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# **CONSTITUTION**

## **OF THE**

### **KWAZULU-NATAL CHRISTIAN COUNCIL**

#### **PREAMBLE**

The KwaZulu-Natal Christian Council (KZNCC), is a fellowship of churches, Christian organizations and Regional Christian Councils which confess Jesus Christ, both human and divine, as God and Saviour according to the Holy Bible and therefore seek to fulfil their common calling to the glory of God, Father, Son and Holy Spirit: Creator, Redeemer and Sanctifier.

#### **1. NAME**

- 1.1 The name of the association shall be the KwaZulu-Natal Christian Council (KZNCC).

#### **2. LEGAL STATUS**

- 2.1 The legal status of the KZNCC is that of a voluntary association being an autonomous body having perpetual succession and legal existence independent of its members. The KZNCC is entitled to sue and be sued in its own name, no members having the right to any of its assets or liability in respect of any of its liabilities.
- 2.2 The KZNCC will continue to exist notwithstanding changes in the composition of its membership or office-bearers.
- 2.3 The KZNCC is the official affiliate member of the South African Council of Churches (SACC) in KwaZulu-Natal.

### **3. VALUES**

- 3.1 The KZNCC believes:
- 3.1.1 That churches should promote united social action in the province of KwaZulu-Natal and cooperate with people of other faiths and persuasions on issues of common social concern;
  - 3.1.2 That social outreach is an expression of the Church's faith, and the KZNCC therefore works, with love and compassion, to promote a common vision of the sanctity of human life, human dignity, community development and social transformation;
  - 3.1.3 That its duty is to promote the spiritual, intellectual, social and physical well-being of all people;
  - 3.1.4 That people of faith have a unique responsibility to encourage prophetic action for justice, the rule of law, accountability, honest and transparent communication.

### **4. OBJECTS**

- 4.1 In firmly adhering to the values expressed in 3. above, the KZNCC mobilises the churches in KZN to develop a united Christian response to the many social issues faced in this province, to achieve a just social order, protecting and promoting the sanctity of human life, human dignity, community development and social transformation. This object will be achieved by, *inter alia*:
- 4.1.1 The healing of memories and reconciliation through narrative therapy;
  - 4.1.2 Offering care and support through pastoral visits to children and youth who are at risk;
  - 4.1.3 Promoting social cohesion and community integration for refugees and asylum seekers through community dialogues between foreign nationals and locals;
  - 4.1.4 Approaching government and the corporate sector to provide resources in situations of violence and disaster;
  - 4.1.5 Training clergy to be involved in mediation and conflict resolution, especially at election times; and
  - 4.1.6 Running community-based self- help projects, especially through the use of church-owned farms for agricultural purposes.
- 4.2 These objects of the KZNCC shall be carried out in a non-profit manner, and with an altruistic or philanthropic intent, and the activities of the KZNCC shall be for the benefit of, or widely accessible to the general public.

## **5. DUTIES AND POWERS OF THE KZNCC**

- 5.1 In order to give effect to its objects, the KZNCC shall have all the legal powers and capacity of an individual to achieve its main and supplementary objects; except to the extent necessarily implied by its stated objects; and to the extent that a juristic person is incapable of exercising such a power or having such a capacity and subject to such restrictive conditions and other limitations or qualifications, as are contained in this constitution.
- 5.2 The powers of the KZNCC may only be used in accordance with the main object of the KZNCC.
- 5.3 The powers of the KZNCC shall include the following:
- 5.3.1 To initiate and promote consultations, negotiations and joint action by representatives of churches and Christian organisations in KwaZulu-Natal about any matter bearing upon the social responsibility of the Church;
- 5.3.2 To create opportunities for different traditions to plan and act together to witness to justice, truth and love;
- 5.3.3 To liaise with other ecumenical bodies within KwaZulu-Natal;
- 5.3.4 To make available information and resources in regard to social issues affecting the Church and society;
- 5.3.5 To bear witness to Christian principles and standards in matters relating to the welfare of the people, and take action consonant with Christian convictions and social responsibility to achieve a just social order in South Africa;
- 5.3.6 To employ persons for the fulfilment of KZNCC's objectives provided that the KZNCC will not pay any remuneration, as defined in the Fourth Schedule of the Income Tax Act, 1962, as amended ("the Act"), to any employee, office bearer or other person which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered, and will not economically benefit any person in a manner not consistent with its object;
- 5.3.7 To promote educational programmes, including publishing and broadcasting, in furtherance of social transformation;
- 5.3.8 To establish registered companies and voluntary associations as may be necessary to give effect to the objects of the KZNCC;
- 5.3.9 To open and operate bank accounts;
- 5.3.10 To cooperate with and affiliate to bodies which share the objects of the KZNCC and to make grants and other forms of assistance as may be deemed appropriate and possible in terms of available funding;

- 5.3.11 To receive affiliation fees, donations, grants and bequests, as well as to raise funds and/or invest income for the furtherance of the objects of the KZNCC provided that the KZNCC shall be prohibited from accepting any donation which is revocable at the instance of the donor for reasons other than a material failure to conform to the designated purposes and conditions of such donation, including any misrepresentation with regard to the tax deductibility thereof in terms of Section 18A of the Act. Provided also that a donor (other than a donor which is an approved public benefit organisation or an institution, board or body which is exempt from tax in terms of section 10(1)(cA)(i), which has as its sole object or purpose the carrying out of any public benefit activity) may not impose conditions which could enable such donor or any connected person in relation to such donor to derive some direct or indirect benefit from the application of such donation;
- 5.3.12 To acquire and dispose of by purchase, donation, lease or exchange, any immovable property and/or movable assets for use in facilitating the objects of the KZNCC. Any such property and/or assets acquired shall be registered in the name of the KZNCC;
- 5.3.13 To maintain, insure, amortise, lease, develop, demolish or abandon any asset as guided by this constitution;
- 5.3.14 To utilise funds received/held and/or investment income in carrying out activities in pursuit of the objects of the KZNCC as set out above and in ensuring that the resources of the KZNCC are applied in an efficient and cost-effective manner;
- 5.3.15 To borrow money for the furtherance of the KZNCC's objects, to mortgage and/or pledge any property or security owned by the KZNCC and to give effective security for repayment of such loans;
- 5.3.16 To engage in legal proceedings.

## **6. GOVERNANCE**

- 6.1 The area of operation of the KZNCC shall be the province of KwaZulu-Natal as described in the Constitution of the Republic of South Africa Act, No. 200 of 1993 (as amended) where the independent Regional Christian Councils have been mandated to represent the churches officially in the regions as detailed in Annexure 1.
- 6.2 The KZNCC consists of member churches, Christian organizations and Regional Christian Councils whose application for membership has been accepted and who adhere to this Constitution.
- 6.3 The governance of KZNCC shall be vested in the following:
- 6.3.1 The Assembly;
- 6.3.2 The Council;

- 6.3.3 The Executive Committee;
- 6.3.4 The Management Committee; and
- 6.3.5 The Sub-Committees, established by the Executive Committee as needed.

## **7. MEMBERSHIP**

- 7.1 The KZNCC aims to include as members the full spectrum of churches and ecumenical organisations.
- 7.2 Upon application to the KZNCC, churches and Christian organisations in the province may be admitted to one of the following categories of membership of the KZNCC:
  - 7.2.1 Full Members
    - 7.2.1.1 Christian churches which affirm the following basis of membership: “That we confess the Lord Jesus Christ as God and Saviour according to the Bible, and therefore seek to fulfil our calling to the glory of one God, Father, Son and Holy Spirit: Creator, Redeemer and Sanctifier”;
    - 7.2.1.2 Regional Councils which affirm the basis of membership;
    - 7.2.1.3 Christian organisations or Church associations which affirm the basis of membership; and
    - 7.2.1.4 If a church has 2000 members or more nationally or provincially, and has branches in at least two of the regions in KZN that church may apply for KZNCC membership. They may also apply for membership in the regions in which their branches are based.
  - 7.2.2 Observer Members
    - 7.2.2.1 Christian churches and organisations which are interested in the aims and work of the KZNCC may apply for non-voting Observer Membership for one year, after which time they will either apply for full membership or withdraw.
- 7.3 Membership Fees
  - 7.3.1 The KZNCC shall receive annual membership fees, according to the categories of membership recommended by the Executive Committee and decided by the Council.
- 7.4 Termination of Membership
  - 7.4.1 A member may withdraw from the KZNCC by written notice to the Chief Executive Officer but remains liable to pay its membership fee for that year.

7.4.2 If a member has failed to abide by the constitution, the Executive Committee may temporarily suspend their membership, pending the next Council Meeting where a final decision will be taken.

7.4.3 The Council may by resolution passed by not less than 51% of the representatives at the Annual General Meeting terminate the membership of any member of the Council, on the basis of a breach of the KZNCC constitution.

## **8. THE ASSEMBLY**

8.1 Every third year there shall be an Assembly which is a consultative body to discuss relevant topics and general issues.

8.2 Each full member church, or Regional Christian Council shall send not more than five delegates to the Assembly.

8.3 Christian organisations or other relevant stakeholders invited by the KZNCC or whose application to attend has been approved by the KZNCC shall be represented by two delegates each.

8.4 The Assembly shall make recommendations for consideration by the Council.

## **9. THE COUNCIL**

9.1 The highest decision making body of the KZNCC is the Council which will hold meetings at least twice a year, one of which will be the Annual General Meeting.

9.2 The Council is constituted by delegates from member churches and Regional Christian Councils, and Christian Organisations to do the following:

9.2.1 Deliberate and decide on the general strategic plan of the KZNCC;

9.2.2 Consider recommendations from the Assembly, Executive Committee and the SACC;

9.2.3 Discuss and take decisions on KZNCC policy issues.

9.3 The Council will be chaired by the KZNCC chairperson.

9.4 The Council shall be constituted as follows:

9.4.1 For churches with up to 10 000 members, two delegates;

9.4.2 For churches with between 10 000 and 20 000 members, four delegates;

9.4.3 For churches with more than 20 000 members, six delegates;

9.4.4 For each regional Christian Council affiliated to the Council, five delegates, two of whom may be staff and the other three, Executive members from that region;

- 9.4.5 For each Christian Organisation affiliated to the Council, two delegates;
- 9.4.6 For observer members, one delegate each;
- 9.4.7 The members of the Management Committee in a non-voting capacity;  
and
- 9.4.8 One representative of each Sub-Committee of the KZNCC in a non-voting capacity.
- 9.5 The names of delegates shall be submitted in writing by the Head of each member church, Regional Christian Council or Christian organisation to the Chief Executive Officer not later than fourteen (14) days before the date of each AGM. Only such delegates shall be entitled to vote at the AGM, provided they are up-to-date in the payment of their membership fees.
- 9.6 The Council shall receive reports from the KZNCC Chairperson, Treasurer and Chief Executive Officer.
- 9.7 The Council shall have the following functions:
- 9.7.1 To elect the Chairperson and four Executive members who should be Church leaders, whose term of office shall be three years with the possibility of re-election for a second term of three years. Chairpersons of fully mandated Regional Christian Councils shall serve as ex officio members of the Executive Committee with voting rights;
- 9.7.2 To discharge its other functions as set out in the Constitution;
- 9.7.3 To conduct any other business properly presented to it;
- 9.7.4 To determine from time to time the number and areas of operation of local Christian Councils in the Province; and
- 9.7.5 To exercise oversight of KZNCC finances, and to appoint the audit firm on the recommendations of the Executive.
- 9.8 A quorum for the Council is one third of the representatives entitled to be present and to vote in terms of this Constitution provided that not less than two thirds of the full members of the Council have at least one representative present.
- 9.9 Voting on every question before the Council, except where otherwise stated, shall be by a show of hands providing the Chairperson shall have both a deliberative and a casting vote, but elections for which there are more than one nomination, will be conducted by secret ballot.
- 9.10 The Executive Committee shall recommend rules of procedure for consideration by the Council, provided that no less than two thirds of the representatives are present and voting.

## **10. THE EXECUTIVE COMMITTEE**

- 10.1 The Executive Committee shall consist of the Chairperson and four Church Leaders, elected by the Council, plus Chairpersons of fully mandated Regional Christian Councils; Provided that at least three of the Executive Committee members shall be persons who are not 'connected persons' in relation to each other (as defined in the Act) and no single person shall directly or indirectly control the decision-making powers of the KZNCC.
- 10.2 Regional Chairpersons shall be invited formally by the KZNCC Chairperson to participate in the Executive to represent the interests of their Regional Christian Councils, and they shall not be office bearers of the KZNCC but will have full voting powers.
- 10.3 The five members elected by the Council represent the interests of the Council, and can be office bearers according to their skills, competencies and experience.
- 10.4 The Executive Committee has a right to co-opt an additional two person(s) to be Executive members for special skills required by the Executive Committee, but they will not have a vote.
- 10.5 After the Council has elected the Chairperson and four other members, it shall choose from the four ordinary members a Deputy Chairperson, Treasurer and Secretary.
- 10.6 The Chairperson, Deputy Chairperson, Treasurer and Secretary are designated office bearers of the Council.
- 10.7 The KZNCC Chief Executive Officer (CEO) is an ex-officio member of the Executive with voting rights.

### **10.8 Functions of the Executive Committee**

- 10.8.1 The functions of the Executive Committee shall be:
- 10.8.1.1 To assume governance responsibility for the KZNCC and provide strategic leadership and oversight to ensure that the principal objectives of the KZNCC are executed;
- 10.8.1.2 To undertake such other tasks as are provided for in this Constitution or delegated to it by the Council;
- 10.8.1.3 To delegate the CEO to convene the triennial Assembly and the two annual meetings of the Council (one of which is the Annual General Meeting) and who shall do so by sending out written notices, dispatched not less than 28 days before the date of the Council Meeting to addresses furnished on the applications made by members or, if notification of a change of address has been received in writing subsequent to such application, to that address;



- 10.8.1.4 To delegate the CEO to convene a special meeting of the Council if requested by at least ten delegates who have been authorised by their member churches or organisations provided these members have paid up their fees.

## **10.9 Powers of the KZNCC Executive Committee**

- 10.9.1 The Executive Committee shall have the power to:
- 10.9.1.1 Co-opt in the event of a vacancy occurring on the Executive Committee, a person who shall serve until the next Annual General Meeting when an election can be held. The co-opted member may be one of the nominees in that election;
- 10.9.1.2 Co-opt not more than 2 additional members for their expertise, who shall have voting rights;
- 10.9.1.3 Invite any person/s to a meeting of the Executive Committee to advise or present information. Such person/s are not allowed to vote.

## **10.10 Meetings and Decisions of the Executive Committee**

- 10.10.1 The Executive Committee shall meet not less than quarterly in any one calendar year.
- 10.10.2 The quorum required for meetings of the Executive Committee shall be 50% of the Committee's membership.
- 10.10.3 The Executive Committee shall, as far as possible, make all decisions by consensus. Where consensus cannot be reached and the matter must be decided upon, this shall be by means of a simple majority vote.
- 10.10.4 The Executive Committee may conduct a meeting entirely by electronic communication, or to provide for participation in a meeting by electronic communication so long as the electronic communication facility enables all persons participating in that meeting to communicate concurrently with each other without an intermediary, and to participate effectively in the meeting.
- 10.10.5 A written resolution, signed by sufficient of the Executive Committee members to constitute a quorum, shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly called and constituted. These resolutions shall be recorded and recorded at the next meeting of the Executive Committee at which there is a quorum.

## **10.11 Leaving the Executive Committee**

- 10.11.1 An Executive Committee member shall vacate his/her office if:
- 10.11.1.1 He/she resigns;

- 10.11.1.2 He/she holds office ex officio and ceases to hold the office which gave rise to his/her appointment;
- 10.11.1.3 He/she is found to be of unsound mind or incapable of managing his/her own affairs;
- 10.11.1.4 He/she fails to attend three consecutive meetings of the Executive Committee without having been excused from attendance by the remaining Executive Committee members; or
- 10.11.1.5 He/she is voted out of office by resolution of two-thirds of the Council.

## **11. SUB-COMMITTEES OF THE EXECUTIVE COMMITTEE**

- 11.1 The Executive Committee shall have sub-committees to deal with Management, Finance, Human Resources and Constitutional Matters.
- 11.2 The Chairperson of the Executive Committee shall have the right to participate in or delegate an Executive Committee member to participate in any of these sub-committee meetings.
- 11.3 The chairpersons of these sub-committees shall provide written reports to each meeting of the Executive Committee.
- 11.4 Sub-Committees may co-opt specialists to participate in one or more meetings.

### **11.5 The Management Committee**

- 11.5.1 The Management Committee shall consist of the Chief Executive Officer, Deputy CEOs and the Finance Manager.
- 11.5.2 The Management Committee shall meet monthly to plan and review its duties and programmes under the Chairpersonship of the Chief Executive Officer.
- 11.5.3 The Management Committee may request members of the Council, the Executive Committee, or other specialist members to serve on task teams to achieve specific objectives, for example, financial control and efficiency.
- 11.5.4 The Management Committee shall perform functions delegated to it by the Executive Committee, and shall establish effective mechanisms to report to the Executive Committee on financial, programme and administrative issues at its quarterly meetings.
- 11.5.5 The CEO or two members of the Management Committee, shall have the power to call a special meeting of the committee when there is a need for it provided that the other Management Committee members are informed about the date of the meeting not less than one day before it is due to take place, as well as which issues are to be discussed.

- 11.5.6 When the CEO cannot attend, the members present shall elect a Chairperson from those who are present.
- 11.5.7 The quorum for a meeting of the Management Committee shall be 50% of the total membership thereof.
- 11.5.8 Task teams shall consist of at least two persons and shall report back to the Management Committee on a regular basis.
- 11.5.9 Minutes of all meetings of the Management Committee and its task teams shall be kept safely and be readily available for members to consult.

#### **11.6 The Sub-Committee on Human Resources**

- 11.6.1 The Sub-Committee on Human Resources shall be responsible for making recommendations for staff appointments, remuneration packages, performance appraisals, staff relationships and discipline.
- 11.6.2 It shall comprise the Chief Executive Officer, a representative of the Executive Committee, a specialist on human resource issues and a consultant.
- 11.6.3 Meetings of the Human Resources Sub Committee shall be convened by the Chief Executive Officer upon giving not less than seven days' notice unless there are exceptional circumstance that make this impossible.

#### **11.7 The Sub-Committee on Constitutional Matters**

- 11.7.1 The Sub-Committee on Constitutional Matters shall be responsible for ensuring that the Constitution is adhered to and for recommending any amendments that may be needed from time to time.
- 11.7.2 It shall consist of the Chief Executive Officer and two Executive Committee representatives and a consultant.
- 11.7.3 Lawyers and Legal experts may be consulted to give advice when needed.

#### **11.8 The Sub-Committee on Finances**

- 11.8.1 The Sub-Committee on Finances shall be appointed by the Executive Committee to be responsible for ensuring that the financial affairs of the KZNCC are in good order, and for making recommendations to the Executive about financial matters.
- 11.8.2 It shall consist of the KZNCC Treasurer, the Chief Executive Officer and the Finance Manager or, in the absence of the Finance Manager, the Bookkeeper.
- 11.8.3 The Treasurer will convene and chair meetings of the Sub-committee on Finances.

- 11.8.4 The Sub-Committee shall consult with skilled persons for advice or support where necessary.

## **12. THE KZNCC FINANCIAL YEAR**

- 12.1 The financial year of KZNCC shall be from 1 January to 31 December of each calendar year.

## **13. FINANCIAL RESPONSIBILITIES**

- 13.1 The Finance Manager shall be responsible for managing the day-to-day finances of the Council and ensuring that proper records of the Council's assets, liabilities and financial transactions are well kept.
- 13.2 The Finance Manager 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.
- 13.3 All withdrawals from or cheques drawn on the account referred to in 5.3.9 above, shall be signed by at least two of the financial officers designated by the Executive Committee.
- 13.4 The KZNCC's funds shall only be spent in pursuit of its objectives and shall not be distributed, directly or indirectly to any person except in the course of undertaking a public benefit activity.
- 13.5 The organisation's income and property are not distributable to its members or office bearers except as reasonable compensation for services rendered.
- 13.6 The Council may not use its assets, directly or indirectly to support, advance or oppose any political party.
- 13.7 Only upon approval of the Executive Committee, may fixed property be purchased, alienated or disposed of.
- 13.8 The KZNCC will not knowingly be a party to, or knowingly permit, itself to be used as part of any transaction, operation or scheme of which the sole or main purpose is the reduction, postponement or avoidance of liability for any tax, duty or levy which, but for such transaction, operation or scheme, would have been or would have become payable by any person/company under the Act or any other Act administered by the SARS Commissioner.
- 13.9 The Executive Committee shall recommend to the Council appointment a registered audit firm to audit the organisation's financial records annually.
- 13.10 The Executive Committee shall review the relationship with, and performance of the KZNCC audit firm and make recommendations for their re-appointment, change or renewal at every Annual General Meeting.
- 13.11 The KZNCC Chief Executive Officer and Treasurer shall ensure that the organisation's audited annual financial statements and narrative report on its

activities during the previous financial year are submitted to the Director of Non-profit Organisations within six months of the end of the financial year.

#### **14. INDEMNITY**

- 14.1 Every member of the Council or any KZNCC committee, any chairperson, officer or other person (whether an officer of the KZNCC or not) employed by the KZNCC shall be indemnified from the funds of the KZNCC against all liability incurred by them in such capacities, in defending any proceedings, whether civil or criminal, in which judgment is given in their favour, or in which they are acquitted.
- 14.2 No member, officer or employee of the KZNCC shall be liable for loss or expense incurred by the organisation through the insufficiency or deficiency of any security upon which any of the moneys of the KZNCC are invested.; any loss or damage arising from the bankruptcy, insolvency or delictual acts of any persons with whom monies, securities or effects shall be deposited; any loss or damage occasioned by any error of judgment or oversight on his/her part; or any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his/her office, or in relation thereto, unless the same happened through his/her own negligence, default, breach of duty, or wilful misconduct or wilful breach of trust.

#### **15. AMENDING OF THE CONSTITUTION**

- 15.1 This Constitution may be amended by the vote of two thirds of the representatives present and voting at a meeting of the Council: Provided that particulars of the proposed amendment were included on the notice of such meeting dispatched to all entitled to attend the meeting not less than 30 days before the said meeting before implementing them.
- 15.2 Any amendment/s made to this Constitution shall be sent to the Department of Social Development and to the SARS Commissioner once they have been approved by the Annual General Meeting.

#### **16. DISSOLUTION**

- 16.1 The KZNCC may be dissolved upon the vote of two thirds of the full members at a special meeting of the Council called for the purpose of considering such dissolution: Provided that notice of such proposed dissolution shall be given not less than 90 days before the date of such meeting.
- 16.2 In the event of dissolution, the net assets of KZNCC shall be disposed of by the SACC specifically for use in the province of KZN for promotion of justice, peace and development by ecumenical organizations based in Kwazulu Natal which work on these issues provided such ecumenical organizations are Public Benefit Organizations approved by the SARS Commissioner in terms of section 30 of the Act.

**Changes to the Constitution approved by the KZNCC Council at the AGM on .....**

**Signed- Chairperson:**.....

**Name:**.....

**Signed-CEO:**.....

**Name:**.....

**Signed-Secretary:**.....

**Name:**.....

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**ANNEXURE 1:**

The following Regional Christian Councils and the Diakonia Council of Churches have a mandate from the KZNCC to represent the churches in the regions as indicated: namely:

- KwaZulu Regional Christian Council (otherwise known as KRCC) – the districts of KwaZulu, Umkanyakude and Uthungulu.
- Diakonia Council of Churches – (otherwise known as DC of C), the eThekwin Municipality and Ilembe district.
- Thukela-Amajuba-Mzinyathi Christian Council (otherwise known as TAMCC), the districts of Thukela, Amajuba, and Mzinyathi.