

CONSTITUTION

OF

THE TREATMENT ACTION CAMPAIGN

(As amended at TACs Fourth National Congress, 2008)

Introduction

At the 4th National TAC Congress, 14 -16 March 2008, a range of constitutional amendments were adopted on TACs mission, vision and governance with the aim of ensuring stronger oversight at district, provincial and national level.

Amendments included the co-option of professionals to the National Council based on the diversity of skills needed to govern TAC in an open, ethical, efficient and accountable manner. Co-options were to be discussed and agreed at the first NC meeting after the Congress.

In addition, the Congress strengthened the financial oversight mechanisms of TAC by including the requirement for an internal auditor and a treasurer/audit committee in the constitution.

Moreover, Congress created the posts of a TAC General Secretary and Deputy General Secretary to ensure support for the general-secretary and to strengthen organizational development. Congress also gave a basic outline to the division of labour between the General Secretary and Deputy General Secretary.

The amendments to this Constitution are captured in this version of the TAC Constitution.

CONSTITUTION

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NAME OF THE ORGANISATION

1. The organisation shall be known as the **TREATMENT ACTION CAMPAIGN (TAC)**

LEGAL NATURE AND PERSONALITY OF TAC

- 2.1 TAC shall be a voluntary, non-profit association of organisations, networks and individuals representing all peoples in South Africa with perpetual succession independent of its members, capable of entering into contractual and other relations, of suing and being sued, and owning property in its own name.
- 2.2 TAC will remain independent of government and the pharmaceutical industry.
- 2.3 TAC (the organisation, not its individual members) alone is liable for its debts and commitments.
- 2.4 TAC is bound only by TAC National Council (NC) and the NC must approve any action taken in the name of TAC. No member of the NC can unilaterally bind TAC in any transaction, negotiation, statement or action without the express authorisation of the NC.
- 2.5 TAC may affiliate to any organisation that serves its cause by decision of its members at a National Congress, an Extraordinary General Meeting or Annual General Meeting (AGM).
- 2.6 The National Congress of TAC is the highest decision-making body of the organisation.

DEFINITIONS

- 3.1 “Individual member” means any natural person who subscribes to the aims and objectives of TAC and this Constitution and who is granted individual member status by any TAC branch or District Council and endorsed by Provincial Council or the NC.
- 3.2 “National Council” means the council constituted in terms of section 13 of this Constitution.
- 3.3 “HIV” mean the Human Immunodeficiency Virus.
- 3.4 “AIDS” means the Acquired Immunodeficiency Syndrome.
- 3.5 “Treatment” means comprehensive and quality medical treatment and care.
- 3.6 “TAC branch” means a branch established in terms of section 34.
- 3.7 “District Council”/“DC” means a council established in terms of section 33.
- 3.8 “Provincial Council”/“PC” means a council established in terms of section 32.
- 3.9 “National office-bearers” are the Chairperson, Deputy Chairperson, General Secretary, Deputy-General Secretary and Treasurer.
- 3.10 “Provincial office-bearers” are the Chairperson and Secretary of a Provincial Council, and may also include a Deputy Chairperson and a Treasurer.
- 3.11 “District office-bearers” are the Chairperson and Secretary of a District Council, and may also include a Deputy Chairperson and a Treasurer.
- 3.12 “Branch office-bearers” are the Chairperson and Secretary of a TAC branch, and may also include a Deputy Chairperson and a Treasurer.
- 3.13 “Endorsing Organisation” means any organisation, association, or network that shares the aims and objectives of TAC and which is granted endorsing organization membership in terms of section 9.
- 3.14 “Designated Sectors” include sectors such as “organisations of people living with HIV/AIDS” and “labour”. A National Congress of the NC may designate sectors.

VISION

- 4.1 The Treatment Action Campaign supports the constitutional vision that every person is born with the inalienable rights to life, dignity, health, freedom and equality. In the context of the HIV/AIDS epidemic, the TAC aims to achieve universal access to prevention, treatment and care for all people living with HIV/AIDS and other illnesses.
- 4.2 Equality for women, the eradication of gender inequality and gender-based violence is indispensable to HIV prevention, treatment and care.
- 4.3 A single, equal, free-at-point of use, quality and adequately resourced public health service for all people is the right of every person and the duty of every state. Universal access to HIV/AIDS prevention, treatment and care requires the building of such a system without delay.
- 4.4 The achievement of local and global social justice and equality to ensure, among others, the rights to work, fair trade, housing, social security, education, food, a sustainable environment, equality, freedom and security of the person and peace will guarantee the elimination and control of HIV, TB, malaria and all illnesses.

MISSION

5. The Treatment Action Campaign's mission is to work for the elimination of all new HIV infections, universal access to prevention, treatment and care for all people living with HIV and other illnesses, a unified health system with adequate human and financial resources.

AIMS AND OBJECTIVES

The principal objectives of TAC shall be to:

- 6.1 Campaign for the equitable access to affordable treatment for all people living with HIV/AIDS;
- 6.2 To provide evidence-based prevention and treatment awareness and literacy for TAC members, at all public health ARV facilities in model districts, and for partner organisations;
- 6.3 To challenge by litigation any barrier or obstacle, including unfair discrimination, that limits access to treatment of HIV/AIDS in the public and private sector.

- 6.4 To build and sustain campaigns to eradicate gender inequality, violence against women and to achieve full equality for women through the development of women leaders and social justice activism;
- 6.5 To advocate for an effective evidence-based health system and an enabling policy environment;
- 6.6 To educate, promote, and develop an understanding and commitment within all communities of developments in HIV/AIDS treatment;
- 6.7 To campaign for access to affordable and quality healthcare for all people in South Africa;
- 6.8 To commit to non-violence and respect the legitimacy of the Constitution of the Republic of South Africa, 1996;
- 6.9 To mobilise to ensure that poor and working class men are socially and economically empowered as part of the social transformation of our society;
- 6.10 To commit to the practice of active citizenship locally and globally to realize democracy, rights to life, dignity and equality for all and social justice including access to HIV/AIDS treatment;
- 6.11 To commit to ethical fundraising, efficient and honest financial management and to maintaining complete transparency and accountability in relation to funds raised and spent;

MEMBERS AND MEMBERSHIP

- 7. Members of the Treatment Action Campaign are the most important resource of the organization in its mission to realize the rights to life, dignity and equality for all South Africans, including people living with HIV/AIDS.

Members of TAC shall include any natural or legal person who has been duly accepted as a member as provided in this constitution by:

- 7.1 Receiving a certificate of attendance at the prescribed membership induction course. The NC will approve a membership induction course.
- 7.2 Actively participating in a branch, the heart of TAC work, or in a designated structure that conducts public work on behalf of TAC. A designated structure can include a TAC workplace club, a support group or an NGO or other structure that is affiliated to TAC and assists directly with TAC campaigns. The NC will designate appropriate structures.
- 7.3 Supporting the aims, objectives and policies of TAC as articulated in this constitution and as laid down from time to time by TAC.

PROCEDURES FOR APPLICATION FOR MEMBERSHIP

- 8.1 Any natural person shall be entitled to apply for membership of TAC by applying to the TAC branch in his or her place of residence or work in accordance with the prescribed procedure determined by the NC. This also applies to professionals who are TAC members.
- 8.2 The membership fee shall be R2.00 per member as agreed by NC.
- 8.3 If no TAC branch exists in his or her place of residence or work, a natural person shall be entitled to apply for membership of TAC by applying to the PC in his or her province in accordance with the prescribed procedure determined by the NC.
- 8.4 If no PC exists in his or her province, a natural person shall be entitled to apply for membership of TAC by applying to the NC in accordance with the prescribed procedure determined by the NC.
- 8.5 A TAC branch, PC or the NC, as the case may be, shall have sole discretion whether to admit any natural person as a member of TAC or not, provided that any natural person whose application was refused by a TAC branch, shall be entitled to apply against such decision to the next PC meeting in his or her province, by requesting in writing the secretary of the PC to place such item on the agenda of the next PC meeting.
- 8.6 Where no PC exists, any natural person whose application was refused shall be entitled to appeal against such decision to the next NC meeting, by requesting in writing to the General secretary to place such item on the agenda of the next NC meeting.
- 8.7 An appeal against any decision of a PC regarding an application for individual membership lies to the NC, by requesting in writing to the General Secretary's office to place such item of the agenda to the next NC meeting.
- 8.8 Endorsing organisation membership may be granted by the NC to any association, organisation or network that subscribes to the aims and objectives of TAC.
- 8.9 Any application for individual or endorsing organisation membership, which has been rejected by the NC, shall be placed before the next National Congress, Extraordinary General Meeting or AGM of TAC for ratification or review.

CATEGORIES OF MEMBERSHIP

There shall be different categories of membership, namely individual, honorary and endorsing organisation membership:

- 9.1 Individual membership shall be open to natural persons who wish to join TAC in their individual capacities.
- 9.2 Honorary membership shall be awarded by the National Congress to any person who has in the opinion of the National Congress rendered special services to the advancement of the objectives of TAC. Honorary members shall have the same rights and privileges as other members.
- 9.3 Endorsing organization membership shall be given to organizations that actively support the aims and objectives of TAC, and which request such membership.

TERMINATION OF MEMBERSHIP

A member shall cease to be a member of TAC once a special resolution to that effect has been passed by an AGM and only if:

- 10.1 The individual or honorary member terminates his or her membership or the endorsing organisation withdraws support by written notice to the NC;
- 10.2 The endorsing organisation is a legal person and the legal person ceases to exist;
- 10.3 The NC has expelled the member from TAC after a formal hearing when, in the opinion of the DC, PC and NC; such a member has materially contravened any of the objectives or resolutions of TAC.

Any member who has been expelled by the implementation of section 10.3 shall be entitled to appeal against such a decision to an AGM of TAC by requesting in writing the General Secretary's office to place such item on the agenda of the next NC or AGM.

LIMITED LIABILITY

11. The liability of members of TAC shall be limited to the organisation and not extended to individual members of endorsing organisations.

CONFIDENTIALITY

- 12.1 All TAC members must respect the confidentiality and privacy of any person with HIV/AIDS who is not open about his or her HIV status.
- 12.2 Disciplinary action will be taken against any TAC member who breaches the confidentiality and/or privacy of any TAC member with HIV/AIDS who is not open about his or her status. For the purposes of any disciplinary action, the relevant PC shall establish a disciplinary committee of not more than five PC members, of who at least a simple majority are provincial office-bearers.

NATIONAL COUNCIL

- 13.1 The management and administration of TAC shall vest in an NC, comprising of at least seven members, who shall be elected and appointed from the members and supporters of TAC as set out below in section 13.4. Collectively, all NC members also serve as the board of directors of TAC.
- 13.2 NC is the highest decision-making body between Congresses.
- 13.3 The NC shall represent TAC in a responsible and appropriate manner in all meetings and public functions.
- 13.4 When electing the members of the NC, regard shall be had to the aims and objectives of TAC as spelt out in section 6, in order to achieve a composition of member on the NC that will give effect to the aforesaid objectives. More particularly, TAC shall strive to achieve a geographical, skills, gender, and people living with HIV and other balanced representation on the NC.
- 13.5 Co-opted individuals on any TAC governance structure may not exceed one-third of membership on that structure.
- 13.6 NC shall consist of no more than twenty-one people including:
 - a. One elected representative from each designated province.
 - b. An elected Chairperson and Deputy Chairperson; General Secretary and deputy General Secretary and Treasurer.
 - c. Provincial chairpersons (*ex officio*).
 - d. National Manager (*ex officio*).
 - e. Three/four professional persons, including an accountant.
 - f. A maximum of four key civil society leaders, whose organizations are actively involved in TAC campaigns.

- 13.7 NC members shall work together as a team with the staff of TAC to achieve the aims and objectives of TAC, and shall have the power to co-opt any person onto the NC to fill any vacancy. The term of office of this co-opted member shall run concurrently with that of the appointing NC.
- 13.8 Members of the NC shall attend all meetings of the NC, including teleconferences. In the event of absence, a timely apology must be given.
- 13.9 Disciplinary action will be taken against any member of the NC who fails to fulfil responsibilities and tasks undertaken. For the purposes of any disciplinary action, the NC shall establish a disciplinary committee of not more than five NC members, of who at least a simple majority are national office-bearers.

ELECTION OF THE NATIONAL COUNCIL

- 14.1 Elective members of the NC shall be elected by secret ballot at the National Congress and shall serve in office for a period of approximately two years. Members of the NC shall be eligible for re-election.
- 14.2 The election of the NC shall proceed in the following manner:
- a. A staff member or representative of an independent organisation, such as the Independent Electoral Commission, who is not a member of the outgoing NC and who is not a nominee for the incoming NC, shall be appointed as an election officer and shall preside over the election;
 - b. The election officer shall receive nominations of candidates for each of the national office-bearer positions on the NC. Nominations must be submitted in writing to and received by the NC at least 24 hours before the beginning of the electoral process from designated sectors and provincial delegation at the National Congress;
 - c. The election officer shall receive and confirm, as sectoral representatives on the NC, the names of the candidates elected in designated sector meetings at the National Congress;
 - d. No member shall nominate her or himself. Each nomination must be seconded and nominees must be aware of and consent to their nomination though they are not necessarily required to be present;
 - e. Where the election officer receives a single nomination for any of the national office-bearer positions on the NC, such nominee or nominees shall be automatically elected to the NC unless a second objection is raised to the automatic appointment of a nominee, in which case the nominee objected to must be elected in a secret ballot by a two-thirds majority of members present at that meeting.

POWERS AND DUTIES OF THE NATIONAL COUNCIL

- 15.1 NC shall manage all the business and affairs of TAC and shall be the only policy and strategic decision-making body of TAC between National Congresses.
- 15.2 NC shall have full power and authority to carry out all the objectives of TAC, except when such powers are expressly reserved to an Extraordinary General Meeting.
- 15.3 Without derogating from the generality of the foregoing, the NC shall more particularly:
- a. Receive a report on national and provincial programme work, evaluating work and accounting for targets from the GS endorsed by the secretariat;
 - b. Receive a report from national manager on the systems and development of the organization;
 - c. Receive a report from treasurer and national manager on income and expenditure statements;
 - d. Obtain support, financial or otherwise, for TAC;
 - e. Network and liaise with other relevant organisations;
 - f. Administer the financial affairs of TAC, and invest the funds and assets of TAC in securities nominated by it and vary, realise and deal with such investments at its discretion;
 - g. Decide what amount of funds shall be invested and what amount should be retained for administrative or other expenses;
 - h. Operate a current banking account with any bank registered under the Banks Act selected by it in the name of TAC or any other name acceptable to such bank to operate any other account such as campaign accounts that, in the opinion, of the NC, are necessary for the due and proper administration of the financial affairs of TAC;
 - i. Nominate persons to sign any cheque drawn on such account or accounts provided that two members of the NC shall be required to authorise any cheques drawn which is above a reasonable amount to be determined from time to time by the NC;
 - j. Hold, lease and own property of any kind in the name of TAC;
 - k. Sell, exchange, lease, mortgage or otherwise alienate any or all of the assets of TAC;
 - l. Enter into such contracts and engage in such transactions as may be necessary to achieve its objectives;

- m. Co-opt any person onto the NC to fill any vacancy, NC may co-opt a maximum number of three persons having such skills as may be required by the NC. The term of office of all co-opted members shall run concurrently with that of the appointing NC;
- n. Employ any person in the interests of TAC, in terms of section 33, if and when TAC is in position to do so, and remunerate and terminate such employment accordingly;
- o. Develop and enforce a Code of Conduct for and Disciplinary and Grievance Procedures in relation to employed staff;
- p. Develop and enforce a Code of Conduct for all TAC members, including members of the NC;
- q. Register the name, and if necessary, the Constitution and Rules of TAC under any law;
- r. Institute and defend in the name of TAC, any legal proceedings brought on behalf of or against TAC and provide assistance to any individual member of TAC in the institution or defence of any legal proceedings, provided that such action is at the discretion of the NC. Where an individual is refused the support of TAC in respect of the defence or any legal proceedings arising out of authorised TAC work or conduct, such individual shall be entitled to appeal against such decision at an Extraordinary General meeting by requesting, in writing, the secretary of the NC to call an Extraordinary General Meeting and to place such an item on the agenda of the meeting which must take place as soon as possible as provided in section 30;
- s. Support the establishment of PCs and TAC branches and, in the event of their establishment, consult with them on their structure and organisation and the detailed nature of their relationship with TAC;
- t. Delegate any of its powers to a sub-committee of the NC, which sub-committee will consist of at least one member of the NC and two other members of TAC;
- u. Encourage TAC members to participate in the operations of TAC;
- v. Regulate membership forms and application procedures;
- w. Have the power to terminate the membership of any member in terms of the provision of section 10;
- x. Be led and supported by a Secretariat composed of the national office bearers and staff employed at any National Office, which is responsible for implementing policy set by the Congress and the NC and is directly accountable to the NC;
- y. Have such powers as are usually accorded to the board of directors of an association incorporated under section 21 of the Companies Act, 61 of 1973 or any successor thereto.

MEETINGS OF THE NATIONAL COUNCIL

- 16.1 A meeting of the NC shall be convened by the Chairperson or at the instance of any three NC members who advise the secretary of the purpose for which they desire such meeting to be convened. A meeting may also be conducted by telephonic or electronic means. The competency of the NC to make such decisions at such meetings shall not be limited to the matter or matters for which it was convened, provided that any elected member of the NC, who is absent from the meeting and who is unaware that an issue is put to the vote at that meeting, shall have power to reconvene the meeting to reconsider the issue as soon as is reasonably possible.
- 16.2 All NC meetings shall be presided over by the Chairperson or in the absence of the Chairperson, by the Deputy Chairperson or any person nominated by the NC.
- 16.3 Two-thirds of the membership of the NC shall constitute a quorum.
- 16.4 Any matter before the NC shall be resolved by a simple majority of those present and voting. In the event of an equality of votes the Chairperson (or whomever was nominated to preside) shall have a casting vote.
- 16.5 The NC shall meet at least three times a year. A meeting may also be conducted by telephonic or electronic means. One month before any such meeting a written agenda shall be circulated to all members of the NC, unless at the meeting immediately preceding the NC unanimously resolved that it would not be necessary to circulate such an agenda. Such an agenda will include the confirmation of the minutes of previous meetings and the possibility of discussing any unscheduled business as provided for in sub-clause 14.1 above.
- 16.6 Failure to attend two consecutive NC meetings without apology shall render a member of the NC liable for removal from office by vote of the NC.
- 16.7 Each NC meeting shall be opened or closed to ordinary members and other interested observers at the discretion of the NC. The NC will issue guidelines in this regard.
- 16.8 Minutes shall be taken at all NC meetings and shall be available for inspection by any interested member.
- 16.9 The first physical NC meeting of each year shall double as the AGM. All TAC members have the right to attend the AGM at their own expense.

TERMINATION OF OFFICE

A member of the NC shall cease to hold office if:

- 17.1 The member resigns;
- 17.2 The member fails to attend three consecutive meetings of the NC without an apology and a valid excuse;
- 17.3 The NC decides to remove the member from office for a valid reason after having given the member the opportunity to make representations against such removal to the NC

LIABILITY AND LIMITATION OF LIABILITY IN RESPECT OF THE NATIONAL COUNCIL

- 18.1 The NC or individual members thereof shall be and are hereby indemnified from and against all losses, charges, costs, damages and all and every other expense and liability which they may incur in the exercise or performance of or the omission to exercise or perform any power or duty conferred or imposed on them in terms of this constitution, unless such an act or omission was in bad faith, wilful or responsible for any act or default of any one or other of them.
- 18.2 No member, representative of an endorsing organisation, official or employee shall unilaterally bind TAC in any transaction, negotiation, statement, or action without the express authority of the NC. In the event of any duly mandated representative of an endorsing organisation contravening this provision, TAC may, after a proper motion to that effect has been considered and passed by the NC, call upon the endorsing organisation to replace such person with another representative and an endorsing organisation shall respect any such request by the NC.

THE SECRETARIAT

- 19.1 The secretariat guides, supports and directs the policy and strategy of TAC on a day-to-day basis and it reports to the NC on its mandates. It sets out the programmatic and strategic priorities based on guidance from the national congress and NC. It directs the implementation of policy, programmes and campaigns.
- 19.2 The secretariat also provides direct governance oversight of management and its role in provinces, model districts, departments and programmes.

- 19.3 The secretariat functions as a team and should meet face-to-face on a monthly/six weekly basis. It includes the elected office-bearers, additional members and the TAC national manager. It will have a weekly teleconference that will not last longer than 45 minutes.
- 19.4 Office-bearers must attend all secretariat meetings. Additional members from the TAC women and PLWHA sectors will alternate at secretariat meetings. All meetings should be diarized three to six months in advance and notice should be given to the organization of meeting dates.
- 19.5 The secretariat and NC as bodies receive organizational and technical support through the office of the General-Secretary. Organizational and technical support includes circulations of reports, minutes, logistics and copies of correspondence, as well as, other appropriate assistance from time to time.
- 19.6 The General Secretary, the Chairperson and Deputy Chairperson at national and international level undertake public representation of the TAC. They may appropriately delegate these functions to senior staff and leaders of the organization.
- 19.7 Public representation includes attendance on behalf of TAC at high-level meetings such as SANAC, UNGASS, International AIDS Conference, ICASA and other similar meetings. Media representation and oversight of media representation is also the task of the general-secretary, the chairperson and deputy-chairperson at national and international level.
- 19.8 Donor engagement must be led by the TAC General Secretary and Treasurer and supported by the secretariat and members of the management team.
- 19.9 All secretariat members are expected to maintain a professional and ethical standard that respects confidentiality of sensitive issues in policy, leadership and staff.
- 19.10 All interactions with TAC members and staff will be professional and respectful. In their management and supervision tasks, the GS and DGS will be expected to set the standards of professionalism, openness, accountability, efficiency and effectiveness.
- 19.11 Any misuse of organizational resources, fraud, theft, or the abuse of the office of the secretariat by any member/s will be regarded as a breach of the code of conduct and will result in disciplinary action and/or prosecution in line with the constitution and policies of TAC.

GENERAL SECRETARY

- 20.1 The TAC General Secretary (GS) is the primary public political representative of the organization at national and international level.
- 20.2 S/he supports all TAC programmes and ensures that they develop policies and plans in accordance with TAC Congress and NC resolutions, as well as the Constitution of the organization.
- 20.3 The GS must be integrally involved in the development and approval of plans, reports, budgets and oversight without taking direct line management responsibility.
- 20.4 The GS reports to the secretariat, NC and presents the report on national policy, programmes and campaigns to Congress.

DEPUTY GENERAL SECRETARY

- 21.1 The Deputy General Secretary (DGS) is responsible for day-to-day oversight of TAC management and organizational development strategy.
- 21.2 The DGS reports to the GS, the secretariat and the NC on organizational development and targets, as well as the management of TAC.
- 21.3 S/he support and with GS supervises the national manager.
- 21.4 The DGS may be called upon to undertake duties of the GS when appropriate and when the chairperson or deputy-chairperson is unavailable to undertake the tasks.

TREASURER

- 22.1 The TAC Treasurer provides political oversight in budgeting, fundraising, expenditure, financial systems and reports to the secretariat and NC.
- 22.2 The Treasurer in conjunction with the secretariat must nominate three professionally skilled people to the Treasurer's Audit Committee. This committee will meet three times a year to: analyze the budget; assist the secretariat and the NC in preparation for the TAC annual audit; and finally, to prepare the NC to sign the audit off on an informed basis.
- 22.3 The Treasurer will ensure the appointment of a reputable auditing firm to act as internal auditors with their own budget.

NATIONAL MANAGER

- 23.1 The national manager is appointed by the NC as an *ex officio* secretariat member.
- 23.2 The national manager reports to the General Secretary and Deputy General Secretary and works in a team with management and the secretariat.

ADDITIONAL SECRETARIAT MEMBERS

- 24.1 Additional secretariat members from the Women's Rights Campaign, PLWHA Leadership Campaign may be co-opted will contribute to policy, programme and strategy discussion; they may be requested to represent TAC in the public domain; or, to undertake support work to programmes, provinces or districts on behalf of the secretariat.
- 24.2 Staff members or bursary holders who are also sector representatives have to continue fulfilling their responsibilities as staff members and learner-practitioners.
- 24.3 They will alternate in their attendance at secretariat and NC meetings.

PROVINCIAL COUNCILS

- 25.1 All members situated within the geographic areas of the provinces of South Africa may, for purposes of convenience or in furtherance of the objectives of TAC within such provinces, form a Provincial Council (PC), which may be recognised by the NC under such conditions, as the NC may deem necessary.
- 25.2 Each PC shall have a secretariat with a chairperson, deputy-chairperson, secretary and treasurer elected by the Provincial Congress, which will guide the work of the PC. The secretariat will assist the Provincial Co-ordinator who will also act as the Chairperson of the provincial secretariat. Terms of reference for each of these positions will be contained in the TAC member's handbook.
- 25.3 The Provincial Coordinator/Chairperson is an employee of TAC. S/he is supervised by the national management and reports to the General Secretary and the NC. S/he is accountable to the PC as a whole.
- 25.4 PC secretariat will meet every month to examine progress and to receive reports from the Provincial Coordinator.

- 25.5 Composition of PC:
- a. All the District Secretariats and branch chairpersons.
 - b. Branch secretaries and branch treasurers.
 - c. Co-opted skilled professionals.
 - d. Other civil society leaders active in TAC work identified by the elected Provincial Council.
- 25.6 Each PC will meet every three months and will be chaired by the Provincial co-ordinator.
- 25.7 Each PC shall be subject to the jurisdiction and control of TAC and shall not be able to legally bind TAC in any way.
- 25.8 Each PC will mandate its delegates to the National Council.

DISTRICT COUNCILS

- 26.1 Where PCs do not exist, the NC of TAC may authorise the establishment of a District Council (DC) under such conditions and subject to the control of the authorising body, comprised of representatives of TAC branches within the relevant district.
- 26.2 Each DC must be aligned with official district health boundaries to ensure their work has the greatest impact on government service delivery.
- 26.3 At least two focus districts will be designated in every province where TAC works. Designation of focus districts must be undertaken by provinces with agreement of the NC.
- 26.4 Each DC shall be subject to the jurisdiction and control of TAC and shall not be able to legally bind TAC in any way.
- 26.5 All districts must establish a DC led by its secretariat. All branch leaders and branch secretariats will constitute the District Council.
- 26.6 District secretariats lead TAC districts on a day-to-day basis, under the guidance of the provincial co-ordinator and Provincial Council (PC), if one exists.
- 26.7 Each DC secretariat shall have a Chairperson, Deputy Chairperson, Secretary and Treasurer. Where a district coordinator is employed, s/he will be the Chairperson of the secretariat of the District Council.
- 26.8 Each DC secretariat must meet at least once every month.
- 26.9 Each DC must subject to this Constitution and the control of its authorising body, elect DC office-bearers, consideration must be given to gender representatively and the need to promote a leadership of people living openly with HIV/AIDS.

- 26.10 DC members co-opted for relevant local skills such as nurses, doctors, police, teachers and traditional leaders will replace sectors
- 26.11 Each DC will meet once every two months.
- 26.12 Each DC will mandate its delegates to the Provincial Council.

BRANCHES

- 27.1 Where a PC does not exist, the NC of TAC, may authorise the establishment of TAC a branch within each province under such conditions and subject to the control of the authorising body, provided that the TAC branch has at least 10 founding members.
- 27.2 TAC branches shall not be able to legally bind TAC in any way.
- 27.3 Each TAC branch must, subject to this Constitution and the control of its authorizing body, elect branch office-bearers;
- 27.4 When electing branch office-bearers, consideration must be given to gender representatively and the need to promote leadership or people living openly with HIV/AIDS.

NATIONAL CONGRESS

- 28.1 The National Congress (Congress) shall be held at least every two years at such date and venue as determined by the NC and upon not less than twenty-one days' prior written notice given to members. This notice shall include a preliminary agenda, the audited financial statements and a report from the Chairperson. The NC shall determine the size of and the procedures for electing (or in the case of designated sectors selecting) provincial and sectoral delegations to the Congress, provided that in general, the delegations to the Congress are broadly representative of the TAC membership.

NATIONAL CONGRESS PROCEEDINGS

The National Congress shall:

- 29.1 Adopt the minutes of the previous Congress;
- 29.2 Receive and consider the Chairperson's report and financial statements for the preceding two years, except for the first National Congress of TAC;
- 29.3 Consider any reports received from the sub-committee, PCs and TAC branches;
- 29.4 Consider any notice of motion which has been submitted to the secretary, PCs, and TAC branches;

- 29.5 Elect members of the NC;
- 29.6 Consider any notice of motion which has been submitted to the Secretary in writing, and which has to be submitted at least two weeks prior to the Congress;
- 29.7 Appoint an auditor;
- 29.8 Transact any other business.

EXTRAORDINARY GENERAL MEETING

- 30.1 The NC shall convene an Extraordinary General Meeting (EGM) within thirty days of the receipt by the Secretary of a request for such a meeting signed by no less than ten percent of members specifying the purpose of such a meeting.
- 30.2 Not less than twenty-one days' written notice shall be given of any EGM and the notice convening the meeting shall clearly state its purpose. Where the meeting is being called as a result of a requisition the NC must give the notice within twenty-one days of its receipt of the notice.
- 30.3 Any notice of any EGM shall be deemed adequate if addressed to a member's last address or dispatched to a member's last telefax number or e-mail address as provided to TAC in writing, and shall state the date, time and venue of the meeting, but still subject to any other formalities for such notice as required by this constitution.

GENERAL PROCEDURES

- 31.1 A quorum at any Congress, EGM and AGM shall be 25% of the membership as reflected in TACs membership register on the day prior to the holding of that meeting, provided that in respect of any official delegate to any Congress, EGM or AGM, the TAC members directly represented by that delegate shall be deemed to be present.
- 31.2 If there is no quorum at the stipulated time of the meeting, and the meeting is a Congress, then the meeting shall be adjourned for a further period agreed to by those present, provided that no less than seven days' notice in writing is given to all members of the date, time and venue to which the meeting is adjourned. At the adjourned meeting all of those members present and voting shall constitute a quorum.
- 31.3 Meetings shall be chaired by a person elected by the NC before each Congress, EGM, or AGM. Such Chairperson shall be non-voting, except as provided for in this Constitution.

- 31.4 Decisions will be taken by a simple majority, provided that if there is an equality of votes on any issue put to the vote, the Chairperson of the National Congress, EGM or AGM shall exercise a deciding vote.
- 31.5 Every member present shall have one vote.
- 31.6 Members shall be able to vote by proxy, provided that written verification of the consent of the absent member is available at the time of voting.
- 31.7 Only members in good standing and honorary members will be able to vote at any meeting.
- 31.8 Minutes of the meeting and an attendance register will be kept. These will be open for inspection by members.

FINANCIAL AFFAIRS

- 32.1 Any income and property of TAC shall be applied solely towards the promotion of its principal objectives.
- 32.2 No portion of the income or property shall be paid or transferred, whether directly or indirectly, to any member or members of TAC or any other person or persons, provided that nothing herein contained shall prevent the payment in good faith of reasonable remuneration to any officer or servant of TAC or any other member of any other person in return for any services actually rendered to it or in payment of any monies disbursed on its behalf by such a person.
- 32.3 The Treasurer will ensure that the accounts of TAC are open to inspection at the reasonable request of any member of TAC.
- 32.4 An independent auditor shall be appointed by the members in a National Congress to inspect the accounts of TAC at the end of the financial year as stipulated in clause 29.7
- 32.5 A Finance Sub-Committee consisting of the Treasurer, Finance Manager and independent auditor will maintain quarterly oversight and report to NC
- 32.6 TAC Ethical Donor document will apply
- 32.7 The financial year of TAC shall run from March 1 to the last day of February.

EMPLOYEES

- 33.1 If the NC deems it possible and necessary for TAC to employ any person, the following shall apply:
- a. The establishment of any salaried position of employment within TAC and the appointment of any individual to that position shall be handled by the NC.
 - b. The rights, duties and salary of any person employed by TAC shall be determined from time to time by the NC.
 - c. Any person employed by TAC shall not be precluded from holding *ex-officio* office on the NC, provided that no more than one-third of the NC shall be employees of TAC.

SUB-COMMITTEES

Sub-Committees will conduct the activities of TAC.

- 34.1 The formation will be guided by the aims and objectives of TAC, section 6.
- 34.2 Any request for financial assistance by Sub-Committee will be done in writing to the NC. Such assistance is subject to proper reporting and accounting procedures and such further condition as the NC may impose.

AMENDMENT OF THE CONSTITUTION

- 35.1 Subject to section 35, the Constitution may only be amended at a Congress or EGM by way of a special resolution at which 75% of those present and voting are in favour of the amendment. The same quorum requirements will apply as set out in sections 31.1 and 31.2.
- 35.2 One calendar month's notice of any proposed amendment to the constitution shall be given to all members.
- 35.3 The notice convening the meeting at which the motion to amend this Constitution is put forward, shall set forth the proposed amendment or amendments to the Constitution, provided that while the details of the amendment may change, the section of the Constitution amended is the same section as that referred to in the notice proposing the amendment.
- 35.4 If necessary to comply with the provisions of the Companies Act, 61 of 1973 or any other relevant law, the constitution may be amended by way of a special resolution of the NC passed in accordance with the relevant procedures set out in section 16.

DISSOLUTION

- 36.1 TAC shall be dissolved by a resolution at a Congress or an EGM at which 75% of those present and voting are in support of such dissolution. The same quorum requirements will apply as set out in sections 31.1 and 31.2.
- 36.2 The notice convening a meeting to discuss such resolution shall state that a motion to dissolve the organisation is to be put to the meeting.
- 36.3 The notice aforesaid shall be sent to all members per registered post and shall be posted at least one calendar month prior to the date of the meeting.
- 36.4 Upon the dissolution or liquidation of TAC, all assets remaining after the payment of all debts and obligations shall be distributed to a non-profit organisation or government instrumentally for charitable, scientific and/or educational purposes consistent with the aims and objectives of TAC set forth in section 6 of this constitution. Any such assets not so disposed of shall be disposed of by the appropriate court having jurisdiction over TAC exclusively for the purposes described in the preceding sentence, or to such organisations as said court shall determine which are organised and operated exclusively for such purposes.
- 36.5 In the event of the dissolution of TAC, the Congress/EGM at which the resolution to dissolve is adopted, may appoint a person to wind up the affairs of TAC in accordance with the provisions of this constitution and that person shall enjoy the powers normally accorded to a liquidator in winding up a company including the right to receive fees.