2.4 Supply a postal address and telephone number (and, if available, a facsimile number and electronic mail address) to be used for communicating with the body; and
  - 5.3.2.5 Be signed by the chief executive or ecclesiastical officer of the body.
- 5.3.3 The General Secretary shall submit all applications for membership to the next meeting of the Central Committee for consideration and action.
- 5.3.4 In assessing applications for membership, the Central Committee shall consider whether—
  - 5.3.4.1 the applicant meets the membership criteria for the relevant category of membership;
  - 5.3.4.2 the applicant has affirmed the statement of faith;
  - 5.3.4.3 admission of the applicant to membership of the Council is likely to further the objects of the Council, as set out in section 3.
- 5.3.5 The General Secretary shall notify applicants in writing of the Central Committee's decision within 30 days.

### 5.4 Membership fees

The Central Committee shall determine, from time to time and on the recommendation of the Executive Committee, the annual membership fee payable by members in each category of membership.

### 5.5 Suspension of membership

- 5.5.1 The Central Committee may decide, by a two-thirds majority of those present, to suspend the membership of a member that —
  - 5.5.1.1 has failed for two consecutive years to pay the annual membership fee established by the Central Committee for that member's category of membership;
  - 5.5.1.2 has engaged in activities that the Central Committee finds to be inconsistent with the objects of the Council, set out in section 3, or the statement of faith, set out in section 5.1; or
  - 5.5.1.3 in the judgement of the Central Committee, seriously in breach of the provisions

of this Constitution.

5.5.2 Suspension of membership does not affect a member's liability for membership fees.

5.6 Termination of membership

5.6.1 A member's membership of the Council shall be terminated if:

5.6.1.1 A member sends the General Secretary written notice, signed by its chief executive or ecclesiastical officer, stating its intention to withdraw from the Council; provided that such member remains liable to pay membership fees for the current year; or

5.6.1.2 The National Conference adopts, by a two-thirds majority of those present, a motion to terminate the membership of a member whose membership has previously been suspended by the Central Committee.

5.6.2 If the membership of a provincial Council of Churches is terminated it shall cease to use the name "South African Council of Churches."

5.7 Appeals

5.7.1 An applicant (or member) may appeal against the refusal (or suspension) of membership by the Central Committee.

5.7.2 The National Conference must hear an appeal against the refusal or suspension of membership; provided 28 days' notice of the intention to appeal shall be given to the General Secretary in writing save where the suspension or refusal has taken place less than 28 days before the meeting of the National Conference when the appeal may be placed on the agenda with the consent of the Conference.

5.7.3 The suspended member or potential member on whose behalf an appeal has been lodged may address the Conference.

## 6 THE NATIONAL CONFERENCE

6.1 The National Conference is the supreme governing body of the Council and is responsible for the formulation of the Council's policy.

6.2 The National Conference shall consist of:

6.2.1 The members of the National Executive Committee who shall not be counted among the delegates of any particular member, notwithstanding their affiliation to any member church or organisation.

6.2.2 Delegates representing each Christian denomination or Associations of Churches that is a full member of the Council, according to the following formula:

6.2.2.1 Each member church or association with fewer than 60 000 members and adherents shall be entitled to 2 delegates;

6.2.2.2 Each member church or association with 60 000 or more but fewer than 200 000 members and adherents shall be entitled to 3 delegates;

6.2.2.3 Each member church or association with 200 000 or more but fewer than 1 000 000 members and adherents shall be entitled to 4 delegates;

6.2.2.4 Each member church or association with 1 000 000 or more members and adherents shall be entitled to 5 delegates.

6.2.3 Two delegates representing each observer member who shall have the right to speak but not to vote on matters considered by the National Conference.

6.2.4 One delegate representing each associate member.

6.2.5 Two delegates representing each affiliated provincial Council of Churches, one of whom is also selected to represent the interests of provincial members that are not members of the national Council of Churches.

6.2.6 The Ecumenical Secretary or equivalent chief executive officer of each provincial office

established by the national Council who shall be a delegate *ex officio* with the right to speak but not to vote on matters considered by the National Conference.

- 6.2.7 Honorary Life Presidents and Honorary Life Vice-Presidents of the Council.
- 6.2.8 Any special delegates recognised by the National Conference in terms of section 6.5.
- 6.2.9 Not more than six additional persons, invited by the President because of their particular skills, position or expertise, who shall have the right to speak but not to vote on matters considered by the National Conference.
- 6.2.10 All delegates shall have the right to vote except where otherwise stipulated in terms of section 6.2 or 6.5.
- 6.3 With the exception of the General Secretary and provincial Ecumenical Secretaries (if any) delegates shall not be paid employees of the Council.
- 6.4 Members shall appoint delegates according to their own rules and procedures but should ensure that their delegates reflect the gender and age balance of their membership, as far as is possible.
- 6.5 The National Conference may agree, by a two-thirds vote of the delegates present, to recognise one or more special delegates for the duration of the Conference. A motion to recognise special delegates must specify either the names of the delegates or the criteria or mechanism by which they will be selected and must indicate whether each special delegate will have voting rights.
- 6.6 The National Conference has the following powers and duties:
  - 6.6.1 To determine the vision, mission, strategy and goals of the Council;
  - 6.6.2 To formulate Council policy with respect to national and ecumenical issues;
  - 6.6.3 To elect the Officers of the Council;
  - 6.6.4 To ratify and amend the Constitution of the Council;
  - 6.6.5 To terminate membership on the recommendation of the Central Committee and to hear appeals against the suspension of members or the refusal of applications for membership; and
  - 6.6.6 To provide an opportunity for interaction with guests from international partners and ecumenical institutions.
- 6.7 Meetings of the National Conference
  - 6.7.1 The National Conference shall meet not less than once in every three years at a time determined by the National Executive Committee.
  - 6.7.2 The General Secretary shall notify members, in writing, of a meeting of the National Conference not less than 28 days before the commencement of the meeting. Such notification must contain a statement of the business to be transacted, the reports to be received and the text of any constitutional amendments to be considered at the meeting.
  - 6.7.3 National Conferences shall be chaired by the President of the Council or, in the absence of the President, by one of the Vice-Presidents of the Council.
  - 6.7.4 Each meeting of the National Conference shall:
    - 6.7.4.1 Keep a record of those in attendance and the members that they represent;
    - 6.7.4.2 Read and confirm the minutes of the previous meeting;
    - 6.7.4.3 Receive a report from the General Secretary on the work of the Council for the period since the previous National Conference;
    - 6.7.4.4 Receive a financial report from the Chair of the Finance Committee of the National Executive Committee;
    - 6.7.4.5 Consider any properly proposed amendments to the Constitution;
    - 6.7.4.6 Elect new office bearers;
    - 6.7.4.7 Conduct any other business that is consistent with the powers and functions of the National Conference.

- 6.7.5 A quorum for the National Conference shall be one third of the delegates entitled to be present and to vote in terms of Section 6.2, provided that not less than two thirds of the full member churches have at least one delegate present.
- 6.7.6 The General Secretary shall convene a special meeting of the National Conference within two months of receiving a requisition in writing signed by the authorised representatives of not less than one third of the full members of the Council.

## **7 THE CENTRAL COMMITTEE**

- 7.1 The Central Committee implements the policy and programmes approved by the National Conference and oversees the administration of the Council's affairs when the National Conference is not in session.
- 7.2 Any decision made by the Central Committee that alters or reverses a policy decision of the Conference must be reported to the National Conference at its next meeting.
- 7.3 The Central Committee shall consist of:
  - 7.3.1 The members of the National Executive Committee who shall not be counted among the delegates of any particular member, notwithstanding their affiliation to any member church or organisation;
  - 7.3.2 The leader and the chief executive officer of each full member of the Council (or their designates);
  - 7.3.3 One woman and one youth delegate appointed by each full member of the Council;
  - 7.3.4 One delegate appointed by each observer associate member of the Council; and
  - 7.3.5 One delegate appointed by each affiliated provincial council of churches.
- 7.4 Delegates representing observer members shall have the right to speak but not to vote on matters considered by the Central Committee.
- 7.5 Employees of the Council may be present at Central Committee meetings and may be afforded the opportunity to speak at the discretion of the meeting's chair, but, with the exception of the General Secretary and the Deputy General Secretary (if appointed), they shall not have the right to vote on matters considered by the Central Committee.
- 7.6 The Central Committee has the following powers and duties:
  - 7.6.1 To admit new members to the Council;
  - 7.6.2 To set membership fees for different categories of membership;
  - 7.6.3 To interpret the policies and programmes adopted by the National Conference;
  - 7.6.4 To elect the Executive Committee at least once every three years and to fill any vacancies that arise in the Executive Committee (with the exception of the seats contemplated in section 8.2.5);
  - 7.6.5 To assess the performance, discipline and, if necessary, remove Officers of the Council and members of the Executive Committee;
  - 7.6.6 To appoint and delegate responsibilities and powers to subcommittees or to the Executive Committee.
- 7.7 Meetings of the Central Committee
  - 7.7.1 The Central Committee shall meet at least once in each calendar year.
  - 7.7.2 Meetings of the Central Committee shall be chaired by the President of the Council or, in the absence of the President, by one of the Vice-Presidents of the Council.
  - 7.7.3 The General Secretary shall notify members, in writing, of a meeting of the Central Committee not less than 28 days before the commencement of the meeting. Such notification must contain a statement of the business to be transacted and the reports to be received.

- 7.7.4 A quorum shall be one third of the members of the Central Committee entitled to be present and to vote in terms of section 7.3.
- 7.7.5 The General Secretary shall report on the work of the Council to the Central Committee at each of its meetings.

## **8 THE EXECUTIVE COMMITTEE**

- 8.1 The Executive Committee shall meet at least four times in each calendar year and shall appoint one of its members to preside over its meetings.
- 8.2 The Executive Committee shall consist of:
  - 8.2.1 The President and the Vice-Presidents of the Council;
  - 8.2.2 The General Secretary and the Deputy General Secretary (if any);
  - 8.2.3 Four persons, elected by the Central Committee at its first meeting following the commencement of a National Conference, to represent full members of the Council, taking into account the diversity of age, gender and theological traditions represented among the Council's members;
  - 8.2.4 Four persons, elected by the Central Committee at its first meeting following the commencement of a National Conference, to provide skills in finance, law, management or other areas of expertise vital to the efficient administration of the Council;
  - 8.2.5 Not more than four additional persons, some or all of whom may be elected by the Central Committee at its first meeting following the commencement of a National Conference. The Executive Committee may fill any unfilled seats by co-option.
- 8.3 The Central Committee may, by a two-thirds vote of the delegates present, remove any member of the Executive Committee that it has elected if that member—
  - 8.3.1 is absent, without providing a valid reason, from two or more consecutive meetings of the Executive Committee;
  - 8.3.2 was appointed to represent a full member of the Council and is no longer able to do so; or
  - 8.3.3 engages in activities that are inconsistent with the objects of the Council, as set out in section 3.
- 8.4 The Executive Committee has the following powers and duties:
  - 8.4.1 To adopt an annual budget for the Council and to assist in raising funds to carry out the programmes of the Council;
  - 8.4.2 To assume fiduciary responsibility for the Council's finances;
  - 8.4.3 To authorise all Council grants, loans, investments and bank accounts and ensure that these are managed in accordance with sound financial principles;
  - 8.4.4 To appoint the Auditors of the Council's accounts;
  - 8.4.5 Oversees the development and implementation of programme plans;
  - 8.4.6 To appoint a General Secretary and, if necessary, a Deputy General Secretary;
  - 8.4.7 To appoint subcommittees, including any standing subcommittees; to delegate powers and duties to them, and to receive reports from them;
  - 8.4.8 To build the image of the Council and foster good community relations;
  - 8.4.9 To interpret, elaborate and apply Council policy in the period between National Conferences;
  - 8.4.10 To assess continually the Council's overall performance; and
  - 8.4.11 To develop and enforce procedures governing staff employment, appraisal, discipline, training and development.

8.5 A quorum shall be one third of the members of the Executive Committee.

## **9 OFFICERS OF THE COUNCIL**

### 9.1 The President and the Vice-Presidents

#### 9.1.1 Election

9.1.1.1 A President, a Senior Vice-President and a Vice-President of the Council shall be elected by the National Conference in separate successive ballots.

9.1.1.2 A candidate for election to any of these offices must be nominated and seconded by full members of the Council, must be a member in good standing of his or her denomination and must consent to serve if elected.

9.1.1.3 Officers shall hold office until the closure of the next National Conference subsequent to their election but shall be eligible for nomination and re-election.

#### 9.1.2 Powers and duties

9.1.2.1 The President presides over the National Conference and all meetings of the Central Committee.

9.1.2.2 The Senior Vice-President shall deputise for the President if the President is absent or incapacitated. In the absence of both the President and the Senior Vice-President the other Vice-President shall deputise for the President.

#### 9.1.3 Suspension

9.1.3.1 The Central Committee may suspend an officer from office if it determines that such officer has made statements or taken actions inconsistent with the objects of the Council.

9.1.3.2 Notice of a motion to suspend an officer must be given in writing to the General Secretary not less than 14 days prior to the Central Committee meeting at which the motion is to be considered. Such motion must state the reasons for suspension and must be signed either by two voting members of the Central Committee or by two-thirds of the members of the Executive Committee.

9.1.3.3 An officer whose suspension is to be debated must be given not less than 7 days written notice and must be afforded an opportunity to speak in his or her own behalf at the meeting.

9.1.3.4 To succeed, a motion to suspend an officer requires the support of two-thirds of the voting delegates present at a Central Committee meeting.

9.1.3.5 If the President resigns or is suspended from office, the Senior Vice-President shall assume the office of the President for the remainder of the term of office of the President. If the Senior Vice-President is unable to serve as President, the Vice-President shall serve as President.

9.1.3.6 If a Vice-President resigns or is suspended from office the Central Committee may appoint an interim Vice-President for the remainder of the term of that Vice-President.

### 9.2 The General Secretary

9.2.1 The Executive Committee shall appoint a General Secretary who will be the principal executive officer of the Council.

9.2.2 The General Secretary has the following powers and duties:

9.2.2.1 To manage the day-to-day operation of the Council;

9.2.2.2 To interpret and apply Council policy in response to contemporary events;

9.2.2.3 To act as primary public spokesperson for the Council;

9.2.2.4 To report to Council structures on Council activities;

- 9.2.2.5 To appoint and supervise departmental and programme directors;
- 9.2.2.6 To ensure the implementation of programme plans and policies;
- 9.2.2.7 To facilitate fund raising on behalf of the Council; and
- 9.2.2.8 To serve as a professional resource to the Executive Committee and to provide orientation for new Executive Committee members.
- 9.2.3 The General Secretary may delegate certain powers and responsibilities as necessary for the efficient functioning of the Council.
- 9.2.4 The Executive Committee may appoint a Deputy General Secretary to assist and work with the General Secretary.
- 9.2.5 The responsibilities of a Deputy General Secretary shall be decided by the Central Committee in consultation with the General Secretary.

## **10 FINANCE**

- 10.1 The Executive Committee shall appoint at least three unrelated people as financial officers to accept fiduciary responsibility for the Council's financial management. Normally, the financial officers will be the President, the General Secretary, and the Chair of the Finance Subcommittee of the Executive Committee, unless any of these individuals are related.
- 10.2 The Executive Committee shall appoint a standing Finance Subcommittee to oversee the Council's finances.
- 10.3 The head of the Council's financial department shall be responsible for managing the day-to-day finances of the Council and ensuring that proper records are kept of all of the Council's assets, liabilities and financial transactions.
- 10.4 The head of the Council's financial department shall ensure that all of the Council's funds (except for a reasonable amount of petty cash necessary to finance incidental expenses) are deposited into a bank account in the Council's name. All withdrawals from or cheques drawn on this account must be signed by at least two of the financial officers designated by the Executive Committee.
- 10.5 The Council's funds may only be spent in pursuit of its objectives and may not be distributed, directly or indirectly, to any person except in the course of undertaking a public benefit activity.
- 10.6 The Council may not use its assets, directly or indirectly, to support, advance or oppose any political party.
- 10.7 The Council may not accept any donation that may be reclaimed by the donor (except where the Council fails to abide by or fulfil a written condition attached to the donation at the time it was made).
- 10.8 The Council may not carry on any business or trading activity that would render it ineligible for registration as a public benefit organisation in terms of the Income Tax Act, 1962.
- 10.9 The Executive Committee shall appoint a registered accounting officer or firm annually to audit the Council's financial records.
- 10.10 The financial year of the organisation shall be from 1 January to 31 December of each calendar year.
- 10.11 The General Secretary must ensure that the organisation's audited annual financial statements and a narrative report on its activities during the previous financial year are submitted to the Director of Nonprofit Organisations within six months after the end of the financial year.

## **11 PROCEDURES**

- 11.1 Notice of meetings
  - 11.1.1 Unless otherwise specified in this constitution, the General Secretary shall give 14 days notice to members of all regular meetings of Council structures.

- 11.1.2 It is the responsibility of members to provide the General Secretary with current contact details for the dispatch of notice of meetings. Notice will be deemed to have been properly given where it is dispatched to a member's current address by post, fax or electronic mail.
- 11.1.3 The inadvertent failure to give adequate notice of any meeting or to include an agenda shall not invalidate the business of any meeting, provided that any member of the Council who may not have received notice will be entitled to require any matter decided in their absence to be debated afresh if the President is satisfied that notice was not given.
- 11.1.4 The decision of the President as to whether notice was or was not given shall be final.
- 11.2 Voting
  - 11.2.1 Unless otherwise specified in this constitution, every motion before a structure of the Council shall be decided by a simple majority (50 per cent plus one of those present).
  - 11.2.2 Voting shall be conducted by a show of hands unless the President rules that there shall be a ballot.
  - 11.2.3 In the case of a tie, the President shall have a deciding vote.
- 11.3 Rules of Procedure for National Conferences
  - 11.3.1 The Executive Committee shall draft Rules of Procedure for adoption by the National Conference.
  - 11.3.2 Any procedural rule may be suspended by the National Conference provided that two thirds of the delegates present so decide.

## **12 AMENDMENT OF THE CONSTITUTION**

- 12.1 This constitution may be amended by the vote of two thirds of delegates present at a meeting of the National Conference, provided that particulars of the proposed amendments were included in notice of the meeting given not less than 28 days before the meeting.
- 12.2 The Central Committee shall be empowered to amend the constitution to the extent necessary to bring it into compliance with South African law. Any such changes must be ratified by a vote of two thirds of the delegates present at the next meeting of the National Conference.
- 12.3 The General Secretary shall submit a copy of any amendment to this constitution to the Commissioner of Revenue and the Directorate of Nonprofit Organisations within 30 days of its adoption.

## **13 DISSOLUTION**

- 13.1 The Council may be dissolved upon the vote of two thirds of the full members at a special meeting of the National Conference called for the purpose of considering such dissolution, provided that notice of such proposed dissolution shall have been given not less than 90 days before the date of such meeting.
- 13.2 In the event of dissolution, the net assets of the Council shall be disposed of to other organisations or bodies having similar aims and objects to the Council in such manner as the resolution dissolving the Council directs, subject to section 13.3.
- 13.3 The net assets of the Council may only be transferred to one or more of the following bodies—
  - 13.3.1 Any public benefit organisation, approved by the Commissioner of Revenue in terms of section 30 of the Income Tax Act, 1962;
  - 13.3.2 Any institution, board or body that is exempt from tax in terms of section 10(1)(cA)(i) of the Income Tax Act, 1962, and that has as its sole or principal objective the carrying on of any public benefit activity; or
  - 13.3.3 Any department of state or administration in the national, provincial or local sphere of government of the Republic, as contemplated in section 10(1)(a) or (b) of the Income

Tax Act, 1962.

Adopted by the SACC National Conference, 17 July 2007