

# CONSTITUTION OF THE TREATMENT ACTION CAMPAIGN

## 1. NAME OF THE ORGANISATION

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

## 2. LEGAL NATURE AND PERSONALITY OF TAC

2.1 TAC shall be a voluntary, non-profit association of organisations, networks and individuals representing all people 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 can only be bound by its National Executive Committee (NEC) and the NEC must approve any action taken in the name of TAC. No member of the NEC can unilaterally bind TAC in any transaction, negotiation, statement or action without the express authorisation of the NEC.

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.

## 3. 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, Provincial Executive Committee (PEC) or the NEC.

3.2 *National Executive Committee* means the committee constituted in terms of clause 7;

3.3 *HIV* means 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 clause 11.4;
- 3.6A *District Committee (DC)* means a committee established in terms of clause 11.5
- 3.7 *Provincial Executive Committee (PEC)* means a committee established in terms of clause 11.1.
- 3.8 *National office-bearers* are the chairperson, deputy-chairperson, secretary and treasurer of the organisation.
- 3.8A *Provincial office-bearers* are the chairperson and secretary of a PEC, and may also include a deputy-chairperson and a treasurer.
- 3.8B *District office-bearers* are the chairperson and secretary of a DC, and may also include a deputy-chairperson and a treasurer.
- 3.8C *Branch office-bearers* are the chairperson and secretary of a TAC branch, and may also include a deputy-chairperson and a treasurer.
- 3.9 *Endorsing organisation* means any organisation, association, or network that shares the aims and objectives of the TAC.
- 3.10 *Designated sectors* include sectors such as “organisations of people living with HIV/AIDS” and “labour”. A National Congress or the NEC may designate sectors.

#### **4. AIMS AND OBJECTIVES**

The principal objectives of TAC shall be to:

- 4.1 Campaign for equitable access to affordable treatment for all people with HIV/AIDS;
- 4.2 Campaign for and support the prevention and elimination of all new HIV infections;
- 4.3 Promote and sponsor legislation to ensure equal access to social services for and equal treatment of all people with HIV/AIDS;
- 4.4 Challenge by means of litigation, lobbying, advocacy and all forms of legitimate social mobilisation, any barrier or obstacle, including unfair discrimination, that limits access to treatment for HIV/AIDS in the private and public sector;

- 4.5 Educate, promote and develop an understanding and commitment within all communities of developments in HIV/AIDS treatment;
- 4.6 Campaign for access to affordable and quality health care for all people in South Africa;
- 4.7 Train and develop a representative and effective leadership of people living with HIV/AIDS on the basis of equality and non-discrimination irrespective of race, gender, sexual orientation, disability, religion, sex, socio-economic status, nationality, marital status or any other ground.
- 4.8 Campaign for an effective regional and global network comprising of organisations with similar aims and objectives.

## **5. MEMBERS AND MEMBERSHIP**

- 5.1 Members of TAC shall include any natural or legal person who:
  - 5.1.1 has been duly accepted as a member as provided in this constitution;
  - 5.1.2 supports the aims, objectives and policies of TAC as articulated in this constitution and as laid down from time to time by TAC.

### **5.2 PROCEDURES FOR APPLICATION FOR MEMBERSHIP**

- 5.2.1 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 NEC.
  - 5.2.3A 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 PEC in his or her province in accordance with the prescribed procedure determined by the NEC.
  - 5.2.3B If no PEC exists in his or her province, a natural person shall be entitled to apply for membership of TAC by applying to the NEC in accordance with the prescribed procedure determined by the NEC.
- 5.2.2 A TAC branch, PEC or the NEC, 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 appeal against such decision to the next PEC meeting in his or her province, by requesting in writing the secretary of the PEC to place such item on the agenda of the next PEC meeting.
- 5.2.2A Where no PEC exists, any natural person whose application was refused shall be entitled to appeal against such decision to the next NEC meeting,

by requesting in writing the secretary of the NEC to place such item on the agenda of the next NEC meeting.

- 5.2.2B An appeal against any decision of a PEC regarding an application for individual membership lies to the NEC, by requesting in writing the secretary of the NEC to place such item on the agenda of the next NEC meeting.
- 5.2.3 Endorsing organisation membership may be granted by the NEC to any association, organisation or network that subscribes to the aims and objectives of TAC.
- 5.2.4 Any application for individual or endorsing organisation membership, which has been rejected by the NEC, shall be placed before the next National Congress, Extraordinary General Meeting or AGM of TAC for ratification or review.

### **5.3 CATEGORIES OF MEMBERSHIP**

- 5.3.1 There shall be different categories of membership, namely individual, honorary and endorsing organisation membership.
- 5.3.2 Individual membership shall be open to natural persons who wish to join TAC in their individual capacities.
- 5.3.3 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.

### **5.4 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:

- 5.4.1 the individual or honorary member terminates his or her membership or the endorsing organisation withdraws support by written notice to the NEC;
- 5.4.2 the endorsing organisation is a legal person and the legal person ceases to exist; or

5.4.3 The NEC has expelled the member from TAC after a formal hearing when, in the opinion of the NEC, such a member has materially contravened any of the objectives or resolutions of TAC.

Any member who has been expelled by the implementation of clause 5.4.3 shall be entitled to appeal against such a decision to an AGM of TAC by requesting in writing the secretary of the NEC to place such item on the agenda of the next AGM.

## **5.5 LIMITED LIABILITY**

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

## **5.6 CONFIDENTIALITY**

5.6.1 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.

5.6.2 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 HIV status. For the purposes of any disciplinary action, the relevant PEC shall establish a disciplinary committee of not more than five PEC members, of whom at least a simple majority are provincial office-bearers.

# **6. NATIONAL EXECUTIVE COMMITTEE**

## **6.1 NATIONAL EXECUTIVE COMMITTEE**

6.1.1 The management and administration of TAC shall vest in an NEC, comprising of at least seven members, elected from the members of TAC. Collectively, all NEC members also serve as the board of directors of the TAC.

6.1.2 The NEC shall represent TAC in a responsible and appropriate manner in all meetings and public functions.

6.1.3 When electing the members of the NEC, regard shall be had to the aims and objectives of TAC as spelt out in clause 4, in order to achieve a composition of members on the NEC that will give effect to the aforesaid objectives. More particularly, TAC shall strive to achieve a geographical and other balanced representation on the NEC.

- 6.1.4 Persons employed by TAC may join the NEC in an ex-officio capacity provided that no more than one-third of the NEC shall be employees of TAC.
- 6.1.4A Each PEC chairperson, or a person nominated by the relevant PEC in his or her place, is an ex-officio member of the NEC.
- 6.1.5 TAC Congress shall elect a chairperson, a deputy-chairperson, a treasurer and a secretary.
- 6.1.6 NEC members shall work together as a team with the staff of TAC to achieve the aims and objectives of TAC. NEC members shall maintain proper communication with the sectors or provinces they represent, employees and members of TAC, and shall have the power to co-opt any person onto the NEC to fill any vacancy. The term of office of this co-opted member shall run concurrently with that of the appointing NEC.
- 6.1.7 Members of the NEC shall attend all meetings of the NEC, including teleconferences. In the event of absence, timeous apology shall be given.
- 6.1.8 Disciplinary action will be taken against any member of the NEC who fails to fulfil responsibilities and tasks undertaken. For the purposes of any disciplinary action, the NEC shall establish a disciplinary committee of not more than five NEC members, of whom at least a simple majority are national office-bearers.

## **6.2 ELECTION OF THE NATIONAL EXECUTIVE COMMITTEE**

- 6.2.1 Members of the NEC 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 NEC shall be eligible for re-election.
- 6.2.2 The election of the NEC shall proceed in the following manner:
  - 6.2.2.1 A staff member or representative of an independent organisation such as the Independent Electoral Commission who is not a member of the outgoing NEC and who is not a nominee for the incoming NEC, shall be appointed as an election officer and shall preside over the election;
  - 6.2.2.2 the election officer shall receive nominations of candidates for each of the national office-bearer positions on the NEC. Nominations must be submitted in writing to and received by the NEC at least 24 hours before the beginning of the electoral process from designated sectors and provincial delegations at the National Congress;

- 6.2.2.2A the election officer shall receive and confirm as sectoral representatives on the NEC the names of the candidates elected in designated sector meetings at the National Congress;
- 6.2.2.3 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;
- 6.2.2.4 where the election officer receives a single nomination for any of the national office-bearer positions on the NEC, such nominee or nominees shall be automatically elected to the NEC unless a seconded 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.

### **6.3 POWERS AND DUTIES OF THE NATIONAL EXECUTIVE COMMITTEE**

The NEC shall manage all the business and affairs of TAC and shall be the only policy-making body of TAC between National Congresses. The NEC 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. Without derogating from the generality of the foregoing, the NEC shall more particularly:

- 6.3.1 interpret, implement and promote the aims and objectives of TAC;
- 6.3.2 obtain support, financial or otherwise, for TAC;
- 6.3.3 network and liase with other relevant organisations;
- 6.3.4 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;
- 6.3.5 decide what amount of funds shall be invested and what amount should be retained for administrative or other expenses; 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 NEC, are necessary for the due and proper administration of the financial affairs of TAC; to nominate the persons to sign any cheque drawn on such account or accounts provided that two members of the NEC shall be required to authorise any cheques drawn which is above a reasonable amount to be determined from time to time by the NEC;

- 6.3.6 hold, lease and own property of any kind in the name of TAC;
- 6.3.7 sell, exchange, lease, mortgage or otherwise alienate any or all of the assets of TAC;
- 6.3.8 enter into such contracts and engage in such transactions as may be necessary to achieve its objectives;
- 6.3.9 In addition to its power to co-opt any person onto the NEC to fill any vacancy, co-opt under such conditions as the NEC may deem fit a maximum number of three persons having such skills as may be required to by the NEC from time to time. The term of office of all co-opted members shall run concurrently with that of the appointing NEC;
- 6.3.10 employ any person in the interests of TAC if and when TAC is in a position to do so, and remunerate and terminate such employment accordingly;
- 6.3.11 develop and enforce a Code of Conduct for and Disciplinary and Grievance Procedures in relation to employed staff;
- 6.3.11A develop and enforce a Code of Conduct for all TAC members, including members of the NEC;
- 6.3.12 register the name and, if necessary, the Constitution and Rules of TAC under any law;
- 6.3.13 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 NEC. Where an individual is refused the support of TAC in respect of the defence of 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 NEC 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 for in clause 7.1.5;
- 6.3.14 support the establishment of PECs 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;
- 6.3.15 delegate any of its powers to a Sub-Committee of the NEC, which Sub-Committee will consist of at least one member of the NEC and two other members of TAC;



- 6.3.16 encourage TAC members to participate in the operations of TAC;
- 6.3.17 regulate membership forms and application procedures;
- 6.3.18 have the power to terminate the membership of any member in terms of the provisions of clause 5.4.3;
- 6.3.19 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 NEC and is directly accountable to the NEC; and
- 6.3.20 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.

#### **6.4 MEETINGS OF THE NATIONAL EXECUTIVE COMMITTEE**

- 6.4.1 A meeting of the NEC shall be convened by the Chairperson or at the instance of any three NEC 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 NEC 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 NEC, 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.
- 6.4.2 All NEC meetings shall be presided over by the Chairperson or in the absence of the Chairperson, by the deputy-chairperson any other person nominated by the other members of the NEC.
- 6.4.3 Two-thirds of the membership of the NEC shall constitute a quorum.
- 6.4.4 Any matter before the NEC shall be resolved by a simple majority of those present and voting. In the event of an equality of votes the chairperson (or in his or her absence the deputy-chairperson) shall have a casting vote.
- 6.4.5 The NEC shall meet at least once a month. A meeting may also be conducted by telephonic or electronic means. One week before any such meeting a written agenda shall be circulated to all members of the NEC, unless at the meeting immediately preceding the NEC unanimously resolved that it would not be necessary to circulate

such an agenda. Such 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 6.4.1 above.

- 6.4.6 Failure to attend two consecutive NEC meetings without apology shall render a member of the NEC liable for removal from office by vote of the NEC.
- 6.4.7 Each NEC meeting shall be opened or closed to ordinary members and other interested observers at the discretion of the NEC. The NEC will issue guidelines in this regard.
- 6.4.8 Minutes shall be taken at all NEC meetings and shall be available for inspection by any interested member.
- 6.4.9 The first physical NEC meeting of each year shall double as the AGM. All TAC members have the right to attend the AGM at their own expense.

## **6.5 TERMINATION OF OFFICE**

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

- 6.5.1 the member resigns;
- 6.5.2 the member fails to attend three consecutive meetings of the NEC without an apology and a valid excuse;
- 6.5.3 the NEC 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 NEC.

## **6.6 LIABILITY AND LIMITATION OF LIABILITY IN RESPECT OF THE NATIONAL EXECUTIVE COMMITTEE**

- 6.6.1 The NEC 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 grossly negligent. In addition, none of the NEC members shall be held responsible for any act or default of any one or other of them.
- 6.6.2 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 NEC. 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 NEC, call upon the endorsing organisation to replace such person with another representative and an endorsing organisation shall respect any such request by the NEC.

6.6.3 Membership of TAC shall not entitle any member to any proprietary right, title or claim to any assets of TAC.

6.6.4 No member of the NEC or any employee shall have any financial or other interest in or obtain any benefit, direct or indirect, from any contract that TAC may conclude with any person. The NEC may allow exceptions to this rule after full consultation and disclosure of the interests concerned to the NEC. All exceptions are subject to the limitation that no NEC or staff member shall derive direct financial or material benefits from any contract that TAC may conclude with any person.

## **7. NATIONAL CONGRESS**

7.1 The National Congress shall be held at least every two years at such date and venue as determined by the NEC 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 NEC shall determine the sizes of and the procedures for electing (or in the case of designated sectors selecting) provincial and sectoral delegations to the National Congress, provided that in general, the delegations to the National Congress are broadly representative of the TAC membership.

### **7.2 PROCEEDINGS:**

The National Congress shall:

7.2.1 adopt the minutes of the previous National Congress;

7.2.2 receive and consider the Chairperson's report and financial statements for the preceding two years, except for the first National Congress of TAC;

7.2.3 consider any reports received from the Sub-Committees, PECs and TAC branches;

7.2.4 elect members of the NEC;

- 7.2.5 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 National Congress;
- 7.2.6 appoint an auditor;
- 7.2.7 transact any other business.

## **7A EXTRAORDINARY GENERAL MEETINGS**

- 7A.1 The NEC shall convene an Extraordinary General Meeting 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.
- 7A.2 Not less than twenty-one days' written notice shall be given of any Extraordinary General Meeting and the notice convening the meeting shall clearly state its purpose. Where the meeting is being called as a result of a requisition contemplated in clause 7.2.1 the NEC must give the notice within twenty one days of its receipt of the notice.
- 7A.3 Any notice of any Extraordinary General Meeting 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.

## **7B GENERAL PROCEDURES**

- 7B.1 A quorum at any National Congress, Extraordinary General Meeting and AGM shall be 25% of the membership as reflected in TAC' s membership register on the day prior to the holding of that meeting, provided that in respect of any official delegate to any National Congress, Extraordinary General Meeting or AGM, the TAC members directly represented by that delegate shall be deemed to be present.
- 7B.2 If there is no quorum at the stipulated time of the meeting, and the meeting is a National 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.

- 7B.3 Meetings shall be chaired by a person elected by the NEC before each National Congress, Extraordinary General Meeting or AGM. Such chairperson shall be non-voting, except as provided for in sub-clause 7.3.4.
- 7B.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, Extraordinary General Meeting or AGM shall exercise a deciding vote.
- 7B.5 Every member present shall have one vote.
- 7B.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.
- 7B.7 Only members *in good standing* and honorary members will be able to vote at any meeting.
- 7B.8 Minutes of the meeting and an attendance register will be kept. These will be open for inspection by members.

## **8. FINANCIAL AFFAIRS**

- 8.1 Any income and property of TAC shall be applied solely towards the promotion of its principal objectives.
- 8.2 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 or 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.
- 8.3 The Treasurer will ensure that the accounts of TAC are open to inspection at the reasonable request of any member of TAC.
- 8.4 An 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 8.5.
- 8.5 The financial year of TAC shall run from 1 March to the last day of February.

## **9. EMPLOYEES**

9.1 If the NEC deems it possible and necessary for TAC to employ any person, the following shall apply:

9.1.1 The establishment of any salaried position of employment within TAC and the appointment of any individual to that position shall be handled by the NEC.

9.1.2 The rights, duties and salary of any person employed by TAC shall be determined from time to time by the NEC.

9.1.3 Any person employed by TAC shall not be precluded from holding ex-officio office on the NEC, provided that no more than one-third of the NEC shall be employees of TAC.

## **10. SUB-COMMITTEES**

10.1 Sub-Committees will conduct the activities of TAC. Sub-Committees will be established as deemed necessary, and their formation will be guided by the aims of TAC as spelt out in clause 4.

10.2 Sub-Committees will be encouraged to submit timeously activity reports to the NEC.

10.3 Any request for financial assistance by Sub-Committees will be done in writing to the NEC. Such assistance is subject to proper reporting and accounting procedures and such further conditions as the NEC may impose.

## **11. PROVINCIAL EXECUTIVE COMMITTEES, DISTRICT COMMITTEES, TAC BRANCHES AND DESIGNATED SECTORS**

11.1 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 PEC which may be recognised by the NEC under such conditions as the NEC may deem necessary.

11.2 A PEC is comprised of representatives elected by DCs and/or TAC branches in the relevant province as well as co-opted members representing endorsing organisation members.

11.3 PECs shall be subject to the jurisdiction and control of TAC and shall not be able to legally bind TAC in any way.

11.4 PECs, and where these do not exist, the NEC of TAC, may authorise the establishment of TAC branches within each province under such conditions and subject to the control of the authorising body, provided that a TAC branch must have at least 10 founding members. TAC branches shall not be able to legally bind TAC in any way.

11.4.1 Each TAC branch must, subject to this Constitution and the control of its authorizing body, elect branch office-bearers;

11.4.2 When electing branch office-bearers, consideration must be given to gender representivity and the need to promote a leadership of people living openly with HIV/AIDS.

11.5 PECs, and where these do not exist, the NEC of TAC, may authorise the establishment of DCs within each province under such conditions and subject to the control of the authorising body, comprised of representatives of TAC branches within the relevant district. DCs shall not be able to legally bind TAC in any way.

11.5.1 Each DC must, subject to this Constitution and the control of its authorizing body, elect DC office-bearers.

11.5.2 When electing DC office-bearers, consideration must be given to gender representivity and the need to promote a leadership of people living openly with HIV/AIDS.

11.6 The NEC must develop guidelines dealing with the structure and operations of designated sectors.

## **12. AMENDMENT OF THE CONSTITUTION**

12.1 Subject to clause 12.4, the constitution may only be amended at a National Congress or Extraordinary General Meeting by way of a special resolution to amend the constitution at which 75% of those present and voting are in favour of the amendment. The same quorum requirements will apply as set out in clauses 7.3.1 and 7.3.2.

12.2 One calendar month's notice of any proposed amendment to the constitution shall be given to all members.

12.3 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.

- 12.4 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 NEC passed in accordance with the relevant procedures set out in clause 6.4.

### **13. DISSOLUTION**

- 13.1 TAC shall be dissolved by a resolution at a National Congress or an Extraordinary General Meeting at which 75% of those present and voting are in support of such dissolution. The same quorum requirements as set out in clauses 7.3.1 and 7.3.2 will apply.
- 13.2 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.
- 13.3 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.
- 13.4 Upon the dissolution of TAC, the NEC shall ensure that all funds held on account for the running of TAC and for the provision of resources, are held pending instructions for the distribution or return of funds from the agency or agencies which made them available, subject to the payment of debts and liabilities.
- 13.5 All assets of TAC shall similarly be held and shall only be dealt with under instructions from the donor agencies concerned.
- 13.6 Should discretion in this regard be given by the relevant donor agencies, or if the partner agencies have in some way abdicated or forfeited any further responsibility for such funds or assets, the NEC shall ensure that the debts and liabilities of TAC shall be discharged from the funds and assets of TAC. The funds and assets remaining thereafter shall be donated to any non-profit human rights or HIV/AIDS body or organisation situated in South Africa having similar objects to TAC, as designated and approved by the NEC.
- 13.7 In the event of the dissolution of TAC, the National Congress or Extraordinary General Meeting 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.

**ENDS**