

NETACT CONSTITUTION (approved by AGM July 2018)



Article 1: IDENTITY & DEFINITION

NetACT refers to the *Network for African Congregational Theology*. It consists of a network of theological institutions operating mainly on a post-secondary level in Africa with its historic roots in the Presbyterian and Reformed tradition in Africa.

Congregational theology refers to NetACT's emphasis on theology as practiced in the Christian Congregation as the Body of Christ; discerning the will of God in the process of interpreting the Scriptures specifically in the contexts of its member institutions; empowering congregations in these contexts to develop their strengths and gifts to theologically address historic, contemporary and future socio-economic, cultural, political and environmental challenges.

Article 2: MISSION

NetACT aims to assist member institutions with developing congregational theology, leadership and governance. It seeks to achieve this aim primarily through:

- i) the promotion of contextually-relevant training of congregational leadership
- ii) upgrading of academic standards and institutional capacity-building
- iii) developing and enhancing research within and among participating institutions
- iv) developing continuous education programmes in and among member institutions
- v) promoting and facilitating lecturer-exchange between participating institutions
- vi) hosting conferences, workshop, symposia, etc. in the field of theology in Africa and disseminating the results of these by way of publications
- vii) addressing specific concerns in African contexts, especially by providing joint theological, moral and spiritual reflection in addressing these concerns

Article 3: VALUES

In achieving its aims and realising its mission, NetACT is guided by the following values that are based on the revelation of the Triune God as contained in both the Old and New Testaments.

- 3.1 NetACT believes that Christian congregations are instruments of God's mission in this world, a royal priesthood, called to be a sign and foretaste of the Kingdom of God by:
 - i) demonstrating our unity and *koinonia* in Christ
 - ii) declaring the praises of Him who called us out of the darkness into His wonderful light and proclaiming this good news to all
 - iii) practising and promoting love and forgiveness, justice and peace
 - iv) serving the needs of the world by reaching out to all who suffer in any way
 - v) upholding the sanctity of all human life and respecting to the integrity of creation

- vi) urging those in authority to use the power given to them to the honour and glory of God and to the benefit of those entrusted to their care
 - vii) interceding for all of humankind and the whole of creation
- 3.2 While acknowledging that our cultural and ethnic differences have resulted in division and suffering, NetACT believes that we are united in Christ (the head of the church) as his Body. NetACT believes that Christ has transformed our diversity from being a cause for division and suffering to a source of creativity and one of our richest resources for achieving NetACT's aims.
- 3.3 NetACT respects the theological autonomy of individual members, it acknowledges the contributions of each and cherishes collegiality, mutual respect, understanding, assistance, humility and openness in the interaction between member institutions.
- 3.4 In recognition of the wealth of gifts and talents of our people and communities, but mindful of the challenges and suffering that manifest themselves in all dimensions of individual and community-life on our continent, NetACT commits itself to prioritise *the identification, development and execution of activities* as described within its mission (Article 2) in order to enhance and develop our continent's strengths while addressing its challenges.
- 3.5 NetACT seeks and promotes co-operation with other organisations, agencies and institutions that share its vision for Africa and that are active in fields related to its own.
- 3.6 NetACT is committed to utilising all resources entrusted to it in a transparent and accountable way in accordance to its aims and mission.

Article 4: ORGANISATION & MEMBERSHIP

4.1 *MEMBERSHIP*

4.1.1 *Members*

NetACT consists of member institutions that subscribe to Articles 1 to 3 of this constitution. Application procedures are explained in Annexure One below.

4.1.1.1 Application for Membership

The following procedure applies to applications for membership to NetACT:

- i) A letter of application is addressed to the NetACT Executive Director with the following documentation attached:
- ii) A cover letter stating (a) the applicant's acceptance of NetACT's constitution, (b) the applicant's preparedness to pay annual membership fees as well as travel expenses of representatives to NetACT Annual General Meetings if possible and, (c) if the applicant wishes to become a member of a specific NetACT cluster (if not the NetACT Governing Board will assign cluster membership to the applicant)
- iii) A copy of the constitution of the applying institution.
- iv) A list of the institution's lecturers (preferably with CVs), number of students, history of the institution and explanation of theological curricula and all certificates, diplomas and degrees offered by the applicant.
- v) Once the above documentation has been received, the application will be served before the next Annual General Meeting of NetACT for approval by the NetACT Governing Board. Applicants are expected to attend the latter AGM as an observer.

At the same meeting, the applicant will also be officially assigned to a specific cluster.

4.1.1.2 Termination of Membership

A member institution ceases to be a member of NetACT when:

- i. it requests to terminate its membership
- ii. it no longer subscribes to the identity, mission and values of NetACT
- iii. it fails to attend two consecutive annual general meetings of NetACT without adequate reasons as determined by the Governing Board
- iv. it defaults on annual membership fees without adequate reason as determined by the NetACT Governing Board;

- 4.1.1.3 In the case of the termination of NetACT membership, the institution does not retain the right to use the name NetACT in any new network it may wish to establish in future.

4.1.2 Clusters

Every NetACT member institution forms part of a cluster of NetACT institutions under the guidance of two or more anchor institutions.

4.1.2.1 Cluster Executive Committees consist of a Chairperson from one of the cluster member institutions and a representative of each of the anchor institutions. The Clusters are administrative and research units within NetACT responsible for cluster-specific foci, programmes, activities, etc. As such, clusters function independently but also jointly with other or all clusters that belong to the Network.

4.1.2.2 The governance and activities of clusters are determined by the clusters themselves in accordance with the NetACT constitution Articles 1 to 3.

4.1.2.3 New clusters are created by the NetACT Governing Board upon consultation and recommendation of the NetACT Executive Committee.

4.1.3 Associate members

Individuals, bodies or associations that cannot qualify for membership of the Network, but that wish to collaborate and support NetACT in pursuing its mission (Articles 2) and can identify with its values (Article 3), may be granted the status of associate members of either NetACT as a whole or of an individual cluster subject to the recommendation of the NetACT Executive Committee and the approval of the latter's Governing Board.

4.2 GOVERNANCE

4.2.1 NetACT GOVERNING BOARD

4.2.1.1 NetACT is governed by a Governing Board, composed of

A. *NetACT members:*

- i. Every NetACT member is represented by one individual (primus) as its delegate to the Governing Board of NetACT with full voting rights.
- ii. Each member institution appoints a second to provide for representation on the NetACT Governing Board in the case of the absence of the primus.
- iii. The Executive Director of NetACT, who also acts as Secretary of the Governing Board.

- iv. A Chairperson and Vice-chairperson of the NetACT Governing Board is elected by the Board. The Executive Director of NetACT may not serve as chairperson of the NetACT Governing Board.

B. Co-opted and special members of the Governing Board:

- i. In light of the close history between NetACT and the World Communion of Reformed Churches, which remains a key partner organization of NetACT, the WCRC is represented on the NetACT Governing Board with full voting rights by the former's Secretary of Theology (or in his/her absence, by the WCRC African Representative)¹.
- ii. The Governing Board may co-opt a maximum of three additional individuals with full voting rights to the Governing Board.
- iii. One of the co-opted members may be a representative of the NetACT donor community.

4.2.1.2 Election of members, terms of office, vacancies and election/appointment procedures

- i. The term of office of members, Chairperson and Vice-Chairperson of the Governing Board is three years from the date of election or until such time that they cease to represent the appointing member institution, notification of which will be given by the respective appointing institution.
- ii. Members, the Chairperson and Vice-Chairperson may be re-elected and re-appointed after a period of three years by their respective appointing or electing clusters.
- iii. A Chairperson, Vice-Chairperson of the NetACT Governing Board may be re-elected once only in the same position.
- iv. Should a position in the Governing Board fall vacant, the respective appointing or electing network is entitled to appoint or elect a new member in the vacant position.

4.2.1.2 Meetings of the Board Governors

- i. The Governing Board of NetACT meets at least once every year, in person or electronically, at a time and place determined by the NetACT Executive Committee upon consultation with all members of the Board.
- ii. Meetings of the Governing Board are presided over by the Chairperson of the Board.
- iii. A quorum of any meeting of the NetACT Governing Board is half plus one of all members of the Board.
- iv. Decisions will be taken by a simple majority of votes. In case of an equal vote, the Chairperson will have a deciding vote.

4.2.1.3 Functions of the Governing Board

The Governing Board is responsible for:

- i. Electing from its midst a Chairperson and Vice-Chairperson.
- ii. Appointing the NetACT Executive Director, who may be affiliated to any NetACT member institution and who may not serve in the same capacity for any of the NetACT clusters or as Chairperson, Vice-Chairperson or of the Governing Board
- iii. Ratifying the appointment of any staff employed by NetACT

¹ Article should be read in conjunction with the principle of respect for theological diversity as recognized in Article 3.4 above.

- iv. Amending or changing the Constitution of NetACT in accordance with Article 5 of this constitution should the need arise
- v. Determining and revising NetACT policy and objectives if the need arises
- vi. Approving the annual report of the Chairperson
- vii. Approving the annual audited financial reports
- viii. Approving the budget for the next financial year
- ix. Determining the yearly membership fees of member institutions
- x. Approving the establishment of new NetACT clusters and appointing the anchor institutions of such clusters
- xi. Determining any additional procedures for the effective functioning of NetACT as and if the need arises, including procedures with regard to the trusteeship of property of NetACT and the disestablishment of a cluster/s or the Network as a whole.

4.2.2 NetACT EXECUTIVE COMMITTEE

4.2.2.3 Composition

The NetACT Executive Committee consists of the Chairperson and Vice-chairperson of the NetACT Governing Board, the NetACT Executive Director as well as one representative of each NetACT cluster not otherwise represented on the Committee. The NetACT Project Coordinators are ex-officio non-voting members of the Executive Committee.

4.2.2.4 Time and place of meeting

The NetACT Executive Committee meets in person or electronically at least twice per year at a time and place convenient for its members.

4.2.2.5 Functions

The NetACT Executive Committee is responsible:

- i. Supervising the implementation of the policy and programmes as determined by the NetACT Governing Board;
- ii. Executing duties assigned by the NetACT Governing Board;
- iii. Appointing personnel as and when necessary for the effective operation of NetACT as a whole or its Executive Committee. These shall be done in accordance to accepted human resources practice and all appointments must be ratified by the Governing Board at its first meeting following the appointments;
- iv. Approving NetACT expenditure and overseeing the execution of the budget;
- v. Receiving and approving the reports of the NetACT Executive Director, NetACT Portfolio Managers, Project Coordinators and the Executive Directors of the NetACT clusters;
- vi. Preparing annual reports for the NetACT Governing Board, donors, supporting and participating institutions;
- vii. Preparing the budget for the next period;
- viii. Facilitating arrangements toward any NetACT Governing Board meetings and Annual General Meetings.

4.2.3 THE NetACT EXECUTIVE DIRECTOR

4.2.3.1 The NetACT Executive Director is appointed for a period of three years by the NetACT Governing Board:

- i) upon recommendation of the NetACT Executive Committee and
- ii) upon consultation with the institution to which the Executive Director is affiliated.

- 4.2.3.2 The Executive Director is appointed in either a full-time or a part-time capacity.
- 4.2.3.3 The Executive Director reports to the Governing Board via the NetACT Executive Committee.
- 4.2.3.4 The NetACT Executive Director, with the assistance of an individual/s as determined by the Executive Committee, is responsible for:
 - i. coordinating the work of the EC;
 - ii. coordinating of and oversight over the work of the of the Project Coordinators and Portfolio Manager;
 - iii. marketing, fundraising, networking and liaising with donors and international academic institutions

4.2.4 NetACT PORTFOLIO MANAGERS AND PROJECT COORDINATORS:

- 4.2.4.1 NetACT Portfolio Managers are appointed for renewable periods of three to five years and are responsible for managing permanent portfolios in NetACT as determined from time to time by the Governing Board. NetACT Project Coordinators are appointed for a period of three to five years depending for the duration of a specific NetACT project at the end of which the appointment expires. Both categories of functionaries are appointed by the Governing Board
 - i) upon recommendation of the NetACT Executive Committee and
 - ii) upon consultation with the institution to which the Portfolio Manager or Project Coordinator is affiliated.
- 4.2.4.2 Portfolio Managers and Project Coordinators are appointed in either a full-time or a part-time capacity.
- 4.2.4.3 Portfolio Managers and Project Coordinators report to the Governing Board via the NetACT ED and Executive Committee.

4.3 NetACT OFFICE

The NetACT head office is situated at the institution to which the Executive Director of the Network is affiliated in agreement with that institution that will be responsible for supplying the necessary office infrastructure to host the office. Additional NetACT offices may be situated at any member institution where of Portfolio Managers or Project Coordinators are situated. The ED and PCs must be affiliated to the host institution. An agreement will be negotiated with host institutions regarding logistical and infrastructural requirements needed for the functioning of the office/s in question.

4.4 FINANCIAL RECORDS & REPORTS

- 4.4.1 The Governing Board is responsible for overseeing the proper keeping of audited financial records.
- 4.4.2 An audited annual NetACT financial report is submitted to the Governing Board via the Executive Committee.

Article 5: AMENDMENTS TO CONSTITUTION

- 5.1 A properly motivated proposal for an amendment/s to the NetACT Constitution is presented by a network member to the Governing Board via the Board's secretary.
- 5.2 Articles 1, 2 and 3 of this Constitution may not be altered or amended unless supported by representatives of at least 75 % of the network members as represented on the Governing Board upon consultation with the executive committees of the network members. An amendment or alteration of any Article of this Constitution, other than the Articles 1, 2 and 3, shall be done by way of a simple majority vote of network members.