

13.6 REPORT 6: MANAGEMENT OF THE ADMINISTRATIVE BUREAU TO THE MEMBERS OF THE ADMINISTRATIVE BUREAU – REVISION OF REGULATIONS (Artt 155, 156)

- A. The Synod enters member's meeting of the Administrative Bureau.
- B. Rev CA Jansen tables the Report.
- C. The Report will be concluded during the Synod session.
- D. **Decision: The amendments as tabled approved.**

E. REPORT

Article 10.1 of the Regulations must be revised in accordance with the decision of the Members meeting (2012:56, 13.3 – decision regarding 1.1). Management also worked through the Regulations in its current form, article for article, and present the following revised Regulations to the Members meeting for consideration and approval:

Note:

- 1. *Proposed new wording/reformulation appears in **bold**.*
- 2. *Proposed scrapping/omissions are struck through (~~abc~~).*
- 3. *Motivation(s) are provided with each proposed revision/scrapping in brackets and in cursive.*
- 4. *The appointment of Management members (art 5.3.1) and two independent members to the Audit committee (art 5.3.2) necessitates that the General Synod hold a Members meeting.*

REGULATIONS OF THE ADMINISTRATIVE BUREAU OF THE GEREFORMEERDE KERKE IN SUID-AFRIKA

1. DEFINITION OF TERMS

In these Regulations terms are defined as follows:

- 1.1 The name of the organisation described in these Regulations is: The Administrative Bureau of the Gereformeerde Kerke in Suid-Afrika, abbreviated to the Administrative Bureau or Administrative Bureau GKSA.
- 1.2 Churches: Gereformeerde Kerke in Suid-Afrika that gather at the General Synod.
- 1.3 Members and Members meeting: The Gereformeerde Kerke in Suid-Afrika that gather at the General Synod.
- 1.4 Major assembly: a Classis, Regional Synod or General Synod of the Gereformeerde Kerke in Suid-Afrika.
- 1.5 General Synod: a General Synod of the Gereformeerde Kerke in Suid-Afrika.
- 1.6 Theological School: The Theological School of the Gereformeerde Kerke in Suid-Afrika for the training of ministers in Potchefstroom.
- 1.7 **Funds: includes ramings, collections, contributions, synodal funds, donations, bequests and other funds administered by the Administrative Bureau.**

(Necessary addition)

Decision:

2. ESTABLISHMENT

- 2.1 The Administrative Bureau is a legal entity, viz. a non-profit organisation in accordance with Act 71 of 1997.

2.2 The Administrative Bureau is ~~for income tax purposes~~ a public charitable organisation and is eligible for exemption from income tax in accordance with Article 18A of Income Tax Act (58 of 1962, under paragraph 5a): "Religion, belief or philosophy: The promotion or practice of religion which encompasses acts of worship, witness, teaching and community service based on a belief in a deity".

(Duplication)

2.3 The constitution, rights, powers, duties and functions are set out below.

3. LEGAL ENTITY

3.1 The Administrative Bureau has the power to hold, acquire, dispose of or transfer rights and obligations, separate from the rights and obligations of its members and has as such the power to:

3.1.1 acquire, hold and dispose of property, movable or immovable, corporeal or incorporeal;

3.1.2 enter into any and all agreements as well as legal acts that is not in conflict with the objectives and functions of it;

3.1.3 act as party in law suits; and

3.1.4 act as such in legal traffic necessary to fulfil its objectives and functions.

3.2 No assets of the Administrative Bureau may, in any way whatsoever, be divided among members or employees and may only be applied toward the promotion of the objectives and execution of the functions of the Administrative Bureau.

3.3 The Administrative Bureau continues to exist regardless of change in membership.

3.4 The *domicilium citandi et executandi* of the Administrative Bureau is:

The Administrative Bureau, c/o. Meyer and Molen Street, Potchefstroom, 2531.

3.5 Postal address: PO Box 20004, Noordbrug, 2522.

3.6 Telephone number: 018 297 3986.

3.7 Fax number: 018 293 1042.

3.8 E-mail: ~~lee~~ adminburo@gksa.co.za

3.9 Information on members: www.gksa.org.za

4. OBJECTIVES

The objectives of the Administrative Bureau are the following:

4.1 The administration of the common and joint assets and funds of the members.

4.2 The assistance and support of Deputies that are from time to time appointed by the General Synod for a variety of functions, in the execution and/or conclusion of such Deputies' instructions and functions.

4.3 The advising and support of members in terms of Management, administration and finances, in which case and if necessary the relevant major assembly is informed.

4.4 The administration and provision of publications that are issued by order of the General Synod.

4.5 The administration of assets of trusts, foundations and funds created for and on behalf of the members, on behalf of Trustees, Managers or Deputies appointed by the General Synod without prejudice to the powers, obligations and responsibilities of such Trustees, Managers or Deputies.

4.6 The execution of such obligations and instructions entrusted to the Administrative Bureau, from time to time, by the **Members meeting during** the General Synod.

(As legal personality of the GKSA, only the Members meeting may issue instructions to the Administrative Bureau.)

- 4.7 The distribution and sale of books and literature for religious purposes and church stationery, forms and notices, **upon determining the needs of the members.**
(The goal with this addition is to ensure that only needs are met.)
- 4.8 ~~The acquiring and organising of group and other insurance for members and their members.~~
(This is a function best handled by every local church itself.)
- 4.9 The Management, maintenance, leasing and acquiring and even disposal of the common property of the Gereformeerde Kerke in Suid-Afrika on behalf of the members.
- 4.10 The maintenance, expansion and Management of the collection of books of the Jan Lion-Cachet Library, of which the Administrative Bureau is the owner.

5. MEMBERS AND MEMBERS MEETINGS

- 5.1 The Gereformeerde Kerke in Suid-Afrika are members of the Administrative Bureau and becomes such with the founding of such churches.
- 5.2 The delegates of members that have seats in the General Synod, hold a Members meeting at every General Synod.
- 5.3 The Members meeting has the power and obligation to:
- 5.3.1 appoint the Management of the Administrative Bureau;
- 5.3.2 **appoint two independent non-Management members that act, together with the executive Management members, as Audit committee.** ~~appoint an Audit committee consisting of Executive Management members and two independent non-Management members.~~
(In reference to 6, and specifically 6.2.5, it is only logical that Management it self determines which of its members are to serve on the committee.)
- 5.3.3 call the Management, ~~staff and functionaries~~ of the Administrative Bureau to account, in terms of the execution of their tasks and duties;
(Supervision of and reporting on the work and execution of instructions by the staff and functionaries is the responsibility of Management and not within the scope of the Members meeting.)
- 5.3.4 ~~determine the work and execution of~~ determine the objectives of the Administrative Bureau **that the Management must execute;**
(The Members meeting determines the objectives (policy), while the work towards its achievement is set and executed by Management itself, in accordance with the stipulations of the Regulations.)
- 5.3.5 to hear and make decisions according to the **reports verslae** of the Management of the Administrative Bureau;
- 5.3.6 execute the instructions of the Administrative Bureau, as referred to the Members meeting by Management;
- 5.3.7 give such instructions to Management as may be necessary in the light of the Administrative Bureau's objectives;
- 5.3.8 in general, make any decision that may be necessary for the proper execution of the objectives of the Administrative Bureau; and
- 5.3.9 revise these Regulations, if necessary.
- 5.4 The Chairman of the Moderamen of a General Synod, as appointed from time to time, acts as Chairman of the Members meeting.
- 5.5 The meeting procedure, quorum requirements and decision-taking procedure of the Members meeting correspond to that of the General Synod.

6. MANAGEMENT OF THE ADMINISTRATIVE BUREAU

- 6.1 Management comprises 10 (ten) members and is constituted as follows:
- 6.1.1 8 (eight) Management members, appointed by the members meeting; and

- 6.1.2 2 (two) staff members of the Administrative Bureau, **with Management instruction, appointed from time to time by the eight serving Management members.** ~~viz. the Executive Manager and another member of staff.~~
- 6.2 The members appointed as Management of the Administrative Bureau must possess demonstrable Management experience and the guidelines to be **taken into account followed** are that:
- 6.2.1 one of the members of Management must be a Curator of the Theological School **that is nominated by the Curators;**
- 6.2.2 one of the members of Management must also be a serving Trustee of the Emeritaatsversorgingstrust that is nominated by the **Trustees** ~~Members meeting~~ of the Emeritaatsversorgingstrustcombination (EVK);
- 6.2.3 one of the members of Management must also be a **member** ~~Deputy~~ of the Deputies: Liaison of the General Synod;
- 6.2.4 at least one of the members of Management must reside in or in the vicinity of Potchefstroom in order to serve on the Property committee (9.1.1);
- 6.2.5 one of the members of Management must be a finance professional (preferably with a CASA qualification);
- 6.2.6 one of the members of Management must preferably be a **communications,** computer and/**or** systems professional;
- 6.2.7 one of the members of Management must preferably be a legal professional; and
- 6.2.8 one of the members of Management must preferably be a human resources professional.
- 6.2.9 For the sake of continuity, at least three of the members of Management (~~except for the Executive Manager~~) of the previous term must be renominated;
- 6.2.10 Alternates must be appointed for members of Management, except for the ~~Executive Manager and the staff~~ **members member** of the Administrative Bureau.
- 6.3 The Members meeting appoints a Chairman and the Vice-chairman **and Scribe** are selected by Management.
(This way Management can select the most suitable person (member of Management/staff member) as Scribe.)
- ~~6.4 The Executive Manager or member of staff of the Administrative Bureau is the secretary of Management.
(Should the amendment of 6.3 be approved, the above item falls away.)~~
- 6.4** Management ~~handles the affairs~~ **is responsible for the Management** of the Administrative Bureau. ~~and is accountable to the Members meeting for the execution of their duties and responsibilities.~~
(Largely a duplication of 5.3.3)
- 6.5** Management meetings
- 6.5.1** The Management of the Administrative Bureau meet as often as is necessary to properly manage the affairs of the Administrative Bureau, but at least three times a year.
- 6.5.2** Any ~~member of Management~~ **two members of Management** can call for a Management meeting.
(In line with CO, art 50, read together with CO, art 30)
- 6.5.3** The quorum for a Management meeting is ~~six~~ **five** members.
- 6.5.4** Decisions are taken with the usual majority of votes, in the way and according to the procedure determined by the Chairman.
- 6.5.5** The Chairman does not have the decisive vote with a tie of votes.

7. POWERS AND DUTIES OF THE MANAGEMENT OF THE ADMINISTRATIVE BUREAU

7.1 Powers and responsibilities

7.1.1 The Management of the Administrative Bureau supervises and exercises control over all operations of the Administrative Bureau (cf. clause 8). Without abdicating its original powers and responsibilities, the Management of the Administrative Bureau can at its own discretion delegate certain tasks and instructions indicated in clause 7.

7.1.2 The Management of the Administrative Bureau, furthermore, has the power to seek expert advice.

7.2 Staff

7.2.1 The Management appoints the **staff** ~~an Executive Manager~~ of the Administrative Bureau and set **their** ~~his~~ employment conditions.

7.2.2 The Management monitors the staff needs of the Administrative Bureau **and** appoint suitable persons and ~~sets their employment conditions~~.

7.2.3 The Administrative Bureau has the power to ~~second~~ **assign** staff members that have thus been employed to the Deputies of the General Synod or to the Theological School, ~~wherein the latter must be done~~ in consultation with the curators **or Deputies**.

(Guidelines for the relevant parties, in terms of e.g. which party is responsible for and in control of which aspects, are already in place.)

7.2.4 The Management of the Administrative Bureau deals with all staff issues, in accordance with the stipulations of the relevant legislation.

7.2.5 Management **must ensure that** ~~taking a~~ **liability and** fidelity guarantee is **taken out** to ensure liability for losses that may arise from the Management of funds, by staff members of the Administrative Bureau. The resultant costs are paid out of the **funds** ~~the monies~~ of the Administrative Bureau.

7.3 Finances

7.3.1 ~~Management controls and administrates the monies of the Administrative Bureau.~~ **All funds of the Administrative Bureau as well as all allocated funds are controlled and administrated by Management.**

(Suggest that there is referred to funds throughout)

7.3.2 Budgets of the groups of Deputies are coordinated ~~by~~ and drawn up **in** consultation with the Administrative Bureau, Management then approves the overall budget and plans accordingly.

~~7.3.3 Management supervises and administrates all the funds and monies that the General Synod have already allocated to the Administrative Bureau.~~

(Already described in 7.3.1 and 7.3.2 above)

7.3.3 Management collects such ~~monies~~ **funds** of the churches that they have to contribute towards common matters, as per budgets or decisions of the General Synod.

7.3.4 The financial year-end of the Administrative Bureau is 30 June.

7.4 Management and administration of own funds

7.4.1 Management opens such bank accounts that they, at their discretion, may deem necessary.

7.4.2 Management is authorised to generally incur expenses as is necessary for the proper execution of the objectives and functions of the Administrative Bureau.

7.5 Administration of funds and monies of Deputies of the General Synod

7.5.1 Management may make payments on behalf of Deputies of the General Synod, only upon written ~~instruction~~ **request** by such Deputies.

- ~~7.5.2~~ **The Deputies of the General Synod must, in consultation with the Administrative Bureau, decide on the application of funds in accordance with their mandate and within their budget.** ~~Expenditure by the Management on behalf of Deputies of the General Synod, comes solely from funds and monies at such Deputies' disposal and within the boundaries of provision made.~~
- ~~7.5.3~~ ~~Management has no say on the purposes for which the Deputies of the General Synod apply funds and monies.~~
(The reformulation of 7.5.2 and the scrapping of 7.5.3 is a clearer description of sound financial Management and administration, in which the involved parties fully participate.)
- 7.5.4 The Deputies of the General Synod are obliged to report on the expenditure of their funds and monies to the General Synod. ~~The Management of the Administrative Bureau is not responsible for this, except within the scope of the administration of such.~~ **The relevant financial report of the Administrative Bureau, together with commentary/notes, must be attached as Appendix to the Report of every group of Deputies to the General Synod.**
(Making the financial report part of the Deputies' Reports will facilitate referencing to the expenditure of funds, when discussing Deputies' Reports)
- ~~7.5.5~~ ~~Management reimburses the expenses of Deputies of the General Synod from the funds and monies of the Administrative Bureau budgeted for such Deputies and such expenditure, in which such reimbursement is only made upon provision of itemised accounts signed off by one of the Deputies.~~
(Already addressed in previous items)
- 7.6 General administration of funds and monies of the General Synod
- 7.6.1 Management draws up a budget or approve budgets and **administrate manage** the budgets as well as funds and monies granted by the General Synod.
- 7.6.2 Management pays out funds and monies in accordance with the approved budget(s).
- 7.6.3 Management has the power to make payments from synodal funds and monies for purposes not approved in advance by a General Synod, but Management is not accountable to the next General Synod's **members meeting**.
(Linguistic improvement)
- 7.6.4 **Read in conjunction with 7.6.3,** Management **can** ~~kan~~ authorise the Deputies of the General Synod to exceed the amount of budget(s) approved by Management. Such authorisation may only be granted upon written request of the relevant Deputies, motivating such overrun and is co-signed by the Chairman or Scribe/Secretary.
- 7.7 Cash Management
- 7.7.1 The funds managed by the Management of the Administrative Bureau are largely aimed at short-term investments, in other words the main goal is to meet obligations and that requires a constant cash flow on a monthly basis.
- 7.7.2 The ramings, collections and tithes must be administered in such a way that the cash flow suffices for monthly obligations. This is why these funds need to be invested at the five largest financial institutions in deposit facilities that range from demand deposits, fixed deposits, short-term money market and capital market instruments and funds. A commission of Management manages daily cash expenditure.

- 7.7.3 Funds intended for the longer term, must be administered in the same manner as 7.7.2 above, subject thereto that long-term money and capital market instruments are used for this purpose.
- 7.7.4 The Management institutes ~~from time to time~~ a mandate for such cash investments, in consideration of the financial markets and with the annual review of the financial institutions.
- 7.7.5 The **Financial Manager** ~~Executive Manager~~ tables a report on all funds and where funds have been invested at ever Management meeting.
- 7.7.6 The Administrative Bureau is also ~~of~~ ~~in~~ service to different Trustees or funds and place these funds, upon instruction of the Trustees, in assets according to established policy as prescribed by the Trustees.
(The Administrative Bureau cannot be in service of Trustees, but can be of service to them.)
- 7.7.7 All accounts and funds are subject to an annual audit.
- 7.7.8 No investments are made on a commission basis (**see 7.7.2 and 7.7.3**).
- 7.7.9 The Management makes decisions upon approval of Deputies, Trustees or Managers, where necessary and in accordance with the set mandate.
- 7.8 **Current and non-current assets** ~~Movable and immovable property~~
- 7.8.1 The Management manages, supervises and maintains all property and buildings, assigned for such purpose by the **Members meeting** during the General Synod.
- 7.8.2 The Management administrates, supervises, provides and replaces furniture and the accessories necessary for use by the Administrative Bureau, the Theological School and for such purposes determined by the General Synod.
- 7.8.3 The Management rents out available accommodation, sets conditions and draws up the necessary contracts and supervises such.
- 7.8.4 In the face of any decisions related to buildings, furniture and equipment used by the Theological School, Management must first consult with the Curators of the Theological School (**cf. Art. 9.1.2**).
- 7.8.5 The Management must do a stocktaking of stock, equipment, books and publications at least one a year.
- 7.8.6 A Property committee must be appointed to manage and supervise all property (art 9).
- 7.8.7 The Administrative Bureau is the owner of the Jan Lion-Cachet Library, of which part of the book collection and publications have been/**are** purchased with funds ~~and monies~~ granted by the General Synod for acquisition of theological texts and publications. Texts and publications that the North-West University's Ferdinand Postma Library has contributed to this book collection and which is separately recorded, remains the property of the NWU.
- 7.9 **Mandates**
- 7.9.1 The Management has to set clear mandates and, where necessary, revise mandates. These mandates pertain to relevant matters, which may include the following: spending in terms of capital expenditure, purchases, loans, signatory authorisations and whatever may be necessary.
- 7.10 **Dissolution**
The Administrative Bureau dissolves when at least two thirds of its voting members (see 1.3) have convened for such purpose and are in favour of the decision to dissolve the Administrative Bureau.

7.11 If the Administrative Bureau dissolves, it is obliged to settle all debts. Once all debt have been redeemed and there remains any property or monies, it may not be given or paid over to the members of the Administrative Bureau. It is to be given to another organisation within the Reformed denomination with the same objectives. The General Synod determines the relevant organisation **in a Members meeting**.

8. OPERATIONS OF THE EXECUTIVE MANAGER AND STAFF

Under the Management and supervision of the Management of the Administrative Bureau, the ~~Executive Manager~~ and staff of the Administrative Bureau must execute all instructions, tasks and duties as determined and set by the General Synod and Members meeting and that may arise from the Regulations. No individual, **Deputy group** ~~of Deputies~~ or Church Council has the power to give instructions or tasks, outside the Management of the Administrative Bureau, to ~~the Executive Manager~~ or any member of staff of the Administrative Bureau.

9. PROPERTY COMMITTEE

9.1 Members of the Property committee:

9.1.1 The Management appoints, from its own ranks, two members that reside in or near Potchefstroom to serve as Property committee with **a member of staff** ~~the Executive Manager~~.

9.1.2 The Management requests the Curators and Church Council of GK Potchefstroom-Die Bult to each appoint two members that may be contracted by the Property committee for operations related to the Theological School and/or the GK Potchefstroom-Die Bult.

10. COMMUNICATION TO CHURCHES

~~Aside from the three-yearly report to the Members meeting, financial statements and pertinent information are communicated to the churches as follows:~~

~~10.1 Every Regional Synod, Classis and/or Church Council appoints a knowledgeable person that meets with Management, at own cost, once a year. These representatives will aid in the communication between churches and the Administrative Bureau on financial matters as well as other pertinent information.~~

~~10.2 These representatives will be informed at the annual meeting of the GKSA's Deputies: Sustentation (by means of financial statements) of the financial matters and associated information the Administrative Bureau administers for the GKSA.~~

The Management communicates the relevant financial and other pertinent information to the churches of the GKSA by:

10.1 reporting every three years to the members meeting; and

10.2 annually conveying financial and other pertinent information to the churches in the most effective manner possible.

(In line with the decision taken in 2012 (Acta:56, 1.1))

11. THE AUDIT COMMITTEE

11.1 The Management of the Administrative Bureau is to ensure that the Audit committee report on the most recent audit.

~~Must report to the yearly meeting in the presence of the delegates of the Regional Synods. Refer to clause 10.1 and 10.2 above.~~

~~11.2 Must create a work method to be presented to the Members meeting for approval.~~

11.2 The Audit committee is to report to the General Synod during the Members meeting.
(*In line with decision taken in 2012 (Acta:56, 1.1)*)

12. CREDO

12.1 The Management conducts all its powers, obligations and operations in accordance with Scripture and in such a way that it is transparent and accountable in terms of all legislation.

13. AMENDMENT OF REGULATIONS

These Regulations can only be revised upon decision of the Members meeting, during a sitting of a General Synod.

Decision: The amendments as tabled approved.

F. SUPPLEMENTARY REPORT

1. Matters that the Members' Meeting take note of

Article 10.1 of the Rules shall be amended in accordance with the decision of the Members' Meeting 2012:56, 13.3 (decision in respect of 1.1). Furthermore, the Management has worked through the Rules in its present form, article by article, and now presents the following Revised Rules to the Members' Meeting for consideration and approval:

Note:

1. Proposed new wording/reformulation appear in **bold**.
2. Proposed deletions/omissions are crossed out. (~~abe~~)
3. Motivation(s) for at each proposed amendment/deletion are indicated between brackets and in *italics*.
4. With the appointment of members of the Management (Article 5.3.1) and two independent members of the Audit Committee (Article 5.3.2), it is necessary for the General Synod to hold a Members' Meeting.

Decision: Noted.

2. Matters that the Members' Meeting decides on

The following is inserted after point 11, and the numbering is adjusted accordingly:

12. DEPUTIES SUSTENTATION

12.1 During the General Synod the Members' Meeting appoints the Management of the Administrative Bureau (cf. 5.3.1), to, in the execution of Synod assignments, meet the objectives of the GKSA Sustentation Fund and comply with the requirements of the relevant rules.

12.2 Composition of the Deputies

12.2.1 After each Synod the Management of the Administrative Bureau appointed 3 (three) experts from its own ranks together with 1 (one) delegate of the Regional Synod to serve as Deputies for the Fund.

12.2.2 The Deputies appoint an Executive Committee from their own ranks.

12.2.3 Staff of the Administrative Bureau serve on the Deputies ex officio.

Decision: Approved.