



MEMORANDUM OF INCORPORATION

OF

THE SOUTH AFRICAN ACADEMY OF FAMILY PHYSICIANS NPC

(REGISTRATION NUMBER: 1980/007011/08)

A NON-PROFIT COMPANY

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1. OBJECTIVES AND ADOPTION OF MEMORANDUM OF INCORPORATION

1.1 The Company is a non-profit company, with members, having the following objectives:

- 1.1.1** Promote optimal health for the people in Southern Africa through advocacy, support and the development of the primary health care team, and the establishment of an equitable, humane and integrated district health care system.
 - 1.1.2** Develop and promote the science and art of family medicine through education, training, research and the dissemination of knowledge.
 - 1.1.3** Represent and further the interests of Family Physicians in South Africa, Africa and other international forums.
 - 1.1.4** Influence the relationship, which shall exist between Family Physicians and Hospitals, Public and Private Institutions, Government Authorities, Health Care Funders, the Public and the Medical Profession in general.
 - 1.1.5** To serve as an organizational aid to promote the interests of its members; SAMA as a whole, and the medical profession, in pursuance of the objects of SAMA.
 - 1.1.6** To act independently in so far as their actions do not affect the general policy of SAMA.
 - 1.1.7** Do all such other things as are incidental to or conducive to the attainment of all or any of the above objectives.
- 1.2** This Memorandum of Incorporation was adopted by the incorporators of the Company, in accordance with section 13(1) of the Act, as evidenced by the following signature made by them or on their behalf:

Name of Incorporator	Identity or Registration no.	Signature	Date

2. INTERPRETATION

In this Memorandum of Incorporation –

- 2.1** a reference to a section by number refers to the corresponding section of the Companies Act, 2008, and
- 2.2** words that are defined in the Companies Act, 2008, bear the same meaning in this Memorandum as in that Act.
- 2.3** “**Act**” means the Companies Act, 71 of 2008, as amended, consolidated or re-enacted from time to time, and includes all Regulations promulgated in terms of the Act and Schedules to the Act as amended from time to time;
- 2.4** “**Board**” means the board of Directors of the Company as constituted from time to time;
- 2.5** “**Commission**” means the Companies and Intellectual Property Commission established in accordance with section 185 of the Act;
- 2.6** “**Company**” means The South African Academy of Family Physicians NPC, duly incorporated under registration number 1980/007011/08;
- 2.7** “**Company Rules**” means any rules made by the Board in respect of the governance of the Company as contemplated in sections 15(3) to 15(5) of the Act;
- 2.8** “**Director**” means a member of the Board as contemplated in section 66, or an alternate director, and includes any person occupying the position of a director or alternate director, by whatever name designated;
- 2.9** “**Family Physician**” means a medical practitioner registered as a specialist in family medicine in South Africa in terms of the Health Professions Act, 56 of 1974, or registered as an Independent Practice (Family Medicine) or Public Service (Family Medicine) before or after 17 August 2007;
- 2.10** “**Members**” means and include those persons as more fully set out in Schedule 1 hereof;
- 2.11** “**SAMA**” means the South African Medical Association, a non-profit company, with registration number 1927/000136/08;
- 2.12** An expression which denotes any gender includes the other genders;
- 2.13** The natural person includes a juristic person and *vice versa*;

- 2.14** The singular includes the plural and *vice versa*;
- 2.15** The terms '**business day**' has the meaning referred to in section 5(3) of the Act and includes any day other than Saturday, Sunday or South African Public Holidays as gazetted from time to time and shall be calculated by excluding the first day and including the last day.
- 2.16** The Schedules attached to this Memorandum are part of the Memorandum of Incorporation.

3. ARTICLE 1 – INCORPORATION AND NATURE OF THE COMPANY

3.1 Incorporation

- 3.1.1** The Company is incorporated as a Non Profit Company, as defined in the Act.
- 3.1.2** The Company is incorporated in accordance with and governed by -
- 3.1.2.1** the unalterable provisions of the Act applicable to Non Profit Companies;
 - 3.1.2.2** the alterable provisions of the Act that are applicable to Non Profit Companies, subject to any limitation, extension, variation or substitution set out in this Memorandum; and
 - 3.1.2.3** the provisions of this Memorandum of Incorporation.

3.2 Objectives and Powers of the Company

- 3.2.1** The objectives of the Company are as set out in paragraph 1 and, except to the extent necessarily implied by the stated objectives, the purposes and powers of the Company are not subject to any restriction, limitation or qualification as contemplated in section 19(1)(b)(ii).
- 3.2.2** The Company is not subject to any provision contemplated in Section 15(2)(b) or (c).
- 3.2.3** Upon dissolution of the Company, its net assets must be distributed in the manner determined in accordance with item 1(4)(b) of Schedule 1 of the Act.

3.3 Memorandum of Incorporation and Company Rules

- 3.3.1** This Memorandum of Incorporation of the Company may be altered or amended in the manner set out in Section 16, 17 or 152(6)(b), subject to the provisions contemplated in Section 16(1)(c).
- 3.3.2** The authority of the Company's Board of Directors to make rules for the Company, as contemplated in Section 15(3) to (5) is not limited or restricted in any manner by this Memorandum of Incorporation.

- 3.3.3** The Board must publish any rules made in terms of Section 15(3) to (5) by delivering by electronic means, by courier or by registered mail a copy of those rules to each member.
- 3.3.4** The Company must publish a notice of any alteration of the Memorandum of Incorporation or the Rules, made in terms of Section 17(1) by delivering a copy of those rules to each member by electronic means, by courier or by registered mail.

3.4 Application of optional provisions of the Companies Act, 2008

The Company elects, in terms of Section 34(2), to comply voluntarily with the provisions of Chapter 3 of the Act.

3.5 Members of the Company

- 3.5.1** As contemplated in Item 4(1) of Schedule 1 of the Act, the Company has members who are in either of two classes, being voting and non-voting members, respectively.
- 3.5.2** The terms and conditions of membership in the company are as set out in Part E of Schedule 1 to this Memorandum.

4. ARTICLE 2 – RIGHTS OF MEMBERS

4.1 Members' authority to act

If, at any time, every member of the Company is also a director of the Company, as contemplated in Section 57(4), the authority of the members to act without notice or compliance with any other internal formalities, is not limited or restricted by this Memorandum of Incorporation.

4.2 Members' right to information

A member of the Company will have the rights to access information set out in Section 26(1).

4.3 Representation by proxy and representation by concurrent proxies

The rights of a member of the Company to appoint a proxy or to be represented by concurrent proxies, as set out in Section 58, is limited, restricted or varied by this Memorandum of Incorporation to the extent set out in Part C of Schedule 2.

4.4 Authority of proxy to delegate

The authority of a member's proxy to delegate the proxy's powers to another person, as set out in Section 58(3)(b) is limited or restricted by this Memorandum of Incorporation to the extent set out in Part C of Schedule 2.

4.5 Requirement to deliver proxy instrument to the Company

The requirement that a member must deliver, by fax, email, courier or registered mail or by other electronic means, to the Company a copy of the instrument appointing a proxy before that proxy may exercise the member's rights at a members meeting, as set out in Section 58(3)(c), is not varied by this Memorandum of Incorporation.

4.6 Deliberative authority of proxy

The authority of a member's proxy to decide without direction from the member whether to exercise, or abstain from exercising, any voting right of the member as set out in Section 58(7), is not limited or restricted by this Memorandum of Incorporation.

4.7 Record date for exercise of member rights

If, at any time, the Company's Board of Directors fails to determine a record date, as contemplated in Section 59, the record date for the relevant matter is as determined in accordance with Section 59(3).

5. ARTICLE 3 – MEMBERS MEETINGS

5.1 Requirement to hold meetings

The Company is required to hold members meetings in addition to those specifically required by the Companies Act, 2008, as set out in Part A of Schedule 3.

5.2 Members' right to requisition a meeting

The right of members to requisition a meeting, as set out in Section 61(3), may be exercised as provided for in that section.

5.3 Location of members meetings

The authority of the Company's Board of Directors to determine the location of any members meeting, and the authority of the Company to hold any such meeting in the Republic of South Africa or any foreign country, as set out in Section 61(9) is limited or restricted by this Memorandum of Incorporation to the extent set out in Part B of Schedule 3.

5.4 Notice of members meetings

The minimum number of days for the Company to deliver a notice of a members meeting to the members, as required by Section 62, is 15 business days before the meeting is to begin.

5.5 Electronic participation in members meetings

The authority of the Company to conduct meetings entirely by electronic communication, or to provide for participation in a meeting by electronic

communication, as set out in Section 63, is not limited or restricted by this Memorandum of Incorporation.

5.6 Quorum for members meetings

- 5.6.1** In substitution for the 25% required by Section 64(2), the quorum requirement for a members meeting to begin, or for a matter to be considered, shall be one twentieth of the voting membership or 50 (fifty) members, whichever is the lesser of who at least 3(three) are personally present and the remainder represented by proxy.
- 5.6.2** The time periods allowed in Section 64(4) and (5) apply to the Company.
- 5.6.3** The authority of a meeting to continue to consider a matter, as set out in Section 64(9) is not limited or restricted by this Memorandum of Incorporation.

5.7 Adjournment of members meetings

The maximum period allowable for an adjournment of a members meeting is as set out in Section 64(13) without variation.

5.8 Members resolutions

- 5.8.1** For an ordinary resolution to be adopted at a members meeting, it must be supported by at least 50% of the members who voted on the resolution, as provided in Section 65(7).
- 5.8.2** For a special resolution to be adopted at a members meeting, it must be supported by at least 66% of the members who voted on the resolution.
- 5.8.3** A special resolution adopted at a members meeting is not required for a matter to be determined by the Company, except those matters set out in Section 65(11).

6. ARTICLE 4 –COUNCIL, BOARD OF DIRECTORS, COMMITTEES, OFFICERS, COMPANY SECRETARY AND AUDITORS

6.1 The Council

The Council is elected by the members to evaluate and determine the Board's performance and provide feedback to all the members at its Annual General Meeting and Council Meeting. The Council leads the Board in its strategic direction of the Company and is elected and composed as reflected in Part A of Schedule 4.

6.2 Composition of the Board of Directors

- 6.2.1** The Board of Directors of the Company comprises a maximum of 6 directors, and no alternate directors, each of whom is to be elected in the manner set out in Part A of Schedule 4.

- 6.2.2** In addition to the appointed directors, there are no appointed or *ex officio* directors of the company, as contemplated in Section 66(4).
- 6.2.3** In addition to satisfying the qualification and eligibility requirements set out in Section 69, to become or remain a director of the Company, a person must satisfy the additional eligibility requirements and qualifications set out in Part C of Schedule 4.
- 6.2.4** Each appointed director of the company serves for an indefinite term until substituted by the person or entity that made the appointment.
- 6.2.5** Every three years the directors of the Company shall resign as directors immediately after a new Council has been constituted, to allow the new Council to elect a new Board of Directors.

6.3 Authority of the Board of Directors

The authority of the Company's Board of Directors to manage and direct the business and affairs of the Company as set out in Section 66(1) is not limited or restricted by this Memorandum of Incorporation.

6.4 Board of Directors' meetings

The authority of the Company's Board of Directors to consider a matter other than at a meeting, as set out in Section 74 is not limited or restricted by this Memorandum of Incorporation.

- 6.4.1** The right of the Company's directors to requisition a meeting of the Board, as set out in Section 73(1), may be exercised by at least 25% of the directors, as provided in that section.
- 6.4.2** The authority of the Company's Board of Directors to conduct a meeting entirely by electronic communication, or to provide for participation in a meeting by electronic communication, as set out in Section 73(3), is not limited or restricted by this Memorandum of Incorporation.
- 6.4.3** The authority of the Company's Board of Directors to determine the manner and form of providing notice of its meetings, as set out in Section 73(4), is not limited or restricted by this Memorandum of Incorporation.
- 6.4.4** The authority of the Company's Board of Directors to proceed with a meeting despite a failure or defect in giving notice of the meeting, as set out in Section 73(5), is not limited or restricted by this Memorandum of Incorporation.
- 6.4.5** The quorum requirement for a directors' meeting to begin, the voting rights at such a meeting, and the requirements for approval of a resolution at such a meeting, are as set out in Section 73(5), namely:
 - 6.4.5.1** if all of the directors of the company—
 - 6.4.5.1.1** acknowledge actual receipt of the notice;
 - 6.4.5.1.2** are present at a meeting; or

- 6.4.5.1.3 waive notice of the meeting, the meeting may proceed even if the company failed to give the required notice of that meeting, or there was a defect in the giving of the notice;
- 6.4.5.2 a majority of the directors must be present at a meeting before a vote may be called at a meeting of the directors;
- 6.4.5.3 each director has one vote on a matter before the board;
- 6.4.5.4 a majority of the votes cast on a resolution is sufficient to approve that resolution; and
- 6.4.5.5 in the case of a tied vote—
 - 6.4.5.5.1 the chair may cast a deciding vote, if the chair did not initially have or cast a vote; otherwise
 - 6.4.5.5.2 the matter being voted on shall fail.

6.5 Indemnification of Directors

- 6.5.1** The authority of the Company's Board of Directors to advance expenses to a director, or indemnify a director, in respect of the defence of legal proceedings, as set out in Section 78(3), is not limited or restricted by this Memorandum of Incorporation.
- 6.5.2** The authority of the Company's Board of Directors to indemnify a director in respect of liability, as set out in Section 78(5) is not limited or restricted by this Memorandum of Incorporation.
- 6.5.3** The authority of the Company's Board of Directors to purchase insurance to protect the Company, or a director, as set out in Section 78(6) is not limited or restricted by this Memorandum of Incorporation.

6.6 Committees

- 6.6.1** The authority of the Company's Board of Directors to appoint Committees of directors, and to delegate to any such Committee any of the authority of the Board as set out in Section 72(1), or to include in any such Committee persons who are not directors, as set out in Section 73(2)(a) is limited or restricted by this Memorandum of Incorporation or in terms of the Company Rules.
- 6.6.2** The authority of a Committee appointed by the Company's Board, as set out in Section 72(2)(b) and (c) is not limited or restricted by this Memorandum of Incorporation.

6.7 Officers

The Board of Directors may appoint any officers it considers necessary to better achieve the objects of the Company.

6.8 Auditor

The Company shall appoint an auditor, in the manner and for the purposes set out in Part C of the Act.

6.9 Rotation of auditors

The Company shall adhere to the provisions of section 92 of the Act in respect of the rotation of auditors, such that

- 6.9.1** the same individual may not serve as the auditor or designated auditor of the Company for more than five consecutive financial years.
- 6.9.2** If an individual has served as the auditor or designated auditor of the Company for two or more consecutive financial years and then ceases to be the auditor or designated auditor, the individual may not be appointed again as the auditor or designated auditor of the Company until after the expiry of at least two further financial years.
- 6.9.3** If the Company has appointed two or more persons as joint auditors, the Company must manage the rotation required by this section in such a manner that all of the joint auditors do not relinquish office in the same year.

7. ARTICLE 5 – GENERAL PROVISIONS

7.1 Protected disclosures

The company shall, in terms of section 159(7), establish and maintain a system to receive disclosures contemplated in section 159 and will publicize the availability of that system by conspicuously displaying a notice to that effect, setting out the contact details of the person responsible for receiving any such disclosure-

- 7.1.1** at the registered office of the company, the principal places of conducting the business activities of the company, and at any workplace where employees of the company are employed; and
- 7.1.2** on the Company's website that is maintained by the company and intended to be accessible by the categories of persons enumerated in section 159(4).

7.2 Financial year-end

The financial year-end of the Company shall be the 31 March, or such other date as may be determined by the board from time to time.

7.3 Accounting records and annual financial statements

All accounting records and annual financial statements shall be kept in accordance with the Act and the IFRS (International Financial Reporting Standards) shall apply to the Company.

7.4 Winding up or Dissolution

- 7.4.1** Despite any provision in law or agreement to the contrary, upon the winding-up or dissolution of the Company:-
- 7.4.1.1** no past or present member or director of the Company, is entitled to any part of the net value of the Company after its obligations and liabilities have been satisfied; and
- 7.4.1.2** the entire net value of the Company must be distributed to one or more non-profit companies, registered external non-profit companies carrying on activities within the Republic of South Africa, voluntary associations or non-profit trusts:-
- 7.4.1.3** having objects similar to the objects set forth in clause 1; and
- 7.4.1.4** as determined:-
- 7.4.1.4.1** in terms of this MOI;
- 7.4.1.4.2** by the members or directors at or immediately before the time of its dissolution; or
- 7.4.1.4.3** by the court if this MOI, or the members or directors fail to make such a determination.
- 7.4.2** The Commission may apply to the court on behalf of the Company for a determination contemplated in 7.4.1.4.3 if the Company has:-
- 7.4.2.1** no remaining members or directors; and
- 7.4.2.2** failed to:-
- 7.4.2.2.1** make a determination contemplated in 7.4.1.4.2; or
- 7.4.2.2.2** apply to court for such a determination.

Schedule 1 – Incorporation and nature of the Company

Part A

There are no provisions limiting the purposes and powers of the Company, as contemplated in Section 19(1)(b).

Parts B, C and D

Not applicable.

Part E – Terms and Conditions of Membership

1. The South African Academy of Family Physicians has the following categories of members and terms and conditions of membership:
 - 1.1 Full Members;
 - 1.2 Associate Members;
 - 1.3 Trainee Members; and
 - 1.4 Honorary Members
2. Members who are not members of SAMA shall enjoy all the benefits and privileges of membership of the Company but shall not be permitted to vote on matters concerning SAMA, or be elected to the board..
3. Full Members:
 - 3.1 Any Family Physician as such registered with the Health Professions Council of South Africa, and any medical practitioner who in the opinion of the Council of the Company should be admitted as full member, shall be eligible to full membership if elected as such in terms of 8 below and whose name is duly enrolled and remains so enrolled as such on the Register.
 - 3.2 Full members shall enjoy all the benefits and privileges of members of the Company, including full voting rights at general meetings.
4. Associate Members:
 - 4.1 The Company shall be empowered to extend associate Membership to any health care practitioner and student who is interested in the practice, teaching, and research in Family Medicine but is not eligible for full membership and any person registered in terms of the Medical, Dental, and Supplementary Health Service Professions Act who are involved with the discipline or medical science.
 - 4.2 The Associate Members who subsequently registers with the Health Professions Council of South Africa as a Family Physician shall automatically become a Full

Member. The member shall inform the Treasurer of such registration, and the applicable subscriptions will become payable with the rendering of the next account.

- 4.3 Association Members shall enjoy the benefits and privileges of membership of the Company, but will not have voting rights at general meetings.

5. Trainee Members:

- 5.1 The Company shall be empowered to extend Trainee Membership to any registered medical practitioner who occupies a registrar post in Family Medicine, recognized by the Health Professions Council of South Africa.
- 5.2 The Trainee Member who registers with the Health Professions Council of South Africa as a Family Physician shall automatically become a Full Member. The member shall inform the Treasurer of such registration, and the applicable subscriptions will become payable with the rendering of the next account.
- 5.3 Trainee members shall enjoy all the benefits and privileges of membership of the Company, but will not have voting rights at general meetings.

6. Honorary Members:

- 6.1 An Honorary Member shall be a person who is elected as such and who in the opinion of the Company has given exceptional service in promotions of the objects for which the Company is established. Honorary Members need not be medical practitioners.
- 6.2 Honorary members shall enjoy all the benefits and privileges of membership of the Company, excluding voting rights at general meetings.

7. Membership Requirements

- 7.1 The Company may from time to time elect persons, upon application and payment of the prescribed annual membership fee, to be members of the Company, provided that no person shall be eligible as a member of the Company in any category of membership unless he is found to be a person of good character and in good professional standing as determined by the Company by any appropriate means.
- 7.3 The Company shall from time to time determine the annual membership fee for all categories of membership.
- 7.4 No member shall enjoy any of the privileges of membership until he has paid his annual subscription and arrears thereof (if any) and has fulfilled any such other requirements as may be laid down or provided for in these Articles.
- 7.5 The Council shall from time to time cause a list to be formed of persons who are in default and who are thus not entitled to exercise the rights and privileges herein referred to.
- 7.6 The rights and privileges of every member shall be personal to himself, and shall not be transferable or transmissible.

8. Termination of Membership

Termination of the respective categories of membership of the Association shall take place as follows:

8.1 Non-payment of membership fees

- 8.1.1 If the membership fees payable by the member concerned has not been paid in full within one month from the date on which it becomes payable, except where the membership fee is paid monthly, he/she shall forfeit all claims to the benefits, rights and privileges of membership until such time as the fees in arrears have been paid in full.
- 8.1.2 The Company shall undertake to contact the member in writing to remind them that fees are payable and their membership benefits, rights and privileges have been suspended. Once fees in arrears have been paid in full, the member will be reinstated with all benefits, rights and privileges, unless more than one year has lapsed. After this period of time the Membership will lapse, the Member in question will be required to reapply for Membership.
- 8.1.3 Where a Members' subscription is paid on a monthly debit order system, his/her membership shall lapse *ipso facto* when the order is dishonoured by the bank.

8.2 Resignation

Membership may be terminated by resignation, which shall take effect upon receipt of his/her written resignation.

8.3 *Ipso Facto* Termination

Membership shall be *ipso facto* terminated when any of the following events occur:

- 8.3.1 Sentence after conviction of any crime in a court of law, to imprisonment without the option of a fine, or any heavier penalty; or
- 8.3.2 erasure of his name from any medical register within the Republic of South Africa or any other independent country in the world by reason of professional misconduct; or
- 8.3.3 forfeiture as a result of any disciplinary action against him/her of any medical qualifications which he/she may possess; or
- 8.3.4 death of the Member.

8.4 Termination or Suspension of Membership by Council

- 8.4.1 The Membership of a Member may be terminated or suspended by a resolution of the Council taken by a two thirds majority of the Councillors

present, not being less than three-fourths of the whole number of the members of the Council and at least 28 days' notice of the meeting and its purpose shall be sent to the member whose name it is proposed to remove; and such member shall be given the opportunity of personally stating his case and defending himself before the Council; by reason of the fact that the conduct of such Member has harmed the honour and interests of the medical profession or the Company, or was calculated to discredit the Company.

- 8.4.2 The Council has an unfettered discretion in this regard. A member whose membership has been terminated for misconduct shall not be permitted to re-join the organisation for a period of three years. After this period of time, such individual's Membership application will be reviewed by Council before permission to join is granted.

Schedule 2 - Rights of Members

Parts A and B

Not applicable.

Part C

- 1.** Voting members of the Company may appoint only other voting members of the Company as proxy to exercise the rights as set out in Section 58(1)(a) and (b).
- 2.** Non-voting members of the Company may appoint either another non-voting member or a voting member of the Company as proxy to exercise the rights as set out in Section 58(1)(a) and (b).
- 3.** The provisions relating to the appointment of proxies as contemplated in Section 58(2) will apply to the Company without alteration or deviation.
- 4.** Voting members of the Company may only appoint one proxy, provided that the proxy shall also be voting member of the Company.
- 5.** A proxy may delegate the proxy's authority to act on behalf of the member to another person, provided that such other person is a voting member of the Company, and subject to any restriction set out in the instrument appointing the proxy.

Part D

Not applicable.

Schedule 3 - Members Meetings

Part A

A minimum of one Annual General Meeting and one Council Meeting shall be convened in each calendar year.

Part B

The Authority of the Company's Board of Directors to determine the location of any members meeting is limited to the extent that such a meeting must be convened within the borders of the Republic of South Africa.

Part C

Not applicable.

Part D

In terms of section 64(2) of the Act the quorum for members meetings as described in section 64(1)(a) and (b) shall be one twentieth of the voting membership or 50 (fifty) members, whichever is the lesser of who at least 3(three) are personally present and the remainder represented by proxy.

Parts E and F

Not applicable.

Schedule 4 – Directors of the Company

Part A

1. The voting members of the Company shall elect representatives to serve as Councillors.
2. THE COUNCIL
 - 2.1 The Council shall consist of 16 persons who shall be full members of the Company, unless otherwise indicated, and who shall serve a 3(three) year term of office.
 - 2.2 The Council shall consist of the following:
 - 2.2.5 A Representative nominated by each of the 8 academic departments of family medicine of South African universities;
 - 2.2.6 A Representative nominated by the South African College of Family Physicians;
 - 2.2.7 A Representative nominated by the Rural Doctor's Association of South Africa;
 - 2.2.8 A Trainee representative nominated by the official registrar association for family medicine and if not so nominated within 2 (two) months of the registrar association for family medicine being called upon to submit its nomination, then, after having afforded a notice period of 4 weeks, the Council will appoint a registrar representative by a simple majority vote from nominations received from the university departments of family medicine;
 - 2.2.9 An Associate representative elected by associate members;
 - 2.2.10 4 (four) additional elected members who shall be not a full time staff / joint staff / part-time staff members of a South African University.
 - 2.2 The Council shall be entitled to fill any casual vacancy / vacancies through co-option and in addition to co-opt a maximum of 2 (two) members of the Company to the Council. Additional co-opted members would have full voting rights at the Council meetings.
 - 2.3 All Council members shall serve in honorary capacity and not represent any constituency as Council members, and will be applying their own mind to the issues at hand.
 - 2.4 The Council shall meet from time to time, as necessary, but not less than once a year during its term of office.
 - 2.5 A quorum at any meeting of the Council will consist of 50% of members plus one member.

2.6 Office Bearers

Council shall elect from its members at its first meeting following the Annual General Meeting at which the new Council has been elected, the following office bearers

2.6.1 The President

- 2.6.1.1 The President shall hold office for 3(three) years.
- 2.6.1.2 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 decide otherwise by Council.
- 2.6.1.3 The President shall act as the chief executive officer of the Company and the President's duties will include:
 - 2.6.1.3.1 Responsibility for the general administration of the Company;
 - 2.6.1.3.2 Act as liaison between the Company and the public, governmental bodies and other organizations;
 - 2.6.1.3.3 Preside at Council meetings, meetings of the Board of Directors, the Annual General Meeting and any special meetings of the Board of Directors or the Council;
 - 2.6.1.3.4 Along with the Treasurer sign all cheques issued by the Company;
 - 2.6.1.3.5 Exercise such duties as may be reasonably construed as belonging to the chief executive of any company.

2.6.2 The Vice President

- 2.6.2.1 The Vice President shall hold office for 3 years.
- 2.6.2.2 The Vice President shall automatically succeed the President if the President's office falls vacant for any other reason.
- 2.6.2.3 In the event that the Vice President assumes the Presidency from the President during the latter's term of office, the Council shall elect a new Vice President at the next Council Meeting.

2.6.3 The Secretary:

- 2.6.3.1 The Secretary shall be elected by the Council from within its ranks and shall serve a term of 3(three) years.
- 2.6.3.2 In the event that the position of Secretary becomes vacant, the Council shall elect a new Secretary at the next Council Meeting. The new Secretary shall serve the remainder of the 3 (three) year term.

2.6.3.3 The Secretary shall maintain and disseminate as appropriate the official records of the Company. To this end the Secretary shall:

- 2.6.3.3.1 Keep the minutes and records of the Company and ensure that these records are maintained in a secure and confidential manner;
- 2.6.3.3.2 File any certificate required by any statute;
- 2.6.3.3.3 Serve all notices to members of the Company;
- 2.6.3.3.4 Act as the official custodian of the records of the Company;
- 2.6.3.3.5 Attend to all correspondence of the Company;
- 2.6.3.3.6 Exercise all duties incident to the office of Secretary of any Company.

2.6.4 The Treasurer:

2.6.4.1 The Treasurer shall be elected by Council from within its own ranks and shall serve for a period of 3(three) years.

2.6.4.2 In the event that the position of the Treasurer becomes vacant, the Council shall elect a new Treasurer at the next Council meeting. The new Treasurer shall serve the remainder of the 3(three) year term.

2.6.4.3 The Treasurer shall have the care and custody of all funds belonging to the Company and shall be responsible for the finances of the Company. In this role, the Treasurer shall:

- 2.6.4.3.1 Provide a written account of the finances of the Company at each Annual General Meeting to the membership and to the Board of Directors as they deem appropriate;
- 2.6.4.3.2 Along with the President, approve and sign all cheques issued by the Company;
- 2.6.4.3.3 At intervals of no greater than once a year, arrange for the audit of the financial records of the Company by the Company auditors;
- 2.6.4.3.4 Exercise such duties as may be reasonably construed as belonging to the Treasurer of any company.

2.6.5 Elected Council Members:

2.6.5.1 The 4 (four) elected members of the Council will hold office for 3(three) years.

2.6.5.2 In the event that the position of an elected member becomes vacant, the Council shall co-opt a new member at the next Council meeting. The new co-opted Council member shall serve the remainder of the 3(three) year term and shall have full voting rights.

2.6.6 Nominated Representatives:

Representatives nominated by the nominating constituencies shall serve a 3(three) year term unless recalled earlier and replaced by their nominating constituency.

2.6.7 The Associate Representative:

2.6.7.1 The Associate Representative would hold office for 3(three) years.

2.6.7.2 Election would take place at the same time as that for the elected Council members.

2.6.7.3 The Associate Representative would be an Associate member in good standing.

2.6.7.4 Only Associate members would participate in the election of the Associate Representative.

2.6.7.5 Associate members would be entitled to vote for the Associate Representative only.

3. ELECTIONS AND RETIREMENT OF THE COUNCIL

3.1 The Council shall appoint an Electoral Officer from among its Members or any other Member of the Company or any person deemed fit for this purpose for the purpose of organizing the election.

3.2 At the close of each third ordinary annual general meeting of the Company all elected members of the Council shall retire from office but shall be eligible for re-election, so that normal elected members of the Council will remain in office for a minimum period of 3 (three) years each while a newly elected Council will take office after cycle of 3 (three) years at the close of the Ordinary Annual General meeting.

3.3 Within 120 days of the 3rd Annual General Meeting in each cycle, , the Electoral Officer shall dispatch to each member at his registered address (failing such, his last known address) or by email notice if so provided to the Company, and by posting such notice on the Company website, a notice of the forthcoming election, together with a copy of the relative rules and inviting nominations for members of the Council. Such notice shall state the latest date by which nominations must be received.

3.4 Voting will take place by means of an electronic voting system and/or a paper-based system

3.5 Every vacancy in the number of elected members of the Council (other than a casual vacancy) shall be filled in the following manner:

3.5.1 nominations of candidates;

3.5.2 every candidate for members of the Council shall be a member and shall be nominated in writing by at least 2(two) members of the relevant category.

3.6 Time for receiving nominations:

Every nomination paper together with the candidate's consent to stand for election shall be lodged with the Electoral Officer of the Company 55 (fifty five) business days prior to the date fixed for the election.

3.7 When to issue voting papers and publish voting list:

At least 21(twenty one) business days prior to the date fixed for the election, voting papers together with a list of the candidates for election and a statement as to the number to be elected shall be sent to Members at their respective registered addresses (failing such, to their last known respective registered address), or by email notice if so provided to the Company, and by posting such notice on the Company website, together with the rules and procedures applicable to such electronic voting and for purposes of electronic voting, such list shall be contained on the Company website.

3.8 Method of voting:

Each Member desiring to record a vote (as the case may be) shall either do so electronically or shall mark upon the voting paper received by him one cross (thus X) against the name of each candidate for who he intends to vote. A Member shall be deemed to have spoiled his voting paper and the vote or votes purported, to be recorded thereon shall not be counted if:

3.8.1 he votes for more candidates than there are persons to be elected as indicated in any accompanying; or if

3.8.2 he votes more than once for the same person or returns more than one voting paper.

3.9 Time for receiving votes:

Members shall submit their electronic votes before midnight of the seventh day preceding the date fixed for the election or, if voting by paper vote, shall fill in their respective voting papers and return the same to the Electoral Officer by hand, post, electronic mail or fax so as to reach him before midnight of the seventh day preceding the date fixed for the election, and no votes received by the Electoral Officer after midnight on such day shall be counted as valid.

3.10 Validity of Votes:

Any voting paper adjudged by the Electoral Officer to be improperly or incorrectly filled in shall be declared to be invalid.

3.11 Counting Votes:

The votes shall be counted by the Electoral Officer and/or scrutineers appointed by the Electoral Officer and the Electoral Officer shall report to the President of the outgoing Council. The aforesaid President shall inform the newly elected members of the election. The outgoing President shall declare formally which candidates are elected and report to the next succeeding general meeting.

3.12 **Equality of Votes:**

In the event on an equality of votes in any election for membership of the Council and such equality affecting the result of the election the President or; failing him the Vice – President, shall have the casting vote.

3.13 **Date of the Election:**

Each election shall take place immediately following the opening of the Annual General Meeting.

4. Board of Directors

4.1 The entire board shall resign immediately after the newly elected Council has been constituted, so that the new Council can elect a new board, although the outgoing board members may stand for re-election.

4.2. The Council's newly elected President, Vice president, Secretary and Treasurer must "ex officio" become directors, with the same portfolio in the Board and two additional directors must be elected by Council from its ranks.

Part B

Not applicable.

Part C

In order for an individual to hold the office of director, he/she must be a Full Member of the Company.

Part D

The authority of the Board to manage and direct the business affairs of the Company is only limited in as far as the "policy and strategic dictates" of the Council must, at all times, be adhered to by the Board.