

SANAC Civil Society Forum



TERMS OF REFERENCE

Governance & Accountability

Draft 5.0

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i Interpretation

The following expressions shall bear the meanings assigned to them below and cognate expressions shall bear corresponding meanings:-

“AIDS”	Acquired Immunodeficiency Syndrome
“CSF”	SANAC Civil Society Forum
“CSS”	SANAC Civil Society Sector
“CSF Member”	CSF Member of the SANAC CSF;
“DAC”	District AIDS Council
“HIV”	Human Immunodeficiency Virus
“LAC”	Local AIDS Council
“NSP”	South African National Strategic Plan on HIV, TB & STIs 2017-2022
“PCA”	Provincial Council of AIDS
“Plenary”	SANAC meetings constituted by South African Government, SANAC CSF and Private Sector at National, Provincial, District and Local level;
“SABCOHA”	South African Business Coalition on Health & AIDS
“SANAC”	South African National AIDS Council that brings together South African Government, Civil Society & Private Sector at National, Provincial, District and Local level to create a collective response to the NSP;
“STI”	Sexually Transmitted Infections
“Subsidiary”	The Subsidiary Chairpersons consists of PCA CSF Chairpersons at National CSF, DAC Chairpersons at Provincial CSF and Local Chairpersons at District CSF,
“ToR”	Terms of Reference of the CSF, being this document (and including any Schedules hereto), as amended or replaced from time to time.

1. Preamble

The SANAC Civil Society Forum (hereinafter referred to as CSF) is a formal advisory body established in 2012 in terms of the Guidelines of the South African National AIDS Council (SANAC) to facilitate the equal, meaningful and visible participation of Civil Society Sectors (CSS) and networks at all levels in the implementation of the National Strategic Plan (NSP) on HIV, TB & STI.

2 Incorporation

The CSF is a forum for the CSS within the SANAC Trust, which is registered under the Trust Property Control Act No. 57 of 1988 registration number IT

3 Legal Status

The CSF was established by a resolution of SANAC to advise the Plenary on the development and implementation of the appropriate HIV, TB & STI policies and programmes, and is comprised of representatives of the Civil Society. It is not a juristic body. These Terms of Reference (ToR) are adopted by agreement and are intended to facilitate the efficient functioning of the CSF. They do not create an association or any form of body corporate, nor do they create a contract.

4 Strategic Objectives

4.1 Vision

A South Africa free from the burden of HIV, TB & STIs

4.2 Mission

South Africa on track to eliminate HIV, TB & STIs as public health threats by 2030

4.3 Goals

The goal of the CSF is to strengthen the CSS response to HIV, TB & STI and ensure that civil society effectively contribute to the attainment of the goals of the NSP during its 5-year period.

4.4 Objectives

- Streamline & coordinate the CSS response and contribution to the NSP;
- Monitor progress of the NSP implementation & hold SANAC constituencies accountable including CSS;
- Create a platform for strategic information exchange to guide the CSS response and actions;
- Support joint strategic thinking, build positions and advocate on key issues with the South African Government, Private Sector and other stakeholder;
- Ensure that CSS perspectives, experiences and concerns of all CSS are collated and communicated through the relevant SANAC CSF, CSF Committees, structures and processes
- Ensure an inclusive and equitable allocation of resources to CSS to advance the multi-sectoral response

4.5 Values

- 4.5.1 *Selflessness*:- CSF Member(s) should take decisions solely in terms of the public interest. CSF Member(s) should not do so in order to gain financial or other material benefits for themselves, their family or their friends.
- 4.5.2 *Integrity*:- CSF Member(s) should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their CSF duties.
- 4.5.3 *Objectivity*:- In carrying out NSP business, including making public appointments, awarding contracts or recommending individuals for rewards and benefits, CSF Member(s) should make choices on merit.
- 4.5.4 *Accountability*:- CSF Member(s) are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate
- 4.5.5 *Openness*:- CSF Member(s) should be as open as possible about all the decisions and actions that they take. CSF Member(s) should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
- 4.5.6 *Honesty*:- CSF Member(s) have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
- 4.5.7 *Leadership*:- CSF Member(s) should promote and support these principles through leadership and by being exemplary

4.6 Philosophy

'People affected are equal Partners'

4.7 Motto

Let Our Actions Count

5 Transparency, Accountability and Integrity of the CSF

5.1 Forms and Standards for CSF Records

Any documents, such as minutes of all meetings and resolutions of CSF Members, or CSF Members' Committees books, writing, records or other information that the CSF is required to keep in terms of this ToR for a period of five (5) years or any other public regulation must be kept:-

- in written form, or other form or manner that allows that information to be converted into written form within a reasonable time; and

5.1.1 Forms and records to be maintained by SANAC CSF are:-

5.1.1.1 ToR, and any amendments or alterations to it, and any rules of the CSF

5.1.1.2 A record of its CSF Members, including:-

- details of any person who has served as a CSF Member of the CSF, for a period of five (5) years after the person ceases to serve as a CSF Member; and
- the information required by or in terms of subsection 5.1.1.2;
 - full name, and any former names;
 - identity number or, if the person does not have an identity number, the person's date of birth;
 - nationality and passport number, if the person is not a South African;
 - occupation;
 - date of their most recent election or appointment as CSF Member of the CSF;
 - name and registration number of every other company or foreign company of which the person is a director, and in the case of a foreign company, the nationality of that company;
 - declaration of companies a CSF Member is registered & active; and
 - any other prescribed information.

5.2 Location of Records

5.2.1 The records referred to in section 5.1 must be accessible at or from the SANAC Secretariat registered office or another location, or other locations, within the Republic of South Africa.

5.2.2 SANAC Secretariat must file a notice, setting out the location or locations at which any particular records referred to in Section 5.1 are kept or from which they are accessible if those records:-

5.2.2.1 are not kept at or made accessible from the SANAC Secretariat registered office, as contemplated in subsection 5.2.1; or

5.2.2.2 are moved from one location to another

5.2.3 The records referred to in section 5.1 must be archived for a period of five (5) years at or from the CSF's registered office or another location, or other locations, within the Republic of South Africa.

5.3 Access to CSF Records

- 5.3.1 By direct request made to the SANAC Secretariat in the prescribed manner, either in person or through an attorney or other personal representative designated in writing; or in accordance with the Promotion of Access to Information Act, 2000 (Act No. 2 of 2000).
- 5.3.2 The register of members and register of CSF Members of SANAC CSF, must, during business hours for reasonable periods be open to inspection by any member, free of charge and by any other person.
- 5.3.3 The rights of access to information set out in this section are in addition to, and not in substitution for, any rights a person may have to access information in terms of:-
- 5.3.3.1 Section 32 of the Constitution;
 - 5.3.3.2 the Promotion of Access to Information Act, 2000 (Act No. 2 of 2000); or
 - 5.3.3.3 any other public regulation.
 - 5.3.3.4 the Minister may make regulations respecting the exercise of the rights set out in this section.
 - 5.3.3.5 It is an offence for SANAC Secretariat to:-
 - o fail to accommodate any reasonable request for access, or to unreasonably refuse access, to any record that a person has a right to inspect or copy in terms of this section; or
 - o to otherwise impede, interfere with, or attempt to frustrate, the reasonable exercise by any person of the rights set out in this section.

6 Governance

**Insert organogram of governance structure of CSF*

6.1 The Responsibilities of CSF Members

All the responsibilities will be delegated to the CSF Members, who will ensure that their responsibilities are being observed throughout the reporting period. The duty of CSF Members shall be to support and facilitate the achievement of the NSP and carry out their specific responsibilities as described below:-

- 6.1.1 Directing the achievement of SANAC CSF vision, mission and goals
- 6.1.2 Adhere to the CSF ToR and other governance documents; amend and review periodically if necessary
- 6.1.3 Convey mandate to the CSF deliberation and resolutions
- 6.1.4 Elect the CSF Chairperson(s), Committee Member(s) and Task Teams
- 6.1.5 Promote contribution to the NSP response through the development and contribution of inclusive networks and the fair and transparent selection of representatives for key constituencies, in particular People Living with HIV and key populations. Representatives should reflect the diversity of the community, and be grounded in the community's real perspectives
- 6.1.6 Ensure CSS participation and involvement in the NSP programmes and interventions for effective processes and procedures that maximise partnership by securing active engagement
- 6.1.7 Act as a source of strategic information on the HIV, TB & STIs epidemics, grounded in the lived realities of infected and affected communities. Lead community grounded mapping, data gathering and research processes
- 6.1.8 Provide consultation and normative guidance through community-led processes, with appropriate timeframes and languages, to allow for true consultation to ensure that consultation and feedback involve a wide range of perspectives, which are reflected in the development of normative guidance
- 6.1.9 Ensure appropriate service provision and accountability, through monitoring activities by establishing and resourcing robust systems for overseeing and reviewing programmes to hold all partners to account for the effective implementation of the NSP.

6.2 CSF Members

The business and affairs of SANAC CSF will be managed by or under the direction of its CSF Members, when complete shall comprise of the CSS Chairperson(s) and subsidiary CSF Chairpersons, whom will elect the CSF Chairperson(s), Committee Members and Task Teams. CSF Members have the authority to exercise all of the powers and perform any of the functions of the CSF, except to the extent that this ToR provides otherwise.

6.2.1 The CSF Chairperson(s) are made up of the following positions, one of which must be from the PLHIV CSS:-

6.2.1.1 Chairperson

6.2.1.2 Two (2) Deputy Chairperson

6.2.2 The CSF is comprised as follows, unless amended by resolution of the CSF and approved by National Plenary:-

CSF Membership	Description
18 CSS	<ul style="list-style-type: none"> • Children • Disability • Faith-Based Organisations • Health Professionals • Health Related Academic and Research Organisations • Higher Education • Labour • Law and Human Rights • Lesbian, Gay, Bisexual, Transgender & Intersex (LGBTI) • Men • Non-Governmental Organisations & Community Based Organisations • People Living with HIV (PLHIV) • Sex Workers • Sports, Arts and Culture • Traditional Healers • Traditional Leaders • Women • Youth
CSS Representatives	<ul style="list-style-type: none"> • 1 x formally elected leader per SANAC Sector • 2 x CSS representatives elected per sector, except for the PLHIV, Youth and Labour Sectors, which shall each have five (5) representatives
Subsidiary CSF Chairpersons	<ul style="list-style-type: none"> • National CSF shall be represented by PCA CSF Chairpersons • Provincial CSF shall be represented by DAC CSF Chairpersons • District CSF shall be represented by LAC CSF Chairpersons

- 6.2.3 Each sector above, except for the PLHIV, Labour and Youth sectors will be represented by 3 sector representatives, duly mandated through their sector process of electing leadership, see election process under section 7.13.6
- 6.2.4 The PLHIV, Labour and Youth Sectors will be represented by 5 sectors leaders, duly mandated through their sectors process of electing leadership.
- 6.2.5 The Youth Sector must make provision for at least one or more of their representatives to include young women from the “She Conquers” campaign structure that forms part of the Youth Sector.
- 6.2.6 Private sector shall form its own constituency and shall therefore not be a part of the CSF.

6.2.3 CSF Chairperson(s)

The elected Chairperson shall be the Chairperson of the CSF and shall immediately relinquish their position as the Chairperson of their respective CSS. The Chairperson of the CSF shall serve as a Co-Chairperson of SANAC. The Chairperson, in the event that he or she is not able to attend will delegate responsibilities to the Deputy Chairperson(s) in line with agreed mandate of the CSF. The Chairperson(s):-

- 6.2.3.1 shall be the Chairperson and Convener of the CSF;
- 6.2.3.2 shall be the *defacto* Co-Chairperson of the Plenary;
- 6.2.3.3 shall be the *defacto* Chairperson and Convener of the CSF Governance Committee;
- 6.2.3.4 shall represent the CSF as the Co-Chairperson of the Plenary or delegate one of the Deputy Chairperson in the event that he or she is not able to attend;
- 6.2.3.5 shall convey the CSF resolution(s) and mandate at the Plenary;
- 6.2.3.6 shall ensure that all CSS are represented in the CSF and Plenary;
- 6.2.3.7 shall ensure that intersectoral relations between the CSS are maintained;
- 6.2.3.8 shall ensure that CSF Chairperson(s) of the subsidiary CSF are consulted and engaged through the CSF processes;
- 6.2.3.9 shall not have a right to vote on matters of CSF except where there is a tie of votes and will exercise a casting vote.

6.2.4 CSF Programmes Review Committee Chairperson

The CSF Programmes Review Committee is represented only at National CSF. The elected CSF Programmes Review Committee Chairperson shall remain in their position as the CSS Representative of their respective CSS. The Programmes Review Committee Chairperson shall serve as the Co-Chairperson of SANAC Programmes Review Committee:-

- 6.2.4.1 shall be the Chairperson and Convener of the CSF Programmes Review Committee;
- 6.2.4.2 prepares the report to CSF as a *defacto* Member of the CSF Governance Committee;
- 6.2.4.4 propose policy positions for consideration by the CSF, and must also bring forward proposals for implementation decisions to the CSF
- 6.2.4.5 shall build relations with the media and is responsible for communication at all media platforms;
- 6.2.4.6 primary task is to maintain the CSF Principle and Values as per sections 3.5.

6.2.5 CSF NSP Financing Committee Chairperson

The CSF NSP Financing Committee is represented only at National CSF. The elected CSF NSP Financing Committee Chairperson shall remain in their position as the CSS Chairperson of their respective CSS. The CSF NSP Financing Committee Chairperson shall serve as the Co-Chairperson of the Global Fund Country Coordinating Mechanism:-

- 6.2.5.1 shall be the Chairperson and Convener of the CSF NSP Financing Committee;
- 6.2.4.2 shall be the *defacto* Co-Chairperson of the Global Fund Country Coordinating Mechanism;
- 6.2.4.3 shall be the *defacto* Member of the CSF Governance Committee;
- 6.2.4.4 shall present financial reports to the CSF
- 6.2.4.5 shall convey the resolution(s) and mandate of the CSF

6.2.6 CSF Members

Representing CSS, shall have the responsibility through a multi-sectoral approach, to:-

- 6.2.6.1 submit CSS priorities plus quarterly CSS plans and activities;
- 6.2.6.2 present CSS reports and participate in the CSF meetings;
- 6.2.6.3 advise the Plenary on policies, strategies and operations related to the NSP;
- 6.2.6.4 approve strategic objectives and operational plans of the NSP;
- 6.2.6.5 implement CSS activities in line with the mandate and goals of the NSP.
- 6.2.6.6 ensure that the CSF Members' respective CSS is represented at the subsidiary CSF and SANAC Plenary;
- 6.2.3.7 ensure that intersectoral relations between the CSS are maintained;

6.2.8 Subsidiary Chairpersons

The Subsidiary Chairpersons consists of PCA CSF Chairpersons at National CSF, DAC Chairpersons at Provincial CSF and Local Chairpersons at District CSF, whom are eligible for nomination and voting processes at the CSF meetings, with the responsibility of:-

- 6.2.6.1 representing subsidiary CSF, shall have the responsibility through a multi-sectoral approach, as per CSF Members under section 6.2.3;
- 6.2.6.2 representing subsidiary CSF, shall have the responsibility through a multi-sectoral approach, as per CSF Chairperson under section 6.2.6;
- 6.2.6.3 representing and conveying the mandate of their respective CSF at the senior CSF meetings;
- 6.2.6.4 representing and conveying the mandate of the senior CSF at their respective CSF meetings;
- 6.2.6.5 ensuring the inclusion and development of robust CSS within their respective CSF;
- 6.2.6.6 voting on motions presented at the CSF meetings.

6.3 Appointment of CSF Members

- 6.3.1 A CSF Member shall be an appointed CSS Chairperson(s) by the subsidiary CSS structure at the last CSS Meeting of the current NSP for initial terms of five (5) years. Every such CSF Member shall retire within six (6) months following the last Plenary Meeting of the current NSP after his or her initial appointment but may be reappointed for one (1) further terms totaling up to ten (10) years.
- 6.3.2 An Subsidiary Chairperson shall be automatically appointed as a CSF Members by virtue of appointment as a subsidiary CSF Chairperson of the CSF for a five (5) years term. Every such Subsidiary Chairperson shall retire within six (6) months following the last Plenary Meeting of the current NSP after his or her initial appointment.
- 6.3.3 CSS shall appoint an alternative to represent at CSF in case the CSS Chairperson is unavailable
- 6.3.4 A person may serve consecutive terms as a CSF Member in different capacities but every CSF Member shall retire at second (2nd) term last Plenary Meeting of the NSP after his or her initial appointment following which at least 1 (one) year must elapse before any further appointment as a CSF Member at a similar post.
- 6.3.5 CSF Members shall elect amongst them a person who shall be the Chairperson and Deputy(s)
- 6.3.6 For the person to qualify to be a CSF Member, they:-
- 6.3.6.1 must not be a juristic person
 - 6.3.6.2 must not have been removed from an office of trust, on the grounds of misconduct, involving dishonest conduct
 - 6.3.6.3 must not be an un-emancipated minor
 - 6.3.6.4 must not have been convicted in South Africa or elsewhere and imprisoned without an option of a fine or fined more than prescribed amount for theft, fraud, misrepresentation, forgery, perjury
 - 6.3.6.5 must acknowledge the appointment in writing.

6.4 Vacant Positions on CSF

The office of a CSF Member shall be vacated if either of the following circumstances has occurred:-

- 6.4.1 by giving a written notice of intention to resign from the responsibilities as a CSF Member
- 6.4.2 by accepting any other alternative CSF position, except related to the CSF Committees
- 6.4.3 CSF Member is barred from serving on subsidiary structure(s) of the CSF;
- 6.4.4 member has been absent for three (3) consecutive meeting without any apology
- 6.4.5 by accepting any full-time position in the employment of Government
- 6.4.6 becomes incapacitated to the extent that the person is unable to perform the functions of a CSF Member, and is unlikely to regain that capacity within a reasonable time; or dying
- 6.4.7 is declared a delinquent by a court, or placed on probation under conditions that are inconsistent with continuing to be a CSF Member of the CSF

6.5 Disqualification of CSF Member

The CSF, through a democratic process of placing the recall on the agenda which must be agreed by 75% of the quorum of the voting members of the CSF, may recall a member from any committee or leadership position they have been elected to serve in. The reasons that will be allowed for a recall are where a CSF Member has:

- 6.5.1 been appointed a CSF Member in circumstances such that, had he or she already been a CSF Member, and he or she would have been disqualified from acting under these provisions;
- 6.5.2 a relationship with the SANAC CSF that would interfere with the exercise of independent judgment in carrying out the responsibilities as CSF Member;
- 6.5.3 have been removed from an office of CSF Members, on the grounds of misconduct
- 6.5.4 convicted in South Africa or elsewhere and imprisoned without an option of a fine or fined more than prescribed amount for theft, fraud, misrepresentation, forgery, perjury
- 6.5.5 failed to provide reports about work done in committees they serve in to the CSF
- 6.5.6 gone against an express mandate CSF in the committee they serve in.

6.6 Removal of CSF Member

If the CSF Member is recalled the following steps will be followed:-

- 6.6.1 Notice of the meeting within 20 working days, including a copy of the proposed resolution and a statement setting out reasons for the resolution, with sufficient specificity to reasonably permit the CSF Member to prepare and present a response; and
- 6.6.2 The CSF Member must be afforded a reasonable opportunity to make a presentation, in person or through a representative, to the meeting, before the resolution is put to a vote.
- 6.6.2.3 If one of the CSF Members opposes/voted otherwise on the resolution to remove the CSF Member, the concerned CSF Member may apply to the Chairperson of the SANAC Trust to review the determination of the CSF Members

6.7 CSF Governance Structures

The CSF Governance Structures in section 6.7 of the ToR are only represented at National CSF:-

- 6.7.1 SANAC Trustees on behalf of CSF, one (1) of which shall be elected from the PLHIV Sector, serve on the SANAC Trust. The term of office for these persons shall be according to the SANAC Trust Deed for Trustees.
- 6.7.2 Plenary and Extended Plenary
 - 6.7.2.1 All CSS will be represented in the Plenary through their sector leader (or alternate)
 - 6.7.2.2 The CSS will be represented by one (1) leader, except the PLHIV, Labour and Youth Sector who shall be represented by five (5) leaders each
 - 6.7.2.3 The Plenary will be governed through the SANAC Procedural Guidelines. These guidelines take precedence over these CSF ToR where there is a dispute.

6.7.3 CSF Coordinating Committee

6.7.3.1 To ensure coordination of the work of the CSF, the Coordinating Committee, consisting of the following people will attend to day to day management and leadership of the decisions of the CSF:-

- Chairperson
- 1st Deputy Chairperson
- 2nd Deputy Chairperson
- Co-Chairperson of SANAC the PRC, CCM and the NFC

6.7.3.2 The Coordinating Committee may co-opt up to a maximum of three (3) additional people from within the CSF to serve as full members of the Coordinating Committee.

6.7.3.3 The Coordinating Committee may also appoint members of CSF on an ad-hoc basis to serve of various Committees established from time to time to process the decisions of the CSF and Plenary

6.7.3.4 The term of office of the Coordinating Committee shall be linked to the term of office of the CSF, which is linked to the period of the current NSP, unless determined otherwise by guidelines of those structures or when a person has to vacate office based on the prescripts outlined by these ToR. Where there is a dispute, the SANAC Guidelines shall take precedence

6.7.3.5 The PLHIV, Labour and Youth Sectors shall elect their representatives to various Committees in a transparent and fair manner

6.7.3.6 Should additional representative(s) be required to serve on behalf of the CSF on any structure, such a person(s) will be elected at the CSF through a democratic process that the CSF Coordinating Committee will put in place by engaging with the CSS Leaders, unless such additional person's need not to be elected but appointed by the CSF Coordinating Committee

6.7.4 Other Committees where CSF has representatives:

6.7.4.1 The CSF members shall elect and appoint civil society representatives to SANAC committees in a transparent and fair manner

6.7.4.1 The following are other Committees where CSF has representatives:-

Committee	CSF Representatives
SANAC Trust (SANAT)	Two (2) representatives, one (1) of which must be from the PLHIV Sector
Programme Review Committee	Five (5) representatives, one (1) of which must be from the PLHIV, Labour and an nominated TB sector expert
NSP Financing Committee	Five (5) representatives, one (1) of which must be from the PLHIV and Labour Sector
GF CCM	Seven (7) representatives, one (1) of which must be from the PLHIV, Labour, Youth and Sex Work Sector
Technical Task Teams (TTTs)	CSF Coordinating Committee will designate people to serve on the TTTs based on their technical expertise required. The CSF Coordinating Committee will appoint members of the TTTs from sector representatives, both serving in the CSF and outside of the CSF

- 6.7.4.1 The CSF Members will at their CSF electoral meeting within 6 (six) months after the adoption of the NSP by SANAC Plenary, elect amongst the CSS Leaders, three (3) persons who shall serve as the Co-Chairperson's of the following SANAC structures:
- Co-Chairperson of the Programme Review Committee (PRC)
 - Co-Chairperson of the Country Coordinating Mechanism for Global Fund (CCM)
 - Co-Chairperson of the NSP Finance Committee
- 6.7.4.1 The Committee Co-Chairpersons shall represent the interest of all CSS in the Committees that they have been mandated to serve in and operate according to the guidelines agreed by those Committees in line with the provisions of the SANAC Guidelines.
- 6.7.4.1 The Committee Co-Chairpersons shall engage with the Coordinating Committee, the CSS Leaders and civil society so that the views and positions in the Committees reflect the broad consensus of civil society.
- 6.7.4.1 SANAC Technical Task Teams (TTTs)
- The CSF members will at their CSF electoral meeting within 6 (six) months after the adoption of the NSP by SANAC Plenary, elect amongst the sector leaders persons who shall serve on the various SANAC Technical Task Teams as will be determined by SANAC from time to time
 - Those elected into the TTTs shall engage with the Coordinating Committee, the sector leaders and civil society organisations so that their views and positions in the TTTs reflect the broad consensus of civil society.

6.8 CSF Member's Personal Financial Interests

- 6.8.1 In this section, "CSF Member" includes an alternate CSF Member, and -
- 6.8.1.1 a Prescribed Officer; or
 - 6.8.1.2 a person who is a member of a Committee of the CSF, irrespective of whether or not the person is also a member of the CSF Members.
- 6.8.2 At any time, a CSF Member may disclose any personal financial interest in advance, by delivering to the CSF Members, a notice in writing setting out the nature and extent of that interest, to be used generally for the purposes of this section until changed or withdrawn by further written notice from that CSF Member.
- 6.8.3 If a CSF Member has a personal financial interest in respect of a matter to be considered at a meeting of the CSF, or knows that a related person has a personal financial interest in the matter, the CSF Member:-
- 6.8.3.1 must disclose the interest and its general nature before the matter is considered at the meeting;
 - 6.8.3.2 must disclose to the meeting any material information relating to the matter, and known to the CSF Member;
 - 6.8.3.3 may disclose any observations or pertinent insights relating to the matter if requested to do so by the other CSF Members;
 - 6.8.3.4 if present at the meeting, must leave the meeting immediately after making any disclosure contemplated in paragraph (6.7.3.2) or (6.7.3.3);
 - 6.8.3.5 must not take part in the consideration of the matter, except to the extent contemplated in paragraphs (6.7.3.2) and (6.7.3.3);
 - 6.8.3.6 while absent from the meeting in terms of this subsection
 - o is to be regarded as being present at the meeting for the purpose of determining whether sufficient CSF Members are present to constitute the meeting; and
 - o is not to be regarded as being present at the meeting for the purpose of determining whether a resolution has sufficient support to be adopted; and
 - 6.8.3.7 must not execute any document on behalf of the CSF in relation to the matter unless specifically requested or directed to do so by the CSF.
 - 6.8.3.8 If a CSF Member acquires a personal financial interest in an agreement or other matter in which the CSF has a material interest, or knows that a related person has acquired a personal financial interest in the matter, after the agreement or other matter has been approved by the CSF, the CSF Member must promptly disclose to the CSF, the nature and extent of that interest, and the material circumstances relating to the CSF Member or related person's acquisition of that interest.

6.9 Standards of CSF Members Conduct

In principle, the CSF Members are a multidisciplinary team that is drawn from a variety of CSS, constituted by civil society formations founded on different mandates, values and principles, but brought together by a common objective of advancing the goals of the NSP. The CSF agree to pursue its objectives of promoting best practice ethical code, in pursuit of cooperation, collaboration, mutual trust and consensus seeking to achieve justice for those infected and affected by HIV, TB & STIs.

Where disagreements on issues of ethical values and principles do arise, the CSF Members will seek to promote open communication and trust amongst the members of the CSS, in spirit of working together to resolve disputes around the CSS code given the eighteen (18) CSS that form the core machinery to drive the programmes of the NSP.

CSF Members and their respective CSS should proactively advance the objectives of the NSP and promote the values and rights embodied in the South African Constitution. The ongoing ethical conduct should be seen to be cascaded through positive endorsement within the rank and file of CSS Members at all functional levels.

Media exposure of CSF should desire for pursuing a co-operative and developmental approach to resolving disputes that might arise, and the CSF should avoid at all cost to promote ill-discipline by its members, where therefore need disciplined cadres to manage this work of the CSF efficiently and effectively:-

- 6.9.1 In this section, "CSF Member" includes an alternate CSF Member, and:-
 - 6.9.1.1 a Prescribed Officer; or
 - 6.9.1.2 a person who is a member of a Committee of the CSF, irrespective of whether or not the person is also a member of the CSF Members.
- 6.9.2 A CSF Member must:-
 - 6.9.2.1 not use the position as a CSF Member, or any information obtained while acting in the capacity of a CSF Member:-
 - o to gain an advantage for the CSF Member, or for another person other than the CSF or a wholly-owned subsidiary of the CSF; or
 - o to knowingly cause harm to the CSF or a subsidiary of the CSF; and
 - 6.9.2.1 communicate to the CSF at the earliest practicable opportunity any information that comes to the CSF Member's attention, unless the CSF Member reasonably believes that the information is:-
 - o immaterial to the CSF; or
 - o generally available to the public, or known to the other CSF Members; or
 - o is bound not to disclose that information by a legal or ethical obligation of confidentiality.
- 6.9.3 Subject to subsections (6.8.4) and (6.8.5), a CSF Member of SANAC CSF, when acting in that capacity, must exercise the powers and perform the functions of CSF Member:-
 - 6.9.3.1 in good faith and for a proper purpose;
 - 6.9.3.2 in the best interests of the CSF; and
 - 6.9.3.3 with the degree of care, skill and diligence that may reasonably be expected of a person:-
 - o carrying out the same functions in relation to the CSF as those carried out by that CSF Member; and
 - o having the general knowledge, skill and experience of that CSF Member.

- 6.9.4 CSF Members are expected to work in a collegiate and supportive fashion with any other CSF Member(s). If they have concerns about the behaviour or approach of any other CSF Member(s), they should act as follows:-
- 6.9.4.1 discuss their concerns with the individual concerned and resolve them if possible
- 6.9.4.2 if this is not possible, they should raise their concern with the Chairperson of the CSF, whom should:-
- meet with the individual(s) concerned (separately and/or jointly)
 - if necessary, appoint a 'neutral' third party to assist in the matter
 - or initiate a formal inquiry if appropriate
- 6.9.4.3 should the CSF Chairperson conclude that matter remains unresolved after these steps have been taken, then he or she should seek the advice of the Governance Committee
- 6.9.4.4 in the event that the CSF Member(s) is aggrieved by the outcomes of the Governance Committee, then they may escalate the matter to the SANAC Chairperson at that functional level, who will in turn if necessary seek further advice
- 6.9.4.5 in the event of concerns from a CSF Member(s) about the conduct of the CSF Chairperson, then the same principles should apply as in this section, through the Deputy Chairperson
- 6.9.5 CSF Members are expected at all times to acknowledge their role as a member of the CSF in the same corporate and positive style that the CSF seeks to promote. CSF Members should be mindful when writing or speaking on matters relating to NSP or any matter related to HIV, TB & STI that they have an obligation to present the policy, resolution(s), mandate and/or views of the CSF:-
- 6.9.5.1 should CSF Member(s) not be communicating the position of the CSF, they should make it clear in what capacity they are acting in and that the views that they express are not those of CSF.
- 6.9.6 In respect of any particular matter arising in the exercise of the powers or the performance of the functions of CSF Member, a particular CSF Member:-
- 6.9.6.1 will have satisfied the obligations of subsection (6.8.3.2) and (6.8.3.3) if:-
- the CSF Member has taken reasonably diligent steps to become informed about the matter, either:-
 - the CSF Member had no material personal financial interest in the subject matter of the decision, and had no reasonable basis to know that any related person had a personal financial interest in the matter; or
 - the CSF Member complied with the requirements of section (6.8.2) with respect to any interest contemplated in subparagraph (6.8.2.1); and the CSF Member made a decision, or supported the decision of a Committee or the CSF, with regard to that matter, and the CSF Member had a rational basis for believing, and did believe, that the decision was in the best interests of the CSF; and

- 6.9.6.2 is entitled to rely on:-
- the performance by any of the persons:-
 - referred to in subsection (6.8.5); or
 - to whom the CSF may reasonably have delegated, formally or informally by course of conduct, the authority or duty to perform one or more of the CSF functions that are delegable under applicable law; and
 - any information, opinions, recommendations, reports or statements, including financial statements and other financial data, prepared or presented by any of the persons specified in subsection (6.8.5).
- 6.9.7 To the extent contemplated in subsection (6.8.4.2), a CSF Member is entitled to rely on:-
- 6.9.7.1 one or more employees of the CSF whom the CSF Member reasonably believes to be reliable and competent in the functions performed or the information, opinions, reports or statements provided;
- 6.9.7.2 legal counsel, accountants, or other professional persons retained by the CSF, the CSF or a Committee as to matters involving skills or expertise that the CSF Member reasonably believes are matters:-
- within the particular person's professional or expert competence; or
 - as to which the particular person merits confidence; or
- 6.9.7.3 a Committee of the which the CSF Member is not a member, unless the CSF Member has reason to believe that the actions of the Committee do not merit confidence.
- 6.9.8 In meetings all individuals participating in the CSF meetings will be treated with dignity, honouring their uniqueness and value, there will be no tolerance for abuse, the use of derogatory remarks, personal insults, threats and any form of discrimination
- 6.9.8.1 Participants will respect the views of others and allow others an opportunity to speak without interruption. No member shall be allowed to address the CSF Chairperson more than once during the discussion of an item, not unless it is a follow-up
- 6.9.8.2 CSF meeting participants are expected to be constructive and represent interest of the CSS rather than distinctive constituencies
- 6.9.8.3 CSF Members are expected to have completed the necessary advance preparation for meetings
- 6.9.8.4 CSF Members should arrive on time for meetings and stay for the duration of the meetings
- 6.9.8.5 Communication in meetings will be clear, timely, and concise, to the topic, avoiding indecorous language and reference made to personae

6.10 Liability of SANAC Trust

- 6.10.1 In this section, “CSF Member” includes an Alternate CSF Member, and:-
- 6.10.1.1 CSF Members including Subsidiary Chairpersons; or
 - 6.10.1.2 a person who is a member of a Committee of the CSF, irrespective of whether or not the person is also a member of the CSF Members.
- 6.10.2 The SANAC Trust may be held liable if CSF Member:-
- 6.10.2.1 in accordance with the principles of the common law relating to breach of a fiduciary duty, for any loss, damages or costs sustained by the CSF as a consequence of any breach by the CSF Member of a duty contemplated in sections relating to declaration of personal interest and conduct of CSF Members; or
 - 6.10.2.2 in accordance with the principles of the common law relating to delict for any loss, damages or costs sustained by the CSF as a consequence of any breach by the CSF Member of:-
 - o a duty contemplated conduct of the CSF Members
 - o any provision of this ToR not otherwise mentioned in this section; or
 - o any provision of the CSF’s ToR.
- 6.10.3 The SANAC Trust is liable for any loss, damages or costs sustained by the CSF as a direct or indirect consequence of the CSF Member having:-
- 6.10.3.1 acted in the name of the CSF, signed anything on behalf of the CSF, or purported to bind the CSF or authorise the taking of any action by or on behalf of the CSF, despite knowing that the CSF Member lacked the authority to do so;
 - 6.10.3.2 acquiesced in the carrying on of the CSF’s business despite knowing that it was being conducted in a reckless trading manner (total liability exceeds total asset);
 - 6.10.3.3 been a party to an act or omission by the CSF despite knowing that the act or omission was calculated to defraud a creditor, employee or shareholder of the CSF, or had another fraudulent purpose;
 - 6.10.3.4 signed, consented to, or authorised, the publication of:-
 - o any financial statements that were false or misleading in a material respect; or
 - o an ‘untrue statement’ as defined or
 - o a statement to the effect that a person had consented to be a CSF Member of the CSF, when no such consent had been given, despite knowing that the statement was false, misleading or untrue, as the case may be, read with the changes required by the context, apply to limit the liability of a CSF Member in terms of this paragraph; or
 - o been present at a meeting, or participated in the making of a decision in, and failed to vote against:-
- 6.10.4 If the CSF Members has made a decision in a manner that contravened this ToR
- 6.10.4.1 the SANAC Trust, which has been or may be held liable may apply to a court for an order setting aside the decision; and
 - 6.10.4.2 the court may make:-
 - o an order setting aside the decision in whole or in part, absolutely or conditionally; and

- any further order that is just and equitable in the circumstances, including an order:-
 - to rectify the decision, reverse any transaction, or restore any consideration paid or benefit received by any person in terms of the decision of the CSF; and
 - requiring the CSF to indemnify any CSF Member who has been or may be held liable in terms of this section, including indemnification for the costs of the proceedings under this subsection.

6.11 Confidentiality

- 6.11.1 CSF should conduct itself in a manner that promotes cooperation and good relations among its CSF Members and other CSF Committees.
- 6.11.2 CSF Member(s) have an obligation to respect the confidentiality of information acquired during the course of performing the CSF functions
- 6.11.3 CSF Member(s) should always observe confidentiality, unless specific authority has been given to disclose information or there is a legal or professional right or duty to disclose such information.

7 Standard CSF Meetings Guidelines

7.1 CSF Meeting

- 7.1.1 The CSF Chairperson and the Secretariat must call a CSF Members meeting on mutual agreement, at any time and must give a notice of twenty (20) business days and CSF Members are allowed to participate in the meeting by means of electronic communication, provided that participation is concurrent and effective in the meeting.
- 7.1.2 The call for the meeting must be in writing. The CSF meeting can only take place if there is fifty percent plus one (50%+1) CSF Members accepting in writing the invitation to the CSF Members meeting. The CSF Members must acknowledge in writing or by means of email, accepting or declining the invitation.
- 7.1.3
- 7.1.9 Participants will speak only when recognised by the CSF Chairperson
- 7.1.10 The CSF Chairperson may request a CSF Member to withdraw from the meeting and be suspended for further participation of a meeting if the CSF Chairperson believes that a participant is in breach of the section 6.9
- 7.1.11 Once a matter is has been discussed and the CSF Chairperson has taken a ruling, no further correspondences will be entered into
- 7.1.12 In the case there is no consensus, the CSF Chairperson must put the motion to a vote
- 7.1.12 The matter(s) to be voted on must be specific and with certainty
 - 7.1.14.3 Any minutes of a meeting, or a resolution, signed by the Chairperson of the meeting, or at the next meeting of the CSF Members, is evidence of the proceedings of that meeting, or adoption of that resolution, as the case may be.
- 7.1.15 There shall be four (4) CSF Meetings each year.

7.2 CSF Special Meeting

The CSF Chairperson and the Secretariat may call a Special Meeting on mutual agreement at any time. A member of the CSF Members cannot appoint a person as his or her proxy to exercise rights to attend, to speak and/or vote at a meeting.

7.3 CSF Committee or Task Team Meeting

The Chairperson a Committee/Task Team and the Secretariat may call a CSF Committee meeting on mutual agreement at any time. A member of the CSF Members cannot appoint person as his or her proxy to exercise rights to attend, to speak and/or vote at a meeting.

7.4 Notice

7.4.1 Any notice to be given to or by any person pursuant to the ToR shall be in writing to an address for the time being notified for that purpose to the person giving the notice. A notice calling a meeting of the CSF Members need not be in writing.

7.4.2 CSF may give any notice to a person either personally or by sending it by post in a prepaid envelope addressed to his or her registered address or by leaving it at that address or by electronic communication to an address provided for that purpose or posted on a website where the recipient has been notified of such posting in a manner agreed by him or her.

7.4.3 A person present at any meeting of SANAC CSF shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.

7.4.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted or proof that an electronic communication has been transmitted to the proper address shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of forty-eight (48) hours after the envelope containing it was posted or in the case of a notice contained in an electronic communication at the expiration of forty-eight (48) hours after the time it was transmitted.

7.5 Length of Notice

7.5.2 A CSF Meeting shall be called by at least a fourteen (14)-business days notice

7.5.3 A Special Meeting shall be called by at least a seven (7)-business days notice unless urgent circumstances require shorter notice.

7.5.4 A CSF Committee Meeting shall be called by at least a seven (7)-business days' notice unless urgent circumstances require shorter notice.

7.5.6 A meeting may be called by shorter notice if it is so agreed by everyone entitled to attend and vote at it.

7.5.7 When a meeting is adjourned for fourteen (14) days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

7.6 Contents of Notice

Every Notice calling a meeting shall specify the place, day and time of the meeting, whether it is a, CSF Members Meeting, Special Meeting or CSF Committee/Task Team and the general nature of the business to be transacted. If a special resolution(s) is to be proposed at a CSF, Special or Committee meeting, the notice shall include the proposed resolution(s) and specify that it be proposed as a special resolution(s).

- 7.6.1 The authority to dictate what goes on the agenda (or comes off it), and what is actually addressed in the meeting is made by the Steering Committee by majority vote, the decision is that of the Committee, not the Chairperson or any individual member.
- 7.6.2 The Steering Committee has ultimate authority over the agenda, but may delegate the preparation of the agenda to the Secretariat.
- 7.6.3 Governance Committee will develop a process to solicit agenda items from CSF Members.
- 7.6.4 A proposed agenda circulated to the CSF through the Secretariat will provide the CSF an opportunity to review and suggested revisions in the proposed agenda before the vote to approve the proposed agenda as a final agenda for adoption by the Governance Committee.
- 7.6.5 A CSF Member's request to have an item included on the proposed agenda can be overruled.
- 7.6.6 Service of Notice of meetings and written resolution(s) in place of meetings shall be given to each person entitled to vote at the meeting

7.7 Quorum

No business shall be transacted at any meeting unless a quorum is present. Fifty percent plus one (50%+1) CSF present and entitled to vote shall be a quorum. If such a quorum is not present within an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and places the CSF Members may determine and if at the adjourned meeting a quorum is not present within an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

7.8 Chairperson

The Chairperson of the CSF Members or in his or her absence the Deputy Chairperson(s) or if both are absent, another CSF Member nominated by the CSF Members shall preside as Chairperson of each meeting. The Chairperson should ensure:-

- 7.8.1 control over the running of the meeting
- 7.8.2 all discussions during the meeting must be addressed through the Chairperson
- 7.8.3 CSF Members must not interrupt one another when discussions are underway
- 7.8.4 during discussions CSF Members aim to reach a consensus, and if they fail to reach consensus a vote must be taken to ensure a decision is reached
- 7.8.5 in the case of an equality of votes, the Chairperson of the meeting shall be entitled to a casting vote
- 7.8.6 at all times that discussion are focused and do not deviate from the point of discussion
- 7.8.7 involvement of all CSF Members and CSS present in the meeting and should not allow a few CSF Members or CSS to dominate the meeting discussion
- 7.8.8 the pacing of the meeting, ensuring that it adheres to time placed against the agenda items on the programme, and to ensure that all CSF Members do not bog down the deliberations.

7.9 Irregularities

- 7.9.1 The proceedings at any meeting shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice unless such specification is a requirement of the ToR.
- 7.9.2 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairperson whose decision shall be final and binding.

7.10 Conflicts of Interest

Whenever a person has a personal interest in a matter to be discussed at a meeting, and whenever a person has an interest in another CSF whose interests are reasonably likely to conflict with those of the CSF in relation to a matter to be discussed at a meeting, he or she must:-

- 7.10.1 declare an interest before discussion begins on the matter;
- 7.10.2 withdraw from that part of the meeting unless expressly invited to remain;
- 7.10.3 in the case of personal interests not be counted in the quorum for that part of the meeting;
- 7.10.4 in the case of personal interests withdraw during the vote and have no vote on the matter.

7.11 Voting

- 7.11.1 A motion at a meeting will be carried by unanimous consensus, unless disputed.
- 7.11.2 Every CSS present and entitled to vote shall have one vote excluding the CSF Chairperson(s). A motion put to the vote at a meeting shall be decided on a show of a hand per CSS, unless a motion is requested for a secrete vote which will be put to the CSF for voting on that decision.
- 7.11.3 A declaration by the Chairperson of the meeting that a motion has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 7.11.4 Except where otherwise required by the ToR, questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairperson of the meeting shall be entitled to a casting of a vote as per sub-section 7.13.2.
- 7.11.5 Putting forward and voting on a motion:-
- 7.11.5.1 A CSF Member of the meeting puts forward a clear and concise proposal for a decision or action to the meeting via the Chairperson;
- 7.11.5.2 A second (2nd) CSF Member agrees to 'second' the motion;
- 7.11.5.3 The Chairperson then opens up debate on the motion, followed by discussions of speakers for and against the motion;
- 7.11.5.4 The motion is read aloud and voted on;

- 7.11.5.5 A motions as a proposal that is put before a meeting for discussion and a decision, once passed becomes the CSF resolution;
- 7.11.5.6 Resolutions are binding and should be formally recorded in the minutes along with the names and CSS of the mover and seconder.
- 7.11.6 Election process of CSF Member(s):-
 - 7.11.6.1 A voting quorum constitute fifty percent plus one (50%+1) of CSS including subsidiary CSF Chairpersons to be present for the election process to proceed;
 - 7.11.6.2 Nomination will take place at the CSF meeting. Upon being nominated, the nominated person must accept or decline the nomination. Nominations will be taken for all positions. In an election, if more than three (3) nominations are received, the top three (3) will be considered. In the event that only one (1) person is nominated, such a person will be deemed to have been elected into that office;
 - 7.11.6.3 Voting for CSF Member(s) will only be by secret ballot;
 - 7.11.6.4 There will only be one (1) vote per sector. There will be no transfer of voting powers (proxies) allowed amongst voting members;
 - 7.11.6.5 An independent body mandated by Governance Committee shall conduct elections;
 - 7.11.6.6 The electoral body will document the election process in a transparent manner and provide a report at the end of the process;
 - 7.11.6.7 Each CSS must disclose proof of the CSS results according to sub-section 5.1.1.2;
 - 7.11.6.8 Objections should be lodged in writing to the CSF Chairperson within seven (7) working days after the elections. The CSF Chairperson (if the issue of objection is about the CSF Chairperson, the Deputy Chairperson will attend to the matter) will hand over the objection to the higher-ranking CSF Chairperson to resolve such an objection. The senior CSF Chairperson decision will be final and binding.

7.12 Written Resolutions

A written resolution(s) signed by the required majority in accordance with the ToR shall be as valid and effectual as if it had been passed at a meeting duly convened and may consist of several instruments in the like form each signed by or on behalf of one or more of those entitled to vote. The date of a written resolution(s) shall be the date on which the last person signs.

- 7.12.1 Every twelve (12) calendar months all resolutions must be collated together and be named under that particular year for easy of reference.

7.13 Adjournment

The Chairperson of the meeting may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.

8. Indemnity

- 8.1 Subject to the provisions of the ToR but without prejudice to any indemnity to which a CSF Member may otherwise be entitled, every CSF Member or other officer shall be indemnified out of the assets of SANAC CSF: against all costs charges expenses or liabilities incurred by him or her:-
- 8.1.1 in defending any civil or criminal proceedings in which judgment is given in his or her favour or in which he or she is acquitted; and
- 8.1.2 in connection with any application in which relief from liability is granted to him or her by the court where such proceedings or application arise as a result of any actual or alleged negligence, default, breach of duty or breach of trust in relation to SANAC CSF; and
- 8.1.3 against all costs, charges, losses, expenses or liabilities incurred by him or her in the proper execution and discharge of his or her duties or in relation to SANAC CSF.

9 Special Resolutions of the Terms of Reference

There are three (3) occasions when the ToR requires more than a simple majority votes to pass a motion, which require a seventy five plus one percent (75%+1) of the National CSF Members to become a resolution.

The National CSF Members will pass a Special Resolution of the ToR. Under the following circumstances:-

9.1 Amendment of the ToR

9.1.1

The Amendment will occur under the ensuing, but not limited to the following circumstances:-

- 9.1.1.1 ensure the ToR is aligned with current regulatory requirements
- 9.1.1.2 ensure consistency with SANAC and the NSP
- 9.1.1.3 reflect new technologies and changes to technical information.

9.2 Amalgamation with another Association

9.2.1

The Amalgamation will occur under the ensuing, but not limited to the following circumstances:-

- 9.2.1.1 growth by reducing competition, to yield synergy that optimally utilize production and capacity with associations pursuing similar objective(s), maximizing impact
- 9.2.1.2 diversification to expand and advance a broader mandate to optimize resource
- 9.2.1.3 alleviation of a dysfunctional CSF

9.3 Dissolution of the CSF

- 9.3.1 SANAC CSF will be dissolved once all the creditors are informed of such intention. After paying all liabilities, the excess will be transferred to a public benefit organisation, which has been approved in terms of Section 30 of the Income Tax Act No 50, 1962; or any institution, board or body which is exempt from the payment of income tax in terms of section 10(1)(cA) (i) of the Income Tax Act No 50, 1962, which has as its sole or principal object the carrying on of any public benefit activity; any department of state or administration in the national or provincial or local sphere of government of the Republic of South Africa, contemplated in section 10(1)(a) or (b) of the Income Tax Act No 50, 1962.

The Dissolution will occur under the ensuing, but not limited to the following circumstances:-

- 9.3.1.1 it has achieved its mission; or
- 9.3.2.2 total liabilities exceeds the total assets; or
- 9.3.3.3 rescue plan, did not achieve its objective.



**The Terms of Reference is approved and accepted by The CSF Members of
SANAC CSF**

Chairperson Signature

Secretariat Signature

First and last Name

First and last Name

Date of the Signature

Date of the Signature