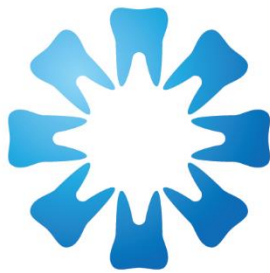




**ASSOCIATION
RULES**

JUNE 2021



SADA

The South African Dental
Association (**SADA**) NPC

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GLOSSARY

“Act”	The South African Companies Act, 71 of 2008, as amended, and the Regulations enacted by the Department of Trade and Industry from time to time, in terms of the Act. Words and expressions in these Rules shall have the same meaning as in the Act, unless the context clearly indicates the contrary.
“Affiliate”	An Association, Society or Group of dentists that has been created independently of SADA and does not constitute a “Specialist Society” as defined herein. Groups can be affiliated to SADA through guidelines and a specific process as from time to time determined by the SADA Board and its Committees.
“Association or SADA”	means the South African Dental Association (SADA), a Non-Profit Company (NPC) with members regulated by the Act, with registration number 1935/007092/08. In these rules “SADA” and “Association” are used interchangeably.
“Annual General Meeting”	the meeting of members of the Association duly called once every calendar year and any adjournment thereof.
“Board”	the Board of Directors of the Association for the time being of the Association and elected or appointed in terms of the MOI.
“Branch”	a duly constituted Branch of the Association, comprising a grouping of members in a geographical area created in terms of a decision of the Board.
“Branch Committee”	Elected by the members of a Branch in terms of the Branch Rules of Operation.
“Branch Rules of Operation”	Standard body of rules and regulations applicable to all SADA Branches as per the template contained these Rules, compiled for purposes of operational branch management.
“CEO”	the Chief Executive Officer of the Association appointed for the time being as the Executive Director of the Association, or any person authorised or appointed by the Board to act in the place of the Chief Executive Officer.
“Chairperson”	SADA non-executive director elected as Chairperson of the Association by the Board, as described in the MOI and these Rules.
“Director”	a member of the Board of the Association.
“Electronic Communication”	has the same meaning as set out in the Electronic Communications and Transactions Act 25 of 2002.
“Executive Director”	a Director involved in the day to day management of the Association and/or being in the full-time salaried employment of the Association as the CEO.
“Ex Officio Director”	a person who holds office as a Director of the Association solely as a consequence

<p>“Financial Statements”</p>	<p>of that person holding some other office, title, designation or similar status specified in the Association’s MOI.</p>
<p>“General Meeting”</p>	<p>the annual financial statements of the Association.</p>
<p>“General Meeting”</p>	<p>any ordinary or special General Meetings of Members (i.e. any meeting other than the annual general meeting).</p>
<p>“General Voting Rights”</p>	<p>voting rights that can be exercised generally at an Annual General Meetings and General Meetings of the Association.</p>
<p>“Independent Director”</p>	<p>a Director who is not a representative of a Member, does not have the ability to control or significantly influence management, does not have a direct or indirect interest in the Association, is not employed by or a professional advisor to the Association and whose remuneration is not contingent upon the performance of the Association. Independent director who is a non-executive director who is independent in fact and in the perception of a reasonably informed outsider.</p>
<p>“Journal”</p>	<p>Any journal relevant to professional dental matters as published under the auspices of SADA, including the SADJ.</p>
<p>“Lead Independent Director (LID)”</p>	<p>lead independent director appointed to assist Chairman in matters of conflict for the Chairman and preside over meetings of the Board in the absence of the Chairman. LID is an independent non-executive director who is appointed where the chairperson is conflicted, the LID would assume leadership role without detracting the authority of the chairperson.</p>
<p>“Members”</p>	<p>paid up members (including any payments made subject to conditions imposed by the Association) in terms of which persons holds membership in and specified rights in respect of the Association as contemplated in the MOI and the Rules.</p>
<p>“Membership”</p>	<p>Membership of SADA shall be open to all dentists, dental specialists and allied oral healthcare professionals in South Africa, registered with the Health Professions Council of South Africa, who accept the aims and objectives of SADA as set out in the MOI, including dental students, as provided from time to time.</p>
<p>“Members Meetings”</p>	<p>according to context, meetings open to all voting members of the Association and shall include Annual General Meetings, ordinary and special <i>meetings</i> of members of the Association.</p>
<p>“MOI”</p>	<p>the Association’s Memorandum of Incorporation (and including these Rules and any Schedules hereto), as amended or replaced from time to time.</p>
<p>“Month”</p>	<p>a calendar month or months of the Gregorian calendar.</p>
<p>“National Council”</p>	<p>the National Council of the Association elected to advise the Board of the activities of the Association at branch level and carry out duties as may be</p>

<p>“National Councillor”</p>	<p>delegated to them by the Board from time to time and shall report directly to the Board and shall consist of representatives of Members at branch level.</p>
<p>“Non-Executive Director”</p>	<p>Elected to a seat on National Council in terms these Rules.</p>
<p>“NPC”</p>	<p>a voting member elected as a Director and not involved in the day to day management of the Association and generally independent of management.</p>
<p>“Office Bearers”</p>	<p>non-profit company incorporated for a public benefit or other object as required by item 1 (1) of Schedule 1 to the Act.</p>
<p>“Ordinary resolution”</p>	<p>each member of the Board, National Council, elected Members of Branch Committees and Members elected or co-opted for the time being to serve on Board Committees and working groups.</p>
<p>“Paid up member”</p>	<p>a resolution adopted at a Members’ meeting, supported by 50% plus 1 of the voting rights exercised on the resolution at the relevant meeting.</p>
<p>“Present at a Meeting”</p>	<p>a member who has paid membership or any other fees due including payment in relation to any facilities offered by the Association from time to time and holds specified rights in the Association.</p>
<p>President”</p>	<p>to be present in person, or able to participate in the meeting by Electronic Communication, or to be represented by a proxy who is present in person or able to participate in the meeting by Electronic Communication including virtual presence or representation by electronic proxy.</p>
<p>“Records”</p>	<p>a member of National Council who is elected as the President of the Association in terms of this MOI and these Rules.</p>
<p>“Record Date”</p>	<p>when used with respect to any information pertaining to the Association, any information contemplated in section 24(1) of the Act.</p>
<p>“Registered Office”</p>	<p>date established under section 59 of the Act or as determined by the board for the purposes of determining which members are entitled to receive any notice of members meetings, participate and vote at a members meeting and decide on any matter by written consent or electronic communication.</p>
<p>“Regulations”</p>	<p>the office of the Association that is registered as required by section 23 of the Act.</p>
<p>“Rules”</p>	<p>regulations published pursuant to the Act.</p>
<p>“South Africa”</p>	<p>these rules made by the Board as contemplated in section 15(3) to (5) of the Act.</p>
<p>“South Africa”</p>	<p>the national territory of the Republic of South Africa as constituted from time to time.</p>

“Special Interest Groups”	Groups affiliated to SADA representing specific professional interests and affiliated to SADA. Special Interest Groups are subject to the authority of the Board.
“Special Resolution”	a resolution adopted at a Members’ meeting, with the support of at least 60% plus 1 of the voting rights exercised on the resolution at the relevant meeting.
“Statutory Council”	the Health Professions Council of South Africa or its successor in title appointed in terms of the Health Professions Act, 1974.
“Voting Rights”	with respect to any matter to be decided by the Association, the rights of a member as determined by the Board from time to time to vote in connection with the matter.
“Year”	a calendar year of the Gregorian calendar.

SECTION A

6. NATIONAL COUNCIL OF THE ASSOCIATION

1. Composition

- 1.1. The composition of the National Council shall continually strive to reflect the objectives stated in the MOI.
- 1.2. The number of members of the National Council shall be 30, which shall comply with the minimum transformation representation and targets as determined by the Board, in consultation with Branch Committees, from time to time.

2. National Councillors

- 2.1. The elected membership of the National Council shall be composed as set out in these Rules.
- 2.2. The National Councillors elected from Branch Committees must adhere to all of the following requirements:
 - 2.2.1. Each Councillors must, for the duration of their term of office, remain a Member of SADA and the particular Branch.
 - 2.2.2. Each Councillor shall be a duly elected member of the Branch Committee of their respective Branch.
 - 2.2.3. No co-opted or non-elected member of a Branch Committee may be nominated or elected as a National Councillor.
- 2.3. The number of National Councillors to be elected per Branch are dependent upon the number of SADA members belonging to the Branch in relation to the total membership of SADA.
- 2.4. The number of National Councillors each Branch may nominate shall be subject to the provision that each Branch shall have at least two representatives and no more than 5 representatives.

3. Branch Committees

- 3.1. SADA Branch Committees shall nominate the appropriate number of Branch Committee Members as National Councillors in terms the transformation targets determined by the Board from time to time.
- 3.2. In the event that the demographic composition of the Branch Committee, as elected by members, does not provide for the required candidates in terms of the transformation targets, the Branch Committee shall be responsible for recruiting a suitable candidate from its membership and appoint such candidate to the Branch Committee as a National Councillor.

- 3.3.** The President of the Branch Committee shall be a National Councillor and shall be elected and nominated by the Branch Committee from the elected members of the Branch Committee in terms of the Branch Rules of Operation.
- 3.4.** When more than one National Councillor can be elected to represent a Branch on National Council as set out above, the Branch Committee in question should also endeavour to ensure representivity from both the private sector and the public sector when electing their National Councillors to represent their Branch at National Council.
- 3.5.** The names of the National Councillors elected will be presented to the Chief Executive Officer or those so delegated at Head Office on request to facilitate invitation of these Councillors to National Council meetings.
- 3.6.** In the event that the transformation and equity requirement is not met in the composition of the National Councillors elected by the Branch Committee, a detailed explanation and motivation and proposed plan in meeting these requirements in this respect must be provided to the Chief Executive Officer by the Branch in question. The Chief Executive Office shall submit same to the SADA Board for consideration. In this regard the Board will in its discretion decide how to address the matter to either ensure compliance with the transformation and equity targets, alternatively allow an exception thereto for a period of time.

4. Term of National Council

The term of the National Council shall be 4 (four) years commencing from the date of registration of the MOI, unless the National Council determines otherwise.

5. President and Vice President

- 5.1.** The National Council shall elect the President and Vice-President from National Councillors who shall act as ambassadors for the Association.
- 5.2.** The term of each Presidency and Vice-Presidency shall be for 2 (two) years commencing from the date of registration of the MOI. The National Councillor who has held the office of President or Vice-President shall be eligible for re-election to that office for one consecutive term of 2 (two) years.
- 5.3.** The President and Vice President as office-bearers shall have and enjoy such duties, powers, and privileges as shall be determined from time to time by the National Council or the Board.
- 5.4.** On the first day of an elective National Council Meeting after 2 (two) years at the end of term of the President and the Vice President, the Chief Executive Officer shall declare the meeting as properly constituted, and call for nomination from among their ranks elect a National Councillor to act as

Temporary Chairperson of the meeting.

- 5.5.** Under the chair of the Temporary Chairperson, the meeting shall then proceed to the election of a President and the Vice Chairperson, from among the National Councillors, which again shall take place by a poll after the temporary chairperson has asked for nominations. The nominee with the majority of votes shall be declared the elected new President and Vice President of National Council.
- 5.6.** Any National Councillor not personally present at the Elective National Council Meeting may nevertheless be nominated and elected as the President or Vice President provided the following requirements have been met:

 - 5.6.1. The National Councillor who is absent is represented at the Elective National Council Meeting by a replacement National Councillor appointed by the Branch in place of the absent National Councillor.
 - 5.6.2. The replacement National Councillor has, prior to the commencement of the election processes, delivered to the SADA Chief Executive Officer a document signed by the absent National Councillor confirming his or her availability for the office of President or Vice President as the case may be.
- 5.7.** National Council meetings shall be held at least twice annually held at such times and places as may be determined by the National Council and the Board. All meetings shall be conducted in the language of the Association as provided for in the Mol.
- 5.8.** National Councillors attending the meeting shall declare any conflict of interest in accordance with the applicable SADA policies and codes of conduct at the beginning of every meeting under the appropriate agenda item and shall complete and sign annual conflict of interest declarations and supply them to the Chief Executive Officer.
- 5.9.** The President may at any time convene a meeting of National Council upon the request of not less than 20 (twenty) members of the National Council.
- 5.10.** Should any National Councillor is unable to attend any meeting of the National Council, a replacement must be appointed by the Branch Committee. The Branch Committee must notify the President of the National Council and the CEO or the Association's offices seven days prior to the meeting of its inability to find a replacement and tender an apology. If the Branch Committee fails or refuses to appoint the replacement the Branch may be called upon to pay any costs incurred by the National Council as a result of such absence.
- 5.11.** If any member of National Council is not present at the scheduled time for any meeting the President as chairperson of the National Council shall have the sole discretion to determine when to allow that member to participate in the meeting.

6. Vacancies on National Council

- 6.1.** Any vacancy on the National Council arising from the resignation or death of a National Councillor

shall be filled by the Branch Committee and that every member so elected shall hold office for the specific meeting or for the unexpired portion of the period for which the vacating member was elected in which case the branch Committee should comply with the transformation and equity targets applicable to the Branch concerned.

- 6.2.** A National Councillor who has been elected by a Branch Committee who moves his/her domicile and/or practice from that Branch, shall automatically vacate his/her seat on the National Council and he/she shall be replaced by the Branch Committee that elected him/her subject to these Rules.
- 6.3.** National Council shall exercise all such powers and authority conferred on it by the Board, MOI and these Rules and if expressly directed or required to be exercised by the Board if not inconsistent with the MOI and these Rules.

7. Proceedings of the National Council

- 7.1.** The Board shall present its report on all activities since the last meeting of National Council of the Board Committees and the Board.
- 7.2.** The National Council shall advise the Board of Directors on respective branches activities and portfolios represented at the National Council.
- 7.3.** The National Council does not have any executive powers, and shall refer all matters for decision to the Board.

8. Notices of National Council Meetings

- 8.1.** The National Council shall meet for the dispatch of its business, adjourn and otherwise regulate its meetings as it deems fit. The meetings of National Council may be conducted by Electronic Communication as long as this will enable all members of National Council to participate and simultaneously communicate with each other and participate effectively in the meeting.
- 8.2.** The National Council shall determine:
 - 8.2.1.** what notice of its meetings shall be given to members of the National Council;
 - 8.2.2.** how that notice is to be given.
- 8.3.** It shall not be necessary to give notice of a meeting of the National Council to any member of the National Council who is not in South Africa at the time of the giving of the notice.
- 8.4.** The President shall take the chair at each meeting of the National Council. If the President is not present at a meeting of the National Council or is unwilling to take the chair, then the Vice-President shall take the chair failing which those members of the National Council present shall choose one of their numbers to be chairperson of that meeting.

9. Quorum

- 9.1. Unless and until otherwise determined by the National Council, two-thirds or 20 (twenty) of the members of the National Council for the time being shall be a quorum.
- 9.2. No business shall be transacted unless a quorum is present at the commencement and throughout the meeting.
- 9.3. A meeting of the National Council at which a quorum is present shall be competent to exercise all or any of the authorities, powers or discretions vested in or exercisable by the National Council generally by or in terms of these Rules.
- 9.4. All matters arising at a meeting of the National Council shall be decided by a majority of votes cast thereon.
- 9.5. In any case where there is an equality of votes the chairperson of the meeting shall have a second (casting) vote.
- 9.6. A resolution in writing signed by all the members of the National Council for the time being in South Africa and being not less two thirds to form a quorum and inserted in the minute book of the proceedings of the National Council shall be valid and effective as if it had been passed at a meeting of the National Council duly called and constituted;
- 9.7. Any resolution referred to above may consist of one document or of several documents in the same or like form each signed by one or more members of the National Council.
- 9.8. Any such resolution shall be deemed (unless the contrary is stated therein) to have been passed on the date on which it was signed by the last member of the National Council required to sign it and where it states a date as being the date of its signature by any member of the National Council then the document shall be *prima facie* evidence that it was signed by that member on that date.
- 9.9. The members of National Council shall be paid all the travelling and such other expenses incurred by them in and about the business of the Association and in attending meetings of the Association and the National Council as the Voting Members may from time to time resolve to pay.

10. MINUTES

- 10.1. The National Council shall keep minutes in a minute book or in any electronic format provided for that purpose of all proceedings and resolutions passed at all meetings of the National Council.

- 10.2. Any such minutes, purporting to be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting shall be receivable as evidence of the matters stated therein.
- 10.3. Any extract from the minutes of a meeting of the National Council or from any resolution passed or any copy of any resolution signed in terms of that clause and purporting to be signed by the President and by the CEO shall be receivable as evidence of the matters stated in the extract or resolution.

11. APPLICATION FOR OBSERVER STATUS

- 11.1. Any Branch Committee may apply to the National Council President for Observer status at a National Council Meeting for members of their respective Branch Committee. The President in consultation with the CEO shall decide on who shall attend the meeting as an Observer. Observer status shall be afforded to those Branch Committee members who are being mentored and trained to become the National Council representative/s for the Branch.
- 11.2. Observer(s) attending any National Council Meeting shall not be entitled to participate in deliberations (unless expressly authorised by the Meeting to voice an opinion on a specific topic at the meeting in question), will not be counted as part of a quorum, will not have any voting rights and will not receive remuneration and/or reimbursement of expenses incurred while attending any such meeting. Observer(s) may also be excused from any part of the meeting.

SECTION B

6. YOUNG DENTISTS' COUNCIL (YDC)

- 1.1. The Young Dentists Council (YDC) is formed in accordance with the Association's Rules and the YDC commits itself to the objectives, values and mission of the Association.
- 1.2. All the activities of the YDC shall be conducted and managed in compliance with the Association MOI and Rules.
- 1.3. The activities of the YDC is specifically directed to:
 - 1.3.1. mobilising dental students, community service dentists and dentists in independent private practice and the public service under the age of 35 years to support and belong to the Association;
 - 1.3.2. serve as a means of communication and interaction between students, community service and young dentists working in public and private sectors.
 - 1.3.3. providing an enabling environment for young dental students and dentists to engage in the affairs of the Association and the dental profession;
 - 1.3.4. identifying and promoting issues specifically to the young dentists in South Africa;
 - 1.3.5. developing and nurturing future leaders in the dental profession.
 - 1.3.6. advise National Council and the Board on all matters affecting young dentists and the dental profession generally.
- 1.4. The YDC shall not have any executive powers and shall refer all matters for decisions to the National Council and the Board. It shall only have powers, rights and duties as delegated to it by the National Council and the Board.

2. YDC COMPOSITION

- 2.1. SADA members under the age of 35 years who are eligible to serve on the YDC are:-
 - 2.1.1. Four members of the Dental Students Council representatives enrolled and registered one from each accredited dental school from third year to final year of study;
 - 2.1.2. Four members who are registered for and performing compulsory community service;
 - 2.1.3. Four members in private practice;
 - 2.1.4. Four members in public service.
- 2.2. YDC members shall belong to SADA membership categories that most closely resembles their professional status and shall pay the SADA membership fees for their category of membership. There shall be no additional membership fees for joining the YDC.

- 2.3.** Members of the YDC shall:-
 - 2.3.1. abide by the Association MOI and rules; and
 - 2.3.2. be members of the Association.

- 2.4.** The representation on the YDC and the method of electing members of the YDC shall be determined by the Board in consultation with National Council from time to time.

- 2.5.** Unless the National Council determines otherwise, the YDC representatives shall hold office for:-
 - 2.5.1. one year in respect of dental student council representatives and community service dentists;
 - 2.5.2. two years for members in the public and private sectors.

3. YDC MEETINGS

- 3.1.** The YDC shall convene meetings as is required at least twice per annum which shall be held at such times and places as may be determined by the National Council in conjunction with management and the YDC President.

- 3.2.** The meetings of YDC may be conducted by electronic communication provided all members may participate and communicate with each other effectively.

- 3.3.** At the first meeting of the YDC, the YDC members present shall elect from its membership:-
 - 3.3.1. the President who shall be a representative from the public or private sector;
 - 3.3.2. Vice President;
 - 3.3.3. Secretary.

- 3.4.** The President and Secretary shall be eligible to be re-elected for one consecutive term.

- 3.5.** The President shall chair all YDC meetings, if the President is not present or unwilling to act as chair, the meeting shall be chaired by the Vice President failing which those members of YDC present shall choose one of their numbers to act as the chairperson of the YDC.

- 3.6.** The quorum of YDC shall be 50% plus one of the members.

- 3.7.** Should any member of the YDC be unable to attend any meeting, the member must notify the President and SADA management at least seven days prior to the meeting. If the member fails to attend two consecutive meetings of the YDC without an apology, the National Council shall have the right to terminate representation of that member on the YDC.

- 3.8.** Any vacancy arising on the YDC for any reason shall be filled as the National Council deems fit.

- 3.9.** If there is a change in the status of the YDC representative, National Council shall replace that representative with an eligible representative as it deems fit.
- 3.10.** All members of YDC shall have one vote and all issues arising at a meeting of the YDC shall be decided by a majority of votes cast. In the case of equality of votes, the President shall have a second (casting) vote.
- 3.11.** A resolution in writing and signed by all members of the YDC and not less than sufficient to form a quorum shall be valid and effective as if passed at a duly constituted meeting of the YDC.
- 3.12.** Members of the YDC shall be paid all travelling and such other expenses incurred by them in accordance with the remuneration, travelling and expenses policies determined by the Board.
- 3.13.** The YDC shall advise the Board of Directors on all issues affecting the membership of the YDC and shall refer all matters for decisions to Board Committees and the Board.

4. YDC MINUTES

- 4.1.** The YDC shall keep minutes of all meetings and all resolutions passed at YDC meetings.
- 4.2.** The minutes shall be signed by the President at the next meeting or opportunity and shall serve as evidence of decisions taken.
- 4.3.** Any extract of the minutes of a meeting of the YDC or from any resolution passed or a copy of the resolution shall be signed by the President or CEO and shall serve as evidence of matters stated in the extract of the resolution.

5. YDC DUTIES

5.1. YDC President

- 5.1.1. Be spokesperson for YDC in respect of liaison with internal Association structures.
- 5.1.2. Organising mission, agendas, activities and projects of the YDC.
- 5.1.3. Represent YDC at all SADA conferences and international conferences.
- 5.1.4. Chair and preside over meetings of the YDC and attend National Council meetings.
- 5.1.5. Provide reports of YDC activities to the National Council and the Board.
- 5.1.6. Supervise activities of YDC at all levels, together with National Council or the Board.
- 5.1.7. Formulate and execute plans for the activities of the young dentists belonging to the profession.

5.2. YDC Vice President

- 5.2.1. To assist the President and to serve in his/her absence.
- 5.2.2. To consult with and assist the YDC President when necessary.

5.3. YDC Secretary

- 5.2.3. To arrange for minutes of all YDC meetings and ensure proper distribution.
- 5.2.4. Responsible for all correspondence relating to YDC.
- 5.2.5. To maintain communications with YDC.
- 5.2.6. Responsible for submitting annual reports to the National Council.

6. TERMINATION OR SUSPENSION OF YDC MEMBERSHIP

- 6.1. Termination or suspension of membership of the YDC shall be in terms of the SADA MOI and these rules or as determined by the Board from time to time.

SECTION C

3. MEMBERS OF THE ASSOCIATION

- 1.1. The Board shall determine membership categories and allocate members to categories that resemble their professional status as they deem fit, including classes of members with specified rights and including which categories of members may hold office.
- 1.2. The Board shall communicate different categories of membership of the Association to members, including rights assigned to the different membership categories by print and electronic means as the Board deems fit.
- 1.3. Members shall agree to be bound by the terms and conditions of the MOI, Rules and comply with the Code of Conduct.
- 1.4. The Association has two classes of members, being voting and non-voting members as determined by the Board from time to time.

2. PROFESSIONAL STATUS AND MEMBERSHIP CATEGORY

- 2.1. Admission to any class of membership of the Association shall be at the sole discretion of the Board or its nominee, which may either admit or refuse to admit any applicant.
- 2.2. The Board shall have the right to delegate to any Committee or management, the power to admit or to refuse to admit any applicant to membership and the provisions above shall apply to such Committee or management.
- 2.3. Further membership categories may be determined by the Board and any further category shall confer upon its constituent members such rights and impose such duties as may be stipulated by the Board.
- 2.4. Every application for membership of the Association shall be lodged with the Association or Branch of which the applicant will become a Member together with any entrance and annual membership fee payable by the applicant.
- 2.5. The Board shall determine subscriptions or other charges payable to the Association by Members and in determining such membership fees or other charges may differentiate among Members belonging to different categories of membership. The Board may require members to contribute special levies from time to time in addition to the annual membership fee.

- 2.6.** The Board or its nominees may require Members to sign a declaration confirming both their professional status and membership category. The Member agrees to pay the correct membership fees due to the Association. In the event that the member refuses or neglects to supply the declaration or pay the correct membership fees, the Association shall be entitled to terminate or suspend membership without further notice.
- 2.7.** All voting and non-voting members of the Association shall immediately also be Members of a Branch and no Member may be a member of more than one Branch.
- 2.8.** A Member practising in the area of jurisdiction of more than one Branch or practising in one Branch and permanently resident in another Branch shall determine the Branch of which he/she is to become a Member.
- 2.9.** Any Member who ceases to practise or reside in the area of jurisdiction of one Branch and commences to practise or reside in the area of jurisdiction of another Branch shall cease to be a Member of that Branch and shall become a Member of that other Branch.

3. MEMBERS REGISTER

- 3.1.** Any person who is entitled to have his/her name entered into the members register of the Association shall provide the Association with all the information it may require from time to time for purposes of establishing and maintaining the members register, including the name, business address, residential address, gender, race group for statistical purposes, postal address and available e-mail address and other details required of that member.

4. TERMINATION AND SUSPENSION OF MEMBERSHIP

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

5. NON-PAYMENT OF SUBSCRIPTIONS

- 5.1.** If the subscriptions payable by the member has not been paid in full on or before 1 **March** in the year which it becomes payable, except where the subscriptions are payable monthly, the member shall forfeit all rights to the benefits, rights and privileges of membership until such time that the membership fees in arrears are paid in full.
- 5.2.** The Association shall invoice members in respect of annual membership fees. Failure to pay membership fees may result in suspension of benefits, rights and privileges of members. These rights shall be reinstated if arrear fees are paid in full unless one year has elapsed since the date

of default. If more than one year lapsed since date of default, the member shall be required to reapply for membership

5.3. Where a member's membership fees is paid by debit order and which debit order is dishonoured by the bank or fails to discharge any of his obligations to the Association on a due date, whether related to membership or not.

5.4. Any person who ceases to be a Member of the Association due to non-payment of membership fees above shall be automatically be reinstated (without any application being made therefore) as a Member of the Association when the arrear membership fees and/or other monies in question have been paid by him/her within three months after he/she ceases to be a Member.

6. RESIGNATION

6.1. The Member gives written notice to the Association of his resignation as Member, which notice must be given before the beginning of the financial year or the Member shall be liable for the following year's fees. Any membership fees paid in advance shall not be refundable and such Member shall have no claim against the Association, officers, Directors or other Members.

7. IPSO FACTO TERMINATION

7.1. Membership shall be ipso facto terminated when the following events occur:

7.1.1. death of the Member;

7.1.2. the Member's name is erased from any statutory register held by the statutory council on the grounds of unprofessional, disgraceful or improper conduct;

7.1.3. the Member is convicted of a criminal offence and sentenced to imprisonment without the option of a fine.

8. TERMINATION BY THE BOARD OF DIRECTORS

8.1. The membership is terminated by a decision of the majority of Directors of the Association if the Member:

8.1.1. has wilfully and consistently contravened the code of ethics and code of conduct applying to members and which applies to dental practitioners generally;

8.1.2. is deemed by the Board to be acting contrary to the interests, objectives and policies of the Association and the Board is of the opinion that continued membership of the Association is undesirable;

8.1.3. commits any act which in the sole discretion of the Board discredits the dental profession or the Association;

8.1.4. fails or neglects to comply with or violates the MOI, Rules, code of conduct, procedures, regulations, protocols and reasonable requests by the Board;

8.1.5. infringes the rights of any officer or Member who is trying to fulfill his or her official duties or goals of the Association; or

- 8.1.6. improperly uses Association property, funds or assets for personal use or uses it for personal monetary gain, or misappropriates the funds or assets of the Association.
- 8.1.7. Any person whose membership of the Association is terminated for any other reason above:
 - 8.1.7.1. shall be advised, on 21 days' written notice, of the reasons for termination of Membership;
 - 8.1.7.2. the Member shall have the right to be heard at the next meeting of the Board. The Member may not demand a special meeting of the Board. Any claim for costs incurred by the Member in attending the Board meeting shall be determined at the sole discretion of the Board.
 - 8.1.7.3. the Member shall give at least 21 days written notice to the Board of his or her intention to be heard at the next meeting of the Board.

8.2. The Board:

- 8.2.1. may consider extenuating circumstances explained by the Member and any circumstances aggravating the reasons for termination;
- 8.2.2. shall be entitled to proceed with the inquiry in the absence of the Member for any reason whatsoever;
- 8.2.3. will determine the procedure to be followed by the chairperson of the Board.
- 8.2.4. The Member may be assisted or represented by any person other than an attorney or advocate or other person legally qualified or trained.
- 8.2.5. The majority vote of the Directors present is required for termination of membership of the Association;
- 8.2.6. The Member shall be notified in writing and upon receiving a notification of termination, the membership is officially terminated without refund of all or any portion of the membership fees.
- 8.2.7. The Member expelled who is aggrieved by the decision of the Board shall have a right of appeal against the decision by serving written notice of not less than 21 days before the next meeting of the Board. The Member may not demand that a special meeting of the Board, be held for this purpose.
- 8.2.8. The Board Appeal Committee whose composition shall be determined by the Board decides on the termination of membership at its next meeting by majority vote of the Board Appeal Committee and its decision shall be final. The Member shall be notified of the Board Appeal Committee's decision and there shall be no further right of appeal.
- 8.2.9. All notices may be sent by registered post, verifiable Electronic Communication or delivered by hand to the last known address of the Member on record held by the Association.

9. SUSPENSION OF MEMBERSHIP

- 9.1. The Board shall have the right, in its sole discretion and at any time, to suspend the membership of any Member with immediate effect and for any period it deems necessary with a view of termination of membership or otherwise, if the Member has acted in a manner substantially at variance with the MOI, rules, code of conduct, terms of reference and policies of the Board.
- 9.2. Suspension of membership shall include denial of the right to participate in any of the Association's activities, including participating in elections and holding any office in the Association. The Member shall cease to have voting rights at any meetings of the Association.

- 9.3.** A suspended Member may appeal to the next meeting of the Board on 21 days written notice requesting that the suspension be reconsidered. Reinstatement of a suspended Member shall require a majority vote of the Board.
- 9.4.** The Association shall not incur any liability for any loss or damage whatsoever suffered by the Member as a result of the suspension.
- 9.5.** All notices may be sent by registered post, verifiable Electronic communication or delivered by hand to the last known address of the Member held by the Association.

10. DISCIPLINARY PROCEDURE

- 10.1.** A Code of Conduct shall set out standards of professional conduct and behaviour of all members.
- 10.2.** Any complaints concerning SADA members shall be dealt with as set out in the Code of Conduct.
- 10.3.** The Board may, at its own discretion, resolve that alternative or additional member disciplinary processes or mediation processes, as set out below, could be utilised in order to resolve the complaint, in addition or in the alternative to those processes prescribed in the Code of Conduct.

SECTION D

4. BRANCHES AND DIVISIONS OF THE ASSOCIATION

- 1.1. All voting and non-voting members of the Association shall immediately also be Members of a Branch and no Member may be a member of more than one Branch.
- 1.2. The rights and duties of each member which arise from membership of that member, vest in the Association and not in its Branch and/or Division, notwithstanding any powers, functions or activities which may be exercised or performed by a Branch or a Division with reference to membership.
- 1.3. The grouping of members in Branches and, if applicable, in Divisions, takes place merely as an organisational aid in order to facilitate the administration and functioning of the Association. Branches and Divisions shall not have legal personality. All letterheads, invoices, receipts, and similar documents used by each Branch or Division, shall be printed in accordance with SADA branding guidelines and shall clearly indicate that it is a Branch or a Division of the Association. Each Branch and Division shall be bound by such restrictions, directions and rules as the Board may from time to time determine whether by Association Rules, Branch rules or otherwise.
- 1.4. The name of each Branch or Division of the Association shall be determined from time to time by the Board, in consultation with the relevant Branch Committee.
- 1.5. The Board, in consultation with the Branch Committee:
 - 1.5.1. shall determine and alter the boundaries or area over which each Branch and Division in Branches shall have jurisdiction;
 - 1.5.2. may from time to time alter the area of jurisdiction of any Branch or Division as determined above;
 - 1.5.3. may from time to time amalgamate any two or more Branches or Divisions;
 - 1.5.4. may dissolve any existing Branch or Division;
 - 1.5.5. may create a new Branch or Division and may take such steps as it considers necessary to reactivate any inactive Branch or Division;
 - 1.5.6. may convene meetings of members of two or more Branches or Division on matters of common interest;
 - 1.5.7. shall consider a formal application for the forming of a new Branch and/or Division, in terms of a procedure and qualification determined by the Board from time to time, available from the Association offices.
- 1.6. Subject to the authority delegated to any Branch from time to time, management of the Association affairs at Branch level shall vest in the Branch Committee elected for that purpose; provided that the Board shall at all times have the right to vary the composition of, to disband or re-constitute any such Committees, and to vary the authority delegated to such Branch.
- 1.7. The Board or any committee entrusted by it with the powers to do so, may upon written application

by any member, place that member with a Branch to which that member does not belong geographically, if circumstances renders it feasible.

- 1.8.** In carrying out its powers in terms of the above, the Board shall take into account:
 - 1.8.1.** any representation made to it;
 - 1.8.2.** the communication and other facilities available for meetings of members of the Branch concerned.

- 1.9.** Before the Board carries into effect its powers in terms of the above, it shall give the Branch(es) concerned 30 business days' written notice and shall take into account any representation made to it by the Branch(es) concerned therein.

- 1.10.** If changes affect one or more Branch (es) and/or Division(s) in that they cease to exist, the Board shall determine how the funds and other assets of the Association administered by that or those Branch (es) and/or Division(s), are to be managed.

- 1.11.** Each Branch shall, subject to the MOI or these Rules, or if the Board directs otherwise, have full control, in such manner as it deems fit, of its affairs within the area of its jurisdiction which do not conflict with the Association's policies.

- 1.12.** The Board may at any time require a Branch to furnish it with any information of whatsoever nature required by the Board.

- 1.13.** All assets, annual accounts and finances of Branches are part of the Association and shall be reported as part of and in the financial statements of the Association.

- 1.14.** All funds and investments in the name of the Branch shall be managed by the Association's registered office and shall form part of the funds of the Association and shall be utilised exclusively for that Branch to advance the aims and objectives for which the Association was established. All decisions of the Branch concerning disbursements shall be properly minuted in full detail and supported by documents and supplied to the registered office of the Association as soon as reasonably possible.

- 1.15.** Each Branch shall:-
 - 1.15.1.** submit to the Board two months before the beginning of the Association's financial year its annual budget providing comparative information of the previous year and the current budget with a plan of its activities for the new year;
 - 1.15.2.** comply with the instructions of the Association's finance department from time to time to enable preparation of monthly books of accounts and end of year financial accounts of the Branch and the Association;
 - 1.15.3.** co-operate and assist the Association's appointed auditors during the annual audit of the Association's financial statements and certify its correctness;
 - 1.15.4.** not do anything that may delay or jeopardise the annual audit and shall be liable for any additional

costs incurred by delays;

- 1.15.5.** act on all recommendations of the internal and external auditors;
- 1.15.6.** supply the Board a copy of its report of all its activities to date within 4 (four) months of year end;
- 1.15.7.** not in any way, except for Branch operations, use the name of the Association nor have any authority, express or implied, to commit or obligate the Association, officers and members of the Branch, in any manner whatsoever, except as specifically authorised in writing by the Board; not incur any liability on behalf of the Association or in any way pledge the Association's credit;
- 1.15.8.** inform the Board of any claims by any entity or person and agree not to admit any claim without the written approval of the Board;
- 1.15.9.** be entitled to hold educational meetings, exhibits and branch congresses provided it meets with the goals of the Association, congress guidelines, acquaint members with the goals of the Association and provide educational opportunities to members. Details of meetings shall be furnished to the Chief Executive Officer;
- 1.15.10.** not engage in or participate in any business, professional, or occupational activities conducted or pursued by any of its members, or provide any of its members with any financial assistance, premises, continuing services or facilities required by such member for the conduct or pursuance of his or her business, profession, or occupation;
- 1.15.11.** no person acting on behalf of the Branch may institute or defend legal proceedings without written permission of the Board, whose decision shall be final. If legal proceedings are instituted against the Branch or an office bearer of the Branch, the Branch shall immediately inform the Chief Executive Officer of the Association and thereafter be guided by the Chief Executive Officer in its conduct of the proceedings;
- 1.15.12.** not have the power to sue or be sued in its own name without written approval of the Board; and
- 1.15.13.** in all its dealings, correspondences and commercial documents describe itself as a Branch of the Association.

- 1.16.** No member of the Branch committee shall have a direct or indirect interest in or benefit from any contracts which the committee may conclude with the Association.

- 1.17.** Upon winding-up, dissolution or amalgamation of the Branch, after satisfaction of all its debts and liabilities, all property whatsoever that remains shall not be paid or distributed amongst members of the Branch, but shall be transferred to the Association.

- 1.18.** Should any Branch or division fail to carry out its duties, the Board may take any action it may deem fit.

- 1.19.** Branches and Divisions are not independent legal entities. They are therefore not allowed to enter into any contractual relationships which create legally enforceable rights and obligations without prior proper authorisation.

- 1.20.** The Board of Director, may delegate certain powers and authorities to a Branch President to facilitate the practical operation of branch functions, including authorisation to conclude certain agreements

on SADA's behalf. Such authorisation shall only be valid if granted to a Branch President in writing, following the proper procedures and policies that may be laid down by the Board from time to time. Such delegation of authority to the Branch President may, at any time, be revoked by the Board of Directors at their sole discretion.

- 1.21.** The day-to-day operation, functions and affairs of Branches and Divisions shall be administered by Branch Committees.
- 1.22.** Branches shall operate in terms of the Branch Rules of Operation contained in these Company Rules. Individual branch members shall be bound by the Branch Rules of Operation in the same way they are bound by the rest of these Company Rules. In addition, the Board has the power to enact, from time to time, directives which apply to all Branches.

SECTION E

11. SPECIALIST GROUPS AND SPECIAL INTEREST GROUPS

- 13.1.** The Board may consider petition from:-
- 13.1.1. voting members of the Association who belong to one of the respective specialist or subspecialty disciplines within the dental profession (such discipline must be accredited and recognised by the Health Professions Council of South Africa), such as Specialists in Community Dentistry, Maxillo-facial and Oral Surgery, Oral Medicine and Periodontics, Oral Pathology, Orthodontics and Prosthodontics and any subspecialty in these fields to form a specialist group. These specialists groups serve only as an organisational aid to promote the interests of their members, the Association as a whole and the dental profession, in pursuance of the objectives of the Association.
- 13.1.2. voting members of the Association who have a specific professional interest in the field of dentistry may form a Special Interest Group.
- 13.2.** The application for a recognition as a Specialist Group and Special Interest Group shall be accompanied by such documents as requested by the Board and recognition shall be subject to the requirements as stipulated by the Board from time to time.
- 13.3.** An application referred to above shall be accompanied by a draft constitution of the applicant body for the Board's acceptance and approval.
- 13.4.** The Constitution may not contain any provision in conflict with the Act, the Association's MOI, or these rules or policies of the Association and any deletions, additions or amendments of the Constitution shall be approved by the Board.
- 13.5.** The operational requirements and office bearers of a Specialist or Special Interest Group shall be determined by its constitution, provided that all office bearers elected must be Association members. A list of such office bearers, together with a complete name and address list of all members of the Specialist and Special Interest Groups, shall be forwarded to the Association's registered offices annually within 30 (thirty) days of election of office bearers. This list is to enable the Chief Executive Officer to ascertain whether the Specialist Societies and Special Interest Groups remain qualified to be recognised as SADA Specialist Societies and Special Interest Groups – i.e. has a majority of SADA members.
- 13.6.** Specialist and Special Interest Groups accept members who are not members of the Association, provided that at all times such members shall not exceed 10% of the total membership of the Specialist and Special Interest Group. These non-members of the Association shall have no right to be elected to any office in relation to other Association activities or the right to represent their group at the Association National Council, Board and Branch level.

- 13.7.** The constitution of the Specialist or Special Interest Group shall provide for the imposition of a subscription on its members to procure funds for its activities.
- 13.8.** Specialist and special interest groups are permitted to act independently insofar as their actions do not conflict with the provisions of the MOI and these Rules or policies of the Association.
- 13.9.** All specialist and special interest groups so recognised shall be solely responsible for all loss or any damage from any cause arising from their activities and shall keep the Association indemnified against all or any action of whatsoever nature arising from the activities of such specialist and special interest groups.
- 13.10.** Specialist groups shall not have separate representation at SADA General Meetings, National Council or Board meetings.
- 13.11.** Reports of work done by the specialist and special interest groups during the year, together with financial statements for the period, shall be submitted to the Board for its consideration within 60 days of the Annual General Meeting of the Association and failure to submit such report shall result in the special group's status being reviewed by the Board.
- 13.12.** The National Council or the Board or the Board Committees may refer matters relating to the interests of a Specialist or Special Interest Group to that Group for opinion or commentary and may, if it deems fit, grant a hearing to a deputation of a Specialist or Special Interest Group.
- 13.13.** At the request of a Specialist Group or Special Interest Group, the National Council or the Board may act on its behalf in the promotion of any specific matter,
- 13.14.** The Board may terminate the recognition of any Specialist Group or Special Interest Group of the Association at any time if the Specialist Group or Special Interest Group:-
- 13.14.1. wilfully and consistently contravenes the code of ethics and code of conduct applying to members and officers of the Association;
- 13.14.2. are deemed by the Board to be acting contrary to the interests, objectives and policies of the Association and the Board is of the opinion that continued recognition of the Specialist Group Or Special Interest Group status with the Association is undesirable;
- 13.14.3. commits any act or omission which in the sole discretion of the Board discredits the dental profession or the Association;
- 13.14.4. fails or neglects to comply with or violates the MOI, Rules, code of conduct, procedures, regulations, protocols and reasonable requests by the Board;
- 13.14.5. infringes the rights of any officer or Member who is trying to fulfil his or her official duties or goals of the Association; or
- 13.14.6. improperly and unfairly competes with the Association in any manner that unduly prejudice the interests of the Association or its members.

- 13.15.** The Association shall not be liable to any party whatsoever for any claim whether for damages or otherwise for any action taken by a specialist or special interest group which shall indemnify SADA for all or any damages.

SECTION F

5. MEETINGS

It is to be noted that Non-Profit Companies are not generally expected to conduct annual general meetings in terms of the Companies Act. However, SADA is compelled by its Public Interest Score to have its auditors approved at a general meeting occurring once per annum, such business will form part of a general meeting in a specific year as specified herein.

1. FREQUENCY AND NOTIFICATIONS

An Annual General Meeting shall be convened in each financial year. The Board may convene an Ordinary or Special General Meeting at any time when in its opinion this is necessary.

2. ANNUAL GENERAL MEETING

2.1. The Annual General Meeting (AGM) of the Association shall be held on a day, at such a time and venue, as the Board of Directors may determine, once in every calendar year, but no more than 15 months after the date of the previous annual general meeting-

2.2. A notice of the meeting prior to the meeting together with an agenda shall be forwarded not less than 15 (fifteen) business days in advance to each Member in the manner provided for in the MOI and Rules.

2.3. The Agenda at an Annual General Meeting shall include but not be limited to:-

2.3.1. The Directors' report;

2.3.2. Audited Financial Statements for the immediately preceding financial year;

2.3.3. remuneration of Directors and members of Board Committees for the ensuing financial year;

2.3.4. payment of honoraria to members of National Council;

2.3.5. appointment of an Auditor for the ensuing financial year;

2.3.6. appointment of the Audit and Risk Committee;

2.3.7. any matters raised by Members, with advance notice to the Association;

2.3.8. amendments to the Association MOI;

2.3.9 approving the disposal or acquisition of any of the Association's assets which in the aggregate exceed 25% of the value of the Association's total assets during the Association's preceding financial year;

2.3.10. considering, and taking decisions on all other documents or other matters required by the Act to be laid before the Annual General Meeting.

2.4. Notices of motion/s to be introduced at an Annual General Meeting shall be submitted to the Association's Chief Executive Officer not less than 45 business days before the date of the meeting.

2.5. The President of the Association shall preside as chairperson at the Annual General Meeting, if the President is unwilling or unable to act as chairperson of the annual general meeting or is not present within 15 (fifteen) minutes after the time appointed for holding the meeting, the Vice President shall act as chairperson and failing the Vice President, the Chairman of the Board shall preside as chairperson.

3. PROXY INSTRUMENT

3.1. The Association shall supply Members with a form of instrument for appointing a proxy which shall comply with section 58 of the Act and subject thereto be in the following format, or in such other form as the Board may approve, and the Board may, if they deem fit, send out with the notice of any meeting proxy forms for use at the meeting.

PROXY FORM – *(Please read the notice of meeting and the explanatory notes before completing this form).*

I _____ (block letters),

of (address) _____

Telephone: (Work) _____ E-Mail Address _____

being the member of the Association, hereby appoint (see instruction overleaf)

- 1. _____ or failing him/her
- 2. _____ or failing him/her
- 3. _____ or failing him/her

the chairperson of the meeting as my proxy to attend, speak and vote (or abstain from voting) and act for me and on my behalf at the meeting which will be held on _____ 20__ at _____ and any adjournment thereof and to vote for or against such resolutions or to abstain from voting in respect such resolutions in my name/s in accordance with the following instructions (see instruction overleaf).

Insert an “X” in the relevant spaces below according to how you wish your votes to be cast. (instructions overleaf).

	For	Against
Resolution 1		
Resolution 2		

Signed at _____ on _____ 20__

Signature _____

SECTION G

6. BRANCH COMMITTEE ELECTIONS

1. The process to be followed by Branches in the election of their respective Branch Committees is set out fully in the Branch Rules of Operation, as incorporated in the Branch Rules of Operation template.

7. BOARD AND COMMITTEE ELECTIONS

1. The Nominations Committee shall oversee the election processes of non-director members to be appointed on Board Committees.
2. The number of non-director members each Committee is entitled to appoint, shall be determined by the Board in accordance with the Terms of Reference for each Board Committee.
3. In any election period, the Chief Executive Officer or his/her designated representative on behalf of the Nominations Committee shall in a timely manner and by way of a written notice and/or electronic means request nominations for vacancies on Board Committees from all Branch Committees and National Councillors.
4. The notice shall provide particulars of the procedures involved in the nomination and election process if any, whether to be held electronically or otherwise, and specify the return date for the receipt of nominations.
5. All nominations, whether electronically or written, must be seconded. Written nominations containing both the names and signatures of the nominee and seconder not received by the Chief Executive Officer or his or her designated representative on or before the return date shall not be valid. Electronic nominations not recorded on or before the return date and time communicated in the notice shall also be invalid.
6. All nominations must be accompanied by a short resume that details the working career of the nominated member.
7. All nominees shall be paid up member of SADA. Only candidates whose nominations are seconded will be accepted as validly nominated.
8. Immediately after the closing date for the receipt of nominations, the Chief Executive Officer and/or his or her designated representative shall refer all nominations received to the Nominations Committee for their consideration and recommendations.
9. The Nominations Committee after consideration of all nominations received shall make its recommendations to the Board who shall appoint successful candidate/s to Board Committees.
10. The same procedures stated above shall apply in respect of any vacancy of a non-director member on any Board Committee.

8. BOARD ELECTION PROCESS

1. National Council shall have the authority to elect six (6) Non-Executive Directors from the Voting

members of the Association and to appoint two Independent Directors.

2. Any casual vacancy occurring on the Board between National Council Meetings may be filled by the Board and the non-executive director shall hold office at least for the remainder of the period of office the directors whose place he or she takes or at least until the next National Council meeting whichever occurs first and may, subject to recommendations of the Board, stand for re-election.
3. Prior to the elective National Council Meeting, the Board in consultation with the Nominations Committee by notice to members shall call for nomination of candidates from voting members in the manner and in the form prescribed by the Board.
4. The Nominations Committee shall review all nominations and applications to ensure candidates are eligible, are not disqualified in any way in terms of the Act, MOI, and are members in good standing.
5. The Nominations Committee shall shortlist candidates and interview these candidates. A shortlist of candidates on recommendations of the Nominations Committee shall be decided on by the Board in its sole discretion for recommendation to members for election at the National Council Meeting. In determining such shortlist, the Board shall follow due and fair process and shall take into account the skills, knowledge and experience requirements of the Board.
6. The Nominations Committee shall include in its report to National Council Meeting, the names of short-listed candidates, together with their curricula vitae and such further information as the Committee deems necessary to enable members exercise an informed vote.
7. The nominations of candidates by members is subject to the above and no nominations by members made outside of the above requirements is permitted. No nomination from the National Council during the course of the meeting shall be accepted.
8. The election by Members at the National Council may be conducted as a series of votes, each of which is on the candidacy of a single individual to fill a single vacancy, with the series of votes continuing until all vacancies on the Board at that time have been filled or in such manner as agreed by the National Council. Each Member present in person or by proxy is entitled to vote in favour of any many candidates as there are vacancies.
9. Voting for non-executive Directors may be conducted by show of hands or by means of secret ballot.
10. A vacancy is filled only if a majority of the voting rights exercised support the candidate.
11. The Nominations Committee shall make recommendations for appointment of independent non-

executive directors to National Council for ratification.

12. A Nominations Committee, consisting of equal representation from the Board and National Council, shall be constituted to assist the Board with recruitment of and recommendations in respect of suitable candidates. The Chairperson of the Board shall be a member of the committee responsible for nominations of members of the Board and may also be its chair.
13. If any member of the Nominations Committee is nominated for election/appointment into a vacancy on the Board or any Board Committee, such member shall excuse him/herself from the Nominations Committee and shall be replaced by a National Councillor with surname alphabetically following that of the excused member as the case may be or Board member as designated by the Board.
14. The Nominations Committee shall, if required, shortlist candidates from the nominations provided and interview all suitable candidates.

9. BOARD COMMITTEES

1. The Board may appoint any number of Board Committees and delegate to any such committees any of the authority of the Board as set out in section 72(1) of the Act, or include in any such committee persons who are not directors, as long as they are not ineligible or disqualified to be on the Board, and provided they shall not have a vote on a matter decided by a Board Committee, as set out in section 72(2)(a) of the Act is not limited or restricted by the MOI.
2. The Board shall determine the composition and membership of each Board Committee, and may review its own decisions with respect thereto, provided that the chairperson of any such Board Committee must be a designated Board member.
3. The Board shall present its Board Committee structure, composition and membership to National Council for ratification and confirmation.
4. Each such Board Committee shall remain at all times accountable to the Board for the performance of its delegated functions and the Board shall not be divested of its overriding or substantive powers by reason of any such delegation.
5. All material decisions of Board Committees or sub-committees must be submitted to the next Board meeting for approval by the Board.
6. The Chairman of the relevant Committee, with the Executive Director/CEO, shall determine the date, time and venue of all meetings of that Board Committee.

7. Any such Board Committee shall, in the exercise of its powers and functions, conform to any rules, restrictions or procedures imposed upon it by the Board, including such as may relate to quorum, voting, frequency of meetings, and notices, on condition that the Board shall be entitled, should it deem this necessary, to vary its decisions, and to dissolve any such Committee at any time.
8. Any Board Committee duly constituted in terms of these Rules shall have all such powers as may be necessary to enable it to carry out the objectives of the Association, provided that such powers shall at all times be subject to the right of Board to prohibit, restrict or deduct from or to place any control or limitations on such powers.
9. Board Committees of the Association shall have all such powers as are necessary to enable them to operate, subject to the restrictions imposed in the MOI and these Rules. In addition to and without derogating from the generality of the foregoing, all Board Committees of the Association shall have the right to:
 - 9.1. establish such sub-committees as they may consider necessary from time to time, to define the functions, purposes and powers of such sub-committees and subject at all times to a member of the enabling Board Committee being ex-officio a member of all sub-committees; and
 - 9.2. co-opt persons to the Board Committee or sub-committee provided that a person who is co-opted to a Board Committee or sub-committee shall have no vote on any matter falling for decision by that Board Committee or sub-committee, unless the Board Committee or sub-committee resolves otherwise.
10. If, and for as long as it is required to do so in terms of the Act or the Regulations and unless the Association is exempted from doing so by the Tribunal in terms of section 72(4) of the Act, or any other applicable law, the Board must appoint any and all such committees having the powers and functions prescribed in terms of section 72 of the Act and the Regulations, including the Social and Ethics Committee unless exempted.
11. All acts done at any meeting of the directors or other committees of the directors, or by any person acting as a director shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of the directors or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or were not qualified to vote be as valid as if every such person had been duly appointed and was qualified to be and to act and vote as a director.
12. The Board shall fill any vacancy on any Board Committee/s by majority vote of the Board and shall notify National Council of any such appointment within 15 business days by electronic communication.
13. The National Council shall be requested to ratify and confirm the appointment by majority vote within the time stipulated in the notification by electronic communication, failing which the Board's recommendation in respect of such vacancy will be deemed to be confirmed.

- 14.** Alternatively, the National may propose alternative eligible nominees within the period within the period stipulated in the notice by electronic communication. The submission nominating members to the Board must be signed by each nominee consenting to such nomination and by the nominator.
- 15.** The voting of the nominees shall take place electronically. The outcome of the vote shall be decided by the number of votes each candidate receives and National Council shall be notified of the results.
- 16.** The Executive Director/CEO shall not be the chairperson of any Board Committees.