



*Emmaus Ministries*  
*South Africa*

Renewing Christ's Church for Mission

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# CONSTITUTION

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## **1. Establishment and Membership of Emmaus Ministries South Africa**

- 1.1. The Emmaus Ministries South Africa (herein after referred to as EMSA) 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. EMSA will continue to exist notwithstanding changes in the composition of its members and/or office-bearers.
- 1.3. The members of EMSA are all Christians who have participated in and completed the Walk to Emmaus, Chrysalis Flight, Journey to the Table, Alarga Stroll and/or Face to Face Encounter, hereinafter referred to as the Upper Room Programs, (“UR Programs”). All persons who have completed these programs anywhere in the world automatically become members of EMSA once they reside within the area of jurisdiction of South Africa.
- 1.4. EMSA does not discriminate as to membership on the grounds of race or gender but restricts membership to professing Christians in good standing with the church of their choosing which upholds the historic Trinitarian creeds and guidelines as defined in section 12 – Accountability to Christian church denominations.

## **2. Jurisdiction of the EMSA Community**

- 2.1. The area of jurisdiction is South Africa.

## **3. The purpose and objectives of EMSA**

- 3.1. The purpose of EMSA is to present the UR Programs and all related and ancillary activities in its area of jurisdiction in terms of the Covenant Letter received and under the direction of the UR as holders of the copyright programs.
- 3.2. EMSA will promote the UR Programs in its area of jurisdiction and will seek the approval for these programs from all other recognised Christian churches with the aim of assisting in the spiritual restoration of Christians and aiding in the development of Christian leadership.

#### **4. The Executive Committee**

- 4.1.** The EMSA Board delegates its responsibility for the proper running of the UR Programs and the expansion of these programs throughout its area of jurisdiction to an elected Executive Committee.
- 4.2.** In terms of the amended EMSA Board structure approved by the Upper Room in September 2016 and adopted at the 2016 EMSA AGM (Annexure A), the elected Lay Director is the Chair of the EMSA Board and the Spiritual Director is the vice-Chair. The Regional Directors take responsibility for the territory allocated to them for the purposes of facilitating the UR Programs in their allocated territory. The National Trainer takes responsibility for the training portfolio across all programs. Additional portfolios include the Lay Director elect (whichever applies annually), Treasurer, Secretary, past Lay Director and Spiritual Director holding ex-officio positions. These portfolios constitute the EMSA Executive Committee (Executive Committee). The EMSA sub-committee comprises portfolios including but not limited to the Logistics/ Supplies Coordinator, IT/Communications Coordinator, Music Coordinator, Outreach and Prayer Coordinator, Fourth Day and Agape Coordinator. A Kairos representative is invited to attend EMSA meetings and the AGM but has no voting rights.
- 4.3.** The Executive Committee is responsible for managing and co-ordinating the activities of the Community Boards, for setting and giving direction and providing support to the Communities. The Community Lay Directors and Community Spiritual Directors continue to report directly to the EMSA LD and SD respectively.
- 4.4.** The Executive Committee must approve all the rules and Bylaws of the Communities ensuring that they comply with this Constitution and the spirit and ethos of the UR Programs.
- 4.5.** The Executive Committee is structured and shall operate in accordance with the Roles and Responsibilities of the EMSA Executive (the R&R of the EMSA Executive), as approved from time to time by the EMSA Board.
- 4.6.** Any representative elected or appointed by the UR to the International Advisory Committee will have an ex-officio seat on the Executive, but no voting rights.
- 4.7.** The Executive Committee may extend the portfolios to meet the needs of the UR Programs in South Africa.
- 4.8.** 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 Committee must attend all the meetings of EMSA and the AGM.
- 4.9.** The quorum for Executive Committee meetings shall be 50% of its members plus one.
- 4.10.** All decisions of the Executive Committee shall, unless otherwise provided herein, be taken by a simple majority.

4.11. The Secretary of the Executive Committee shall keep proper minutes of each meeting. The minutes shall be adopted at the following Executive Committee meeting and signed by the Lay Director and Spiritual Director.

4.12. The EMSA Executive Committee will receive Board training at the beginning of every year.

## **5. Election and term of office of the Executive Committee members**

5.1. The EMSA Board elects the Executive Committee members at its Annual General Meeting, or other general meeting if needed. New Board members will assume office immediately. Existing Board members are affirmed at the first meeting of the year.

5.2. Any member of an EMSA community is eligible for nomination and possible election (with his or her consent), subject to the full completion and submission of an EMSA Executive Nomination Form with nominees having passed the EMSA Board exam and being presented to the EMSA Community at the AGM by the proposer. Nominations for Spiritual Directors need to comply with the clergy criteria as proposed by the EMSA Board and approved by the IAC of the UR.

5.3. At the election process, the Emmaus Spiritual Director (ESD) is elected first. The ESD presides over the election of the other members of the Executive.

5.4. 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 of the members do not retire each year, a newly elected member to a portfolio must serve a shorter period to achieve the desired balance.

5.5. The persons elected to the position of EMSA Lay Director and Spiritual Director will first serve for one year as the Lay Director-elect and Spiritual Director-elect and then serve as Lay Director and Spiritual Director for two years.

5.6. The past Lay Director and past Spiritual Director on the Executive Committee must remain on the Committee for one additional year in an ex-officio capacity to ensure continuity and support. These ex-officio positions have no voting rights.

5.7. 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.

- 5.8.** 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 EMSA AGM.

Any person co-opted may make themselves available to serve, but must be duly nominated and voted for at the AGM. However, the person then elected will serve one year less than the normal period to preserve the three-year renewal cycle.

- 5.9.** Board members cannot succeed themselves in consecutive terms.

## **6. The EMSA Board**

- 6.1.** The EMSA Board shall administer and control the activities of EMSA. The EMSA Board consists of the elected and serving Lay and Spiritual Director and the elected and serving EMSA Board comprising an Executive Committee as well as the EMSA sub-committee. The Executive committee has voting rights. The UR shall have a local representative on the EMSA Board to protect its interests and achieve its objectives. The UR local representative has no voting rights.

- 6.2.** The EMSA Board receives and accepts guidance from the UR and its Executive International Advisory Committee.

- 6.3.** The EMSA Board accepts that the UR is the licensed holder of the copyright to the UR Programs and will ensure that these programs are presented in accordance with the directions of the UR and in compliance with the registered copyright.

- 6.4.** The EMSA Board is responsible for the proper running of the UR Programs, for providing resources for Communities to run these programs and for the expansion of said programs throughout its area of jurisdiction. The EMSA Board will, through its Executive Committee (see clause 7 below), ensure that the Communities operate within the terms of the Covenant Letter received and entered into.

- 6.5.** The EMSA Board will approve the formation or otherwise of new Communities.

## **7. EMSA Communities**

- 7.1.** EMSA will conduct its activities through Communities made up of members of EMSA in a specified geographical area.

- 7.2.** The EMSA Board delegates the responsibility of conducting UR Programs, and may withdraw this should there be intentional and consistent non-compliance with the Covenant Letter and directions from the UR.

- 7.3.** Each Community will be subject to this Constitution but may add additional, local rules or Bylaws once approved as provided in the Emmaus Ministries handbook. Any local rules or Bylaws approved by a Community shall be submitted to the EMSA Executive for approval.

7.4. Each Community shall be structured and shall operate in accordance with the Roles and Responsibilities of EMSA (The R&R of Communities), as approved from time to time by the EMSA Executive Committee.

## **8. The election and term of office of the Community Board members**

8.1. The members of each Community shall elect the members of the Community Board to each of the portfolios as identified in the R&R of Communities. A person shall be responsible for only one portfolio but where needed and appropriate, a person may hold more than one portfolio for an interim period until another member is elected.

8.2. The election of members to the Community Board shall be the same as for the election of the EMSA Board.

8.3. As an alternative option, Communities may;

8.3.1. 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 Lay Director who will allocate portfolios to the Board members.

8.3.2. In the event of an election in terms of sub clause 8.3.1, 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 Community Lay Director who has previously been a programs Lay Director and 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 and has no voting rights.

8.3.3. Once the CLD has been elected, the CLD 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 whether a person was elected to a specific portfolio.

8.4. 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.

8.5. 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, on condition a replacement member has been elected, in order to maintain continuity. This member has an ex-officio position on the Community Board and does not have the right to vote at meetings.

- 8.6. 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 will be filled at the Community's next Annual General Meeting. However, the person then elected will serve one year less than the normal period to preserve the three-year renewal rate. No two members may fill the same portfolio on a Board.
- 8.7. Board members cannot succeed themselves in consecutive terms.
- 8.8. The Community Board shall administer the activities of the UR Programs in the Community. The Board shall consist of the elected Lay and Spiritual Director, an ALD for each programs run within the community and other members holding specified portfolios relative to the UR Programs.
- 8.9. The Community Boards will operate under the guidance and direction of the EMSA Board. The Community Boards will provide quarterly operation reports to the EMSA Board and are accountable for sound financial administration and reporting, as required from time to time by the Executive Committee.
- 8.10. The Community Board shall, as far as possible meet monthly in order to properly administer the activities of the UR Programs 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.
- 8.11. The quorum for a Community Board meeting shall be 50% of its members plus one.
- 8.12. All decisions of a Community Board shall, unless otherwise provided herein, be taken by a simple majority.
- 8.13. 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. The minutes together with the bank statements must be submitted to EMSA once approved by the Community LD and SD.
- 8.14. The CLD and CSD must have served in that capacity on an UR Program and, where possible, Board members should have held a senior portfolio of at least ALD on a walk.
- 8.15. The Community Lay Director, Community Spiritual Director and Trainer are required to have written and passed the EMSA Board exam and all Board members are encourage to do likewise.
- 8.16. Family members may not serve on a Community Board simultaneously.

## **9. EMSA Meetings**

- 9.1. The EMSA Board will meet once a year by way of an AGM. The EMSA Executive and its sub-committee, Community Lay Directors, Community Spiritual Directors and Trainers are expected to attend. The CLDs-elect and CSDs-elect are invited to the meeting but will have no voting rights. All other Community Board members and Community members are also welcome to attend the AGM but have no voting rights. Additional meetings can be held as the need arises. The quorum for an EMSA AGM shall be 50% of its members plus one.
- 9.2. The Lay Director shall be the chairperson of the EMSA 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 AGM 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 EMSA Board must receive and table at the AGM, reports from each of
  - a) the portfolios on the Executive Committee and
  - b) each of the Community Lay Directors and Community Spiritual Directors.
- 9.5. The Treasurer on the Executive Committee must present the annual financial statements of the UR Programs at the AGM for acceptance.
- 9.6. EMSA shall conduct all such business as envisaged in the Constitution and all other matters by the EMSA Executive Committee. These may be matters better dealt with through a process of consultation and participation by the EMSA Executive Committee.
- 9.7. All decisions of the EMSA Executive Committee 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 AGM and any other general meeting of the EMSA Board and the Minutes shall be adopted and signed by the Lay Director and Spiritual Director at the next following EMSA Board meeting.

## **10. Funding and financial administration**

- 10.1. Funding of the EMSA Board is required to meet the expenses of conducting all the activities be it operational or growth, of South Africa. 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 EMSA Board from the sale of Ministry resources to Communities and by means of a levy on each Pilgrim/Caterpillar who attends an UR Program in any of the Communities.

- 10.3.** EMSA 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 programs as well as the Community's operational expenses. A reasonable amount of funding may be retained for the sake of financial security and for funds ear-marked to be spent on the activities over a period of time.
- 10.5.** The Communities may raise funds by determining the cost for each participant in the UR Programs. Communities may also conduct fund-raising activities and receive donations within generally accepted Christian ethics.
- 10.6.** EMSA may not borrow funds nor encumber any of its assets as security for its obligations or issue guarantees.
- 10.7.** The Communities and the EMSA Executive Committee 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 Ministries South Africa' – (name of Community)' and appoint at least two signatories to such accounts.
- 10.8.** The activities of the organisation are carried on in a non-profit manner and with an altruistic or philanthropic intent.
- 10.9.** No activity will directly or indirectly promote the economic self-interest of any fiduciary or employee of the organisation otherwise than by way of reasonable remuneration.
- 10.10.** No funds will be distributed to any person (other than in the course of undertaking any public benefit activity).
- 10.11.** The funds of the public benefit organisation will be used solely for the objects for which it was established.
- 10.12.** At least three persons who accept fiduciary responsibility for the public benefit organisation, will not be connected persons in relation to each other, and no single person directly or indirectly controls the decision making powers relating to such organisation.
- 10.13.** No donation will be accepted which is revocable at the instance of the donor for reasons other than a material failure to conform to the designated purposes and conditions of such donation, including any misrepresentation with regard to the tax deductibility thereof in terms of section 18A: Provided that a donor (other than a donor which is an approved public benefit organisation or an institution, board or body which is exempt from tax in terms of section 10(1)(cA)(i), which has as its sole or principal object the carrying on of any public benefit activity) may not impose any conditions which could enable such donor or any connected person in relation to such donor to derive some direct or indirect benefit from the application of such donation.

- 10.14.** The public benefit organisation will not be a party to, or does not knowingly permit, or has not knowingly permitted, itself to be used as part of any transaction, operation or scheme of which the sole or main purpose is the reduction, postponement or avoidance of liability for any tax, duty or levy which, but for such transaction, operation or scheme, would have been or would have become payable by any person under this Act or any other Act administered by the Commissioner;
- 10.15.** No remuneration will be paid to any employee, office bearer, member or other person which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered and has not and will not economically benefit any person in a manner which is not consistent with its objects.
- 10.16.** No resources will be used, directly or indirectly, to support advance or oppose any political party.
- 10.17.** The financial year shall be from 1 July to 30 June unless otherwise decided by the EMSA Executive Committee.
- 10.18.** Annual Financial Statements must be prepared by the Treasurer of each EMSA Community within three months of the financial year end. The Annual Financial Statements of each Community, signed by the Community Lay Director, Community Spiritual Director and Treasurer, shall be submitted to the EMSA Executive Committee via the Community Treasurer, no later than 30<sup>th</sup> September.
- 10.19.** The Treasurer of EMSA Executive Committee will similarly prepare Annual Financial Statements of EMSA and present these at the EMSA AGM.
- 10.20.** The Treasurer of EMSA Executive Committee will be the Accounting Officer as prescribed in the Closed Corporations Act.

## **11. Property**

- 11.1. EMSA 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 Emmaus Ministries South Africa Association.
- 11.3. The income and property of EMSA 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 EMSA or any of its Communities shall have rights in any property or assets of EMSA by virtue of being such a member or office-bearer.

## **12. Accountability to Christian church denominations**

Given the ecumenical nature of the UR Programs, it is impractical for these to be linked to any one particular denomination. However, the Upper Room Ministries department encourages some form of accountability and reporting with respect to those denominations to which significant numbers of members belong.

### 12.1 Guidelines for Church Membership regarding the UR Programs:

Emmaus is ecumenical at heart. While we need to have an accommodating approach towards our definition of 'church' in order to be a true ecumenical organisation, such an 'openness' should be embedded within certain clearly defined and non-negotiable parameters, such as:

- 12.1.1 The sole purpose of the Emmaus movement is to strengthen disciples within the ministry of individual congregations. Emmaus is in partnership with the church to inspire its leaders to become more effective and intentional in their ministry (Handbook p.135). Pilgrims and team members should therefore belong to a spiritual community that can be identified by
  - it's adherence to the most basic beliefs of the Christian faith (set out in a Creed or Statement of Faith)
  - some organisational structure which includes a form of accountability and discipline
  - a lack of spiritual elitism which may lead to a spirit of separatism

- 12.1.2 The Walk to Emmaus was developed for an ecumenical and primarily Protestant audience. The Walk was grounded theologically in the United Methodist heritage, which is, at heart, both evangelical and inclusive. Emmaus emphasizes the commonly held essentials of Christian faith and life, and it allows liberty to prevail where there are secondary differences between church groups. (Handbook p.vii). Pilgrims and team members should therefore be aware of the specific theological grounding within which Emmaus operate and refrain from sowing discord or be divisive by focusing on secondary differences in dogma or belief rather than accentuating those features that Christians have traditionally held in common.
- 12.1.3 The above guidelines should especially be taken into account when selecting individuals to work on teams as well as serving on Community Boards.

### **13. Reproduction of copyright material**

- 13.1 The EMSA Board will obtain permission from the UR for reproduction of copyrighted UR Program materials. This permission will vest in the EMSA Board or in an individual at the discretion of the UR. Permission to reproduce songs and music will be obtained by the Executive through Christian Copyright Licensing International (CCLI).

### **14. Accountability of EMSA Communities**

- 14.1. All EMSA Communities within the area of jurisdiction of South Africa are accountable to and act under the direction of the EMSA Executive Board.
- 14.2. The Bylaws, and any amendments thereto, of each EMSA Community within the area of jurisdiction of the EMSA Board shall be submitted to the EMSA Executive Committee, in the form of an Addendum, for approval.

### **15. Legal status of the Emmaus Ministries South Africa Association**

- 15.1. The Emmaus Ministries South Africa Association is an association not for gain with legal personality.
- 15.2. Any legal proceedings for or against the Emmaus Ministries South Africa Community and/or against any of the Communities within its jurisdiction shall be instituted or defended in the name of the Emmaus Ministries South Africa Community.
- 15.3. The Executive Committee may appoint legal representatives to represent the EMSA 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 EMSA Executive Committee for confirmation or other action considered appropriate.
- 16.3. In the event that a Community is dissolved, any assets remaining after settling all debts shall be transferred to the EMSA Executive Community.
- 16.4. The Emmaus Ministries South Africa Association may be dissolved by a decision of a general meeting of the EMSA Board taken with a two-thirds majority.
- 16.5. In the event that Emmaus Ministries South Africa is dissolved, the accountability for the work of the UR Programmes will revert directly to the UR and all reproduction rights of copyright materials will become invalid. Any assets remaining after settling all debts shall be transferred to a public benefit organisation, which has been approved in terms of section 30 of the Act.

**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 EMSA Executive Committee. Any amendments to this Constitution must be carried by a two-thirds majority at a meeting of the EMSA Executive. A copy of the amended Constitution will be submitted to the Commissioner for the South African Revenue Services.

**ACCEPTED AS THE APPROVED CONSTITUTION OF EMMAUS MINISTRIES SOUTH AFRICA.**

*Bender*  
 .....  
 EMSA Lay Director

*20 May 2017*  
 .....  
 Date

*A.A.S.*  
 .....  
 EMSA Spiritual Director

*20/5/2017*  
 .....  
 Date

*Dini*  
 .....  
 EMSA Treasurer

*23/5/2017*  
 .....  
 Date

ANNEXURE A

**EMSA BOARD STRUCTURE EFFECTIVE 1 JANUARY 2017**

