



South African Speech-Language-Hearing Association

Constitution

August 2010

Ethics and Standards Committee 2011

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1. NAME:

The name of the Association shall be: The *South African Speech-Language-Hearing Association* abbreviated *SASLHA*.

2. DEFINITIONS AND TERMS

The under-mentioned words and expressions shall bear the meanings assigned to them as follows:

Act shall mean the Non-Profit Organisations Act No.71 of 1997 or any amendments thereto and the regulations passed in terms thereof;

AGM shall mean an Annual General Meeting of the Members of The Association and, where the content requires, shall mean the specific Annual General Meeting in the context;

Association shall mean South African Speech-Language-Hearing Association;

Branch shall mean a formally constituted group of members resident in an urban or geographic regional area;

Chairperson shall mean the person elected to one of the Association's portfolios; alternatively when the context so determines it shall mean the person who has authority by election, appointment or delegation to chair a General meeting or Committee meeting in accordance with this Constitution;

Cycle shall mean a 3 year period of time that commences on the date indicated in the relevant bylaw of the Association;

Financial year shall mean a period of 12 calendar months from 1st March to 28th February of the following year;

Graduate shall mean a person who has successfully completed the relevant education and training at any one of the recognised training institutions in South Africa, has received an appropriate degree and is thus qualified as either a Speech Therapist or Audiologist or is registered on the dual register as a Speech Therapist and Audiologist or is registered as a Hearing Aid Acoustician;

HPCSA shall mean the Health Professions Council of South Africa;

Member shall mean a person who, at the relevant time, is a properly admitted Member in any of the classes of Membership contemplated in clause 5 of this Constitution;

Office shall mean the physical address that is registered as the national headquarters of SASLHA, the place at which the business of the association is conducted and administered and where all of the documents that record the aforementioned business are held;

Office Manager shall mean the person appointed to perform the duties of administering the daily business of The Association;

Ordinary resolution shall mean a resolution where the majority of those members entitled to vote do so in favour of the resolution;

Recognised Training Institutions shall mean the University of Cape Town, University of KwaZulu-Natal, University of Limpopo: Medunsa Campus, University of Pretoria, University of the Witwatersrand, University of Stellenbosch

Register shall mean the register of Members kept by The Association as provided for in terms of this Constitution;

Special resolution shall mean a resolution where not less than three quarters of those Members present, physically or by proxy and entitled to vote at an AGM, vote in favour of the resolution;

Student shall mean a person who is registered with either one of the six recognised training institutions in South Africa and is studying Audiology and/or Speech Therapy;

Year shall mean an un-interrupted period of 12 calendar months commencing on 1st April of each year to coincide with the Association's business year;

Zone shall mean the four geographical locations defined for organizational purposes in the SASLHA Constitution, for the purpose of furthering the aims and objectives of the Association.

3. NATURE OF THE ASSOCIATION:

The Association is constituted as a Non-Profit Organisation in terms of the Act and will, subject to the Act, have all the powers necessary including those of an individual, to:

1. exist in its own right and have an identity distinct from its members or office-bearers;
2. continue to exist despite changes in office bearers and changes in its membership;
3. own property and other possessions provided that authority has been given by vote of the members;
4. litigate and/or respond in the event of litigation, in its own name;
5. employ salaried staff as may be necessary to fulfil and carry out its objectives, provided funds are available for this purpose;
6. give effect to this Constitution;
7. carry out the Objectives determined from time to time by the National Council of the Association.

4. AIMS & PURPOSE OF THE ASSOCIATION:

The objectives of the Association shall be:

1. to promote the professions to the public and create an awareness of Speech Therapy and Audiology as independent and autonomous professions;
2. to promote the interests of the professions in all contexts that have a bearing upon the practice of the professions and the provision of their services including but not limited to private practice, the public sectors for health and education, training institutions, professional organizations, statutory organizations, medical insurance companies and their administrators;
3. to encourage members and to support students in training to conduct or participate in research that will provide clinical evidence to support new directions and developments in the professions;
4. to provide access to current research and development in the professions by publishing a peer reviewed journal, a general journal and subscribing to internationally accredited journals;
5. to provide members with opportunities to update their knowledge and skills and maintain competence in the practice of their professions through Continuing Professional Development activities;
6. to act as a resource for members by networking, by providing and disseminating information about new services and products and any other relevant items that may affect clinical practice in any context through the website and an electronic newsletter;
7. to act as a resource for the public via the SASLHA website and other appropriate media, providing information about communication disorders and enabling the public to seek and access appropriate services from members and institutions;
8. to protect the interests of the profession and members by lobbying for appropriate salary and working conditions in the public sector, and tariff adjustments in the

- private sector, that will keep pace with social and economic change as reflected in relevant indicators;
9. to liaise with other professional, institutional, training and government bodies in matters that directly affect the practice of the professions;
 10. to set standards and develop guidelines that will inform best practice and encourage members to aspire to and practice ethical conduct.

5. MEMBERSHIP:

There shall be the following categories of membership:

1. *Full Membership* of the Association with voting rights shall be granted to Speech-Language Therapists, Audiologists, Community Speech and Hearing Workers and Hearing Aid Acousticians registered with the Professional Board for Speech, Language and Hearing Professions of the Health Professions Council of South Africa (hereafter called HPCSA);
2. *Associate Membership* of the Association with limited voting rights shall be granted to health professionals, allied health professionals, nurses or social workers who are registered with the relevant statutory Councils;
3. *International Membership* of the Association without voting rights shall be granted to Speech-Language Therapists and Audiologists who are either registered (where registration is a pre-requisite for practice) or are in good standing with the relevant professional body/organisation, in the country in which the individual resides and practices;
4. *Community Service Membership* with voting rights shall be granted to all Speech-Language Therapists and Audiologists who are employed by the Department of Health to provide the mandatory year of community service; membership is free;
5. *Student Membership* shall be granted to registered students studying at Universities in South Africa offering courses approved by the Professional Board for Speech, Language and Hearing Professions of the HPCSA for qualification as a Speech-Language Therapist or as an Audiologist or any other of the categories of professionals on the register;
6. *Honorary Membership* without voting rights shall be granted to those persons who have promoted the interests of the profession, and have been invited to join the Association as honorary members; membership is free;
7. *Life Membership* with voting rights shall be granted to any member who attains the age of 65 years, and who has been a member of the Association for at least 20 years; membership is free;
8. *Fellowship* of the Association with voting rights shall be granted to members who have made an exceptional contribution to the professions and whose work SASLHA wishes to recognize and honour by a special award for distinguished service.

Application for membership:

1. Application for membership and acceptance thereof shall be made in the manner prescribed by the Council from time to time;
2. Once a full or student member has been accepted as such, s/he shall continue to be a member and be liable for subscriptions until notice of his/her intention to discontinue membership has been given in writing to the Association, or until her/his membership is terminated in terms of Clause 10 of this constitution;
3. In the case of honorary members, such persons may be nominated by the Council at an Annual General Meeting or Extraordinary General Meeting and shall be elected by a majority of the SASLHA members present there.

6. SUBSCRIPTIONS:

For the purpose of this clause a year shall mean the period 1st April to 31st March.

1. Each full member shall pay:

- a. an initial registration fee;
- b. an annual subscription fee;
2. Each student member shall pay an annual subscription fee that is a percentage of the annual fee (ie. a reduced fee);
3. Honorary and Life members shall not be liable for registration or subscription fees;
4. The amount of the initial registration fee and the annual subscription fee for the various categories of membership shall be determined by the Council and may be varied from time to time at the sole discretion of the Council;
5. The registration fee shall be payable, where applicable, within two months of the applicant being notified that s/he has been accepted as a member of the Association;
6. The subscription shall be paid within 2 months of acceptance of an application and thereafter by 1st April of each following year.

7. REGISTER OF MEMBERS:

A Register of the Members shall be held at the Office of the Association.

1. The following details shall be entered and kept current in the Register for each member:
 - a. The full name, ID number and contact details of the Member;
 - b. The Member's HPCSA registration number, if applicable;
 - c. The date of admission to and cessation of membership (the latter if applicable);
 - d. The category of membership;
 - e. And such other information as the National Council requires.
2. Members are responsible for notifying the Office Administrator in writing of any change of name/s or contact details within 1 month of the change.
3. Such register shall be available on reasonable notice to every member of the Association at its Office.

8. POWERS & PRIVILEGES OF MEMBERS:

Members of the Association shall be entitled to:

1. elect the office bearers of the Association;
2. attend and in the case of fully paid up full members of the Association vote at the Annual General Meetings and Extraordinary General Meetings of the Association;
3. attend all functions arranged by the Association for its members;
4. attend conferences and workshops that are arranged by The Association for its Members, subject to an attendance fee being raised;
5. receive the Association's newsletters online and/or on disk;
6. receive, subject to any charges that may be imposed, the South African Journal of Communication Disorders;
7. make representation to Council via the Regional Zone representative or in person on matters relating to the aims and purposes of the Association.

9. TERMINATION OF MEMBERSHIP:

1. Membership shall be terminated upon:
 - a. the written resignation of a member addressed to the Office Manager of the Association;
 - b. if the member is in arrears of more than 3 months in payment of the annual subscription fee, provided that where a member has not paid due to financial hardship, the Council may, in its sole discretion, reach a reasonable agreement for late payment or an arrangement for payment over a period not exceeding 6 months;
2. In the event that a member's name has been removed from the Register of members for reasons of default in payment of membership fees, the member may, upon

payment of all fees in arrears and with the approval of the National Council, be reinstated as a member immediately upon payment of all sums due by that Member.

10. SUSPENSION OF MEMBERSHIP OR EXPULSION FROM THE ASSOCIATION:

1. Any member who has been convicted of an offence by the Professional Board for Speech, Language and Hearing Professions of the HPCSA and for that or any other reason has been suspended or struck off the register of Speech-Language Therapists and/or Audiologists or Hearing Aid Acousticians, shall upon such suspension or striking off automatically cease to be a member of the Association;
2. Where it is alleged that a member has been guilty of misconduct, or conduct that has brought or is likely to bring the Association or the profession into disrepute, the matter shall be investigated by the Association:
 - a. The member shall be advised, in writing of the nature of the alleged misconduct and shall be given a fair hearing by the Ethics and Standards Committee or the Council and a full opportunity to respond to the allegations;
 - b. Subsequent to a hearing the Ethics and Standards Committee shall submit a detailed report of its findings to the Council;
 - c. The Council shall be entitled to suspend the member's membership for a specified period of time or terminate the member's membership of the Association;
 - d. Any member so expelled shall have a right of appeal against such expulsion to the Council;
 - e. The name of any member expelled shall be forwarded to the HPCSA;
 - f. Upon ceasing to be a member in terms of clause 10.1 or 10.2, the member shall forfeit all rights and claims against the Association;
 - g. The member shall not be entitled to a refund of any subscription paid for any period beyond the date of cessation of membership.

11. ORGANISATIONAL STRUCTURE OF THE ASSOCIATION:

SASLHA Organogram



12. NATIONAL COUNCIL OF THE ASSOCIATION:

1. Composition

The National Council shall consist of the following officers:

- a) The Executive Committee (4 members);
- b) The Chairpersons of all Standing Committees (4);

- c) Regional Representatives (4).

2. General functions

The general management and control of the Association's business and development of its policies shall vest in the National Council:

- a) It shall prescribe the parameters within which the Executive Committee shall carry out its functions and exercise its powers;
- b) It shall have the power to determine changes to regional representation to accommodate demographic shift;
- c) It shall meet at least twice annually.

3. Powers

Without in any way limiting the generality or scope of Clause 12.2 the Council shall have the following specific powers:

- a) to control all assets and funds of the Association provided that written consent is obtained from all the Council members;
- b) to authorise the Treasurer to distribute assets and income of The Association to such persons or bodies in accordance with the objectives of The Association;
- c) to acquire and dispose of movable and immovable property and pledge or encumber the same, subject to prior approval being obtained at an Annual General Meeting or Extraordinary General Meeting of the Association;
- d) to appoint an auditor of the Association for each ensuing year;
- e) to employ an Office Manager to perform the required clerical functions of the Association;
- f) to determine from time to time the specific duties and powers of each office at the Executive Committee level;
- g) to determine the composition of its various Standing Committees and Regional Zone groups;
- h) to specify the powers and responsibilities of these committees and the scope of their activities subject to the approval of Members of the Association and ratification by an Annual General Meeting;
- i) to approve the formation of special groups and/or committees of Speech-Language Therapists and Audiologists for special purposes, to which non-members may be co-opted in an advisory capacity;
- j) to elect representatives of the Association onto national and international bodies or organizations;
- k) to appoint a person as a representative of the Association in its transactions with other organizations;
- l) to prescribe rules for the conduct of Council Meetings, Executive Committee Meetings, Annual General Meetings and Extraordinary General Meetings of the Association;
- m) to approve the establishment of awards for outstanding service or achievement by members;
- n) to determine and, in its discretion, to vary the amount of the initial registration fee and annual subscription fee payable by members of the Association;
- o) to admit or refuse membership of the Association and/or to suspend or expel any member from the Association;
- p) to lay a charge against any member of the Association;
- q) to respond to disputes and endeavor to settle disputes between members inter se, and between members of the Association and the public, alternatively at the discretion of the National Council, disputes may be referred to the Ethics and Standards Committee;
- r) to institute legal proceedings, the President shall be empowered to sign all documents and processes necessary for that purpose, following written approval from all National Council members.

13. RESIGNATION OR CESSATION OF OFFICE

- 1) Should any member of the Executive Committee or National Council cease to hold office for any reason whatsoever during the cycle of the National Council or his/her term of office, the National Council shall appoint a person to fill the vacancy; such person shall hold office until the expiry of that term of office or cycle of the National Council;
- 2) "If any Council member is unable to discharge his or her responsibilities due to incapacity or any other unforeseen circumstance, then that members 'term of office may be terminated by a unanimous decision of the remaining council members"

14. EXECUTIVE COMMITTEE

1) Composition

The following office bearers shall constitute the Executive Committee and shall be eligible for office according to the criteria set out here below:

- a. President;
- b. Vice President;
- c. Treasurer;
- d. Professional Liaison Officer.

2) President as chief officer of the Association, its spokesperson and representative

- a. The President shall have served on the National Council for at least 2 consecutive years;
- b. May be re-elected yearly for a maximum 3 year term of office;
- c. May be re-elected into any other position on the National Council on completion of 1 – 3 years in office;
- d. May not be re-elected as President until s/he has completed a following period of at least 2 years on the National Council in any portfolio;
- e. Shall preside at all Council Meetings, Executive Committee Meetings, Annual General Meetings and Extraordinary General Meetings of the Association; if the President is unable to preside at the said meetings for any reason whatsoever, the Vice President shall so preside;
- f. Shall represent the Association at meetings with State, Provincial and other authorities, and at meetings with the public, the media and representatives of major employing organisations and at national and international functions;
- g. Shall be fully conversant with the Associations constitution and by-laws, as well as with committee procedure;
- h. Shall act in all matters according to the decisions of the Council and Executive Committee;
- i. Shall direct the Association's Office Manager, Vice-President, Professional Liaison Officer and Treasurer and assist them in the performance of their duties;
- j. Shall ensure that members of Council have fulfilled their duties and obligations.

3) Vice-President as secundus to the President

- a. The Vice President shall have served on the National Council for at least 2 consecutive years;
- b. May be re-elected as Vice-President yearly for a maximum 3 year term;
- c. may be elected into any other position on the National Council on completion of 1 - 3 years in office as Vice-President;
- d. In the absence of the President shall preside at Council Meetings, Executive Committee Meetings, Annual General Meetings or Extraordinary General Meetings of the Association;

- e. In the absence of the President shall represent the Association at meetings with State, Provincial and other authorities and at meetings with the public, the media and representatives of major employing organisations and at national and international functions;
- f. Shall be fully conversant with the Association's constitution and by-laws as well as with committee procedure.

4) Treasurer as financial officer of the Association and responsible for managing its finances as directed by the National Council and/or the Executive Committee

- a. The Treasurer shall have been a member of the Association for a period of at least 3 consecutive years;
- b. Shall be elected for a 3 year term of office;
- c. May be re-elected for an indefinite period thereafter;
- d. The Treasurer shall keep such books and accounts as are required by law and may be prescribed by the Council;
- e. The Treasurer shall arrange for an audit of the Association's financial statements and accounts to take place at the end of each financial year and shall present these to the members of the Association in a dedicated edition of its electronic magazine and by means of a personal report to the Annual General meeting, by the end of June of each year.

5) Professional Liaison Officer as officer of the Association responsible for networking and interacting with other professional bodies and/or organisations that share the aims and objectives of SASLHA

- a. The Professional Liaison Officer shall have been a member of the Association for a period of at least 3 years;
- b. Shall be elected for a 3 year term of office;
- c. May be re-elected for an indefinite period thereafter;
- d. May delegate functions or obtain assistance from task groups or individuals to complete time limited tasks as directed by National Council.

6) General Functions

The Executive Committee shall:

- a. conduct the day-to-day business of the Association within the parameters laid down by the Council. All decisions or matters falling outside the scope of its authority shall be referred to the Council.
- b. carry out and implement all decisions and resolutions passed by the Council and shall be accountable to the Council.
- c. on a regular basis, as determined by the Council, submit reports of its activities to the Council.

7) Powers

Without in any way limiting the generality or scope of clause 14.6 the Executive Committee shall have the following powers:

- a. to convene and arrange the meetings of the Association and prepare the agendas of such meetings;
- b. to convene and arrange functions that relate directly to the business of the Association;
- c. to collect subscriptions (annual or otherwise) from members;
- d. to pay out of the funds of the Association such monies as are required for the welfare or needs of the Association or for furthering the Association's objects, subject to limits that shall be determined by the Council;

- e. to invest, in approved securities, monies of the Association with the prior approval of an Annual General Meeting or Extraordinary General Meeting;
- f. to conduct all other business in the interests of the Association, subject to the limitations determined by the Council;
- g. the Executive Committee shall meet at least eight times annually.
- h. The Executive Committee may invite to their meetings, any National Council member as deemed necessary. National Council members may request attendance at an Executive Committee in writing , as they feel necessary.

15. STANDING COMMITTEES:

Four standing committees serve to further the aims and purposes of SASLHA and their Chairpersons shall be members of the National Council:

- a. Ethics and Standards Committee;
- b. Professional Development Committee;
- c. Public Relations & Marketing Committee;
- d. Coding Committee.

1. Composition

a. *Ethics & Standards Committee*

- i. Shall consist of no more than 10 members including the Chairperson;
- ii. Shall represent both professions of Speech-Language Therapy and Audiology.

b. *Professional Development Committee*

- i. Shall consist of no more the 5 members including the Chairperson;
- ii. One shall be formally appointed as Editor of the South African Journal of Communication Disorders, for a 3 year cycle that may be renewed for a further 3 years;
- iii. One shall be formally appointed as Editor of the Communiphon, for a 3 year cycle that may be renewed for a further 3 years;
- iv. One shall be formally appointed as the officer responsible for the Association's Continuing Professional Development Programme, for a 3 year cycle that may be renewed for a further 3 years;
- v. One shall be formally appointed to plan, organize and implement the Association's academic conference programme for the 3 year cycle of office.

c. *PR & Marketing Committee*

- i. Shall consist of no more than 4 members, including the chairperson;
- ii. Shall include at least one Speech Language Therapist;
- iii. Shall include at least one Audiologist;

d. *Coding Committee*

- i. Shall consist of 5 members including the Chairperson;
- ii. Shall include at least one Speech-Language Therapist;
- iii. Shall include at least one Audiologist.

2. General

- a. The Chairpersons and Members of the Standing Committees shall be elected at the Annual General Meeting for a three year term of office to coincide with the cycle of the National Council;
- b. Chairpersons and Members shall be eligible for re-election at the end of each cycle;

- c. Membership of these committees shall be determined by the National Council and amendments to these shall be approved by an Annual General Meeting;
- d. Specific powers, responsibilities and scope of activities of the Standing Committees shall be determined by the National Council and amendments to these shall be approved by an Annual General Meeting;
- e. The committees shall receive an allocation of funds at the commencement of each year to conduct the business of the committee;
- f. The committees shall be accountable to the National Council by way of a report for submission at each Council meeting;
- g. The committees may co-opt additional members for specific activities and/or tasks, as needed, subject to the approval of the National Council.

16. REPRESENTATIVES FOR REGIONAL ZONES

The membership of SASLHA shall be divided into four regional zones:

- a. Zone One: Free State, North West and JHB/Southern Gauteng
- b. Zone Two: PTA/Northern Gauteng, Mpumalanga and Limpopo
- c. Zone Three: Northern Cape and Western Cape
- d. Zone Four: KwaZulu-Natal and Eastern Cape

A zone shall incorporate any pre-existing Regional Branch or Special Interest Group.

1. Composition

- a. There shall be one representative for each Zone.

2. General

- a. The Zone Representatives shall be elected yearly at the Annual General Meeting for a maximum term of office of 3 years;
- b. A complete cycle of 3 years shall lapse prior to re-election as a Zone Representative;
- c. Specific powers, responsibilities and scope of activities of the Zone Representatives shall be determined by the National Council and amendments to these shall be approved by an Annual General Meeting;
- d. The Zone Representatives shall identify and co-ordinate the activities taking place in the Zone and make representation to the Treasurer at the commencement of the year for an allocation of funds to support these;
- e. The funds shall be disbursed on application to the Treasurer, provided that funds are available, and according to terms and conditions for retention or refunding;
- f. The Zone Representatives shall be solely accountable for the administration and management of these funds;
- g. The Zone Representatives shall report to the National Council at each meeting.

3. Purpose.

- a. To promote the aims and objectives of the Association in the Zone and its geographical regions;
- b. To identify specific interests, capacity, competence of groups within the Zone;
- c. To identify needs and problems within a group or region within the Zone;
- d. To support these groups with information and/or access to resources available within the National Council and any of its committees.

4. Dissolution of a Regional Branch or Special Interest group in a Zone

- a. Should a Regional Branch or Special Interest group within a Zone identify that it can no longer operate in terms of the Constitution it may apply to the National Council for dissolution of the Branch or Group;
- b. All funds shall immediately be transferred to the Treasurer of the Association;

- c. Under exceptional circumstances the National Council may withdraw Regional Branch or Special Interest group status;
- d. A recommendation to withdraw Regional Branch or Special Interest group status shall be made by the National Council and taken at an Annual General Meeting on a majority vote.

17. OFFICE MANAGER

1. Office Manager shall be a full time salaried position with a permanent contract.
2. No voting rights.

18. MEETINGS:

1. Annual General Meetings

An Annual General Meeting of members, at which the President presides, shall be held within three months of the end of each financial year at such a time and place as the Council may deem expedient for the purpose of, inter alia:

- a. presenting the President's report on the activities of the Association during the previous year;
- b. tabling and approving the Treasurer's annual report;
- c. transacting any business required by the Constitution or deemed necessary or expedient for the welfare or needs or aims or objects the Association.

2. Extraordinary General Meeting

All other general meetings shall be called Extraordinary General Meetings.

- a. An Extra Ordinary Meeting shall be called by:
 - i. the Council or Executive Committee upon written request by at least ten full members;
 - ii. the Executive Committee with the consent of Council.
- b. The motion shall be circulated to all members as stipulated in 17.4;
- c. Extraordinary General meetings shall be called at such place and time as the Council may deem expedient, but not later than one month after the receipt of the request.

3. National Council and Executive Committee Meetings

- a. Meetings of the Council and/or Executive Committee shall be called by the President;
- b. The National Council shall meet at least twice per year;
- c. The Executive Committee shall convene in person or by electronic conference eight times per year;
- d. Meetings of the National Council or the Executive Committee may also be called, if so requested in writing, by at least two members of the body concerned.

4. Motions

- a. Any member wishing to propose a motion at a Council Meeting or Annual General Meeting should submit this beforehand in writing to the President, supported by documentation if necessary and seconded by 2 members;
- b. This motion should reach the office of the President no later than thirty days before the date of the meeting for inclusion on the agenda to enable the Executive Committee to circulate the documentation to the National Council (for a National Council Meeting, as stipulated by 18.1.a. iii) or to the members (for an Annual General Meeting, as stipulated by 18.1.b.iii).

19. PROCEDURES:

1. Notice

a. Notice Annual General Meeting

- i. All members shall be given 21 days written notice of the date, time and venue of the Annual General Meeting. The notice shall be posted electronically on the SASLHA website and will be circulated via special Ezine, or may, in special circumstances, be sent by ordinary mail and posted no later than twenty-four days before the date of the meeting.
- ii. *The notice shall contain the following information:*
 - a) Date of the meeting;
 - b) Time of the meeting;
 - c) Venue of the meeting.
- iii. *The notice shall include the following documents:*
 - a) The agenda of the meeting;
 - b) The minutes of the previous Annual General Meeting and any subsequent Extraordinary General Meeting;
 - c) Any motion received for inclusion in the agenda in terms of par.18.1.a.iii.c);
 - d) Call for nominations for vacant portfolios where applicable.

b. Notice Extraordinary General Meeting

- i. All members shall be given 14 days written notice of the date, time and venue of an Extraordinary General Meeting. The notice shall be posted electronically on the SASLHA website and will be circulated via special Ezine, or may, in special circumstances, be sent by ordinary mail and posted no later than seventeen days before the date of the meeting.
- ii. *The notice shall contain the following information:*
 - a) Date of the meeting;
 - b) Time of the meeting;
 - c) Venue of the meeting.
- iii. *The notice shall include the following documents:*
 - a) The agenda of the meeting;
 - b) The minutes of the previous Annual General Meeting and any subsequent Extraordinary General Meeting;
 - c) Any motion received for inclusion in the agenda in terms of paragraph 18.1.b;

c. Meetings of the Council

- i. 14 days written notice to members of the Council

d. Meetings of the Executive Committee

- i. 14 days written notice to members of the Executive Committee

2. Nominations for Portfolios

SASLHA members will be allowed to either apply for a portfolio, or be nominated for a portfolio, provided they meet the required criteria to fill that portfolio. Nomination facilities (including instructions) will be timeously made available electronically on the SASLHA website following the announcement of the date of the meeting.

3. **Quorums**

- a. The quorum of members at any Council or Executive Committee Meetings shall be at least half the total elected membership of such a body;
- b. The quorum of members at Annual General Meetings and Extraordinary General Meetings shall be 25 members of the Association present and entitled to vote.

Should a quorum not be present when any such meeting is called the same shall be adjourned to the same day and the same time in the immediately following week at which adjourned meeting no quorum shall be necessary.

4. **Voting**

a. Annual General Meeting and Extraordinary General Meeting

- i. Only fully paid up full members shall have the right to vote for or against the motions that are tabled for a forthcoming Annual General Meeting or Extraordinary General Meeting;
- ii. Voting facilities may be made available electronically according to an announcement that shall appear one month prior to the date of the meeting on the SASLHA website with the necessary instructions;
- iii. Electronic security measures will be put in place to ensure that this form of voting will enable a secret ballot;
- iv. The results of voting shall be made known at the Annual General or Extraordinary Meeting that refers;
- v. In the event that electronic voting has been made available no paper votes will be cast at the meeting concerned;
- vi. In the instance of electronic voting there shall be no proxy votes;
- vii. At Annual General Meetings and Extraordinary General Meetings, all resolutions passed by a majority of members shall be binding. In the event of an equal number of votes the President shall have the casting vote.

b. Council or Executive Committee Meetings

- i. For the purpose of voting at any Council or Executive Committee Meeting, each member present and entitled to vote shall be entitled to exercise one vote;
- ii. Voting at Council or Executive Committee Meetings shall take place by members voting in person by way of a show of hands or, if so required by the President, by way of a written ballot;
- iii. At Council or Executive Committee meetings all resolutions passed by a majority of members present shall be binding, In the event of an equal number of votes the President shall have the casting vote.

5. **Minutes**

- a. Minutes of all Annual General Meetings and Extraordinary General Meetings of the Association, and all Council and Executive Committee meetings, shall be kept by the person so appointed by the Executive Committee.

20. FINANCE:

1. All monies collected or received by the Association shall, as soon as practical, be paid into a banking account.
2. 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, and in securities listed on a stock exchange as defined in the Stock Exchanges Control Act, 1985 (Act No.1 of 1985).

3. No profits or gains will be distributed to any person and the funds of the association will be utilized solely for investment or the objects for which it was established.
4. The association will not carry on any profit making activities; or participate in any business, profession or occupation carried on by any of its members, or provide any financial assistance, premises, continuous service, or facilities to its members for the purpose of carrying on any business, profession or occupation by them.
5. The association may not have the power to carry on any business, including, inter alia, ordinary trading operations in the commercial sense, speculative transactions, dividend stripping activities as well as the letting of property on a systematic or regular basis.
6. All cheques shall be signed by the Office Manager and one member of the Executive Committee, who has authority to do so. All cheques shall be authorised by the Treasurer by means of cheque requisitions.
7. All documents concerning financial issues shall be signed by the Treasurer and the President (alternatively, failing the availability of the President, the Vice-President).
8. The financial year of the Association shall coincide with the annual tax year of the SA Receiver of Revenue, from 1st March to 28th February.

21. DISSOLUTION:

1. The Association may be dissolved only by a General Meeting of the Association. On dissolution of the association, the remaining assets may be given or transferred to another organisation with objectives that are similar to those of the association and that itself is exempt from income tax in terms of section 10(1)(cB)(I)(ff) of the Income Tax Act.
2. There shall be no financial advantage accruing to any members of this company, society or association.

22. INTERPRETATION:

1. Unless the context indicates a contrary intention, an expression which denotes:
 - a. any gender includes the other genders;
 - b. a natural person includes a juristic person and *vice versa*;
 - c. and the singular includes the plural and *vice versa*.
2. In the event of any inconsistency between any Clause in this Constitution and the Act, the Act shall prevail at all times.
3. In the event of an inconsistency between this Constitution and any By-Law or regulation made in accordance with Clause 22, this Constitution shall prevail at all times.
4. In case of doubt as to the meaning or interpretation of any of the provisions of this Constitution, the interpretation of the National Council or its Executive Committee shall be binding on all Members of The Association.

23. AMENDMENT:

1. The constitution may be amended by a two-thirds majority of those members present and voting at an Annual General Meeting or Extraordinary General Meeting.
2. All proposed amendments shall be circulated in writing to all members at least four weeks before such meeting.
3. Section 22 shall be read in conjunction with Section 17.4 of the Constitution. All amendments to this constitution will be submitted to the Commissioner for the South African Revenue Service.

24. REGULATIONS and/or BY-LAWS:

1. The Executive Committee shall be empowered to draw up regulations and/or by laws governing procedural matters arising out of this constitution that are not inconsistent

with this constitution nor the Health Professions Act, No. 56 of 1974, its regulations and amendments, nor the Non-Profit Organisations Act No.71 of 1997, its regulations and amendments, nor any other law of the land;

2. These shall be approved by the National Council at its Annual General Meeting;
3. The Executive Committee shall be empowered to draw up a job description for the Office Manager and to determine the key performance indicators by which the performance of the incumbent will be evaluated on an annual basis;
4. The Executive Committee shall be empowered to draw up portfolio descriptions for each of the office bearers of the National Council and to determine the key performance indicators by which the performance of the incumbent will be evaluated at suitable times during their term of office;
5. These shall be approved by the National Council at its Annual General Meeting and shall be available on reasonable notice to every member of the Association at its head office.

BYLAWS:

- 1) For the purposes of the amendments to the Constitution, approved by Extraordinary General Meeting on 4th November 2009 and implemented at the Annual General Meeting of 18th April 2010, the 3 year cycle/s of office of the National Council, its Executive Committee, its Standing Committees and members of these committees referred to in the paragraphs of the Constitution set out above shall commence on the date of the abovementioned Annual General Meeting.
- 2) Duties of the Office Manager (*to be determined by the incoming National Council, April 2010, at its following first Council meeting*);
- 3) Performance Evaluation of Office Manager (*to be determined by the incoming National Council, April 2010 at its following first Council meeting*);
- 4) Duties of Council Members (*to be determined by the incoming National Council, April 2010 at its following first Council meeting*);
- 5) Performance Evaluation of Council members (*to be determined by the incoming National Council, April 2010 at its following first Council meeting*).