

**“SOUTH AFRICAN ACADEMY OF FAMILY
PHYSICIANS”**

ARTICLES OF ASSOCIATION

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REPUBLIC OF SOUTH AFRICA, COMPANIES ACT, ACT 61 OF 1973

ARTICLES OF ASSOCIATION OF A COMPANY NOT HAVING SHARE CAPITAL

REGISTRATION NUMBER OF COMPANY: 80 07011/08

1. NAME OF COMPANY

The name of the company shall be the South African Academy of Family Physicians ("The Academy") and is a Speciality Group of South African Medical Association, an association incorporated under Section 21 of the Act.

The Articles of the Academy are as follows:

2. PRELIMINARY

2.1 In these articles unless indicated to the contrary, the following words and phrases shall have the meaning assigned to them, respectively:

2.1.1 **"The Act"** means the Companies Act, Act 61 of 1973 (as amended).

2.1.2 **"The Academy"** means the South African Academy of Family Physicians re (A Speciality Group recognized by SAMA).

2.1.3 **"Articles"** shall mean and include the Article of Association of the Academy as originally framed or as altered by Special Resolution.

2.1.4 **"Annual General Meeting"** means an annual general meeting held as prescribed by the Act.

2.1.5 **"The Regulations"** shall mean the rules for the time being in force made by the Council for the Management or conduct of the Academy or any of its activities.

2.1.6 **"The Council"** shall mean and include those persons as more fully set out in Article 6 hereof.

2.1.7

2.1.8 **"Month"** means a period of 30 (thirty) days.

2.1.9 **"Year"** means a calendar year.

- 2.1.10 **"Members"** shall mean and include those persons as more fully set out in article 3 hereof.
- 2.1.11 **"Family Physician"** means a medical practitioner registered as a specialist in family medicine in South Africa in terms of Regulation R717 of 17 August 2007, or registered as an Independent Practice (Family Medicine) or Public Service (Family Medicine) before or after 17 August 2007.
- 2.1.12 **"SAMA"** means the South African Medical Association, an association incorporated under section 21, with registration number 1927/000136/08).
- 2.1.13 **"Speciality Group in terms of Article 14 of SAMA, s Articles of Association"** means full members who belong to one or other of the respective disciplines within the medical profession.
- 2.1.14 **"Speciality Group"** refers to the Academy as recognized as a Speciality Group by SAMA.
- 2.2 Unless inconsistent with the text, words and phrases not specifically defined above shall be construed with reference to the provisions of the act.
- 2.3 Words importing only a singular shall include the plural and visa versa. Words importing a masculine gender shall include the feminine gender.

3. OBJECTIVES

The objectives of the Academy shall be to:

- 3.1 Promote optimal health for the people in Southern Africa through advocacy, support and the development of the primary health care team, and the establishment of an equitable, humane and integrated district health care system.
- 3.2 Develop and promote the science and art of family medicine through education, training, research and the dissemination of knowledge.
- 3.3 Represent and further the interests of Family Physicians in South Africa, Africa and other international forums.
- 3.4 Determine the relationship, which shall exist between Family Physicians and Hospitals, Public and Private Institutions, Government Authorities, Health Care Funders, the Public and the Medical Profession in general.
- 3.5 To serve as an organizational aid to promote the interests of its members; SAMA as a whole, and the medical profession, in pursuance of the objects of SAMA.
- 3.6 To act independently in so far as their actions do not affect the general policy of SAMA.

- 3.7 Do all such other things as are incidental to or conducive to the attainment of all or any of the above objectives.

4. MEMBERSHIP

- 4.1 For the purpose of registration and in general unless and until otherwise lawfully determined the number of members of the Academy is to be taken as being unlimited.

- 4.2 The signatories to the Memorandum of Association and all members of the Academy in good standing on the date of signature shall be admitted to membership of the Academy in accordance with the Articles, By-laws and Regulations shall, be members of the Academy and their names and addresses shall be entered into the Register accordingly.

4.3 Members:

- 4.3.1 The Academy comprises the following categories of Members:

- 4.3.1.1 Full Members;
- 4.3.1.2 Associate Members(Type A & B);
- 4.3.1.3 Trainee Members; and
- 4.3.1.4 Honorary Members

- 4.3.2 Members who are not members of SAMA shall enjoy all the benefits and privileges of membership of the Academy but shall not permitted to vote on matters concerning SAMA, or be elected. In accordance with Article 14 of the Articles of SAMA membership of the Academy shall at all times consist of at least 85% of SAMA members.

4.4 Full Members:

- 4.4.1 Any Family Physician as such registered with the Health Professions Council of South Africa, and any medical practitioner who in the opinion of the Council of the Academy should be admitted as full member, shall be eligible to full membership if elected as such in terms of Article 5 and whose name is duly enrolled and remains so enrolled as such on the Register.

- 4.4.2 Full members shall enjoy all the benefits and privileges of members of the Academy, including full voting rights at general meetings.

4.5 Associate Members:

- 4.5.1 Two types of associate members may acquire membership:

4.5.1.1 Type A

4.5.1.1.1 The Council shall be empowered to extend associate Membership to any health care practitioner who is interested in the practice, teaching, and research in Family Medicine but is not eligible for full membership.

4.5.1.1.2 The Associate Members who subsequently registers with the Health Professions Council of South Africa as a Family Physician shall automatically become a Full Member. The member shall inform the Treasurer of such registration, and the applicable subscriptions will become payable with the rendering of the next account.

4.5.1.2 Type B

4.5.1.2.1 The Council shall be empowered to extend Type B associate membership to persons who are not medical practitioners but are registered in terms of the Medical, Dental, and Supplementary Health Service Professions Act who are involved with the discipline or medical science.

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

4.6 Trainee Members:

4.6.1 The Council shall be empowered to extend Trainee Membership to any registered medical practitioner who occupies a training post in Family Medicine, recognized by the Health Professions Council of South Africa.

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

4.6.3 Trainee members shall enjoy all the benefits and privileges of membership of the Academy, but will not have voting rights at general meetings.

4.7 Affiliated Members:

- 4.7.1 The Council shall be entitled to extend affiliated membership to medical students or practitioners who are non medical SAMA members.
- 4.7.2 Affiliated members shall enjoy all the benefits and privileges of membership of the Academy, but will not have voting rights at general meetings.
- 4.7.3 Affiliated members shall have no voting rights or the right to be elected to any office in respect to SAMA activities.

4.8 Honorary Members:

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

5. MEMBERSHIP REQUIREMENTS

- 5.1 The Council may from time to time elect persons, upon application and payment of the prescribed annual membership fee, to be members of the Academy, provided that no person shall be eligible as a member of the Academy in any category of membership unless he is found to be a person of good character and in good professional standing as determined by the Council by any appropriate means.
- 5.2 A minimum of 11 persons who are full members of SAMA are to apply to SAMA for the recognition of the Academy as a Speciality Group and upon the Speciality Group being recognized by SAMA, to act in compliance with SAMA's Articles of Association in so far as they are applicable to the Speciality Group and the Academy's Article of Association.
- 5.3 The Council shall from time to time determine the annual membership fee for all categories of membership.
- 5.4 No member shall enjoy any of the privileges of membership until he has paid his annual subscription and arrears thereof (if any) and has fulfilled any such other requirements as may be laid down or provided for in these Articles.
- 5.5 The Council under article 6.3 and /or 16 hereof shall from time to time cause a list to be formed of persons who are in default and who are thus not entitled to exercise the rights and privileges herein referred to.
- 5.6 The rights and privileges of every member shall be personal to himself, and shall not be transferable or transmissible.

6. THE COUNCIL AND COMMITTEES:

6.1 THE COUNCIL

- 6.1.1 The Council shall consist of 18 persons who shall be full members of the Academy, unless otherwise indicated, and who shall serve a 3(three) year term of office.
- 6.1.2 The Council shall consist of the following:
- 6.1.2.1 A President;
 - 6.1.2.2 A Vice President;
 - 6.1.2.3 16(sixteen) other members;
 - 6.1.2.4 A Secretary(elected from the nominated and elected members);
 - 6.1.2.5 A Treasurer (elected from the nominated and elected members);
 - 6.1.2.6 A Representative nominated by each of the academic departments of family medicine of South African universities(8);
 - 6.1.2.7 A Representative nominated by the South African College of Family Physicians;
 - 6.1.2.8 A Representative nominated by the Rural Doctor's Association of South Africa;
 - 6.1.2.9 A Trainee representative elected by trainee members;
 - 6.1.2.10 An Associate representative elected by associate members;
 - 6.1.2.11 4 (four) additional elected members who shall be not a full time staff / joint staff members of a South African University.
- 6.1.3 The Council shall be entitled to fill any casual vacancy / vacancies through co option and in addition to co opt a maximum of 2 (two) members of the Academy to the Council. Additional co opted members would not have voting rights at the Council meetings.
- 6.1.4 All Council members shall serve in honorary capacity and not represent any constituency as Council members, and will be applying their own mind to the issues at hand.

- 6.1.5 The Council shall meet from time to time, as necessary, but not less than once a year during its term of office.
- 6.1.6 A quorum at any meeting of the Council will consist of 50% of members plus one member.
- 6.1.7 The President
- 6.1.7.1 The President shall hold office for 3(three) years.
- 6.1.7.2 In the case of a Vice President who succeeds the President during the latter's term of office, the residual period of Presidency assumed, will be in addition to the following full term of office, unless decide otherwise by Council.
- 6.1.8 The Vice President
- 6.1.8.1 The Vice President shall be elected by the Council from within its ranks at the first Council Meeting following the Annual General Meeting.
- 6.1.8.2 The Vice President shall automatically succeed the President after the Latter's term of office has expired or falls vacant for any other reason.
- 6.1.8.3 In the event that the Vice President assumes the Presidency from the President during the latter's term of office, the Council shall elect a new Vice President at the next Council Meeting.
- 6.1.8.4 The Vice President so elected shall serve the unexpired term and become President in the ensuing term.
- 6.1.8.5 When a nominated member of the Council is elected as Vice President, his / her nominating constituency may nominate a new representative the following year.
- 6.1.9 The Secretary:
- 6.1.9.1 The Secretary shall be elected by the Council from within its ranks at the first Council Meeting following the Annual General meeting and shall serve a term of 3(three) years.
- 6.1.9.2 In the event that the position of Secretary becomes vacant, the Council shall elect a new Secretary at the

next Council Meeting. The new Secretary shall serve the remainder of the 3(three) year term.

6.1.10 The Treasurer:

6.1.10.1 The Treasurer shall serve for a period of 3(three) years.

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

6.1.11 Elected Council Members:

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

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

6.1.12 Nominated Representatives:

Representatives nominated by the Departments of Family Medicine, the College of Family Physicians of South African and the Rural Doctor's Association of South Africa shall serve a 3(three) year term unless recalled earlier and replaced by their nominating constituency.

6.1.13 The Associate Representative:

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

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

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

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

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

6.1.14 The Trainee Representative:

- 6.1.14.1 The Trainee Representative would hold office for 3(three) years. If the individual ceases to be a registrar in that time, the appointment will run to the end of the next General meeting at which time a new Trainee representative will be elected.
- 6.1.14.2 Election would take place at the same time as that for the elected Council Members.
- 6.1.14.3 The Trainee Representative would be a Trainee member in good standing.
- 6.1.14.4 Only Trainee members would participate in the election of the Trainee Representative.
- 6.1.14.5 Trainee members would be entitled to vote for the Trainee Representative only.

6.2 EXECUTIVE COMMITTEE:

- 6.2.1 Unless otherwise determined by the Academy at a General meeting, the Council will appoint a Council Executive Committee who shall be responsible to the Council. The Executive Committee shall be responsible for the day to day administration and control of the Council's business affairs.
- 6.2.2 The Executive Committee shall consist of the following 6(six) members:
 - 6.2.2.1 President;
 - 6.2.2.2 Vice President;
 - 6.2.2.3 The Secretary;
 - 6.2.2.4 The Treasurer; and;
 - 6.2.2.5 2(two) other Council members elected by the Council.
- 6.2.3 A member of the Council shall ipso facto vacate his office:
 - 6.2.3.1 If he ceases to be member of the Academy;
 - 6.2.3.2 If he is disqualified by virtue of any provisions of the Act;
 - 6.2.3.3 If he resigns his office by notice in writing to the Academy;
 - 6.2.3.4 If he is absent from 2(two) consecutive meetings of the Council without leave of absence.

6.2.3.5 If recalled and replaced by his constituency in case of a nominated representative.

6.2.4 A quorum at Executive Committee meetings will consist of 50% of members plus one member.

6.3 SUBCOMMITTEES:

The Council may appoint subcommittees of the members and may delegate to such committees any of their powers and any committee so formed shall, in exercise of the powers so delegated, conform to any regulations (including the fixing of a quorum for its meetings) that may from time to time be imposed upon them by the Council.

7. ELECTIONS AND RETIREMENT OF THE COUNCIL

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

7.2 Members of the Council will remain in office for period of 3(three) years.

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

7.4 Not later than on the first day of July in each year during which there is to be an election, the Electoral Officer shall dispatch to each member at his registered address (failing such, his last known address) a notice of the forthcoming election, together with a copy of the relative by-laws and inviting nominations for members of the Council. Such notice shall state the latest date by which nominations must be received, and also the date of the election and the date of the following Ordinary Annual General meeting.

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

7.5.1 nominations of candidates;

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

7.6 Time for receiving nominations:

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

7.7 When to issue voting papers:

At least 21(twenty one) days prior to the date fixed for the election voting papers shall be sent to Members at their respective registered addresses (failing such, to their last known respective registered address), together with a list of the candidates for election and a statement as to the number to be elected.

7.8 Method of voting:

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

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

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

7.9 Time for receiving voting papers:

Members shall fill in their respective voting papers and return the same to the Electoral Officer so as to reach him before midnight of the seventh day preceding the date fixed for the election, and no voting papers received by the Electoral Officer after midnight on such day shall be counted as valid.

7.10 Validity of Votes:

Any voting paper adjudged by the chairman of the scrutinizers appointed by the Council to be improperly or incorrectly filled in shall be declared to be invalid.

7.11 Counting Votes:

The votes shall be counted by scrutinizers, who shall be members of the Academy appointed by the Council, and who shall report to the President of the outgoing Council. The aforesaid President shall inform the newly elected members of the election. The outgoing President shall declare formally which candidates are elected and report to the next succeeding general meeting.

7.12 Equality of Votes:

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

7.13 Date of the Election:

The date fixed for each election shall be not more that 14(fourteen) and not less than 7 (seven) days before the date of an annual general meeting of the Academy.

8. GENERAL MEETING OF ACADEMY

8.1 Annual General Meetings:

Annual General Meetings shall be held one in each year at such time not being more than fifteen months after the holding of the last preceding Annual General Meeting and not more than six (6) months after the end of the financial year of the Academy at such time and place as may be prescribed by the Academy, in a General Meeting or in default at such time and place as may be determined by the Council, subject to Section 179 of the Act.

8.2 Notice of Meetings:

8.2.1 Subject to the provisions of Section 199 of the act, relating to the convening of the meetings for the passing of Special Resolutions, 21(twenty one) days notice (exclusive of the day on which the notice is served or deemed to be served, and exclusive of the day for which notice is given) specifying the place, day and hour of the meeting and, in the case of General Meetings, the general nature of that business, shall be given to the members of the Academy in such a manner hereinafter mentioned, unless the notice calling the Meeting is signed by all the members in which case, or if all members are present, the meeting may be held at any time.

8.2.2 The accidental failure to give notice to or the non-receipt of notice by any member shall not invalidate the proceedings at any General Meeting.

8.3 Proceedings at General Meetings:

8.3.1 The business of an Annual General Meeting of the Academy other than the first shall be for the consideration of the accounts, balance sheet and the ordinary reports of the Council and Auditors, and the fixing of remuneration of the auditors.

8.3.2 The meeting may transact any business arising out of the said reports.

8.3.3 All other business transacted at an Annual General Meeting shall be deemed to be special and for which notice shall be given in the Notice of the Meeting.

8.3.4 On a poll votes may be given either personally or by proxy.

- 8.3.5 The instrument appointing the proxy shall be in writing under the hand of the appointer or his agent, duly authorized in writing.
- 8.3.6 No person shall act as proxy unless he is entitled on his own behalf to be present and vote at the meeting which he acts as proxy.
- 8.3.7 The holder of the General or Special Power of Attorney, given by a member who is entitled to vote shall be entitled to vote, if duly authorized under the Power to attend and take part in the meetings and proceedings of the Academy, provided he himself is a member of the Academy.
- 8.3.8 The instrument appointing a proxy and the Power of Attorney or other authority, if any, under which it is signed, or a notarially certified copy of such Power of Attorney, shall be deposited at the registered office of the Academy not less than 48(forty eight) hours before the time for holding the meeting at which the person named in the instrument proposes to vote, and in default, the instrument or Power of Attorney shall not be treated as valid.
- 8.3.9 No instrument appointing a proxy shall be valid after the expiration of 6(six) months from the date when it was signed, unless so specifically stated in the proxy itself, and no proxy shall be used at an adjourned meeting which could not have been used at the original meeting.
- 8.3.10 An instrument appointing a proxy may be in the following form, or in any other form which the members of the Council shall approve.
- 8.3.11 The South African Academy of Family Practice / Primary Care (Association Incorporated under Section 21):

I, _____ being an ordinary Full member of the South African Academy of Family Practice / Primary Care, hereby appoint _____ of _____ as my proxy to vote for me and on my behalf at the Annual General Meeting of the Academy to be held on the _____ day of _____ and at any adjournment thereof.

Signed this _____ day of _____

- 8.3.12 No business shall be transacted at any Annual General Meeting unless a quorum is present or his agent, duly authorized in writing.
- 8.3.13 Save as herein otherwise provided, one twentieth of the voting membership or 50 (fifty) members, whichever is the lesser of who at least 3(three) are personally present and the remainder represented by proxy shall be a quorum.

- 8.3.14 If within half an hour of the time appointed for the meeting a quorum is not present, a meeting if convened on a requisition as aforesaid, shall be dissolved, and in any other case it shall stand adjourned to the same day the following week, at the same time and when and if, at such adjourned meeting, a quorum is not present within half an hour of the appointed time for the meeting the members present in person shall be deemed a quorum.
- 8.3.15 The President of the Council, if any, or in his absence a member of the Council, failing any member of the Council being present, a member of the Academy nominated by the meeting shall be entitled to take the chair at the General Meeting.
- 8.3.16 Every question submitted to a meeting shall be decided by majority of votes capable of being cast by the members present or presented by proxy or in terms of a Power of Attorney and in the case of an equality of votes; the President shall have a second or casting vote.

9. BY- LAWS AND REGULATIONS

The Council shall have the power from time to time:

- 9.1 to make and vary by-laws for the efficient conduct of their business, research and undertaking of the Academy, and the oversight and control of its proceedings and to enforce due observance of such rules and regulations, including the removal from office any member or staff or any employee, provided that no by-laws so made shall have any validity of effect if it shall amount to such an alteration of, or addition to these Articles as can only lawfully be made by Special Resolution.
- 9.2 To make regulations for the management of the academy or of any department of its functions but so that no Regulations so made shall conflict with the Articles or the By-laws, and so that no Regulations shall be made under this power which would amount to such an addition to, or alteration of the Articles as could only be legally made by Special Resolution.

10. ACCOUNTS

- 10.1 The Council shall cause true accounts to be kept of the whole property and assets of the Academy and of all sums received and expended by it.
- 10.2 The appointment, powers, remuneration and duties of the Auditors shall be regulated in accordance with Sections 269,270,274,275,276,282, and 283 of the Act.

11. NOTICES

A notice may be served by the Academy upon any member either personally or by sending it through the post in a prepaid letter or circular addressed to the registered address and shall be deemed to be served at expiration of 48(forty eight) hours after posting and as regards those members who have no registered address in the Republic of South Africa a notice shall be deemed to be duly served at the expiration of 48(forty eight) hours after it shall be have been posted up in the registered office and in providing such service it shall be sufficient to have that letter containing the notice property addressed and put in the Post Office.

12. INDEMNITY

The members of the Council, staff and any other officers of the Academy or any duly authorized person shall at all times be indemnified out of the funds of the Academy against all outlays and liabilities which they may incur or be put to in consequences of any act, matter or thing done or permitted by them in or about the bona fide execution of the duties of the officers and each of them shall be chargeable only with such money as he may actually receive and shall not be answerable or accountable for any loss or losses which may arise from any investment of the funds of the Academy, nor for any errors, neglect or omissions, nor for the intro-missions of any officers, auditors or agents of the Academy, unless such loss be sustained through his own willful act or default.

13. MANAGEMENT

- 13.1 The business of the Academy shall be managed by the Council who may pay all expenses incurred in promoting and incorporating the Academy.
- 13.2 The Council may exercise all such powers of the Academy as are not by the Act, or by these Articles or by the By-laws or Regulations required to be exercised or done by the Academy in general meeting but subject nevertheless to the provisions of the Act.
- 13.3 No directions shall invalidate any prior act of the Council which would have been valid if such directions had not been given.
- 13.4 Without prejudice to the general powers conferred by the Articles 13.1 – 13.3 and so as not in anyway limit or restrict these powers conferred by the Articles of the By-laws or Regulations, it is hereby expressly declared that the Council shall have the following powers, that is to say power:
 - 13.4.1 To acquire property subject to the provisions of any law including the Act to purchase, hire or otherwise acquire for the Academy any property, rights or privileges which the Academy is authorised to acquire at or for such price or considerations and generally on such terms and conditions as the Council may think fit and to let, sell, hypothecate, or mortgage same, as may be deemed expedient in the interest of the Academy.
 - 13.4.2 To appoint and remove or suspend managers, secretaries, accountants, officers, clerks, agents, and servants for permanent, temporary or special services and to determine their duties and powers, and fix their salaries or

emoluments and to require security in such instances and to such amount as the Council shall think fit. But the same person shall not hold both the office of Secretary and of Accountant.

- 13.4.3 To execute in the name and on behalf of the Academy in favour of any member or other person who may incur or be about to incur any personal liability for the benefit of the Academy such mortgages or hypothecations of the property of the Academy (present or future) as the Council shall think fit, and any such mortgage may contain such conditions and provisions as shall be agreed upon.
 - 13.4.4 To delegate any of their powers to committees consisting of such members of the Academy as the Council may think fit.
 - 13.4.5 To make applications to be recognized by any relevant Associations inclusive of but not limited to SAMA.
- 13.5 Any committee appointed by the Council shall exercise the powers delegated to it, confirm to any regulations or direction which the Council may from time to time make or give for its guidance:
- 13.5.1 with the sanction of a general meeting to raise any loan or loans for the purpose of the Academy in any manner, upon any security, including the pledge, mortgage or hypothecation of the property of the Academy both present and / or future and on terms authorized by such meeting and to issue any debenture stock or other security to secure the same;
 - 13.5.2 to pay out of pocket traveling expenses to members of the Council and of committees when traveling on the business of the Academy;
 - 13.5.3 subject to the Articles, By-laws, and Regulations for the time being in force to do all other lawful things which they consider conducive to the interest or good management of the Academy or the promotion of its objects;
 - 13.5.4 The Academy may take such actions as may be deemed necessary in all matters affecting the legitimate interests of its members, provided that SAMA is not involved or pledged to any action and any contemplated action be in conformity with the policy and constitution of SAMA.
 - 13.5.5 To fix the registration fees, annual subscriptions and other fees and charges payable to members of the Academy from time to time.
- 13.6 The Secretary of the Council shall conduct the correspondence of the Academy, shall keep a record of all transactions, and shall arrange the agenda for the Annual General Meeting.

- 13.7 The Treasurer shall receive all monies due to the Academy and shall present an audited balance sheet at the Annual General Meeting. The financial year ends 30th of April.
- 13.8 Operations of all the accounts of the Academy shall be by the Treasurer and any other Council member(s) appointed by the Council.

14. PUBLICATIONS

The Council may establish, print, and publish any periodicals, publications, and circulars as the Council may from time to time determine and copies thereof may be sold and distributed at such prices and on such terms as from time to time to be determined by the Council.

15. MINUTES

- 15.1 The Secretary of the Council under supervisions and the direction of the Council shall cause minutes to be duly entered in the books, provide for the purpose:
- 15.1.1 of all appointments of officers;
 - 15.1.2 of the names of the members of the Council present at each meeting of the Council and of any committee of the Council;
 - 15.1.3 of all orders made or directions given by the Council and committees of the Council;
 - 15.1.4 of all resolutions and proceedings of general meetings of the Academy and of meeting of the Council and committees of the Council.
- 15.2 Any such minutes of any meeting of the Council, of any committee aforesaid, or of the Academy, if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting; shall be receivable as prima facie evidence of matters stated in such minutes.

16. DETERMINATION OF MEMBERSHIP

- 16.1 Subject to the Articles and By-laws, the Council shall have power to remove the name of any person from the Register provided that no name be removed there from except pursuant to a resolution passed by the majority of at least two-thirds of the members of the Council present not being less than three-fourths of the whole number of members of the Council and at least 28 days notice of the meeting and its purpose shall be sent to the member whose name it is proposed to remove; and such member shall be given the opportunity of personally stating his case and defending himself before the Council.
- 16.2 The provision of this Article shall not apply in the case of a member whose name has been erased from the Register referred to in Section 18 and 19 of the Health Professions Act No 56 of 1974 as amended or from any analogous register.

17. PROCEEDINGS OF THE COUNCIL

- 17.1 The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think it fit, and may determine the quorum for the transaction of business, provided that such quorum shall not be less than 7 (seven) members.
- 17.2 The Secretary shall, whenever required to do so by the President or by two members of the Council, convene a meeting of the Council. At least 7(seven) day's notice shall be given of all meetings of the Council, except where all the members who are present at the date in the Republic of South Africa sign a shorter notice or are present at the meeting.
- 17.3 Questions arising at a meeting of the Council shall be decided by majority of votes, each member having 1(one) vote. In case of an equality vote, the chairman shall have a second or casting vote.
- 17.4 If within half an hour from the time appointed for the meeting a quorum is not present it shall stand adjourned to the same day in the next week, at the same time and place, or if that day be a public holiday, to the next succeeding day other than a public holiday, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
- 17.5 The President shall be entitled to preside at all meetings of the Council at which he is present, but if not desiring to do so, or in his absence those present shall elect a chairman of the meeting.
- 17.6 A minute, signed by all members of the Council, at which a quorum was not present and signed by all the other members as concurring therein, shall be equivalent to a Resolution passed at a duly convened meeting of the Council at which a quorum was present.

18. TABLE "A"

Save as above provided to the contrary the provisions of Schedule 1, Table 'A' of the Act, shall mutatis mutandis apply to this Academy insofar as such are applicable to a Company limited by guarantee.