

AFRICA SOUTH EMMAUS/CHRYSALIS ASSOCIATION

CONSTITUTION

AFRICA SOUTH EMMAUS/CHRYSALIS ASSOCIATION

CONSTITUTION

1. Establishment and Membership of the Africa South EMMAUS/ CHRYSALIS Association

- 1.1. The Africa South Emmaus/Chrysalis Association (herein referred to as Africa South or A. S.) is an association not for gain and is a body corporate having an identity and existence separate and distinct from its members or office-bearers.
- 1.2. The Africa South Emmaus/Chrysalis Association will continue to exist notwithstanding changes in the composition of its members and/or office-bearers.
- 1.3. The members of Africa South are all Christians who have participated in and completed the Walk to Emmaus and/or Chrysalis Flight/Journey. All persons who have completed the walk or flight/journey anywhere in the world automatically become members of the Emmaus/Chrysalis Association once they reside within the area of jurisdiction of Africa South.
- 1.4. Africa South does not discriminate as to membership or at all on the grounds of race or gender but restricts membership to professing Christians in good standing with the church of their choosing.

2. Jurisdiction of the AFRICA SOUTH EMMAUS/CHRYSALIS community

- 2.1. The Emmaus/Chrysalis department of the Upper Room of the United Methodist Church in Nashville (U R) and its executive International Advisory Committee (IAC) determine the area of jurisdiction of Africa South. The Upper Room and the IAC may add or change other sub-Saharan African countries to the area of jurisdiction of the Africa South. A change in the area of jurisdiction will not require a change in this constitution.
- 2.2. Currently, the area of jurisdiction of Africa South is the Republic of South Africa, Botswana, Lesotho, Mozambique, Namibia, Swaziland and Zimbabwe,

3. The purpose and objectives of A. S.

- 3.1. The purpose of A. S. is to present the Emmaus walks and Chrysalis flights/journeys and all related and ancillary activities in its area of jurisdiction in terms of the mandate received and under the direction of the Upper Room as holders of the copyright programmes of the walks and flights/journeys.
- 3.2. A.S. will promote the Emmaus walks and Chrysalis flights/journeys in its area of jurisdiction and will seek the approval for these programmes from all other recognised

Christian churches with the aim of assisting in the spiritual restoration of Christians and to aid the development of Christian leadership.

4. The Africa South board

- 4.1. The A. S. board shall administer and control the activities of Africa South. The A.S. board consists of the elected and serving Lay and Spiritual Directors of each Emmaus and Chrysalis community within its area of jurisdiction and the elected and serving Africa South Executive. The U R shall have a local representative on the A.S. board and executive committee to protect its interests and achieve its objectives.
- 4.2. The A. S. board receives and accepts guidance from the Upper Room and its executive International Advisory Committee.
- 4.3. The A.S. Association and its board accept that the U R is the licensed holders of the copyright to the Emmaus walk and the Chrysalis flight/journey programmes and will ensure that these programmes are presented in accordance with the directions of the U R and in compliance with the registered copyright.
- 4.4. The A.S. board is responsible for the proper running of the Emmaus walks and Chrysalis flights/journeys, for providing resources for communities to run the Emmaus walks and the Chrysalis Flight/Journeys and for the expansion of the Emmaus and Chrysalis programmes throughout its area of jurisdiction. The A.S. board will, through its executive committee (see clause 7 below), ensure that the communities operate within the mandate received.
- 4.5. The A. S. board will approve the formation or otherwise of new Emmaus and Chrysalis communities.

5. Emmaus and Chrysalis Communities

- 5.1. A.S. will conduct its activities through communities made up of members of A. S. in a specified geographical area.
- 5.2. The A. S. board delegates the responsibility of conducting the walks, flights/journeys to a community, and may withdraw this should there be intentional and consistent non-compliance with the mandate and directions from the UR.
- 5.3. Each community will be subject to this constitution but may add additional, local rules or by-laws once approved as provided in the Emmaus/Chrysalis handbook. Any local rules or by-laws approved by a community shall be submitted to the A. S. executive for approval.
- 5.4. Each community shall be structured and shall operate in accordance with the Rules and Responsibilities of Emmaus/Chrysalis communities ("The R and R of communities), as approved from time to time by Africa South.

6. The Election and term of office of the community board members

- 6.1. The members of each community shall elect the members of the community board to each of the portfolios as identified in The R and R of communities. Ideally, only one person shall be responsible for a portfolio but where needed and appropriate, a person may hold more than one portfolio.
- 6.2. The election of members to the community board shall be the same as for the election of the Africa South executive committee. However, communities may change the manner in which the community board members are elected.
- 6.3. As an alternative option, communities may;
 - 6.3.1. Only elect new members to the community board equal to the number of vacant portfolios and without appointing the lay director. This means that the community board must elect the LD and allocate portfolios to the board members.
 - 6.3.2. In the event of an election in terms of sub clause (3), the community spiritual director will preside over the first meeting after the election of the community board. The members of the community board will appoint the CLD who must be a person who has served for at least one year (ideally two) on the community board. The lay director elected in this manner shall serve for only one year in that capacity. Thereafter, the lay director shall serve for one more year as the past CLD in an ex-officio capacity.
 - 6.3.3. Once the CLD has been elected, the lay director will preside over the meeting and portfolios must then be allocated based on the most gifted person on the board for that portfolio. The board may therefore change the portfolio of board members irrespective that a person was elected to a specific portfolio.
- 6.4. Community board members serve for a three-year period, unless otherwise provided for herein. The objective of the three-year service period is to ensure that about one third of the board members are replaced each year by the election of new board members. If, due to circumstances, the aim of one-third retirees each year is not achieved, a newly elected member must serve a shorter period to achieve the desired balance.
- 6.5. After three years, any member of the community board whose expertise is particularly valued in the view of the board may remain a member of the community board for one further year in an advisory capacity only, but only if a replacement member has been elected. This member has an ex-officio position on the community board and does not have the right to vote at meetings.
- 6.6. Should a vacancy occur on the community board for whatever reason, the community board may co-opt a member on a temporary basis for the remainder of the year. The vacancy shall be filled at the next annual general community meeting. However, the person then elected will serve one year less than the normal period to preserve the three year renewal rate.

- 6.7. No person may serve on the community board having served a prior term of office or portion thereof on that board.
- 6.8. The Emmaus and Chrysalis community boards shall administer the activities of Emmaus and of Chrysalis respectively in the community. Each board shall consist of the elected Lay and Spiritual Directors and other leaders holding specified portfolios.
- 6.9. The community boards will operate under the guidance and direction of the A.S. board, which has delegated this function to the executive committee. The community boards will provide operation reports to the A.S. board and are accountable for sound financial administration and reporting, as required from time to time by the executive committee.
- 6.10. The community board shall, as far as possible, meet monthly, but at least six times a year in order properly to administer the activities of Emmaus and of Chrysalis in the community. The community board may predetermine the dates of its meeting for the year, alternatively written notice of meetings with an agenda shall be given not less than ten days before the meeting.
- 6.11. The quorum for a community board meeting shall be 50% of its members plus one.
- 6.12. All decisions of a community board shall, unless otherwise provided herein, be taken by a simple majority.
- 6.13. The secretary of the community board shall keep proper minutes of each meeting and the minutes shall be adopted and signed by the chair at the next following board meeting.

7. The executive committee

- 7.1. The A S board delegates its responsibility for the proper running of the Emmaus walks and Chrysalis flights/journeys and for the expansion of the Emmaus and Chrysalis movements throughout its area of jurisdiction to an elected executive committee (the executive committee or EC).
- 7.2. The executive committee is also responsible for managing and co-ordinating the activities of the community boards, for setting and giving direction and providing support to the communities.
- 7.3. The executive committee must approve all the rules and by-laws of the communities ensuring that they comply with this constitution and the spirit and ethos of the Emmaus and Chrysalis programmes.
- 7.4. The executive committee is structured and shall operate in accordance with the Rules and Responsibilities of the Africa South Executive ("The R and R of the A.S. executive), as approved from time to time by the Africa South board.
- 7.5. The elected Lay and Spiritual directors for each of Emmaus and Chrysalis lead the executive committee jointly. Other portfolios include treasurer, secretary, past Lay directors holding office ex-officio, the Lay Directors elect (whichever applies annually),

a supplies co-ordinator, Agape co-ordinator, Outreach co-ordinator, Music co-ordinator, prayer co-ordinator and training co-ordinator. Where appropriate and practical, the portfolios of Emmaus and Chrysalis may be combined or be separate for each programme.

- 7.6. Any representative elected or appointed by the U R to the International Advisory Committee will have an ex-officio seat on the executive.
- 7.7. The executive committee may extend the portfolios to meet the needs of the Emmaus and Chrysalis programmes in the Africa South area.
- 7.8. The executive committee shall meet at least three times per year, but ideally once during each three month period or more frequently as the need arises. The executive must attend all the meetings of Africa South.
- 7.9. The quorum for executive committee meetings shall be 50% of its members plus one.
- 7.10. All decisions of the executive committee shall, unless otherwise provided herein, be taken by a simple majority.
- 7.11. The secretary of the executive committee shall keep proper minutes of each meeting and the minutes shall be adopted and signed by the chair at the next following executive committee meeting.

8. Election and term of office of the executive committee members

- 8.1. The Africa South board elects the executive committee members at its Annual General Meeting, or other general meeting if needed.
- 8.2. Any member of an Emmaus or Chrysalis community is eligible for election (with his or her consent). The Spiritual Directors need to comply with the clergy criteria as proposed by the A S board and approved by the IAC of the UR.
- 8.3. At the election process, the Emmaus Spiritual Director (SD) is elected first. The SD then presides over the election of the other members of the executive.
- 8.4. Executive members serve for a three-year period, unless otherwise provided for herein, in the portfolio elected but members may change portfolio within that period with the consent of the executive committee. The objective of the three-year service period is to ensure that about one third of the committee members are replaced each year by the election of new executive committee members. If, due to circumstances, approximately one-third the members do not retire each year, a newly elected member to a portfolio must serve a shorter period to achieve the desired balance.
- 8.5. The person elected to the position of Africa South lay director will first serve for one year as the ASLD-elect and then serve as ASLD for two years.

- 8.6. The past lay director on the executive committee must remain on the committee for one additional year in an ex-officio capacity to ensure continuity and support.
- 8.7. After three years, any member of the executive whose expertise is particularly valued in the view of the committee, may remain a member of the executive committee for one further year in an advisory capacity, but only if a replacement member has been elected, in order to maintain continuity. This person serves in an ex-officio capacity and does not have a vote at meetings.
- 8.8. The executive committee may co-opt a member on a temporary basis for the remainder of the year should a vacancy occur on the executive committee because insufficient numbers of people being elected or due to resignations during a year. The vacancy shall be filled at the next Africa South annual general meeting. However, the person then elected will serve one year less than the normal period to preserve the three-year renewal rate.
- 8.9. No person may serve on the Africa South executive board having served a prior term of office or portion thereof on that board.

9. Africa South meetings

- 9.1. The Africa South Board will meet once per year by way of an annual general meeting. Additional meetings can be held as the need arises. The quorum for an Africa South Board meeting shall be 50% of its members plus one.
- 9.2. The lay director and the spiritual director and secretary of the executive committee shall be the chairpersons and secretary respectively of the Africa South board meetings.
- 9.3. The date of the next AGM may be set at each AGM but failing this not later than three months before the annual general meeting and communicated in writing to the communities. The AGM agenda, reports and documents for consideration must be received by the executive six weeks before the meeting.
- 9.4. The Africa South board must hear and accept reports from each of the portfolios on the executive committee, and each of the community lay directors at the annual general meeting. Community spiritual directors are encouraged to submit reports.
- 9.5. The treasurer on the executive committee must present the annual financial statements of Emmaus and Chrysalis at the AGM for acceptance.
- 9.6. Africa South shall conduct all such business as envisaged in the constitution and all other matters that in the opinion of the executive can be more appropriately dealt with by the Africa South board rather than by the executive committee. These may be matters better dealt with through a process of consultation and participation by the A S board.
- 9.7. All decisions of the Africa South board shall, unless otherwise provided herein, be taken by a simple majority.

9.8. The secretary of the executive committee shall keep proper minutes of the annual general meeting and any other general meeting of the A. S. board and the minutes shall be adopted and signed by the chair at the next following A. S. board meeting.

10. Funding and financial administration

10.1. Funding of the Africa South board is required to meet the expenses of conducting all the activities be it operational or growth, of Africa South. A reasonable amount of funding may be retained for the sake of financial security, future establishment costs of new communities, growth initiatives and for specific long term initiatives and for funds earmarked to be spent over a period of time.

10.2. Funds will be raised by the A S board from the sale of Emmaus/Chrysalis resources to communities and/or a levy on each Pilgrim/Caterpillar who attends a walk or flight in any of the communities.

10.3. Africa South may receive donations from within its own ranks or from non-members provided these are within generally accepted Christian ethics.

10.4. The communities need funds to meet the expenses of conducting all the walks and flights/journeys and the operational expenses of the community. A reasonable amount of funding may be retained for the sake of financial security and for funds earmarked to be spent on the activities of the community over a period of time.

10.5. The communities may raise funds by determining the cost for each participant in the walks or flights/journeys. Communities may also conduct fund-raising activities and receive donations within generally accepted Christian ethics.

10.6. Africa South may not borrow funds nor encumber any of its assets as security for its obligations or issue guarantees.

10.7. The communities and the A.S. executive shall conduct their financial transactions by means of banking accounts and for this purpose are empowered to open and operate current and/or savings bank accounts in the name of the “Emmaus Africa South – (“name of community”)” and appoint at least two signatories to such accounts.

10.8. The financial year shall be from 1 July to 30 June unless otherwise decided by the Africa South board.

10.9. Annual financial statements must be prepared by the treasurer of each Emmaus and Chrysalis community within three months of the financial year-end. The annual financial statements of each community shall be submitted through the treasurer of the executive to the Africa South Board.

10.10. The treasurer of A.S executive will similarly prepare annual financial statements of Africa South and present these at the Annual General Meeting of the Africa South board.

10.11. The treasurer of A S will be the accounting officer as envisaged in the Closed Corporations act.

11. Property

11.1. The Africa South Emmaus/Chrysalis Association may, for the purpose of fulfilling its functions, acquire property, both movable and immovable.

11.2. All immovable property acquired by the association, including property acquired by communities, shall be registered in the name of the Africa South Emmaus/Chrysalis Association.

11.3. The income and property of A. S. shall not be distributed at any time to its members or office-bearers, but moneys may be paid to members or office-bearers as reasonable compensation for services rendered.

11.4. No member or office-bearer of A. S. or any of its communities shall have rights in any property or assets of A. S. by virtue of being such a member or office-bearer.

12. Accountability to Christian church denominations

The Emmaus and Chrysalis programmes have been officially recognised by some Christian denominations. Given the ecumenical nature of Emmaus and Chrysalis, it is impractical for Emmaus and Chrysalis to be linked to any one particular denomination. However, the Emmaus and Chrysalis departments of the Upper Room encourage some form of accountability and reporting with respect to those denominations to which significant numbers of members belong.

13. Reproduction of copyright material

The A.S. board will obtain permission from the Upper Room for reproduction of copyrighted Emmaus and Chrysalis materials. This permission will vest in the A.S. board or in an individual at the discretion of the Upper Room. Permission to reproduce songs and music will be obtained by the executive through Christian Copyright Licensing.

14. Accountability of Emmaus and Chrysalis communities

14.1. All Emmaus and Chrysalis communities within the area of jurisdiction of Africa South are accountable to and act under the direction of the A.S. board.

14.2. The by-laws, and any amendments thereto, of each Emmaus and Chrysalis community within the area of jurisdiction of the Africa South Emmaus /Chrysalis Co-ordinating Board shall be submitted to the Executive for approval.

15. Legal status of the Africa South Emmaus/Chrysalis Association

15.1. The Africa South Emmaus/Chrysalis Association is an association not for gain with legal personality.

15.2. Any legal proceedings for or against the Africa South Emmaus/Chrysalis Community and/or against any of the communities within its jurisdiction shall be instituted or defended in the name of the Africa South Emmaus/Chrysalis Community.

15.3. The executive committee may appoint legal representatives to represent the A. S. association in any legal proceedings to which it is a party.

16. Dissolution of the board

16.1. A community may be dissolved by a decision of a general meeting of members of the community taken with a two-thirds majority.

16.2. A decision so taken for the dissolution of a community shall be submitted to the A. S. executive committee, which shall submit it to the next A. S. board meeting for confirmation or other action considered appropriate by the A. S. board.

16.3. In the event that a community is dissolved, any assets remaining after settling all debts shall be transferred to Africa South.

16.4. The Africa South Emmaus/Chrysalis Association may be dissolved by a decision of a general meeting of the A. S. board taken with a two-thirds majority.

16.5. In the event that Africa South Association is dissolved, any assets remaining after settling all debts shall be transferred to the Upper Room for use in the Emmaus/Chrysalis movement. In the event of such dissolution, the accountability for the work of Emmaus and Chrysalis will revert directly to the Upper Room and all reproduction rights of copyright materials will become invalid.

17. Amendments to this constitution

Proposals for the amendment of this constitution shall be submitted to communities not less than three months before the meeting of the full Africa South Board. Any amendments to this constitution must be carried by a two-thirds majority at a meeting of the Africa South board.

ACCEPTED AS THE APPROVED CONSTITUTION OF AFRICA SOUTH AT THE ANNUAL GENERAL MEETING OF THE AFRICA SOUTH BOARD ON 14 AND 15 NOVEMBER 2008.

Signed.....
Africa South lay director

Signed.....
Africa South spiritual director

Signed.....
A community lay director

Signed.....
A community spiritual director