



**THE SOUTH AFRICAN
SOCIETY OF
ANAESTHESIOLOGISTS**

(Official group of SAMA)

CONSTITUTION 2021 AND RULES



1. FORMATION AND POWERS

- 1.1 This document is the updated and formally adopted Constitution of THE SOUTH AFRICAN SOCIETY OF ANAESTHESIOLOGISTS (hereinafter referred to as "the Society").
- 1.2 The Society is affiliated to the South African Medical Association (hereinafter referred to as "SAMA").
- 1.3 This constitution establishes the Society as a legal entity apart from its members which has the capacity to acquire rights and incur obligations and to own property apart from its members and to sue and be sued and has perpetual succession.
- 1.4 The liability of members of the Society shall be limited to the amount of their subscription fees paid at any time
- 1.5 The Society has all of the legal powers and capacity of an individual, except to the extent that a juristic person is incapable of exercising any such power or having any such capacity, and except where such powers are restricted by this constitution, and shall specifically have the powers necessary to achieve its main and supplementary objects,
- 1.6 The interpretation of this constitution and the rights, duties and obligations of the parties shall be governed by and be construed in accordance with the laws of the Republic of South Africa, regardless of the place of execution or the performance of the parties' respective obligations under this constitution.
- 1.7 In this constitution, unless the context clearly indicates another intention:
 - 1.7.1 Reference to one gender includes all other genders;
 - 1.7.2 Reference to the singular includes the plural and *vice versa*;
 - 1.7.3 Reference to writing includes fax, electronic mail and similar means of communication.

2. VISION AND OBJECT

- 2.1 The vision of the Society is: *The South African Society of Anaesthesiologists leading the science and practice of safe anaesthesia at the highest standard and ensuring the sustainability of anaesthesiology services.*
- 2.2 The objective of the Society is to promote the common interests of the members of the Society, through ensuring the efficient functioning of the key business units of the Society, namely
 - 2.2.1 Education;
 - 2.2.2 Private Practice;
 - 2.2.3 Public Sector;

- 2.2.4 Regulation; and
- 2.2.5 Special Interest Groups and Branches.

3. MEMBERSHIP

3.1 Full Members

3.1.1 Any specialist in Anaesthesiology registered with the Health Professions Council of South Africa shall be eligible to full membership if admitted as in 3.2 below, provided that membership of the Society is not in conflict with the Constitution and Rules of the SAMA.

3.1.2 Members of the SAMA who hold a higher degree in Anaesthesiology but are not registered as Anaesthesiologists in South Africa, may at the discretion of the Council, being persons elected in terms of Article 4 hereof (hereinafter called "the Council"), be elected as full members.

3.2 New Members

3.2.1 New members shall be approved by the Council.

3.2.2 Applications for membership must be made in writing on the prescribed form and sponsored by two full members of the Society in good standing.

3.2.3 The Council shall inform the following Annual General Meeting of the names of the new members.

3.3 Associate Membership

3.3.1 The Council shall be empowered to extend Associate Membership to any qualified medical practitioner of any country which is a current member of the Southern African Development Community, who is interested in the practice, teaching and research in Anaesthesiology, but is not eligible for full membership. Application shall be as in 3.2.2 above.

3.3.2 An Associate Member who subsequently registers with the Health Professions Council of South Africa as an Anaesthesiologist shall automatically become a Full Member. The member shall inform the National Treasurer of such registration, and the applicable subscriptions will become payable with the rendering of the next account

3.4 Trainee Membership

3.4.1 The Council shall be empowered to extend Trainee Membership to any registered medical practitioner who occupies a training post in

Anaesthesiology recognised by the Health Professions Council of South Africa, or a Medical Officer post in an Academic Anaesthesiology Department. Career Medical Officers are excluded and should apply for Associate Membership. Application shall be as in 3.2.2 above.

3.4.2 A Trainee Member who registers with the Health Professions Council of South Africa as an Anaesthesiologist shall automatically become a Full Member. The member shall inform the National Treasurer of such registration, and the applicable subscriptions will become payable with the rendering of the next account.

3.5 Nurse Membership

3.5.1 The Council shall be empowered to extend Nurse Membership to any registered nurse involved in the practice of Anaesthesia and registered with the South African Nursing Council. Applications shall be as in 3.2.2 above.

3.6 Honorary Life Membership

The Council has the power to bestow Honorary Life Membership. Such Honorary Life Membership shall, inter alia, be granted to:

3.6.1 any member in good standing for thirty years, on the thirty-first anniversary of their joining the Society.

3.6.2 This period may be reduced on a year-for year basis for any member in good standing, who has been an active member of Council, attending at least 50% of Council meetings each year and having served at least four years on Council. Provided that the period may further be reduced on a year for year basis for every year served in the offices of President, National Secretary or National Treasurer.

3.7 Deferred Membership

3.7.1 Members proceeding abroad for 1 year or on temporary active service may be granted "Deferred membership" upon application to the National Secretary.

3.7.2 During this period subscriptions will be waived and no circular communications or journal will be sent.

3.7.3 Members in this category who wish to be informed of and participate in Society activities may maintain active membership on payment of half the annual subscription only.

3.7.4 Active abroad membership will revert to full membership after one year but if a member remains abroad their membership will automatically change to an International member.

3.8 Correspondent Membership

3.8.1 The Council shall be empowered to elect to Correspondent Membership any member of the Specialty resident outside of South Africa, whom it wishes to honour:

3.8.1.1 For services rendered to the Society or to Medicine in South Africa,

3.8.1.2 For assistance rendered to the Society or to Medicine in South Africa in the members country of residence, or on an international body, or

3.8.1.3 To provide an official means of communication between the South African Society of Anaesthesiologists and the corresponding national anaesthesiology specialist group in the relevant country.

3.8.2 This category shall be an honorary one and normally life-long.

3.8.3 Such a correspondent member will receive official information of the Society and other relevant information.

3.8.4 In turn the correspondent member will be requested to inform the Society, on an annual basis, of activities, plans and new ideas from their country.

3.9 International membership

A full member may apply for International Membership if he intends to remain abroad for more than a year on condition that he remains registered with the HPCSA or the medical regulatory body of the country of residence and / or country of practice. Deferred membership will also revert automatically to international membership after one year if member does not return to South Africa. International members will be entitled to all SASA benefits. Branch fees and Private Practice Business Unit levy will be waived.

3.10 Minimum Membership

The activities of the Society shall be suspended if at any time its membership shall be less than the number of Councillors plus one.

3.11 Retirement

3.11.1 Where a member has to retire from medical practice for health or other reasons the Council may, at its discretion, continue their membership, on written application from the member. The Council may, at its discretion, reduce their future subscriptions, depending on their circumstances.

3.11.2 When a member reaches the age of 65 years, they may apply for retirement status after which their membership subscription will be reduced by 50%, so long as they have retired from full practice and do not work at an amount greater than 50% of their original practice Income.

4. COUNCIL

4.1 All Council members shall serve in a voluntary Capacity and any honorarium paid for attendance at meetings will be agreed by Council from time to time.

4.2 At least three of the Council members shall be persons who are not connected persons in relation to one another (as defined in the Income Tax Act, Act 58 of 1962, as amended ("the Act")) and no single person shall, directly or indirectly, control the decision-making powers of the Society.

4.3 The Council of the Society shall consist of:

4.3.1 Ten elected Councillors, two for each business unit;

4.3.2 An Associate Representative;

4.3.3 A Trainee Representative;

4.3.4 A Branch Representative from each of the branches, where the Branch would not otherwise be represented on Council by one of the above;

4.3.5 A Representative of the Safe Surgery South Africa (SSSA) Board. The member of the SSSA board will be nominated by SASA Council and serve on SASA Council for a term of 4 years. The appointed SSSA board member will not have any voting rights on Council matters;

4.3.6 A Wellness Convenor. The member will be nominated by SASA Council and serve on the SASA Council for a term of 2 years; ; If not a Councillor, the Wellness Convenor will not have any voting rights on Council matters; and

4.3.7 A Guideline Convenor. The member will be nominated by SASA Council and serve on the SASA Council for a term of 2 years; If not a Councillor, the appointed Guideline Convenor will not have any voting rights on Council matters.

4.4 Elected Councillors:

4.4.1 The ten elected members of Council will hold office for 4 (four) years.

4.4.2 Should a vacancy occur, the remaining term of office shall be filled by the candidate receiving the next highest number of votes at the previous election.

4.5 The Associate Representative:

4.5.1 The Associate Representative shall hold office for 4 (four) years.

- 4.5.2 Election shall take place at the same time as that for the elected Councillors.
- 4.5.3 The Associate Representative shall be an Associate member in good standing.
- 4.5.4 Only Associate members shall participate in the election of the Associate Representative.
- 4.5.5 Associate members shall be entitled to vote for Council members and the Associate Representative.
- 4.6 The Trainee Representative:
- 4.6.1 The Trainee Representative will hold office for one year. If the individual ceases to be a registrar in that time, the appointment will run to the next AGM.
- 4.6.2 The Trainee Representative shall be a Trainee member in good standing.
- 4.6.3 The Trainee Representative's term will commence at the AGM in the year preceding the Congress hosted by their branch.
- 4.6.4 The Trainee Representative will act as the Chairperson of the South African Registrar Forum for Anaesthesiology (SARFA) and shall facilitate the communication between trainees, as nominated by each academic department, and the Council.
- 4.6.5 A Deputy Trainee Representative will be nominated 2 years before the SASA National Congress is hosted by the Anaesthesiology Department and University associated with their SASA branch.
- 4.6.6 The Deputy Trainee Representative will automatically assume the office of Trainee Representative at the SASA AGM one year prior to the SASA Congress being hosted by their branch.
- 4.6.7 The role of the Deputy Trainee Representative is to support the Trainee Representative and prepare for their time in office.
- 4.6.8 The immediate Past Trainee Representative will continue to support the Trainee Representative for 1 year after leaving office.
- 4.7 Branch Representatives:
- 4.7.1 A representative from each of the Branches of SASA which would otherwise not be represented on Council, shall be elected for a period of one year by the Committee of the Branch concerned.
- 4.7.2 The Representatives of the Branches shall be elected at the first meeting of the said Executive and shall serve for 1 year.
- 4.7.3 The Representative of a Branch of SASA may choose a Branch nominee who will attend Council Meetings in their stead if the need

arises. The *secundus* must be a member of the Society in good standing, and will have full voting rights on the Council.

- 4.8 Election of Council members, National Secretary and National Treasurer:
- 4.8.1 All retiring office bearers and Council members are eligible to offer themselves for re-election.
- 4.8.2 Nominations shall be invited not later than three months before the Annual General Meeting from all full members of SASA.
- 4.8.3 Prescribed forms bearing the signatures of the proposer and seconder and consent of the nominee must reach the Secretary within 30 days of the issue of nomination forms.
- 4.8.4 Full and Associate members in good standing, shall be eligible to participate in the election of Council members.
- 4.8.5 Voting will take place electronically.
- 4.8.6 Notice of a Council election and nominees received shall be sent via email within 7 days of closure of nomination to all members.
- 4.8.7 Full and Associate Members shall vote anonymously on the secure section of the SASA website by selecting a box next to the nominee's name. Votes will be counted electronically by the system and the results submitted to the National Secretary. An electronic record of the voting shall be kept for the ensuing year.
- 4.9 The Vice-President:
- 4.9.1 The Vice-President shall be elected by Council from within its ranks at the first Council Meeting following the Annual General Meeting.
- 4.9.2 The Vice-President shall automatically succeed the President after the latter's term of office has expired.
- 4.9.3 In the event that the Vice-President assumes the Presidency from the President during the latter's term of office, Council shall elect a new Vice-President at the next Council Meeting.
- 4.9.4 The same procedure shall be followed if the post of Vice-President falls vacant for any other reason.
- 4.9.5 The Vice-President so elected shall serve the unexpired term and become President in the ensuing term.
- 4.10 The President:
- 4.10.1 The President shall hold office for 2 (two) years.
- 4.10.2 In the case of a Vice-President who succeeds the President during the latter's term of office, the residual period of Presidency assumed,

will be in addition to the following full term of office, unless decided otherwise by Council.

4.11 The Immediate Past President:

The Immediate Past President shall be a member of the Council for the 2 years following their term of office.

4.12 The National Secretary:

4.12.1 The National Secretary shall serve for a period of 4 (four) years.

4.12.2 Should a vacancy occur during their term of office, the functions and responsibilities of the National Secretary shall devolve upon an elected Councillor, for the balance of the 4 (four) years.

4.12.3 The vacancy thus created among the ten elected councillors, will be filled by the candidate with the next highest number of votes in the previous election.

4.13 National Treasurer:

4.13.1 The National Treasurer shall serve for a period of 4 (four) years.

4.14 Should a vacancy occur the same rule will apply as in 4.12.2 and 4.12.3.

4.15 The Executive Council of SASA shall consist of:

4.15.1 The President;

4.15.2 The Vice-President;

4.15.3 The Immediate Past President;

4.15.4 The National Treasurer;

4.15.5 The National Secretary;

4.15.6 The Chief Executive Officer as appointed by the Executive Council

4.16 Indemnity

4.17 Every Council member and officer of the Society every member of any committee of the Society and any senior person employed by the Society shall be indemnified by the Society against all liability incurred by them in such office, in defending any proceedings, whether civil or criminal, in which judgment is given in their favour, or in which they are acquitted, or in respect of any proceedings which are abandoned.

4.18 No Council member, officer or employee of the Society shall be liable for

4.18.1 loss or expense incurred by the Society through the insufficiency or deficiency of any security in or upon which any of the moneys of the Society are invested;

- 4.18.2 any loss or damage arising from the bankruptcy, insolvency or delictual acts of any persons with whom monies, securities or effects shall be deposited;
- 4.18.3 any loss or damage occasioned by any error of judgment or oversight on their part; or
- 4.18.4 any other loss, damage or misfortune whatever which shall happen in the execution of the duties of their office, or in relation thereto,

unless the same happened through their own negligence, default, breach of duty or wilful misconduct or wilful breach of trust.

- 4.19 The Society may advance expenses to, indemnify in respect of the defence of legal proceedings, or indemnify in respect of liability, any Council member or senior employee and may purchase insurance to protect the Society and/or Council members and/or senior employees.
- 4.20 The Society shall not be liable for any claim by any Council member or senior employee in excess of the amount covered by any such insurance policy/ies.

5. ADMINISTRATION AND POWERS OF THE COUNCIL AND EXECUTIVE COUNCIL

- 5.1 The National Secretary of the Council shall conduct the correspondence of SASA, shall keep a record of all transactions and shall arrange the agenda for the Annual General Meeting.
- 5.2 The National Treasurer shall receive all monies due to SASA and shall present an audited balance sheet at the Annual General Meeting. The financial year shall end on the 30th of June of each year.
- 5.3 Operation of all the accounts of SASA shall be by the National Treasurer and any other Council member(s) appointed by the Council.
- 5.4 The Council is tasked with determining policy and strategy for the Society from time to time, and shall evaluate the activities of the Society in terms of these strategies, as well as the vision and object of the Society.
- 5.5 The Council is entitled to formulate and alter Bylaws for the conduct and management of the affairs of SASA. These changes shall become operative immediately and be confirmed at the next Annual General Meeting of SASA.
- 5.6 At the first meeting of a new Council, the Council shall appoint business units for the ensuing two years. Additional business units may be appointed by the Council at any subsequent meeting.
- 5.7 The Council has the right to co-opt persons to the Council and to its business units for the duration of that Council's term of office.

- 5.7.1 Persons co-opted to Council and to its business units should be SASA members if eligible. Persons that are not eligible may be considered by Council and may be co-opted as a non-member.
- 5.7.2 The Council may delegate the power to co-opt members to its business units. Non-members may only be co-opted with Council approval (as per 5.7.1)
- 5.7.3 The co-opted persons will not have voting rights on Council but may be nominated to represent SASA at meetings selected by Council.
- 5.7.4 All co-opted persons, performing duties in the name of SASA, need to work in the interests of SASA and abide by the SASA Constitution and bylaws.
- 5.7.5 The names of all co-opted persons need to be ratified by SASA Council and presented at the following AGM.
- 5.8 The Council shall meet from time to time, as necessary, but not less than four times per annum.
- 5.9 Any member of the Council who fails to attend three consecutive meetings without leave of absence shall cease to be a member of the Council.
- 5.10 All members of Council will adhere to the norms of corporate governance and declare any conflict of interest in writing, while serving on Council.
- 5.11 Notice of Council Meetings shall be sent to each member of the Council at least one month prior to the meeting.
- 5.12 Extraordinary Council Meetings.
 - 5.12.1 An Extraordinary Council Meeting may be called at the request of:
 - 5.12.1.1 A simple majority of the Executive Committee;
 - 5.12.1.2 A simple majority of the Council;
 - 5.12.2 Ten days' notice must be given of such an Extraordinary Meeting.
- 5.13 Executive Council Meetings:
 - 5.13.1 Executive Council shall be responsible for ongoing and day to day management of the affairs of the Society.
 - 5.13.2 The Executive Council shall meet as often as may be necessary, but shall conduct most of their discussions and make most decisions using electronic/telephonic correspondence.
- 5.14 Council and Executive Council meetings may be held by persons who are simultaneously in more than one place, provided that the persons involved are linked by telephone, video, teleconference or other facilities such as enable them to communicate and participate in the business of the meeting, as if actually present together at the same time and place.

6. CONTRACTUAL MATTERS

6.1 The Council is hereby empowered:-

6.1.1 to negotiate, collectively on behalf of all members of SASA, with organization health care systems, being systems which manage the elements of cost of, access to and quality of delivery of health care services, or in the context any one or combination of such elements, and which include, without limiting the generality of the foregoing, traditional medical schemes, managed health care organizations, management services organization and administrators (hereinafter referred to as "funders of health care services");

6.1.2 to contract with the funders of health care services and to conclude agreements relating to the objectives of SASA as set out in Article 2 of the Constitution, the terms of which shall be binding on all members of SASA;

6.1.3 to form and have registered a legal entity/ies for the purpose of conducting commercial transactions which shall include but not be confined to the transactions stated in the paragraphs 6.1.1 and 6.1.2 above.

6.2 Without derogating from the generality of the provisions of clause 6.1.1, members of SASA shall be deemed to be bound by the terms of any agreements concluded by the Council in respect of tariffs in terms of this clause 6, by virtue of their membership to SASA.

6.3 All costs of and incidental to the negotiation and preparation of agreements negotiated with the funders of health care services by the Council on behalf of SASA's members, shall be borne by SASA.

7. REIMBURSEMENT OF EXPENSES

Subject to the approval and discretion of the Council:

7.1 The return airfare of the President, National Secretary, National Treasurer and CEO to attend the Annual General Meeting shall be subsidised.

7.2 All expenses approved by the Council and incurred in performing duties of SASA shall be subsidised by SASA.

8. CONGRESS ACTIVITIES

National, Regional and international anaesthesia congresses within the borders of South Africa will form part of the normal activities of SASA in providing Continuous Professional Development (CPD)

Each Congress:

- 8.1 Will have a committee duly elected by a responsible body of the Society comprising:
 - 8.1.1 A Chairperson;
 - 8.1.2 A Secretary;
 - 8.1.3 A Treasurer; and
 - 8.1.4 Three committee members (minimum).
- 8.2 The local organising committee shall:
 - 8.2.1 Utilise the National SASA bank Account or make use of the Professional Congress Organiser bank account. In the latter case an audited financial report will have to be submitted to the National Treasure at completion of all Congress business.
 - 8.2.2 Report back to SASA Council at every Council meeting until winding up of the affairs of said Congress.

9. SPECIAL INTEREST GROUPS

- 9.1 The Council shall establish business units to administer and further the matters falling within the areas as set out in clause 2.2
- 9.2 The Council may approve the formation of Special Interest Groups or its association to Special Interest Groups, provided that approval shall be ratified at the succeeding Annual General Meeting of the Society. Special Interest Groups:
 - 9.2.1 Shall abide by the SASA Constitution;
 - 9.2.2 May have their own, aligned Constitution and specific bylaws adopted by the Executive Committee of SASA;
 - 9.2.3 Shall only consist of SASA members (as defined in section 3) in good standing as members of the Special Interest Group;
 - 9.2.3.1 Where a special interest group necessitates the inclusion of a person or entity that is not able to meet SASA Membership criteria as defined in section 3, these persons or entities may be included in the special interest group as Special Interest Group Associate Members with no voting rights.
 - 9.2.4 Will function under the Special Interest Groups and Branches Business Unit as a separate entity with income and expenditure reflected separately; and
 - 9.2.5 Will coordinate their own educational activities but will utilise the SASA Congress Organisation during the SASA Congress and is expected to follow SASA rules relating to Congresses, as per the SASA bylaws.

- 9.3 The SASA Council shall elect, from among its members, a Convenor of the Special Interest Groups and Branches Business Unit. This Convenor shall communicate between the Council and each Special Interest Group and Branch and represent the interests of the Special Interest Groups and Branches as a whole.
- 9.4 Each Special Interest Group shall submit a quarterly report, at least two weeks in advance of each Council meeting, to the Convenor of the Special Interest Groups and Branches Business Unit. The Convenor shall then collate these reports into a Business Unit report for Council.
- 9.5 The Convenor of the Special Interest Groups and Branches Business Unit (or a delegated Council member) shall provide feedback to each Special Interest Group and Branch following each Council meeting.
- 9.6 If any business units or special interest groups fail to comply with these reporting requirements, or are found by Council to be mismanaging funds, not performing their duties, or acting in any way which would bring the reputation of the Society or its professional members into disrepute, the Executive Council shall be empowered to take such action as may be necessary to rectify the matter, including removing persons from membership or office in such units, and withholding funding to such units.

10. BRANCHES

- 10.1 The Council may approve the formation of Branches, provided that such approval shall be subject to ratification at the succeeding Annual General Meeting of SASA.
- 10.2 All Branches shall:
- 10.2.1 Have a Constitution approved by the SASA Council;
- 10.2.2 Elect a Committee consisting of:
- 10.2.2.1 A Chairperson,
- 10.2.2.2 A Branch Secretary / Branch Treasurer, and
- 10.2.2.3 At least 3 additional full members.
- 10.3 Should the Branch not be otherwise represented on Council, the Committee of the Branch shall elect one of its members to be its representative to serve on the Council for a period of one year.
- 10.4 The Annual General Meetings of the Branches shall be held at least 2 (two) months prior to the SASA Annual General Meeting, except where special permission has been obtained from the Council.
- 10.5 The Branches may be allowed independent action in purely domestic matters, provided such action is consistent with the general policy of SASA.
- 10.6 A report in writing of the activities of the Branch shall be submitted twice a year, at least two weeks in advance of the first and third quarterly Council

meetings, by the Secretary of the Branch to the Convenor of the Special Interest Groups and Branches Business Unit. The Convenor (or a delegated Council member) shall then collate these reports into a Branch report for Council.

- 10.7 Amendments to branch constitutions shall be submitted to Council, which may ratify them, or require alternate amendments to be adopted.
- 10.8 The provisions of clause 9.6 shall apply to branches, and the Executive Council shall be similarly empowered to deal with branches.
- 10.9 All assets, books, records and funds of the Society in the custody of a Branch shall remain the property of the Society and, in the event of the dissolution of such Branch, shall immediately be forwarded to the National Secretary of the Society.

11. MEETINGS

- 11.1 SASA shall hold an Annual General Meeting of its members.
- 11.2 Twelve members of SASA shall constitute a quorum at any General Meeting of SASA, provided that 50% of the Branches are represented.
- 11.3 A simple majority of the Council shall constitute a quorum at any meeting of Council.
- 11.4 The President shall preside at the Annual General Meeting, or any meeting of the Council, or failing them, the Vice-President, or failing them, a member specially elected for this purpose from amongst those present.
- 11.5 Notification of the Annual General Meeting shall be sent to each member three months prior to the Meeting. Additional notification and the agenda shall be sent in writing not less than 21 days before the meeting.
- 11.6 Extraordinary General Meetings of SASA:
 - 11.6.1 An Extraordinary General meeting of SASA may be requisitioned by:
 - 11.6.1.1 A simple majority of the Executive Council;
 - 11.6.1.2 A simple majority of the Council;
 - 11.6.1.3 Ten percent of SASA members in good standing; or
 - 11.6.1.4 Fifty percent of the branches
 - 11.6.2 Such a request must be made in writing.
 - 11.6.3 Fourteen days' notice shall be given of such an Extraordinary General Meeting.
 - 11.6.4 Voting

- 11.6.5 Full and Associate members in good standing shall have the right to vote.
- 11.6.6 The President shall be entitled to a casting vote.
- 11.6.7 Voting by proxy shall be permitted according to the Articles of the SAMA.

12. SUBSCRIPTIONS

- 12.1 Subscriptions and levies shall be determined from time to time by the Council, but increases may not exceed CPI rates without being ratified by members at its Annual General Meeting. In such a case (increase above CPI) notice of this motion shall have been given with notice of the Annual General Meeting.
- 12.2 A single account may be submitted to each member incorporating the following:
 - 12.2.1 Membership subscription to SASA;
 - 12.2.2 Membership subscription to the Branches of SASA, to which a member may belong; and
 - 12.2.3 Membership of Special Interests Groups, where applicable
 - 12.2.4 Private Practice Business Unit Levy, where applicable.
- 12.3 Accounts will be rendered at the beginning of each financial year and should be settled at the end of the first month of the new financial year (within 30 days).

13. TERMINATION / SUSPENSION OF MEMBERSHIP

- 13.1 Every member shall remain a member until their membership is terminated either by
 - 13.1.1 Death, or
 - 13.1.2 Resignation in writing addressed to the National Secretary of SASA, or
 - 13.1.3 By decision of the Executive Committee or Council.
- 13.2 Membership and all SASA benefits shall be suspended if subscriptions are not paid-up after 120 days of issue of invoice. If the subscriptions due are not paid by the end of the period of membership for which they were invoiced, membership will be terminated.
 - 13.2.1 Such suspensions shall be reported by the National Secretary at the AGM.

- 13.2.2 Reinstatement of such members is made on payment of a reinstatement fee equal to one year of full subscriptions plus the current financial year subscription in full, or any other terms, conditions or concessions that the Council at its discretion may wish to make.
- 13.3 Membership may also be terminated or suspended, in accordance with 13.1.3, if a member falls within one of the categories set out in 13.6.2 to 13.6.5.
- 13.4 During the period of suspension, a member shall neither vote nor hold office in SASA either on the Council or on the local Branch Committee.
- 13.5 No member may hold office unless in good standing or if he falls within one of the categories in 13.6.2 to 13.6.4.
- 13.6 Executive Committee and/or Council members shall vacate their office as such if:
- 13.6.1 they resign;
 - 13.6.2 they are no longer a member in good standing;
 - 13.6.3 they are found to be of unsound mind; or
 - 13.6.4 they become insolvent whether provisionally or finally, voluntarily or under compulsion, or assigns their estate for the benefit of or compounds with their creditors;
 - 13.6.5 they become disqualified to act as a director of a company in terms of the laws applicable to companies of the Republic of South Africa;
 - 13.6.6 they fail to attend three consecutive meetings of the Committee without having been excused from attendance by the remaining members; or
 - 13.6.7 they are voted out of office by resolution of two-thirds of the members.

14. AMENDING OF THE CONSTITUTION

- 14.1 The constitution may only be amended at an Annual General Meeting or at an Extraordinary General Meeting.
- 14.2 Prior approval of the National Council or Board of SAMA shall be obtained for all proposed amendments.
- 14.3 Written notice of the proposed amendment shall have been given 90 (ninety) days previously.
- 14.4 Any alteration to the Constitution shall only be adopted if it receives a two-thirds majority of the votes cast at the meeting.

- 14.5 The Society will send a copy of any amendment to the constitution to the Commissioner for the South African Revenue Services within 30 days of such amendment's being adopted in terms of 14.4.

15. FINANCIAL MATTERS

- 15.1 Any Financial matter shall be approved by two thirds of the members present at a Council or General Meeting.
- 15.2 The Society will comply with such reporting requirements as may be determined by the Commissioner for the South African Revenue Services from time to time.
- 15.3 The Society is not knowingly and will not knowingly become a party to, and does not knowingly and will not knowingly permit itself to be used as part of, an impermissible avoidance arrangement contemplated in Part IIA of Chapter III, or a transaction, operation or scheme contemplated in section 103(5) of the Act.
- 15.4 Substantially the whole of the Society's funding must be derived from its annual or other long-term members or from an appropriation by the government of the Republic in the national, provincial or local sphere.
- 15.5 The Society may not directly or indirectly distribute any of its funds or assets to any person other than in the course of furthering its objectives, is required to utilise substantially the whole of its funds for object for which it has been established, and substantially the whole of the activities of the Society must be directed to the furtherance of its object and not for the specific benefit of an individual member or minority group.
- 15.6 No member may directly or indirectly have any personal or private interest in the Society.
- 15.7 The Society may not have a share or other interest in any business, profession or occupation which is carried on by its members.
- 15.8 The Society must not pay to any employee, office bearer, member or other person any remuneration, as defined in the Fourth Schedule to the Act , which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered.

16. AUDITORS

Auditors shall be appointed annually by the Annual General Meeting.

17. DISSOLUTION

- 17.1 The Society may be dissolved upon a vote of 80% of full members present at the AGM or a meeting called for the purpose and of which written notice shall have been given, detailing reasons for the meeting.

- 17.2 Upon winding-up, deregistration or dissolution the assets of the Society remaining after the satisfaction of all its liabilities shall be given or transferred to some other association or institution having objects similar to its main object, which is itself exempt from income tax, to be determined by the members of the Society or at the time of its dissolution or, failing such determination by the Court and which is/are:
- 17.2.1 another entity approved by the Commissioner for the South African Revenue Services in terms of section 10(1)(d)(iv)(bb) of the Act;
 - 17.2.2 a public benefit organisation approved in terms of section 30 of the Act;
 - 17.2.3 an institution, board or body which is exempt from tax under section 10(1)(cA)(i) of the Act; or
 - 17.2.4 the government of the Republic in the national, provincial or local sphere.

Constitution approved at the SASA AGM held on the Zoom virtual platform on 7 March 2021



Dr Lance Lasersohn
SASA President

03-05-2021

Date