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On the 1 April 2003, by and on behalf of the Synodical Commission for the Ministry of Compassion of the Dutch Reformed Church in South Africa, Western Cape and Southern Cape (hereafter called “the SCMC,” or its legal successor) and duly authorised thereto, and the Synodical Commission for Diaconal Services of the Uniting Reformed Church in Southern Africa, Regional Synod-Cape, (hereafter called “the SCDS,” or its legal successor), duly authorised thereto, an organisation was established with legal entity and with the name:

BADISA

CONSTITUTION

SECTION 1 - NAME

BADISA (hereafter referred to as “the Organisation”)

SECTION 2 – FOUNDATION

The Organisation performs its task in the spirit and conviction of Jesus Christ, the Great Compassionate, and its policy is based on the Word of God.

SECTION 3 – MAIN OBJECTIVE

The spiritual, social and economical care and upliftment of people and communities in need, urged thereto by the love of Christ and in obedience to the stipulations of God’s Word.

SECTION 4 – AIMS

In the execution of the main objective, the Organisation shall:

- 4.1 develop, implement and manage applicable programmes aimed at the spiritual, social and economical need and which include expert social services and specialist residential programmes;

(Amended September 2016)

- 4.2 implement a management programme, which is aimed at empowering the boards of management and managers of programmes, enabling them to deliver an efficient, relevant and cost-effective service to persons and communities in need;
- 4.3 co-ordinate service delivery to ensure utmost efficiency and cost-effectiveness;
- 4.4 promote liaison with congregations and other organisations, networks and firms;
- 4.5 serve congregations, presbyteries and Synods of the DR Church in South Africa, Western and Southern Cape and the URCSA, Cape, with expert advice and where necessary, assist congregations and presbyteries with the implementation of congregational diaconal programmes;
- 4.6 undertake the necessary research on development in the area of social service delivery, government policy and social legislation.

SECTION 5 – NATURE OF THE ORGANISATION

- 5.1 The Organisation is a legal entity and has its own identity and existence, which is independent from its members and office bearers.
- 5.2 The Organisation continues to exist as a legal entity, notwithstanding changes in the composition of its members and office bearers.
- 5.3 The Organisation will apply its income and property exclusively for the promotion of its objective and aims as set out in Sections 3 and 4 of this constitution. No portion of the income or property of the Organisation shall be transferred directly or indirectly to a member of the Organisation, except for payment, in good faith, of a reasonable wage to employees of the Organisation for services rendered to the Organisation.

SECTION 6 – SERVICE AREA

- 6.1 The Organisation operates in the synodical areas of the DR Church in Western and Southern Cape and the URCSA, Cape, and renders services and performs welfare activities in the Western Cape Province, the Eastern Cape Province and the Northern Cape Province in the Republic of South Africa.

SECTION 7 – MEMBERSHIP AND COMPOSITION

- 7.1 The Organisation has a membership of forty one (41), to be appointed as follows:
 - 7.1.1 Ten (10) members (with 2 secundi) appointed by the SCMC (or its legal successor);
 - 7.1.2 Ten (10) members (with 2 secundi) appointed by the SCDS (or its legal successor);

7.1.3 Subject to the stipulations of paragraph 7.2, sixteen (16) regional representatives ;

7.1.4 One (1) Chief Executive Officer appointed by the members mentioned in paragraphs 7.1.1, 7.1.2 and 7.1.3;

7.1.5 Additional Members

7.1.5.1 Four (4) members with specific expertise ('additional members') appointed by members mentioned in paragraphs 7.1.1 – 7.1.4.

7.2 The regional representatives mentioned in clause 7.1.3 are appointed by the eight (7) regions within the service area of the Organisation. They are elected from amongst their own ranks at regional meetings held between the chairpersons of the different boards of control in each of the seven (7) regions. In case that there are less than seven (7) regions, then the regional representatives will be chosen between the remaining chairpersons within the remaining active representatives. The election of the regional representatives may be held, according to generally known practice per correspondence or in its entirety via electronic correspondence.

7.3 The terms of office of the membership of the respective members are :

7.3.1 Membership and the terms of office of members appointed by the SCMC, or its legal successor and the SCDS (or its legal successor ("church representatives")) extend over periods which will coincide with the terms of office of the SCMC (or its legal successor) and the SCDS or (its legal successor respectively);

7.3.2 Membership and the terms of office of regional representatives extend over periods of three (3) years.

7.3.3 The term of office of the Chief Executive Officer is indefinite, until retirement age, and his/her membership coincides with his/her term of office.

7.3.4 Membership and the terms of office of the additional members extend over periods of three (3) years.

7.4 The term of office of a member expires when a new member is appointed, as per the provisions hereof, to replace him or her, except under the circumstances mentioned in paragraph 7.8.

7.5 Vacancies in membership of church representatives are filled by the SCMC (or its legal successor) and the SCDS (or its legal successor) respectively. Vacancies in the membership of regional representatives are filled by the regional meetings. Vacancies in the membership of the Chief Executive Officer are filled by the members' meeting. Vacancies in the membership of additional members are filled by the Management Board.

7.6 The Organisation continues to exist as a legal entity regardless of changes in the composition of its members.

- 7.7 The members of the Organisation have no rights to the property or other assets of the Organisation.
- 7.8 Membership automatically terminates when:
- 7.8.1 a member is absent from three consecutive meetings without notice
 - 7.8.2 a member becomes physically or mentally disabled
 - 7.8.3 the estate of a member is sequestrated or turned over to the benefit of his/her creditors;
 - 7.8.4 the member is found guilty, albeit in the RSA or elsewhere, of theft, fraud, forgery or any other similar crime;
 - 7.8.5 a member is dismissed from a position of trust by a competent court as a result of misconduct;
 - 7.8.6 a member is found guilty and sentenced to imprisonment without the option of a fine on any charge; or
 - 7.8.7 should a member have membership of either SCMC (or its legal successor) or SCDD (or its legal successor) and his membership of the relevant Commission, for whatever reason, should expire.

SECTION 8 - REPORTING AND ACCOUNTABILITY

- 8.1 The Organisation annually reports to the SCMC (or its legal successor), the SCDD (or its legal successor) and the relevant government departments as required, on its activities and financial position (including those of the programmes implemented in terms of its objectives).

SECTION 9 - MEETINGS

- 9.1 At its first full members' meeting of a new term which coincides with the terms of office of the SCMC and SCDS respectively, the members, including the additional members and the Chief Executive Officer, elect from their own ranks a Chairperson and Deputy Chairperson. The Chief Executive Officer will officiate as Secretary.
- 9.2 The members of the Organisation meet at least once a year on a date determined by the Management Council.
- 9.3 The meetings of members are held in committee.
- 9.4 Decisions may be taken by consensus or by voting. When voting on any issue is equal, the matter must be regarded as undecided, but could be resubmitted to the meeting at a future date.

9.5 The proceedings at meetings of members are in accordance with commonly accepted meeting procedures.

9.6 **Quorum**

More than half of the members constitute a quorum, provided that the ecclesiastical representatives are the majority.

9.7 **Agenda**

9.7.1 Written notice of a members' meeting must reach all the members at least five (5) working days prior to the meeting.

9.7.2 Only matters appearing on the agenda are considered at a members' meeting, unless the meeting agrees, by a majority vote, that other matters may be introduced.

9.8 **Extraordinary meeting**

9.8.1 An extraordinary meeting of the members is convened by the Management Council should they deem it necessary, or by the Secretary when five (5) members request such a meeting by way of a written submission on the matter for discussion, or by a quorum of members should an urgent, expedient matter necessitate this.

9.8.2 Only the matters for which the meeting had been convened, will be considered at an extraordinary meeting.

9.9 **Annual Meeting**

9.9.1 An annual meeting must be held annually within six (6) months after 31 March.

9.9.2 An annual report, as well as audited statements must be submitted to the annual meeting and provided to the Director: Non-Profit Organisations, as defined in Act 71 of 1997, within six months of the end of the financial year of the Organisation.

9.9.3 The annual meeting appoints the auditors and determines the broader policy objectives of the Organisation.

SECTION 10 – MANAGEMENT OF THE ORGANISATION

10.1 The management of the Organisation is handled by its members, who for this purpose:

10.1.1 at the beginning of a term of service appoint a Management Council (Governing Body) comprising of:

- the Chairperson
- the Deputy Chairperson,
- four (4) other members, who may not be related to each other and who accept fiduciary responsibility for the Organisation
- the PSS of the SCCS (or his legal follower)
- the PSS of the SCDS (or his legal follower)
- the Chief Executive Officer, who will act as Secretary,
- The Additional members (see 7.1.5).

10.1.2 operate an office and appoint the relevant staff who will be managed in accordance with the approved human resources policy of the Organisation.

10.2 **Chief Executive Officer**

The Organisation has a Chief Executive Officer, appointed by the Members' Meeting, who performs the executive functions of the Organisation on instruction of the Members' Meeting and Management Council (Governing Body), which powers will include:

10.2.1 signing of contracts on behalf of the Organisation.

10.3 The Organisation will, in terms of this, delegate the management of the various programmes, or institutions and bodies to Boards of Control of which the composition and powers have to be contained in the Constitutions of the Boards of Management, as approved by the Organisation.

10.3.1 This delegated authority will include: signing of contracts which will be necessary for the management of the program in accordance with the objectives in Section 3 and 4.

10.4 The Organisation determines the policy and procedures for the programmes in accordance with the objectives contained in this constitution.

10.5 The Organisation may establish more organisations. Such organisations will have specific acting powers and report to the Founding Organisation.

SECTION 11 – POWERS OF THE ORGANISATION

11.1 The powers of the Organisation are limited to actions related to the implementation of the objectives of the Organisation as contained in this Constitution.

11.2 The Organisation has the powers to:

- 11.2.1 raise funds, receive donations and subsidies and apply such funding in accordance with the objectives of the Organisations ;
- 11.2.2 invest, open deposit accounts and administer all financial assets accrued to and obtained by the Organisation, only with registered financial institutions as defined in Section (1) of the Financial Services Board Act, 1990 and in shares listed on a registered stock exchange and defined 'The Securities Services Act, No 36 of 2004;
- 11.2.3 determine its own financial policy and procedures;
- 11.2.4 annually submit, at the prescribed times, the relevant reports to the respective government departments ;
- 11.2.5 conclude contracts in its own name, which are binding on the Organisation only, if signed by the Chief Executive Officer of the Organisation, duly authorised thereto ;
- 11.2.6 annually receive audited financial reports of the programmes not later than 30 June; and
- 11.2.7 decide on applications from organisations requesting affiliation and to determine the conditions for affiliation.

SECTION 12 - FUNDING

- 12.1 Funding received from or via the churches, must be applied by the Organisation in accordance with the instructions of these churches.
- 12.2 When the services of a fund-raiser are utilised to collect contributions, the expenses (remuneration and / or commission) may not exceed 40% of the total turnover of the particular collection.
- 12.3 Bookkeeping of the Organisation's funds will be in terms of the commonly accepted accounting practice and will be audited annually.
- 12.4 The Organisation will submit the required Income Tax Returns, together with supplementary documentation, at the prescribed intervals.
- 12.5 All financial transactions will be entered into by way of a banking account with a registered financial institution.
- 12.6 The Organisation is prohibited from allocating any of its funds to any person, except in the exercising of any public welfare activity, in accordance with the objectives of the Organisation.
- 12.7 Employees, contractors, officials or members will not be paid excessive remuneration for services rendered.
- 12.8 The Organisation may only utilise its funds towards achieving the objectives that it had set, or invest the intended funds –

- 12.8.1 With a financial institution as defined in Section 1 of the Financial Services Board Act, 1990.
- 12.8.2 in shares listed on a stock exchange as defined in Section 10 of 'The Securities Services Act, No 36 of 2004.'
- 12.8.3 In other careful investments in financial instruments and assets as determined by the Commissioner of the South African Revenue Service:

with the proviso that the stipulations of this subparagraph do not preclude the Organisation from keeping any investment (except for an investment in the form of a business undertaking or commercial activity or asset used by such business undertaking or commercial activity) in the format in which it has been obtained by way of donation, bequeathment or inheritance.

12.9 The Organisation is prohibited from operating any business undertaking or commercial activity, except to the extent where -

12.9.1 the gross income derived from all intended business undertakings or commercial activities, of which in total should not exceed the greater of –

12.9.1.1 Five percent (5%) of the gross income of the Organisation,
or

12.9.1.2 R100 000;

12.9.2 the undertaking or activity –

12.9.2.1 is integral to and directly related to the objective of the Organisation, and

12.9.2.2 is exercised or performed on a basis which is fundamentally and in its entirety aimed at the recovery of costs and which will not result in unfair competition with taxable entities

12.9.3 if not integral to and directly related to the only objective of the Organisation, is of an incidental nature and essentially undertaken with voluntary assistance without remuneration; or

12.9.4 is approved by the Minister of Finance by way of a Notice in the Government Gazette.

12.10 The Organisation is prohibited from accepting a donation which is revocable at the request of the donor, for other reasons than the fundamental failure to meet the specified objectives and conditions of the intended donation, inclusive of any misrepresentation with regard to the tax deductibility thereof, on condition that the donor may not impose any condition which could enable the intended donor, or any person related to the intended donor, to derive any direct or indirect benefit from the application of the donation.

- 12.11 The Organisation is compelled to supply a copy of any amendment to this constitution to the Commissioner of the South African Revenue Service.
- 12.12 The financial year of the Organisation commences on 1 April and terminates on 31 March of every year.
- 12.13 From time to time the Management Council designates persons to sign cheques on behalf of the Organisation. One of these persons will be the Chief Executive Officer.
- 12.14 The organisation undertakes to pay out at least 75% of funds received during a particular year for the implementation of the programmes that qualify in accordance to the regulations of art 18A and Section II of the Ninth Addendum of the Income Tax Act, Act 58 of 1962, during the next financial year by way funding such activities.

SECTION 13- AMENDMENT OF CONSTITUTION

The constitution of the Organisation is only amended:

- 13.1 on a recommendation in this regard by a majority of the members of the Organisation to the Combined Commission for the Diaconate (CCD) (or its legal successor) of the SCMC (or its legal successor) and the SCDS (or its legal successor); and
- 13.2 the subsequent approval of such recommendation by the CCD of the SCMC (or its legal successor) and the SCDS (or its legal successor).
- 13.3 A copy of all amendments to the constitution of the Organization made from time to time will be submitted to the Commissioner: South African Revenue Services at the earliest possible date.

SECTION 14 - DISSOLUTION

- 14.1 The Organisation may only be dissolved should:
- 14.1.1 the purpose of its existence expire;
- 14.1.2 the Organisation decides to dissolve and such decision is subsequently condoned by the Combined Commission for Diaconate (CCD) (or its legal successor) of the SCMC (or its legal successor) and the SCDS (or its legal successor); or
- 14.1.3 when the CCD (or its legal successor) of the SCMC (or its legal successor) and the SCDS (or its legal successor) decides that the Organisation should dissolve.

14.2 In the event of dissolution, all funds and other assets of the Organisation will be transferred to the CCD (or its legal successor) of the SCMC (or its legal successor) and SCDS (or its legal successor) to be utilised for the same purpose or for objectives similar to the objectives of the Organisation, on condition that such funds and other assets may only be applied in favour of an institution or institutions which are authorised to collect contributions in the Republic of South Africa in terms of the Non-Profit Organisations Act, Act Nr 71 of 1997.

SIGNED AT **ON THIS**
DAY OF 20

REV C VAN RENSBURG: CHAIRPERSON OF THE MEMBERS' MEETING

REV A RUST: CEO OF BADISA