



South African
Association of
Audiologists

CARING FOR YOUR HEARING.

CONSTITUTION

SAAA

CONSTITUTION OF A VOLUNTARY ASSOCIATION

Name of Association: **SOUTH AFRICAN ASSOCIATION OF AUDIOLOGISTS**

This Constitution was adopted in accordance with a proposal by the National Management Committee issued on 14 November 2019 and adopted by a special resolution taken by the voting members at a General Meeting of Members held on 14 November 2019.

Signed:

A handwritten signature in black ink, appearing to read 'Susan Strauss', written in a cursive style.

Date: 14 November 2019

Susan Strauss

SAAA President

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1. INTERPRETATION

In the interpretation of this MOI and unless contrary to or excluded by the subject or context:

- 1.1. Any word herein signifying:
 - 1.1.1. The singular shall include the plural and vice versa;
 - 1.1.2. The masculine shall include the feminine and the neuter;
- 1.2. Any word herein which is defined in the Act and is not defined in Clause 1.5 shall bear that statutory meaning in this MOI;
- 1.3. Each term, power or authority herein shall be given the widest possible interpretation;
- 1.4. Each of the following words and expressions herein shall have the meaning stated opposite it and, where applicable, shall include the word or expression stated opposite it:
 - 1.4.1. "The Association" means the South African Association of Audiologists (SAAA);
 - 1.4.2. "The Chairperson" shall mean the chairperson of the Executive Council for the time being of the Association elected in terms of Clause 19.9;
 - 1.4.3. "Constitution" shall mean the Constitution of the Association for the time being in force, as contained in this document;
 - 1.4.4. "The Council" means the Health Professions Council of South Africa (HPCSA);
 - 1.4.5. "CPD" shall mean the Continuing Professional Development policy of the Association and the Council;
 - 1.4.6. "Executive Council" means Executive Council members elected as per paragraph 19.5 of this Constitution.
 - 1.4.7. "Graduate" shall mean a person who has successfully completed a relevant training course at any one of the recognised training facilities in South Africa and has received an appropriate degree and is thus qualified as either an Audiologist or is dually qualified as a Speech Therapist and Audiologist;
 - 1.4.8. "General meeting" shall mean any general meeting of the Association or any adjournment thereof, including an annual general meeting convened in terms of Clause 13 as the case may be;
 - 1.4.9. "Member" shall mean a person, at the relevant time, is a properly admitted Member in any one of the classes of Membership stated in Clause 8 of this Constitution;

- 1.4.10. "Member in good standing" means a person who is not in breach of this Constitution;
- 1.4.11. "The office" shall mean the registered office for the time being of the Association;
- 1.4.12. "Ordinary Resolution" shall mean a resolution where the majority of those members entitled to vote, vote in favour of the proposed resolution;
- 1.4.13. "Person" shall include any natural person, Association or body corporate, a statutory body, a partnership or an association of persons, as the case may be;
- 1.4.14. "President" shall mean the National President of the Association, elected from time to time in accordance with Clause 22 of this Constitution;
- 1.4.15. "The Republic" shall mean the Republic of South Africa;
- 1.4.16. Register shall mean the register of members kept by the Association as provided for in this Constitution.
- 1.4.17. "Secretary" shall mean a person appointed to perform the duties of a secretary of the Association in accordance with the SAAA Policies and Procedures.
- 1.4.18. "Sign" shall include the reproduction of signature by lithography, printing with an India-rubber stamp or any other mechanical or electronic process including partly the one and partly the other process and "signature" has the corresponding meaning;
- 1.4.19. "Writing" shall include printing, typewriting, lithography or any other mechanical or electronic process, or partly one and partly the other.

PART A: INTRODUCTION

2. NAME

- 2.1. The Association is hereby constituted **as a voluntary association** and will be called: South African Association of Audiologists (SAAA).
- 2.2. Its shortened name will be SAAA.

3. PURPOSE AND OBJECTS OF THE ASSOCIATION

3.1. PURPOSE DESCRIBING THE MAIN BUSINESS

The main business of the Association is the development and promotion of the practice of Audiology as an autonomous profession. To this end, the Association provides a forum to facilitate a united, professional identity for the profession to include, but not restricted to, the provision of support, public accountability and representation of the profession at the level of all identified stakeholders.

3.2. MAIN OBJECTS

The main objects of the Association are:

- 3.2.1 Without limiting the generality of the above, the objectives include the following:
 - 3.2.1.1 To promote the development of research into the practice of Audiology, skills development, theory and knowledge building and promote these amongst members and in the community as widely as possible;
 - 3.2.1.2. To formulate, monitor, and review standards of ethical behaviour for the public good in the practice of Audiology;
- 3.2.2. To formulate, monitor, and review standards of training and education leading to recognition as a professional Audiologist;
- 3.2.3. To foster opportunities for professional development through activities such as conferences, workshops, publications, electronic media etc.;
- 3.2.4. To coordinate the provision of relevant information on qualified Audiologists to the community, medical fraternity, Medical Aid companies, colleagues and related healthcare professions, through a Register of Member Audiologists;
- 3.2.5. To liaise with other relevant national and international organisations;
- 3.2.6. To operate on a non-profit basis.

4. POWERS AND CAPACITY OF THE ASSOCIATION

- 4.1. The Association shall be entitled to form and to have an interest in any companies or Associations only having the same or similar objects to the Association for the purpose of acquiring the undertaking of all or any of the assets or liabilities of that Association or companies or Associations or for any other purpose which may seem, directly or indirectly, calculated to benefit the Association, and to transfer to any such Association or companies or Associations the undertaking of all **or** any assets or liabilities of the Association;
- 4.2. The Association shall be entitled to amalgamate with other companies only in so far as they have the same or similar objects to the Association;
- 4.3. The Association shall only be entitled to take part in the management, supervision and control of business or operations of any other association or business having the same or similar objects as the Association and to enter into partnerships having the same or similar objects as the Association;

- 4.4. The Association shall be entitled to make donations to organisations having the same or similar objects to that of the Association;
- 4.5. The Association may employ such salaried staff as may be deemed necessary to fulfil and carry out its objectives;
- 4.6. The Association shall be entitled to pay gratuities to members of the National Management Committee, office bearers committee members and employees and to establish a pension scheme and medical aid scheme in so far as such gratuities or benefits are not contrary to any law of the Republic of South Africa;
- 4.7. The Association shall not be entitled to distribute any of its assets among its members;
- 4.8. The Association shall be entitled to bind members to contribute by way of entrance fees, membership fees, re-entrance fees and levies towards the funds of the Association and to enforce payment of, and to collect and receive from members such entrance fees, membership fees, contributions, re-entrance fees and levies;
- 4.9. The Association shall be entitled to enforce compliance with its Constitution and any other provisions in such manner as it may deem fit by imposing punitive action in the form of expulsion and/or suspension;
- 4.10. Notwithstanding the omission from this Constitution of any provision to that effect, the Association may do anything which the Act empowers an Association to do if so authorized by its Constitution.
- 4.11. The Association may be able to sue and be sued;
- 4.12. The name of the Association may be changed to any other name as may be passed by special resolution at a General Meeting of the Association.

5. CONDITIONS

- 5.1. The Association shall ensure that substantially the whole of its activities are directed to the furtherance of its principal objects and not for the specific benefit of an individual member or minority group.
- 5.2. The Association is prohibited from having a share or other interest in any business, profession or occupation which is carried on by the members.
- 5.3. The Association must not:

- 5.3.1. Directly or indirectly, pay any portion of its income or transfer any of its assets, regardless of how the income or asset was derived, to any person who is a member or Management Committee member of the Association, except as:
 - 5.3.1.1. Reasonable remuneration for goods delivered or services rendered to, or at the direction of, the Association; or
 - 5.3.1.2. Payment of, or reimbursement for, expenses incurred to advance a stated object of the Association; or
 - 5.3.1.3. As a payment of an amount due and payable by the Association in terms of a valid agreement between the Association and that person or another; or
 - 5.3.1.4. As a payment in respect of any rights of that person, to the extent that such rights are administered by the Association in order to advance a stated object of the Association; or
 - 5.3.1.5. In respect of any legal obligation binding on the Association.
- 5.4. The Association may not, directly or indirectly, distribute any of its funds or assets to any person other than in the furtherance of its objects.

6. ASSOCIATION POLICIES

- 6.1. The Executive Council may make, amend or repeal any necessary or incidental policies relating to the governance of the Association in respect of matters that are not addressed in this Constitution, by publishing a copy of those policies and distributing same to the members of the Association and filing a copy of those rules.
- 6.2. A policy contemplated:
 - 6.2.1. Must be consistent with this Constitution, and any such policy that is inconsistent with this Constitution is to be regarded as void;
 - 6.2.2. Takes effect on the date specified in the rule, and if not so specified, then it will take effect 20 (twenty) business days after the policy is published.
 - 6.2.2.1. Will be binding on an interim basis from the time it takes effect until it is put to a vote at the next general meeting of the Association; and on a permanent basis only if it has been ratified by an ordinary resolution at the next general meeting.
- 6.3. If the Executive Council institutes any policies, it must file a copy of those policies in the manner prescribed in the Policies and Procedures manual and must publish them

by sending a copy of those policies electronically to each member and/or by publishing them on the Association's website.

- 6.4. If the Executive Council, or any individual authorized by the Executive Council, alters this Constitution or any policies instituted by it in any manner necessary to correct a patent error in spelling, punctuation, reference, grammar or similar defect on the face of the document, it must publish a notice of such alteration by sending a copy of the altered policies or Constitution, as the case may be, electronically to each member and/or by publishing them on the Association's website, and must file a notice of alteration in the manner prescribed by the Act.
- 6.5. Save for correcting errors substantiated as such from objective evidence or which are self- evident errors in the Constitution (including spelling, punctuation, reference, grammar or similar defects), which the National Management Committee is empowered to do, all other amendments of the Constitution shall be effected in accordance with this Constitution.

PART B: MEMBERS AND MEMBERSHIP

7. NUMBER AND APPLICATION

- 7.1. There is no limitation on the number of members of the Association.
- 7.2. Whether or not a person may become a member of the Association is within the sole discretion of the Executive Council and their decision shall be final and binding.
- 7.3. The Executive Council shall be entitled to refuse any application without explanation.
- 7.4. Applications for membership shall be in writing on a form prescribed by the Executive Council, and shall contain such particulars as shall be required by the National Management Committee, and shall be signed by the applicant.
 - 7.4.1. Unless otherwise stated, all applications for SAAA membership shall be supported by a proposer who shall be a voting member of the SAAA in good standing at the time of application.
 - 7.4.2. Such an application form shall incorporate:
 - 7.4.2.1. An acceptance of the Association's code of conduct and policies and adherence to the SAAA Constitution by the applicant.

- 7.5. Applications for Student Membership shall be done in writing on a form prescribed by the Management Committee, and shall be signed by the applicant.
- 7.6. The signature of the candidate to the application form for membership shall be deemed an acknowledgement that he or she will, if elected, be bound by the Constitution and policies of the Association.
- 7.7. At any General Meeting of the Association, on the recommendation of the Executive Council, any audiologist may be elected an Honorary Life Member or any person may be elected an Honorary Associate Member of the Association.
- 7.8. Any Member may withdraw from the Association by giving notice in writing of her/his intention to do so, and, upon expiration of such notice, he shall remain liable for payment of arrears of subscription or other money (if any) due to the Association upon his ceasing to be a Member.
- 7.9. Membership shall commence upon:
 - 7.9.1. Written confirmation by the Association of the National Management Committee's approval;
 - 7.9.2. Payment of the annual membership fees in such manner as prescribed by the Association from time to time; and The Association shall maintain a register of members of the Association.
- 7.10. The Association shall maintain a register of members of the Association.

8. MEMBERSHIP CATEGORIES

The members of the Association shall consist of voting and non-voting members.

8.1. VOTING MEMBERS

8.1.1. GRADUATE MEMBERS WITH CPD

- 8.1.1.1. Graduate Members with CPD shall comprise every audiologist who, at the date of adoption of these clauses, is on the Register as a Graduate Member of the Association; and every audiologist thereafter accepted or to be accepted into the class of Graduate Members.
- 8.1.1.2. Every candidate eligible as a Graduate Member shall be registered with the Health Professions Council of South Africa, irrespective of sphere of practice or employment such as audiologists in private practice, public service, research, academia and industry.

- 8.1.1.3. Graduate members with CPD have access to online continuing professional development (CPD).

8.1.2. GRADUATE MEMBERS WITHOUT CPD

- 8.1.2.1. Graduate Members without CPD shall comprise every audiologist who, at the date of adoption of these clauses, is on the Register as a Graduate Member of the Association; and every audiologist thereafter accepted or be accepted into the class of Graduate Members.
- 8.1.2.2. Every candidate eligible as a Graduate Member shall be registered with the Health Professions Council of South Africa, irrespective of sphere of practice or employment such as audiologists in private practice, public service, research, academia and industry.
- 8.1.2.3. Graduate members without CPD shall not have access to online continuing professional development (CPD).

8.1.3. NON-PRACTICING MEMBERS

- 8.1.3.1. Non-practicing membership may be granted to graduate members who have retired from active practice or any audiologist who, for any reason, does not practice audiology or who is not actively involved in audiology science within the borders of South Africa. Such members may include, but are not restricted to audiologists who practice outside the Republic, audiologists who have retired from active practice or audiologists who are employed in capacities other than that of an audiologist.
- 8.1.3.2. Non-practicing members will receive copies of publications of the Association in electronic format.
- 8.1.3.3. Non-Practicing members shall contribute to the funds of the Association in accordance with membership fees as determined by the Board.

8.1.4. HONORARY LIFE MEMBERS

- 8.1.4.1. Any member of the SAAA who has given long and valuable support or outstanding service to the association or the profession of audiology may be awarded Honorary Life Membership at an Annual General Meeting of the Association.
- 8.1.4.2. Honorary Life Members are nominated by the Executive Council for ratification by the SAAA members at an Annual General Meeting. Honorary Life Members do not pay annual subscription fees but receive full benefits.

8.2. NON-VOTING MEMBERS

8.2.1. STUDENT MEMBERS

- 8.2.1.1. Student Members shall comprise those persons who, at the time of adoption of these Clauses, are on the Register as Student Members of the Association, and every person thereafter elected as such.
- 8.2.1.2. Before election of a candidate as a Student Member, the **Executive Council** shall be satisfied that he or she is a registered undergraduate student of Audiology at an approved teaching institution.
- 8.2.1.3. A Student Member shall cease to be a Student Member on being elected a Graduate Member or when ceasing to be a registered under-graduate student at an approved teaching institution.
- 8.2.1.4. Student Members shall enjoy such privileges as the Executive Council may from time to time determine; provided that a Student Member shall not be entitled to receive notice or vote at Meetings of the Association or to be elected to the Executive Council or to nominate candidates for election to the Executive Council or to take part in the management of the affairs of the Association, with the exception of meetings of Student members.

8.2.2. COMMUNITY SERVICE MEMBERS

- 8.2.2.1. Community Service Members shall comprise those persons who, at the time of adoption of these clauses, are on the Register as Community Service Members of the Association, and every person thereafter elected as such.
- 8.2.2.2. Before election of a candidate as a Community Service Member, the Executive Council shall be satisfied that he or she is employed as a community service audiologist at an approved facility.
- 8.2.2.3. A Community Service Member shall cease to be a Community Service Member on being elected a Graduate Member or when ceasing to employment as a community service audiologist.
- 8.2.2.4. Community Service Members shall enjoy such privileges as the Executive Council may from time to time determine; provided that a Community Service shall not be entitled to receive notice or vote at general meetings of the Association or to be elected to the Executive Council or to nominate candidates for election to the Executive Council or to take part in the management of the affairs of the Association, with the exception of meetings of students.

8.2.3. HONORARY ASSOCIATE MEMBERS

- 8.2.3.1. Honorary Associate Members shall comprise those persons who, at the time of adoption of these Clauses, are on the Register as Honorary Associate Members of the Association, and every person thereafter elected as such.
- 8.2.3.2. Honorary Associate Membership may be accorded to such persons who are not audiologists and who have rendered exceptional service within the field of audiology and/or the Association.
- 8.2.3.3. Honorary Associate Members shall be entitled to the same privileges of Membership as Graduate Members, except the right to vote at Meetings of the Association and the right to nominate persons for admission as Members of the Association, but they shall be entitled to receive notice of and to attend and to speak at such Meetings.
- 8.2.3.4. Honorary Associate Members shall not be required to contribute to the funds of the Association.

9. MEMBERSHIP FEES

- 9.1. Annual membership fees, to be determined by the Executive Council, shall be paid to the Association by each member against the production of a valid tax invoice by the Association.
 - 9.1.1. Such annual subscriptions shall be payable by all members not later than 31 March of that year.
- 9.2. The Executive Council may determine rebates and discounts for, *inter alia*, early payment, it being recorded that such membership fees may vary depending on the category of membership.
 - 9.2.1. Such discounts may also be granted on motivation from members based on personal circumstances for a period of no longer than one year with the option of review.
- 9.3. The Executive Council may propose levies and such levies shall become binding on the Ordinary, junior and Non-Practicing members if approved by the members in a general meeting.
- 9.4. Student and Community Service Members will be offered free membership.
- 9.5. If a Member defaults in the payment of any subscription, for more than one month after notice of the amount payable by him, his privileges of membership may thereafter *ipso facto* be suspended until such payment is made.

10. RIGHTS AND PRIVILEGES OF MEMBERS OF THE ASSOCIATION

10.1. Every member shall have the right to:

10.1.1. Display his /her membership to the public subject to the rules governing advertising by the Council;

10.1.2. Display any symbols, logos or other distinctive marks of the Association on stationary and/or display signs in connection with the member's practice;

10.1.3. Attend any meeting of the Association other than the meetings of the Executive Council and the Disciplinary Committee (if any) unless invited thereto;

10.1.4. Any information or communication held by the Executive Council upon a request in writing by a member other than information which the Executive Council may refuse to grant access in terms of applicable legislation or considered not to be in the best interest of the Association or the profession at that time;

10.1.5. Utilise the facilities of and service offered by the Association;

10.1.6. Receive official publications or materials of the Association on payment of the purchase price to be determined by the National Management Committee where and if applicable;

10.1.7. Nominate new members in accordance with protocols contained in this Constitution;

10.1.8. Propose items on the agenda of general meeting of members in accordance with the Policies and Procedures of the Association;

10.1.9. Nominate members of the Executive Council in accordance with protocols stated in this Constitution;

10.1.10. Vote at any general meeting of the Association in accordance with protocols contained in this Constitution.

11. TERMINATION OF MEMBERSHIP

A member shall ipso facto cease to be a member of the Association:

11.1. If she/he is suspended or expelled as a member by the Executive Council;

11.2. If by notice in writing to the Association she/he resigns as a member.

- 11.3. The Executive Council shall have the power, in their sole and absolute discretion, to terminate a member's membership if:
 - 11.3.1. The member is guilty of conduct detrimental to the interests and/or objects of the Association;
 - 11.3.2. The member has contravened the code of conduct or policies of the Association through its actions, omissions or in any other way;
 - 11.3.3. It is detrimental to the interests of the Association that the member should continue to be a member of the Association;
 - 11.3.4. The member, after written notice by the Association, fails to pay the prescribed membership fees of the Association that may be due and payable within a reasonable time of such notice or as stated within this Constitution.
- 11.4. The Executive Council shall furnish their reasons for terminating a member's membership to that member in writing.
- 11.5. A member whose membership has been terminated shall remain liable for all sums that may, at the date of termination of her/his membership, be due by her/him to the Association and shall not be entitled to any refund of any monies already paid nor have any claim against the Association.

PART C: GENERAL MEETINGS

12. GENERAL MEETINGS

- 12.1. The Association, in accordance with this Constitution, shall hold general meetings of members to be known and described in the notices calling such meetings Annual General Meetings.
- 12.2. The Executive Council may, whenever they deem it necessary, convene a general meeting to be known as a Special General Meeting,
- 12.3. Every meeting of members shall, unless otherwise resolved by the Executive Council, be held in the city or town in which the Association's registered office is for the time being situated.

13. ANNUAL GENERAL MEETING

13.1. FREQUENCY

- 13.1.1. The Association shall in each year hold an Annual General Meeting after the end of the Association's financial year in accordance with the Act.

14. NOTICE OF GENERAL MEETINGS

- 14.1. Notice of the Annual General Meeting shall be given to Members of the Association at least four weeks before the meeting, specifying the time and address and shall include:

14.1.1. The agenda of the meeting

14.1.2. The minutes of the previous AGM or any subsequent Special General meetings;

14.1.3. Any motion received to be tabled at the meeting

14.1.4. A proxy vote form

14.2. A call for nominations for offices which may be or become vacant as well as nominations already received for these vacant offices.

14.3. A Member of the Association may introduce, at an Annual General Meeting, any matter not appearing in the notice of the meeting provided:

14.3.1. The Chairperson gives his or her consent; or

14.3.2. The remaining Members present give their approval by passing a resolution by a simple majority.

14.4. Notice by the Association to any member shall be regarded as validly given if it is either delivered personally to the member or in writing to him at his address reflected on the role of members.

14.5. Any notice, if given by registered post, shall be deemed to have been received on the 7th (seventh) day following the day that same was handed in at the post office. In proving the giving of the notice sent by registered post it shall be sufficient to prove that the letter containing the notice was properly addressed and handed in at the post office.

- 14.6. Subject to the provisions of the Act or this Constitution:
 - 14.6.1. Not less than 30 (thirty) clear days' notice in writing of an annual general meeting or of a general meeting at which a special resolution is to be proposed, shall be given to all members;
 - 14.6.2. Not less than 14 (fourteen) clear days' notice in writing of any other general meeting shall be given to all members.
 - 14.6.3. Any item or items proposed by a voting member of the SAAA to be included within the agenda of any general meeting of members shall be in writing, to be received by the Board at least 14 (fourteen) days prior to the stipulated timeline for notice to be given to members for an annual general meeting or special general meeting as stated in this Constitution. Therefore:
 - 14.6.3.1. A proposed item from a voting member to be included in the agenda for an annual general meeting shall reach the Management Committee not less than 44 (forty-four) days prior to the AGM.
 - 14.6.3.2. A proposed item from a voting to be included in the agenda for a special general meeting shall reach the Board not less than 35 (thirty five) days prior to the special general meeting.
 - 14.6.4. The notice period as provided for in Clause 14.3.1 shall be exclusive of the day on which the notice is served or deemed to be served and exclusive of the date of the meeting.
 - 14.6.5. The notice of a general meeting shall state -
 - 14.6.5.1. The place, day and hour of that meeting; and
 - 14.6.5.2. The matters which will be considered at such meeting.
- 14.7. A meeting of the Association shall, notwithstanding the fact that it is called by shorter notice than that specified in this Constitution, be deemed to have been duly called if it is so agreed by:
 - 14.7.1. A majority in number of the members having a right to attend and vote at the meeting, being a majority holding a total voting right of all the members.
- 14.8. The inadvertent omission to give notice of a meeting to, or the non-receipt of a notice of a meeting by any person entitled to receive such notice, shall not invalidate the proceedings at that meeting.

15. PROCEEDINGS AT GENERAL MEETINGS

- 15.1. The annual general meeting shall deal with and dispose of all matters prescribed by this Constitution, including the consideration of the annual audited financial statements and the appointment of an auditor and may deal with any other business laid before it.
- 15.2. No official business shall be transacted at any general meeting not stated on the agenda as disseminated to the voting members of the association as per Clause 14 of this Constitution.
- 15.3. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, a quorum at any general meeting shall be 20 (twenty) members entitled to vote and who are present in person at the commencement and throughout the meeting.
- 15.4. The President shall preside as chairperson at every general meeting of the Association.
- 15.5. If at any meeting the Chairman is not present within 15 (fifteen) minutes after the time appointed for holding the meeting or is unwilling to act as chairman, the President-elect or one of the appointed Executive Council present shall be chairman of the meeting.
- 15.6. If all the members of the Executive Council present declines to take the chair, they shall choose a member present to be chairperson of the meeting.
- 15.7. The chairman of the meeting may, with the consent of the majority of members present at any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place. When a meeting is adjourned, the provisions of Clauses 15.4 shall apply to such adjournment.
- 15.8. If within half an hour of the time fixed for the Annual General Meeting, no quorum is present, the meeting stands adjourned for thirty minutes allowing additional time for a quorum to be present. If, after the additional time, there is still no quorum present, then the members present will be regarded as a quorum and the meeting may continue as originally scheduled.

16. VOTES OF MEMBERS AT GENERAL MEETINGS

- 16.1. Each voting member of the Association, in good standing and not being in arrears with their membership fees or any levies due by them at the time of voting, present in person or by proxy at any meeting of the Association shall have 1 (one) vote.
- 16.2. At any meeting of members, a resolution put to the vote of the meeting shall be decided on a show of hands.
- 16.3. In the case of a secret ballot 2 (two) people appointed by the chairperson shall collect and count the ballots, the results of which shall be handed to the chairperson.
- 16.4. A declaration by the chairperson that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book of the Association, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, such resolution.
- 16.5. No objection shall be raised as to the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is, or may be given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection shall be referred to the chairperson of the meeting, whose decision shall be final and conclusive.
- 16.6. In the case of an equality of votes, the chairperson of the meeting shall be entitled to a second or casting vote.
- 16.7. A question arising at the Annual General Meeting of the Association shall be determined on a show of hands unless the Chairperson specifically request for a written ballot.
- 16.8. Decisions (other than Special Resolutions) shall be made by a resolution passed by a majority of Members then present and entitled to vote.
- 16.9. A Special Resolution shall be passed only when not less than three quarters of those Members present, physically or by proxy and entitled to vote at an Annual General Meeting, vote in favour of the resolution.
- 16.10. Each Member has one vote and in the case of an equality of voting on a question, the Chairperson is entitled to exercise a second or casting vote.
- 16.11. All votes shall be given personally or by proxy.

17. PROXIES

- 17.1. Members may only appoint a proxy who is a voting member in good standing of the Association.
- 17.2. The form, in accordance with Clause 17.9, appointing a proxy shall be in writing, dated and signed by the member entitled to vote under the hand of the member entitled to vote.
- 17.3. The form appointing a proxy shall be deposited at the registered office of the Association not less than 24 (twenty-four) hours (or such lesser period as the Management Committee may unanimously determine in relation to any particular meeting) before the time for holding the meeting (including an adjourned meeting) at which the person named in the form proposes to vote, and in default the form of proxy shall not be treated as valid.
- 17.4. A form appointing a proxy shall be valid in respect of a particular general meeting only.
- 17.5. No member shall be entitled to hold more than 3 (three) proxies at any meeting of the Association.
- 17.6. The instrument appointing a proxy to vote at a meeting of the Association shall be deemed also to confer authority to demand or join in demanding a poll, and for the purposes of Section 198(1) of the Act, a demand by a proxy shall be the same as a demand by a member.
- 17.7. No instrument appointing a proxy shall be valid after the expiration of 6 (six) months from the date when it was signed, unless so specifically stated in the proxy itself and no proxy shall be used at an adjourned meeting which could not have been used at the original meeting.
- 17.8. The instrument appointing a proxy shall, subject to the provisions of this Constitution and be in the form or as near thereto as circumstances permit as per Annexure A.
- 17.9. Each Member entitled to vote may appoint another Member, who is entitled to vote, as a proxy by notice to the Secretary no later than twenty-four hours before the time of the General Meeting in respect of which the proxy is appointed.

18. RECORDS OF GENERAL MEETINGS

- 18.1. The Executive Council shall cause a record to be made of the proceedings at every general meeting, including all resolutions passed at such meetings and shall cause

such record and all resolutions passed to be inserted in a book provided for that purpose.

- 18.2. Any copy of any record or resolution referred to in Clause 16.2 which purports to be signed by the President or member of the Executive Council, shall be evidence of the matters stated therein.
- 18.3. Minutes of the meeting shall be taken and be made available to all members within one week after the end of the meeting.

PART D. ORGANISATIONAL STRUCTURE AND MANAGEMENT

19. EXECUTIVE COUNCIL

19.1. COMPOSITION OF THE EXECUTIVE COUNCIL

- 19.1.1. The number of members of the Executive Council shall be a minimum of 8 (eight) and a maximum of 14 (fourteen).
- 19.1.2. The Executive Council shall consist of the following, all whom shall be Full Members of the Association as contemplated in Clause 19.6 of this Constitution;
- 19.1.2.1. President
- 19.1.2.2. President Elect
- 19.1.2.3. Immediate Past President
- 19.1.2.4. Communication Executive
- 19.1.2.5. Finance Executive
- 19.1.2.6. Public Relations Executive
- 19.1.2.7. Clinical Practice Executive
- 19.1.2.8. Professional Development Executive
- 19.1.3. The number of the positions on the Executive Council shall be determined by the members of the Council as deemed appropriate and in accordance with the identified need of the Association provided that:

19.1.3.1. Not less than 2 (two) members of the Executive Council are from the Private Sector.

19.1.3.2. Not less than 2 (two) members of the Executive Council are from the Public Sector.

19.1.3.3. At least 1 (one) member of the Executive Council is from Academia.

19.1.4. The Association may at any Annual General Meeting (AGM) or a duly constituted extraordinary meeting increase or reduce the number of Executive Council members, provided that members were informed, when notice of the meeting was given, of the proposal to increase or reduce the number of directors.

19.1.5. The Executive members shall have power at any time, and from time to time, to co-opt any person as an Executive member provided that the total number of executive members shall not at any time exceed the maximum number fixed by the members of the Association or in terms of this Constitution. The appointment of such co-opted executive members shall be ratified at the first AGM after such co-option and may be valid until the subsequent AGM.

19.2. TERM OF OFFICE OF THE EXECUTIVE COUNCIL

19.2.1. Members elected to office of the Executive Council shall be subject to Clause 19 of this Constitution and hold office for a term of 2 (two) years, until the conclusion of the succeeding AGM, providing that no such member of the Executive Council shall be eligible for nomination for 2 (two) successive terms.

19.3. ELECTIONS

19.3.1. Executive Council members of the Association are elected by members of the Association in good standing and who are entitled to vote as stated in the Constitution, with the exception of the executive members who are appointed on contract as staff members by the Executive Council.

19.4. ELECTION OF PRESIDENT AND PRESIDENT ELECT

19.4.1. The President Elect shall be nominated and elected by voting members in good standing at a general meeting of meetings in accordance with paragraph 19.5.1. of this Constitution.

19.4.2. The member elected as President-elect of the Association automatically becomes President of the Association after 2 (two) years or in the event of the office of President becoming vacant for any reason; failing this the President and President-elect are

elected by voting members in good standing at a general meeting of members as directed by paragraph of this Constitution.

- 19.4.3. The appointment of the President and the President-elect shall terminate ipso facto if such person shall cease for any reason to be a member of Council, or if the Association at any meeting of members shall resolve that such person's tenure be terminated.
- 19.4.4. The term of office of the President shall be 2 (two) years.
- 19.4.5. Once the tenure of the President has ended, the President shall assume the role of Immediate Past President of the Association and shall serve for an additional 1 (one) year as Council member with full voting rights.
- 19.4.6. The tenure for a member who serves as President-elect and/or President may exceed the tenure for serving on the Executive Council of 3 (three) year, as there will be an automatic evolution from President-elect to the office of President for an additional 2 (two) years, and thereafter the President will serve on the Council for an additional 1 (one) year as Immediate Past President.

19.5 ELECTORAL PROCESS

- 19.5.1. This clause pertains to all elected
- President-elect
 - President -in the event that the office of President becomes vacant and cannot be filled by the President Elect, for any reason.
 - Clinical Practice Executive
 - Professional Development Executive
 - Public Relations Executive
 - Communications Executive
 - Finance Executive
- 19.5.2. At least 32 days before the date of each AGM the Secretary shall, by written notification, call for nominations from Members entitled to vote;
- 19.5.3. Members, and current Executive Council members eligible for re-election, are eligible for nomination;
- 19.5.4. Nominations shall be in writing, signed by the nominee and one other Member, who must be eligible to vote, acting as nominator.
- 19.5.5. A nominee may be nominated for more than one office.

19.5.6. Nominations will close on the date 14 days before the AGM. This date shall be stated in the notification sent by the Secretary pursuant to Clause 6.1.7 (a);

19.5.7. If, after the close of nominations:

19.5.7.1. Only one nominee is nominated for any office then the Chairperson at the AGM shall declare that nominee to be elected to that office.

19.5.7.2. The number of nominees for any office is more than one then a ballot in relation to these offices shall be conducted at the AGM.

19.5.7.3. In voting for all positions on the Executive Council, Members are to consider the capacity of the nominee for the Office

19.6. DISQUALIFICATION OF THE EXECUTIVE COUNCIL

19.6.1. Any member of the Executive Council shall cease to be a member of the Executive Council on the happening of any of the following events:

19.6.1.1. A written notice to that effect signed by the majority of the Executive Council is delivered at the office with effect from the date stated in that written notice;

19.6.1.2. He or she delivers a notice of his resignation at the office with effect from:

19.6.1.2.1. The date on which that notice is delivered; or

19.6.1.2.2. Any later date stated in that notice to which the Executive Council agree;

19.6.1.3. If he or she fails to attend 3 (three) consecutive meetings of the Executive Council without good cause; or

19.6.1.4. If he or she is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare his interest and the nature thereof in the manner required by the Executive Council.

19.6.1.5. If he or she passes, publishes or causes to be published any information to the press or media, directly or indirectly, which information is confidential or which information will bring the reputation of the Association in disrepute and/or intends to be detrimental to the Association in any way;

19.7. MEETINGS OF THE EXECUTIVE COUNCIL

19.7.1. The Executive Council shall meet:

19.7.1.1. At least three times in each financial year at such place and at such times as the Executive Council may determine;

19.7.1.2. When called upon by the President; or

19.7.1.3. When called upon by written request to the President by no less than 2 (two) Executive Council members.

19.7.2. For the purpose of this Clause, the simultaneous linking together of a number of members of the Executive Council, being not less than a quorum, by telephone or by other means of communication by which all persons participating in the meeting are able to hear and be heard by all other participants, shall constitute a meeting of the members of the Executive Council and all the provisions in this Constitution applicable to meetings of the Executive Council shall apply to such meetings by telephone or by other means of communication.

19.8. Notice

19.8.1. Written notice of each Executive Council meeting shall be given to each member of the Executive Council at least 21 days before the meeting, specifying the time and venue and the nature of the business to be transacted.

19.8.2. A member of the Executive Council may introduce, at a meeting of the Executive Council, any matter not appearing in the notice of the meeting, provided:

19.8.2.1. The Chairperson gives his or her consent; or

19.8.2.2. The remaining members of the Executive Council present give their approval by passing a resolution by a simple majority.

19.9. Chairperson

19.9.1. The President, or in her/his absence, the President Elect, shall preside; or if the President and the President Elect are absent, another Member may be chosen by the other Executive Council members present to preside.

19.10. Quorum

19.10.1. No less than half the members of the Executive Council constitute a quorum for the transaction of the business of a meeting of the Executive Council.

- 19.10.2. No business shall be transacted unless a quorum is present, physically or linked electronically, and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned.

19.11. Voting

- 19.11.1. Questions arising at a meeting of the Executive Council shall be decided by a majority of votes.
- 19.11.2. Executive Council members will be deemed present if the meeting is conducted in accordance with Clause 7.3.1
- 19.11.3. Each member present is entitled to one vote and, in the event of an equality of votes on any question; the person presiding may exercise a second or casting vote.
- 19.11.4. Subject to this Constitution, the Executive Council may act notwithstanding any vacancy of office.

19.12. Minutes

- 19.12.1. Minutes of the meeting shall be taken and be made available to all members of the Executive Council within 1 (one) week after the end of the meeting.

19.13. POWERS AND FUNCTIONS OF THE EXECUTIVE COUNCIL

- 19.13.1. Subject to this Constitution, the Executive Council shall have the following powers and functions
- 19.13.2. To control and manage the affairs of the Association;
- 19.13.3. To authorise the Finance Executive to distribute assets and income of the Association to such persons or bodies in accordance with the objects of the Association;
- 19.13.4. To perform all such acts and duties, including the determination of policies and procedures as deemed necessary by the Executive Council for the governance of the Association;
- 19.13.5. To exercise all such powers and functions of the Association in the pursuance of the objects of the Association with the provision that such powers and functions do not conflict with the Act, this Constitution or any Resolution adopted at a general meeting of members.
- 19.13.6. To accept or reject applications for membership;

- 19.13.7. To expel or suspend a member in accordance with this Constitution;
- 19.13.8. To appoint committees to advise the Executive Council or perform specific tasks as deemed necessary by the Executive Council ;
- 19.13.9. To determine the powers and functions of office bearers of the Association;
- 19.13.10. To employ, contract or co-opt the services of a person or persons to advise or assist with the management of the Association and/or such other functions as may be determined from time to time by the Executive Council;
- 19.13.11. To delegate powers and functions to an individual, individuals or body deemed appropriate necessary, necessary and/or expedient ;
- 19.13.12. To raise funds and receive donations and contributions;
- 19.13.13. To purchase, hire or exchange any property in pursuance of the objects of the Association;
- 19.13.14. To invest surplus funds.
- 19.13.15. To establish various classes of awards and may award same in accordance with the Policies and Procedures of the Association;
- 19.13.16. As regards all persons dealing in good faith with the Association, all acts done by any meeting of the Executive Council , or by any person acting as it's representative, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Executive Council or persons acting as aforesaid, or that they or any of them were disqualified or had ceased to hold office or were not entitled to vote, be as valid as if every such person had been duly appointed or was qualified or had continued to be a director or was entitled to vote, as the case may be.

19.14. DUTIES OF THE EXECUTIVE COUNCIL

- 19.14.1. The Council of Executive members shall manage the Association and shall carry out the objects of the Association in such manner as it may deem fit and proper subject, however, to:
- 19.14.2. The general policy of the Association; and

- 19.14.3. Any instructions as may be laid down or given by the members as a General Meeting from time to time.
- 19.14.4. The Executive Council members shall in particular be obliged to:
- 19.14.5. Administer the funds of the Association and income accruing to the Association in order to achieve the main object of the Association;
- 19.14.6. Utilise the funds of the Association solely for the main object of the Association or to invest funds available for investment only in accordance with the provisions of relevant legislation, as amended from time to time.
- 19.14.7. Remain informed and updated with regards to the current minutes, policies and codes of business of the Association, and to keep themselves updated by attending the required meetings.
- 19.14.8. The Executive Council members shall not have the power to use funds of the Association for the carrying on of any business or trading activity in the name of the Association otherwise that to the extent permitted in terms of any relevant legislation, as amended from time to time.
- 19.14.9. The Executive Council members shall ensure that there are at least 4 (four) meetings of Executive members per annum, 1 (one) meeting per quarter, and that notice of these meeting are made available to all member of the Association.
- 19.14.10. On completion of their tenures as Members of the Executive Council, Executive Council members shall make themselves available for a further 3 (three) months to provide support, assistance and/or mentorship to newly elected or appointed incumbents if deemed necessary by remaining members of the Council.

20. REMUNERATION OF EXECUTIVE COUNCIL

- 20.1. Members of the Executive Council may be remunerated and may be paid all travelling, accommodation and other expenses properly incurred by them in or about the performance of their duties as members of the Executive Council including those of attending and travelling to and from meetings of the Executive Council or any committee of the SAAA or at any meeting of members of the Association.
- 20.2. The Executive Council may remunerate the President of the Association in accordance with principles applied to the Executive Council but, in addition, the President may receive a retainer on a monthly basis during tenure of office in respect

of responsibilities and time, the amounts of which to be ratified at a general meeting of members.

20.3. In the event of any member of the Association being required to conduct work on behalf of the Association using his or her own time and facilities, the Executive Council may remunerate such members in accordance with the agreed rate per hour or per day, in accordance with expense authorisation policies.

20.4. The Executive Council may motivate a change in monthly retainer to be paid to the President, and the Executive Council's per day fees, the amounts to be ratified at a general meeting of members.

21. FILLING OF CASUAL VACANCIES ON THE EXECUTIVE COUNCIL

21.1. The office of a member of the Executive Council becomes vacant if the member:

21.1.1. Resigns her/his office by one month's notice in writing given to the Secretary or, in the case of the Secretary, to the President; or

21.1.2. Is removed by a resolution passed by those members present and entitled to vote at a General Meeting; and

21.2. In the event of a casual vacancy within the Executive Council arising, the Committee may co-opt a voting member in good standing to fill the vacancy until the next AGM

21.3. In the event of the office of President becoming vacant, the President-elect shall assume the office of President until the next AGM; and

21.4. In the event of a vacancy in the offices of President Elect, the Executive Council may appoint a member, eligible for election to the vacant office

21.4.1. Such member may or may not be a member of the Executive Council;

21.4.2. The member so appointed may continue in office until the next AGM

21.4.3. The Executive Council shall have the power to co-opt consultants onto the Management Committee where specific expertise may be required. Such co-opted consultants shall serve on the Executive Council subject to the discretion of the Executive Council.

22. FINANCES

- 22.1. The Funds of The Association shall be derived from Member's registration fees and annual subscriptions, contributions, levies, grants, donations and such other sources as the Executive Council determines
- 22.2. No Member of The Association is permitted in any respect to pledge the credit of The Association.
- 22.3. The funds of The Association shall be kept in a current account of an established Bank and a deposit or investment account may be kept at the same Bank. Cheques drawn on current account shall require two out of the three signatures of the National President, National Secretary and Treasurer. Electronic Fund Transfers in excess of an amount determined by the Executive Council from time to time shall be authorised by any two of the three signatories by way of electronic mail, a printed copy of which shall be kept as supporting document for such a transaction.
- 22.4. Funds available for investment may only be invested with registered financial institutions as defined in section 1 of the Financial Institutions (Investment of Funds) Act, 1984, as amended.

23. ACCOUNTS

The **Executive Council** shall cause proper accounting and other records to be kept in accordance with the Act and must comply with the requirements of the Act in respect of reporting to the relevant authorities.

23.1. Audit

The books of the Association are to be audited on an annual basis in accordance with accepted standards of practice.

23.2. Rights of Inspection

Subject to any existing legislation, the Executive Council shall determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of The Association, or any of them are open to the inspection of Members other than Executive Council Members, and a Member other than an Executive Council member does not have the right to inspect any document of the Association except as provided by law or authorised by resolution of the Executive Council.

24. NO PROFITS FOR MEMBERS

24.1. Transfer of income or property to members

24.1.1. Subject to clause 9.2, all of the assets and income of The Association shall be applied solely in the furtherance of the objectives of The Association and no portion shall be distributed directly or indirectly to any Member.

24.1.2. Members have no rights in the property or assets of The Association solely by virtue of their being a member or an office-bearer.

25. INDEMNITY

No member or office-bearer of The Association will personally be liable for any of the obligations and liabilities of The Association solely by virtue of their status as member or office-bearer of The Association;

No member or office-bearer will personally be liable for any loss suffered by any person as a result of an act or omission which occurs in good faith while the member or office-bearer is performing functions for or on behalf of The Association.

26. AMENDMENTS TO THE CONSTITUTION

26.1. Subject to clause 13.2, the Constitution shall only be amended by a Special Resolution. All proposed amendments shall be circulated in writing to all Members at least four weeks before the General or Special Meeting and the intention to propose the resolution as a Special Resolution must be clearly stated.

26.2. The Annexure to the Constitution are of an administrative nature and are annexed to the Constitution solely for purpose of general information and may be amended by the National Management Committee as and when it may be necessary.

27. DISSOLUTION AND WINDING UP OF THE ASSOCIATION

Subject to the Act, the Association may be dissolved if a Special Resolution to voluntarily wind up the Association has been passed at a General Meeting.

If upon the completion of the winding up of the Association there remains any property or interest in property after the satisfaction of any debts or liabilities of the Association and any costs, charges and expenses incurred in the winding-up of the Association, the Surplus Property shall be transferred to a Non-Profit Organisation having similar objectives to those of The Association, nominated by those Members entitled to vote pursuant to the passing of a Special Resolution and in accordance with Section 12.2(o) of the Act.

28. BORROWING POWERS

- 28.1. The Executive Council may from time to time, in their discretion, raise or borrow from the members or other persons any sum or sums of money for the purposes of the Association, provided that the amounts in the aggregate so raised or borrowed from time to time shall not exceed such amount as may be determined by the Association in a general meeting from time to time.
- 28.2. The Executive Council may raise or secure the repayment of such monies in such manner and upon such terms and conditions in all respects as they deem fit and in particular by the execution of mortgage bonds or other forms of hypothecation upon all or any part of the property and rights of the Association, both present and future.

29. DONATIONS TO THE ASSOCIATION

- 29.1. Provided the Association has been approved as a public benefit organization, the Management Committee shall, in respect of every donation received, furnish to the donor in each case a receipt of which the following particulars are given:
- 29.1.1. The reference number of the Association issued by the Commissioner for the South African Revenue Service for the purposes of section 18A of the Act;
- 29.1.2. The date of receipt of the donation
- 29.1.3. The name of the Association, together with an address to which enquiries may be directed in connection therewith;
- 29.1.4. The name and address of the donor;
- 29.1.5. The amount or nature of the donation; and
- 29.1.6. A certificate to the effect that the receipt is issued for purposes of Section 18A of the Act, and that the donation has been or will be used exclusively for the main object of the Association.
- 29.2. The Executive Council shall not accept any donations to the Association, unless they are irrevocable and subject to the terms and conditions of this MOI.

30. FINANCIAL YEAR

- 30.1. The financial year of the Association shall commence on 1 January and end on the last day of December of each year.

31. ACCOUNTING RECORDS, FINANCIAL STATEMENTS AND AUDITOR

- 31.1. Without limiting the contents of clause 29.1 above, the Association must maintain adequate records of all revenue received from donations, grants, and members' fees, or in terms of any funding contracts or arrangements with any party.
- 31.2. The Association shall prepare its financial statements in accordance with the provisions of the Act.

32. SAFE CUSTODY OF DOCUMENTS

- 32.1. Any mortgage bond, title deed or other security belonging to or held by the Association shall be registered in the name of the Association and no such security may be transferred, disposed of or otherwise alienated except with the approval of the Board. All such securities shall be kept in safe custody in safes or strong rooms at the office or with a bank, as the Board may determine.

33. NOTICES

- 33.1. A notice may be given by the Association to any member either by advertisement or personally, or in writing addressed to such member at his registered address or (if he has no registered address in the Republic) at the address (if any) within the Republic supplied by him to the Association for the giving of notices to him.
- 33.2. Notice of every general meeting shall be given in any manner authorised:
- 33.3. To every member of the Association except, in the case of notices to be given personally or in writing, those members who (having no registered address within the Republic) have not supplied to the Association an address within the Republic for the giving of notices to them;
- 33.4. Any notice in writing shall be deemed to have been served at the time when the letter containing the notice was posted and in proving the giving of the notice in writing, it shall be sufficient to prove that the letter containing the notice was properly addressed and disseminated.

34. PROHIBITION ON DISTRIBUTION OF INCOME AND PROPERTY

- 34.1. The income and property of the Association, whenever derived, shall be applied solely towards the promotion of the Association's main objects and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever to the members of the Association or to its controlling or controlled Association, provided that nothing herein contained shall prevent the payment in good

faith of reasonable remuneration to any officer or servant of the Association, or to any member thereof, as remuneration for any services actually rendered to the Association.

35. WINDING-UP

- 35.1. Upon its winding-up, deregistration or dissolution, the assets of the Association Remaining after the satisfaction of all its liabilities, shall be given or transferred into the general account of some other Association/s or institution/s having objects similar to its main object, to be determined by the members of the Association and/or Court at or before the time of its dissolution.

36. LIMITATION OF LIABILITY OF MANAGEMENT COMMITTEE

- 36.1. Each Executive Council member, manager, Executive Officer and other officer of the Association, and person employed by the Association as its auditor, shall be indemnified by the Association against any liability incurred by him from time to time in that capacity in defending proceedings (whether civil or criminal) in which judgment is given in his favour or in which he is acquitted or in respect of any of those proceedings which are abandoned or in connection with any application made under Section 248 of the Act in which relief is granted to him by a court of competent jurisdiction.

Annexure A

(Association constituted as a Voluntary Association)

("The Association")

I/We, of.....being a member of the Association, hereby appointof..... or failing himofas my/our proxy to attend and speak and vote on a poll for me/us and on my/our behalf at the annual general meeting or general meeting (as the case may be) of the Association to be held on the day of 20.... and at any adjournment thereof, as follows: In favour of / Against / Abstain .

Resolution No.

Resolution No.

Resolution No.

(If columns 1, 2 or 3 are not completed, then my proxy may vote or abstain from voting as he deems fit.)

(Indicate instruction to proxy by way of a cross in space provided above.)

SIGNED this day of
20.....

Signature:

.....

(Note: A member entitled to attend and vote is entitled to appoint a proxy to attend, speak and on a poll vote in his stead, and such proxy needs to be a member of the Association in good standing)