

June 2024

# CONSTITUTION



SAAPI

**South African Association of Pharmacists  
in Industry**

**South African Association of Pharmacists  
in Industry**

**I N D E X**

*to the*

**CONSTITUTION OF THE SOUTH AFRICAN ASSOCIATION OF PHARMACISTS  
IN INDUSTRY**

<b>Clause</b>	<b>Title</b>	<b>Page</b>
	<b>PREAMBLE</b>	3
1	Definitions	3-4
	<b><u>PART 1 - ESTABLISHMENT, OBJECTS AND POWERS</u></b>	5
2	Title, Juristic Personality area of jurisdiction and headquarters	5
3	Objects	5
4	Powers	5
	<b><u>PART 2 - MEMBERSHIP</u></b>	6
5	Membership	6
6	Rights, Privileges and Liabilities of Members	6
7	Membership Database	7
8	Subscriptions	7
9	Duration of Membership	7
	<b><u>PART 3 - STRUCTURAL ORGANISATION OF THE SECTOR</u></b>	7
10	Sector shall be a Sector of the Society	7
11	Composition of the Sector	8
12	Local Groups	8
13	Management of Affairs	8
14	Sector Executive Committee	8
15	Powers of the Sector Executive Committee	8
16	Honorary Officers	9
17	Councillors of the Sector	10
18	Duties and Powers of Officers	10
19	Finance Committee	11
20	Filling of Vacancies	11

21	Salaried Staff	12
	<b><u>PART 4 – GENERAL MEETINGS OF THE SECTOR</u></b>	12
22	Annual General Meetings	12
23	Special General Meetings	12
24	Voting at Meetings	13
25	Conduct at Meetings	13
26	Referendum	13
27	Motions / Resolutions	13
28	Quorums	14
29	Alterations to Constitution	14
	<b><u>PART 5 – MISCELLANEOUS</u></b>	14
30	Miscellaneous	14
	30.1 Financial Year	14
	30.2 Indemnification of Sector Officers and Staff	14
	30.3 Amendment of Regulations to this Constitution	14
	30.4 Ex Officio Membership of Sub-Committees	14
	30.5 Breaches of this Constitution or other Laws	14
	30.6 Sub-division of Sectors	14
	30.7 Income, Property and Monies	15
	30.8 Awards and Distinctions	15
	30.9 Attendance at Committee Meetings	15
	30.10 Dissolution of the Sector	15
	30.11 Distribution of Assets	17
	 REGULATIONS	 18

# SOUTH AFRICAN ASSOCIATION OF PHARMACISTS IN INDUSTRY

## CONSTITUTION OF THE SOUTH AFRICAN ASSOCIATION OF PHARMACISTS IN INDUSTRY

### PREAMBLE

We, the members of the South African Association of Pharmacists in Industry, associate ourselves with and fully support the contents and sentiments expressed in the preamble to the Constitution of the Pharmaceutical Society of South Africa,

- *acknowledging* the history of our country and that of our profession and the need for the profession to avoid the disruptive effects of fragmentation,
- *honouring* those who have worked and sacrificed for the development of the profession,
- *recognising* the broad transformation taking place in South African society at this time in our history and
- *believing* that we are united by our diversity in a unique and indispensable profession,
- *adopt* this Constitution as the ultimate authority governing our association.

By so doing, we *dedicate ourselves* to the principles and objects enshrined in this Constitution

- to address the divisions of the past
- to build a united profession to better fulfill our professional role in service to all our people
- to take our rightful place amongst those who serve the health of our people.

### 1. DEFINITIONS

1.1 In this Constitution and in any Regulations framed in terms hereof, the following terms and expressions shall, unless the context otherwise directs, have the respective meanings as hereinafter set out:

- 1.1.1 “Affiliate Member” means any member that is a member of the sector but not the Society
- 1.1.2 “Associate member” - means Pharmacy Students, Pharmacist’s Assistants - basic, or post basic, or learner post basic, as described in Clause 5.2 of the Sector Constitution.
- 1.1.3 “Sector” - means the South African Association of Pharmacists in Industry as defined in the Society’s Constitution
- 1.1.4 “ This Constitution” or “the Sector’s Constitution” - means the Constitution of the South African Association of Pharmacists in Industry
- 1.1.5 “Finance Committee” - means the sub-committee of the Sector Executive Committee as defined in Clause 19 of this Constitution.
- 1.1.6 “Sector Executive Committee” – means the committee as defined in Clause 14 of this Constitution.
- 1.1.7 “Co-opted” means a person (not necessarily being a pharmacist or a member of the Sector) appointed to a Committee as provided for in terms of this Constitution and who being so appointed shall enjoy voting rights.

- 1.1.8 “Councillor” - means a member of the General Council being a member of the Sector who is a paid up member of the Society and who has been appointed by the Sector Executive Committee as a Councillor.
  - 1.1.9 “Document” - means a written, printed or electronic file of information.
  - 1.1.10 “Executive Officer of the Sector” - shall be known as the Executive Director of the Sector.
  - 1.1.11 “*Ex Officio*” - means by right of one’s position or office and refers to a situation whereby the elected, nominated or appointed incumbent of an office or position is *per se* deemed thereby to have also been appointed, with full participation and voting rights, to one or more other positions or committees.
  - 1.1.12 “FPS” - means Fellow of the Pharmaceutical Society of South Africa
  - 1.1.13 “Honorary” - in the title of an incumbent refers to a non remunerated status.
  - 1.1.14 “*ipso facto*” - means by the very fact or act, or as a consequence thereof.
  - 1.1.15 Local Group means an interest group of members of the Sector located in a geographically definable area.
  - 1.1.16 “Member” - means a paid up member of the Society who is a member of this Sector in accordance with the provisions of Clause 13 of the Constitution of the Society.
  - 1.1.17 “Ordinary member” - means pharmacists, community service pharmacists or pharmacist interns, as described in Clause 5.1 of this Constitution.
  - 1.1.18 “MPS” - means Member of the Pharmaceutical Society of South Africa.
  - 1.1.19 “Pharmacist” - means a pharmacist registered with the South African Pharmacy Council as defined in the Pharmacy Act No. 53 of 1974 as amended from time to time.
  - 1.1.20 “Pharmacy Council” - means the South African Pharmacy Council as defined in the Pharmacy Act No. 53 of 1974 as amended from time to time.
  - 1.1.21 “President” - means the President for the time being of the Sector and of the Sector Executive Committee
  - 1.1.22 “Proxy” - means the authority held by one person to act for another at a Sector Executive Committee meeting.
  - 1.1.23 “Regulations” - means regulations made in terms of this Constitution as amended from time to time.
  - 1.1.24 “Rights and Privileges” - go hand in hand and are considered synonymous for the purposes of this Constitution.
  - 1.1.25 “Sector” and “Sectoral Division” - these expressions shall be interchangeable in meaning according to the context.
  - 1.1.26 “Sectoral Divisions” - means Sectoral Divisions as defined and referred to in Clause 13.3 of the Society’s Constitution.
  - 1.1.27 “The Society” - means the Pharmaceutical Society of South Africa or PSSA and “the Society’s Constitution” shall have a corresponding meaning.
  - 1.1.28 “Sub-committee” - means a group which may consist of nominated, elected, appointed and /or ex officio members or persons intended to function under a mandate of the Sector Executive Committee and be responsible to the Sector Executive Committee.
- 1.2 This Constitution shall be interpreted in accordance with the following principles:
- 1.2.1 Words importing the masculine shall include a reference to the feminine and vice versa.
  - 1.2.2 Words importing the singular shall include a reference to the plural and vice versa.

## **PART 1: ESTABLISHMENT, OBJECTS AND POWERS**

---

### **2. TITLE, JURISTIC PERSONALITY, AREA OF JURISDICTION AND HEADQUARTERS**

- 2.1 The name of the Sector shall be the South African Association of Pharmacists in Industry.
- 2.2 The Sector shall be a Sector of the Pharmaceutical Society of South Africa.
- 2.3 The South African Association of Pharmacists in Industry shall be a corporate body having a separate legal persona distinct from its members, from other Sectors of the PSSA, and from the PSSA itself, with perpetual succession notwithstanding changes of membership within it, and being entitled to hold property, to act juristically, and to institute or defend legal proceedings in its own name.
- 2.4 The headquarters of the Sector shall be at Pretoria until such time as a Sector General Meeting shall decide otherwise.

### **3. OBJECTS**

The main objects of the Sector shall be to carry out all such duties, functions, acts and objects as are set out in the Constitution of the Society and subject only to the reservations contained therein; and to do any or all such acts as may be necessary to protect and promote the professional, educational, business and economic interests of its members.

### **4. POWERS**

The Sector may, for the purpose of achieving its objects and, if necessary, after consultation with the Society where required for any purpose, calculated to benefit the Sector, directly or indirectly.

- 4.1 Evaluate any bills, laws, ordinances, proclamations, pronouncements, or enactments (whether emanating from Parliament, provincial authorities, or local authorities, or from any other entity) which either affect or may affect the interests of pharmacists and members of the Sector and where appropriate, to support or to oppose, and if necessary, take appropriate action including legal action, as circumstances may require, on behalf of its members.
- 4.2 Publish, distribute and disseminate newsletters, information or promotional material, including results of research or statistics or other information which is either available to or obtained from members of the Society.
- 4.3 Co-operate with any institution, society or association.
- 4.4 Establish and support bodies representing specific fields of pharmaceutical interest or endeavor.
- 4.5 Recognise organisations representing specific fields of pharmaceutical practice and interest for achieving the objectives as specified in this Constitution.
- 4.6 Borrow or raise monies, with or without security.
- 4.7 Secure the payment of monies borrowed or any other obligation in any manner including the pledge of movable property and the mortgage of immovable property.
- 4.8 Form or have an interest in any company or companies for any purpose directly or indirectly calculated to benefit the Sector.
- 4.9 Invest funds available only with those registered financial institutions as defined in Clause 1 of the Financial Institutions (Protection of Funds) Act 28, 2001 as amended, and in securities listed on a licensed stock exchange as defined in the Securities Services Act 36 of 2004 as amended.
- 4.10 Enter into indemnities, guarantees and suretyships and secure payment thereunder in any way.

- 4.11 Establish, manage and support or aid in the establishment, management and support of associations, institutions, foundations, funds, trusts and amenities calculated to benefit members of the Sector or its employees.
- 4.12 Acquire, hire or lease any movable or immovable property and develop, manage, hypothecate, lease (whether as lessor or lessee), deal in or dispose of all or any part or section of the movable or immovable property of the Sector.
- 4.13 Consult or gauge the views and opinions of all or any members of the Sector, or any other groups or entities of persons as may be deemed to be in the interests of the Sector or its members. Such powers shall include the right to conduct market polls, market surveys, or any other prevailing practice including the right to conduct a referendum.
- 4.14 Establish and administer or contribute towards the establishment of scholarships, bursaries or grants-in-aid for the benefit of students in pharmacy, or employees of the Sector.
- 4.15 Make, and from time to time alter, amend or rescind regulations for the carrying on of the business of the Sector;
- 4.16 Employ and enter into agreements regulating conditions of service and termination of employment, which will apply to officials and employees of the Sector, including the right to recognise and deal with trade unions, staff associations, or any other employee groups, whether in terms of statute or otherwise.
- 4.17 Institute or defend legal proceedings in its own name.
- 4.18 Notwithstanding anything to the contrary herein contained, the Sector will not participate in any business, profession or occupation or any profit making activities of a continuous or ongoing nature by any of its members, or provide any financial assistance, premises, continuous services, or facilities to its members for the purpose of carrying on any business, profession or occupation by them.
- 4.19 Address disciplinary and professional behavioral enquiries of members;
- 4.20 The Sector Executive Committee may deem it necessary from time to time to levy fees upon its Sector members.
- 4.21 Generally, directly or indirectly, do, or cause to be done, anything that may be incidental to or necessary for the attainment of the above objects.

## **PART 2 - MEMBERSHIP**

---

### **5. MEMBERSHIP**

There shall be the following classes of members whose admission to membership shall be governed by the Regulations for Admission of Members as set out in the Society's Constitution.

- 5.1 Ordinary members, who shall be pharmacists, community service pharmacists or pharmacist Interns, registered as such with the South African Pharmacy Council.
- 5.2 Associate members, who shall include the following categories as defined in the Pharmacy Act, No 53 of 1974, as amended from time to time:-
  - 5.2.1 Pharmacy Students from 2<sup>nd</sup> year of study and registered with the South African Pharmacy Council (SAPC).
  - 5.2.2 Pharmacists' Assistants, basic, learner post basic, post basic inter alia as defined in the Pharmacy Act.
- 5.3 Affiliate members who are not pharmacists but are involved in the pharmaceutical industry.
- 5.4 The Sector may not exclude from its membership any member of the Society in good standing, resident or carrying on business or employed within the area of jurisdiction assigned to it

### **6. RIGHTS, PRIVILEGES AND LIABILITIES OF MEMBERS**

- 6.1 Every member, including Ordinary and Associate and Affiliate members shall possess the following rights:

- 6.1.1 To attend any General meeting of the Sector, or by invitation any meeting of the Sector Executive Committee or Management Committee.
  - 6.1.2 To receive any information which it is competent for officers of the Sector to provide.
  - 6.1.3 To receive, at the discretion of the Sector Executive Committee, such assistance as may be rendered in any matter terms of this Constitution.
  - 6.1.4 To take part in any discussion on any matter that may be placed on the Agenda of any General meeting of the Sector.
  - 6.1.5 To utilise the facilities and participate in the services provided by the Sector on the same terms and conditions as may from time to time apply to their use by any other member of the Sector.
- 6.2 Ordinary members shall be entitled to the following additional rights;
- 6.2.1 To vote on any motion put to a General Meeting of the Sector.
  - 6.2.2 To nominate and vote for members of the Sector Executive Committee.
  - 6.2.3 To be nominated for and be appointed to any office or committee of the General Council subject to the terms and conditions of the Society's Constitution.
  - 6.2.4 To be nominated for and be appointed to any office or committee of the Sector subject to the terms and conditions set out in this Constitution or the Sector Executive Committee acting within its authority as set out herein.
  - 6.2.5 To be appointed by the Sector Executive Committee as a Councilor entitled to attend and vote at meetings of the General Council.
- 6.3 The Sector is not formed for any purpose of profit or gain and no member or group of members shall *de facto* be entitled to any share in the property or assets of the Sector.
- 6.4 The liability of members is limited to the amount of any unpaid subscriptions, charges or levies due by such members.

## **7. MEMBERSHIP DATABASE**

- 7.1 Details, including the full name and address, e-mail address, telephone and facsimile numbers, date of birth and identity number of every member shall be entered in a register of members, such register to be called the Membership Database.
- 7.2 It shall be the duty of every member to notify the Sector or the Membership Department of the Society or the Sector of any change in his address or contact details.
- 7.3 Any notice or letter relating to any matter concerning the Sector sent to the registered address of the member shall be deemed to be due notice in terms of this Constitution.

## **8. SUBSCRIPTIONS**

In addition to the membership subscription payable annually to the Society, the Sector may levy an additional fee subject to Clause 9.4 of the Society's Constitution.

## **9. DURATION OF MEMBERSHIP**

Membership shall have such duration and shall be terminable only as laid down in the Society's Constitution.

## **PART 3 – STRUCTURAL ORGANISATION OF THE SECTOR**

---

### **10. SECTOR SHALL BE A SECTOR OF THE SOCIETY**

The Sector shall, unless and until otherwise decided by a General Meeting of the Sector and confirmed by the General Council of the Society, remain constituted a Sector of the Society.



## **11. COMPOSITION OF THE SECTOR**

For any purpose not incompatible with this Constitution or with the policy of the Society or of the Sector Executive Committee as from time to time laid down, members of the Society in any definable area of interest may form themselves into Local Groups.

## **12. LOCAL GROUPS**

- 12.1. The Sector may arrange to organise within its own area of jurisdiction, Local Groups in specified geographical areas for the better carrying out of its objects and duties to members. Such Local Groups shall be subject to the Sector jurisdiction and direction.
- 12.2. No Local Group may exclude from its membership any member of the Society, resident or carrying on business or employed in the area of jurisdiction assigned to it.
- 12.3. The officers of each Local Group shall be elected by the Local Group according to the by-laws of the Local Group, such by-laws having been previously approved by the Sector Executive Committee
- 12.4. No rule of the Local Group or of their Committees shall be binding on any member until it has been ratified by a subsequent meeting of the Sector Executive Committee.

## **13. MANAGEMENT OF AFFAIRS**

There shall be established a Sector Executive Committee which shall manage the affairs of the Sector between Annual General Meetings and which shall be constituted and have the powers and duties hereinafter set forth.

## **14. SECTOR EXECUTIVE COMMITTEE.**

The Sector Executive Committee shall be constituted as follows:

- 14.1. A minimum of eight and a maximum of twelve ordinary members of the Sector nominated and elected to office in the manner set out in Clause 22 of the Sector Regulations
- 14.2. The Immediate Past President of the Sector shall, ipso facto, be a member of the Sector Executive Committee for one year immediately succeeding his term of office.
- 14.3. The Chairman, for the time being, of the Finance Committee shall, ipso facto, be a member of the Sector Executive Committee during the period of his tenure as Chairman of the Finance Committee.
- 14.4. Should the number of Ordinary members nominated, appointed or elected in any category be less than the number required by this Constitution, the Sector Executive Committee may, at its first and/or any subsequent meeting co-opt additional Ordinary members. from any such category in which the number of elected, nominated, or appointed members is less than the number allocated thereto in this Clause.
- 14.5. The term of office of a newly constituted Sector Executive Committee shall commence at the close of the first Annual General Meeting of the Sector and shall terminate at the close of the next succeeding Annual General Meeting.
- 14.6. The Sector Executive Committee may co-opt to the Sector Executive Committee not more than two additional individuals, for their special technical or business skills. Such persons shall be appointed for a period as may be determined from time to time by the Sector Executive Committee.

## **15. THE POWERS OF THE SECTOR EXECUTIVE COMMITTEE**

- 15.1. The Sector Executive Committee shall meet for the dispatch of business, adjourn or otherwise regulate its meetings as it may think fit, provided that it shall meet not less than six times per year between successive Annual General Meetings.

- 15.2 The control and management of the affairs and interests of the Sector shall be vested in the Sector Executive Committee which shall have full powers to act as it deems fit and more particularly;
- 15.2.1 To act on behalf of the Sector and to pass resolutions that shall be binding upon its members and the Sector in all matters.
  - 15.2.2 To prosecute, defend, bring, carry on or discontinue or refer to arbitration or compromise any proceedings, actions, suits, claims and demands for or against the Sector or in regard to any matters affecting the interests of the Sector.
  - 15.2.3 To assist any member or any other persons in instituting or defending any legal proceedings if it is of the opinion that the interests of the Sector justify such course.
  - 15.2.4 To apply the funds of the Sector for any of the purposes provided for in this Constitution and to make grants-in-aid in respect of any litigation in which the Sector may be interested or by which the Sector may be affected.
  - 15.2.5 To appoint standing sub-committees and *ad hoc* committees as may be deemed necessary to deal more effectively with the regular or special business of the Sector and to determine their composition, functions and powers.
  - 15.2.6 To delegate at its discretion any of its powers to sub-committees consisting of such member or members as it deems necessary. Any sub-committee so formed shall, in the exercise of its powers so delegated, conform to any directions that may be given by the Sector Executive Committee.
  - 15.2.7 To defend legal proceedings instituted against any member of the Sector Executive Committee, or relevant member of staff, in relation to any matter or thing done or performed by any such member, or staff member, in his capacity as a member of the Committee or the staff in the execution of his duties and under or in conformance with instructions, decisions, resolutions or policies of the Sector Executive Committee to indemnify him against all costs incurred in such legal proceedings.
  - 15.2.8 To impose a levy when deemed necessary on members or any section of the membership not more than once a year.
  - 15.2.9 To manage, direct or control all the assets of the Sector and to employ its funds, property and other assets in such a manner as may from time to time be decided.
  - 15.2.10 The Sector Executive Committee shall appoint auditors to undertake such auditing and administrative functions as the Sector Executive Committee may direct. All appropriate documents including share certificates, fixed deposit receipts, title deeds to immovable property, negotiable securities and the like shall be placed in the custody of the auditors.

## **16. HONORARY OFFICERS**

- 16.1 At some time subsequent to the election of Sector Executive Committee members at the AGM, all members of the Sector Executive Committee shall, at a time judged by the Executive Director of the Sector to be convenient to the newly constituted Sector Executive Committee (including the newly elected, nominated, appointed, *ex officio*, co-opted members of such Committee, meet and shall elect from amongst their number, present in person or represented by proxy or written indication of willingness to act in any such capacity, the following Honorary Officers of the Sector Executive Committee:
- 16.1.1 President
  - 16.1.2 Vice President
  - 16.1.3 Honorary Treasurer
- 16.2 The meeting of the Sector Executive Committee held in terms of 16.1 above shall be convened by the Executive Director of the Sector, who shall also preside at the said meeting until the election of a President.

- 16.3 The term of office of any Honorary Officer elected in terms of 16.1 above shall commence at the close of the first Sector Executive Committee Meeting held subsequent to the Annual General Meeting of the Sector and shall terminate at the close of the next succeeding Annual General Meeting. Such Honorary Officers shall be eligible for re-election, however the President shall not be eligible to hold office for more than three consecutive terms.

## **17. COUNCILLORS OF THE SECTOR**

- 17.1 Members of the Sector Executive Committee shall be designated Councillors of the Sector.
- 17.2 The Sector Executive Committee shall appoint annually, as early as may be appropriate, such number of members to the General Council of the Society to which the Sector may be entitled in terms of the Society's Constitution.
- 17.3 Sector Councillors shall act as representatives of the Sector on the General Council of the PSSA and shall enjoy voting and all other rights as conferred by the Society's Constitution.
- 17.4 The Sector Executive Committee shall have the right to appoint additional or replacement Councillors from time to time and, in particular in the event of the resignation of a Councillor or of his absence, unavailability or inability to represent the Sector on General Council at any time.

## **18. DUTIES AND POWERS OF OFFICERS**

- 18.1 The duties and powers of the Sector Executive Committee and its officers shall be as set out in this Constitution, and in particular:-
- 18.2 **Officers of the Sector**
- 18.2.1 **President:** The Duties of the President of the Sector shall include:  
To preside at meetings of the Sector; to sign the minutes after adoption; to represent the Sector at all public functions and to make, on behalf of the Sector; any public announcements which the Sector or the Sector Executive Committee may deem it necessary to make; to preside at meetings of the Sector Executive Committee; to convene meetings when necessary; to instruct the Executive Director or relevant staff to issue notices of meeting in due time; to initiate and/or direct the activities of the Sector Executive Committee.
- 18.2.2 **Vice-President:** The duties of the Vice-President shall be to deputise and act for the President in the performance of any of the President's duties when the latter is absent or unable to act; and further to perform such duties as the President may delegate to him.
- 18.2.3 **Secretary:** The duties of the Secretary shall be the responsibility of the Executive Director.
- 18.2.4 **Honorary Treasurer:** The duties of the Honorary Treasurer shall be to exercise oversight over the financial affairs, the policy, practice, and reporting on the Sector's finances as required from time to time by the Sector Executive Committee; to present the Sector management accounts and financial statements to the Sector Executive Committee and to present the audited Annual Financial Statements of the Sector and/or summaries or extracts thereof to the Sector Annual General Meeting; and to liaise on financial matters with the Executive Director and the Finance Committee of the Sector.
- 18.2.5 **Executive Officer:**
- 18.2.5.1 There shall be an executive officer appointed by the Sector Executive Committee and upon such terms and conditions and for such a period as is deemed. The title of such position shall be "Executive Director".
- 18.2.5.2 The duties of the Executive Director shall be to perform such duties as are necessary to carry out the functions of the Sector including

the duties of Secretary, liaison with the Honorary Treasurer and such other duties as the Sector Executive Committee may from time to time designate.

- 18.2.5.3 The Executive Director shall perform such functions and activities as may be incidental to or necessary for the attainment of the objects and furtherance of the interests of the Sector, including the appointment and dismissal of such staff as may be necessary for the proper functioning of the Sector, which function shall where appropriate be undertaken in consultation with the President

## 19. FINANCE COMMITTEE

- 19.1 The Sector Executive Committee may appoint a Finance Committee which shall be a sub-committee of the Sector Executive Committee whose members shall, include the Honorary Officers of the Sector *ex officio*; and four members appointed by the Sector Executive Committee.
- 19.2 The Sector Executive Committee may at any time terminate the appointment of a member of the Finance Committee, appointed by the Sector Executive Committee due to the inability, incapacity or disqualification from holding office or failure to attend meetings of the Finance Committee.
- 19.3 The Sector Executive Committee may at any time fill a casual vacancy arising out of Clause 19.2 above or due to the inability, incapacity resignation or disqualification from holding office of a member appointed under Clause 19.1
- 19.4 The Finance Committee may appoint to the Finance Committee not more than two additional individuals, who are not required to be pharmacists, for their special financial, technical or business skills. Such persons shall be appointed for a period as may be determined from time to time by the Finance Committee.
- 19.5 The mandate of the Finance Committee shall be to assume responsibility for the business assets, entities and activities of the Sector with the objective of securing and developing these assets and maximizing their long term return to the Sector. The activities of the Finance Committee shall include but shall not be limited to:-
- 19.5.1 setting up, investing in, directing and controlling companies of the Sector whose activities shall be compatible with the aims and objects of the Sector;
  - 19.5.2 management of the financial portfolios of the Sector with the aim of preserving and growing these for the long term benefit of the Sector by applying principles of risk management and professional investment;
  - 19.5.3 management of the fixed properties and the property portfolio of the Sector;
  - 19.5.4 development of commercial and trading activities of the Sector and its businesses;
  - 19.5.5 seeking to ensure an income stream able to fund the professional activities of the Sector into the future; and
  - 19.5.6 performing such other tasks and functions as may from time to time be assigned by the Sector Executive Committee and delegated to the Finance Committee, including but not limited to such as are referred to in Clause 30.7 or provided for in Clause 4 of this Constitution.

## 20 FILLING OF VACANCIES

- 20.1 Should the President, Vice-President, Honorary Treasurer or a Councillor of General Council of the Society before the expiry of his term of office resign from his office, cease to be a

member of the Society or be deceased, or for any other reason, cease to be qualified to hold such office, or should a Councilor indicate his inability to attend meetings of the General Council of the Society and/or Sector Executive Committee, before the expiry of his term of office, the Sector Executive Committee may appoint a successor to hold office for the un-expired portion of his term of office.

- 20.2 In the event of a vacancy occurring in the Sector Executive Committee that Committee shall have the power to appoint, co-opt or accept another member to fill the vacancy. Refer to Regulation 22.5 of the Sector Constitution.

## **21. SALARIED STAFF**

Full or part-time salaried staff members may be appointed and shall execute all functions delegated to them by the Sector Executive Committee. Such members of staff who may be Ordinary members of the Society shall retain all rights and privileges of membership of the Society except that such individuals shall not seek to hold office in the Sector and shall not carry a vote at any meetings of the Sector.

## **PART 4 – GENERAL MEETINGS OF THE SECTOR**

---

### **22. ANNUAL GENERAL MEETINGS**

The Sector Executive Committee shall, during every calendar year, convene a general meeting of the members giving not less than 30 days written notice, sent to the member's addresses appearing in the Membership Database, such meeting to be held not earlier than six months and not later than 18 months after the previous Annual General Meeting, which meeting shall be known as the Annual General Meeting of the Sector, in order to carry out such business as is set out in this Constitution as well as such other business as may appear on the Agenda of such meeting and in particular the following:

- 22.1 To confirm the minutes of the previous Annual General Meeting and of any Special General Meetings that may have been held during the period under review.
- 22.2 To receive the Report of the Honorary Treasurer of the Sector, and the Audited Financial Statements of the Sector, including the statement of financial position and statement of revenue and expenditure duly audited, for the previous financial year of the Sector.
- 22.3 To receive the Report of the President on behalf of the Sector Executive Committee, covering the activities of the Sector during the period under review.
- 22.4 To receive the report of the Chairman of the Finance Committee if applicable.
- 22.5 To ratify the appointment, by the Sector Executive Committee, of an Auditor who shall be a chartered accountant and whose remuneration shall be fixed by the Sector Executive Committee.
- 22.6 To consider motions to be submitted to the Annual General Meeting of the Society if such as these are available at time of holding the Sector Annual General Meeting. Refer to Regulation 8.3 and Clause 27 of the Sector Constitution.
- 22.7 To consider any other general business.

### **23. SPECIAL GENERAL MEETINGS**

- 23.1 The President or Sector Executive Committee may at any time convene a Special General meeting of the Sector, and in addition shall call a Special General Meeting of the Sector if petitioned to do so by the requisite number of ordinary members of the Sector who are in good standing.
- 23.2 At least fifteen days written notice (including the day for which notice is given) shall be given to ordinary members at the address appearing in the Membership Database, of any Special General Meeting of the Sector, specifying the place, date and hour of meeting and

- in the case of special business, the general nature of that business. Non-receipt of the notice by any member shall not invalidate the proceedings at any Special General Meeting.
- 23.3 When a Special General Meeting is called as a result of a petition from ordinary members, such petition must state clearly the nature of the business proposed for discussion by the Special General Meeting and no other business shall be discussed by such Special General Meeting. Such Special General Meeting shall be called within 21 days of receipt of such petition by the Sector Executive Committee. In the event of a quorum not being present refer to Clause 28 of the Sector Constitution.

## **24. VOTING AT MEETINGS**

- 24.1 Only ordinary members in good standing shall have the right to vote.
- 24.2 In the event of equality of voting the President shall have a second or casting vote; except in cases where the conduct of a member is under investigation when the President shall be entitled to one vote only.
- 24.3 Matters other than those provided for in 24.4 hereof arising at meetings of the Sector, including Sector Executive Committee, Finance Committee and General Meetings shall be decided by a simple majority vote, except as provided for in Clause 30.11.1 and Clause 32.11.3.
- 24.4 Any motion involving alteration, amendment or addition to this Constitution shall be carried by the vote of not less than two-thirds of the members present.
- 24.5 Voting at all meetings shall be by a show of hands unless a ballot or division is demanded by any member entitled to vote.
- 24.6 No proxies shall be permitted at Annual General or Special General Meetings of the Sector.

## **25. CONDUCT OF MEETINGS**

In the absence of the President or Vice-President from any meetings of the Sector, a President shall be elected by the meeting. The proceedings at all meetings shall be regulated by the President whose ruling on all questions and points of order shall be final. Refer to Clause 11 of the Sector Regulations.

## **26. REFERENDUM**

The Sector Executive Committee may at any time and shall on the request of a resolution of a General Meeting of the Sector, conduct a referendum. Refer to Clause 18 of the Sector Regulations.

## **27. MOTIONS / RESOLUTIONS**

- 27.1 Motions submitted by members and/or Sectoral Divisions and/or Local groups for consideration at the Annual General Meeting or Special General Meetings of the Sector, but excluding any motions requiring a change to this Constitution or requiring a referendum, shall be placed on the Agenda for that meeting, provided that a minimum of fifteen (15) days' notice of such motion/s has / have been given to the Sector Executive Director in writing. The President shall allow discussion and voting on motions in respect of which the requisite notice has not been given if 75% of the members present at the meeting agree thereto.
- 27.2 A motion passed by any General Meeting of the Sector for consideration at the Annual General Meeting of the Pharmaceutical Society of South Africa, shall be considered as a mandate in principle given to the councilors of the Sector for that Annual General Meeting.

## 28. QUORUMS

- 28.1 Only Ordinary members in good standing entitled to vote in the Sector shall be counted as part of a quorum.
- 28.2 The quorum for the transaction of business at meetings shall be as follows:-
- 28.2.1 Annual General Meetings of the Sector: 20 Members.
  - 28.2.2 Special General Meetings of the Sector: 30 Members
  - 28.2.3 Sector Executive Committee: one more than 50% of the total elected, appointed and co-opted members of the Sector Executive Committee.
  - 28.2.4 Finance Committee: One more than 50% of the total number of appointed and co-opted members.
- 28.3 If at any meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to a time and date to be decided by the Sector Executive Committee 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 form the quorum.

## 29. AMENDMENTS TO THE CONSTITUTION

- 29.1 No amendments to this Constitution shall be made, excepting at a General Meeting by not less than two-thirds of the members present voting in favour of the change. Notice of motion of such alteration must be sent to the Executive Director in writing at least 60 days before such meeting and shall be circulated to the members at least 30 days before the meeting; provided that the Sector Executive Committee may, by giving at least 30 days' notice to Ordinary members of the Sector, propose to a General Meeting the alteration to any of these clauses.

## PART 5 – MISCELLANEOUS

---

### 30. MISCELLANEOUS

- 30.1 **Financial Year:** the financial year of the Sector shall be from the 1<sup>st</sup> October to the 30<sup>th</sup> September of the following year.
- 30.2 **Indemnification of Sector Officers and Staff:** If any prosecution, action or suit at law be commenced against any members of the Sector Executive Committee or any other servant or agent of the Sector for anything done by them in the proper and reasonable discharge of their duties, such person shall be defended and indemnified by and at the cost of the Sector from all damages, costs and expenses which may be incidental to or result from such prosecution, action or suit of law.
- 30.3 **Amendment of Regulations to this Constitution:** Any Regulation of the Sector Constitution shall remain in force until amended or rescinded by a resolution of an Annual or Special Meeting of the Sector or meeting of the Sector Executive Committee.
- 30.4 **Ex officio Membership of Sub-Committees:** The President, Vice-President and Honorary Treasurer of the Sector shall be ex officio members of all sub-committees, enjoying full participation and voting rights.
- 30.5 **Breaches of this Constitution or Other Laws:** It shall be the duty of each member of the Sector to inform the Sector Executive Committee of any information which may come to his knowledge in regard to contraventions, by any member, of the Constitutions of the Society or of this Sector, or of any Act, Statute or Regulation pertaining to the practice of Pharmacy.
- 30.6 **Sub-division of Sectors:** If, as provided for in Clause 14.1 of the Society's Constitution, a new Sector is formed having jurisdiction in any area up to that time within the jurisdiction of SAAPI Sector, the new Sector shall not be entitled as of right to any of the accumulated funds of the Sector, but the Sector Executive Committee may make an ex-gratia donation at its discretion towards the funds of the new Sector.

- 30.7 **Income, Property and Monies:** All income, property and assets of the Sector, from whatever source derived, shall be under the management and control of the Sector Executive Committee and may be employed in such a manner as the Sector Executive Committee, consistent with the objects of the Sector, may decide. The practical management and administration of Sector funds will be devolved to two responsible units:-
- 30.7.1 Funds allocated to the management and professional affairs of the Sector. Budgets will be approved by the Sector Executive Committee and managed by the Sector Executive Committee and designated responsible staff of the Sector.
- 30.7.2 Funds not required for immediate purposes of the Sector shall be managed by the Sector Executive Committee, and Finance Committee if applicable and designated responsible persons/institutions to maximise growth and security of funds as defined under Powers, Clause 4.9. of the Sector Constitution.
- 30.8 **Awards and Distinctions**
- 30.8.1 Awards and Distinctions may be bestowed by the Sector, on the recommendation of the Sector Executive Committee, on members of the Sector at such dates, venues or functions as may be appropriate.
- 30.8.2 Honorary Life Members of the Sector: Any Ordinary member who has rendered distinguished services to the Sector and who has been substantially responsible for the attainment of its objects may, on the recommendation of the Sector Executive Committee, be elected an Honorary Life Member of SAAPI Sector of the PSSA by a General Meeting of the Sector. He shall continue to enjoy all rights and privileges that he enjoyed as an ordinary member of the Society.
- 30.9 **Attendance at Sector Executive Committee meetings:** Attendance of Sector Executive Committee members at Sector Executive Committee meetings and sub-committee meetings are regulated by clauses 21 of the Sector Regulations and as amended from time to time.
- 30.10 **Dissolution of the Sector**
- 30.10.1 The Sector shall be wound up and dissolved only if a motion proposing the dissolution of the Sector, in respect of which motion not less than 90 days written notice shall have been given to all ordinary members, is adopted as a resolution of the Sector at a quorate Special General Meeting of the Sector at which meeting the said resolution is carried by a majority of at least 75% of the ordinary members present in person and voting. The notice of meeting for such Special General Meeting shall set out the proposed motion of dissolution and the consequences thereof and shall furthermore state clearly the special reasons motivating for the proposed winding up.
- 30.10.2 Should the proposed motion of dissolution of the Sector be carried by the requisite aforesaid majority at the Special General Meeting of the Sector referred to above then such resolution and its associated motivation shall thereafter and within a period of 90 days of the Special General Meeting be put to all the ordinary members of the Sector in a postal referendum which shall be held in order to obtain ratification of such decision.
- 30.10.3 Not less than a 75% majority of all the ordinary members of the Sector shall be required to cast their ballots in favour of the resolution for dissolution in order to obtain ratification of said resolution, failing which the resolution of dissolution adopted at the Special General Meeting and which is the subject of the referendum shall be deemed to have failed and accordingly to have lapsed and to be of no further force and effect. Members will be advised accordingly.
- 30.10.4 Should the result of the referendum be such as to ratify the resolution of dissolution then the members of the Sector and the National Executive Committee of the Society shall be notified accordingly of the resolution of the



Sector that the Sector shall be wound up and dissolved subject to the satisfactory and successful distribution of the assets in dissolution of the Sector as provided for in Clause 30.11 below.

30.10.5 Subject to subsections (3) and (4) of the Income Tax Act (Act 58 of 1962), the Commissioner must approve an entity for the purposes of section 10(1)(d)(iii) or (iv) if—

- a) that entity has submitted to the Commissioner a copy of the constitution or written instrument under which it has been established;
- b) the constitution or written instrument contemplated in paragraph (a) provides

that—

- I the entity must have a committee, board of management or similar governing body consisting of at least three persons, who are not connected persons in relation to each other, to accept the fiduciary responsibility of that entity;
- II no single person may directly or indirectly control the decision-making powers relating to that entity;
- III the entity may not directly or indirectly distribute any of its funds or assets to any person other than in the course of furthering its objectives;
- IV the entity is required to utilise substantially the whole of its funds for the sole or principal object for which it has been established;
- V no member may directly or indirectly have any personal or private interest in that entity;
- VI substantially the whole of the activities of the entity must be directed to the furtherance of its sole or principal object and not for the specific benefit of an individual member or minority group;
- VII the entity may not have a share or other interest in any business, profession or occupation which is carried on by its members;
- VIII the entity must not pay to any employee, office bearer, member or other person any remuneration, as defined in the Fourth Schedule, which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered;
- IX substantially the whole of the entity's funding must be derived from its annual or other long-term members or from an appropriation by the government of the Republic in the national, provincial or local sphere;
- X the entity must as part of its dissolution transfer its assets to—
  - aa) another entity approved by the Commissioner in terms of this section;
  - bb) a public benefit organisation approved in terms of section 30;
  - cc) an institution, board or body which is exempt from tax under section 10(1)(cA)(i); or
  - dd) the government of the Republic in the national, provincial or local sphere;
- XI the persons contemplated in paragraph (b)(i) will submit any amendment of the constitution or written instrument of the entity to the Commissioner within 30 days of its amendment;
- XII the entity will comply with such reporting requirements as may be determined by the Commissioner from time to time; and

- XIII the entity is not knowingly and will not knowingly become a party to, and does not knowingly and will not knowingly permit itself to be used as part of, an impermissible avoidance arrangement contemplated in Part IIA of Chapter III, or a transaction, operation or scheme contemplated in section 103(5).

**30.11 Distribution of Assets**

If the Sector is to be wound up and dissolved or is to be liquidated as a result of the completion of all the steps and procedures set out in Clause 30.10 above having been complied with and successfully completed, including adoption by a Special General Meeting of a resolution of dissolution and ratification of the same through the successful conduct of a postal referendum of the ordinary members of the Sector, then all of the assets of the Sector remaining after the satisfaction of its liabilities shall be given or transferred to one or more qualifying entities, the same being one (or more than one) other company, trust, society or formal association with, inter alia, members and objects materially similar to those of the Sector (“a qualifying entity”).

30.11.1 The assets of the Sector remaining after the satisfaction of its liabilities shall be given or transferred to some other qualifying entity or entities only if a proposal as to how and to whom to disburse, transfer and/or distribute the surplus assets or any parts thereof is formulated as a motion proposing the quanta, the manner, and the details of the distribution of assets in dissolution, which motion shall be put to the ordinary membership of the Sector and decided upon by ordinary members attending a quorate Special General Meeting held for this purpose and at which meeting the said proposed motion, in respect of which not less than 90 days written notice shall have been given to all ordinary members, is carried and thereby adopted as a resolution by a majority of at least 75% of the ordinary members present in person and voting.

30.11.2 The notice of meeting for such Special General Meeting shall set out the proposed motion of distribution of assets in dissolution and the consequences thereof, and shall furthermore state clearly and in detail the special reasons and motivation for the proposed distribution of assets and for the selection of each and every proposed qualifying entity.

30.11.3 Should the proposed motion of distribution of assets in dissolution of the Sector be carried and thereby be adopted as a resolution by the requisite aforesaid majority at the Special General Meeting of the Sector referred to above in this Clause 30.11 then such resolution and motivation shall thereafter and within a period of 90 days of the Special General Meeting be put to all the ordinary members of the Sector in a postal referendum which shall be held in order to obtain ratification of such decision.

30 11.4 Not less than a 75% majority of all the ordinary members of the Sector shall be required to cast their ballots in favour of the resolution of distribution of assets in dissolution in order to obtain ratification of said resolution, failing which the aforesaid resolution of distribution of assets in dissolution adopted at the Special General Meeting and which was the subject of the referendum shall be deemed to have failed and accordingly to have lapsed and to be of no further force and effect. Members will be advised accordingly.

30.11.5 Should the result of the referendum be such as to ratify the resolution of distribution of assets in dissolution then the members of the Sector and the National Executive Committee of the Society shall be notified accordingly of the intended distribution of assets in dissolution of the Sector.

# SECTOR REGULATIONS



SAAPI

---

**Regulations relating to the Constitution of the SAAPI Sector of the  
Pharmaceutical Society of South Africa**

---

# INDEX

<b>Clause</b>	<b>Subject</b>	<b>Page</b>
1	Address	19
2	Official Version	20
3	Membership	20
4	Subscriptions	20
5	Composition of the Sector	20
6	Objects	20
7	Powers of the Sector and its Management	20
8	Annual General Meetings - Responsibilities and arrangements	21
9	Special General Meetings – Responsibilities and arrangements	22
10	Sector Councillors - Responsibilities	22
11	Standing Rules of Procedure for Meetings of the Sector	23
12	Document Distribution	24
13	Public Statements	24
14	Representation of the Sector	24
15	Re-imbusement of expenses	25
16	Establishment of Sub-Committees	25
17	Discipline	25
18	Referendums	25
19	Awards and Distinctions	25
20	Bodies in Terms of Clause 4.11 of the Sector Constitution	26
21	Attendance at Meetings	26
22	Election of Sector Executive Committee	26
23	Appointment of Finance Committee	27
	Annexure 1	28
	Annexure 2	30
	Annexure 3	31

## **1 Address**

The registered address of the SAAPI Sector of the Pharmaceutical Society of South Africa is:

### **Physical**

435 Flinders Lane  
Lynnwood  
Pretoria

### **Postal**

P O Box 75769  
Lynnwood Ridge  
0040

## **2 Official Version of the Sector Constitution**

The Constitution and Regulations of the Sector may be translated into any official language, but in the event of any inconsistency, conflict or dispute the English version of the Constitution and Regulations shall prevail.

## **3 Membership**

- 3.1 Application for membership of the Society and the SAAPI Association shall be governed by the Society's Regulation Clause 2. Refer to Sector Constitution Clause 5.
- 3.1 Placing of Members in Sectors and Sector Members shall be allocated to the SAAPI Sector as set forth in Section 13.2 of the Society's Constitution. Members shall be entitled to select a principal Sectoral Division as set forth in Section 13.3 of the Society's Constitution.
- 3.2 Notification of Membership changes: It shall be the duty of every member of the Sector to notify the Sector or the Membership Department of the Society of any change in his address and contact details. Refer to Clause 7.2 of the Sector Constitution.
- 3.3 Members of the SAAPI Sector are expected to exercise their rights and privileges as specified in Clause 7 of the Society's Constitution and in accordance with Clause 6 of the Sector Constitution.
- 3.4 It is essential that every member should understand the process of decision making of the Society and to recognise that he has a responsibility to his colleagues, his profession and the Society to abide by these decisions. Membership of the Society involves recognition and acceptance of a mutual responsibility and commitment between the Society and the pharmacist in his individual right. Refer Clause 11.3.2 of the Society's Regulations.
- 3.5 Members utilising Sector facilities shall comply with any terms and conditions applicable thereto. Such terms and conditions shall be set out in Standard Operating Procedures and are available on application from the Sector Office. Refer to Sector Constitution Clause 6.1.5.

## **4 Subscriptions**

- 4.1 All membership renewals shall be due and payable to the Society on 1 October of each year for a 12 month period. Refer to Clause 3.2 of the Society's Regulations.
- 4.2 The Sector Executive Committee may at its discretion impose a levy on its members but not more than once per annum. Refer Sector Constitution Clause 8 and Clause 4.20
- 4.3 The Senior Executive Committee may at its discretion impose a subscription for Affiliate Members. This subscription will be reviewed annually..

## **5 Composition of the Sector**

- 5.1 The Sector may be subdivided into Local Groups as defined in Clauses 11 and 12 of the Sector Constitution.
- 5.2 Such Local Groups shall be subject to the Sector jurisdiction and direction.

## **6 Objects**

The objects of the Sector shall be as set out in Clause 3 of the Sector Constitution.

## **7 Powers of the Sector and its Management**

- 7.1 In the evaluation of any bills, laws, ordinances, proclamations, pronouncements or enactments by any authority or entity, the Sector Executive Committee or the Sector President where necessary may consult an expert, call upon or appoint members of the

- Sector Executive Committee to address the relevant issue/s and to submit their findings or recommendations to the Sector Executive Committee within an agreed time period. Refer Clause 4.1 of the Sector Constitution.
- 7.2 The Sector Office is mandated to distribute and disseminate information by any appropriate means including electronic methods on behalf of the Sector Executive Committee and /or its sub-committees. Refer Clause 4.2 of the Sector Constitution.
  - 7.3 Raising or borrowing money shall be undertaken on the recommendation of the Finance Committee. Refer Clause 4.6 of the Sector Constitution.
  - 7.4 Securing the payment of monies or any other obligation as described in Clause 4.7 of the Sector Constitution shall be under the guidance of the Sector Business Committee.
  - 7.5 Investment of funds and in securities as described in Clause 4.9 of the Sector Constitution shall be undertaken as determined by the Sector Executive Committee or Finance committee from time to time. This will be done within the limits of authority granted by the Sector Executive Committee as amended from time to time.
  - 7.6 The entry into indemnities, guarantees and suretyships as described in Clause 4.10 of the Sector Constitution shall be undertaken by the Sector Executive Committee or Finance (if applicable) Committee, within the limits of authority granted by the Sector Executive Committee as amended from time to time.
  - 7.7 Any establishment, management, and support of associations, institutions, foundations, funds including trust funds as described in Clause 4.11 of the Sector Constitution shall be undertaken by the Finance Committee, within the limits of authority granted by the Sector Executive Committee as amended from time to time.
  - 7.8 The acquisition, hiring or leasing of moveable or immovable property as described in Clause 4.12 of the Sector Constitution shall be undertaken under the guidance of the Sector Executive Committee.
  - 7.9 Market surveys, opinion polls or other similar activity as described in Clause 4.13 of the Sector Constitution shall be undertaken by or with the guidance of the Sector Office, within the limits assigned to it by the Sector Executive Committee.
  - 7.10 The establishment, administration or contribution towards scholarships, bursaries, or grants-in-aid as described in Clause 4.14 of the Sector Constitution shall be reviewed by the Sector Executive Committee annually.
  - 7.11 The Executive Director shall undertake the employment and enter into agreements regulating conditions of service of employees annually or when necessary,
  - 7.12 In the event that, in addressing disciplinary and professional behavior issues of members by the Sector Executive Committee, any formal action is required, the Sector Executive Committee shall refer the matter to the Society's Disciplinary Committee. Refer to Clause 4.19 of the Sector Constitution.

## **8 Annual General Meetings –Responsibilities and Arrangements**

- 8.1 The Sector shall during every calendar year convene a Sector Annual General Meeting within the time frames stipulated in the Sector Constitution Clause 22.
- 8.2 The Sector Executive Committee shall, subject to any provision of the Sector Constitution Clause 22, be the final arbiter of the date, time, venue and format of the Annual General Meeting.
- 8.3 In the event that motions are not available in time for submission to the Annual General Meeting of the Sector, arrangements may be made to discuss these at a meeting of the Sector Executive Committee at a convenient date and time for submission to the Society for consideration by the Society's AGM. Refer Clause 22.7 of the Sector Constitution.

- 8.4 The Sector AGM shall deal with reports submitted by the Sector Executive Committee on the activities of the Sector and on the revenue and expenditure of the Sector as described in Clause 22 of the Sector Constitution.
- 8.5 To consider any other business which in accordance with this Constitution or in terms of its Regulations it is empowered to do.
- 8.6 Only paid up Ordinary Members may vote at an Annual General Meeting. Reference to such requirement to be printed on meeting Agendas.
- 8.8 No Proxy votes will be accepted at Annual General Meetings.

## **9 Special General meetings**

- 9.1 The Sector may at any time convene a Special General Meeting, if petitioned to do so by not less than 10% of Ordinary Members of the Sector and conducted within the time frames stipulated. Refer Sector Constitution Clause 23.
- 9.2 Only paid up Ordinary Members may vote at a Special General Meeting. Reference to such requirement to be printed on meeting Agendas.
- 9.3 No Proxy votes will be accepted at Special General Meetings.

## **10 Sector Councillor's Responsibilities**

- 10.1 Members elected or appointed as Councillors of the Sector shall be Ordinary members in good standing who have indicated their acceptance of such office and their ability to attend the meetings of the General Council. Refer to Clause 17 of the Sector Constitution.
- 10.2 Councillors of the Sector shall be appointed annually and shall undertake responsibilities as set out by the Sector Executive Committee following the Committee's first meeting after the AGM.
- 10.3 As a representative of the Sector, a Councillor shall at all times take an active interest in all activities of the Sector and of the Society as a whole, as described in Clause 8.1 of the Society's Regulations.
- 10.4 To this end he will attend relevant and appropriate meetings of the Sector and study all documentation he receives as required in Clause 8.2 of the Society's Regulations and Clause 6.2.3, 6.2.4 & 6.2.5 of the Sector Constitution.
- 10.5 A Councillor who, for good reason, is unable to attend an Annual General Meeting or any other meeting of the General Council of the Society shall immediately inform the Executive Director of the Sector who will inform the Sector Executive Committee which may then proceed to appoint a substitute for the meeting in question and accordingly advise the Society, as described in Clause 8.3 of the Society's Regulations.
- 10.6 Where a substitute is appointed the Councillor concerned shall put his substitute in possession of all his documentation relevant to the meeting in question and at such meeting the substitute shall exercise all the rights of the Councillor for whom he is substituting as described in Clause 8.4 of the Society's Constitution.
- 10.7 A Councillor who may no longer be in a position to continue as a Councillor shall inform the Executive Director of the Sector accordingly and the Sector Executive Committee may appoint a substitute for the remainder of the term of office of such Councillor as described in Clause 8.5 of the Society's Constitution.
- 10.8 The Executive Director shall advise the Executive Director of the Society accordingly of the substitution of a Councillor. Refer to Clause 8.5 of the Society's Constitution.
- 10.9 Councillors shall be elected by the Sector Executive Committee in accordance with the provisions of the Constitution of the SAAPI Sector. Refer to Clause 8.6 of the Society's Constitution.
- 10.10 A Councillor who is unable to attend an ordinary, Special General or Annual General Meeting of the General Council, and for whom his Sector has not nominated a substitute, may nominate and empower by proxy any other Councillor of his Sector attending such meeting to vote on his behalf in respect of any or all motions of which due notice has been given.

Such proxy shall not bind the nominated Councillor to exercise the vote or direct that such vote be “for” or “against” any motion or amendment thereto.

10.11 The holder of a proxy shall tender to the President of the meeting no later than half an hour prior to the notified time of the commencement of the meeting the proxy which he holds. Refer to Society Regulation 8.9

10.12 Only a proxy duly completed and attested in the form set out as Annexure 3 shall be recognised by the President of the meeting.

## **11. Standing Rules of Procedure for Sector Meetings**

*(Refer also to the Standard Operating Procedures of the Sector)*

### **11.1 The Chair**

11.1.1 The President of the Sector shall take the Chair and declare the meeting opened for business.

11.1.2 If the Committee members are informed by the Executive Director that the President is absent then the Vice-President shall take the Chair during such absence.

11.1.3 In the absence of both the President and Vice-President a chairman shall be elected by the meeting.

11.1.4 Members of all committees of the Sector shall declare a conflict of interest to the Chair at every meeting, and in good time, if they believe that a conflict may arise during the course of discussion at that meeting. Reference to such requirement to appear on all meeting Agendas.

### **11.2 Quorum**

11.2.1 The Quorum for Annual General Meetings of the Sector shall be 20 members and Special General Meetings of the Sector shall be 30 members. Refer to Clause 28.2.1. of the Sector Constitution.

11.2.2 Sector Executive Committee: one more than 50 % than the total elected, appointed and co-opted members of the Sector Executive Committee. Refer to Clause 28.2.3 of the Sector Constitution.

11.2.3 Finance Committee: One more than 50% of the total number, appointed members. Refer to Clause 30.2.4 of the Sector Constitution.

11.2.4 Should it be pointed out to the Chair at any of the meetings described in Clauses 11.2.1, 11.2.2 and 11.2.3 above, that a quorum is not present the following procedure shall apply:

11.2.5 If, within thirty minutes of the time appointed for the commencement or resumption of a meeting, a quorum is not present, the meeting shall stand adjourned to a time and date to be decided by the Sector Executive Committee in the case of an Annual General Meeting or a Special General Meeting.

11.2.6 If, within thirty minutes of the time appointed for the commencement or resumption of a Sector Executive Committee meeting, or a Finance Committee meeting, a quorum is not present, the meeting shall stand adjourned to a time and date to be decided by the Chairman of the relevant Committee.

### **11.3 Meeting Agendas**

11.3.1 The Agenda for any meeting of the Sector shall be drawn up by the Executive Director in consultation with the Chairman of the relevant Committee. During the course of the meeting the Chairman shall regulate sittings and adjournments subject to any motion of procedure which the Committee may adopt.

11.3.2 Only paid up Ordinary members may vote at a Sector meeting. Reference to such requirement to be printed on meeting Agendas.



## **12 Document Distribution**

- 12.1 The Sector Executive Committee shall from time to time determine the most practical and effective method of distribution of documentation relevant to the activities of the Sector Executive Committee to ensure that Committee members, as well as Sector Councillors are informed and in a position to take a meaningful part in decision making both at Sector or Sector level and at meetings of the Sector or Sector.
- 12.2 The Sector Executive Committee shall at all times retain the right to place an embargo, whether of a temporary or permanent nature, upon the circulation or disclosure of any document where, in its opinion, its circulation at that time, or in the future, could be prejudicial to the interests of the Sector, Society or the Profession.

## **13 Public Statements**

- 13.1 The chief spokesperson for the Sector shall be the President as described in Clause 13.1 of the Regulations of the Society's Constitution.
- 13.2 The Sector President, before making public statements or presentations shall consult with the President and/or Executive Director of the Society. Refer Clause 13.4 of the Regulations to the Society's Constitution.
- 13.3 Members may not enter into public argument in the Press, over Radio, TV or Social Media to make statements through these media unless authorized by the President or Executive Director to do so. Any invitation by the Press or anyone else to do so should be referred to the President or the Executive Director.
- 13.4 All public statements should be made in accordance with the policies and position statements of the Society. If in doubt, the spokesperson shall consult with the Executive Director/President before making a public statement.

## **14 Representation of the Society**

- 14.1 When making representation at a local or regional level, any delegation of the Society shall include at least the SAAPI Sector President and the Executive Director of the Sector.

## **15 Reimbursement of Expenses**

- 15.1 The SAAPI Sector shall be responsible for all costs relevant to the holding of meetings of the Sector Executive Committee, its sub-committees including the AGM and Special General Meetings.
- 15.2 Such costs shall include all costs incidental to holding the meeting such as venue and equipment hire, meals and refreshments, etc. authorized by the Sector Office and subject to budget limitations.
- 15.3 Personal expenses shall include travel (own car) and economical airfare, hotel accommodation, reasonable claims for meals, car hire as well as any out of pocket expenses and incidental costs as specified in Annexure 2 (Claim Form) of the Sector Regulations and as amended from time to time by the Sector Executive Committee.
- 15.4 The Sector Executive Committee may, in its sole discretion reimburse the expenses incurred by anybody authorized to attend to the business of the Sector, including attendance of meetings, conferences, seminars or any occasion at which their presence is required. Such reimbursement will be made in accordance with 15.3 above.
- 15.5 The Sector Executive Committee may grant financial assistance to Sub-Committees or Local Groups for the holding of meetings. Refer to Standard Operating Procedures of the Sector

15.6 Reimbursement claims for personal expenses are to be submitted in the format as attached in Annexure 2

## **16 Establishment of Sub-Committees**

16.1 The control and management of the affairs and interests of the Sector shall be vested in the Sector Executive Committee which may appoint sub-committees at its discretion as contemplated in Clause 15.2.5 of the Sector Constitution.

16.2 The Finance Committee shall undertake duties and be elected and appointed as described in Clause 19 of the Sector Constitution.

16.5 No member shall be eligible for election to any committee or office if he is in arrears with any subscription fee or levy as at date of nomination.

## **17 Discipline**

17.1 In terms of Clause 4.19 of the Sector Constitution, in the event that any formal disciplinary action is considered necessary by the Sector Executive Committee, the matter should be referred to the National Executive Committee of the Society for further investigation by the Investigating Sub-Committee as described in Clause 17.1 of the Regulations to the Society's Constitution

## **18 Referendum**

18.1 The Sector Executive Committee may at any time or shall on a resolution of an Annual General Meeting or Special General Meeting of the Sector conduct a referendum as envisaged in Clause 26 of the Sector Constitution.

18.2 Where a referendum is determined in accordance with the provisions of Clause 26 of the Sector Constitution, the Sector Executive Committee shall:

18.2.1 Determine whether the referendum is to be conducted via postal means or electronically.

18.2.2 In either case, a document shall be prepared setting forth clearly the subject matter and reason for which the referendum is to be taken and embodying a clear YES or NO response by the parties to which the referendum is addressed.

18.2.3 The recipient of a posted referendum document shall complete the form as directed and place and seal it in an envelope supplied by the Sector addressed to "Referendum" and the address to which the document is to be posted.

18.2.4 The referendum document shall include a date on which the referendum closes which shall not be less than 30 days after the date of posting to the recipient.

18.2.5 The Sector Executive Committee shall appoint at least two scrutineers one of whom shall be the Sector President or his nominee and the other the Executive Director of the Sector, who shall within 48 hours of the expiry of the closure date open all "Referendum" envelopes, record the result and append their signatures thereto.

18.2.6 The recipient of an auditable electronic referendum document shall complete the form as directed and direct the response to the specified electronic address of the scrutineers of the Sector.

18.2.7 The result of the referendum shall be communicated to the parties participating therein by personal communication, by electronic means and or in the Sector newsletter.

18.2.8 Only one response per participant in the referendum shall be allowed.

## **19 Awards and Distinctions**

- 19.1 Nominations for Awards and Distinctions to be bestowed by the Society shall be forwarded to the Executive Director of the Society according to the Regulation 20 *et al* of the Society.
- 19.2 Nominations for Awards and Distinctions to be bestowed by the Sector shall be forwarded to the Executive Director of the Sector for tabling at the following Sector Executive Committee meeting.
- 19.3 The Sector Executive Committee shall act as/may appoint a the Awards and Distinctions Committee.
- 19.4 All nominations for awards and distinctions shall be made by a Sector Executive Committee member and seconded by a Sector Executive Committee member.
- 19.5 Once the Sector Executive Committee has evaluated the nomination and support has been obtained from the Committee the intended recipient shall be informed of the intention to confer the award or distinction on him at an appropriate time and venue.
- 19.6 All Awards and Distinctions made by the Sector Executive Committee shall be recorded appropriately in a suitably bound book.
- 19.7 With effect from the 28<sup>th</sup> of September 1999, no new Honorary Life Members of the Sector Executive Committee may be elected. Refer Clause 32.9.3 of the Sector Constitution. Existing Honorary Life Members of the Sector Executive Committee shall continue to enjoy the full membership rights and privileges.

## **20 Bodies in terms of Clause 4.11 of the Sector Constitution**

- 20.1 In the event that the Sector should plan to establish or be involved in any one or more of the activities described in Clause 4.11 of the Sector Constitution the Sector Executive Committee shall seek guidance from the Sector Business Committee.

## **21 Attendance at Sector Executive Committee Meetings**

- 21.1 A member of the Sector Executive Committee who is unable to attend a particular meeting of the Sector Executive Committee, may nominate and empower by proxy, any other member of the Sector Executive Committee attending such meeting to vote on his behalf in respect of any matter at that particular meeting.
- 21.2 The holder of a proxy shall tender to the President of the meeting no later than half an hour prior to the notified time of the commencement of the meeting the proxy which he holds.
- 21.3 Only a proxy duly completed and attested in the form set out as Annexure 3 shall be recognized by the Chairman of the meeting.
- 21.4 In the event of an appointee to the Sector Executive Committee by a Sector being unable to attend a particular meeting of the Sector Executive Committee, the relevant Sector may nominate a substitute to attend the meeting in his stead. Such nomination must reach the Sector Manager timeously in order for a formal invitation to attend the meeting to be extended to the nominee by the President of the Sector.
- 21.5 A substitute attendee as specified in Clause 21.4 above may only participate in any discussion of the meeting with the permission of the President and may not exercise a vote. Should a vote be required, only the nominated holder of the proxy as specified in Clause 21.1 above may exercise the vote on behalf of the absentee Sector Executive Committee member in question.

## **22 Election of Sector Executive Committee**

- 22.1 Not more than sixty days before the date fixed for the Annual General Meeting of the Sector, the Executive Director shall invite nominations via electronic means (either SMS or e-mail)

for members of the Sector Executive Committee for the ensuing year. Nominations must be sent to the Returning Officer appointed by the Sector Executive Committee.  
Refer to Clause 14 of the Sector Constitution.

- 22.2 Any nominations not in compliance with this Constitution shall be rejected.
- 22.3 Should the number of nominations received be less than the number of members required, the Sector Executive Committee shall make such further appointments as it may think advisable at its first subsequent meeting.
- 22.4 Should the number of nominations received exceed the number required, the Committee shall declare a poll to be necessary and shall thereupon appoint returning officers / scrutineers. These nominations shall be sent via electronic means (SMS or e-mail) to all members of the Sector at least 30 days before the date set for the Sector Annual General Meeting. The Sector Executive Committee shall fix a time for the closing of the poll which shall be not less than 21 days before the time fixed for the Annual General Meeting.
- 22.5 The secret ballot shall be conducted as follows:
  - 22.5.1 At least 30 days before the date set for the AGM the names of the accepted nominees shall be sent to the members via electronic means (SMS or e-mail).
  - 22.5.2 Members will be required to submit their votes via the same electronic means (SMS or e-mail) within five working days (excl. weekends and public holidays) of the original message being sent.
  - 22.5.3 The Returning Officer/s shall independently check the recorded votes.
  - 22.5.4 The Returning Officer/s, on being satisfied that the number of votes recorded is correct, shall declare the result of the election.
  - 22.5.5 In the event of the number of votes recorded for any two or more candidates being found to be equal and thereby affecting the result of the election, the Returning Officer shall immediately determine the election by lot in the presence of the second Returning Officer.
  - 22.5.6 The final outcome of the voting shall be kept in safe custody for a period of three months.
- 22.6 Filling of Vacancies – Under ordinary circumstances the person with the next highest votes in the election process shall be the person selected.

### **23 Appointment of Finance Committee**

- 23.1 The Sector Executive Committee may appoint a Finance Committee whose members shall be appointed for a one year term of office.
- 23.2 A member of the Sector Finance Committee appointed in terms of Clause 19.1 shall not serve for more than a total of 3 years.
- 23.3 The two additional individuals referred to in Clause 19.4 of this Constitution shall be appointed for their special financial, technical or business skills and they are not required to be pharmacists. Such persons shall be appointed for a period as may be determined from time to time by the Sector Finance Committee, but the period served as an appointee under this Clause 23 shall not exceed 5 years in the aggregate.
- 23.4 At any time prior to the appointment of members to the Finance Committee, prospective appointees may be invited to submit a short resume on their appropriate experience/business skills.

## **Annexure I**

### **RULES OF DEBATE**

1. A member desiring to speak shall identify himself and indicate his intention and address himself to the Chair.
2. A member wishing to speak and indicated such shall be called upon by the Chair, and if more than one member speaks at the same time the member who is called by the Chair shall be entitled to speak first.
3. The Chair may rule how often a member may speak on a question or in debate and may rule as to the time permitted to any speaker.
4. Whenever the Chair rises during a debate any member then speaking or offering to speak shall sit down and all present shall be silent so that the Chair may be heard without interruption.
5. A member may speak on:
  - 5.1 *The question before the meeting; or*
  - 5.2 *Upon any amendment proposed thereto; or*
  - 5.3 *Upon a question or amendment to be proposed by himself; or*
  - 5.4 *Upon a question or procedure; or*
  - 5.5 *Upon a question of order arising out of the debate; or*
  - 5.6 *To move closure; not otherwise.*
6. By the indulgence of the meeting, a member may explain matters of a personal nature although there be no question before the meeting, but such matters may not be debated and he must confine himself strictly to the vindication of his own conduct.
7. In asking any question, no argument or opinion shall be offered, and in answering any question a member shall not be entitled to debate the matter to which it refers.
8. The Chair, after calling the attention of the meeting to the conduct of a member who persists in irrelevance or tedious repetition of either his own arguments or of the arguments used by other member in debate, may direct him to discontinue his address.
9. A member may not:
  - 9.1 *Interrupt another member whilst speaking except:*
  - 9.2 *To request that his words be taken down;*
  - 9.3 *To call attention to a point of order or privilege suddenly arising;*
  - 9.4 *To call attention to "no quorum"*
  - 9.5 *Refer to the Head of State or the Chair with disrespect in debate, or use offensive, insulting, libelous or unbecoming language in reference to any other member or any subject under discussion.*
10. Any member having used objectionable words and not explaining or retracting them, or not offering any apology for the use thereof to the satisfaction of the meeting, shall be censured or otherwise dealt with as the meeting may deem fit; and any member called to order shall sit down unless permitted by the Chair to explain his conduct.
11. A member who has moved or seconded a motion without speaking to it may address the meeting on the subject of such motion at any subsequent period in the debate.
12. A reply shall be allowed to a member who has moved a substantive motion or who has moved an order of the day. Such reply closes the debate and no new matter may be introduced in support of the proposition. No reply, however, is allowed to any member who has moved a motion of procedure or any amendment. The mover of a substantive motion shall have the right to speak on each amendment thereto which may be before the meeting.
13. Every member present and wishing to speak shall have the opportunity of doing so before the reply is made, except where the meeting, on the motion of any member, resolves that a vote be taken without further discussion, in which event the mover shall reply forthwith subject to the provisions under 12 above.
14. Amendments of Motions. An amendment may take the form of;
  - 14.1 An added word or words either by insertion or affixation.

- 14.2 Omission of a word or words.
- 14.3 Substitution of a word or words.
- 14.4 However, an amendment may not be the direct negative of the motion that it seeks to amend.
- 14.5 Only one amendment may be taken at a time.
- 14.6 If an amendment is carried then it replaces the original motion thus becoming the substantive motion.
- 14.7 If it is defeated, however, the original motion becomes the substantive motion and may be subject to further amendment.
- 14.8 The mover of an original motion may not move an amendment thereto, but may accept any proper amendment as part of or in substitution of the original motion.
- 14.9 An amendment to an amendment may not be moved, but may be suggested to the mover of an amendment who may vary his amendment with the consent of the meeting.

#### **VOTING**

1. All voting at meetings, except when Honorary Officers are elected, or when a division or ballot is called for by any member, shall be by show of hands and the count shall be conducted by the Chair and/or the Executive Director who may invite other person/s, not being members entitled to vote, to assist in such counting.
2. Every member present in the meeting when a division is held shall be required to vote in accordance with the full voting power vested in him in the Constitution.
3. After the Chair shall have declared the result of the putting of any question, a member may demand a division of the meeting upon that question, whereupon a division shall take place without further debate.

#### **GENERAL CONDUCT**

1. Order shall be maintained in all meetings by the Chair.
2. The Chair shall order a member whose conduct is grossly disorderly to withdraw immediately and a member ordered to withdraw shall do so forthwith and for the remainder of that meeting.
3. A member desiring to leave the meeting while it is in session shall first engage the attention of the Chair and make due sign of his intention to leave the meeting.  
A member while present at the meeting shall not converse aloud and shall not during a debate read any book, newspaper or document except in connection with the business of such debate or the affairs of the meeting

**Annexure 2**



SAAPI

**The Pharmaceutical Society of SA – SAAPI  
CLAIM FORM**



In favour of: \_\_\_\_\_

Postal Address: \_\_\_\_\_ Code: \_\_\_\_\_

Date of Claim: \_\_\_\_/\_\_\_\_/\_\_\_\_

Nature of Meeting/s: \_\_\_\_\_

Date/s of Meeting/s: \_\_\_\_\_

**REFUND CLAIMED:**

1. Locum (at prevailing local tariff)

**TOTAL**

Name of Locum : \_\_\_\_\_

Number of Days : \_\_\_\_\_

Daily tariff : \_\_\_\_\_

R \_\_\_\_\_

2. Travel expenses: Motor: @ R / km.

Number of kms: \_\_\_\_\_ R \_\_\_\_\_

Other (Specify) \_\_\_\_\_ R \_\_\_\_\_

3 Other expenses: [see note (b)]

\_\_\_\_\_ R \_\_\_\_\_

\_\_\_\_\_ R \_\_\_\_\_

**CLAIMANT:** \_\_\_\_\_ **TOTAL CLAIM R** \_\_\_\_\_  
[Name in full]

**SIGNATURE:** \_\_\_\_\_ **APPROVED:** \_\_\_\_\_

**Payment:**

Cheque (to be posted) [ ] Bank Transfer [ ] (complete Bank a/c details below)

Bank : \_\_\_\_\_ Sector code : \_\_\_\_\_

Account Number : \_\_\_\_\_ Account Name : \_\_\_\_\_

- NOTES:**
- (a) Where more than one meeting is attended on the same day, please state nature of meeting/s.
  - (b) "Other expenses" – All supporting documentation must be attached to your claim.

**Annexure 3**



**FORM OF PROXY**



For use at the meeting of the \_\_\_\_\_ of the PSSA SAAPI Sector to be held on \_\_\_\_\_ at 52 Glenhove Road, Melrose Estate, Johannesburg.

To the Chairman of the Meeting;

I, \_\_\_\_\_ of \_\_\_\_\_ Johannesburg, being a member of the \_\_\_\_\_ and duly entitled to vote at the Meeting, hereby appoint;

1. \_\_\_\_\_ or failing which, 2. \_\_\_\_\_

as my proxy to attend, speak and vote for me at the Meeting, which is *inter alia* being held for the purpose of considering, approving and adopting with or without modification motions/proposals tabled, and at every adjournment of such Meeting.

My proxy may vote for or against any of such motions (or any amendment thereto) or may abstain from voting as he or she in their sole discretion deems fit.

Signed at Johannesburg on \_\_\_\_\_ 20\_\_\_\_\_

\_\_\_\_\_  
Signature