

**LYMPHOEDEMA ASSOCIATION  
OF  
SOUTH AFRICA  
(LAOSA)**

**Constitution**

March 2015

## **INTRODUCTION**

### **1.1 Name**

- The organisation hereby constituted will be called Lymphoedema Association of South Africa
- Its shortened name will be LAOSA (hereinafter referred to as the association).

### **1.2 Body corporate**

The organisation shall:

- Exist in its own right, separately from its members.
- Continue to exist even when its membership changes and there are different office bearers.
- Be able to own property and other possessions.
- Be able to sue and be sued in its own name.

## **2. Definitions and Interpretation**

### **2.1 Definitions**

In this constitution:

- (1) Business Day means a day that is not a Saturday, a Sunday or a public holiday or bank holiday in the place where the Company has its registered office;
- (2) Association means Lymphoedema Association of South Africa (LAOSA).
- (3) Executive means the executive committee members of the Association
- (4) Financial year means the 12 month period specified by the executive as being the financial year of the Association;
- (5) Office bearer means a person elected to any of the offices in rule 27.1
- (6) Secretary means the secretary referred to in rule 40. and any other person elected or appointed to perform the duties of a secretary of the Association; and
- (7) Special resolution means a resolution which must be passed by 75% of members entitled to vote, as the case may be and for which any notice must be provided as required by the constitution.

### **2.2 Interpretation**

- (1) Reference to:
  - (a) one gender includes the others;
  - (b) the singular includes the plural and the plural includes the singular; and
- (2) Headings are for convenience only and do not form part of this constitution or affect its interpretation.

### **3. OBJECTIVES**

The objectives of LAOSA are derived from the vision and mission as set out below;

#### **3.1 VISION:**

Lymphoedema Care for All

#### **3.2 MISSION:**

To be a collaborative association which strives to promote quality Lymphoedema management, education, awareness and research in South Africa.

#### **3.3 Objectives**

##### **Management:**

To promote access to complete Lymphoedema care in the public and private healthcare sectors.

To provide the public, health professionals and third party payors with a National Practice Register of those qualified to treat Lymphoedema in order to ensure standards of care in the field of Lymphoedema are upheld.

Engage with Medical Aids and Third Party Payors to improve the reimbursement for treatment.

##### **Education:**

To create a statement of Standards of Education for lymphoedema therapists.

To promote and encourage professional development for currently practising Lymphoedema therapists with the focus on evidence informed practice related to risk reduction, detection, diagnosis and management of Lymphoedema and other Oedemas

To strive to consult and advise Government, Health Care Providers, Third party Payors, Educators and other stakeholders on Lymphoedema management and other oedemas.

##### **Research:**

Encourage and support research in the area of Lymphology and other oedemas particularly as it relates to the South African context.

##### **Awareness:**

Increase awareness of the diagnosis and treatment of Lymphoedema.

Provide support and a forum for sharing of ideas amongst professionals working in the field.

### **4. Powers**

4.1 To attain its objectives, the Association may exercise the following powers:

- (1) hold periodical meetings of its members;
- (2) receive subscriptions from members;
- (3) apply for and accept money by way of grant, gift, bequest or otherwise;
- (4) promote the understanding of all aspects of Lymphoedema/Lymphology;

- (5) promote study of all aspects of Lymphoedema/Lymphology;
- (6) invest the moneys of the Association;
- (7) apply the capital and income of the association;
- (8) publish and promote the publication of any printed material or produce and promote the production of any audio/visual material;
- (9) enter into any arrangement or agreement with, become a member of, subscribe to, or affiliate with, any other organisation having objectives consistent with those of the Association;
- (10) procure, transfer or deal with copyrights, privileges, exemptions, certificates, licences, patents, trademarks and the like deemed necessary or convenient for the Association;
- (11) insure against risks as appropriate;
- (12) employ staff; and
- (13) do all lawful acts and things necessary being incidental to the attainment of the aforesaid objectives or exercise of the above powers.

4.2 Despite rule 4.1 the powers of the association are ancillary to and exercisable only to pursue the objectives of the association set out in rule 3.

## **5. Income and property**

5.1 The income and property of the association, from wherever it is derived, must be applied solely towards the promotion of the objectives of the association set out in rule 3.

5.2 The organisation will keep a record of everything it owns.

5.3 Members or office bearers of the organisation do not have rights over things that belong to the organisation.

## **6. No distribution to members**

6.1 No portion of the income or property of the association may be paid directly or indirectly, by way of dividend, bonus or otherwise to the members of the association.

6.2 Rule 6.1 does not prevent:

- (1) the payment in good faith of reasonable remuneration to any officer, servant or member of the association in return for any services actually rendered to the association or for goods supplied in the ordinary and usual way of business;
- (2) the payment of reasonable and proper rent by the association to a member of the Association for premises leased by the member to the association; or
- (3) the reimbursement of expenses incurred by any member on behalf of the association.

## **7. Limited liability**

7.1 The liability of the members is limited. Members are not liable in their personal capacity for acts or omissions of the association, except to the extent envisaged by paragraph 6.2.

## **8. MEMBERSHIP**

### **8. Number of members**

The number of members for which the Association proposes to be registered is unlimited.

### **8.1 Categories of membership**

The categories of membership are:

- (1) full members;
- (2) associate members
- (3) honorary life members.

8.2 The executive committee may create additional categories of members and may delete or re-name the existing classes of members.

### **9. Application for full membership**

9.1 Any individual who:

- (1) is not less than 18 years of age at the date of application; and
- (2) is a person:

(a) duly qualified and registered with Health Professionals Council of SA or SA Nursing Council as:

- (i) a medical practitioner;
- (ii) a registered nurse; or
- (iii) a health professional, being a tertiary trained individual other than a medical practitioner or nurse, (who are clearly health professionals e.g. Occupational or Physiotherapist) who acts in a clinical capacity and who could enter into a care based, and/or primary investigative and primary diagnostic relationship with acute, sub-acute, rehabilitation and ambulatory patients be they in the public or private sector; &
- iv) has the 135 hour certification as a MLD/CDT therapist

(b) whose admission to the Association, by reason of their qualifications, skills and experience, will, in the unfettered discretion of the executive committee, be conducive to the attainment of the objects of the Association; may apply for full membership of the Association.

### **10. Application for associate membership**

10.1 Any individual who:

- (1) is not less than 18 years of age at the date of application; and
- (2) is a person

- a) duly qualified and registered with the Allied Health Professionals Council of SA as a:
- (i) professional of Chinese medicine and acupuncture, chiropractic, homeopathy, naturopathy, osteopathy, phytotherapy, therapeutic aromatherapy, therapeutic massage therapy or therapeutic reflexology, &
  - (ii) has the 135 hour certification as an MLD/CDT therapist , or
- (b) duly qualified as tertiary graduate academics, research scientists or any health or allied health professional; without the 135 hour certification as a MLD/CDT therapist, though not qualified for admission as a full member, has demonstrated a sufficient interest in, or understanding of, the subject of Lymphoedema/ Lymphology;
- c) A Student is an individual who is not less than 18 years of age at the date of application; and is pursuing a course of study which will ultimately result in them being:
- (i) duly qualified and eligible for registration as a:
    - medical practitioner; registered nurse; tertiary trained individual, allied health practitioner though not qualified for admission as a full member, has demonstrated a sufficient interest in, the subject of Lymphoedema/ Lymphology;
- such admission being subject to the unfettered discretion of the executive who will consider whether the admission of the individual to associate membership is conducive to the attainment of the objects of the Association, may apply for associate membership of the Association.

10.2 Despite anything in this constitution to the contrary, an associate member:

- (1) has the right to receive notices of and to attend and be heard at any general meeting; but
- (2) has no right to vote at any general meeting.

## **11. Form of application**

11.1 An application for membership must be:

- (1) in writing in a form approved by the executive;
- (2) signed by the applicant; and
- (3) accompanied by any other documents or evidence as to qualification for the type of membership applied for which the executive require.

## **12. Admission to membership**

12.1 The executive must confirm/investigate the qualifications of applicants and then endorse applications.

12.2 The executive must consider an application for membership as soon as practicable after it's receipt and determine, at their discretion, the admission or rejection of the applicant.

12.3 The executive need to give a reason for the rejection of an application.

12.4 If an application for membership is rejected the secretary must notify the applicant in writing (includes e-mail).

12.5 If an applicant is accepted for membership the secretary must:

- (1) notify the applicant in writing; and
- (2) request payment of:
  - (a) the application fee, if any, determined in accordance with rule 17; and
  - (b) the annual subscription, determined in accordance with rule 18.

12.6 The applicant becomes a member upon payment of the application fee, if any, and the annual subscription. The name and details of the member must be entered in the register of members.

12.7 If payment of the application fee, if any and the annual subscription is not received within 2 months after the date of the giving of the notice referred to in rule 12.5 the executive may revoke their acceptance of the applicant for membership.

### **13. Notification by members**

13.1 Each member must promptly notify the secretary in writing of any change in their qualification which may lead to a change in membership category.

### **14. Honorary life membership**

14.1 As a special distinction, the executive may confer honorary life membership upon any person who by reason of his or her conspicuous services to the Association and/or the discipline of lymphoedema/lymphology is deemed worthy of such honour.

14.2 Honorary life members are not required to pay any fees or subscriptions relating to their membership of the Association.

14.3 Despite anything in this constitution to the contrary, an honorary life member:

- (1) has the right to receive notices of and to attend and be heard at any general meeting; but
- (2) has no right to vote at any general meeting.

### **15. Register of members**

15.1 A register of members of the Association must be kept.

15.2 The following must be entered in the register of members in respect of each member:

- (1) the full name of the member;
- (2) the residential address, facsimile number and electronic mail address, Tel no and Cell no.
- (3) the category of membership;
- (4) the date of admission to and cessation of membership;
- (5) the date of last payment of the member's annual subscription;

15.3 Each member must notify the secretary in writing of any change in that person's name, address, facsimile number or electronic mail address within 1 month after the change.

## **APPLICATION FEE AND ANNUAL SUBSCRIPTION**

### **16. Application fee**

16.1 The application fee payable by each applicant for membership is the sum the executive determines for each category of membership.

16.2 No application fee is payable by any honorary life member.

### **17. Annual subscription**

17.1 The annual subscription payable by a member of the Association is the sum the executive determines and the Association approves in the annual general meeting.

17.2 All annual subscriptions are due and payable in advance on the first day of the financial year in each year (1 March 2015).

17.3 Reminder notices for renewal of membership will be sent three months before the due date of renewal of membership.

17.4 If a person is admitted to membership of the Association during the six months preceding the end of a financial year, the executive may reduce the annual subscription payable by the applicant in any manner they see fit.

17.5 No annual subscription is payable by any honorary life member.

### **18. Unpaid annual subscriptions**

18.1 If the annual subscription of a member is not paid by the due date, the member ceases to be entitled to any of the rights or privileges of membership but these may be reinstated on payment of all arrears if the executive see fit.

18.2 If the full amount of the annual subscription payable by a member is not received by the secretary within three months after the due date for payment, the membership of the member shall without any further action be terminated.

## **CESSATION OF MEMBERSHIP**

### **19. Resignation**

19.1 A member may resign from membership of the Association by giving written notice to the secretary.

19.2 The resignation of a member takes effect on the date of receipt of the notice of resignation or any later date provided in the notice.

### **20. Failure to pay**

20.1 If a member has not paid all arrears of annual subscriptions under rule 19 or, if paid, the member's rights and privileges are not reinstated

(1) the member remains liable for all the obligations and liabilities of membership until the expiration of 3 months after the date by which the annual subscription was payable; and

(2) the member ceases to be a member and member's name must be removed from the register of members at the expiration of the 3 month period



## **21. Cessation of membership**

21.1 A member ceases to be a member:

- (1) on the death of the member; or
- (2) if the member is expelled under rule 23.

21.2 An honorary life member ceases to be a member:

- (1) if the member is an individual, in accordance with rule 23.1; or
- (2) if the executive, for any reason, request in writing the resignation of the member and the member does not resign within 2 months after the request is sent.

## **22. Disciplining members**

22.1 If any member:

- (1) Wilfully refuses or neglects to comply with the provisions of this constitution; or
- (2) is guilty of any conduct which, in the opinion of the executive, is unbecoming of a member or prejudicial to the interest of the Association; the executive may resolve to expel the member from the Association and to remove the member's name from the register of members.

22.2 Where the executive expels a member, the Secretary must, as soon as possible, notify the member in writing:

- (1) that the executive has expelled the member;
- (2) of the grounds for the expulsion; and
- (3) that if she/he desires, she/he may, within 14 days of receiving such notice appeal against the expulsion.

22.3 The expulsion of a member does not take effect:

- (1) until 15 days after the notification; or
- (2) until the conclusion of the general meeting convened to hear any appeal, whichever is the later date.

22.4 A member given notice may appeal against the expulsion to a general meeting by writing to the secretary, within 14 days of service of that notice, demanding that a meeting for this purpose be convened.

22.5 On receipt of a demand, the secretary must notify the executive and convene a general meeting (Skype) of members to be held within 60 days of the date the demand was received.

22.6 At a general meeting convened under rule 23.5:

- (1) the only business will be the question of the expulsion;
- (2) the executive must provide the meeting with details of the grounds of and the reasons for the expulsion;
- (3) the expelled member must be given an opportunity to be heard; and
- (4) the members present must vote by secret ballot on whether the expulsion should be lifted or confirmed.

22.7 If the member does not appeal under rule 23.4 or the general meeting referred to in rule 23.6 votes to confirm the expulsion, the secretary must remove the name of the member from the register of members.

## **23. Effect of cessation of membership**

23.1 If any member ceases to be a member under this constitution, the member remains liable to pay to the Association for any money which, at the time of the member ceasing to be a member, the member owes to the Association.

## **24. Appointment of Executive**

An executive committee will manage the organisation.

### **24.1 Number of Executive Members**

- The number of the executive must be not less than 4 or more than 6.
- No more than 50% of one profession on the executive during a 2 year term.
- The Association in a general meeting may by resolution increase or reduce the number of the executive but the number may not be reduced below 4.

## **25. Executive and office bearer's qualifications**

25.1 No person may be an executive or office bearer unless that person has been a full member of the Association for a period of not less than 12 months, provided that the period of membership may be reduced if the executive resolve that it is reasonable to do so in order to secure an appropriate candidate.

25.2. Above rules will not apply for the first election of LAOSA executive.

## **26. Office bearers**

26.1 The office bearers of the Association are:

- (1) the president;
- (2) the president elect;
- (3) the treasurer; and
- (4) the secretary.

Other portfolio's may be added on as determined by the executive and may include marketing and keeper of the register

## **27. Election of executive and office bearers**

27.1 The office bearers and executive are to be elected at the annual general meeting of the Association, once the two year term has been fulfilled for that position or if a resignation results in a vacancy in the executive.

27.2 Those individuals elected as office bearers will automatically become executive members of the Association.

27.3 An elected executive holds office until the end of the second annual general meeting following his or her election. No position can be held for more than two consecutive terms.

27.4 The individual appointed to the office bearer position of president elect is to hold office as a member until the end of the fourth annual general meeting following their appointment.

27.5 Upon the president ceasing to be an executive member, the president elect shall be appointed to the office of president and thereafter shall hold that office until the fourth annual general meeting following their initial appointment as president elect.

27.6 In the event that the president elect shall be unwilling or unable to assume the office of president, then at the annual general meeting, both such offices shall be deemed to be vacant, and a president and a president elect shall be elected.

## **28. Nomination for election**

28.1 Each candidate for election as an office bearer must:

- (1) be proposed by a full member; and
- (2) be seconded by another full member; both of whom must be current members of the Association at the time of nomination and have been a full member of the Association for a minimum of 1 year.

28.2 A nomination of a candidate for election must:

- (1) be in writing;
- (2) state the office bearer position for which the candidate seeks election;
- (3) be signed by the candidate;
- (4) be signed by the proposer and seconder.

28.3 A nomination of a candidate for election must be received at the registered office of the Association not later than 5pm on the day which is 15 days prior to the annual general meeting at which the candidate seeks election.

28.4 A list of the candidates' names in alphabetical order together with the proposers' and seconders' names and the office bearer position for which the candidate is seeking election, must be sent to members with the notice of the annual general meeting.

28.5 Above rules will not apply for the first election of LAOSA executive.

## **29. Election procedure – office bearers**

29.1 If the number of candidates for election as individual office bearers is greater than 1, a ballot must be held for the election of the candidates.

29.2 The election of the office bearers is to be held in the order in which the positions are listed in rule 27.1.

29.3 If a ballot is required, balloting lists must be prepared listing the names of the candidates in alphabetical order and the position for which the candidate seeks election.

29.4 At the annual general meeting each person entitled to vote and voting on the ballot may vote for 1 candidate for each office bearer position.

29.5 The candidates for each office bearer position receiving the greatest number of votes cast in their favour must be declared by the chair of the meeting to be elected as those office bearers.

29.6 If an equality of votes would otherwise prevent the successful candidate for a vacancy from being determined, the chair, prior to the declaration of the result of the ballot, in addition to his or her deliberative vote (if any) is entitled to a casting vote, except that if the chair:

(1) does not exercise a casting vote; or

(2) is one of the candidates who received the same number of votes; then the names of the candidates who received the same number of votes must be put to a further ballot immediately.

29.7 There is not a vacancy for the purpose of this rule because the number of executive is less than the maximum allowed under rule 25.1. There is a vacancy only if each of the positions of office bearers is not filled.

29.8 If an individual is elected to a position of office bearer then his or her nomination, if any, for any other position of office bearer must be treated as withdrawn before the election is held in respect of the other position or positions.

### **30. Time appointment or retirement takes effect**

30.1 Executive members who are appointed at a meeting of members take office immediately after the end of the meeting.

30.2 Executive members who retire at a meeting of members continue to hold office until the end of the meeting.

## **APPOINTMENT OF EXECUTIVE MEMBERS BETWEEN AGMS**

### **31. Casual vacancies and additional members**

31.1 The Association in general meeting may by resolution and the executive may at any time appoint a person qualified to be an executive member to fill a casual vacancy.

31.2 Any Executive member appointed under rule 32.1 holds office until such time determined at the general meeting of the Association.

### **32. Insufficient Executive members**

32.1 In the event of a vacancy in the office of an executive member, the remaining members may act, but if the number of remaining members is not sufficient to constitute a quorum at a meeting of the executive, they may act only for the purpose of increasing the number of the executive to a number sufficient to constitute a quorum or convening a general meeting of the Association.

## **COMMITTEES OF EXECUTIVE AND REGIONAL BRANCHES**

### **33. Sub-committees**

33.1 The executive may delegate any of their powers to any sub-committee.

33.2 A sub-committee must exercise the powers delegated to it in accordance with any directions of the delegating body. The effect of the committee exercising a power in this way is the same as if the delegating body exercised it.

33.3 The meetings and proceedings of any sub-committee consisting of 2 or more persons are governed by the provisions in this constitution regulating the meetings and proceedings of the delegating body.

33.4 The delegating body may at its discretion remove any person appointed to such subcommittee and appoint another person in his or her place.

33.5 A minimum of one person of the delegating body must always be appointed as a member of any such sub-committee.

#### **34. Regional branches and administration**

34.1 The executive may provide for the management and administration of the affairs of the Association in any specified region or locality in the manner they see fit.

34.2 Without limiting the operation of rule 35.1 the Executive may:

- (1) establish any regional or local committees or branches;
- (2) appoint any members of the Association to be a member of the local committee or branch;

#### **35. Position Vacant**

35.1 In addition to any other circumstances in which the office of an executive member becomes vacant, the office of an executive member becomes vacant if the member:

- (1) is not present (either personally or by an alternate member) at 3 consecutive meetings of the executive without special leave of absence from the executive
- (2) ceases to be qualified as an executive member under rule 25;

### **EXECUTIVE MEMBER INTERESTS**

#### **36. Prohibition on being present or voting**

36.1 An executive who has a material personal interest in a matter that is being considered at a meeting of the executive:

- (1) must not be counted in a quorum;
- (2) must not vote on the matter; and
- (3) must not be present while the matter is being considered at the meeting.

### **REMUNERATION OF EXECUTIVE**

#### **37. No remuneration**

37.1 Despite rule 5.2 no executive member may receive any remuneration for his or her services in his or her capacity.

#### **38. Executive member expenses**

38.1 Despite rule 38 the Association may pay the executive travelling and other expenses that they properly incur:

- (1) in attending executive meetings or any meetings of committees of the association;
- (2) in attending any general meetings of the association; and
- (3) in connection with the Association's business.

38.2 The Executive must pre-approve all refunds the Association makes to its executive members.

## **SECRETARY**

### **39. Terms of office of secretary**

39.1 A secretary of the Association holds office on the terms and conditions (including as to remuneration) that the executive determine.

## **INSPECTION OF RECORDS**

### **40. Rights of inspection**

40.1 The executive by a resolution passed at a general meeting, may authorise a member to inspect books of the Association

40.2 A member other than an Executive member does not have the right to inspect any document of the Association, other than the minute books for the meetings of its members and for resolutions of members passed without meetings.

40.3 Executive members have the rights of inspection and access

## **POWERS OF EXECUTIVE MEMBERS**

### **41. Validation of acts of Executive members and secretaries**

41.1 The acts of an executive member or secretary of the Association are valid despite any defect that may afterwards be discovered in his or her appointment or qualification. The liability of the executive is limited. The Executive are not liable in their personal capacity for acts or omissions on behalf of the association.

### **42. General business management**

The business of the Association is to be managed by or under the direction of the Executive. Two signatories, one being an Executive member and the other being a person appointed by the Executive, may sign, draw, accept, endorse or otherwise execute a negotiable instrument.

#### **42.1 Matters requiring approval by special resolution of executive**

Except with the prior approval of a resolution of the executive passed by a special resolution, the Association must not:

**(1) contract with executive members and members**

enter into, vary or terminate any contract or arrangement (whether legally binding or not) with:

- (a) any of its executive members;
- (b) any member;
- (c) any associate of an executive member; or

**(2) contracts outside ordinary course of business**

enter into any contract or arrangement outside the ordinary course of its business or by which any person would or might receive remuneration calculated by reference to its income or profits

**(3) employment contracts**

vary the terms of service (including compensation, remuneration and emoluments) of a senior employee of the Association or appoint or dismiss a senior employee;

**(4) bankers**

appoint or remove the bankers of the Association;

**(5) borrowings**

borrow any money or obtain any advance, credit or financial accommodation in any form, other than normal trade credit not exceeding R2000;

**(6) legal proceedings**

commence any legal or arbitration proceedings (other than routine debt collection or legal or arbitration proceedings against a member);

**43. Financial Management**

43.1 An accounting officer shall be appointed, at the annual general meeting, to audit and check on the finances of the organisation.

43.2 The treasurer's duty is to control the day to day finances of the organisation. The treasurer shall arrange for all funds to be put into a bank account in the name of the organisation. The treasurer must also keep proper records of all the finances.

43.3 Whenever funds are taken out of the bank account, the chairperson and the treasurer must approve/sign the transaction. The Executive must pay all expenses incurred in promoting and forming the association following the receipt of an invoice.

43.4 The financial year of the organisation ends on 28 February of every year.

43.5 The organisation's accounting records and reports must be ready and handed to the Director of Non-profit Organisations within six months after the financial year end.

43.6 If the organisation has funds that can be invested, the funds may only be invested with registered financial institutions. These institutions are listed in Section 1 of the Financial Institutions (Investment of Funds) Act, 1984.

43.7. Petty cash retained on hand by the Association is not to exceed R3000.

#### **44. Matters requiring approval by special resolution of members**

**44.1** Except with the prior approval of a resolution of the members passed by a special resolution, the Association must not:

**(1) restructuring**

undertake any financial restructuring of the association

**(2) amending Constitution**

amend or repeal the Constitution;

**(3) liquidation, etc.**

voluntarily liquidate, wind up or merge its operations.

#### **EXECUTIVE MEETINGS**

#### **45. Circulating resolutions**

**45.1** The executive may pass a resolution without an executive meeting being held if the executive entitled to vote on the resolution sign a document containing a statement that he or she is in favour of the resolution set out in the document.

**45.2** Separate copies of a document may be used for signing by executive if the wording of the resolution and statement is identical in each copy.

**45.3** The resolution is passed when the last executive member signs.

**45.4** A facsimile/e-mail addressed to or received by the Association and purporting to be signed or sent by an executive member for the purpose of this rule must be treated as a document in writing signed by that executive.

#### **46. Meetings of Executive**

**46.1** The executive may meet together for the despatch of business and adjourn and otherwise regulate their meetings as they see fit but otherwise, not less than quarterly.

#### **47. Notice of meeting**

**47.1** Reasonable notice of every Executive meeting must be given to each executive member

**47.2** Any notice of a meeting may be given in writing or orally, and whether by facsimile, telephone, electronic mail or any other means of communication.

#### **48. Technology meeting of executive**

**48.1** An Executive meeting may be held using telephone or other technology (skype). The consent may be a standing one.



48.2 If an executive meeting is held using any technology and all the executive members take part in the meeting, they must be treated as having consented to the use of the technology for that meeting.

48.3 The following provisions apply to a technology meeting:

- (1) each of the Executive taking part in the meeting must be able to hear and be heard by each of the other members taking part in the meeting; and
- (2) at the commencement of the meeting each member must announce his or her presence to all the other executive members taking part in the meeting.

48.4 If the secretary is not present at a technology meeting one of the other members present must take minutes of the meeting. The minutes and agenda of the meeting are to be circulated one week prior to the agreed meeting date. Minutes of all meetings must be kept safely and always be on hand for members to consult.

48.5 An Executive member may not leave a technology meeting by disconnecting his or her link to the meeting unless that member has previously notified the chair of the meeting.

48.6 An Executive member is conclusively presumed to have been present and to have formed part of a quorum at all times during a technology meeting unless that member has previously obtained the express consent of the chair to leave the meeting.

#### **49. Quorum**

49.1 The quorum for an Executive meeting is 3 members entitled to vote or a greater number determined by the executive. One of the executive members must be the president or the president elect. The quorum must be present at all times during the meeting.

#### **50. Passing of Executive resolutions**

50.1 A resolution of the Executive must be passed by a majority of the votes cast by members entitled to vote on the resolution.

50.2 The chair has a casting vote if necessary in addition to any vote he or she has as an executive member. The chair has a discretion both as to whether or not to use the casting vote.

50.3 A person who is an alternate member is entitled (in addition to his or her own vote if he or she is an executive member) to 1 vote on behalf of each member whom he or she represents as an alternate member at the meeting and who is not present at the meeting.

## **MEETING OF MEMBERS**

### **51. Circulating resolutions**

51.1 This rule applies to resolutions which this constitution, requires or permits, to be passed at a general meeting.

51.2 The Association may pass a resolution without a general meeting being held if 66% the members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

51.3 Separate copies of a document may be used for signing by members if the wording of the resolution and statement is identical in each copy.

51.4 The resolution is passed when the last member signs.

51.5 If the Association receives by facsimile transmission/e-mail/pdf format a copy of a document referred to in this rule it is entitled to assume that the copy is a true copy.

### **52. Calling of general meeting**

52.1 A majority of Executive members may call a general meeting whenever they see fit.

52.2 Except as permitted by law, a general meeting, to be called the annual general meeting, must be held at least once in every calendar year.

### **53. Amount of notice of meeting**

53.1 At least 21 days' notice of a general meeting must be given in writing to those persons who are entitled to receive notices.

### **54. Persons entitled to notice of general meeting**

54.1 Written notice of a meeting of the Association's members must be given individually to:

- (1) each member entitled to vote at the meeting;

### **55. How notice is given**

55.1 The Association may give the notice of meeting to a member:

- (1) personally;
- (2) by e-mail
- (3) by fax
- (4) website/social media

### **56. When notice is given**

56.1 A notice of meeting given to a member is not effective if:

- (1) in the case of service by electronic mail, the Association's computer reports that delivery has failed; or

(2) in either case the addressee notifies the Association immediately that the notice was not fully received in a legible form.

## **57. Period of notice**

**57.1** Subject to this constitution where a specified number of days' notice or notice extending over any period is required to be given, the day of service is excluded, and the day upon which the notice expires is included.

## **58. Contents of notice**

58.1 A notice of a general meeting must:

- (1) set out the place, date and time for the meeting (and, if the meeting is to be held in 2 or more places, the technology that will be used);
- (2) state the general nature of the meeting's business;
- (3) if a special resolution is to be proposed at the meeting, set out an intention to propose the special resolution and state the resolution;
- (4) be worded and presented in a clear, concise and effective manner;

## **59. Postponement of general meeting**

59.1 The Executive may postpone the holding of any general meeting whenever they see fit for not more than 42 days after the date for which it was originally called.

59.2 Whenever any meeting is postponed the same period of notice of the meeting must be given to persons entitled to receive notice of a meeting as if a new meeting were being called for the date to which the original meeting is postponed.

## **60. Quorum**

60.1 The quorum for a meeting of the Association's members is 25 percent of full members entitled to vote and the quorum must be present at all times during the meeting

60.2 In determining whether a quorum is present, individuals attending as proxies are counted. If an individual is attending both as a member and as a proxy, the individual is counted separately.

60.3 If a quorum is not present within 30 minutes after the time for the meeting set out in the notice of meeting the meeting is dissolved.

## **61. PROXY REPRESENTATIVES**

### **61.1 Who can appoint a proxy**

A member who is entitled to attend and cast a vote at a meeting of the Association's

members may appoint an individual as the member's proxy to attend and vote for the member at the meeting. The proxy need not be a full member.

## **62. Rights of proxies**

62.1 A proxy appointed to attend and vote for a member has the same rights as the member:

- (1) to speak at the meeting;
- (2) to vote (but only to the extent allowed by the appointment); and
- (3) to join in a demand for a poll.

62.2 If a proxy is only for a single meeting it may be used at any postponement or adjournment of that meeting, unless the proxy states otherwise.

62.3 A proxy's authority to speak and vote for a member at a meeting is suspended while the member is present at the meeting.

62.4 A proxy may be revoked at any time by notice in writing to the Association.

## **63. When should the proxy form be sent to all members**

63.1 If the Association sends a member a proxy appointment form for a meeting or a list of persons willing to act as proxies at a meeting:

- (1) the Association must send the form or list to all members who ask for it and who are entitled to appoint a proxy to attend and vote at the meeting;

## **64. Appointing a proxy**

64.1 An appointment of a proxy is valid if it is signed or otherwise electronically authenticated by the member making the appointment and contains the following information:

- (1) the member's name and address;
- (2) the Association 's name;
- (3) the proxy's name or the name of the office held by the proxy; and
- (4) the meetings at which the appointment may be used.

An appointment may be a standing one.

64.2 An electronically authenticated appointment of a proxy must in addition to rule:

- (1) include a method of identifying the member; and
- (2) include an indication of the member's approval of the information communicated.

64.3 If the electronically authenticated appointment of a proxy is done through either email or internet-based voting:

- (1) the member must be identified by personal details such as the member's name, personal address and date of birth; and

(2) the member's approval must be communicated by a form of security.

64.4 An undated appointment is taken to have been dated on the date it is given to the Association.

64.5 An appointment may specify the way the proxy is to vote on a particular resolution. If it does:

(1) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way.

## **65. Form of proxy sent out by Association**

65.1 A form of proxy sent out by the Association may be in a form determined by the executive but must:

(1) enable the member to specify the manner in which the proxy must vote in respect of a particular resolution; and

(2) leave a blank for the member to fill in the name of the person primarily appointed as proxy.

65.2 Despite rule 68.1 an instrument appointing a proxy may be in the following form or in a form that is as similar to the following form as the circumstances allow:

### **Lymphoedema Association of South African**

Name .....

I/We, of ....., being a member/members of the above named Association, appoint  
..... of .....or, in his or her absence, .....

of .....as my/our proxy to vote for me/us on my/our behalf at the \*annual  
general/\*general meeting of the company to be held on..... and at any adjournment of  
that meeting.

†This form is to be used \*in favour of/\*against the  
resolution.

Signed on .....

*\*Strike out whichever is not desired*

*†To be inserted if desired*

## **66. How the vote may be exercised**

66.1 At any general meeting of members, each full member present has 1 vote on a show of hands and on a poll.

66.2 The vote may be exercised in person or by proxy.

66.3 Any member attending a meeting by technological means may cast 1 vote.

## **67. Voting disqualification**

67.1 A member is not entitled to vote at a general meeting if the annual subscription of the member is more than 1 month in arrears at the date of the meeting or the postponed or adjourned meeting.

## **68. How voting is carried out**

68.1 A resolution put to the vote at a meeting of the Association's members must be decided on a show of hands unless a poll is demanded.

68.2 On a show of hands, a declaration by the chair is conclusive evidence of the result. Neither the chair nor the minutes need to state the number or proportion of the votes recorded in favour or against.

68.3 Unless otherwise required by this constitution, all resolutions of the Association are ordinary resolutions which are resolutions passed by more than 50% of the votes cast by members entitled to vote on the resolutions.

## **69. Matters on which a poll may be demanded**

69.1 A poll may be demanded on any resolution.

69.2 A demand for a poll may be withdrawn.

## **70. When a poll is effectively demanded**

70.1 At a meeting of the Association's members, a poll may be demanded by:

- (1) at least 3 members entitled to vote on the resolution; or
- (2) the chair.

70.2 The poll may be demanded:

- (1) before a vote is taken;
- (2) before the voting results on a show of hands are declared; or
- (3) immediately after the voting results on a show of hands are declared.

## **71. When and how polls must be taken**

71.1 A poll demanded on a matter other than the election of a chair or the question of an adjournment must be taken when and in the manner the chair directs.

71.2 A poll on the election of a chair or on the question of an adjournment must be taken immediately.

71.3 The demand for a poll does not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

## **72. Chair's casting vote**

72.1 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting has a casting vote in addition to any vote he or she may have in his or her capacity as a member or proxy.

72.2 The chair has a discretion both as to use of the casting vote and as to the way in which it is used.

## **ANNUAL GENERAL MEETING**

### **73. Requirement to hold an annual general meeting**

73.1 The Association must hold an annual general meeting at least once in every financial year and within 6 months after the end of its financial year. Venue for AGM to be rotated between JHB, CPT & KZN.

73.2 When possible, the annual general meeting will be held in conjunction with any conference/symposium held by the Association.

### **74. Business of an annual general meeting**

74.1 The business of an annual general meeting may include any of the following, even if not referred to in the notice of meeting:

- (1) the consideration of the annual financial report and Chairman's report
- (2) the election of executive;
- (3) the appointment of the bookkeeper/auditor; and
- (4) the fixing of the auditor's remuneration.
- (5) changes to the constitution that members may want to make.

All other business transacted at an annual general meeting and all business transacted at any other general meeting is special business.

74.2 The business of the annual general meeting also includes any other business which under this constitution ought to be transacted at an annual general meeting.

74.3 The chair of the annual general meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Association.

74.4 If the Association's bookkeeper/auditor or representative is at the meeting, the chair of an annual general meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions relevant to the conduct of the audit and the preparation and content of the report.

### **75. Resolutions proposed by members**

75.1 A member may not at any meeting move any resolution relating to special business unless:

(1) members with at least 5% of the votes that may be cast on the resolution have given the Association notice of the resolution and 2 months' notice has elapsed since the notice was given; or

(2) the resolution has previously been approved by the executive.

## **CHAIR OF MEETINGS**

### **76. Chair at all meetings**

76.1 The president is to chair the annual general meetings, general meetings, and meetings of the executive. If the president is absent, the president elect chairs that meeting. In the absence of both the president and president elect, any executive member chosen by the elected officers present will chair that meeting.

## **MINUTES**

### **77. Minutes to be kept**

77.1 The executive must keep minute books in which they record within 1 month:

- (1) proceedings and resolutions of meetings of the Association 's members;
- (2) proceedings and resolutions of executive' meetings

77.2 The Executive must ensure that minutes of a meeting are adopted and seconded at the beginning of the meeting.

- (1) by the chair of the meeting.

77.3 The Executive must ensure that minutes of the passing of a resolution without a meeting are signed by an executive member within a reasonable time after the resolution is passed.

77.4 Without limiting the rule the executive must record in the minute books:

- (1) all appointments of officers;
- (2) the names of the Executive present at all meetings
- (3) in the case of a technology meeting, the nature of the technology.

## **ACCOUNTS, AUDIT AND RECORDS**

### **78. Accounts**

78.1 The Executive must cause proper accounting and other records to be kept in accordance with South African law, such records to include:

- (1) all money received and spent by the Association and the reasons for receiving or spending the money; and
- (2) the assets and liabilities of the Association.



## **ALTERATIONS**

### **79. Alterations to the constitution**

79.1 Subject to any requisite statutory or other lawful approval, the Constitution may be amended by special resolution passed at a general meeting of the Association.

## **WINDING UP**

### **80. Winding up**

80.1 The organisation may close down if at least two-thirds of the members present and voting at a meeting convened for the purpose of considering such matter, are in favour of closing down.

80.2 If the Association is wound up, all debts must be paid. Every member of the Association undertakes to contribute an amount not exceeding R1 to the Association in the event of its being wound up while the member is a member or within 1 year after the member ceases to be a member, if required for payment:

(1) of the debts and liabilities of the Association (contracted before the member ceases to be a member);

(2) of the costs, charges and expenses of winding up.

80.3 After doing this, if there is property or money left over it should not be paid or given to members of the association. The Association must transfer to a fund, authority or institution determined by the members which has a similar purpose to the Association and is endorsed as a deductible gift recipient any surplus:

(a) gifts of money or property for the principal purpose of the Association; and

(b) contributions in relation to a fund-raising event held for that purpose; and

(c) money received by the entity because of such gifts or contributions.

### **81. Journal and newsletter**

81.1 The Association may publish a Journal.

81.2 The Association shall publish a newsletter so often as the executive deem necessary but in any case, no less than annually.

81.3 The executive shall appoint a member of the Association to be the editor, who shall be responsible for the publication of the journal and the newsletter.

## **82. Delegates**

82.1 Where appropriate, the executive may appoint any member of the Association, or if no such member is willing or able to act as such, any suitable person, to be the delegate of the Association to any other body.

## **83. Press releases**

83.1 Only the president or, an executive member authorised by the executive are authorised to make statements to the press on behalf of the Association.

## **84. Financial year**

84.1 Until such time as the executive otherwise decide, the Association's financial year is the period beginning on 1 March in each year and ending on the last day of February in the following year.

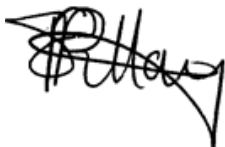
## **85. SA Lymphoedema Practitioners Register**

85.1 Establishment of the SALPR

The Association will establish a public register of lymphoedema practitioners in South Africa which will be known as the S A Lymphoedema Practitioners Register. The objective of the register is to assist in the maintenance and promotion of professional standards of practice for lymphoedema management in South Africa. The Association will promote the register to health professionals, consumers, health insurance companies and other interested persons.

**This constitution was approved and accepted,**

by members of LAOSA, at the third annual general meeting held on 7 March 2015.



**Chairperson**

**R. Pillay**