COMPANY RULES

OF

THE SOUTH AFRICAN MEDICAL ASSOCIATION NPC ("SAMA")

(Registration number 1927/000136/08)

Revised Rules to be tabled for adoption at EGM on 5 April 2014 (postponed to 12 April 2014)
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GLOSSARY

**Act**
The South African Companies Act, 71 of 2008, as amended, and the Regulations enacted by the Department of Trade and Industry from time to time, in terms of the Act. Words and expressions in these Rules shall have the same meaning as in the Act, unless the context clearly indicates the contrary.

**ADASA**
The Academic Doctors Association of South Africa, a sub-committee of the SAMA Trade Union.

**AGM**
An Annual General Meeting as defined by the Act held by either the members of the Association as defined in the MOI, alternatively by the members of a Branch or Group of the Association as defined in these Rules.

**Affiliate Group**
An Association, Society or Group of medical doctors that has been created independently of SAMA and does not constitute a “Specialist Society” as defined herein.

**Associate Group**
Associations and Societies whose membership is by the very nature of their aims and objectives composed of a minority of medical practitioners vis-à-vis a majority of other health professionals and that are therefore unable to become Speciality or Affiliate Groups.

**Association/SAMA/the Company**
The South African Medical Association NPC, a non-profit company regulated by the Act, with registration number 1927/000136/08. In these Rules “SAMA” is used interchangeably with “the Association” and “the Company”.

**Board of Directors**
Elected by the National Council in terms of the MOI and further defined in Part N of these Rules.

**Branch**
A duly constituted Branch of SAMA, comprising a geographical grouping of members, as described in Part Q of these Rules.

**Branch Council**
Elected by the members of a Branch in terms of Parts Q hereof.

**Branch Councillor**
A member designated as such in terms of Parts Q hereof.

**Branch Councillor Secundus**
Acting in the stead of a Branch Councillor under the circumstances set out in these Rules.

**Branch Constitution**
Standard body of rules and regulations applicable to Branches as per the template in Part Q of these Rules, compiled for purposes of operational branch management.

**Chairperson**
Member elected by the National Council as described in these Rules.

**CIPC**
Companies and Intellectual Property Commission as founded by the Act.

**Co-option**
Where members of a committee or subcommittee or branch fill a vacancy on that committee or subcommittee or branch in terms of these Rules, that member shall enjoy all the rights and responsibilities of a member of the committee or group, provided that (a) such member is a full SAMA member as defined in Schedule 1 to the MOI, (b) that member cannot be elected as Chairperson of any such committee or group and (c) that member cannot...
be elected as National Councillor and/or represent the committee or group concerned at National Council. The member so co-opted may be counted for purposes of a quorum of the committee, subcommittee or branch.

Division
A division of a Branch as defined in Part B hereof.

EDOPS
Employed doctors outside the Public Service.

Elective National Council meeting
Meeting of the total body of National Councillors as set out in Part J of these Rules at which the election process is held to elect the National Council Office Bearers for the following National Council Term.

EGM
An Extraordinary General Meeting as defined by the Act, excluding an Annual General Meeting, held by either the members of SAMA as defined in the MOI, alternatively by the members of a Branch or Group of SAMA as defined in these Rules.

Full members
All members eligible to vote as set out in Schedule 1 to the MOI.

General Manager
Salaried official of SAMA with the duties and powers set out in Part O of these Rules.

General Meeting
A General Meeting as defined by the Act, including an Annual General Meeting and an Extraordinary General Meeting, held by either the members of SAMA as defined in the MOI, alternatively by the members of a Branch or Group of SAMA as defined in these Rules.

HDI
Historically Disadvantaged Individual, as defined in the MOI.

Head Office
The registered office of SAMA, with registered address at Block F, Castle Walk Corporate Park, Nossob Street, Erasmuskloof Extension 3, Pretoria, Gauteng.

JUDASA
The Junior Doctors Association of South Africa, a sub-committee of the SAMA Trade Union.

Journal
Any journal relevant to professional medical matters as published under the auspices of SAMA by the Association’s subsidiary company HMPG, including the SAMJ.

Member
A full, expatriate or honorary member of SAMA as indicated in Schedule 1 to the MOI.

Membership
Membership of SAMA shall be open to all medical doctors in the South African Health Sector, registered with the Health Professions Council of South Africa, who accept the aims and objectives of SAMA, as referred to in Schedule 1 to the MOI.

MOI
Memorandum of Incorporation of SAMA, filed with the CIPC in terms of the requirements of the Act.

National Council
The National Council of SAMA described in Article 4 of the MOI and Part A of these Rules.

National Councillor
Elected to a seat on National Council in terms of Part A of these Rules.
National Councillor Secundus  Representing a National Councillor in his/her stead at a National Council meeting, provided that only an elected member of any SAMA Group or Committee eligible to second National Councillors may act as Secundus, and that no co-opted member may act as such.

National Council Meeting  Meeting convened for all SAMA National Councillors, as described in by the total body of National Councillors as set out in Part J of these Rules.

Non-voting member  Member as defined in Schedule 1 of the MOI.

Ordinary majority  An ordinary majority as defined in the Act, thus 50% plus 1, regarding all ordinary resolutions.

Observer  An individual who is invited to attend meetings of SAMA but has no right to participate in debates or discussions unless specifically invited to do so, is not counted for purposes of a quorum, cannot be nominated or elected into any position and has no right to vote on any issue to be decided on at the meetings attended by him/her.

Poll  A vote by secret ballot as defined in these Rules, with reference to National Council Meetings and General Meetings.

President  Elected by the National Council as President of SAMA for an office term of a year, as described in Part H of these Rules.

President-Elect  Elected by National Council after prior AGM and awaiting commencement of office term at ensuring AGM, as described in Part H of these Rules.

Public Sector Doctors  All registered medical practitioners qualifying to be SAMA members (as defined in the MOI), including those who are employed by the Department of Health, other Departments of the State or any State or Para-state organ or agency, including those appointed jointly by universities and the State; those employed by the South African National Defence Force; and the National Health Laboratory Services, thus incorporating those subject to public law and those covered by industry- or company-wide collective agreements by virtue of their employment, shall be regarded as Public Sector doctors for the purposes of these Company Rules.

Private Sector Doctors  All doctors who practise in a private capacity not falling into the category of public sector doctors defined above.

Quorum  Regarding special resolutions and general resolutions at an AGM or EGM a voting quorum requirement as set out in Article 3 of the MOI, and regarding National Council meetings, quorum requisites as set out in these Rules.

Registered office  The registered office of SAMA as indicated on the founding documentation of the Association filed in terms of the CIPC regulations.

Rules/Company Rules  These Rules of the Company, as adopted from time to time.

SAMJ  The South African Medical Journal as published under the auspices of SAMA.

SARA  The South African Registrars Association, a sub-committee of the SAMA Trade Union.
SEDASA  The Senior Doctors Association of South Africa, a sub-committee of the SAMA Trade Union.

Specialist Society  Group affiliated to SAMA consisting of doctors belonging to an accredited speciality discipline within the medical profession, further defined in Part C of these Rules, provided that at all times the membership of a Speciality Group shall consist of at least a majority of Full Members of SAMA who are medical specialists.

Subsidiaries  A company that SAMA owns completely or in which SAMA holds a controlling interest.

Term  The term for which National Councillors are elected as provided for in the MOI and these Rules.

Trade Union  The South African Medical Association Trade Union as of 1996 (Registration Number LR2/6/2/5/3) duly constituted and registered in terms of the Labour Relations Act. The Trade Union is further recognised as a division of SAMA NPC, amongst others for purposes of audit requisites in terms of the Companies Act. As a division of SAMA NPC the Trade Union is also subject to the Companies Act, the MOI and these Company Rules.

Trade Union Subcommittees  Previously known as “Special Interest Groups”, these are Internally formed Groups of SAMA comprising Trade Union members, representing a specific interest or according to a specific employment held within the SAMA Trade Union cadre.

Vice-Chairperson  Member elected by the National Council as set out in Part H of these Rules.

Voting member  Member of SAMA as defined in Schedule 1 to the MOI.
A.

THE NATIONAL COUNCIL AND COMPONENTS THEREOF

1. INTRODUCTION

The composition of the National Council shall continually strive to reflect the objectives stated in the MOI.

In the same manner that the South African Constitution gives emphasis to the principle that South Africa belongs to all who live in it, and that South Africans are “united in our diversity”, SAMA belongs to all those supporting it, i.e. its membership. Through 20 years of democracy SAMA’s membership has demonstrated that it has transitioned to respect each other’s diversity. It follows that any and all of SAMA’s nomination and election processes must advance these principles to its membership, which will go a long way towards building a united and democratic SAMA, enabling it to take its rightful place as the Association for doctors in the country.

Besides the fact that HDIs will be represented at a minimum of 50% in all SAMA structures, gender parity shall be promoted, as well as appropriate representation in all SAMA structures of (i) specialists, (ii) general practitioners and (iii) all Trade Union members of SAMA, in accordance with the preamble and objectives stated in the MOI.

National Council shall optimally consist of a certain number of National Councillors to be determined from time to time, elected and in the numbers as set out in these Rules. The number of National Councillors constituting National Council at the time of adoption of these Rules is approximately 100 (one hundred) which number should, for practical and financial reasons, ideally not be exceeded.

National Council meetings will be held at least every 18 (eighteen) months and elective National Council meetings will be held every three years.

2. NATIONAL COUNCILLORS

The elected membership of the National Council shall be composed as set out in these Rules. National Councillors must at all times be SAMA members. National Councillors will convene at National Council meetings and will serve for a term of three years. SAMA Board and Standing Committee members will be elected from their number at elective National Council meetings.

2.1 National Councillors emanating from Branches:

2.1.1 National Councillors elected from Branches are to number an optimum of 47 (forty seven), as at the date of adoption of these Rules, or such number approved by National Council from time to time, with the number of National Councillors to be elected per specific Branch as set out in this Rule. National Councillors elected from Branches will be elected every three years in accordance with Part Q of these Rules and the names of these National Councillors will be provided to Head Office prior to National Council meetings when so requested.

2.1.2 The number of National Councillors to be elected per Branch are dependent upon the number of full SAMA members belonging to the Branch and may from time to time be reviewed by National Council should significant changes in numbers occur, as set out in this Rule.
2.1.3 The following number of National Councillors in accordance with Branch Membership numbers will be elected:

2.1.3.1 Existing branches with a membership total of less than 250 members will be allowed 1 (one) National Councillor.

2.1.3.2 Branches with a membership of 250 – 1499 can elect 2 (two) National Councillors.

2.1.3.3 For additional clarity, the allocation of National Councillors per branch will be determined as set out below (i.e. one Councillor per increment of 500 members):

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<td>Less than 250</td>
<td>1</td>
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<tr>
<td>250 – 1499</td>
<td>2</td>
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<tr>
<td>1500 – 1999</td>
<td>3</td>
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<tr>
<td>2000 – 2499</td>
<td>4</td>
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<tr>
<td>2500 – 2999</td>
<td>5</td>
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2.1.4 The number of National Councillors allowed per branch in terms of Rule 2.1.3 above must be verified by Head Office against the membership number of each branch prior to National Council meetings.

2.1.5 The Chairperson of a Branch shall be a National Councillor and shall be elected by a Branch Council from the number of its Branch Councillors. Procedures and criteria regarding the election of Branch Councils by Branch Members are set out in Part Q of these Rules. These procedures and elections take place outside National Council.

2.1.6 The Branch Council of each branch shall from their number elect the appropriate number of National Councillors, calculated in accordance with Rule 2.1.3, which number shall include the Chairperson as referred to in Rule 2.1.5.

2.1.7 The National Councillors elected from Branch Councils must adhere to all of the following requirements:

2.1.7.1 Each must, for the duration of their term of office, remain a Full Member of SAMA and the particular Branch.

2.1.7.2 Each shall be a duly elected member of the Branch Council of their respective Branch.

2.1.7.3 No co-opted or non-elected member of a Branch Council may be nominated as a National Councillor.

2.1.8 In the event that one or more of the National Councillors nominated from a Branch Council vacate their National Council seat for any reason whatsoever, they shall be replaced by another Branch Councillor in terms of the Rules regarding vacancies (Part I hereof), provided that such replacement candidate also adheres to all the requirements as laid out in Rule 2.1.7.

2.1.9 The names of the National Councillors elected will be presented to the General Manager on request prior to National Council meetings to facilitate invitation of these Councillors to National Council meetings.
2.1.10 In compliance with the HDI provision as contained in the preamble of the Memorandum of Incorporation, Branch Councils will ensure that at least 50% of the National Councillors they elect to represent them at National Council will be HDI.

2.1.11 In the event that the HDI requirement in the MOI is not met in the composition of the National Councillors elected by the Branch Council a detailed explanation and motivation in this respect must be provided to the General Manager by the Branch in question. The General Manager will in turn submit same to the SAMA Board for consideration. In this regard the Board will in its discretion decide how to address the matter to either ensure compliance with the HDI requirement, alternatively allow an exception thereto.

2.1.12 New Branches shall, immediately after they have been constituted or approved by the National Council, elect the number of National Councillors to which they are entitled in terms of Rule 2.1.3. However, if the balance of the National Council term is 12 (twelve) months or shorter, calculated from the date of the establishment of the Branch, the Chairperson of the Branch Council shall ipso facto serve as the only Branch Councillor.

2.1.13 If the membership of a Branch grows to such an extent that it becomes entitled to one or more additional Branch Councillors during the course of a term, in terms of these Rules, notification of this fact and a request in this regard shall be forwarded to the General Manager, who shall review such request in respect to the overall number of Councillors or Members allowed in terms of Part A of these Rules. Should his/her written consent in this regard be obtained, an election shall be held to fill those seats for the balance of the term, provided that this provision shall not be applicable if the said balance is less than 12 (twelve) months (calculated from the date upon which the Branch becomes thus entitled to more Councillors).

2.2 National Councillors emanating from Specialists:

2.2.1 The Specialist Societies/Groups/Associations (collectively referred to as “Societies” and defined in Rule 4.1) shall from their executive leadership elect National Councillors, in combinations or separately as indicated below, in a total of 17 (seventeen):

- 2.2.1.1 The South African Society of Anaesthetists elects 1 (one) representative.
- 2.2.1.2 The National Pathology Group, and the Society of Anatomical Pathologists and Cytologists together elect 1 (one) representative.
- 2.2.1.3 The South African Society of Obstetricians and Gynaecologists elects 1 (one) representative.
- 2.2.1.4 The Urological Association of South Africa elects 1 (one) representative.
- 2.2.1.5 The South African Orthopaedic Association elects 1 (one) representative.
- 2.2.1.6 The Association of Physicians of South Africa and The Dermatological Society of South Africa together elects 1 (one) representative.
- 2.2.1.7 The South African Paediatric Association elects 1 (one) representative.
- 2.2.1.8 The Society of Psychiatrists of South Africa elects 1 (one) representative.
- 2.2.1.9 The Association of Surgeons, the South African Association of Paediatric Surgeons and the Vascular Association of South Africa together elect 1 (one) representative.
- 2.2.1.10 The Ophthalmic Society of South Africa elects 1 (one) representative.
- 2.2.1.11 The South African Society of Otorhinolaryngology and Head and Neck Surgery, together, elect 1 (one) representative.
- 2.2.1.12 The South African Heart Association and the Society of Cardiothoracic Surgeons of South Africa together elects 1 (one) representative.
- 2.2.1.13 The Association of Plastic and Reconstructive Surgeons of Southern Africa elects 1 (one) representative.
2.2.1.14 The Association of Neurosurgeons of South Africa and the Neurological Association of South Africa together elect 1 (one) representative.

2.2.1.15 The South African Association of Radiation Oncologists and The Association of Nuclear Physicians together elect 1 (one) representative.

2.2.1.16 The Radiological Society of South Africa elects 1 (one) representative.

2.2.1.17 The South African Academy of Family Physicians elects 1 (one) representative.

2.2.2 The names of the National Councillors elected will be presented to the General Manager on request prior to National Council meetings to facilitate invitation of these Councillors to National Council meetings.

2.2.3 All 17 (seventeen) National Councillors elected in terms of Rule 2.2.1 above must adhere to all of the following requirements:

2.2.3.1 Each must, for the duration of their term of office, remain a Full Member of SAMA.

2.2.3.2 Each shall be a duly elected member of the executive body of their respective Specialist Society.

2.2.3.3 No co-opted or non-elected member of a Specialist Society may be elected as a National Councillor.

2.2.4 In the event that one or more of the National Councillors elected from the Specialist Societies vacate their National Council seat for any reason whatsoever, they may be replaced by another Full SAMA Member from the Specialist Societies, provided that such replacement candidate adheres to all the requirements as laid out in Rule 2.2.3 above.

2.2.5 In compliance with the HDI provision as contained in the preamble of the MOI, at least 50% of the Specialist National Councillors must be HDIs.

2.2.6 In the event that the HDI requirement in the MOI is not met in the composition of the 17 (seventeen) National Councillors elected by the Specialist Societies, a detailed explanation and motivation in this respect must be provided to the General Manager, who will in return submit same to the SAMA Board for consideration. In this regard the Board will in its discretion decide how to address the matter to either ensure compliance with the HDI requirement, alternatively allow an exception thereto.

2.2.7 Additional representatives of Specialist Societies may be invited to attend SAMA National Council meetings as observers. Observers will be allowed to address the Council on matters specifically pertaining to Specialist issues when so requested, but will not be counted for purposes of establishing a quorum and will not be eligible to vote at such Council meetings. Any costs involved in their attendance of National Council meetings will be carried by the observers themselves.

2.3 National Councillors emanating from General Practitioners

2.3.1 SAMA General Practitioners in Private Practice shall have 14 (fourteen) National Councillors, who must be Full SAMA Members at all times. The number of 14 (fourteen) shall include the Chairperson of the GPPPC and shall be composed as set out in these Rules.

2.3.2 The 14 (fourteen) General Practitioner National Councillors are elected separate from National Councillors emanating from Branches as set out in Rule 2.1. Should a General Practitioner be elected to more than one National Councillor seat, the process described in Rule 18 shall be followed.
2.3.3 SAMA General Practitioner members shall constitute 9 (nine) Provincial GPPP Committees to represent each of the country’s 9 (nine) provinces. Actively practising General Practitioners democratically elected to SAMA Branch Councils within a specific province will be eligible for election onto the 9 (nine) Provincial GPPP Committees.

2.3.4 Each Provincial GPPP Committee shall, from among their number, elect a Chairperson for their Provincial GPPP Committee. The 9 (nine) Committee Chairpersons so elected shall comprise 9 (nine) out of the 14 (fourteen) National Council seats allocated to General Practitioners.

2.3.5 The three provinces in the country with the largest representation of actively practising General Practitioner SAMA members, i.e. Kwazulu-Natal, the Cape Province and Gauteng, shall each be allowed a second National Council representative from their province, provided that the National Councillors so elected shall not be emanating from the same Branch Council as the Provincial Committee Chair representing the particular province. The 3 (three) National Councillors so elected shall comprise an additional 3 (three) out of the 14 (fourteen) National Council seats allocated to General Practitioners.

2.3.6 The remaining 2 (two) National Council seats will be allocated by the 12 (twelve) National Councillors elected in terms of Rules 2.3.4 and 2.3.5. The The Head of the Private Practice Department, as duly authorised by the General Manager, shall facilitate a meeting, either electronically or in person, to be held as soon as possible and preferably within 7 (seven) days after the last results of the election processes held in terms of 2.3.4 and 2.3.5 above had become available, and had been verified by the General Manager, to facilitate this process. In allocating the remaining 2 (two) National Council seats the 12 (twelve) National Councillors will be guided by the following principles:

2.3.6.1 Compliance with the 50% HDI principle set out in the preamble of the MOI and these Rules.
2.3.6.2 Gender parity.
2.3.6.3 Geographical representation.

2.3.7 The elections described in Rules 2.3.4, 2.3.5 and 2.3.6 shall take place prior to an elective National Council meeting, and the names of the elected General Practitioner National Councillors will be provided to the General Manager or his/her designated representative to facilitate invitations to the National Council meeting.

2.3.8 The size of each Provincial GPPP Committee, to be determined by the SAMA General Practitioners in that province in a process facilitated by the Head of the Private Practice Department, as authorised by the General Manager, will differ depending on –

2.3.8.1 the number of branches within a certain province; and
2.3.8.2 the number of elected General Practitioners on the Branch Council of a certain province.

2.3.9 The Provincial Chairpersons of the Provincial GPPP Committees and the additional representatives elected in terms of Rules 2.3.4, 2.3.5 and 2.3.6 shall be Committee Members of the National GPPPC.

2.3.10 The National GPPPC, comprising 14 (fourteen) members, will thus simultaneously comprise the National Council members for the General Practitioners of SAMA.

2.3.11 The National GPPPC Chairperson and National GPPPC Vice-Chairperson will be elected by the 14 (fourteen) National GPPPC members/National GP Councillors, from among their number.
All 14 (fourteen) of the GPPPC National Councillors will be eligible to vote, be nominated and stand for the position of National Chairperson. The Head of the Private Practice Department, as authorised by the General Manager, will facilitate this process.

2.3.12 All 14 (fourteen) National Councillors must for the duration of their term of office remain a Full Member of SAMA. No co-opted or non-elected member of a GPPPP Committee, provincial or national, may be nominated as a Chairperson and/or National Councillor or National GPPP Committee Member.

2.3.13 In compliance with the HDI provision as contained in the preamble of the MOI, at least 50% of the Provincial GPP Committees as well as the National GPPP Committee must be HDIs.

2.3.14 In the event that the HDI requirement in the MOI is not met in the composition of the Provincial GPPPP committees or in the composition of the 14 (fourteen) National Councillors elected by the General Practitioners, a detailed explanation and motivation in this respect must be provided to the General Manager, who will in return submit same to the SAMA Board for consideration, prior to or as soon as the names of the National Councillors from General Practitioners are requested by Head Office for purposes of invitation to a National Council meeting. In this regard the Board will in its discretion decide how to address the matter to either ensure compliance with the HDI requirement, alternatively allow an exception thereto.

2.4 National Councillors emanating from the SAMA Trade Union:

2.4.1 The 5 (five) National Office Bearers of the Trade Union shall enjoy ex officio National Councillor status, with voting rights. These Office Bearing Positions shall be identified in terms of the Constitution of the Trade Union.

2.4.2 The Trade Union elections shall take place outside National Council at the Trade Union Congress or electronically and the names of the Executive Committee Members mentioned in 2.4.1 above and other National Councillors set out in Rule 2.4.3 below will be tabled at National Council for noting.

2.4.3 Over and above the 5 (five) National Office Bearers, the Trade Union shall from amongst their members elect 14 (fourteen) additional National Councillors, from the following Trade Union Subcommittees or as determined by the Trade Union Constitution:

2.4.3.1 ADASA (Academic Doctors Association of South Africa) 2
2.4.3.2 SEHDASA (Senior Hospital Doctors Association of South Africa) 5
2.4.3.3 JUDASA (Junior Doctors Association of South Africa) 3
2.4.3.4 SARA (South African Registrars Association) 3
2.4.3.5 EDOPS (Employed doctors outside the public service) 1

2.4.4 The number of National Councillors elected from the Trade Union Subcommittees listed in Rules 2.4.3.1 to 2.4.3.5 above shall be proportionally based upon the number of members in each category, from the general membership within the five categories, with a minimum of 1 (one) member per category at all times.

2.4.5 In compliance with the HDI provision as contained in the preamble of the MOI, at least 50% of the members of the Trade Union Subcommittees as well as the National Trade Union Structure must be HDIs.

2.4.6 In the event that the HDI requirement in the MOI is not met in the composition of the structures set out in this Rule, a detailed explanation and motivation in this respect must be
provided to the General Manager, who will in return submit same to the SAMA Board for consideration. In this regard the Board will in its discretion decide how to address the matter to either ensure compliance with the HDI requirement, alternatively allow an exception thereto.

2.5  *Ex officio* National Council members without voting rights:

The President of SAMA as well as the General Manager of SAMA will be National Councillors *ex officio* in their capacity as SAMA members, without voting rights.

**B. BRANCHES**

3. **BRANCHES AND DIVISIONS**

3.1 Full Members shall be geographically grouped in Branches. A Branch may be divided into one or more Divisions.

3.2 The rights and duties of each member which arise from his/her membership, vest in SAMA and not in its Branch and/or Division, notwithstanding any powers, functions, or activities which may be exercised or performed by a Branch or a Division with reference to membership.

3.3 The grouping of members in Branches and, if applicable, in Divisions, shall take place merely as an organisational aid in order to facilitate the administration and functioning of SAMA, and Branches and Divisions shall not have legal personality. All letterheads, invoices, receipts, cheques, and other similar documents which are used by each Branch or Division, shall be printed in the form(s) issued and approved by the SAMA Board and shall clearly indicate that it is a Branch or a Division of SAMA. Each Branch and each Division shall be bound by such restrictions, directions, and rules as the Council may from time to time determine whether by way of Company Rules, Branch Rules or Divisional Rules or otherwise.

3.4 The boundaries of Branches and, where applicable, Divisions, and the grouping thereof, shall be laid down by the Board after any reasonable representations by interested members and/or existing Branches and Divisions in this respect have been considered, and the Board also has the power to dissolve any existing Branch or Division. The Board likewise has the power to change the boundaries and groupings aforementioned provided that 1 (one) month’s written notice to the Branch and/or Division(s) has been given in advance. If such change shall have the effect that one or more Branch(es) and/or Division(s) cease to exist, and/or when any Branch or Division is dissolved, at least 6 (six) months’ notice as aforesaid shall be given, and the Board shall determine how the funds and other assets of SAMA which were administered by that (those) Branch(es) and/or Division(s), are to be dealt with. All actions of the Board under this Rule shall be made known by way of publication in the Journal or by other means.

3.4.1 A Branch or a Division may lodge an appeal with the Council against a decision taken by the Board, within thirty (30) days of the decision, if it remains aggrieved by such decision.

3.4.2 When a Branch or a Division wishes to appeal against a decision of the Board in terms of this Rule, then written notice of such intention and a complete written motivation and/or representation, explaining the nature and reasons for the appeal, should reach the General Manager at least 30 (thirty) days before the stated date of the meeting of the Council. Any
decision of the Board against which an appeal has been lodged in terms of this Rule, shall be suspended until the appeal has been heard and disposed of by the Council.

3.4.3 In the case of a Division lodging an appeal in terms of this Rule, it shall also lodge a written copy of such notice and motivation of appeal with the Branch/es in whose area of jurisdiction the Division falls at the same time that the notice of the appeal is lodged with the General Manager. The Branches concerned may make representations regarding such an appeal to the Council, which representations should reach the General Manager at least 15 (fifteen) days before the stated date of the meeting of the Council.

3.5 The Council, the Board, or any committee entrusted by it with the power to do so, may upon written application by any member, place that member with a Branch to which he/she does not belong geographically, if circumstances render it feasible.

3.6 Branches and Divisions may admit Honorary Members to that Branch or Division, subject to approval by the Branch Council. Honorary Members thus admitted will not be Honorary Members of SAMA.

3.7 An application for the formation of a new Branch will be entertained by the Board on receipt of a formal application, in terms of a procedure and operational qualifications set by the Board from time to time, available from Head Office. Recommendation by the Board, after review of the application, will then be considered by the National Council.

C. SPECIALIST SOCIETIES AND TRADE UNION SUBCOMMITTEES

4. SPECIALIST SOCIETIES/GROUPS/ASSOCIATIONS (collectively referred to as “Societies”)

4.1 Full Members of SAMA who belong to one or other of the respective speciality disciplines within the medical profession (such discipline must be accredited in terms of the Rules and Regulations of the Health Professions Council of South Africa), may belong to Specialist Societies. Other than the 17 (seventeen) National Council seats allocated to Specialist Societies, as described in Rule 2.2.1, Specialist Societies have no separate representation at National Council Meetings. Specialists Societies may act independently insofar as their actions do not contradict the provisions of the Companies Act, the SAMA MOI and these Rules.

4.2 At the request of a Specialist Society recognised by SAMA in these Rules, the National Council or the Board may act on its behalf in the promotion of any specific matter.

4.3 Specialist Societies eligible to have SAMA National Council representation may allow medical specialists who are not SAMA members as members of such a Group, provided that at all times the membership of a Group shall consist of at least a majority of Full Members of SAMA. Affiliated members to a Specialist Society Group who are medical specialists but not SAMA members shall enjoy all the rights of Full Members of such a Society in relation to the activities of the Society, but shall have no voting rights or the right to be elected to any office in relation to other SAMA activities, nor the right to represent their Society at SAMA National Council level or at SAMA branch level.

4.4 Specialist Societies may also allow persons who are not medical doctors and cannot be SAMA members but who are registered in terms of the Health Professions Act or other individuals who are involved with the discipline or medical science associated with the Speciality Group concerned and not registered in terms of the Health Professions Act, as Associate Members of such Group, provided, still, that at all times the membership of a Speciality Group shall consist of at least a
majority of Full Members of SAMA. Associate Members of such Group who are not medical doctors shall have no voting rights or the right to be elected to any office in relation to SAMA activities nor the right to represent their society at SAMA National Council or Branch level, *mutatis mutandis* to Rule 4.3 above.

4.5 A list of Specialist Society office-bearers, together with a complete name and address list of all the members of the Specialist Society, shall be forwarded to the General Manager of SAMA upon request from time to time, to enable the General Manager to ascertain whether the Specialist Societies remain qualified to be recognised as SAMA Specialist Societies – i.e. has a majority of SAMA members, and whether the SAMA National Councillors representing the Societies are elected office bearers of the Society in question.

4.6 The Board will, upon an application by at least 11 (eleven) Full Members of SAMA consider recognising a proposed body as a Specialist Society that can enjoy representation at National Council.

4.7 An application referred to in Rule 4.6 shall be accompanied by a constitution or MOI and Company Rules, if applicable, of the body concerned, for the Board’s approval.

4.8 The constitution or MOI and Company Rules of the body concerned may not contain anything in conflict with the Act, the SAMA MOI, or these Rules. Amendments, deletions, or additions to the constitution or MOI and Company Rules must likewise be approved by the Board.

4.9 In constituting its controlling bodies and committees, Specialist Societies seeking recognition by SAMA shall endeavour to promote transformation in their composition in accordance with the preamble and objectives of the SAMA MOI.

4.10 The operational organisation and office-bearers of a Specialist Society, as well as the imposition of a subscription on its members, if applicable, shall be determined by its own constitution or MOI and Company Rules.

4.11 The National Council or the Board may refer matters relating to the interests of a Specialist Society to that Society for opinion and commentary and may, if it deems fit, grant a hearing to a deputation of a Specialist Society.

4.12 The constitution or MOI and Rules of a Specialist Society may make provision for the formation of sub-groups thereof within the framework of one or more Branches or Divisions of SAMA, in order to further the interests of the Specialist Society at that level.

4.13 The Specialist Society Members are to subject themselves to all the rules and practices and Terms of Reference of the National Council/Board Committees of SAMA upon which they are elected.

5. **TRADE UNION SUBCOMMITTEES**

5.1 Trade Union Subcommittees comprise SEHDASA, SARA, ADASA and JUDASA, previously known as SAMA Interest Groups, with the inclusion of EDOPS (Employed Doctors Outside the Public Sector). The MOI and Company Rules of SAMA will apply *mutatis mutandis* to these Groups in conjunction with the applicable regulations of the Labour Relations Act and the Trade Union Constitution. No deviation regarding membership of these sub-committees by non-SAMA members will be applicable since all their members are SAMA members and all their members belong to the Trade Union.

5.2 The National Council or the Board is competent to exercise the same function of control and authority over Trade Union Subcommittees as is the case with Branches and Divisions.
5.3 At the request of a SAMA Trade Union Subcommittee, the Council or the Board may act on its behalf in the promotion of any specific matter, and in such a case all actions on the part of the Trade Union Subcommittee with regard to the matter shall be suspended whilst it is in the hands of the Council or the Board.

D.

AFFILIATE AND ASSOCIATE GROUPS

6. AFFILIATE GROUPS

6.1 Where a group of medical doctors has formed a group independently of SAMA, and where that group is not a Specialist Society, such a group may make an application to the National Council to be an Affiliate Group of the South African Medical Association.

6.2 Affiliated Groups are independent of SAMA and have no separate representation at General Meetings or Council meetings. Affiliated Groups are permitted to act independently insofar as their actions do not contradict the provisions of the Act, the SAMA MOI and these Rules. Affiliate Groups will at least have a majority of SAMA members.

6.3 In the event that an Affiliated Group acts in a manner which is contrary to the SAMA MOI, Company Rules or the Companies Act, the Board may, by means of an ordinary resolution, terminate the affiliated status of the group concerned. Such a group will be precluded from publicising any affiliation with SAMA.

6.4 Office-bearers of Affiliate Groups may be invited to SAMA National Council meetings at the discretion of the Board, but will enjoy observer status only at National Council meetings and will be responsible for their own attendance costs. These National Council attendees will be allowed to participate in certain discussions, at the discretion of the Board/National Council, which pertinently affect them.

7. ASSOCIATE GROUPS

7.1 Associations and Societies whose membership is by the very nature of their aims and objectives composed of a minority of medical practitioners vis-à-vis a majority of other health professionals and are therefore unable to become Speciality or Affiliate Groups, may apply to the Board for Associate Group Status within SAMA.

7.2 Associate Groups have no representation at General Meetings, National Council Meetings, or any National Council Standing or other Committee Meetings. At the request of an Associate Group, the Council or the Board may act on its behalf in the promotion of any specific matter provided it is not in conflict with the Act, the MOI, the Company Rules or the general policies of SAMA.

7.3 The Board shall upon the submission of an application by an Association or a Society referred to in this Rule 7, consider recognising such a proposed body as an Associate Group of SAMA.

7.4 An application referred to in Rule 7.3, shall be accompanied by the constitution or MOI and Company Rules of SAMA or society for the Board’s scrutiny.

7.5 In constituting its controlling bodies and committees, Associate Groups should preferably observe the principles set out in the SAMA MOI preamble and objectives.
E.

COMMITTEES

8. TYPES AND FUNCTIONS OF COMMITTEES

The National Council may delegate any of its powers to the Board and/or one or more of the following Committees - Professional Affairs Standing Committees, Membership Representative Standing Committees, or Ad-Hoc Committees, or to any Full Member, provided that such delegation shall be revocable by the National Council or the Board and shall not detract from the powers of the Board to act on behalf of the National Council as expounded in the MOI and these Rules, and also as far as the matters of such other Committees are concerned. Such Committees are accordingly accountable to the National Council and the Board.

9. PROFESSIONAL AFFAIRS STANDING COMMITTEES

9.1 The following Committees shall be Professional Affairs Standing Committees of SAMA:

9.1.1 Audit and Risk Committee.
9.1.2 Constitutional Matters Committee
9.1.3 Education, Science and Technology Committee.
9.1.4 Health Policy Committee.
9.1.5 Human Rights, Law and (Medical) Ethics Committee.
9.1.6 Finance Committee.
9.1.7 Social and (Governance) Ethics Committee.

9.2 All Professional Affairs Standing Committees of SAMA shall comprise 6 (six) members per Professional Affairs Standing Committee for purposes of practicality and affordability.

9.3 All Professional Affairs Standing Committees will be elected in terms of the Act, the MOI and these Rules. The election of these Committee members will adhere to the HDI principle recorded in the preamble of the MOI and the other objectives of SAMA set out in the MOI.

9.4 The National Council may from time to time decide, on the advice of the Board, to change, add to or reduce the number, nature and categories of Standing Committees mentioned in Rule 9.1.

9.5 The Chairpersons and Committee Members of Professional Affairs Standing Committees shall be elected at a National Council meeting, provided that a term of three years has been concluded between elective National Council meetings. Election of Professional Affairs Standing Committee Members at National Council will be carried out as follows:

9.5.1 The National Council shall first elect a Chairperson, from among the number of National Councillors eligible to be elected at an elective National Council meeting, for each of the Professional Affairs Standing Committees. The Chairperson of each Professional Affairs Standing Committee will be elected on merit.

9.5.2 Membership Committee Chairs, whose names have been tabled at National Council for noting, cannot be elected as Chairpersons of Professional Standing Committees as well, but can serve as members of these committees.

9.5.3 The National Council shall then elect 5 (five) members for each of the Professional Affairs Standing Committees, subject to adherence to the at least 50% HDI principle set out in the preamble to the MOI, and subject, further, to adherence insofar as possible to gender parity
and appropriate representation of specialists, general practitioners in private practice and doctors employed in the public sector.

9.6 The Vice Chairperson of each Professional Affairs Standing Committee will be chosen by the members of that Committee at the first meeting of that Committee after the National Council meeting at which the Chairperson and Committee members were elected.

9.7 A Professional Affairs Standing Committee shall have the discretion to co-opt a certain maximum of additional members, which number is to be determined by National Council from time to time. A Committee may only exercise this discretion subject to the consent of the Board, because of budget considerations involved. At the time of adoption of these Rules this number is set at 2 (two).

9.8 Duly co-opted members shall be regarded as full members of the Professional Affairs Standing Committee and shall be entitled to all benefits and responsibilities accruing to Professional Affairs Standing Committee Members, provided that the co-opted members are full SAMA members and provided, further, that co-opted members who are not National Councillors already cannot become National Councillors, nor can they become Committee Chairs.

9.9 Notwithstanding the number of consecutive co-options that might be necessitated during a Committee’s term, at no time during the tenure of the Committee shall the total number of Committee members, including co-opted members, exceed the number of Committee members elected by National Council (i.e. 6 (six)) by more than 2 (two) – thus the maximum total number of Committee Members eligible to be regarded as full committee members, albeit by election or ratified co-option, as set out above, shall not exceed 8 (eight), unless this number is changed by National Council.

9.10 The number of Committee Members shall at all times be a minimum of 6 (six), excluding co-opted members. In the event that a Committee Member resigns during the term of the Committee, such Member shall be replaced as soon as possible in terms of the vacancy procedures set out in Part I of these Rules.

9.11 Non-SAMA members can be invited to Professional Affairs Standing Committee meetings at the discretion of the Professional Affairs Standing Committee, but shall be invited as observers only with observer status as explained in these Rules. Such observers shall not be counted for purposes of a quorum, shall have no voting rights at Committee meetings or otherwise and may not participate in any decision-making processes of the Professional Affairs Standing Committees. The observers shall participate on a voluntary basis and shall not be entitled to any reimbursement for travel or other expenses related to their attendance of meetings, nor shall they be entitled to any payment from SAMA whatsoever.

9.12 Professional Affairs Standing Committees shall have an optimum of 3 (three) Committee meetings per annum. In years where elective National Council meetings are held the Committee will be allowed an additional (fourth) meeting after the date of the National Council meeting for purposes of the induction of new Committee members and hand-over by the previous Committee Chair.

9.13 Each Professional Affairs Standing Committee shall have a Terms of Reference for that Committee. Such Terms of Reference must be adopted by the Board and reviewed by the Committees annually. Any amendments to the Terms of Reference must likewise be approved by the Board before implementation thereof. The Terms of Reference shall be acquiescent to the Act, the MOI and these Rules.

10. MEMBERSHIP REPRESENTATIVE STANDING COMMITTEES

10.1 The Following Committees shall be Membership Representative Committees of SAMA:
10.1.1 The National Executive Committee of the Trade Union.
10.1.2 The General Practitioners Private Practice Committee (GPPPC).
10.1.3 The Specialist Private Practice Committee (SPPC).

10.2 The National Executive Committee of the Trade Union

10.2.1 The National Executive Committee of the Trade Union shall be comprised of the National Office Bearers of the SAMA Trade Union, i.e.

10.2.1.1 The President
10.2.1.2 The two Deputy Presidents
10.2.1.3 The Treasurer
10.2.1.4 The General Secretary

as well as

10.2.1.5 The Provincial Chairpersons; and
10.2.1.6 Representatives from the Trade Union Subcommittees (SEHDASA, ADASA, JUDASA and SARA), provided they have been duly elected at the Annual General Meetings of these respective Trade Union Subcommittees.

10.2.2 The National Executive Committee of the Trade Union shall be chaired by the President of such Committee, as elected at the National Congress of the Trade Union.

10.2.3 Save for the 5 (five) National Office Bearers of the Trade Union referred to in 2.3.3 and 10.2.2.1 to 10.2.2.4 above and the 14 (fourteen) representatives from the Trade Union Subcommittees, including EDOPS, other members of the National Executive Committee of the Trade Union shall not, by virtue of the positions that they hold, become National Councillors of SAMA.

10.2.4 The National Executive Committee of the Trade Union shall be governed by the MOI, Trade Union Constitution and these Rules.

10.2.5 The names of the National Executive Committee of the Trade Union shall be tabled at the National Council for noting.

10.3 General Practitioner Private Practice Committee (GPPPC)

10.3.1 The names of the Chairperson and Vice-Chairperson of the General Practitioners Private Practice Committee (GPPPC) shall be tabled at National Council for noting.

10.3.2 The General Practitioners Private Practice Committee shall comprise a maximum number of members to be determined from time to time by National Council. At the time of adoption of these Rules this number is 14 (fourteen). The composition of the GPPPC is set out in Rule 2.3 above.

10.3.3 The National Council may from time to time decide, on the advice of the Board, to change, add to or reduce the number of members of the GPPPC.

10.3.4 The GPPPC shall have the discretion to co-opt a certain maximum number of additional members, which number shall be determined from time to time by National Council, to their Committee. The GPPPC may only exercise this discretion subject to the consent of the
Board, because of budget considerations involved. At the time of adoption of these Rules this number of additional co-opted members is set at 2 (two).

10.3.5 Duly co-opted members shall be regarded as full members of the GPPPC and shall be entitled to all benefits and responsibilities accruing to GPPPC Members, provided that the co-opted members are Full SAMA Members and provided, further, that co-opted members who are not National Councillors already, cannot become National Councillors, nor can they become Committee Chairs.

10.3.6 Notwithstanding the number of consecutive co-options that might be necessitated during the GPPPC’s term, at no time during the tenure of the Committee shall the total number of Committee members, including co-opted members, exceed the number of Committee members elected outside National Council, i.e. 14 (fourteen) by more than 2 (two) – thus the maximum total number of Committee Members eligible to be regarded as full committee members, albeit by election or ratified co-option, as set out above, shall not exceed 16 (sixteen), unless this number is changed by National Council.

10.3.7 In the event that a Committee Member resigns during the term of the Committee, such Member shall be replaced in accordance with Part I of these Rules.

10.3.8 Non-SAMA members can be invited to GPPPC meetings at the discretion of the GPPPC, but shall enjoy observer status only, as explained in these Rules. Such observers shall not be counted for purposes of a quorum, shall have no voting rights at Committee meetings or otherwise and may not participate in any decision-making processes of the GPPPC. The observers shall participate on a voluntary basis and shall not be entitled to any reimbursement for travel or other expenses related to their attendance of meetings, nor shall they be entitled to any payment from SAMA whatsoever.

10.3.9 The GPPPC shall have a Terms of Reference for that Committee. Such Terms of Reference must be adopted by the Board and reviewed by the Committee annually. Any amendments to the Terms of Reference must likewise be approved by the Board before implementation thereof. The Terms of Reference shall be acquiescent to the Act, the MOI and these Rules.

10.4 Specialist Private Practice Committee (SPPC)

10.4.1 The Chairperson and Vice-Chairperson of the SPPC shall be elected by the Specialist Societies and their names shall be tabled at the National Council for noting.

10.4.2 The Specialist Private Practice Committee (SPPC) shall comprise a maximum number of 12 (twelve) members or such other maximum number as may be determined from time to time by National Council. The SPPC members shall be elected/appointed in a process outside of National Council. Representatives from the following speciality groups who are Full SAMA Members and medical specialists are eligible to be elected/appointed to the SPPC (which list is not exhaustive and may from time to time be added to or reduced):

10.4.2.1 The South African Society of Anaesthetists
10.4.2.2 The National Pathology Group
10.4.2.3 The Society of Anatomical Pathologists and Cytologists
10.4.2.4 The South African Society of Obstetricians and Gynaecologists
10.4.2.5 The Urological Association of South Africa
10.4.2.6 The South African Orthopaedic Association
10.4.2.7 The Association of Physicians of South Africa
10.4.2.8 The South African Paediatric Association
10.4.2.9 The South African Society of Psychiatrists
10.4.2.10 The Association of Surgeons
10.4.2.11 The South African Association of Paediatric Surgeons
10.4.2.12 The Vascular Association of South Africa
10.4.2.13 The Ophthalmic Society of South Africa
10.4.2.14 The South African Society of Otorhinolaryngology and Head and Neck Surgery
10.4.2.15 The South African Heart Association
10.4.2.16 The Society of Cardiothoracic Surgeons of South Africa
10.4.2.17 The Dermatological Society of South Africa
10.4.2.18 The Association of Plastic and Reconstructive Surgeons of Southern Africa
10.4.2.19 The Association of Neurosurgeons of South Africa
10.4.2.20 The Neurological Association of South Africa
10.4.2.21 The South African Association of Radiation Oncologists
10.4.2.22 The Association of Nuclear Physicians
10.4.2.23 The South African Association of Radiology

10.4.3 No member of the SPPC shall, by virtue of their position on this Committee, become a National Councillor of SAMA, unless they are nominated to serve as such in terms of Rule 2.2.1.

10.4.4 The SPPC shall have the discretion to co-opt a certain maximum number of additional members, which number will be determined from time to time by the National Council, but may only exercise this discretion subject to the consent of the Board, because of budget considerations involved.

10.4.5 Duly co-opted members shall be regarded as full members of the SPPC and shall be entitled to all benefits and responsibilities accruing to SPPC Members, provided that the co-opted members are full SAMA members and provided, further, that co-opted members who are not National Councillors already cannot become National Councillors, neither can they become Committee Chairs.

10.4.6 The SPPC shall have the discretion to invite observers to Committee meetings. Such observers shall have no voting rights and may only participate in any discussions if specifically invited to do so. They will not be counted for purposes of quorum, nor would they be allowed to vote. The observers shall participate on a voluntary basis and shall not be entitled to any reimbursement for travel or other expenses related to their attendance of meetings, nor shall they be entitled to any payment from SAMA whatsoever.

10.4.7 The SPPC shall have a Terms of Reference for that Committee. Such Terms of Reference must be adopted by the Board and reviewed by the Committee annually. Any amendments to the Terms of Reference must likewise be approved by the Board before implementation thereof. The Terms of Reference shall be acquiescent to the Act, the MOI and these Rules.

10.5 Ad Hoc Committees

National Council may, at its own discretion and where the need arises, appoint and constitute ad hoc committees for specific tasks and functions. Such ad hoc committees are temporary in nature and the composition, terms of reference and scope shall be determined by Council each time such a committee is constituted, alternatively National Council shall delegate the power to constitute such committees to the Board.

The person elected as Chairperson of an ad hoc Committee may, if the specific needs of the Committee require such appointment, be a non-Board member, for the duration of the existence of the Committee.
10.6 General Provisions applicable to all Committees

10.6.1 A Committee constituted by National Council shall, when exercising its powers, confine itself to the Rules imposed upon it by the National Council and/or Board, the MOI and its Terms of Reference.

10.6.2 The National Council, at its annual meeting, shall receive and consider reports and matters dealt with by the Committees in the manner as determined by the Board.

10.6.3 Confirmation of minutes from a predecessor of a committee is to be signed either by the Chairperson of the meeting at which the proceedings took place or the Chairperson of the following meeting.

F.

POWERS AND CONTROL

11. POWERS OF THE NATIONAL COUNCIL

11.1 Subject to the provisions of the Act and the MOI, the National Council shall determine the policy of SAMA.

11.2 The final authority and control over the activities or organisation of Branches, Divisions, Members, Groups, and committees elected or appointed by the National Council and/or Board, unless otherwise provided in the MOI and these Rules, vest in the National Council. The National Council must ensure these activities or organisation take place in the manner which best ensures the fulfilment of the objects of SAMA. Without limiting the generality of the foregoing, the National Council shall have the power to demand from Branches, Divisions, the Trade Union, its subcommittees, and any other Groups or Committees, including but not limited to, copies of their annual reports and lists of members and audited financial statements if applicable, and such other information as may appear necessary to exercise this power.

11.3 The National Council can regulate its own internal procedure at meetings as well as those of other Committees, Branches, Divisions, and Groups or delegate this power to the Board.

11.4 The National Council has the power to describe in detail the duties of office-bearers and officials of SAMA and to lay down or to delegate to the Board the power to lay down the composition, powers, and procedure of any committee or structure elected or appointed by it, provided that all applicable legislation be adhered to.

11.5 The National Council has the power to regulate any of the internal functions and activities of SAMA, its Branches, Divisions, and Groups, the Trade Union and its subcommittees, the General Manager, Committees, and other internal organisations, or any other matter, as may at the discretion of the National Council be necessary or desirable in order to give effect to the duties, functions, and powers of the National Council, insofar as these powers are not exercised in contradiction of the Act or MOI. The power of the National Council in this connection may not be exercised in a manner which may conflict with any provisions contained in the Act or in the MOI or frustrate the intention thereof in any way. The power of the National Council in this connection shall also include the creation of internal organisations consisting of interest groups of members within SAMA and matters there anent.
11.6 Without detracting from any other powers which are granted to the National Council under these Rules, the National Council may:

11.6.1 provide for codes of conduct governing the ethical and professional conduct of the members of SAMA, provided that such codes or any amendment thereof must be accepted by a majority of not less than two thirds of the National Councillors; and

11.6.2 lay down the procedures for investigations into complaints regarding the ethical and/or professional conduct of members of SAMA and amend such procedures. In this regard only an ordinary majority of votes of National Councillors is necessary.

11.7 The National Council shall not have the authority to nominate, elect or co-opt any individual who is not a National Councillor to serve as a Committee Chairperson or Committee Member on a Professional Affairs Standing Committee, except insofar as it is provided for or instructed by the Act or MOI. Co-opted members shall not become National Councillors of SAMA by virtue of their co-option.

11.8 The National Council has the power to convene National Council meetings, at which a quorum of 33% (thirty three percent) of National Councillors must be present to dispense with business.

12. **BRANCH AND DIVISION CONTROL**

12.1 Branches and Divisions are not independent legal entities. They are therefore not allowed to enter into any contractual relationships which create legally enforceable rights and obligations without prior proper authorisation. The Board of Directors, authorised by National Council, may delegate certain powers and authorities to a Branch Chairperson to facilitate the practical operation of branch functions, including authorisation to conclude certain agreements on SAMA’s behalf. Such authorisation shall only be valid if granted to a Branch Chairperson in writing, following the proper procedures and policies that may be laid down by the Board, duly authorised by the National Council from time to time, and shall be valid for a period of one year from the date of issue thereof. The authority so granted shall be reviewed and renewed on an annual basis. Such delegation of authority to the Branch Chairperson may, at any time, be revoked by the Board of Directors or the National Council at their sole discretion.

12.2 The day-to-day operation, functions and affairs of Branches and Divisions shall be administered by Branch and Divisional Councils.

12.3 Branches and/or Divisions shall operate in terms of the Branch Constitution contained in Part Q of these Company Rules. Individual branch members shall be bound by the Branch Constitution in the same way they are bound by the remainder of these Company Rules. In addition, the National Council or the Board as authorised by National Council has the power to enact, from time to time, directives which apply to all Branches and Divisions.

12.4 Subject to the Act and the MOI the power of the Council or the Board in terms of Rule 12.3 is unlimited, provided that the above-mentioned directives shall always be framed in such manner that the local control and management of the Branch and/or Division are vested in a Branch Council (in the event of a Branch) and a Divisional Council (in the event of a Division) constituted as determined by the Branch Constitution, provided:

12.4.1 that the councillors elected shall sit on the Branch Council of the Branch from where they originate; and

12.4.2 that it shall provide for the appointment of a Branch Administrative Secretary to exercise the functions, inter alia, as laid down in these Rules and in the Branch Constitution.
12.5 The provisions of Rule 12 shall not be so interpreted as to limit in any way the power of the National Council or Board in respect of the supervision and control of the Branches or Divisions and their activities as provided in these Rules. The National Council or Board may specifically provide directives for the control and management of Branches and Divisions. In the event of any conflict arising between the meaning or effect of any provisions contained in the MOI and Rules on the one hand and any directives on the other hand, the provisions of the MOI and Rules shall enjoy preference.

12.6 In constituting Branch Councils and Divisional Councils, Branches and Divisions shall promote transformation in SAMA by adhering to the principle of at least 50% HDI representation, as well as proportionate representation between specialists, general practitioners and doctors in public service, including trade union representatives, as well as gender equality, as set out in the preamble and objectives of the MOI and in the Branch Constitution.

12.7 Specifically, and in compliance with the HDI provision as contained in the preamble of the MOI, at least 50% of all Branch Councils must be HDIs, and 50% of the National Councillors elected by Branch Councils must be HDIs.

12.8 In the event that the HDI requirement in the MOI is not met in the composition of the structures set out in this Rule, a detailed explanation and motivation in this respect must be provided to the General Manager, who will in return submit same to the SAMA Board for consideration. In this regard the Board will in its discretion decide how to address the matter to either ensure compliance with the HDI requirement, alternatively allow an exception thereto.

12.9 If the National Council or Board at any time becomes of the opinion that any Branch or Division has become inactive or that the organisation thereof is defective or that the administration or activities of the Branch or the Division are being conducted in a way that is not beneficial to SAMA or to the furtherance of its objects, the National Council or Board is empowered to do anything which it may consider desirable to rectify the administration or the activities of such a Branch or Division. The National Council or Board may for this purpose summon together all or any of the members of the Branch Council or Divisional Council, dissolve it, and/or itself appoint a Branch Council or Divisional Council to effect the operational running of the Branch or Division. The powers of the National Council or Board in this respect embrace all the powers and obligations normally exercised under the MOI or Rules or any additional Branch or Divisional directives by the Branch Council or Divisional Council concerned. Subject to the Act, the MOI and the Company Rules, the powers of the National Council or Board in terms of Rule 12.9 shall be unlimited.

G.

ELECTION PROCESSES AND CRITERIA

13. LIMITATIONS

13.1 Terms of office of National Councillors

13.1.1 A common term for which a National Councillor is in office commences at the date of an elective National Council Meeting and continues up to and including the next elective National Council Meeting which is commonly a three year period.

13.1.2 The term of office mentioned in 13.1.1 above will mutatis mutandis apply to all positions that a National Councillor might occupy after having been elected into such position(s) at
an elective National Council Meeting – for example Chairperson or Member of a Standing Committee.

13.1.3 No National Councillor will be allowed to serve more than 2 (two) consecutive terms of office. In the event that a National Councillor’s term of office has ended as set out in this Rule 13.1.3, such National Councillor may only be eligible for re-election as a National Councillor after the expiry of “resting period” equalling a term of office of three years as described in this Rule.

13.1.4 The National Council may from time to time at their discretion and on receipt of a comprehensive motivation allow an exception to this Rule to extend a specific National Councillor’s tenure for a third term, but no exceptions to this Rule would be allowed after a third consecutive term.

13.2 Terms of office of Branch Councillors

13.2.1 A common term for which a Branch Councillor is in office commences at the date of the Annual General Meeting of a specific branch at which elections took place, alternatively at the appointment date of elections by electronic or other means, and continues up to and including the expiry of the third Annual General Meeting or similar date, i.e. for a period that would comprise approximately 3 (three) years.

13.2.2 The term of office mentioned in 13.2.1 above will *mutatis mutandis* apply to all positions that a Branch Councillor might occupy after having been elected into such position(s) – for example Chairperson or Treasurer of that branch.

13.2.3 No Branch Councillor will be allowed to have more than 2 (two) consecutive terms of office. In the event that a Branch Councillor’s term of office has ended as set out in Rule 13.2.1, such Branch Councillor may only be eligible for re-election as a Branch Councillor after a “resting period” equalling a term of office as described in this Rule.

13.2.4 The Branch Council may from time to time at their discretion and on receipt of a comprehensive motivation allow an exception to this Rule to extend a specific Branch Councillor’s tenure for a third term, but no exceptions to this Rule would be allowed after a third consecutive term.

13.3 Occupation of more than one position

13.3.1 The Chairperson and Vice-Chairperson of SAMA (who also serve as Chairperson and Vice-Chairperson of the Board) cannot be elected to any other office-bearing position within SAMA, including that of Branch Chairperson.

13.3.2 A National Councillor elected to serve as a Chairperson of a Committee (with reference to Membership Committees as well as Professional Affairs Standing Committees) can only hold a single Chairperson position, and cannot be elected as a Chairperson of any other Committees.

13.3.3 National Councillors elected as Member or Chairpersons of one of the two Committees who are involved with SAMA’s finances, i.e. the Audit and Risk Committee and the Finance Committee, cannot simultaneously serve on both of these Committees in any capacity.

13.3.4 For practical reasons, and over and above the limitations mentioned in this Rule, a National Councillor should not serve on more than two Professional Affairs Standing Committees during the same term of office.
13.4 The Code of Conduct and Conflict of Interest Policy adopted by National Council, to be reviewed annually, must be read and applied in conjunction with Rule 13.

13.5 Vacancies created as a result of the limitations described, for example when a Branch Chair becomes the Chair of SAMA and cannot serve in both positions, will be regulated by the process dictated in Part I of these Rules.

14. **ELECTION PROCESSES - BRANCHES**

14.1 **Branch Council Elections**

The process to be followed by Branches in the election of their respective Branch Councils is set out fully in Part Q of these Rules, as incorporated in the Branch Constitution template.

14.2 **Nomination of Branch Council Members as National Councillors to represent branches at National Council Meetings**

14.2.1 The calculation method of the number of National Councillors that each branch is entitled to is set out in Part A of these Rules.

14.2.2 National Councillors representing branches shall be elected by each Branch Council from among their number, and the names of the individuals so elected forwarded to the General Manager/his representative at least 2 (two) months prior to a National Council Meeting, alternatively immediately upon request by the General Manager/his or her representative.

14.2.3 The names of the National Councillors forwarded in terms of Rule 14.2.2 must adhere to the principle of at least 50% HDI as set out in the preamble and objectives of the MOI.

14.2.4 Should the principle of at least 50% HDI not be adhered to, a detailed and proper motivation in this regard must be forwarded for consideration by the Board. The Board will in its sole discretion decide whether to implement measures to achieve 50% HDI representation in the specific circumstances, alternatively allow an exception to the 50% HDI principle.

15. **ELECTION OF NATIONAL COUNCILLORS AS REPRESENTATIVES FROM SPECIALIST SOCIETIES AND GENERAL PRACTITIONERS**

15.1 Councillors representing Specialist Societies and General Practitioners shall be elected outside National Council by the Speciality Groups or General Practitioners respectively, provided that the number of National Councillors to be elected from the ranks of Specialist Societies or General Practitioners shall be as provided for in Part A of these Rules.

15.2 Only duly elected Full SAMA Members belonging to the Specialist Societies or Full SAMA Members belonging to General Practitioners may be elected as SAMA National Councillors, and no co-opted members can be elected as SAMA National Councillors.

15.3 The names of the Full SAMA Members so elected to represent the Specialist Societies and General Practitioners as SAMA National Councillors must be forwarded to the General Manager of SAMA or his/her representative at least 2 (two) months prior to the elective National Council Meetings of SAMA, alternatively immediately upon request.

15.4 Specialist Societies and General Practitioners will regularly provide the General Manager or his/her representative with an updated list of all their members/a copy of their members register on request.
to allow the General Manager and/or his or her representative to determine whether the majority SAMA membership requirement of each Society has been met, and to verify that their Office-Bearers and elected National Councillors are SAMA members.

H.

OFFICE-BEARERS AND ELECTION OF OFFICE-BEARERS OF THE NATIONAL COUNCIL

16. OFFICE-BEARERS OF THE NATIONAL COUNCIL

16.1 There shall be the following office-bearers of the National Council, namely a President, a President-Elect, a Chairperson, and a Vice-Chairperson.

16.2 The office-bearers shall have and enjoy such duties, powers, and privileges as shall be determined from time to time by the National Council or the Board.

16.3 ELECTION OF OFFICE-BEARERS

16.3.1 President and President-Elect

The President and the President-Elect shall be elected by the National Council.

Election of President

16.3.1.1 Written nomination for the position of President can be made to the Board provided that the nominee is a full Member of SAMA and the nomination is signed by a proposer and seconder who shall both be National Councillors. During the course of the year the nomination will be considered by the Board of Directors and the Board of Directors will establish the availability of the nominee to serve as President for the next year.

16.3.1.2 At its first meeting after each Annual General Meeting, the National Council shall elect any Full Member as President of SAMA for a one year term of office from the nominations put forward by the Board, which term shall commence from the ensuing Annual General Meeting. Until such time as the said year of office of the person thus elected commences, he/she shall be the President-Elect of SAMA. The President shall be elected by means of a show of hands, poll or electronically, according to the same procedure as for the election of a Chairperson of the National Council.

16.3.2 The Council shall not have the authority to nominate, elect or co-opt any individual who is not a National Councillor to serve as a Chairperson, Vice-Chairperson, Committee Chairperson or Committee Member on a Professional Affairs Standing Committee or on a Membership Committee. Co-opted members shall not be eligible to become National Councillors.

16.3.3 Chairperson of the Council

On the first day of an elective National Council Meeting the General Manager shall act as returning officer, declare the meeting as properly constituted, and introduce the Temporary Chairperson, who ordinarily will be the President of SAMA, unless the President is unavailable, in which event the National Councillors present may from among their ranks
elect a National Councillor to act as Temporary Chairperson. Under the chairpersonship of the Temporary Chairperson, the meeting shall then proceed to the election of a Chairperson, from among the National Councillors, which again shall take place by a poll after the temporary chairperson has asked for nominations. The nominee with the majority of votes will become the new Chairperson.

16.3.4 Observer status of outgoing Councillors

During and after the election of National Councillors, previous National Councillors who ceased to be Councillors but who are present at the elective National Council Meeting by virtue of being invited as “outgoing Councillors” in a hand-over capacity, will have observer status of the proceedings at such National Council Meeting up until the official adjournment of such meeting on the last day thereof. These outgoing Councillors who were not re-elected as National Councillors prior to the Council meeting will not be eligible for election in any position at the National Council Meeting.

16.3.5 Vice-Chairperson of the Council

The Vice-Chairperson is elected in the same manner as provided in these Rules in respect of the election of the Chairperson of the Council.

16.3.6 Election eligibility criteria of Chairperson and Vice-Chairperson

The Chairperson and Vice-Chairperson shall be elected on merit, subject to the provisions of 16.3.2 above, and with due regard to the provisions set out in the MOI and Companies Act pertaining to the eligibility criteria of directors.

I.

VACANCIES

17. TEMPORARY VACANCIES/UNAVAILABILITY

17.1 If a National Council Member, Board Member, Board Committee Member, Membership Committee Member, Branch Councillor or other Group/Society or Committee Member is not available for a meeting of any of the bodies concerned or a stakeholder meeting the Branch Council or Committee Council or the Executive Committee of the Group/Society may appoint any Full Member of that body as Member-Secundus to attend the meeting for which the Member concerned is not available. The Member-Secundus may speak and vote on behalf of the Member in whose stead he/she attends, but will not be eligible to be nominated or elected in any position at such meeting.

17.2 Any appointment made in terms of Rule 17.1 to fill a temporary vacancy/unavailability shall be valid for the duration of the meeting only.

17.3 All persons appointed as aforesaid, shall possess the same powers as the persons in whose place they were appointed as regards the capacities in which they have been appointed unless a specific signed document dictates otherwise.

18. ELECTED TO MORE THAN ONE SEAT

A Councillor who has been elected to National Council to represent a Branch as well as one or more Specialist Societies or General Practitioners or Trade Union Structures shall within 7 (seven) days
after the last result of the last elections prior to the National Council Meeting have been released, make a determination as to whether he/she wishes to represent his/her Branch or whether he/she wishes to represent his/her Group/Society or Trade Union Structure, or which body, if he/she was elected to represent more than one body. After such determination has been conveyed to the General Manager, the next candidate in line, determined per the elected candidate list applicable, shall be the new elected Councillor to occupy the vacated seat concerned. Should there be no other candidate nominated to occupy the vacated seat, the vacant seat shall immediately be dealt with by the General Manager, in terms of the provision of these Rules.

19. **VACANCIES – NATIONAL COUNCIL AND BOARD OFFICE-BEARERS**

   In the event of a vacancy occurring in the office of any of the following National Council and/or Board of Directors office-bearers, such vacancy shall be filled in the following manner:

19.1 In the case of the President, the President-Elect shall become President.

19.2 In the case of the President-Elect, the Council shall elect a Full Member as President-Elect at its next ordinary meeting.

19.3 In the case of the Chairperson of the Council/Board, the Vice-Chairperson shall become Chairperson.

19.4 In the case of the Vice-Chairperson of the Council/Board, the Council shall elect a new Vice-Chairperson unless it is regarded impractical and inexpedient, in which case the Board may elect a member from their ranks to fill the position of Vice-Chairperson.

19.5 The person taking office to fill any of the vacancies described in 19.1 to 19.2 shall hold office only until the next National Council meeting, whether ordinary or elective, where an election for the specific position shall be held according to these Rules, provided that the President shall continue to fill the post of President for the term to which he/she was originally elected.

19.6 Should a vacancy occur in the ranks of the Members of the Board for whatever reason, the procedure regarding the filling of vacancies described in Rule 20 of the Rules shall be followed, provided that such appointment shall only last up to and including the first National Council meeting which follows such appointment, whether ordinary or elective, at which meeting an election for the specific position shall be held.

20. **VACANCIES – OTHER OFFICE BEARERS**

20.1 In the event of a vacancy occurring in the office of any of the Committee and/or Branch Council office-bearers, such vacancy shall be filled in the following manner:

20.1.1 In the case of the Chairperson of the Committee/Branch Council, the Vice-Chairperson shall become Chairperson.

20.1.2 To ensure that the Committee/Branch Council maintain its optimum number of elected members at all times, the vacancy resultant from the Vice-Chairperson becoming Chairperson will be addressed as follows:

20.1.2.1 The next person on the election list previously used to determine the positions of the current Committee/Branch Council members will be approached to fill the vacant position on the Committee/Branch Council as Committee/Branch Council
Member, and if the next person is not available, the one thereafter, until the position can be filled.

**20.1.2.2** If no candidates on the election list are available, the Committee or Branch Council may designate a Full SAMA Member to the vacant position, provided that such designation must be ratified by the Board where a Professional Affairs Standing Committee requires an additional member to ensure that it has the minimum number of members prescribed in terms of these Rules. Such a designated member will enjoy all the rights and privileges associated with an elected member of the Professional Affairs Standing Committee.

**20.1.2.3** Where the appointment is not necessitated to maintain a set minimum number of members, the Branch Council in question may decide to leave the position vacant until the next Branch Council elections.

**20.1.3** Once the number of Committee/Branch Council members has been restored to the required minimum, where applicable, the members of the Committee/Branch Council will elect a new Vice-Chairperson from among their number.

**20.1.4** In the case of a vacancy arising in the position of the Vice-Chairperson or any other Committee or Branch Council Member, the same procedure as set out in 20.1.2.1 to 20.1.2.3 must be followed *mutatis mutandis*.

**20.1.5** Any person taking office to fill any of the vacancies described in this Rule shall hold office until the end of the current term of that Committee/Branch Council, i.e. until the next Branch Council elections/elective National Council meeting.

**J.**

**PROCEDURE FOR ELECTIONS AT NATIONAL COUNCIL**

**21. ORDER OF ELECTION PROCEEDINGS AND ELECTIONS**

**21.1** Election of the Chairperson shall take place on the morning of the first day of National Council and will be conducted by a Temporary Chairperson, who will ordinarily be the President of SAMA, unless the President is not available to fulfil this function, in which event National Council may nominate any other National Councillor to act as Temporary Chairperson.

**21.2** Nominations for the position of Chairperson may be proposed, seconded and motivated prior to the National Council Meeting and forwarded to the General Manager or his/her representative for tabling at Council by the Temporary Chairperson, followed by an election, by ballot paper or electronically, at the National Council, alternatively nominations for the position will be proposed and seconded at National Council. Names of nominees will be distributed to Councillors during the Council session before the election, either via ballot paper or electronically. The proposer of each nomination will be given time to motivate for their nominee. The election will then take place by poll, electronically or by secret ballot if the latter is requested by an ordinary majority of National Councillors, and the nominee with the majority of votes will become the Chairperson. Election of the Vice-Chairperson shall follow directly after the election of the Chairperson, in the same manner as described in 17.1.

**21.3** The Chairperson and Vice-Chairperson of SAMA must be elected on merit.
21.4 Should one of the Chairpersons or Vice-Chairpersons of the Membership Committees (the Trade Union, SPPC or GPPPC) whose names would have been tabled at National Council for noting, be nominated as Chairperson of SAMA, accept such nomination and be elected as such, the vacancy so created would be addressed in terms of Part I of these Rules.

21.5 Election of the President-Elect and Chairs and Members of Professional Affairs Standing Committees will take place on the last morning of National Council. Nominations for each position will be proposed, seconded and motivated before or at the National Council Meeting and the names forwarded to the General Manager or his/her representative prior to the Council meeting or tabled at Council, followed by an election, electronically or by paper ballot, the latter if so requested by an ordinary majority of National Council members. The names for each position will be distributed before the election during the Council session. The proposer of each nomination will be given time to motivate for their nominee. The election will then take place by poll or paper ballot if so requested by an ordinary majority of National Councillors, alternatively electronically, and the nominees who have accepted their nominations and thereafter received the majority of votes will be elected into the positions.

21.6 Once the Chairperson and Vice-Chairperson of SAMA have been elected and the names of the Chairpersons of the Membership Representation Committees have been tabled and confirmed on the first day of the National Council, the Chairpersons of the Professional Affairs Standing Committees will be elected after the election of the President Elect on the last morning of National Council.

21.7 Having concluded the elections of the Professional Affairs Standing Committees the composition and, if applicable, election of the remaining members of the Board, will be considered. The Board is composed by the Chairperson, Vice-Chairperson, Membership Committee Chairpersons (including the Trade Union President), Professional Affairs Standing Committee Chairpersons, the Trade Union Deputy President: EDOPS and the Trade Union Deputy President: Public Sector Doctors. Including the ex officio Members of the Board, i.e. the President and General Manager, the number of Board Members, ex officio Members included, will at this stage comprise 16 (sixteen).

21.8 Should the composition of the Board at this stage not reflect at least 50% HDIs, the National Council will continue to elect one or more additional Board Members to achieve this objective, due regard being had to optimal size and budget constraints. With reference to the further objectives set out in the Memorandum of Incorporation, and should the Board not be sufficiently representative, additional members of the Board will be elected, regard being had to gender parity (i.e. representation by women) and representation by junior members up to 6 (six) years post qualification.

21.9 Elections for members (excluding Chairpersons) of all Professional Affairs Standing Committees shall be held after the election/confirmation of the Board. Nominations will be done either electronically or in writing. All nominations must be seconded and accepted. Councillors will then be asked to vote for five names. The 5 (five) with the highest number of votes will be the new Professional Affairs Standing Committee Members, excluding the Chairpersons of Committees already determined prior to the election of Committee Members – provided that:

21.9.1 If the Chairperson of a Committee is HDI, at least 2 (two) more members of that Committee must be HDI;

21.9.2 If the Chairperson of a Committee is non-HDI, at least 3 (three) more members of that Committee must be HDI.

21.10 The election process per Committee will continue until such stage as the HDI principle (of at least 50% HDI representation in each Committee) has been complied with. Simultaneously, a strive...
towards proportionate representation by specialists, general practitioners and public sector doctors, as well as gender parity, must be considered when appropriate candidates are nominated to serve on these Committees.

21.11 The counting of the votes will be done by an independent company conducting electronic voting, alternatively the Company Secretary and independent observers.

21.12 *National Councillors not personally present at the Elective National Council Meeting*

Any National Councillor not personally present at the Elective National Council Meeting may nevertheless be nominated and elected as a National Council Office Bearer provided the following requirements have been met:

21.12.1 The National Councillor who is absent is represented at the Elective National Council Meeting by a Councillor-Secundus.

21.12.2 The Councillor-Secundus has, prior to the commencement of the election processes, delivered to the SAMA General Manager a document signed by the absent National Councillor indicating that he/she would accept nomination(s) to certain Office(s) and/or Committee(s).

21.13 *Members to attend National Council on invitation*

The Chairpersons of Predecessor Standing Committees who have not been re-elected National Councillors will attend the first meeting of the National Council to present their reports and join in debates, but without voting rights. A list with the names of those attendees not eligible for election will be made available at the Council meeting.

K.

**MEETINGS OF NATIONAL COUNCIL AND GENERAL PROCEDURES AT NATIONAL COUNCIL MEETINGS**

22. **NATIONAL COUNCIL MEETINGS**

22.1 The National Council shall convene once every 18 months, or at any other intervals as may from time to time be decided by the Board of Directors or National Council. The meetings of the National Council shall be held at such times and places as may be determined by the Board or the Council. Notices of all meetings shall be posted or delivered by electronic means by the General Manager or his/her authorised representative to all Councillors at least 15 (fifteen) business days before each meeting.

22.2 No business shall be transacted by the National Council unless a quorum of National Councillors (i.e. 33% (thirty three percent) of National Councillors) is present at the time when the meeting proceeds to business, and the meeting shall end if the number of National Councillors present falls below the required quorum.

Councillor-Secundus:

22.3 If a National Councillor is not available for a National Council meeting the Branch Council or the Executive Committee/Council of the Group/Society concerned shall appoint any Full SAMA Member
of that Branch or Group or Society as Councillor-\textit{Secundus} to attend the National Council Meeting for which the Councillor concerned is not available. A Councillor-\textit{Secundus} form, verifying the appointment of the Councillor-\textit{Secundus} for purposes of attendance of the National Council meeting, completed by the Chairperson of the Branch Council/Group/Society in question, must be provided to the General Manager or his/her representative as soon as possible prior to the National Council meeting.

22.4 A Councillor-\textit{Secundus} can speak and vote on behalf of the National Councillor in whose stead he/she attends the National Council meeting, but is not eligible to be nominated or elected to any official SAMA position at an elective National Council meeting – his/her appointment as Secundus expires upon the termination of the National Council meeting or when the Councillor in whose stead he/she attends becomes available again during the course of the meeting (whichever event occurs earlier).

22.5 Where an observer, as defined in these Rules, attends a National Council meeting, the observer shall not be eligible to address the meeting (unless specifically invited to do so by the Chairperson) and the observer shall not be eligible to vote or to be nominated or elected.

\textit{Chairperson of National Council:}

22.6 The Chairperson of National Council shall act as Chairperson at a National Council meeting. In the case of his/her absence or non-availability, the Vice-Chairperson shall exercise the powers of the Chairperson and preside at such meeting. If the Chairperson did not beforehand request the Vice-Chairperson to take the chair and is absent for more than 15 (fifteen) minutes after the specified time for the commencement of a National Council meeting, or is unwilling to act as such, the Vice-Chairperson shall act as Chairperson. Should he/she also be absent or unwilling to act as such, the National Councillors present shall elect a Chairperson from their number for the purposes of that meeting by means of an ordinary majority vote.

22.7 The Chairperson shall call the attention of the National Council to continued irrelevance, tedious repetition, unbecoming language, or any breach of order on the part of a member, and shall direct such member, if speaking, to discontinue speaking in the manner to which exception is taken, or in the event of persistent disregard of the authority of the Chairperson, to retire for the remainder of the session.

22.8 Whenever the Chairperson addresses the Council or intervenes during a debate, any member speaking shall temporarily resume his/her seat.

22.9 Any member, whether he/she has spoken on the matter under discussion or not, may rise to a point of order or in explanation, but such explanation shall be confined to some material part of a speech or statement which may have been misunderstood. A member so rising shall be entitled to be heard forthwith.

22.10 Confirmation of minutes from the previous National Council meeting is to be signed either by the Chairperson of the meeting at which the proceedings took place or the Chairperson of the following meeting.

22.11 The Chairperson of National Council shall act as the Chairperson at meetings of the Board of Directors. In his/her absence or non-availability, the Vice-Chairperson shall act as Chairperson. If he/she is also absent, the members present shall elect a chairperson from their ranks for that specific meeting. The number of meetings of the Board of Directors shall be decided upon on an annual basis, regard being had to the provisions of the Companies Act and Regulations.
23. MOTIONS

23.1 All motions and amendments shall, unless otherwise permitted by the Chairperson, be committed to writing and signed by the mover and, before they are spoken to by other members, shall be read from the Chair or by the General Manager under the authority of the Chair and seconded. All formal amendments shall be framed so that they may be read as independent motions.

23.2 No motion or amendment shall be withdrawn after having been read from the Chairperson, or by the authority of the Chairperson, unless by permission of the Council.

23.3 The seconder of a motion or of an amendment may reserve his/her speech to any period of the debate, but only the proposer of the original motion shall have the right of reply.

23.4 No member shall address the Council more than once on any motion or amendment, except with the permission of the Council. This restriction shall not apply to meetings of any Committees of the Council or Board or to the Council-in-Committee. The mover of an original motion may, however, reply, but he/she shall strictly confine himself to answering previous speakers and shall not introduce any new matter into the debate. The right of reply shall not extend to the mover of an amendment, but this restriction shall not apply to meetings of the Council-in-Committee.

23.5 If an amendment be proposed, it may be followed by one other amendment, and the second amendment shall be considered first. Both amendments must be disposed of before any other amendments can be considered.

23.6 Should any amendment be rejected, the previous amendment or, if there be none, the original motion, shall then be put to the vote.

23.7 If an amendment be carried, it shall then be regarded as a substantive motion, and a further vote shall be taken on it as if it were an original motion.

23.8 When a motion is under debate, no further proposal shall be received except one of the following:

23.8.1 An amendment, namely “That the motion be amended as follows ...”
23.8.2 The postponement of the question, namely “That the consideration of the motion be postponed.”
23.8.3 The adjournment of a debate, namely “That the debate on the motion now be adjourned.”
23.8.4 The adjournment of the Council, namely “That the Council do now adjourn.”
23.8.5 The closure of the debate, namely “That the Council do now proceed to vote on the motion.”
23.8.6 The previous question as to the motion, namely “That the Council instead of proceeding to deal with the motion, do pass to the next item on the programme of business.”

23.9 When an amendment is under debate no further proposal shall be received except one of the following:

23.9.1 The adjournment of the debate on the amendment, namely “That the debate on the amendment now be adjourned.”
23.9.2 The adjournment of the Council, namely “That the Council do now adjourn.”
23.9.3 The closure of the debate on the amendment, namely “That the Council do now proceed to vote on the amendment.”

23.10 The proposal for the postponement of the question may specify a date for the further consideration of the question or be made sine die.
23.11 If the proposal for the adjournment of the debate be carried, the Council shall pass to the next item on the programme of business, and the debate shall be resumed at the next ordinary meeting of the Council. The proposer of the adjournment shall, on the resumption of the debate, be entitled to speak first.

23.12 On the proposal for the adjournment of the Council being made and seconded, it shall be competent for the Chairperson, before putting the question, to take the opinion of the Council as to whether it will, before rising, proceed to the transaction of unopposed business.

23.13 The proposal for the closure shall be made and seconded without debate and shall be put forthwith. Should the proposal be carried, the motion or amendment under debate shall be at once voted on by the Council.

23.14 The proposal for the previous question as to the motion shall be made and seconded without debate and shall be put forthwith. Should the proposal be carried, the motion or amendment to which it applies shall be dropped from the programme of business.

23.15 Except as provided hereunder, when a question is put to the vote, the Chairperson, having first ascertained the number of members present, shall ask for a show of hands for or against the motion or amendment and shall then declare that the vote appears to him to be in the affirmative or the negative, as the case may be. Any member of the Council may require that the numbers or the names, or both the numbers and the names, of the members voting for or against the motion or amendment shall be entered in the minutes. If this request is made, the Chairperson shall direct that a vote by poll be taken, i.e. by signed voting paper. It shall be competent for a member to ask for a vote by poll, and such request shall be granted.

23.16 Methods of voting shall be as follows:

23.16.1 When a vote is taken on a show of hands or by electronic voting, only those persons present (whether members of the Council, or non-members of the Council appointed as Councillor-Secundi) may exercise a vote.

23.16.2 When a vote is taken by ballot (secret, i.e. by unsigned voting paper), only those persons present in accordance with (i) above may exercise a vote.

23.16.3 The determination of either a simple or two-thirds majority of votes cast at all National Council meetings, shall be as follows:

Only those votes cast for or against a motion are counted as votes cast and the total number of votes cast is the sum of the votes 'for' and 'against'. Abstentions are recorded but should be regarded as 'no vote cast' and are not counted in the total number of votes cast for the determination of whether or not a majority has been achieved.

23.17 A motion to rescind any resolution, or one having the effect of a rescission of an adverse vote on any motion which has been rejected previously, shall only be considered if the procedure laid down in these Rules is followed. It shall be passed if a majority of the votes recorded is in its favour, but if such motion be rescinded or having the effect of a rescission be moved during any subsequent session of the same meeting it shall only be passed if two-thirds of the votes recorded are in its favour and provided that the two-thirds quota of the votes recorded is greater in the aggregate than the number of votes cast at the previous session in favour of the motion to be rescinded.

23.18 The Company Secretary shall embody in the minutes any rulings of the Chairperson as to the interpretation of these Rules if so requested by a member at the time of the ruling.
23.19 Notices of motion may be given to review any ruling of the Chairperson, and when given shall constitute an instruction to the Board of Directors to consider and report to the Council on such ruling and must be placed on the agenda.

23.20 The ruling of the Chairperson of any Committee on a point of order shall, on the request of any two members of the Committee present at the meeting at which such ruling was given, be reviewed by the Board of Directors, who may direct that such ruling be cancelled or amended, and the decision of the Board of Directors shall be acted on by the Chairperson of the Committee whose ruling is called in question unless and until reversed by the Council. If any ruling of the Chairperson of the Board of Directors is called in question, the Chairperson shall vacate the chair while the matter is under discussion, provided however that no ruling can be discussed or reviewed during the meeting of the Committee at which it has been given.

23.21 If any member dissents from the opinion of the majority and wishes to have his/her dissent recorded, he/she shall state so forthwith. Such dissent shall then be entered in the minutes.

23.22 Any standing order of the Council may be suspended if a motion to that effect be carried by a majority of two-thirds of the votes recorded in favour of such suspension by poll vote.

24. QUORUM – NATIONAL COUNCIL

No matters may be dealt with at any meeting of the National Council unless there is a quorum present of at least 33% (thirty three percent) of the Councillors.

25. APPLICATION FOR OBSERVER STATUS

Any individual or group that share similar principles relating to the main business and objects as those of SAMA as a whole or relating to a specific topic may apply to the Chairperson’s office for Observer Status at a General Meeting, National Council Meeting, Board Meeting or Standing Committee Meeting. The Board, Committee or National Council shall by way of general consensus or vote decide upon the granting of such observer status prior to the General Meeting, National Council Meeting, Board Meeting or Standing Committee Meeting, as the case may be.

26. OBSERVERS’ RIGHTS AT MEETINGS

Observer(s) attending any General Meeting, National Council Meeting, Board Meeting or Standing Committee Meeting shall not be entitled to participate in deliberations (unless expressly authorised by the Meeting to voice an opinion on a specific topic at the meeting in question), will not be counted as part of a quorum, will not have any voting rights and will not receive remuneration and/or reimbursement of expenses incurred while attending any such meeting.

L. DISQUALIFICATION AND DISCIPLINARY PROCEDURE

27. RESIGNATION, DISQUALIFICATION AND TERMINATION OF MEMBERSHIP

27.1 A Full Member’s position as National Councillor (and, if he is a secundus, also that post) shall be vacated on receipt of his/her written resignation by the General Manager or Chairperson of the Board.
27.2 A position as National Councillor shall be terminated if a National Councillor is absent from more than 2 (two) consecutive National Council Meetings without the permission of the National Council, unless a secundus acts in his/her stead.

27.3 The post of a Branch Councillor or Group Councillor shall also be vacated if he/she is absent from 3 (three) consecutive meetings of his/her Branch Council or is absent from one third of such meetings in one year without the consent of his/her Branch Council. In such a case the Branch Secretary shall immediately notify the National Councillor concerned thereof, as well as the General Manager.

27.4 The post of any Councillor shall be terminated if he/she omits to declare in the manner required by the Act or the Code of Conduct and Conflict of Interest Policy of the National Council, that he/she has a material interest in any way, whether directly or indirectly, in an agreement which has been entered into by SAMA or which is about to be entered into, or in any financial or other matter that would in terms of the Act be deemed necessary to declare.

27.5 Membership can also be terminated for the reasons provided in Schedule 1 to the MOI.

28. DISCIPLINARY PROCEDURE

28.1 SAMA shall have a Code of Conduct applicable to all members.

28.2 Any complaint against a member for a breach of the Code of Conduct occurring at a national level or affecting the entire Association or involving National Councillors or National Office Bearers shall be dealt with by the Board.

28.3 Complaints concerning members within their regions can be dealt with at a branch or group level as outlined by these Rules and the Code of Conduct.

28.4 In the event that there is any disagreement with regard to the regional or national nature of the complaint, the matter will be put before the Board whose responsibility it will be to decide where the complaint will be heard. The Board may, at its own discretion, resolve that either the disciplinary process or the mediation process be utilised in order to resolve the complaint.

28.5 The Board shall have the power to conduct an investigation upon receipt of a complaint against a member for alleged conduct in breach of the Code of Conduct.

28.6 The Board shall constitute a Disciplinary Task Team to conduct the investigation.

28.7 The Disciplinary Task Team shall submit a report to the Board upon completion of the investigation.

28.8 The composition, function, procedures and powers of the Disciplinary Task Team shall be as set out in this Rule, with its members comprising:

- 28.8.1 A member of the Board acting as Chairperson;
- 28.8.2 A member of the Human Rights, Law and Ethics Committee;
- 28.8.3 Two other Full Members of SAMA nominated by the Board; and
- 28.8.4 A person with legal qualifications and expertise, preferably an admitted and practising attorney.

28.9 Upon receipt of the complaint/allegation of misconduct, the Task Team shall immediately and in writing, inform the member concerned of the complaint/allegation under investigation and invite that member to make written representations in response to the complaint/allegation. The
member concerned should submit the written representations within 14 days of receipt of the Task Team’s notice.

28.10 The Task Team may request further information from both the complainant and the member concerned if required.

28.11 The Task Team shall then consider the compliant/allegation and response received from the member concerned as well as any other information obtained.

28.12 The Task Team must conclude their investigation and submit their report to the Board within 30 (thirty) days of receiving all required documentation and information.

28.13 Should the Task Team, on conclusion of their investigation, find that there is no substantive merit to the complaint/allegation, they will submit a report to that effect to the Board. The Board will in turn advise both the complainant and the member concerned of the outcome of the investigation.

28.14 Should the Task Team find that there is substantive merit to the complaint/allegation they will report to Board accordingly. The Board may then initiate a formal disciplinary process. The Board has sole discretion to initiate a formal disciplinary process and cannot be obliged to do so by any party, but must exercise this discretion within 30 (thirty) days of the receipt of the Task Team’s report.

28.15 Upon receipt and consideration of the Task Team report, the Board shall determine whether to:

28.15.1 constitute a Disciplinary Panel to conduct a formal hearing in respect of the alleged misconduct; or
28.15.2 consider the matter closed; or
28.15.3 initiate a process of mediation.

**Disciplinary Process**

28.16 In the event that the Board decides to constitute a Disciplinary Panel, it shall comply with the requirements as set out in these Rules.

28.17 The composition, function, procedures and powers of the Disciplinary Panel shall include, notwithstanding any additional requirements set by the Board, the power to recommend one of the following sanctions to be imposed by the Board in the event that the member is found guilty by the Disciplinary Panel:

28.17.1 Caution and reprimand;
28.17.2 Formal admonishment;
28.17.3 Suspension of membership in SAMA; or
28.17.4 Expulsion of the member.

28.18 Once the Board has decided to make use of a Disciplinary Panel, it must provide written notification to the member of the charge against him/her and that a hearing will be convened before the Board to decide the matter. The member must receive no less than 21 days notice of the hearing. The notification must further contain the various rights accruing to the accused member arising from the disciplinary process. These shall include his/her rights to:

28.18.1 obtain assistance and, in serious or complex cases, legal representation;
28.18.2 present and dispute information and submit arguments;
28.18.3 appear in person and be heard.
28.19 The Disciplinary Panel shall be constituted as follows, with the proviso that no individual who served on the Task Team that investigated the matter may serve on this Panel:

28.19.1 A member of the Board acting as Chairperson;
28.19.2 A member of the Human Rights, Law and Ethics Committee;
28.19.3 Two other Full Members of SAMA nominated by the Board; and
28.19.4 A person with legal qualifications and expertise, preferably an admitted and practising attorney.

28.20 The Disciplinary Panel shall hear argument from a representative of the Task Team, as pro forma complainant, and from the member or his/her representative. The Disciplinary Panel shall consider all arguments presented and information made available to it by both parties.

28.21 The Disciplinary Panel shall render its decision and recommendations, in writing, to the member concerned and to the Board within 15 (fifteen) days of the date of the hearing.

28.22 The Board shall within 15 (fifteen) days of receipt of the decision and recommendations of the Disciplinary Panel inform the member, in writing, of its decision.

28.23 The Board shall have the authority to impose a sanction on the basis of the recommendation of the Disciplinary Panel, or it may impose a less severe sanction to that which was recommended.

28.24 In the event that a member has been found guilty by the Disciplinary Panel, and a sanction has been imposed by the Board, the said member will have the right of appeal to the National Council.

28.25 In the event that an appeal is lodged, the National Council shall constitute an Appeal Panel in order to hear the appeal. The member must lodge his/her intention to appeal with the Chairperson of the National Council within 21 (twenty one) days of being informed of the decision of the Board, whereupon the Appeal Panel shall be constituted by National Council to hear the appeal.

28.26 The function, procedures and powers of the Appeal Panel shall be as set out in these Rules, and the composition of the Appeal Panel will be as follows:

28.26.1 A member of the National Council acting as Chairperson;
28.26.2 The Chairperson of the Human Rights, Law and Ethics Committee;
28.26.3 Two National Councillors of SAMA nominated by the National Council; and
28.26.4 A person with legal qualifications and expertise, preferably an admitted and practising attorney.

28.27 The Appeal Panel shall convene an appeal hearing and provide the member concerned 21 (twenty) days notice of such hearing.

28.28 The Appeal Panel shall hear argument from the member or his/her representative and counter argument from the pro forma complainant on the date of the appeal hearing.

28.29 The Appeal Panel shall, within 15 (fifteen) days of the Appeal Hearing, render its decision in writing to the National Council, the member and the pro forma complainant.

28.30 The decision of the Appeal Panel shall be final and binding on the parties. The National Council shall adopt the decision of the Appeal Panel as a formal ruling of Council.

28.31 The entire Disciplinary Process set out in these Rules may only be utilized in instances where the member concerned is alleged to have committed misconduct against SAMA. It may not be utilized for allegations of professional misconduct.
Mediation Process

28.32 The alternative mediation process that may be followed to address a complaint as described in Rule 23 may be utilized at the sole discretion of the Board after consideration of a request for mediation by any interested party.

28.33 In the event that the mediation process is elected, the parties to the mediation shall enter into the SAMA Mediation Agreement as available from the Governance and Legal Department at the SAMA Head Office. The mediation process as described in terms thereof and the Mediation Rules available at Head Office in terms thereof shall be followed.

28.34 In the event that the mediation process is unsuccessful, the parties shall refer the dispute to arbitration which shall be conducted according to the provisions of the Arbitration Act (Act 42 of 1965), as amended.

Arbitration Process

28.35 The party wishing to refer the matter to arbitration shall, in writing, inform the other party that the dispute must be submitted to arbitration.

28.36 The arbitrator elected in terms of the Arbitration Act shall be a suitably qualified person agreed upon by the parties. Failing such agreement, and within 2 (two) weeks after the date on which arbitration is demanded, an arbitrator shall be appointed by the President of the Law Society of the Northern Provinces, who may be requested by either party to make that nomination at any time after the expiry of the two week period.

28.37 The arbitration shall be held in Pretoria in accordance with the formalities and/or procedures to be settled by the arbitrator, and may be held in an informal and summary manner, on the basis that it shall not be necessary to observe or carry out the usual formalities of procedure, pleadings and/or discovery, or the strict rules of evidence, subject always to the rules of natural justice.

28.38 The arbitrator shall be entitled -

28.38.1 to investigate or cause to be investigated any matter, fact or thing which he considers necessary or desirable in connection with the dispute;
28.38.2 interview and question under oath any of the parties or their officials, employees and representatives;
28.38.3 to decide the dispute according to what he considers just and equitable in the circumstances;
28.38.4 to make such award, including for specific performance, and interdict, damages or a penalty, the right to cancel or otherwise as he, in his discretion, may deem fit and appropriate.

28.39 The arbitration shall be held as quickly as possible after it is deemed, with a view to it being completed within 30 (thirty) days after the arbitrator has been appointed.

28.40 Immediately after the arbitrator has been agreed upon or nominated in terms of Rule 25, either of the parties shall be entitled to call upon the arbitrator to fix a date and place when and where the arbitration proceedings shall be held and to settle the procedure and manner in which the arbitration proceedings will be held.

28.41 Any award made by the arbitrator shall be final and binding upon the parties, shall be carried into effect, and may be made an order of any court to whose jurisdiction the parties are subject.
M.

GENERAL MEETINGS

29. ANNUAL GENERAL MEETINGS AND EXTRA-ORDINARY GENERAL MEETINGS

29.1 An Annual General Meeting of SAMA shall be held every year.

29.2 The Annual General Meeting shall deal with and dispose of all matters prescribed by the Act, including the receiving and consideration of the annual financial statements and the appointment of an auditor, and may deal with any other business laid before it in terms of the Act or these Rules. General Meetings will be chaired by the President of SAMA, or in his/her absence or unavailability, by the Chairperson of SAMA.

29.3 The Council or the Board may convene an Extraordinary General Meeting at any time when in their opinion this is expedient.

29.4 The Council or the Board must convene a general meeting if one or more written and signed demands for such a meeting are delivered to the company, and each such demand describes the specific purpose for which the meeting is proposed; and in aggregate, demands for substantially the same purpose are made and signed by the at least 10% of the Full Members of SAMA entitled to vote at a General Meeting. The Council or Board shall within 15 (fifteen) business days of receipt of the demand issue a notice to members (which notice must specify the date, time, place and purpose of the meeting, include a copy of the proposed resolutions and detail the percentage of the voting rights required for the resolution) convening a General Meeting of SAMA for a date not less than 15 (fifteen) business days and not more than 28 (twenty eight) business days calculated from the date of the notice. The demand shall state the objects of the meeting and shall be signed by the petitioners and lodged at the Office, and may consist of several documents in like form, each signed by all the petitioners. If the Council or the Board does not within 15 (fifteen) business days from the date of lodging of the request issue a notice as required above, the petitioners or any of them representing one-half or more of the total voting rights of all of them, may themselves on 15 (fifteen) business days from the date of lodging of the request issue a notice as required above, the petitioners or any of them representing one-half or more of the total voting rights of all of them, may themselves on 15 (fifteen) business days’ notice convene a meeting stating the objects thereof, but no meeting so convened shall be held after the expiry of 3 (three) months from the said date. Any meeting convened under this Rule by the petitioners shall be convened in a similar manner as that in which Meetings are convened by the Council. All reasonable expenses incurred by the petitioners by reason of the failure of the Council or Board to duly convene a meeting, shall be refunded to the petitioners by SAMA, and any sum so refunded shall be retained by SAMA out of any funds due or to become due from SAMA by way of any form of remuneration to such of the Councillors as were knowingly party to the default, and the Councillors concerned shall be bound to refund the said amounts to SAMA on demand.

29.5 An Annual General Meeting and a meeting convened for the passing of a special resolution, as well as any other General Meeting, must be convened by 15 (fifteen) business days’ written notice, in compliance with the Act and MOI. The notice shall mention the place, the day and the time of the meeting and must further be given in the manner mentioned hereunder or in such other manner as may be prescribed by SAMA at a General Meeting.

29.6 The notice referred to must contain an agenda with sufficient particulars of the matters to be placed before the meeting so as to enable members to judge whether or not they wish to attend the meeting, and shall be forwarded to Full and Expatriate Members. Despite the fact that any General Meeting is convened by shorter notice than that prescribed in this Rule, it shall be deemed to have been properly convened if agreed to by a majority of ninety-five per cent (95%) of the members who are entitled to attend the meeting and vote at it.
29.7 Notwithstanding the provisions of Rules 29.4 and 29.5, a bona fide delay or omission to give notice of any General Meeting to one or more Full or Expatriate Member(s), shall not affect the validity of the proceedings of the meeting concerned.

30. PROXIES – ANNUAL AND EXTRA-ORDINARY GENERAL MEETINGS

30.1 A Full Member or an Expatriate Member shall be entitled to appoint a proxy to be present, to debate, and to vote at a General Meeting on his/her behalf, provided that such appointment shall only be valid if it complies with the requirements as specified in the Act, the MOI and these Rules. Proxies cannot stand for election or be elected at General Meetings.

30.2 Each Full Member or Expatriate Member may appoint only one such proxy and then only for a specific meeting, and if more than one proxy is appointed by him/her (either as an alternative or otherwise), only the appointment of the first-mentioned person in the proxy form is valid.

30.3 The appointment of a proxy must be in writing under the hand of the grantor of the proxy (and not someone who acts as his/her agent), shall refer to a specific Annual General Meeting or an Extraordinary General Meeting only, and shall further be substantially in accordance with the prescribed form in Rule 30.9 hereunder.

30.4 If the specific General Meeting to which the proxy relates is not identified by reference to the date thereof, the proxy shall be invalid. If the proxy refers to more than one General Meeting which is thus identified, it shall be valid only for the first of such meetings, including any adjournment thereof.

30.5 An original signed copy of the proxy, or a copy thereof certified by a notary, must be received by the Office of SAMA at least 48 (forty-eight) hours before the appointed time for the holding of the meeting to which the proxy relates. Electronic receipt of proxies at least 48 (forty-eight) hours before the appointed time would be accepted if the General Manager is satisfied that authenticity and traceability of the electronic systems are satisfactory and if the original copies of the proxies delivered electronically will be submitted for authentication and comparison to the electronic copies prior to the commencement of the meeting.

30.6 Any proxy appointment/form which is not received in time as aforementioned shall not be valid, and this also applies to adjournment of the meeting concerned, even if such adjourned meeting is resumed more than forty-eight (48) hours after the documents have been received by the Office.

30.7 In calculating the forty-eight (48) hour period referred to in Rule 30.3, Saturdays, Sundays, and public holidays shall not be taken into account.

30.8 Any appointment as aforementioned expires upon the termination of the General Meeting to which it relates.

30.9 The document whereby a proxy is appointed shall be substantially in the following form:
THE SOUTH AFRICAN MEDICAL ASSOCIATION (SAMA)
FORM OF PROXY

I, .................................................................................................................. (full name), of .................................................................................................................. (address), being a Full Member/Expatriate Member of the abovementioned Association, do hereby appoint .................................................................................................................. (full name), of .................................................................................................................. (address) as my proxy to vote in my name and on my behalf at the Annual General Meeting or Extraordinary General Meeting (as the case may be) of SAMA to be held on the ............ day of ....................... 20............. and any adjournment thereof, as follows:

* Abstention

* In favour of

* Against

Resolution No.

Resolution No.

Resolution No.

Resolution with reference to

Resolution with reference to

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

(Give a short description of the resolution if a number has not been allocated to it in the agenda accompanying the notice of the meeting.)

Unless otherwise directed as indicated herein, my proxy may vote as he thinks fit.

Signed at .............................................. on .......................................................... 20......................

..........................................................

SIGNATURE”

30.10 On any vote at the meeting to which his/her appointment relates, whether such voting takes place by a show of hands, electronic voting or by ballot, a proxy who is also a full member of SAMA entitled to vote at such a meeting shall, in addition to his/her own vote, have one vote for each Full Member or Expatriate Member whom he/she represents. Multiple proxies shall be dealt with as stipulated in the Act and the MOI.

30.11 In the absence of any instruction (which must be expressly stated in the proxy document), a proxy may vote as he/she deems fit.

30.12 Any reasonable instructions may be given verbally or in writing to a proxy with regard to the deliberation on any resolution which shall be put up for consideration, but his/her failure in giving effect to such instructions:

30.12.1 does not affect the exercise of the vote to which he/she is authorized; and

30.12.2 does not affect the validity of any resolution taken at such a meeting.
30.13 Notwithstanding anything to the contrary contained in these Rules, no resolution taken or other proceedings of a General Meeting shall be invalid or affected in any way whatsoever because of an omission by a proxy as the result of a mistake or an omission by any official(s) and/or member(s) of the personnel of SAMA in the Office and which relates to the administration of any proxy/proxies in terms of these Rules, provided such mistake or omission was bona fide.

30.14 A vote which is cast or other action taken by a proxy shall be valid and effective notwithstanding the preceding insanity or any other judicial incapacity or the termination of membership (through death or otherwise) of the Member who gave such, unless notice of any of the aforementioned circumstances has been received by the Chairperson of the General Meeting at the place where such meeting is held before the vote concerned is cast or the act concerned is carried out.

31. QUORUM - GENERAL MEETINGS

31.1 No business shall be transacted at a General Meeting unless a quorum of Members is present at the time when the meeting commences its business. The quorum for members’ meetings attendance will be 10% in accordance with Clause 6.6.1 of the MOI.

31.2 The Record Date, as defined in the Act, for ascertaining and confirming membership in SAMA will be set at a date not less than 10 (ten) business days prior to the meeting in question.

31.3 Quorum can be obtained by way of proxy and/or electronic participation as allowed for in the Act, with at least 20 (twenty) members physically present if attendance is required at a physical venue.

31.3 If a quorum is not present within 1 (one) hour after the time appointed for the meeting, the meeting, if convened upon a request of members, shall be dissolved; in any other case the meeting shall be adjourned to the same day of the following week, at the same time and at the same place, and if a quorum is not present at such meeting, those who are present shall form a quorum.

32. ADJOURNMENT - GENERAL MEETINGS

32.1 The Chairperson of a General Meeting may with the consent of the meeting adjourn any matter from time to time and from place to place, but no business may be transacted at any adjourned meeting except the unfinished business standing over from the meeting at which the adjournment took place.

32.2 If at such a meeting of SAMA a Member who is present or is represented by a proxy and entitled to vote at that meeting, demands an adjournment of the meeting, the Chairperson of the meeting shall put the demand to the vote and if a majority of the Members who are present or who are represented by means of a proxy vote in favour of an adjournment, the Chairperson shall adjourn the meeting to a day not earlier than 7 (seven) days and not later than 21 (twenty-one) days after the date of the adjournment. When a meeting as aforementioned has been adjourned, SAMA shall, on a date not later than 3 (three) days after the adjournment, publish a notice in a newspaper in the province where the Office is situated in which is stated:

32.2.1 the time, date, and place to which the meeting has been adjourned;
32.2.2 the matter before the meeting when it was adjourned; and
32.2.3 the reason for the adjournment.

33. VOTING – GENERAL MEETINGS

33.1 At a General Meeting a resolution put to the vote of the meeting shall be decided by show of hands or by way of electronic voting unless a Poll is demanded by the Chairperson or by 10 (ten) or more members present in person and entitled to vote. Unless a Poll is so demanded, a statement by the
Chairperson that a resolution has by show of hands or by electronic voting been carried or carried unanimously or by a particular majority or has been rejected, and an entry to that effect made in the minutes of the proceedings of SAMA, shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. Any demand for a Poll may be withdrawn.

33.2 If a Poll is duly demanded, it shall be conducted in such a manner as the Chairperson directs, and the outcome of the Poll shall be deemed to be the resolution of the meeting at which the Poll was demanded. Scrutineers shall be elected to determine the outcome of the Poll. In case of any dispute as to the admission or rejection of a vote, the Chairperson shall determine the dispute and such determination shall be final and conclusive, except where the dispute involves the Chairperson’s interests - then a Temporary Chairperson shall determine the dispute and such determination shall be final and conclusive.

33.3 Any Poll demanded shall be taken at such time as the Chairperson of the meeting directs. The demand for a Poll does not prevent the continuation of a meeting for the transaction of any business other than the question upon which the Poll has been demanded.

33.4 Every Full Member and every Expatriate Member, personally or represented by a proxy, shall have one vote whether on a show of hands or on a Poll. In the case of a tie in the voting, the Chairperson of the meeting shall have a second or casting vote.

N.

BOARD OF DIRECTORS

34. POWERS

34.1 The National Council as the representative body of the members of SAMA shall elect a Board of Directors. Subject to the provisions of the Act and the Memorandum of Incorporation, the Board shall serve as Board of Directors of SAMA. The Board will fulfil the mandate of the National Council while the National Council is not in session.

34.2 The business and the affairs, including budget, fiscal, financial, economic and management matters, of SAMA, shall be managed by the Board. It may exercise all powers of SAMA insofar as they are in correlation with the provisions of the Act and MOI.

34.3 The Board may elect an Executive Committee consisting of the Chairperson and Vice- Chairperson, the Chairperson of the Finance Committee, plus at least two additional members.

34.4 The Board shall ensure compliance with the majority decisions of the National Council or the Board.

34.5 In accordance with the Companies Act, the Board has the power to draw up Company Rules that can be ratified and/or adopted at a subsequent General Meeting.

35. COMPOSITION

35.1 The Board shall be composed as follows:

35.1.1 Ex officio Members with voting power:
35.1.1 The Chairperson
35.1.2 The Vice-Chairperson
35.1.3 The President of the SAMA Trade Union
35.1.4 The Deputy President of the SAMA Trade Union: Public Sector
35.1.5 The Deputy President of the SAMA Trade Union: Employed Doctors Outside the Public Sector

35.2 *Ex officio* Members without voting power:

35.2.1 The President
35.2.2 The General Manager

35.3 The Chairpersons of the Standing Committees of the National Council elected by the National Council.

35.4 Ex officio Members without voting powers do not get registered as directors of the Company at CIPC.

35.5 Save for the President, the term of appointment of the Board terminates as soon as the succeeding members thereof have been elected at an elective National Council. Outgoing Members of the Board are eligible for re-election provided they are not disqualified in terms of these Rules or in terms of any provisions in the Companies Act. All members of the Board of Directors shall remain National Councillors up until such time that the Board’s term ends and the succeeding Members thereof are elected, whereafter any and all Board Members who are not National Councillors by way of election and appointment by their specific Branches, Trade Union Subcommittees or Specialist Societies shall automatically obtain Observer Status up until the end of the Elective National Council meeting.

35.6 A post of director shall be vacated if the incumbent thereof:

35.6.1 ceases to be a Councillor or is prohibited from being a director on account of the provisions of the Act relating to the disqualification of directors of companies;

35.6.2 by written notice to the General Manager and Chair of SAMA, resigns from his/her post;

35.6.3 is absent from more than 2 (two) consecutive Board Meetings without permission from the Chairperson;

35.6.4 omits to declare in the manner required by the Act and further described in the National Council Code of Conduct and Conflict of Interest Policy, that he/she has a material interest in any way, whether directly or indirectly, in a contract which has been entered into by SAMA or which is about to be entered into, or in any financial or other matter described in said Policy;

35.6.5 his/her Membership lapses, or if

35.6.6 he/she ceases to be a Full Member of SAMA, or the General Manager has received his/her resignation as a Full Member, or as dictated by the Act.

35.7 Vote of no confidence:

35.7.1 Any Member of the Board, including the Chairperson and Vice-Chairperson, may be suspended should a vote of no confidence in that Member be passed by two thirds of the full board, and this Member will take no further active part in the management of SAMA pending a decision by the National Council, the position being filled by the elected deputy for that position.
35.5.2 Following suspension by the Board, the Officer may be removed from Office by a two thirds majority of National Council, and the post filled by simple majority.

35.6 Should a vacancy occur in the ranks of the Members of the Board for whatever reason, the Board may appoint a substitute in terms of Part I of these Rules, provided that such appointment shall only last up to and including the first National Council meeting which follows such appointment.

35.7 The Board may, at its own discretion and where the need arises, appoint and constitute Task Teams for specific tasks and functions. Such Task Teams are temporary in nature and the composition, terms of reference and scope shall be determined by the Board each time such a Task Team is constituted.

35.8 Appointment and resignation of Directors of the Board will be effected into the applicable registration records of CIPC and office records will be kept of all other detail required by the Companies Act and Regulations in terms of the administration of companies.

35.9 In accordance with the provisions of Section 5(1)(b) of Schedule 1 of the Companies Act, one third of the Directors of the Board shall resign annually. These Directors shall, however, be eligible to be re-elected and thus re-appointed at the same annual election process.

35.10 After an elective National Council Meeting Chairs of previous Board Committees who were not re-elected to the Board in any position would be allowed to attend the first Board Meeting after such National Council Meeting for hand-over purposes, as well as the first Committee Meeting of the respective Committees of whom they were Chairs prior to the re-elections.

36. PROCEEDINGS OF THE BOARD OF DIRECTORS

36.1 There will be a Board Charter and the Board shall have the authority to constitute an Executive Committee (EXCO) whose functioning, powers and proceedings will be defined by its Terms of Reference.

36.2 The Board may meet, adjourn and otherwise regulate its Meetings as it shall think fit provided it shall meet at least four times per year.

36.3 A meeting of the Board shall be convened at any reasonable time upon request by a Director and such meeting shall be held within 15 (fifteen) business days of the date of the request. Notice of a meeting of the Board shall be given orally or in writing to all Directors a reasonable time before such a meeting.

36.4 At least fifty percent (50%) of the Board Members constitutes a quorum.

36.5 No business shall be transacted by the Board unless a quorum of Directors is present at the time when the meeting proceeds to business, and the meeting shall end if the number of Directors present falls below the required quorum.

36.6 The Chairperson of the Board shall preside at every Board meeting. In the absence of the Chairperson, his/her duties shall devolve to the Vice Chairperson. In the event of both the Chairperson and Vice Chairperson being absent from a Board meeting, the Directors present shall elect a presiding Officer from among their ranks.

36.6.1 The Chairperson of the Board has the following duties:

36.6.1.1 To represent the South African Medical Association;
36.6.1.2 To attend Board Meetings;
36.6.1.3 To present the Public with general aspects on deliberations and decisions made by the South African Medical Association; and
36.6.1.4 To ensure compliance with the majority decisions of the National Council or the Board.

36.6.2 The Vice Chairperson of the Board has the following duties:

36.6.2.1 To substitute the Chairperson in his/her absence or impediment, except for when deliberated against by the Board with just cause;
36.6.2.2 To actively aid the Chairperson in carrying out his/her duties; and
36.6.2.3 To carry out the various tasks assigned to him/her by the Board.

36.7 The Board shall adopt resolutions and proposals and reach decisions on the basis of consensus seeking, and a simple majority shall be required to pass all motions and proposals. In the event of a tied vote, the Chairperson may cast a deciding vote only where the Chair did not initially have or cast a vote. If the Chairperson cannot cast a deciding vote, the resolution does not pass.

36.8 The directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to any rules that may be imposed on it by the directors.

36.9 Decisions cannot be taken in conflict with the policies of National Council.

36.10 The Board will govern and manage the Company in accordance with the Companies Act of 2008, as amended from time to time, the Companies Act Regulations, the MOI and these Rules, as well as any other applicable Acts and regulations.

36.11 The Board will present a full report and a budget to National Council annually.

36.12 Subject to the Act, a resolution in writing, signed by all the directors and circulated electronically shall be as valid and effectual as if it had been passed at a meeting of the board duly convened and held and may consist of several documents in the like form, each signed by one or more of the directors. For the purpose of this Rule the document must record the points for decision, and if any discussion is necessary, a special meeting must be called. Unless otherwise stated in the resolution, it shall be deemed to have been passed on the date upon which it was signed by the last signatory. A resolution shall be deemed to have been signed if consent thereto has been given in a message transmitted electronically and purporting to emanate from the person whose signature to such resolution is required. Such resolution shall be noted at the next board meeting.

36.13 Board meetings can be conducted electronically as allowed by the Act.

36.14 Meetings of the Board shall be closed to anyone but Board Members. However the Board is entitled, at its sole discretion, to invite any individual to attend parts or all of any Board meetings.

36.15 The Board will appoint and/or review the directors to any or all of the SAMA subsidiaries on an annual basis in terms of the provisions of the Companies Act. The Board will also be responsible for the appointment of any directors or other office-bearing positions to any other stakeholder organisation or other body that invites SAMA to elect a representative to occupy a seat in its structure(s), either on an ad hoc or permanent basis. In these instances the limitations regarding consecutive terms of office as set out in these Rules will apply mutatis mutandis. Rotation of directors in respect of subsidiaries will be addressed in the same manner as with regard to the directors of the SAMA NPC.
37. REMOVAL

Removal of Office Bearers and Officials will be directed by the Act, the MOI and these Rules.

O.

EMPLOYEES

38. GENERAL MANAGER

The General Manager holds an executive position and shall:

38.1 be the General Manager of SAMA appointed by the Board;

38.2 establish and maintain an effective organisation for administering the affairs and for the carrying out of any activities of SAMA and for providing administrative and managerial support to the Board, the National Council and its committees to ensure policy formulation and the implementation thereof;

38.3 select, employ, and retain a staff to ensure effective performance of all duties as determined by the Act, Memorandum of Incorporation, the Company Rules, the Council, the Board, or other committees of the Council;

38.4 direct and administer the affairs of SAMA within the framework of operating policies established by the Board, and exercise control over all matters concerning the administration and management of SAMA through delegation of authority to, and review of the performance of, the staff reporting to him;

38.5 provide for the maximum utilization of the resources of SAMA through sound planning, programme budgeting and control, administer approved budgets, and ensure adherence to authorized expenditures;

38.6 within the limits of authority delegated to him by the Board, exercise the full authority necessary for the effective administration and management of SAMA, be responsible to the Board, report regularly to the Board on the performance of SAMA, and suggest appropriate actions for consideration and adoption by the Board to strengthen the administration of SAMA and its programmes;

38.7 be an ex officio a member of the National Council and of the Board, its Executive Committee and of all Committees of Council, but without voting power;

38.8 be the Chief Accounting Officer of SAMA and be accountable to the Board;

38.9 be responsible for the smooth functioning of SAMA’s administration with specific reference to:

   38.9.1 strategic management;
   38.9.2 financial management;
   38.9.3 human resource development and management;
   38.9.4 professional affairs development and management;
   38.9.5 organisational strategy and policy development and management;
   38.9.6 relationship development and management; and
38.9.7 information management.

39. COMPANY SECRETARY

SAMA shall have a Company Secretary if and when it is deemed necessary, which Company Secretary shall be appointed by the Board.

P.

SAMA TRADE UNION

40. ESTABLISHMENT AND REGISTRATION

The South African Medical Association has established a Trade Union and shall maintain such trade union, including its registration with the Registrar of Trade Unions, ensuring compliance with the Labour Relations Act and all other prevailing statutory requirements.

41. CONSTITUTION

The South African Medical Association Trade Union has its own Constitution which shall be adhered to in conjunction with the MOI and these Company Rules. No provision in the Trade Union Constitution may conflict with anything contained within these Company Rules or the MOI.

42. TRADE UNION OFFICE BEARERS AND REPRESENTATIVES

All trade union office bearers and representatives shall implement and give effect to the decisions of General Meetings, the National Council and/or its committees, as well as the Board. They will recruit members, and generally promote the interests of the members of SAMA in any matters provided for in the MOI, these Company Rules and/or in the Labour Relations Act.

43. REPRESENTATION IN SAMA STRUCTURES

Trade Union representatives appointed or elected by the Trade Union shall be entitled to representation in the National Council and SAMA Board of Directors as provided for in these Company Rules.
Q.

BRANCH CONSTITUTION

Branches of SAMA shall adopt a constitution in accordance with the following template:

CONSTITUTION OF THE
___________________________________ BRANCH

A BRANCH OF THE
SOUTH AFRICAN MEDICAL ASSOCIATION

(a Non Profit Company incorporated in terms of the Companies Act, Act 71 of 2008, registration number 1927/000136/08)

1. PREAMBLE

1.1 In terms of the Memorandum of Incorporation of the South African Medical Association (hereinafter “SAMA MOI”), the ______________ Branch is officially constituted for the geographical area of _____________________________________________________.

1.2 The Branch is subject to the provisions contained within the Companies Act and other applicable legislation, the SAMA MOI and the Company Rules, of which this template forms part, and where there is any conflict with the provisions contained in any other document emanating from this Branch, the provisions of the Companies Act, the SAMA MOI and the SAMA Company Rules shall prevail.

1.3 Where a matter is not expressly provided for in this Constitution template, the provisions of the SAMA MOI and the rest of the Company Rules will apply. Definitions and descriptions not repeated in the Branch Constitution but specifically dealt with in the glossary and Parts A – P of the Rules will apply to the Branch Constitution *mutatis mutandis*.

2. DEFINITIONS

2.1 In these Articles, the following words and expressions shall bear the meaning given below unless the contrary appears from the context:

- **Annual General Meeting (AGM)**: An Annual General Meeting of the Branch.

- **Association/SAMA/the Company**: The South African Medical Association NPC, a Non Profit Company registered in accordance with the Companies Act, 71 of 2008, also referred to as “SAMA” or “the Company.

- **Board of Directors**: Board of Directors of SAMA.

- **Branch**: A Branch of SAMA as defined in the Rules.

- **Branch Administrative Secretary**: An employee appointed by the Branch to fulfil the administrative and office secretarial functions of the Branch.

- **Branch Chairperson/Vice-Chairperson**: Elected by the Branch Council members to represent the interests of the Branch in all SAMA matters. The Chairperson of the Branch will be a SAMA National Councillor. All Branch
<table>
<thead>
<tr>
<th>Term</th>
<th>Definition</th>
</tr>
</thead>
<tbody>
<tr>
<td>Branch Council</td>
<td>Council of elected Branch Members provided for in the Rules. “Branch Councillor” has a corresponding meaning.</td>
</tr>
<tr>
<td>Branch Council Meeting</td>
<td>Meeting of the elected Branch Council meeting held in the specific area of the Branch.</td>
</tr>
<tr>
<td>Branch President/President-Elect</td>
<td>Honorary/titular position that may be bestowed on a particular Full SAMA Branch Member at the discretion of the Branch.</td>
</tr>
<tr>
<td>Branch Register</td>
<td>Membership list containing the numbers and details of Members of the Branch, to be held and updated by the Branch.</td>
</tr>
<tr>
<td>Branch Secretary</td>
<td>Branch Councillor elected into the position of Secretary as provided for in the Constitution. All Branch Councils must have a Secretary.</td>
</tr>
<tr>
<td>Branch Treasurer</td>
<td>Branch Councillor elected into the position of Treasurer in terms of the Constitution, looking after the financial affairs of the Branch. All Branch Councils must have a Councillor that can act as a Treasurer.</td>
</tr>
<tr>
<td>Company Secretary</td>
<td>The Company Secretary of SAMA.</td>
</tr>
<tr>
<td>Election year</td>
<td>Every third year during which SAMA Branch Councils and the SAMA National Council are elected.</td>
</tr>
<tr>
<td>Extra-ordinary General Meeting (EGM)</td>
<td>Any General Meeting for all Branch Members, except the Annual General Meeting.</td>
</tr>
<tr>
<td>General Manager</td>
<td>Salaried official of SAMA with duties and powers described in the Company Rules.</td>
</tr>
<tr>
<td>General Meeting</td>
<td>Collective term for any General Meeting of the Branch to which all Branch Members are invited. General Meetings of Branches are not mandatory.</td>
</tr>
<tr>
<td>General Practitioner Representative</td>
<td>Elected as Branch Councillor in terms of the Constitution. All Branch Councils must have a Councillor that can act as a General Practitioner Representative.</td>
</tr>
<tr>
<td>Head Office/Office</td>
<td>The registered offices of SAMA situated in Pretoria, Gauteng.</td>
</tr>
<tr>
<td>Member</td>
<td>A Full, Expatriate or Honorary Member of SAMA as defined in the MOI. “Membership” has a corresponding meaning.</td>
</tr>
<tr>
<td>MOI</td>
<td>Memorandum of Incorporation of SAMA with the meaning attached to it in terms of the Companies Act.</td>
</tr>
<tr>
<td>National Council</td>
<td>The National Council of SAMA as defined in the MOI and Rules.</td>
</tr>
<tr>
<td>On-line/electronic elections</td>
<td>Electronic system to facilitate participation of all Branch</td>
</tr>
</tbody>
</table>
Members of a particular Branch Register to elect their Branch Councils.

**Ordinary majority**
A simple majority, i.e. 50% plus one, of the votes cast at a quorate Branch Council or General Meeting.

**Poll**
A vote by secret ballot.

**Quorum**
Regarding meetings, either in person or electronically, 50% of the Branch Councillors, one of which must be the Chairperson or Vice-Chairperson. A quorum must be in attendance before any business of the meeting can be disposed of.

**Specialist Representative**
Elected as a Branch Councillor in terms of the Constitution. All Branch Councils must have a Councillor that can act as a Specialist Representative.

**Term**
A three year term for which Branch Councillors are elected, as provided for in the Rules.

**Trade Union Representative**
A duly elected or appointed representative of the SAMA Trade Union in terms of the Trade Union Constitution and this Constitution. All Branch Councils must have a Councillor that can act as a Trade Union Representative.

**2.2**
Words importing the singular shall include the plural, words importing the masculine, feminine or neuter shall include the others of such genders, and words importing persons shall include bodies corporate, and vice versa in each instance.

**3. OBJECTIVES**
The objectives for which the Branch is established are the same as those applicable to SAMA, as set out in the preamble and objectives of the MOI, however the sphere and influence of any activities undertaken in the furtherance of these objectives will be limited to the geographical boundaries of each branch, as from time to time determined by the SAMA Board and the National Council.

**4. MEMBERSHIP**

**4.1**
Any member of SAMA (as defined in the MOI) who lives or works within the geographical area of the Branch may be a member of the Branch.

**4.2**
The application and admission requirements for membership of SAMA is governed and described in the MOI and Rules. In terms thereof the General Manager or his/her representative shall inform the Branch Secretary of the Branch of the admission of a person to full membership of SAMA and the Branch Secretary shall have that person’s name and address entered into the Branch Register.

**4.3**
Every member shall remain a member of SAMA and of whichever Branch they are allocated to, from time to time, until their membership is terminated as described in the MOI.

**4.4**
Each member of SAMA shall automatically be grouped with the Branch in which geographical area the member is employed or in business, however, should the member wish to be grouped in the Branch where the member is resident, the Member shall apply to the office of the General Manager and provide him with reasons as to why the member should be grouped in the specific branch.
4.5 Where a member relocates to a different geographical area for employment or business purposes, that member will, at the date of relocation, become a member of the Branch in which he/she now is employed or in business. Members should provide Head Office with a notification of their change of address to ensure the maintaining of accurate records and membership lists.

4.6 A member of SAMA may not simultaneously be a member of two or more SAMA Branches.

4.7 A member of SAMA and the Branch is subject to the Disciplinary Process contained in the MOI and this Branch Constitution.

5. BRANCH REGISTERS

5.1 Immediately after the admission of any person to membership of SAMA, the General Manager or his/her representative shall notify the Branch Secretary of the Branch where the member concerned is resident, and the latter shall immediately enter such fact in the Branch Register, to be kept in terms of the MOI membership list requisites and this clause of the Constitution.

5.2 Each Branch of SAMA shall maintain a Branch Register wherein the names and addresses of all the members of that Branch are entered.

6. TERMINATION OF MEMBERSHIP

Termination of the respective categories of membership of SAMA may only be effected through the SAMA Head Office and shall take place in accordance with the reasons and processes described in the MOI.

7. GENERAL MEETINGS

7.1 The Branch Council may convene a Branch Annual General Meeting (AGM) once a year. Should elections take place in a particular year and the AGM is convened for that purpose, such meeting must be held in the first quarter of that year.

7.2 The Branch Council may convene a Branch Extraordinary General Meeting at any time when in its opinion this is expedient.

7.3 In the event of a Branch AGM or EGM being convened, the Branch Secretary shall send a notice of such General Meeting to Members at least 15 (fifteen) business days prior to the meeting date. The notice must include an agenda with sufficient particulars of the matters to be placed before the meeting to enable members to decide whether they wish to attend the meeting. Despite the fact that any General Meeting is convened by shorter notice than that prescribed in this clause, it shall be deemed to have been properly convened if agreed to by a majority of 95% (ninety-five per cent) of the members who are entitled to attend the meeting and vote at it.

7.4 Notwithstanding the provisions of clause 7.3, a bona fide delay or omission to give notice of any General Meeting to one or more member(s) shall not affect the validity of the proceedings of the meeting concerned.

7.5 Elections of Branch Councils may take place at a Branch AGM or prior to a Branch AGM or by way of electronic voting procedures in both instances, as well as in the event where a Branch AGM is not convened.
8. **ELECTION PROCESSES FOR THE ELECTION OF BRANCH COUNCILLORS**

8.1 The General Manager, or his/her designated representative, shall act as Electoral Officer to oversee the election processes of branches. Election of Branch Councillors from the membership of respective Branches may be conducted by the Branch Administrative Secretary, in conjunction with the General Manager or his/her designated representative, and/or in conjunction with appropriate on-line election facilitators when on-line/electronic election facilities are used.

8.2 The number of Branch Councillors to which each Branch is entitled, shall be determined in accordance with the number of Branch Councillors allowed per number of Branch Members, set out in clause 12 below.

8.3 In the first quarter of an election year, each Branch Administrative Secretary shall timely and by way of a written notice and/or electronic means request nominations for Branch Councillors from all Full Members belonging to the particular Branch. The names of all Full Members of the branch will be verified by Head Office prior to despatch of such notice to request nominations.

8.4 The notice shall provide particulars of the procedures involved in the nomination and election process, whether to be held electronically or otherwise, and specify the return date for the receipt of nominations.

8.5 All nominations, whether electronically or written, must be seconded. Written nominations containing both the names and signatures of the nominee and seconder not received by the Branch Secretary on or before the return date specified in 8.4 shall not be valid. Electronic nominations not recorded on or before the return date and time communicated in terms of 8.4 shall also be invalid.

8.6 All nominations must be accompanied by a short resume that details the working career of the nominated member.

8.7 Each member may nominate any number of candidates to represent his/her Branch on Branch Council, provided that the nominator and the nominee(s) belong to the same Branch and are both Full Members of SAMA.

8.8 Immediately after the closing date for the receipt of nominations the Electoral Officer and/or Branch Secretary shall contact all the nominees to ascertain whether they accept their nominations. The names of those who do not accept their nominations will be removed from the list of nominees.

8.9 The Electoral Officer and/or Branch Secretary shall provide the final list of nominees to the General Manager, who shall determine whether the requisite of 50% HDI representation on the particular Branch Council could *prima facie* be met, judged by the percentage of HDI candidates nominated.

8.10 Where the nominees are equal in number to the number of Branch Councillors to which the Branch is entitled, and at least 50% of them are HDI, those nominees shall be deemed to be duly elected.

8.11 Where the nominees are equal in number to the number of Branch Councillors to which the Branch is entitled, but less than 50% of them are HDI, the General Manager shall call for another round of nominations specifically requesting HDI nominees. Should the results of the second round of nominations still not produce the required percentage of HDI nominees, the General Manager shall refer the matter to the SAMA Board for guidance. The decision of the SAMA Board on this matter, having considered all facts, proper motivations and supporting evidence before it, shall be considered final and binding.
8.12 Should there be more nominees than the seats to which the Branch are entitled, and if the preliminary requisite of at least 50% HDI members nominated is complied with, the voting process shall continue as set out in 8.13 – 8.17.

8.13 In the event of on-line/electronic election proceedings, the names and pictures of the nominees, as well as their short resumes, will be made available on the system and the on-line voting process, available to all members of the Branch, will be opened for a specific time period. In the alternative the Branch Administrative Secretary shall prepare ballot papers listing all the nominees and their short resumes. The Branch Administrative Secretary shall forward the ballot papers to each Full Member of the Branch and votes must be returned to the said Secretary on or before a date to be specified on the ballot paper.

8.14 The maximum number of Branch Councillors for which every Full Member may vote, shall be stated on each ballot paper or electronically indicated.

8.15 Should the voting process occur during an Annual General Meeting or other meeting, the Branch Secretary will attend to the voting process at the meeting.

8.16 Upon conclusion of the voting process by paper ballot or at a meeting, the Branch Secretary will attend to the counting of the ballot papers, thus establishing which nominees received the most votes:

8.16.1 If the 50% HDI requisite had been met with the results of the vote, the Branch Councillors with the highest number of votes would be deemed properly elected.

8.16.2 If the 50% HDI requisite had not been met, the member with the least votes, if such member is not HDI, must be removed from the list and replaced by the HDI next in line with the highest number of votes, until the 50% HDI representation has been achieved.

8.16.3 Once the 50% HDI number has been achieved, the Councillors so elected shall constitute the Branch Council.

8.17 On the closing date for votes by way of electronic procedure the election results will be immediately available, and shall be published, if the 50% HDI requisite was met, within 48 (forty eight) hours thereafter or at the time prescribed by the electronic election procedure. If the 50% HDI requisite had not been met, the results will be forwarded to the General Manager and the process described in 8.15.2 shall be followed, overseen by the General Manager.

8.18 Should it appear at the counting of the votes that two or more candidates have obtained an equal number of votes and that, in view of the number of seats available, it is necessary to eliminate one or more of such candidates, two rounds of re-voting shall be allowed, due regard being had to compliance with the 50% HDI requirement, which will take preference, whereafter a coin shall be tossed if the result remains an equal number of votes.

8.19 If for any reason after the election processes set out herein has been followed the 50% HDI requirement as set out in the MOI is still not met in the composition of a Branch Council, a detailed explanation and motivation in this respect must be provided to the General Manager, who will in return submit same to the SAMA Board for consideration. In this regard the Board will in its discretion decide how to address the matter to either ensure compliance with the HDI requirement, alternatively allow an exception thereto.

8.20 The number of votes obtained by each successful candidate as elected Branch Councillor shall be recorded by the Branch Secretary or by the electronic voting system and be forwarded to the General Manager or his/her designated representative, within 7 (seven) business days of the
completion of the elections, indicating the commencement date of the term for which the Branch Councillors were chosen.

8.21 The elections provided for in this Rule shall be undertaken by the Branches unless a Branch is, for reasons acceptable to the Council or the Board, unable to perform this duty. In such a case the General Manager or his/her designated representatives shall undertake the elections according to these Rules. The election of Branch Councillors shall take place and be disposed of at least 15 (fifteen) business days before commencement of the term to which the election relates. Nothing in this Constitution shall be so construed as to prohibit the General Manager or his/her designated representatives to support and assist Branches to undertake these elections.

9. **TERM OF OFFICE OF BRANCH COUNCILLORS**

9.1 A term of office of a Branch Councillor shall commence on the recorded date of his/her election as forwarded to Head Office by the Branch Secretary, which date may coincide with the date of the Branch AGM, if elections had taken place at a Branch AGM, or which date would be the recorded date set by an electronic or other voting process.

9.2 A term of office of a Branch Councillor shall end after approximately 3 (three) years after at the date of the next elective Branch AGM, if elections had taken place at a Branch AGM, or within a period of 3 (three) years after the date of the recorded date described in 9.1, at the end of the next election process, that has to take place every 3 (three) years.

9.3 A request for deviation from the prescribed term of office as set out in clauses 9.1 to 9.3 hereof may be entertained by the Board and National Council on receipt of a written request to this effect, incorporating a comprehensive motivation, addressed to the General Manager.

9.4 Re-election of Branch Councillors for consecutive terms will be allowed to the extent limited in Rule 13.2.3 of the Company Rules, to be applied *mutatis mutandis* regarding Branch Councillor elections. Rule 13.2.3 will also apply to the occupation of more than one position, as set out therein.

10. **REPRESENTATION BY BRANCHES AT NATIONAL COUNCIL**

   Every Branch Council shall, at least 2 (two) months prior to an elective National Council Meeting, alternatively upon request from the General Manager or his/her designated representative, supply Head Office with the names of the National Councillors they elected from amongst their number in accordance with the number of National Councillors allowed for each specific branch as set out in Rule 2.1.3 of these Company Rules.

11. **VOTING BY PROXY AT BRANCH AGMs OR EGMs**

   The requirements and stipulations pertaining to voting by proxy at SAMA Annual or Extra-Ordinary General Meetings set out in Part M, Rule 30 of these Rules will be applicable *mutatis mutandis* to Branch Annual or Extra-Ordinary General Meetings.

12. **COMPOSITION OF BRANCH COUNCIL**

12.1 The numbers of each Branch Council shall be subject to branch membership numbers and shall consist of the number of Branch Councillors as per the formula in clause 12.2 below and elected in accordance with the provisions of clause 8 above.
12.2 The Branch Council shall be made up of:

12.2.1 6 – 500 Members = 6 Branch Council Members
12.2.2 501 – 1000 Members = 8 Branch Council Members
12.2.3 1001 - 1500 Members = 10 Branch Council Members
12.2.4 1500 + Members = 12 Branch Council Members

12.3 Each Branch Council shall have at least 50% HDI Branch Council Members, in adherence to the objectives set out in the preamble of the MOI and the Rules. Branches would also pursue the additional objective of a third representation from Specialists in Private Practice Sector, a third representation from General Practitioners in Private Practice Sector and a third representation from Public Sector Doctors. Branch Councils should also as far as possible endeavour to achieve gender parity and make provision for representation of the different geographical areas represented by the branch. In the event that 50% HDA representation on a Branch Council is not achieved through any of the processes set out in this Constitution, the Branch Administrative Secretary shall inform the SAMA General Manager accordingly, who in turn shall submit a report in this regard to the Board. The Board will, in its discretion, decide how to deal with the matter to either ensure compliance with the HDI requirement, alternatively allow an exception thereto.

12.4 Each Branch Council shall be comprised of the following minimum of 6 (six) Office Bearers:

12.4.1 Chairperson
12.4.2 Treasurer
12.4.3 Secretary
12.4.4 Trade Union Representative
12.4.5 General Practitioner Representative
12.4.6 Specialist Representative

12.5 The Branch may elect a Branch President or a Branch President-Elect who shall have the following functions:

12.5.1 The Branch President shall be the Titular Head of the Branch.
12.5.2 The Branch President shall also be the Ceremonial Head of the Branch with the President-Elect as Secundus.
12.5.3 The Branch President may attend any official functions and ceremonies of the Branch but the Branch Chairperson shall preside at Branch Council Meetings.
12.5.4 The Branch President shall have no voting rights at any meeting of the Branch Council.

12.6 The first meeting of a Branch Council shall take place after its Annual General Meeting/elective meeting. During this meeting the Branch Councillors will from their numbers elect a Chairperson and a minimum of other Office-Bearers as set out in 12.3 above.

13. VACANCIES/UNAVAILABILITY

13.1 If a Branch Councillor is not available for a Branch Council Meeting of the Branch Council concerned, the Branch Council shall:

13.1.1 appoint any Full Member of that Branch as Branch Councillor-Secundus to attend the Branch Council Meeting for which the Branch Councillor concerned is not available; and

13.1.2 the appointment of a Branch Councillor as provided for in 13.1.1 shall lapse as soon as the person on account of whose non-availability the appointment was made, becomes available again.
13.2 If a Branch Councillor position becomes vacant, the Branch Administrative Secretary shall revert to the previous election results and invite the candidate with the next highest number of votes to attend the remainder of the Branch Council meetings in that specific term in the capacity of a fully elected Branch Councillor with the same powers and responsibilities as his/her predecessor.

13.3 Any appointment made in terms of clause 13.2 to fill a vacant post of Branch Councillor, shall be valid for the entire balance of the Branch Council term wherein the appointment is made.

13.4 No action under this clause 13 and its sub-clauses shall be of any force and effect until the General Manager has been notified thereof in writing by the Branch Administrative Secretary concerned.

14. DUAL ELECTIONS TO NATIONAL COUNCIL

14.1 A Branch Councillor who has been elected to National Council to represent a Branch as well as one or more Specialist Societies, the General Practitioners or the Trade Union, shall within 48 (forty eight) hours after the last result of the elections have been released, make a determination regarding to which entity he/she wishes to represent.

14.2 If the Branch Councillor wishes to surrender his/her Branch Council seat and this determination has been conveyed to the General Manager, the next candidate in line shall be the new elected Branch Councillor occupying the vacated seat concerned in terms of clause 13.2 above. Should there be no other candidate nominated to occupy the vacated seat, the vacated seat shall be dealt with in terms of Part I of the Rules, and the results so obtained shall be communicated to the General Manager.

15. MEETINGS OF THE BRANCH COUNCIL

15.1 The Branch Council shall convene at least 6 (six) times per annum. The meetings of the Branch Council shall be held at such times and places as may be determined by the Branch Council. Notices of the meeting shall be posted by the Branch Administrative Secretary to all Branch Councillors at least 14 (fourteen) intervening days before each meeting.

15.2 The Chairperson of Branch Council shall act as Chairperson at a Branch Council meeting, but in the case of his/her absence or non-availability, the Vice-Chairperson shall exercise the powers of the Chairperson. If the Chairperson did not beforehand request the Vice-Chairperson to take the chair and is absent for more than fifteen (15) minutes after the specified time for the commencement of a Branch Council meeting, or is unwilling to act as such, the Vice-Chairperson shall act as Chairperson. Should he/she also be absent or unwilling to act as such, the Branch Councillors present shall elect a Chairperson from their number for the purposes of that meeting by means of an ordinary majority vote.

16. RULES OF PROCEDURE AT BRANCH COUNCIL MEETINGS

16.1 The Chairperson shall call the attention of the Branch Council to continued irrelevance, tedious repetition, unbecoming language, or any breach of order in the part of a member, and shall direct such member, if speaking, to discontinue speaking in the manner to which exception is taken, or in the event of persistent disregard of the authority of the Chairperson, to retire for the remainder of the meeting.

16.2 Whenever the Chairperson addresses the Branch Council or intervenes during a debate, any member speaking shall temporarily resume his/her seat.

16.3 Any member, whether he/she has spoken on the matter under discussion or not, may rise to a point of order or in explanation, but such explanation shall be confined to some material part of a speech.
or statement which may have been misunderstood. A member so rising shall be entitled to be heard forthwith.

16.4 Confirmation of minutes from a predecessor of a Council is to be signed by either the Chairperson of the meeting at which the proceedings took place or the Chairperson of the following meeting.

17. MOTIONS

17.1 All motions and amendments shall, unless otherwise permitted by the Branch Chairperson, be committed in writing and signed by the mover and, before they are spoken to by other Branch Councillors, shall be read by the Chairperson and seconded. All formal amendments shall be framed so that they may be read as independent motions.

17.2 The seconder of a motion or of an amendment may reserve his/her speech to any period of the debate, but only the proposer of the original motion shall have the right of reply.

17.3 No member shall address the Branch Council more than once on any motion or amendment, except with the permission of the Branch Council. This restriction shall not apply to meetings of any Committees of the Branch Council or to the Branch Council-in-Committee. The mover of an original motion may, however, reply, but he/she shall strictly confine himself to answering previous speakers and shall not introduce any new matter into the debate. The right of reply shall not extend to the mover of an amendment, but this restriction shall not apply to meetings of the Branch Council-in-Committee.

17.4 If an amendment is proposed, it may be followed by one other amendment, and the second amendment shall be considered first. Both amendments must be disposed of before any other amendments can be considered.

17.5 Should any amendment be rejected, the previous amendment or, if there be none, the original motion shall then be put to the vote.

17.6 If an amendment is carried, it shall then be regarded as a substantive motion, and a further vote shall be taken on it as if it were an original motion.

17.7 When a motion is under debate, no further proposal shall be received except one of the following:

17.7.1 An amendment, namely, “That the motion be amended as follows ...”
17.7.2 The postponement of the question, namely, “That the consideration of the motion be postponed.”
17.7.3 The adjournment of a debate, namely, “That the debate on the motion now be adjourned.”
17.7.4 The adjournment of the Branch Council, namely, “That the Branch Council does now adjourn.”
17.7.5 The closure of the debate, namely, “That the Branch Council does now proceed to vote on the motion.”
17.7.6 The previous question as to the motion, namely “That the Branch Council instead of proceeding to deal with the motion, do pass to the next item on the program of business.”

17.8 When an amendment is under debate no further proposal shall be received except one of the following:

17.8.1 The adjournment of the debate on the amendment, namely “That the debate on the amendment now be adjourned.
17.8.2 The adjournment of the Branch Council, namely “That the Branch Council does now adjourn.”
17.8.3 The closure of the debate on the amendment, namely “That the Branch Council does now proceed to vote on the amendment.”

17.9 The proposal for the postponement of the question may specify a date for the further consideration of the question or be made *sine die*.

17.10 If the proposal for the adjournment of the debate is carried, the Branch Council shall move to the next item on the program of business, and the debate shall be resumed at the next ordinary meeting of the Branch Council. The proposer of the adjournment shall, on the resumption of the debate, be entitled to speak first.

17.11 On the proposal for the adjournment of the Branch Council being made and seconded, it shall be competent for the Chairperson, before putting the question, to take the opinion of the Branch Council as to whether it will, before rising, proceed to the transaction of unopposed business.

17.12 The proposal for the closure shall be made and seconded without debate and shall be put forthwith. Should the proposal be carried, the motion or amendment under debate shall be at once voted on by the Branch Council.

17.13 The proposal for the previous question as to the motion shall be made and seconded without debate and shall be put forthwith. Should the proposal be carried, the motion or amendment to which it applies shall be dropped from the program of business.

17.14 Except as provided hereunder, when a question is put to the vote, the Chairperson, having first ascertained the number of Members present, shall ask for a show of hands for or against the motion or amendment and shall then declare that the vote appears to him to be in the affirmative or the negative, as the case may be. Any member of the Branch Council may require that the numbers or the names, or both the numbers and the names, of the Members voting for or against the motion or amendment shall be entered in the minutes. If this request is made, the Chairperson shall direct that a vote by poll be taken, i.e. by signed voting paper. It shall be competent for a member to ask for a vote by poll, and such request shall be granted.

17.15 Methods of voting shall be as follows:

17.5.1 When a vote is taken on a show of hands or by electronic voting, only those persons present (whether Members of the Branch Council, or non-Members of the Branch Council appointed as Branch Councillor—Secundus) may exercise a vote.

17.5.2 When a vote is taken by ballot (secret, i.e. by unsigned voting paper), only those persons present in accordance with 17.5.2 above may exercise a vote.

17.16 The determination of either a simple or two-thirds majority of votes cast at all Branch meetings, shall be as follows: Only those votes cast for or against a motion are counted as votes cast and the total number of votes cast is the sum of the votes 'for' and 'against'. Abstentions are recorded but should be regarded as 'no vote cast' and are not counted in the total number of votes cast for the determination of whether or not a majority has been achieved.

17.17 A motion to rescind any resolution, or one having the effect of a rescission of an adverse vote on any motion which has been rejected previously, shall only be considered if the procedure laid down in these rules is followed. It shall be passed if a majority of the votes recorded is in its favour, but if such motion be rescinded or having the effect of a rescission be moved during any subsequent session of the same meeting it shall only be passed if two-thirds of the votes recorded are in its favour and provided that the two-thirds quota of the votes recorded is greater in the aggregate than the number of votes cast at the previous session in favour of the motion to be rescinded.
17.18 The Branch Administrative Secretary shall embody in the minutes any rulings of the Chairperson as to the interpretation of these rules if so requested by a member at the time of the ruling.

17.19 Notices of motion may be given to review any ruling of the Chairperson, and when given shall constitute an instruction to the Board of Directors to consider and report to the Branch Council on such ruling and must be placed on the agenda.

17.20 The ruling of the Chairperson of any Branch Committee on a point of order shall, on the request of any two Members of the Committee present at the meeting at which such ruling was given, be reviewed by the Branch Council, who may direct that such ruling be cancelled or amended, and the decision of the Branch Council shall be acted on by the Chairperson of the Committee whose ruling is called in question unless and until reversed by the Branch Council. If any ruling of the Chairperson of the Branch Council is called in question, the Chairperson shall vacate the chair while the matter is under discussion, provided however that no ruling can be discussed or reviewed during the meeting of the Committee at which it has been given.

17.21 If any member dissents from the opinion of the majority and wishes to have his/her dissent recorded, he/she shall state so forthwith - “The Member’s dissent is noted and shall be entered in the minutes.”

17.22 Any standing order of the Branch Council may be suspended if a motion to that effect were carried by a majority of two-thirds of the votes recorded in favour of such suspension by poll vote.

18. QUORUM

No matters may be dealt with at any meeting of the Branch Council unless there is a quorum present of at 50% (fifty percent) of the Branch Councillors of which one must be either the Chairperson or the Vice-Chairperson.

19. DISCIPLINARY PROCESS

19.1 The Members of the Branch shall be subject to the Code of Conduct as approved by the National Council and which is at all times available from the Branch Administrative Secretary or the SAMA Company Secretary.

19.2 Any complaint against a member for a breach of the Code of Conduct occurring at a national level or affecting the entire Association or involving national councillors or national office bearers shall be dealt with by the Board as described in the Company Rules.

19.3 Any complaint against any Member and lodged and/or received by the Branch shall be referred to the Board who will then determine whether the complaint shall be heard at National or Branch level.

19.4 Upon receipt of confirmation from Board that a referred disciplinary matter can be dealt with by the Branch Council, the Branch Council shall have the power to conduct an investigation upon receipt of a complaint against a Member for conduct in breach of the Code of Conduct referred to in Clause 19.1.

19.5 The Branch Council shall constitute a Disciplinary Committee to conduct the investigation.

19.5.1 The Branch Disciplinary Committee shall be comprised of: A member of the Board of Directors as Chairperson, two members of the Branch Council nominated by the Board and one SAMA Legal Advisor.
19.5.2 The Disciplinary Committee shall furnish the member concerned with a copy of the complaint and invite the member to provide a written response within 15 business days.

19.5.3 The Disciplinary Committee may request further information from the complainant and the member concerned.

19.5.4 The Disciplinary Committee shall consider the documentation received and compile a report for consideration by the Branch Council.

19.6 The Disciplinary Committee shall submit a report to the Branch Council upon completion of the investigation and shall do so no later than 6 weeks after being constituted.

19.7 Upon receipt and consideration of the Disciplinary Committee report, the Branch Council shall determine whether to:

19.7.1 constitute a Branch Disciplinary Panel to conduct a formal hearing in respect of the alleged misconduct; or
19.7.2 consider the matter closed; or
19.7.3 initiate a process of mediation.

19.8 In the event that the Branch Council decides to constitute such a Branch Disciplinary Panel, it shall be comprised of the following individuals subject to the proviso that no individual who served on the Disciplinary Committee that investigated the matter shall serve on the Panel:

19.8.1 A member of the Board of Directors acting as Chairperson.
19.8.2 A member of the Human Rights, Law and Ethics Committee.
19.8.3 One person with legal qualifications and experience, preferably and admitted and practising attorney.

19.9 The member concerned must receive no less than 21 days notice of the hearing.

19.10 The notification must contain particulars of the alleged breach(es) of the Code of Conduct committed as well as rights accruing to the member arising from the disciplinary process. These shall include:

19.10.1 The right to obtain assistance, and, in serious or complex cases, legal representation.
19.10.2 To present and dispute evidence and submit arguments.
19.10.3 To appear in person and be heard.

19.11 On the date of the hearing, the Branch Disciplinary Panel shall hear argument from a representative of the Branch Council who shall serve as pro-forma complainant and from the member or his/her representative. The Panel shall consider all arguments presented and evidence submitted by both parties.

19.12 The Branch Disciplinary Panel shall render its recommendations to the Branch Council within 15 days of the date of the hearing.

19.13 The Branch Council shall, within 15 days of receipt of the recommendation of the Branch Disciplinary Panel, inform the member in writing of its decision.

19.14 The composition, function, procedures and powers of the Branch Disciplinary Panel shall include the power, in the event that the member is found guilty of misconduct to recommend one of the following sanctions to be imposed by the Branch Council and ratified by the Board:

19.15 The Branch Council shall have the authority to impose a sanction based on the recommendation of the Branch Disciplinary Panel, or it may impose a less severe sanction to that which was recommended.

19.16 The Member who has been found guilty by the Branch Disciplinary Panel, and a sanction has been imposed by the Branch Council has the right of appeal to the Board, but must exercise this right within 21 days of being informed of the decision of the Branch Council.

19.17 In the event that an appeal is lodged, the Board shall constitute a Branch Appeal Panel in order to hear the appeal.

19.18 The Branch Appeal Panel shall be comprised of the following individuals subject to the proviso that no individual who served on the Branch Disciplinary Panel that heard the matter shall serve on the Branch Appeal Panel:

19.18.1 A member of the Board who shall act as Chairperson.
19.18.2 The Chairperson of the Human Rights, Law and Ethics Committee.
19.18.3 One person with legal qualifications and experience, preferably and admitted attorney.

19.19 The Branch Appeal Panel shall convene an appeal hearing and provide the member concerned 21 days notice of the hearing.

19.20 On the date of the hearing, the Branch Appeal Panel shall hear argument from the member or his/her representative and counter argument from the pro forma complainant.

19.21 The Branch Appeal Panel shall, within 15 days of the appeal hearing render its decision, in writing, to both the member and the complainant, which decision shall be final and binding on the parties.

19.22 The Branch Appeal Panel shall in form the Board of its decision. The Board may adopt the decision of the Branch Appeal Panel as a formal ruling of the Board.

19.23 The Board may at its sole discretion follow an alternative mediation process to address a complaint received in terms of Clauses 19.1 and 19.2.

19.23.1 In the event that the mediation process is elected, the parties to the mediation shall enter into the SAMA Mediation Agreement as referred to in the SAMA Company Rules.

19.23.2 The mediation process as described in the Rules shall be followed.

19.23.3 In the event that the mediation process is unsuccessful, the parties shall refer the dispute to arbitration.

19.23.4 The arbitration shall be conducted in terms of the process described in the SAMA Company Rules.

19.24 All costs associated with the convening of the committees and panels referred to in this disciplinary process, including, but not limited to travel expenditure shall be borne by the Branch.
19.25 This disciplinary process may only be utilised in instances where there is an alleged breach of the SAMA Code of Conduct and may never be used to investigate and prosecute allegations of professional misconduct.

20. FUNCTIONING

20.1 The Branch Treasurer shall receive all monies due to the Branch and shall make all disbursements authorized by the Branch Council.

20.2 Subject to the granting of authority by SAMA to the Branch Chairperson, the Branch Council may appoint one or more persons as a Branch Administrative Secretary to fulfil the functions of the Branch Secretary and the Branch Treasurer as provided for in these rules. Such a person will be remunerated from branch funds and will work according to a duty sheet and be allowed such entitlements as prescribed by the prevailing labour legislation. Administration with regard to remuneration and other human resource matters will be done by the SAMA Human Resources Department.

20.3 The Branch Council may co-opt a member to the Branch Council for a specific time and function. Such a co-opted member will not have voting rights at Branch meetings.

21. ACTIONS

21.1 The Branch may take any actions as may be deemed necessary in all matters affecting the legitimate interests of its Members provided that SAMA is not involved in or pledged to any action, and that any action contemplated by the Branch is in conformity with the policies of SAMA.

21.2 The Branch may not enter into any agreements, contracts or undertakings which create legal rights and obligations unless express written authority has been granted to the Branch.

21.3 Should the Branch refer a matter affecting the interests of its Members to the National Council or the Board of Directors of SAMA for action, it shall take no further independent action unless requested to do so by the National Council or the Board of Directors.

22. REPORTS

22.1 The Branch shall compile reports twice a year (upon the form and standard as prescribed and available from the Company Secretary’s office) comprising of a Chairperson’s report on Branch activities. Additional reports may be forwarded to the SAMA Head Office at the discretion of the Branch Council.

22.2 The quarterly reports will be consolidated into an annual report, which is presented by the Chairperson to National Council.

22.3 Financial reports by the Branch shall be presented to the General Manager annually and compiled in terms of Clause 24 hereof.

23. BRANCH ACTIVITIES

23.1 The Branch shall convene meetings to discuss all matters arising and of relevance to the Members of the Branch.

23.2 The Branch shall organize Continued Professional Development activities on a regular basis.

23.3 The Branch shall ensure that the Disciplinary Committee functions effectively.
24. **ANNUAL FINANCIAL STATEMENTS AND INTERIM REPORTS**

24.1 The Branch Council shall cause accounting records to be kept. Accounting records shall not be regarded as properly kept if they do not reasonably convey the state of affairs of the Branch and explain the transactions and the financial state of the Branch.

24.2 Accounting records shall be kept at the Branch Office or at such other place or places that the Branch Council deems fit.

24.3 The Branch Council shall from time to time determine whether and to what extent and at which times and places, and under which conditions, the accounting records of the Branch or any portion thereof shall be available for inspection by the Members of the Branch who are not Branch Councillors, save as is provided, no member of the Branch who is not a Councillor shall be entitled to inspect the accounting records of the Branch except in so far as Branch Council or a General Meeting has authorized such.

25. **AUDITOR**

The Branch, subject to the delegation of authority to the Branch Chairperson, shall appoint an auditor only if so instructed by SAMA.

26. **NOTICES**

26.1 All notices may be dispatched by electronic delivery or by registered post or any other accepted manner, addressed to the member at his/her address as reflected in the Register of Members or if he/she does not have a registered address in the Republic, at the address (if any) in the Republic which he/she furnished to SAMA as his/her address for the receipt of notices. A member forfeits his/her right to all notices which must be given to him/her in terms of this Constitution (including notices, requests for nominations, and ballot-papers) if he/she does not furnish an address within the Republic of South Africa to SAMA. Any communication to members, such as notices, circulars, annual and other reports, annual financial statements, notices and proxy forms may be done electronically.

26.2 Notice of each Branch General Meeting shall be given to the auditor of the Branch, if applicable.

26.3 A notice by post is deemed to have been served at the time when the letter, Journal, or other publication containing the notice is posted, and when proving that the notice was sent by post, it is sufficient to prove that the letter containing the notice was properly addressed and posted. Electronic delivery is deemed to have been served or received at the time when the notice or information is sent, and it is sufficient to prove that the notice or information was properly dispatched.

26.4 The signature to any notice to be given by the Branch Council may be in writing, typewritten, lithographed, scanned or printed.

26.5 When notice of a given number of days or notice that covers another period, must be given, the day of serving such notice is not calculated in the number of days or period.

27. **VALIDITY OF PROCEEDINGS**

The actions (including the casting of his vote) of a member of any Branch Council and a member of any committee, or an official appointed by the National Council or by any Branch Council or a Divisional Council, shall be valid notwithstanding any bona-fide defect afterwards discovered in
his/her appointment (whether in the procedure of his/her appointment or in his/her qualifications for that post).

28. **OFFICIAL LANGUAGE**

All Branch Meetings, events and ceremonies and official Branch correspondence will be conducted in English.

29. **EXPENSES**

Such expenses of Branch Councillors or other authorised persons, who attend meetings of Branch Council or other meetings and forums as determined by the Council or the Board, may be paid from the funds of the Branch.

30. **CHAIRPERSON**

30.1 The Branch Chairperson must act according to the functions as enunciated in the MOI of SAMA and the SAMA Company Rules.

30.2 He/she must act as a unifying force within the Branch, providing overall leadership, without limiting the principle of collective responsibility for Branch Council decisions.

30.3 He/she must work with the General Manager to create harmony between elected Members, general Membership, management and staff and act as the main informal link between the Branch Council, the General Manager and management.

30.4 The Branch Chairperson’s primary function is to preside over meetings of the Branch Council and to ensure the efficient and effective functioning of the Branch Council in the interests of good governance.

30.5 He/she must determine, together with the General Manager, a work plan for the Branch Council against agreed objectives and goals and play an active part in setting the agenda for Branch Council meetings.

30.6 He/she must ensure that all relevant information and facts are placed before the Branch Council to enable Branch Councillors to reach informed decisions and to ensure that all Branch Councillors play a full and constructive role in the affairs of the branch.

30.7 He/she must ensure compliance with the decisions of the National Council or the Board.

31. **AMENDMENT**

Any amendment to this Constitution, forming part of the Company Rules, can only be effected by the passing of an ordinary resolution at a General Meeting of SAMA alternatively ratified after an ordinary resolution at a General Meeting of SAMA after implementation thereof on authorisation of the Board.

32. **GENERAL**

If upon the advice of the Board, National Council at any time becomes of the opinion that any Branch has become inactive or that the organisation thereof is defective or that the administration or activities of the Branch are being conducted in a way that is not beneficial to SAMA or to the furtherance of its objects, National Council will empower the Board to do anything which it may consider desirable to rectify the administration or the activities of such a Branch. The National
Council may for this purpose summon together all or any of the Members of the Branch Council, dissolve it, and/or itself appoint a Branch Council, or itself summon together the Members of such Branch for this purpose. The powers of the Council in this respect embrace all the powers and obligations normally exercised under the Rules by the Branch Council concerned. Subject to the Act and the MOI, the powers of the National Council in terms of this Clause shall be unlimited.