

CONSTITUTION OF

**THE EVANGELICAL ALLIANCE OF SOUTH AFRICA**

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## INTRODUCTION

- i. The Evangelical Alliance of South Africa (TEASA) brings together Evangelical, Pentecostal and Charismatic churches and Christian service agencies (hereinafter collectively referred to as “evangelicals”) in answer to the High Priestly prayer of our Lord Jesus Christ (John 17:21).
- ii. The Alliance acknowledges the contribution to evangelical unity made through many previous initiatives.
- iii. The Alliance recognizes the ugly and divisive history of Apartheid in South Africa, and that many evangelicals were complicit, both by commission and omission in that history that was marked by racism and oppression.
- iv. The founding of the Alliance took place in the context of the transition of our country in 1994 to a new non-racial, non-sexist and democratic South Africa. This transition is seen as a visitation of the mercies of God, and provides an opportunity for renewal both in church and society.
- v. This second iteration of the Constitution of the Alliance takes place 25 years hence, in the context of South Africa's maturing constitutional democracy that is still confronted by momentous problems of inequality, poverty and the associated social challenges that continue to define the nature and character of the country.

## STATEMENT OF FAITH<sup>1</sup>

### **We believe that...**

- a. There is one God, eternally existent in three Persons: God the Father, God the Son and God the Holy Spirit; and that God created the universe and pronounced it to be good.
- b. The Bible consists of the Holy Scriptures originally given by God, divinely inspired and entirely trustworthy, and therefore the supreme authority in all matters.
- c. The Son of God, the Lord Jesus Christ is God made visible in a body having been born of the Virgin Mary. He lived a sinless human life. During his earthly ministry He did miracles, He died in our place to atone for our sins; He was buried, and on the third day he rose from the dead; He ascended into heaven; He is the only Mediator and Savior of the world. He will return in power and authority to reign as our eternal Lord and King.
- d. Humankind, male and female, was created in the image of God, with consequent dignity and having delegated authority and stewardship over all of God's creation.
- e. The original sin, as expressed in the rebellion of the first humans against the authority of God, resulted in man's separation from God and the loss of mankind's mandate and authority over His creation. As a consequence, all people are lost and sinful and in need of salvation.
- f. Salvation is available only through the redemptive work of the Lord Jesus Christ; that is, his crucifixion and death on the cross and his resurrection and victory over death. His salvation is received through repentance and faith, and as the Holy Spirit gives us the power to live a victorious life.
- g. The Holy Spirit indwells, empowers and equips each believer, who is obligated and enabled to live a sanctified and holy life; to witness and to serve the Lord Jesus Christ in His Kingdom concerns of worship, prayer, evangelism, discipleship, compassion, justice and righteousness.
- h. All believers in the Lord Jesus Christ are spiritually united with each other. They comprise the Church, the Body of Christ, of which He is the Head.
- i. All the dead will be raised on the Last Day; those who are saved to eternal life, and those who are lost to condemnation.

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<sup>1</sup> The TEASA Statement of Faith is mandatory and a binding, non-negotiable prescript of the Association for all members.

# CONSTITUTION

## 1. BACKGROUND

The members have agreed to the provisions of this Constitution so as to establish an association not for gain; that is, by either the Association or by the individual members of the Association.

The aim of the Association is to provide a fellowship through which evangelical Christians in South Africa can work together in mission and evangelism, and when necessary speak with one voice on public issues.

Accordingly, the terms and conditions upon which the Association and the conduct of all its members shall be regulated are set out in this Constitution.

## 2. INTERPRETATION

In the interpretation of this Constitution and unless contrary to, or excluded by the subject or context:

2.1 Any word used in this Constitution shall have the meaning stated below and where applicable, shall include the word or expression stated below:

2.1.1 the singular shall include the plural and vice versa;

2.1.2 a reference to any one gender, whether masculine, feminine or neuter includes the other two;

2.1.3 any reference to a natural person includes a juristic person and vice versa;

2.2 Each of the following words and expressions shall have the meaning stated below and, where applicable, shall include the word or expression stated opposite it:

2.2.1 "**Association**" means The Evangelical Alliance of South Africa or TEASA;

- 2.2.2 "**Advisory Council**" means the council of advisors to the Association referred to in Article 14.
- 2.2.3 "**Commission**" or "**Commissions**" means the team set up to conduct a specific assignment for the Association, referred to in Article 9.6.3
- 2.2.4 "**Evangelicals**" means a member of the evangelical tradition in the Christian church
- 2.2.5 "**Executive Committee**" means the NEC, or the NEC, referred to in Article 10.
- 2.2.6 "**General Conference**" means the biennial general meeting of the members of the Association, referred to in Article 9.
- 2.2.7 "**Secretary General**" means the position and office of executive authority described in Article 13.
- 2.2.8 "**this Constitution**" means the Constitution of the Association for the time being in force, and includes all regulations and annexures hereto;
- 2.2.9 "**member**" or "**members**" – any member or category of members of the Association referred to in Articles 5.
- 2.2.10 "**Statement of Faith**" means the articles listed on page 4; which Statement is a mandatory, non-negotiable prescript of the Association.
- 2.2.11 "**Object**" or "**objectives**" means the Objects and Purpose of the Association referred to in Article 4.

2.3 Abbreviations in the text of the Constitution mean the following:

- 2.3.1 "**TEASA**" means, The Evangelical Alliance of South Africa
- 2.3.2 "**GC**" means, the General Conference of the Association
- 2.3.3 "**NEC**" means, the National Executive Committee of the Association
- 2.2.4 "**AGM**" means, the Annual General Meeting of the Association
- 2.2.5 "**SGM**" means, a Special General Meeting of the Association

### 3. GENERAL

3.1 The name of the association shall be *The Evangelical Alliance of South Africa* or TEASA; hereinafter referred to as TEASA.

- 3.2 TEASA is a member of the Association of Evangelicals in Africa (AEA) and a member of the World Evangelical Alliance (WEA).
- 3.3 TEASA shall be a corporate body having a separate legal persona, with perpetual succession. TEASA shall be entitled to hold property in its own name and to institute or defend legal proceedings.
- 3.3.1 TEASA constitutes an *universitas*. Associations known as an "*universitas*" are able to be created and operated notwithstanding the provisions of the Companies Act;
- 3.3.2 There are three requirements which must be met in order for an association to be considered an *universitas*, namely –
- 3.3.2.1 an *universitas* must have perpetual succession, meaning it must continue as an entity notwithstanding changes in membership;
- 3.3.2.2 an *universitas* must hold property distinct from its members (it must be clear that no member has any rights by virtue of his or her or its membership to the property of the *universitas*); and
- 3.3.2.3 an *universitas* cannot be formed for the sole purpose of carrying on a business whose sole object is to acquire gain or profits by the *universitas* or by the individual members of the *universitas* (see *Nelson Mandela Metropolitan Municipality v Greyvenouw* CC 2003 JOL 10796 (SE)).
- 3.3.3 It is therefore apparent that TEASA's Constitution fulfills all three of the requirements of an *universitas*.
- 3.4 The Association shall continue to exist even when its membership changes, whether in relation to members or an officer or employee.
- 3.5 The members agree that, through the establishment of an association through which evangelical Christians in South Africa can work together in mission and evangelism, and when necessary speak with one voice on public issues, that this Constitution organises the governing structures of the Association.

3.6 The provisions of this Constitution shall only be altered at the GC or at a specially constituted General Meeting of the members of the association convened in terms of the provisions of this Constitution.

3.7 Each member agrees to be bound by the provisions of this Constitution and to act in accordance with the terms and conditions of this Constitution.

#### 4. OBJECTS AND PURPOSE

4.1 The principal object of TEASA shall be, to establish a community of evangelical Christians in South Africa for the purpose of working together in mission and evangelism, and when necessary to speak with one voice on issues of public interest and importance.

4.2 By giving effect to the object referred to in Article 4.1, TEASA shall endeavor:

4.2.1 To witness to the uniqueness and deity of our Lord Jesus Christ as Creator, Lord and coming King.

4.2.2 To affirm the inspiration and reliability of the biblical scriptures as the final authority in all matters of faith, ethics and practice.

4.2.3 To work together in mission, evangelism and renewal.

4.2.4 To labour for reconciliation, healing and development in our nation.

4.2.5 To initiate studies of theological issues and relevant research that will be helpful in furthering our work and witness as evangelicals.

4.2.6 To address from a combined posture and from a biblical point of view those issues in our nation relating to church, state and society, which are of concern to Christians generally and evangelicals specifically.

- 4.2.7 To affirm and work for the influence and incorporation of biblical values and ethics so as to inform public policy and the national life of South Africa.
- 4.2.8 To network worldwide with the evangelical community and mutually exchange our understanding and experiences in order to enrich and strengthen our testimony.
- 4.2.9 To relate to the broader Christian community on issues and matters of common concern.
- 4.2.10 To carry on business, raise funds and collect contributions for the furtherance of its objectives.
- 4.2.11 To conduct any other business, discussion, study or action as may be deemed necessary from time to time in order to fulfill the mandate of evangelical witness in our country.

## 5. MEMBERS AND MEMBERSHIP

- 5.1 Subject to the provisions contained in this article and articles 6 and 7, the following institutions, organisations and persons shall be eligible to become members of the Association noting that adjudication of the applicant's criteria for membership shall rest within the sole discretion of the NEC.
- 5.2 Notwithstanding the provisions of article 5.1, the Association shall strive to be as inclusive as possible of all evangelicals who endorse and affirm their commitment to the Statement of Faith and the Objects and Purpose (Article 4) of the Association.
- 5.3 The following categories of membership shall exist:
  - 5.3.1 **Denominations:** consisting of national church denominations; i.e. churches that are organised nationally and have a nation-wide footprint.
  - 5.3.2 **Independent and Local Churches:** including churches which are located in only one place (e.g. city-wide churches) and independent congregations.
  - 5.3.3 **Organisations and Service Agencies:** including mission organisations, women's and youth agencies; other service agencies, businesses and advocacy groups; theological

institutions and training centers, whether independent or affiliated with other evangelical institutions.

5.3.4 **Networks/Fraternal:** consisting of locally and regionally organised fellowships of congregational leaders across denominations.

5.3.5 **Individual Members:** consisting of individual natural persons who choose to associate with TEASA in their personal capacity.

5.4 Prospective members must apply for accreditation and membership of the Association through the formal channels set up for this purpose by the NEC in terms of Article 10.8.3.

5.5 The national office of TEASA shall have direct communication and service links of communication with all members, irrespective of whether national or local, provided that they have been duly registered in accordance with the required process and remain paid-up members of the Association.

## 6. DUTIES OF MEMBERS

6.1 Members shall subscribe to the Statement of Faith of the Association and are bound by the provisions of the Constitution in terms of Article 3.7.

6.2 Members shall at all times conduct themselves as ambassadors of the Association; and are required to participate in the life and witness of the Association and contribute to realizing the objectives of the Association as described in Article 4.

6.3 Members participate in the life and witness of the Association by:

6.3.1 Praying for the Association, its members, the executive and management as a matter of course; and

6.3.2 Attending and participating in the meetings, functions and gatherings of the Association as prescribed by this Constitution, as determined by the local and regional structures of the Association.

- 6.3.3 Deploying duly elected representatives to participate in the GC and mandating them to represent the member organisations at the conference.
- 6.3.4 Member organisations shall nominate the elected officials of the Association and accordingly submit the names of nominees to the office of the SG prior to the scheduled GC.
- 6.3.5 Contributing to and participating in the work of the different commissions, task forces and project teams set up by the Association from time to time; and
- 6.3.6 Contributing to and participating the discussion and actions taken by the Association in relation to the issues of national importance as identified and needing attention by the Association, from time to time.
  
- 6.4 Members shall voluntarily participate and contribute to the work and objectives of the Association; including the Commissions, local activities, forums and initiatives taken to advance the objectives of the Association.
  
- 6.5 Local members participate in and contribute to the national dialogue by delegation of a nominated representative, or representatives to attend the GC on behalf of the local member organisation.
  
- 6.6 Each member shall pay the prescribed annual subscription fee in advance. The good standing of a member of the Association will be subject to payment of the annual membership fees.
  
- 6.7 Members must act in good faith towards the Association and all the other members and be diligent to uphold the values and ethos of TEASA at all times; and in particular when participating on public platforms and the national and local media.
  
- 6.8 Evidence of a breach of any of the provisions of the Constitution by a member or members may incur appropriate sanction, which shall be imposed by the NEC, which may include suspension of membership for a time, or expulsion from the Association.

## 7. SUSPENSION AND TERMINATION OF MEMBERSHIP

7.1 The membership of any denomination, organisation or individual will automatically be suspended if that member has not paid the required membership fee as prescribed. Suspension of membership will result in the termination of all rights to vote in the GC and claims to any other benefits or privileges afforded to members in good standing.

7.2 Membership of the Association may be terminated at the discretion of the NEC in the event that a member brings the Association into disrepute or is found to be in breach of the provisions of the Constitution and/or fails to endorse the Statement of Faith of the Association.

## 8. FEES AND SUBSCRIPTIONS

8.1 All members must pay the prescribed membership fee as determined by the GC.

8.2 The annual membership fee must be appropriate and set at an amount in accordance with the means of the different categories of membership.

8.3 Membership fees are payable annually in advance on or before 31 March of each year.

8.4 The NEC shall prescribe and administer the collection of membership fees through the office of the Treasurer in accordance with the decision of the GC, as recommended and endorsed from time to time.

8.5 Members must pay the prescribed membership fee to maintain their membership in good standing and be entitled to exercise their rights as voting members of the Association.

## 9. GENERAL CONFERENCE (GC)

9.1 The Association shall convene a biennial GC of the members of the Association to report and deliberate on matters relevant to the members and the objectives and activities of the Association.

9.2 The NEC shall issue a notice to inform the members of the planned GC no less than two (2) months prior to the set date for the forthcoming GC.

9.3 A notice for the GC shall specify the place, the day, the date/s and the hour of the GC and include an agenda setting out the matters to be discussed at the GC. The notice must include the relevant supporting documents and information, which documents shall be provided to members in advance, and within a reasonable time of the scheduled conference.

9.4 A notice for the GC shall only be issued to paid-up members of the Association and shall be directed to the chairperson of the member organisations: viz. the moderator or president of a denomination; leader of a fraternal or to the individual member, as the case may be.

### 9.5 **Procedures and Voting at the General Conference**

9.5.1 The quorum at a GC shall, subject to Article 9.4, be 50% of all members of the Association entitled to participate in the GC. Each such member shall be entitled to vote in accordance with the Schedule of Voting Rights, as stipulated in the Regulations of the Association.

9.5.2 The National Chairperson shall preside over the GC, or failing him/her an appointee of the GC shall preside over the meeting.

9.5.3 The procedure of the GC shall be governed by commonly accepted rules or any other rule/s such as the Chairperson may determine, subject to the approval of the majority of the GC members present.

9.5.4 All decisions (except where otherwise indicated) shall be passed in the first instance by consensus, or failing that, by a simple majority of votes cast, except that the conference has the right to declare by majority vote a motion as “a matter of principle”, requiring a two thirds majority vote to succeed.

9.5.5 The chairperson may exercise both a casting and a deliberate vote.

9.5.6 Provision must be made for voting by proxy on individual issues, in such manner and by what means as the NEC may determine.

9.5.7 Two categories of observers shall be permitted to attend the GC; barring that no observer has the power or authority to vote.

9.5.7.1 Associates: Those in agreement and support of TEASA's ethos, but not as yet committed to full membership. Such potential members shall be registered as Associates and serviced accordingly.

9.5.7.2 Member-Observers: Those who belong to member bodies and attend the GC, but not as voting delegates.

## 9.6 The Powers and Duties of the General Conference

9.6.1 The GC may exercise, as far as is consistent with this Constitution all powers as may be necessary for furthering the objectives of the Association.

9.6.2 The GC may, in so far as is consistent with this Constitution, delegate such powers to the NEC as it may deem fit.

9.6.3 The GC may form and set up commissions, working groups, task teams and sub-committees, and define their purpose, structure, capacity and terms of reference, as deemed necessary from time to time.

9.6.4 The GC may become a member of, federate with, affiliate to or incorporate any organisation whose constitution and founding principles are in no way in conflict with the Statement of Faith and aims and objectives of the Association.

9.6.5 The GC must ratify the membership fees as proposed by the NEC; the NEC having determined the scale and/or the amount of the annual membership fees for each category of membership of the Association.

9.6.6 The GC must elect the eight (8) officials of the NEC by a simple majority and a secret ballot, on the basis of the nominations of eight (8) persons whose names are given in writing on the prescribed nomination form to the SG prior to the GC.

9.6.7 The GC must receive reports from the SG and the Chairperson, on behalf of the NEC, and any other person on the activities of the Association, including the

implementation of the strategic plan and the reports of the Commissions and any other reports relating to the projects and programs of the Association.

- 9.6.8 The GC shall review and deliberate on the work of the Commissions, interest groups, and other task teams as set up and mandated from time to time.
- 9.6.9 The GC shall address and deliberate on those pressing issues identified by the members as needing the urgent and specific attention of the Association.
- 9.6.10 The GC shall adopt amendments to this Constitution, which amendments shall only be effective if approved by a majority vote of two thirds of the members entitled to attend a GC.
- 9.6.11 The GC shall deal with any other matter placed on the agenda by a member, provided that written notice of such a matter is received by the Secretary General at least seven business days prior to the date of the GC.

## 10. THE NATIONAL EXECUTIVE COMMITTEE (NEC)

- 10.1 The GC shall elect a National Executive Committee (NEC) and delegate to it such authority and powers as is necessary to oversee the effective and efficient running of the Association between conferences.
- 10.2 Individual members or persons who are nominated by organisations that are members of the Association shall be eligible for nomination and election to the NEC, subject to their prior consent.
- 10.3 The NEC shall consist of eight (8) elected officials having received equal delegated authority and responsibility from the GC for directing and administering the affairs of the Association between conferences.
- 10.4 The elected officials shall convene its first meeting within one (1) month of having been appointed to the NEC at which meeting they shall, from among themselves

elect and appoint office bearers to the positions of: Chairperson, a Vice-Chairperson, a Treasurer and Secretary.

10.5 The office bearers of the NEC, namely the National Chairperson, the Vice-Chairperson, the Treasurer and the Secretary, shall hold these same offices in the GC.

10.6 The SG shall be an *ex-officio* member of the NEC.

10.7 The NEC members referred to in Article 9.6.6 shall be elected or re-elected as the case may be, by the GC and appointed for a term of four (4) years; upon the ending of which they may be nominated and re-elected for another term of four (4) years, after which they shall stand down and vacate their position on the NEC.

10.8 Any member of the NEC that assumes office in the Executive shall hold that position until the next NEC election takes place at the GC.

10.9 **Nomination of the Members of the NEC**

10.9.1 The nomination process will be steered by a Nomination Committee duly appointed by the NEC of the Association.

10.9.2 The nomination process will be made known to all the members of the Association six (6) weeks prior to the date of the biennial GC.

10.9.3 The process will be as follows:

10.9.3.1 The Nomination Committee will circulate a letter to all members and member organisations six (6) weeks ahead of the GC in which nominations for the membership of the NEC are requested.

10.9.3.2 The nominations should be submitted with by email on the prescribed nomination form stating the full names and contact details of the nominee together with the names and contact details of the organisation/person that is submitting the nomination. The form should be emailed to: [teasa@mweb.co.za](mailto:teasa@mweb.co.za).

- 10.9.3.3 The Nominations Committee will screen the nominees to select those in terms of the specified criteria required for the composition of the NEC. The selected nominees will be those listed for election at the GC.
- 10.9.3.4 The delegates at the biennial GC will vote using a secret ballot for the nominees that have been listed in terms of 10.9.3.3 by the Nominations Committee.
- 10.9.3.5 The nominees will be required to attend the GC meeting, unless the Nomination Committee can provide valid reason for sending a proxy.
  
- 10.9.4 An NEC member may be re-elected to serve on the NEC for two consecutive terms of two years, after which the member's term will automatically lapse and his/her position on the NEC will become vacant. He/she may not be nominated for re-election for the subsequent period of two (2) years.
  
- 10.9.5 A NEC member will be automatically dismissed if he/she fails to attend at least two consecutive meetings per annum.

## 10.10 **Powers of the NEC**

- 10.10.1 The NEC shall act on behalf of the GC when the latter is not in session, provided it does not act or make decisions contrary to a decision of the GC or in conflict with the Constitution.
  
- 10.10.2 Notwithstanding Article 9.6.1 the NEC is empowered to amend a decision of the GC provided that the amendment is consistent with the intention of that decision. All such NEC decisions and amendments shall be presented to the GC for ratification at its earliest possible meeting.
  
- 10.10.3 The NEC shall have the power and authority to decide on issues of membership; to set up and amend the processes for application for membership; to assess and approve applications and require of members to disclose and verify their credentials and account for statements, actions and/or decisions made in respect of matters related to the Association. The NEC shall consider new applications for membership and have the discretion to accept and approve, or reject such applications.

- 10.10.4 The NEC is empowered to appoint the Secretary General (SG) in accordance with the recommendation of the GC; and subsequent to the outcome of the recruitment and interview processes conducted by a duly appointed panel for this purpose. The SG shall report to the members of the NEC and be managed by the NEC in accordance with the terms and conditions of an employment contract; which contract shall include appropriate performance criteria for the position.
- 10.10.5 The NEC shall represent TEASA in accordance with the Statement of Faith and stated aims and objectives of the Association.
- 10.10.6 The members of the NEC are the fiduciaries of the Association and must exercise oversight of the organisation with due care and diligence, and in accordance with best practice standards of corporate governance of all the affairs of the Association.
- 10.10.7 The NEC must exercise financial oversight of the Association; it is ultimately responsible for the financial management of the organisation and must appoint a duly qualified and independent auditor to conduct an annual audit of the financial affairs of the Association.
- 10.10.8 The NEC must co-opt such persons as it may deem fit and proper to head up the commissions that are set up and mandated by the GC in terms of article 9.6.3, and by the NEC, as may be required from time to time. Such persons shall serve as the chairpersons of the commissions and report into the NEC and to the GC as the case may be.
- 10.10.9 The NEC may cooperate with other organisations whose aims are at least in part similar to those of TEASA in such activities, and for such purposes as are consistent with the Statement of Faith of TEASA, and to provide, receive or interchange such information as may be likely to benefit and/or advance the aims and objectives of TEASA or the other organisation.
- 10.10.10 The NEC may, at its discretion cooperate with other groups on issues of common concern as the need may arise.

- 10.10.11 The NEC shall convene the biennial GC at which a report by the National Chairperson and the audited financial statements for the preceding two financial years shall be presented to the meeting for adoption.
- 10.10.12 The NEC shall set up such structures as it may deem fit and necessary to administer the voting procedures at the GC; including the proxy votes that are given to the Chairperson of the NEC prior to the GC. The number of voting members present at the GC together with the number of proxy votes shall be disclosed to the members in attendance at the GC prior to the commencement of voting on any issue at the conference.

## 11. GENERAL MEETINGS

- 11.1 The NEC shall convene an Annual General Meeting (AGM) of the Association; which meeting shall be a business meeting to approve the audited financial statements of the Association, review and approve the budget for the forthcoming financial year and receive the annual report of the General Secretary.
- 11.2 The NEC may, at its discretion choose to include the AGM on the agenda of the biennial GC instead of scheduling a separate meeting for this purpose.
- 11.3 The NEC shall have the discretion and powers to convene a Special General Meeting (SGM) of the members of the Association to which members are called, to discuss any matter that the NEC may consider of pressing and general importance to the members and the Association.
- 11.4 Notice of the Annual General Meeting and a Special General Meeting shall be issued in accordance with the same procedure as that of the GC stated in Articles 9.2, 9.3 and 9.4.
- 11.5 The notice of the AGM and a SGM shall include the date, time and location of the intended meeting and the agenda of the meeting shall clearly state the matter/s to be discussed by the General Meeting. The notice shall include any relevant supporting documentation and must be distributed to the members in advance of the

date of the meeting, and within a reasonable time, considering the matter/s for discussion.

- 11.6 The procedures for conducting an AGM and a SGM, and the voting rights of members shall be the same as that set out for the biennial GC of the Association, stated in Article 9.
- 11.7 The minutes and records of all general meetings of the Association must be kept and made available on request to any interested party or member, given five (5) work days' notice to the office of the SG.
- 11.8 In the event that any member/s of the Association believe that they have cause to call a SGM of all of the Association, such member/s may request a SGM in the following manner –
  - 11.8.1 A written request that includes one or more clearly stated reason/s for a SGM to be convened must be given to the SG, motivating why such a meeting is to be convened and providing the names of the members/member organisations who request the meeting. The request must be validated by a minimum of 15% of bona fide members (paid-up) who confirm their support in writing by signature, name and surname, and in the case of an organisation an official letter of support for the request must be provided with the motivation.
  - 11.8.2 The SG shall within 14 days of receipt of the request, ask that a meeting of the NEC be convened to discuss the request and the motivation for the SGM.
  - 11.8.3 On consideration of the request the NEC shall determine whether the matter/s brought to their attention warrants the effort and expense of convening a SGM or whether the matter/s should stand over to either the forthcoming AGM or the next General Conference.
  - 11.8.4 The NEC must provide a written response to the requesting members within 21 days of the request having been submitted to the SG. The response must provide clear direction as to the decision of the NEC and include the option for further

deliberation with the members in the event that the request is declined or postponed to the next scheduled general meeting of the Association.

## 12. MANAGEMENT OF THE ASSOCIATION

12.1 The NEC shall determine and adopt and ratify, from time to time as may be necessary appropriate regulations, policies and procedures, and establish guidelines and controls for the effective and efficient running of the Association, including but not limited to the administration of membership, fundraising, financial accounting, procurement, internal and external communications, remuneration, staffing, etc.

12.2 The NEC at its discretion may delegate such authority and powers as is required to the SG, or to a duly appointed person or sub-committee or Commission, so as to fulfill the requirements of Article 12.1.

### 12.3 **Meetings and Procedures of the NEC**

12.3.1 The NEC shall meet at least four (4) times a year, either in one place, or by electronic communication (e.g. Skype, Zoom, etc) or telephone conference; as convened by the National Chairperson in collaboration with the SG.

12.3.2 One of the four meetings of the NEC must be convened as an AGM of the Association and due notice of such must be given to all of the members in the prescribed form.

12.3.3 The meetings of the NEC shall be administered by the office of the SG at the request of the Chairperson or his/her delegated representative.

12.3.4 Notice of the meetings of the NEC must be issued no less than two weeks in advance of the proposed date of the meeting; and every member of the NEC at the time must be given notice of the proposed meeting in writing together with the agenda for the meeting and documents for discussion, including a financial report and budget for the period under review.

12.3.5 The notice of the meeting must convey the date and time of the meeting; and in the event that the meeting is to take place in a central location, the venue of the meeting is to be stated in the notice. Alternately, the notice should specify the means of communication, be it electronic by means of round-robin email, telephone or video conference, or other electronic means to conduct the meeting.

12.3.6 **Quorum**

12.3.7 A majority of the NEC shall constitute a quorum.

12.3.8 Should a necessary quorum not be achieved at a duly convened meeting, such meeting having been properly convened, shall be adjourned to the same day of the following week, or if such day is not a business day, the business day following that day, and the members present at the adjourned meeting shall constitute a quorum.

12.3.9 **Voting and Resolutions**

12.3.9.1 At all meetings of the NEC, a proposed resolution shall be decided by simple majority. Dissenting members must be acknowledged and their concern/s and/or views recorded in detail in the minutes of the meeting.

12.3.9.2 The Chairperson may exercise both a deliberate vote and a casting vote.

12.3.9.3 Each member present or represented by proxy shall be entitled to one vote.

12.3.9.4 Should any deadlock occur the, the Chairperson shall have the casting vote.

12.3.9.5 A resolution signed by all the members of the NEC shall be valid as if passed at a duly convened meeting of the NEC.

12.3.10 **Minutes and Recordings**

12.3.10.1 Proper minutes shall be kept of the proceedings of all NEC meetings, which minutes shall be approved and signed by the Chairperson. Copies of the minutes shall be available for inspection to any NEC member on request, given five (5) business days' written notice.

12.3.10.2 The minutes of an NEC meeting, or a resolution, signed by the Chairperson and either of the Vice-Chairpersons, is evidence of the proceedings of that meeting, or the adoption of that resolution, as the case may be.

12.3.11 **Vacancies on the NEC**

If a member of the NEC –

12.3.11.1 resigns;

12.3.11.2 becomes unfit and/or incapable of acting as such;

12.3.11.3 becomes disqualified in terms of the Companies Act no. 71 of 2008 or equivalent legislation from time to time, from acting as a director in a company; or

12.3.11.4 is removed by the NEC by resolution adopted by no less than two thirds of its members;

Then the NEC may, by a resolution of no less than two thirds majority, appoint a member to fill the vacancy, which appointment shall only be valid until the following GC, unless such appointment is confirmed by the members of the Association at such a meeting.

13. THE SECRETARY GENERAL (SG)

13.1 The Secretary General (SG) of the Association shall be recruited from the ranks of the membership of the Association and be appointed as an employee of the Association by the NEC. The appointment is subject to the recommendation of an interview and recruitment panel established by the GC for that purpose, and is made in terms of in a written agreement between the Association and the SG, as to the remuneration or otherwise, as it deems fit, to fulfill the duties determined by the NEC.

13.2 The duties of the SG shall be set out in the aforementioned agreement, referred to in article 13.1, and shall include such duties and functions as are common to the

role and responsibilities of the chief executive officer of an organisation and include, but not be limited to the day-to-day running of the Association.

- 13.3 The SG shall be accountable to the NEC in respect of all of the functions of the Association assigned to the position; including but not limited to the execution of the strategy of the Association as approved by the NEC; the administration of membership; communications, financial management and administration, and reporting in respects of the operations of the Association.
- 13.4 The SG shall be appointed by the NEC for a term of five (5) years, which term is renewable for a further (5) years; after which he/she must resign. The person who is the SG of the Association may be appointed for a subsequent term of office provided that he/she has given a written confirmation to the NEC that he/she is available for the position.
- 13.5 The SG shall be an *ex-officio* voting member of the NEC.
- 13.6 The SG is empowered to appoint or terminate the services of fulltime and/or part-time staff as it deems necessary for the efficient and effective execution of the aims and objectives of the Association.
- 13.7 The SG is empowered to raise and administer funds for the work of the Association, including but not limited to the collection of membership fees in accordance with Article 8.1 and 8.5.

#### 14. ADVISORY COUNCIL

- 14.1 The GC shall appoint the Advisory Council of evangelical leaders to serve the Association as may be necessary from time to time for a period of three (3) years, after which they will by default no longer serve on the council, but may be re-elected should they choose to make themselves available to serve a second term.
- 14.2 The Advisory Council shall consist of between 8 (eight) and 12 (twelve) persons nominated and elected from the ranks of evangelical leaders who serve the nation with different expertise and capacities, from all professions and sectors of society. This may

include, but is not limited to members from local church leadership, ecumenical cooperation, market place leaders, mission leaders, business and labour leaders, women and youth.

- 14.3 The members of the Advisory Council shall be appointed on a voluntary basis.
- 14.4 The procedure for the nomination and election of the Advisory Council shall be the same as the process used for the nomination and election of the members of the NEC as specified in terms of article 10.9.
- 14.5 The General Secretary shall convene an annual meeting of the Advisory Council and the Executive Committee to:
  - 14.5.1 Apply themselves to pressing contemporary challenges facing the witness of TEASA and advise TEASA accordingly.
  - 14.5.2 To be available to be consulted with by the TEASA leadership.
- 14.6. Members of the Advisory Council may be re-elected to serve for two consecutive terms of two years, after which the member's term will automatically lapse and his/her position will become vacant. He/she may not be nominated for re-election for the subsequent period of two (2) years.

## 15. ANNOUNCEMENTS

No member, or representative of a member organisation or any member or official or employee of the Association shall make any public announcement or statement including, but not limited to, a press release, media interview and/or presentation in connection with or on behalf of the Association without first having obtained the permission of the NEC, which permission shall be set out in a resolution taken by the NEC in accordance with its powers in terms of this Constitution.

## 16. NOTICES

16.1 A notice may be given by the Association to any member either by electronic mail (E-mail), by hand, or by post ("snail mail") in a letter addressed to such member at an address within the Republic.

16.2 Any notice delivered by email shall be deemed to have been received at the time when the email was sent; and where a letter containing the notice was posted by registered mail, the notice shall be deemed to have been received within seven days of the date of it being posted and in proving the delivery of the notice by post, it shall be sufficient to prove that the letter containing the notice was properly addressed and posted.

## 17. ASSETS

17.1 The income of the Association shall be generated from membership fees and donations, and other income received from acceptable sources of funding; and fundraising initiatives undertaken by the Association.

17.2 The NEC, through the office of the Treasurer and the SG is responsible for the financial management of the Association and shall collect the funds and income, and control and allocate all expenditure in accordance with the budget approved by the GC.

17.3 The GC shall delegate the necessary authority to the NEC to appoint two (2) signatories who shall, jointly together with the Treasurer, be authorised to sign the bank accounts, authorise payments and invest the funds of the Association.

17.4 All financial transactions of the Association shall be conducted by means of a legitimate banking account. The NEC shall ensure, through the Treasurer, that proper accounts and bookkeeping of all financial transactions are kept.

17.5 The Treasurer shall keep records and account for all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure took place; and all sales and purchase of goods and all assets and liabilities of the Association.

- 17.6 The NEC shall appoint an independent certified auditor, who shall conduct an annual audit and report on the financial affairs of the Association.
- 17.7 The Treasurer shall present interim financial reports to each meeting of the NEC, and an audited financial statement to the AGM.
- 17.8 The financial year-end of the Association shall be 31 December each year.
- 17.9 Immovable Property: The GC is responsible for decisions relating to the purchase or sale of immovable property in the name of TEASA. To this end it shall appoint three Trustees, any two of whom shall be authorised to sign all legal documents relating thereto. The GC may delegate specified and or administrative powers in this regard to the NEC.
- 17.10 Assets are not distributable to members:
- 17.10.1 The income and property of the Association shall be applied solely towards the promotion of the objects and purpose of the Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to any member of the Association; provided that nothing in this article shall prevent the payment in good faith of any reasonable remuneration to any officer or employee of the Association or to any person in return for bona fide services rendered to the Association.
- 17.10.2 Members and office bearers of TEASA have no rights to the property and/or the financial and other assets that belong to the Association.
18. AMENDMENTS TO THE CONSTITUTION
- 18.1 In the event that an amendment to this Constitution becomes necessary or is proposed the following procedures shall apply:
- 18.1.1 At least 90 days' notice of the proposed amendment/s shall be given to each member of the Association.

18.1.2 Amendments shall be passed by a majority of two thirds of the GC as a whole. Amendments to the Statement of Faith and the Objects and Purpose (Article 4) of TEASA shall require the unanimity of the GC as a whole

18.1.3 Any member may initiate an amendment. All amendments shall be sent to the SG for inclusion in the agenda of the GC.

## 19. DISSOLUTION

19.1 The Association may be dissolved by a resolution passed by at no less than seventy five per cent (75%) of the GC as a whole, provided that at least 120 days' notice of the proposed resolution has been given to each member of the Association.

19.2 If a resolution has been taken, the GC shall appoint an appropriate independent body to take charge of the distribution and transfer of the assets of TEASA to such other organization or organisations as the GC may determine (and if deemed appropriate to more than one organization, in such proportion as the GC may determine) and which is able, at least in part to further the objectives of the Association.

19.3 Once a resolution to dissolve the Association has been taken, a part or parts of TEASA may constitute itself or themselves as an organization for the purpose of carrying on the work and accepting the assets or such portion thereof as may be offered.

19.4 The resolution to dissolve the Association must be duly noted and recorded together with a proper and detailed record of the distribution of the assets such that the members may give account for the proper dissolution of the Association.

This revised version No 2 of the CONSTITUTION OF THE EVANGELICAL ALLIANCE OF SOUTH AFRICA (TEASA) was duly adopted by a Special Resolution of the General Conference of the members of TEASA on \_\_\_\_\_, the \_\_\_\_\_ day of the month of \_\_\_\_\_ in the year \_\_\_\_\_ at \_\_\_\_\_ (location/place of gathering).

SIGNED FOR AND ON BEHALF OF THE MEMBERS



Signature: \_\_\_\_\_

Name & Surname: Esme Bowers

Capacity: Chairperson

WITNESSED BY:

WITNESS (1)



Signature:

Name & Surname: Moses Ntlha

WITNESS (2)

Signature: \_\_\_\_\_

Name & Surname Aaron Mokabane