



Memorandum of Incorporation (Mol)



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

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PREAMBLE

1. The main business of the Association is to promote the interests and serve the needs of its Members in order to promote optimal oral health care for all South Africans.
2. The Association subscribes to the World Health Organization definition of Health as a state of complete physical, mental and social wellbeing and not merely the absence of disease or infirmity.
3. The Association believes that Health is a basic Human Right which should be available to all people irrespective of gender, race, colour, political belief, religion or socio-economic status.
4. The Association supports all efforts to promote optimal health, including oral health.
5. The fundamental principles of the Association are:
 - 5.1. to attain the highest possible level of oral health for all people in South Africa, through the principles and philosophy of the primary health care approach;
 - 5.2. to promote and encourage the practice of comprehensive oral health care, emphasizing projects and programmes that would give priority to prevention, education and primary oral health care;
 - 5.3. to encourage and develop community and worker involvement in all matters of health and oral health;
 - 5.4. to promote the health and allied sciences, at all levels of society;
 - 5.5. to promote the ethical codes governing the profession, thereby protecting its honour and interests;
 - 5.6. to promote high standards of research, education and training in the health and oral health sciences relevant to the needs of the people;
 - 5.7. to endeavour to ensure equity and demographic equality in the selection of students for training as oral health personnel by South African institutions; and
 - 5.8. to consider affiliation and/or co-operation with any scientific, professional or other groups which contribute to the advancement of health and oral health, nationally and internationally.
6. The Association shall take all necessary action to attain the fundamental principles of the

Association.

7. We hereby dedicate ourselves to these principles.

**Companies and Intellectual Property Commission
Republic of South Africa**

**MEMORANDUM OF INCORPORATION (“MOI”)
OF
THE SOUTH AFRICAN DENTAL ASSOCIATION (SADA)
Non-Profit Company
 (“the Association”)
Registration Number: 1935/007092/08**

1 INTERPRETATION

In this Memorandum of Incorporation:

- 1.1. All references to “section/s” in this MOI refer to sections in the Act unless the context indicates otherwise. Words that are defined in the Act bear the same meaning in this MOI as in the Act.
- 1.2. The headings are for reference purposes only and shall not affect the interpretation of this MOI.
- 1.3. Words in the singular number shall include the plural, and words in the plural number shall include the singular, wording importing the masculine gender shall include the female gender, and words importing persons shall include created entities (corporate or not).
- 1.4. Where any term is defined within the context of any particular clause in this MOI the term so defined, unless it is clear from the clause in question that the term so defined has limited application to the relevant clause, shall bear the same meaning ascribed to it for all purposes in terms of this MOI, notwithstanding that that term has not been defined in this interpretation clause.
- 1.5. When in this MOI, a particular number of business days is provided for between the happening of one event and another, the number of days must be calculated by:
 - 1.5.1. excluding the day on which the first such event occurs;
 - 1.5.2. including the day on or by which the second event is to occur; and
 - 1.5.3. excluding any public holiday, Saturday or Sunday that falls on or between the days contemplated in paragraphs above respectively.

2 DEFINITIONS

Unless inconsistent with the context, the words and expressions set forth below shall bear the following meanings and cognate expressions shall bear the corresponding meanings:

2.1.	“Act”	the Companies Act, No. 71 of 2008 as amended, together with any schedules and regulations published in terms thereof including any amendments of the Act.
2.2.	"Association / SADA"	the South African Dental Association (SADA), a Non-Profit Company (NPC) with members, regulated by the Act with registration number 1935/007092/08.
2.3.	“Annual General Meeting”	meeting of members of the Association duly called once every calendar year and any adjournment thereof.
2.4.	“Audit”	has the meaning set out in the Auditing Profession Act, 2005.
2.5.	“Auditor”	the external auditors of the Association appointed from time to time and having the same meaning as set out in the Auditing Professions Act.
2.6.	“Board”	the Board of Directors of the Association for the time being elected or appointed in terms of this MOI.
2.7.	“Branches”	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.
2.8.	“Business Days”	means when 'business days' is provided for between the happening of one event and another, the number of days must be calculated by: - (a) excluding the day on which the first such event occurs; (b) including the day on or by which the second even is to occur; (c) excluding any public holiday, Saturday or Sunday that falls on or between the days contemplated in paragraphs (a) and (b), respectively.
2.9.	"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 CEO.
2.10.	“Code of Conduct”	the Code of Conduct of the Association determined by the Board from time to time.
2.11.	“Director”	a member of the Board of the Association.

2.12.	“ECT”	the Electronic Communications and Transactions Act No 25 of, 2002.
2.13.	“Electronic Address”	with regard to Electronic Communication, any e-mail address furnished to the Association by any member.
2.14.	“Electronic Communication”	has the same meaning as set out in s 11 of the ECT.
2.15.	“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.
2.16.	“Financial Statements”	the Annual Financial Statements of the Association.
2.17.	“General Meeting”	any ordinary or special Meetings of Members (i.e. any meeting other than the annual general meeting).
2.18.	“General Voting Rights”	voting rights that can be exercised generally at a Members Meeting of the Association.
2.19.	“Good Standing”	shall mean that, at that particular moment in time, the member in question must not be in default in terms of his or her membership fees, or of Association’s Code of Conduct nor have been found guilty of any misconduct by the Committee overseeing the Code which misconduct led to a suspension, disqualification for a period of time or termination of his or her SADA membership (and which ruling is still active and in effect).
2.20.	“Independent Director”	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, whose remuneration is not contingent upon the performance of the Association and who is independent in fact and in the perception of a reasonably informed outsider.
2.21.	“Lead Independent Director (LID)”	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.
2.22.	“Management”	means the CEO and staff employed by the Association.
2.23.	“Meeting”	according to the context, convening at a prescribed venue, physically meeting with persons present, a teleconference, convening via video, electronic or any other communication facility or a combination of the above as permits members participating in the meeting to communicate with each other

		simultaneously and instantaneously, provided proper notice has been given or waived.
2.24.	"Members"	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 this MOI and the Rules.
2.25.	"Membership Fee"	any membership, application and other fee payable by members to the Association.
2.26.	"Members Meetings"	according to context, meetings open to all voting members of the Association and shall include Annual General Meetings, ordinary and special meetings of members of the Association.
2.27.	"MOI"	Memorandum of Incorporation of the Association (including any Rules and Schedules hereto), as amended or replaced from time to time.
2.28.	"Month"	a calendar month or months of the Gregorian calendar, unless the context requires otherwise.
2.29.	"National Council"	the National Council of the Association elected by Branch Committees to advise the Board of the activities of the Association at branch level and carry out duties as may be 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.
2.30.	"Non-Executive Director"	a member elected or appointed as a Director of the Association and not involved in the day-to-day management of the Association and generally independent of management.
2.31.	"NPC"	non-profit company incorporated for a public benefit or other object as required by item 1 (1) of Schedule 1 to the Act.
2.32.	"Office Bearers"	elected or appointed members of the Board, National Council, Branch Committees and persons elected or co-opted for the time being to serve on Board Committees and working groups.
2.33.	"Ordinary Resolution"	a resolution adopted at a Members' meeting, supported by 50% plus 1 of the voting rights exercised on the resolution at the relevant meeting.
2.34.	"Paid up Member"	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.
2.35.	"Personal Interest"	member, director or Board Committee Member who has a personal direct or indirect financial or other interest in a matter or

		proposed transaction, arrangement or matter to be considered at any meeting of the Association.
2.36.	“Prescribed Officer”	despite not being a director of the Association, is a person who exercises and participates in the general executive control over the management or significant portion of the business and activities of the Association, and include those who have general responsibility for the management of legal affairs and financial management of the Association.
2.37.	“Present at a Meeting”	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.
2.38.	“President”	a member of National Council who is elected as the President of the Association in terms of this MOI and Rules.
2.39.	“Records”	when used with respect to any information pertaining to the Association, any information contemplated in section 24(1) of the Act.
2.40.	“Record Date”	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.
2.41.	“Registered Office”	the office of the Association, which is registered as required by section 23 of the Act.
2.42.	“Regulations”	regulations published pursuant to the Act.
2.43.	“Round Robin Resolution”	means a Resolution adopted by written consent of a majority of the Directors given in person or by electronic communication provided that each Director has received notice of the matter to be decided upon
2.44.	“Rules”	any rules made by the Board as contemplated in section 15(3) to (5) of the Act.
2.45.	“Sign” and “Signature”	any acceptable technological means including the use of an electronic signature or an advance electronic signature defined in the ECT.
2.46.	“South Africa”	the national territory of the Republic of South Africa as constituted from time to time.
2.47.	“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;

2.48.	“Statutory Council”	the Health Professions Council of South Africa or its successor in title appointed in terms of the Health Professions Act, 1974.
2.49.	“Voting Rights or Voting Member”	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;
2.50.	“Year”	a calendar year of the Gregorian calendar.

3 ASSOCIATION OBJECTIVES

3.1 MAIN OBJECTIVES

The Association is a Non-Profit Company (NPC) with Members and is established to promote the common interests of its members with the following objectives:

- 3.1.1. To promote and advance the professional, legitimate and common interests of its Members in order to promote optimal oral health care in South Africa;
- 3.1.2. represent the dental profession with authority and credibility, collectively and individually, in all matters, and to act as the principal co-ordinating and negotiating body for the dental profession;
- 3.1.3. To promote and protect the trust, image, honour and integrity of the dental profession and uniformity in standards of oral health care and professional ethics;
- 3.1.4. To advocate and engage organs of the state, the private sector and stakeholders on behalf of its Members with regard to matters the Members have an interest in and to take such concerted measures deemed expedient in respect of any legislative, regulatory or other measures affecting the dental profession or Association members;
- 3.1.5. To provide assistance for education and training opportunities to Members relevant to the demand of dental practice;
- 3.1.6. To represent the interests of the Members within the sector and region they function within;
- 3.1.7. To provide scientific journals and promote involvement in dental education, research and academic excellence;
- 3.1.8. To promote professional standards in the conduct of its Members;

- 3.1.9. To promote and encourage among its Members ethical principles and practices;
- 3.1.10. To promote oral and general health through the expertise and influence of the dental profession to the people of the Republic of South Africa;
- 3.1.11. To promote transformation in the Association, dental profession and ensure that all structures of SADA reflect the transformation objectives and targets determined by the Board from time to time;
- 3.1.12. To promote and fund enterprise, socio-economic development and social responsibility projects;
- 3.1.13. To affiliate with other professional associations that have similar objectives to those of the Association or which can assist in promoting the objectives of the Association and to contribute to the funds of these Associations or accept funding from them;
- 3.1.14. To promote relations between its members and employer organisations by obtaining organisational rights in terms of Labour Relations Act, 1995.

3.2. ANCILLARY OBJECTIVES

- 3.2.1. To influence the shaping of the oral healthcare environment.
- 3.2.2. To develop dental leadership and skills amongst all dentists.
- 3.2.3. To administer a Benevolent Fund to provide relief by way of grants, annuities or other means to members, former members and dependents of members as defined in the Benevolent Fund rules of the Association.
- 3.2.4. To grant sums of money from the funds of the Association for the promotion of the dental and allied sciences in such manner as from time to time be determined.

3.3. LANGUAGE POLICY

English is the official language for conducting the business of the Association. At any meeting of the Association, if the participants unanimously agree to conduct the business in one of the other official languages of the South Africa other than English, they shall be entitled to do so, provided translation in English is provided at their own costs and that all written records, reports, minutes and correspondences from such meeting shall be in English.

4. INCORPORATION AND NATURE OF THE ASSOCIATION

4.1. INCORPORATION

- 4.1.1. The Association is incorporated as a Non-Profit company as from 8 August 1935, in terms of the Act.
- 4.1.2. The Association is incorporated in accordance with and governed by:–
 - 4.1.2.1. the unalterable provisions of the Act that are applicable to non-profit companies;
 - 4.1.2.2. the alterable provisions of the Act that are applicable to non-profit companies, subject to any limitation, extension, variation or substitution set out in this MOI;
 - 4.1.2.3. the provisions of this MOI; and
 - 4.1.2.4. Where applicable, the provisions of the Labour Relations Act No 66 of 1995 as amended.

4.2. OBJECTIVES AND POWERS OF THE ASSOCIATION

- 4.2.1. The objectives of the Association are set out in this MOI and except to the extent necessarily implied by the stated objectives, the purposes and powers of the Association are subject to any restriction, limitations or qualification as set out in this MOI.
- 4.2.2. The Association is not subject to any provision contemplated in section 15 (2) (b) or (c) of the Act and accordingly the Association may do anything which the Act empowers a company to do unless prohibited by its MOI.
- 4.2.3. The Association has all the legal powers and capacity of an individual, to the extent possible subject to any restriction, limitations or qualifications arising from this MOI.

4.3. COMPLIANCE WITH SECTION 30B OF THE INCOME TAX ACT, No 58 of 1962

- 4.3.1. The Association's Board of Directors are not related to each other and accept fiduciary responsibility for the Association and shall submit any amendment of this MOI of the Association to the Commissioner within 30 days of its amendment.
- 4.3.2. No single person shall directly or indirectly control the decision-making powers relating to the Association.

- 4.3.3. The Association shall not directly or indirectly distribute any of its funds or assets to any person other than in the course of furthering its objectives, and expressly provided for in this MOI.
- 4.3.4. The Association shall utilise substantially the whole of its funds for the sole or principal object for which it has been established;
- 4.3.5. No member shall directly or indirectly have any personal or private interest in the Association.
- 4.3.6. Substantially the whole of the activities of the Association shall be directed to the furtherance of its sole or principal object and not for the specific benefit of an individual member or minority group.
- 4.3.7. The Association shall not have a share or other interest in any business, profession or occupation which is carried on by its members.
- 4.3.8. The Association shall 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.
- 4.3.9. Substantially the whole of the Association'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.
- 4.3.10. The Association shall comply with such reporting requirements as may be determined by the Commissioner from time to time.
- 4.3.11. The Association shall 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) of the Income Tax Act.
- 4.4. The Board is empowered to amend the provisions of this Memorandum of Incorporation should the South African Revenue Service, change the requirements to achieve and/or hold tax exempt status or if the Board is of the opinion that tax exempt status is no longer required.
- 4.5. Upon dissolution of the Association, its net assets must be distributed in the manner set out in this MOI.

5 RULE AND AMENDMENT OF THE MOI AND RULES

5.1 AMENDMENT OF MOI

- 5.1.1. This MOI of the Association may be altered or amended:
- 5.1.1.1. in compliance with a court order effected by a resolution of the Board and does not require a special resolution;
- 5.1.1.2. by Special Resolution as proposed by the Board and the Voting Members may by way of special resolution adopt such amendments.
- 5.1.1.3. a notice of the proposed alterations of the Mol shall be circulated by electronic means or posting on the Association website to Branches at least 30 (thirty) business days and to voting members 15 (fifteen) business days before a meeting is convened to consider such proposal.
- 5.1.1.4. a copy of the amendments made to the Mol shall be submitted by the Board of Directors to the Commissioner of the South African Revenue Service and the Companies and Intellectual Property Commission (CIPC).
- 5.1.2 No amendments under the present tax exempt status to the Mol shall be made which will:-
- 5.1.2.1 allow any income or other funds or other assets of the SADA to be applied for a purpose which does not promote the achievement of the objects of the Association;
- 5.1.2.2 amend this clause in any manner which would give any proprietary or similar interest in the SADA's income or other funds or other assets to any Individual or any incorporated entity contrary to the provisions of the Income Tax Act.
- 5.1.3 An amendment to the Association's Mol takes effect from the later of:-
- 5.1.3.1 The date, and time at, which the Commission accepts the filing of the Notice of Amendment; or
- 5.1.3.2 The date, if any, set out in the Notice of Amendment.

5.2 ALTERATION OF RULES

- 5.2.1. The Board of the Association may make, amend or repeal any necessary or incidental Rules relating to the governance of the Association in respect of matters that are not addressed in the Act or in this MOI by:
- 5.2.1.1. notice to members through publishing a copy of amendments or repeal of those Rules in the Association's Journal or on the Association's website;
- 5.2.1.2. delivering a copy of those Rules to each Director by ordinary or electronic mail;
- 5.2.1.3. filing a copy of those rules or any amendment or repeal of them with the Companies and Intellectual Property Commission (CIPC).
- 5.2.2. A Rule amended or repealed above shall take effect on a date that is the later of:-

- 5.2.2.1. 10 business days after the Rule is filed with the Companies and Intellectual Property Commission (CIPC); or
- 5.2.2.2. the date, if any, specified in the Rule; and
- 5.2.2.3. is binding on an interim basis from the time it takes effect until it is put to a vote at the next General Meeting of the Association and on a permanent basis only if it has been ratified by an Ordinary Resolution at the meeting.
- 5.2.3. If a Rule published in terms of above is not subsequently ratified, the Board may not make a substantially similar Rule within the ensuing 12 months, unless it has been approved in advance by Ordinary Resolution at a General meeting.
- 5.2.4. The Board, or an individual authorised by the Board, may alter the Association's MOI or Rules, to correct any patent error in spelling, punctuation, reference, grammar or similar defect on the fact of the document by publishing a notice of the alteration in the Association Journal or posting it on the Association's website or in any other manner required or permitted by the Rules and filing the notice of alteration with the Companies and Intellectual Property Commission (CIPC).

6 OPTIONAL PROVISIONS OF THE ACT

The Association elects to comply with the provisions of Chapter 3 of the Act in terms of section 34 (2) only to the extent provided for in this MOI and insofar as it is obliged to in terms of its Public Interest Score.

7 MEMBERS OF THE ASSOCIATION

- 7.1. The Association has two classes of members, being voting and non-voting members, determined by the Board from time to time as contemplated in the Rules. Within each of the two classes of members, the Board shall distinguish various categories of members, from time to time.
- 7.2. The annual membership fee payable by Members shall be determined by the Board and become due and payable on 1 March of each year.

8. RIGHTS OF MEMBERS

8.1 MEMBERS' AUTHORITY TO ACT

- 8.1.1. A resolution that could be voted on at a Members' meeting may instead be:
- 8.1.1.1. submitted for consideration to the Members entitled to exercise voting rights in relation to the resolution; and
- 8.1.1.2. voted on in writing or by electronic communication by such Members within 20 Business Days after the resolution was submitted to them.
- 8.1.2. A resolution contemplated above:
- 8.1.2.1. will have been adopted if it is supported by persons entitled to exercise sufficient voting rights for it to have been adopted as an Ordinary or Special Resolution, as the case may be, at a properly constituted Members' meeting; and
- 8.1.2.2. if adopted, has the same effect as if it had been approved by voting at a meeting.
- 8.1.3. An election of a Director that could be conducted at a National Council meeting may instead be conducted by written ballot of all the National Council members entitled to exercise voting rights in relation to the election of that Director.
- 8.1.4. Within 10 Business Days after adopting a resolution, or conducting a written poll (ballot) to elect a Director, in terms of the above, the Association shall deliver a statement describing the results of the vote, consent process or election to every Member who was entitled to vote on or consent to the resolution, or vote in the election of the Director, as the case may be.
- 8.1.5. For greater certainty, any business of the Association that is required by the Act or the MOI to be conducted at an Annual General Meeting of the Association, may not be conducted in the manner contemplated in this section.

8.2 MEMBERS' RIGHT TO INFORMATION

- 8.2.1. Any Member of the Association shall in addition to rights set out in this MOI or as determined by the Promotion of Access to Information Act 2 of 2000, as amended, or any applicable legislation have a right to inspect and copy:
- 8.2.1.1. the MOI and any amendments to it;
- 8.2.1.2. any Rules, Code of Conduct and terms of reference of the Association;

- 8.2.1.3. the Association's records of its on Directors including details concerning other directorships each Director may hold;
 - 8.2.1.4. reports presented at Annual General Meetings of the Association;
 - 8.2.1.5. Annual Financial Statements; and
 - 8.2.1.6. Notices and Minutes of Members meetings.
- 8.2.2. A Member requesting access to any record held by the Association must make a written request for determination by the Board whose decision shall be final.

8.3. APPOINTMENT OF PROXIES

A Voting Member of the Association may appoint any Voting Member or non-voting member or non-member of the Association on record date, as a proxy to participate in, speak and vote at a meeting on behalf of the Member.

8.3.1. Representation by concurrent proxies

A Voting Member shall not appoint concurrent proxies.

8.3.2. Deliberative authority of proxy

A proxy is entitled to exercise, or abstain from exercising, any voting right of the Member without direction, except to the extent that the MOI, or the instrument appointing the proxy, provides otherwise.

8.3.3. Authority of proxy to delegate

Member's proxy may not delegate the proxy's powers to another person.

8.3.4. Requirement to deliver proxy instrument to the Association

- 8.3.4.1. A proxy appointment must be in writing, dated and signed by the Member.
- 8.3.4.2. A copy of the instrument appointing a proxy must be delivered to the Association's head office, or to any other person on behalf of the Association, before the proxy exercises any rights of the member at the members meeting.
- 8.3.4.3. The proxy instrument shall remain valid until the end of the meeting for which it is intended to be used or any adjournment of that meeting unless revoked.
- 8.3.4.4. In the event of an adjournment of a meeting, members present shall be entitled to appoint a proxy to participate in, speak and vote at an adjourned meeting on their behalf.
- 8.3.4.5. A proxy form for any particular meeting shall be delivered in any manner to the Association's

head-office marked for the attention of CEO or to any other person on behalf of the Association, before the proxy exercises any rights of the member at the members meeting.

- 8.3.4.6. The Association shall supply Members with a form of instrument for appointing a proxy which shall comply with section 58 of the Act. The Association may provide the proxy form by Electronic Communication in a manner and form which can be conveniently printed within a reasonable amount of time and at a reasonable cost.
- 8.3.5. Irrespective of the form of the proxy form, the appointment is suspended at any time and to the extent that the member chooses to act directly and in person in the exercise of any rights as a member.
- 8.3.6. A proxy is entitled to exercise, or abstain from exercising, any voting right of the Member without direction, except to the extent that the MOI provides otherwise.

8.4. RECORD DATE FOR EXERCISE OF MEMBER RIGHTS

- 8.4.1. The Board may set a record date for the purpose of determining which Member is entitled to:
 - 8.4.1.1. receive notice of a Members meeting;
 - 8.4.1.2. participate in and vote at a Members meeting;
 - 8.4.1.3. decide any matter by written consent or Electronic Communication, as contemplated in section 60 of the Act; and
 - 8.4.1.4. exercise other rights.
- 8.4.2. A record date determined by the Board in terms of the above may not be:
 - 8.4.2.1. earlier than the date on which the record date is determined; or
 - 8.4.2.2. more than ten business days before the date on which the event or action, for which the record date is being set, is scheduled to occur; and
 - 8.4.2.3. must be published to the Members in the Association's Journal or the website.
- 8.4.3. If the Board does not determine a record date for any action or event, the record date is:
 - 8.4.3.1. in the case of a meeting, the latest date by which the Association is required to give Members notice of that meeting; or
 - 8.4.3.2. the date of the action or event, in any other case.

9. MEMBERS MEETINGS

9.1. ANNUAL GENERAL MEETING

- 9.1.1. 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.
- 9.1.2. A notice of 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 this MOI.
 - 9.1.1.1. A meeting convened must, at a minimum, provide, for:
 - 9.1.1.2. The directors' report;
 - 9.1.1.3. Audited financial statements for the immediately preceding financial year; and
 - 9.1.1.4. An audit committee report;
 - 9.1.1.5. Appointment of an auditor for the ensuing financial year; and
 - 9.1.1.6. Appointment of the Audit and Risk Committee every two years;
 - 9.1.1.7. An Audit & Risk & Committee report; and
 - 9.1.1.8. Any matters raised by members with advance notice to the Association.

9.2. GENERAL MEETINGS (ORDINARY OR SPECIAL)

- 9.2.1. An ordinary or special general meeting shall be called either:-
 - 9.2.1.1. by resolution of the Annual General Meeting or
 - 9.2.1.2. by resolution of the Board of Directors; or
 - 9.2.1.3. at the request of voting members not holding less than 10% voting rights provided for in this MOI.

9.3. MEMBERS' RIGHT TO REQUISITION A MEETING

- 9.3.1. Not less than 10% of members with voting rights may requisition the Directors to hold a meeting of members, provided that requisition is demanded by members in writing and such demand describes the specific purpose for which the meeting is proposed.
- 9.3.2. The directors shall within 15 business days of such requisition issue a notice to Members convening a Special Meeting of the Association for a date not less than 15 Business Days and not more than 25 Business Days from the date of the notice.
- 9.3.3. If the Directors do not issue a notice within 15 Business Days from the date of the members lodging of the requisition, more than one half or all of the requisitionists, may themselves on 15 Business Days' notice, convene a Special Meeting, stating the specific purpose of it. No meeting so convened shall be held after the expiration of three months from the said date.
- 9.3.4. No requisitioned Special Meeting may consider any business other than that set out in the requisition.

- 9.3.5. Any time before the start of the Special Meeting called above, the Members who submitted a demand for that meeting may withdraw the demand and if withdrawn the Association must cancel the meeting.
- 9.3.6. The Association, or any Member of the Association, may apply to court for an order setting aside the demand for a meeting on the grounds that the demand, if frivolous, calls for a meeting for no other purpose than to reconsider a matter that has already been decided by the member, or is otherwise vexatious.

9.4. NOTICE OF MEMBERS MEETINGS

- 9.4.1. The minimum number of days for the Association to deliver a notice together with an Agenda of the Annual General Meeting or General Meetings shall be 15 business days before the meeting is to begin.
- 9.4.2. A notice of a Members Meeting must be in writing, and must include:-
- 9.4.2.1. the date, time and place for the meeting and the record date for the meeting;
 - 9.4.2.2. the general purpose of the meeting and any specific purpose if applicable;
 - 9.4.2.3. a copy of any proposed resolution of which the Association has received notice, and which is to be considered at the meeting, and a notice of the percentage of voting rights that will be required for that resolution to be adopted;
- 9.4.3. In the case of an Annual General Meeting of the Association, the notice must include:
- 9.4.3.1. a summarised form of the Annual Financial Statements to be presented; and
 - 9.4.3.2. directions for obtaining a copy of the complete Annual Financial Statements for the preceding financial year; and
 - 9.4.3.3. a reasonably prominent statement that a Member who is entitled to attend and vote at the meeting is entitled to appoint a proxy who is a voting member of the Association or a person who is a non-voting member or not a member of the Association to attend, participate in and vote at the meeting in the place of the Member.
- 9.4.4. If the Association fails to give the required notice of a Members Meeting, or if there was a material defect in the giving of the notice, the meeting may proceed if all of the members who are entitled to exercise voting rights in respect of each item on the agenda of the meeting acknowledge actual receipt of the notice, are present at the meeting, waive notice of the meeting or in the case of a material defect in the manner and form of giving notice, ratify the defective notice.

- 9.4.5. If a material defect in the form or manner of giving notice of a meeting relates only to one or more particular matters on the agenda for the meeting:-
- 9.4.5.1. any such matter may be severed from the agenda, and the notice remains valid with respect to any remaining matters on the agenda; and
- 9.4.5.2. the meeting may proceed to consider a severed matter, if the defective notice in respect of that matter has been ratified.
- 9.4.6. An immaterial defect in the form or manner of giving notice of a Members Meeting, or an accidental or inadvertent failure in the delivery of the notice, to any particular member to whom it was addressed, does not invalidate any action taken at the meeting.
- 9.4.7. A member who is present at a meeting is regarded to have received or waived notice of the meeting and has a right:-
- 9.4.7.1. to allege a material defect in the form of notice for a particular item on the agenda for the meeting; and
- 9.4.7.2. to participate in the determination whether to waive the requirements for notice, or ratify a defective notice is regarded to have waived any right based on an actual or alleged material defect in the notice of the meeting.

9.5. LOCATION OF MEMBERS MEETINGS

The Board may determine the location and time for any Members' Meeting (including the location and time of any meeting which has been adjourned) provided that such a meeting must be convened within the borders of the Republic of South Africa.

9.6. CONDUCT OF MEETINGS

- 9.6.1. Before any person may attend or participate in a Members Meeting:
- 9.6.1.1. that person must present reasonably satisfactory identification; and
- 9.6.1.2. the person presiding at the meeting must be reasonably satisfied that the right of that person to participate and vote, either as a Member, or as a proxy for a Member, has been reasonably verified.

9.7. ELECTRONIC PARTICIPATION IN MEMBERS MEETINGS

The authority of the Association to conduct General and Members Meeting to be conducted entirely by Electronic Communication or to provide for participation in a meeting by electronic communication is not limited or restricted by this MOI provided that the Electronic Communication employed ordinarily enables all persons participating in that meeting to

communicate concurrently with each other without an intermediary, and to participate reasonably effectively in the meeting.

9.8. QUORUM FOR MEMBERS MEETINGS

The person quorum for Annual General Meetings and General Meetings or any other meetings of Members is 25 Voting Members rights who are present at the commencement of and throughout that meeting either in person, by proxy or by Electronic Communication.

9.9. ADJOURNMENT OF MEMBERS' MEETINGS

- 9.9.1. If within 30 minutes after the appointed time for a meeting to begin, the person or voting quorum requirements, is not present for that particular meeting to begin have not been satisfied:
 - 9.9.1.1. the meeting shall be automatically postponed without motion, vote or further notice, for one week at the same time and place as the chairperson of the meeting in question may decide or until further notice as agreed at the meeting where requirements of a particular matter to begin have not been satisfied;
 - 9.9.1.2. if there is other business on the agenda of the meeting, consideration of that matter may be postponed to a later time in the meeting without motion or vote; or
 - 9.9.1.3. if there is no other business on the agenda of the meeting, the meeting is adjourned for one week, without motion or vote.
- 9.9.2. The chairperson presiding at a meeting that cannot begin due to the operational absence of a person quorum may extend the 30 minutes limit allowed for a reasonable period on the grounds that:
 - 9.9.2.1. exceptional circumstances affecting weather, transportation or Electronic Communication have generally impeded or are generally impeding the ability of Members to be present at the meeting; or
 - 9.9.2.2. one or more particular Members, having been delayed, have communicated an intention to attend the meeting, and those Members, together with others in attendance, would satisfy the person quorum requirements; or
 - 9.9.2.3. any other reason the Chairperson reasonably deems appropriate.
- 9.9.3. The Association is not required to give further notice of a meeting that is postponed or adjourned in terms of the above provisions, unless the location for the meeting is different from:
 - 9.9.3.1. the location of the postponed or adjourned meeting; or
 - 9.9.3.2. a location announced at the time of adjournment, in the case of an adjourned meeting.

- 9.9.4. If, at the time appointed for a postponed meeting to begin, or for an adjourned meeting to resume, the quorum requirements are not satisfied as provided above, Members of the Association present in person or by proxy either physically or by Electronic Communication will be deemed to constitute a quorum.
- 9.9.5. A Members Meeting, or the consideration of any matter being debated at the meeting, may be adjourned from time to time without further notice, on a motion supported by a majority of Members present with voting rights:
- 9.9.5.1. who are present at the meeting at the time; and
- 9.9.5.2. is entitled to be exercised on at least one matter remaining on the agenda of the meeting, or on the matter under debate, as the case may be.
- 9.9.6. The maximum period allowable for an adjournment of a Members Meeting shall be:
- 9.9.6.1. 60 Business Days after the record date determined; or
- 9.9.6.2. 30 Business Days after the date on which the adjournment occurred.

9.10. MEMBERS' RESOLUTIONS

- 9.10.1. For a resolution to be adopted at a Members Meeting, it must be supported by:
- 9.10.1.1. in case of an ordinary resolution, by a simple majority of 50% plus 1 of the members with voting rights exercised on the resolution present at the relevant meeting.
- 9.10.1.2. in case of a special resolution to be adopted at a Members' Meeting, by at least **60** % plus 1 of the voting members exercised on the resolution present at the relevant meeting.
- 9.10.2. The Board may propose any resolution to be considered by Members, and may determine whether that resolution will be considered at a meeting or by vote or written consent.
- 9.10.3. Any two Members of the Association may propose a resolution concerning any matter in respect of which they are each entitled to exercise voting rights.
- 9.10.4. When proposing a resolution, it shall be delivered 45 business days before the date of the meeting to the Association's Chief Executive Officer in writing and must indicate that they require that the resolution to be submitted to Members for consideration:
- 9.10.4.1. at a meeting demanded by Members as provided for in this MOI;
- 9.10.4.2. at the next Members Meeting; or

- 9.10.4.3. by written vote as provided for in terms of this MOI.

- 9.10.5. A proposed resolution must be:
 - 9.10.5.1. expressed with sufficient clarity and specificity; and
 - 9.10.5.2. accompanied by sufficient information or explanatory material to enable Members who are entitled to vote on the resolution to determine whether to participate in the meeting and to seek to influence the outcome of the vote on the resolution.

- 9.10.6. At any time before the start of the meeting at which a resolution will be considered, a Member or Director who believes that the form of the resolution does not satisfy the requirements of the above may seek leave to apply to a court for an order:
 - 9.10.6.1. restraining the Association from putting the proposed resolution to a vote until the requirements of the above are satisfied; and
 - 9.10.6.2. requiring the Association, or the Members who proposed the resolution, as the case may be, to:
 - 9.10.6.2.1. take appropriate steps to alter the resolution so that it satisfies the requirements of the above; and
 - 9.10.6.2.2. compensate the applicant for costs of the proceedings, if successful.

- 9.10.7. Once a resolution has been approved, it may not be challenged or impugned by any person in any forum on the grounds that inappropriate notice was given.

- 9.10.8. A special resolution is required to amend the MOI, approve remuneration of all directors, approve the voluntary winding-up of the Association, dispose of the whole or greater part of the undertaking of the Association, or the whole or greater part of the assets of the Association or implement amalgamation or merger, or implement a scheme of arrangement.

9.11. VOTING MEMBERS

- 9.11.1. At all meetings of the Association, Voting Members have one vote and any member holding a proxy for an absent member shall have one vote in respect of each proxy held.

- 9.11.2. At all Members or General Meetings a resolution which is put to the vote of the Members shall be decided on a show of hands by a majority of the Members present in person and entitled to vote including proxy votes held by such persons present, unless a poll (ballot) is (before or on the declaration of the result of the show of hands) demanded by:
 - 9.11.2.1. the chairperson of the meeting; or
 - 9.11.2.2. not less than five Voting Members present at the meeting, or
 - 9.11.2.3. a Member or Members representing not less than 10% of the total voting rights of all Voting Members.

- 9.11.3. A demand for a poll (ballot) may be withdrawn at any time before the poll (ballot) is taken.
- 9.11.4. Unless a poll (ballot) is demanded (and the demand is not withdrawn) the declaration by the chairperson of the General Meeting that a resolution has been carried or carried unanimously or without contradiction or by a particular majority or lost and an entry to that effect in the minute of the Association shall, subject to the provisions of the Act, be conclusive evidence of that fact without proof of the number or proportion of the votes recorded for or against that resolution.
- 9.11.5. If a poll (ballot) is duly demanded (and that demand not withdrawn), it shall be taken in such manner (including the use of ballot or voting papers or tickets) as the chairperson of the General Meeting may direct, and the result of that poll (ballot) shall be deemed to be the resolution of the General Meeting at which the poll (ballot) was demanded. The chairperson of a General Meeting may (and if so directed by the meeting shall) appoint scrutineers and may adjourn the meeting to some place and time fixed by him/her for the purpose of declaring the result of that poll (ballot).
- 9.11.6. The demand for a poll (ballot) shall not prevent the continuation of a General Meeting for the transaction of any business other than the question on which a poll (ballot) has been demanded.
- 9.11.7. A poll (ballot) may not be demanded to determine the question of the election of a chairperson of a General Meeting, or on the question of adjournment.
- 9.11.8. A poll (ballot) demanded on any other question shall be taken either immediately or at such subsequent time (not being more than 30 days from the date of the meeting) and place as the chairperson of a General Meeting may direct.
- 9.11.9. No notice need be given to Voting Members of a poll (ballot) which is not taken immediately.
- 9.11.10. Every Voting Member who is present at a Members Meeting in person or represented by proxy shall have one vote upon a poll (ballot) provided that any Voting Member present who is entitled, by reason of holding proxies, on a poll (ballot) to cast more than one vote, need not use all his/her votes or cast all the votes he/she uses in the same way.
- 9.11.11. If any votes are counted which ought not to have been counted, or might have been rejected, the error shall not vitiate a resolution unless it is pointed out at the same Members Meeting or any adjournment of it, and not in that case unless the error, in the opinion of the chairperson of that Members Meeting, is of sufficient magnitude to vitiate that resolution.

- 9.11.12. In the case of any equality of votes, whether on a show of hands or on a poll (ballot) count, the chairperson of the Members Meeting at which the show of hands takes place or at which the poll (ballot) is demanded shall be entitled to a casting vote in addition to any vote to which he/she is entitled as a Voting Member of the Association.
- 9.11.13. No objection shall be raised as to the admissibility of any vote at any Members Meeting except at the Meeting at which the vote objected to be or may be given or tendered.
- 9.11.14. Any such objection shall be referred to the chairperson of the Members Meeting and his/her decision on it shall be final and conclusive.
- 9.11.15. Every vote not disallowed at a General Meeting shall be valid for all purposes at that meeting.

10. NATIONAL COUNCIL, DIRECTORS AND OFFICERS

10.1. MEETINGS

The Association shall convene an Annual General Meeting and a minimum of two National Council Meetings in each financial year.

10.2. NATIONAL COUNCIL

- 10.2.1. The National Council is the body that provides geographical representation to Branch members of the Association. National Council, in consultation with branches, members at branch level and interest groups, generally promote the achievement of the Association's aims and objectives and make recommendations to the Board and execute policies of the Board at branch level. The composition of National Council is provided for in the Association Rules.

10.3. AUTHORITY OF THE BOARD OF DIRECTORS

- 10.3.1. The Board of Directors shall carry out the objectives of the Association in such manner as it may deem fit and proper, subject, however, to this MOI, the Act, general policy of the Association and to any special instructions as may be laid down or given by the Members in General Meetings from time to time.
- 10.3.2. The business and affairs of the Association shall be managed by the directors of the Board, which shall have the authority to exercise all of the powers and direct all of the functions of the

Association, except to the extent that the Act or this MOI and Rules provides otherwise.

- 10.3.3. The Board of Directors has the power to appoint Board Committees and to approve terms of reference for such Board Committees to assist it with the execution of its duties. The appointment of Board Committees will not relieve the Board of Directors from their accountability in respect of the duties of such Board committees.
- 10.3.4. The Board of Directors may delegate to management to implement the management of the business of the Association under their direction and to conduct the day to day operations of the Association.
- 10.3.5. Any director or any person appointed by the Board for that purpose shall have the power to authenticate:
 - 10.3.5.1. the MOI;
 - 10.3.5.2. any resolution passed by the Members or the Board;
 - 10.3.5.3. any books, records, documents and accounts relating to the affairs of the Association, and
 - 10.3.5.4. to certify copies thereof or extracts therefrom as true copies or extracts.

10.4. COMPOSITION OF THE BOARD

- 10.4.1. The Board of Directors shall comprise 10 (ten) directors of which: -
 - 10.4.1.1. 7 (seven) shall be Voting Members of the Association, one of whom shall be the President of the Association elected as non-executive directors;
 - 10.4.1.2. 2 (two) shall be independent non-executive directors;
 - 10.4.1.3. The Chief Executive Officer as the Executive Director.
- 10.4.2. Every member of the Board must satisfy the qualification and eligibility criteria set out in section 69 of the Act to become or remain a member of the Board. In addition to satisfying the qualification and eligibility requirements set out in section 69, to become or remain a director of the Association, the seven non-executive directors need to be and remain members with voting rights of SADA. a person must also satisfy the additional eligibility requirements and qualifications set out in this MOI.
- 10.4.3. Each of the directors shall be elected or appointed in the manner set out in this MOI or as determined by the Board from time to time.

10.5. APPOINTMENT, NOMINATION AND ELECTION OF DIRECTORS

- 10.5.1. National Council shall have the authority to:
 - 10.5.1.1. elect 7 (seven) Non-Executive Directors from Voting Members of the Association, one of whom shall be the President of the Association as provided for in the Rules;

- 10.5.1.2. appoint two Independent Directors from a list of nominees as proposed by the Board and/or the CEO; and
- 10.5.1.3. confirm and ratify the appointment of the CEO of the Association to be appointed as an Executive Director by virtue of his/her contract of employment with the Association but shall not be eligible as chairperson, vice chairperson or chairperson of Board Committees.
- 10.5.1.4. elect members of the Association's National Council who are not elected or appointed as directors to serve on the Dentistry Development Foundation of South Africa Trust (DDFT);
- 10.5.1.5. confirm and ratify appointment by majority vote of members to serve on Board Committees or nominate alternative voting member/s of the Association to fill the vacancy within the period stipulated in the notice sent by electronic communication.
- 10.5.1.6. remove Directors by majority vote;
- 10.5.1.7. advise and make recommendations to the Board on any matters arising at Branch level.
- 10.5.2. All Non-Executive Directors except the independent non-executive directors shall be Voting Members of the Association.
- 10.5.3. The election of Directors at National Council shall be conducted in accordance with the Rules of the Association.
- 10.5.4. The Board shall elect the Chairperson and Vice Chairperson of the Board, from amongst the elected Directors above, except the President who shall not hold office of Chairperson or Vice Chairperson.
- 10.5.5. The Board may appoint a person who satisfies the requirements for election as a Director to fill any vacancy and serve as a Director of the Association on a temporary basis until the vacancy has been filled by election in terms of the above provisions, and during that period any person so appointed has all of the powers, functions and duties, and is subject to all of the liabilities, of any other Director of the Association.
- 10.5.6. The election or appointment of a person as a Director will be void if, at the time of the election or appointment, that person is ineligible or disqualified in terms of section 69 of the Act.
- 10.5.7. An election of a Director that could be conducted at a National Council meeting may instead be conducted by written poll (ballot) of all of the National Council members entitled to exercise voting rights in relation to the election of that Director.
- 10.5.8. Within 14 Business Days after adopting a resolution, or conducting an election of Directors, the Association must deliver a statement describing the results of the vote, consent process,

or election to every National Council member who was entitled to vote on or consent to the resolution, or vote in the election of the Director, as the case may be.

- 10.5.9. For greater certainty, any business of the Association that is required by the Act or the MOI to be conducted at an Annual General Meeting may not be conducted in the manner contemplated in this provision.

10.6. DIRECTORS TERM OF OFFICE

- 10.6.1. The term of office of Non-Executive Directors shall be 3 (three) years except the President whose term of office shall be 2 (two) years.

- 10.6.2. The Non-Executive Directors above shall qualify for re-election for two further consecutive periods of 3 (three) years each, except the President who shall qualify for re-election of one further term of 2 (two) years, provided the President is re-elected as President of National Council, so that a non-executive director shall not hold office for a period in aggregate of more than 9 (nine) years, and the President who shall not hold office for a period in aggregate of more than 4 (four) years, after which they shall not be eligible until two years have elapsed since last holding office.

- 10.6.3. The term of office of Independent non-executive Directors shall be a period of 3 (three) years. The terms of their eligibility for re-appointment shall be determined by Board but shall not exceed one consecutive term of 3 (three) years .

- 10.6.4. The Chief Executive Officer of the Association is an Executive Director who shall hold office by virtue of an employment contract with the Association and shall immediately cease to be Director on termination of employment for any reason.

- 10.6.5. The term of the Chairperson and Vice Chairperson of the Board shall be for a period of 3 (three) years but may thereafter be re-elected for two consecutive term of 3 (three) years as the Chairperson and the Vice Chairperson as the case maybe.

- 10.6.6. No Non-Executive or Independent Director shall serve as director of the Association for an uninterrupted period of more than 9 (nine) and 6 (six) years respectively, except the President who only serve for an uninterrupted period of more than 4 (four) years.

10.7. RETIREMENT OF DIRECTORS BY ROTATION

- 10.7.1. At the National Council meeting every three years, one-third of the Non-Executive Directors who are members of the Association, including the President for the time being or the number nearest to but not less than one third shall retire from office.
- 10.7.2. The non-executive directors so to retire at the National Council meeting every three years shall be those who have been longest in office since last elected or re-elected and the President.
- 10.7.3. As between non-executive directors other than the President of equal seniority and in office, the non-executive directors so to retire shall, unless they otherwise agree among themselves, be selected by lot; provided that notwithstanding anything contrary in the MOI.
- 10.7.4. If all members elected as directors or more than two Non-Executive Directors retire from office, the Council shall elect as many directors as are required to fill all vacant board positions.
- 10.7.5. A non-executive director including the President who intends to retire voluntarily at the meeting may be taken into account in determining the one third of the non-executive directors to retire at such meeting;
- 10.7.6. The identity of the non-executive directors to retire at such National Council meeting shall be determined as at the date of the notice convening such meeting; and
- 10.7.7. If at the date of any National Council meeting, any non-executive director shall have held office for a period of 3 (three) consecutive terms of 3 (three) years and the President for a period of 2 (two) consecutive terms of 2 (two) years each, he or she shall retire at such meetings as one of the non-executive directors to retire.
- 10.7.8. A Director retiring at a meeting shall retain office until the election of Directors at that meeting has been completed.
- 10.7.9. Except for the provisions above, the election of Directors at National Council shall be conducted in terms of the Rules of the Association.

10.8. INELIGIBILITY AND DISQUALIFICATION OF DIRECTORS

- 10.8.1. A person who is ineligible or disqualified in terms of the Act, must not be appointed or elected as a Director or prescribed officer of the Association, or consent to being appointed or elected as a

Director or prescribed officer, or act as a Director or prescribed officer of the Association.

- 10.8.2. A person who becomes ineligible or disqualified in terms of the Act while serving as a Director or prescribed officer of the Association ceases to be a Director or prescribed officer immediately.
- 10.8.3. The Non-Executive Directors are ineligible to be Directors of the Association if they terminate their membership of the Association or in the case of the President ceases to hold the office of the President for any reason, are deregistered or removed from the register of dentists maintained by the Statutory Council for unprofessional conduct.
- 10.8.4. A person is disqualified from being Director of the Association, if a court has prohibited that person from being a Director, or declared the person to be delinquent or placed under probation in terms of section 162 of the Act, or the person is an unrehabilitated insolvent, is prohibited in terms of any public regulation to be a Director of the Association, has been removed from an office of trust on the grounds of misconduct involving dishonesty, or has been convicted in the Republic or elsewhere and imprisoned without the option of a fine or fined more than the prescribed amount for theft, fraud, forgery, perjury or an offence involving fraud, misrepresentation or dishonesty.

10.9. REMOVAL OF DIRECTORS

- 10.9.1. Directors may be removed by a majority vote of the National Council or the Board.
- 10.9.2. The Executive Director may be removed by the Board as Executive Director without member or National Council approval and on termination of employment of the Executive Director as the Association's CEO.
- 10.9.3. Before the National Council or the Board may consider a resolution calling for removal of a Director (excluding Executive Director):
 - 10.9.3.1. the Director concerned must be given notice of the meeting and the resolution at least 2 (two) business days' before the meeting; and
 - 10.9.3.2. the Director shall be afforded a reasonable opportunity to make a presentation, in person or through a representative who may be a Member of the Association excluding a legal representative, before the resolution is put to a vote.
- 10.9.4. If a Director has alleged that another Director of the Association:
 - 10.9.4.1. is ineligible or disqualified in terms of section 69 of the Act, other than on the grounds contemplated in section 69(8)(a) of the Act; or

- 10.9.4.2. is incapacitated to the extent that the Director is unable to perform the functions of a Director, and is unlikely to regain that capacity within a reasonable time; or
- 10.9.4.3. has neglected, or been derelict in the performance of the functions of Director;
- 10.9.4.4. is no longer a Member of the Association;
- 10.9.4.5. fails to attend 60 (sixty) percent of scheduled meetings of the Board or its Committee in one financial year and the Board determines in its sole discretion that it is without good cause; and
- 10.9.4.6. whose name has been removed for any reason whatsoever from the register of dentists kept by the Statutory Council;

the National Council or the Board, other than the director concerned, must determine the matter by majority resolution and may remove the director whom it has determined to be ineligible or disqualified, incapacitated or negligent or derelict as the case may be.

- 10.9.5. Before the National Council or the Board of the Association may consider a resolution contemplated above, the Director concerned must be given:
 - 10.9.5.1. notice of the meeting, including a copy of the proposed resolution and a statement setting out reasons for the resolution at least given 2 (two) business days', with sufficient specificity to reasonably permit the Director to prepare and present a response; and
 - 10.9.5.2. a reasonable opportunity to make a presentation, in person or through a representative who may be a Member of the Association excluding a legal representative, to the meeting before the resolution is put to a vote.
- 10.9.6. If, in terms of the above, the National Council or the Board has determined that a Director is ineligible or disqualified, incapacitated, or has been negligent or derelict, as the case may be, the Director concerned, or a person who appointed that director as contemplated if applicable, may apply within 20 Business Days to a court to review the determination of the Board.

10.10. VACANCIES ON BOARD

- 10.10.1. Any vacancy on the Board except for the President as non-executive director, shall as soon as reasonably possible, be filled by majority vote of the Board who shall notify National Council of any such appointment within 15 business days by electronic communication. The National Council shall be requested to ratify and confirm the appointment by majority vote within the time stipulated in the electronic notification.
- 10.10.2. Alternatively, the National Council may propose alternative eligible nominees 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.

- 10.10.3. The vacancy on the Board arising from the resignation by the President, shall as soon as reasonably possible, be filled by a two-third majority vote of National Council within 15 business days by electronic ballot.
- 10.10.4. 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.

10.11. BOARD OF DIRECTORS MEETINGS

- 10.11.1. The Chairperson authorised by the Board of the Association:
- 10.11.1.1. may call a meeting of the Board at any time but must call such in person meetings at least 3 (three) times a year; and
- 10.11.1.2. must call a meeting if required to do so by at least 2 of the directors.
- 10.11.2. The quorum for directors meetings shall be the majority of directors present in person or by electronic communication.
- 10.11.3. A meeting of the Board may be conducted by Electronic Communication or one or more Directors may participate in a meeting by Electronic Communication as long as it enables all persons to participate in the meeting to communicate concurrently with each other without an intermediary and to participate effectively in the meeting.
- 10.11.4. The Board may determine the form and time for giving notice of its meetings and no meeting of a Board may be convened without notice to all Directors.
- 10.11.5. If all of the Directors of the Association acknowledge actual receipt of the notice, are present at a meeting, waive notice of the meeting, the meeting may proceed even if the Association failed to give the required notice of that meeting, or there was a defect in the giving of the notice.
- 10.11.6. A majority of the Directors must be present at a meeting before a vote may be called at a meeting of the Directors.
- 10.11.7. Each Director has one vote on a matter before the Board.
- 10.11.8. A majority of the votes cast on a resolution is sufficient to approve that resolution.

- 10.11.9. In the case of a tied vote the chairperson may cast a deciding vote, if the chairperson did not initially have or cast a vote, or the matter being voted on fails, in any other case.
- 10.11.10. Subject to the provisions of the Act, a round-robin resolution in writing adopted by the majority of Directors is as valid and effective as if it had been passed at a duly called and constituted meeting of the Board or its committee as the case may be, provided each Director has received notice of the matter to be decided. An adopted round-robin resolution may consist of multiple hard or electronic copies of the same resolution, each signed by one or more Board members. A resolution of Directors passed in terms of this clause is presented at the next meeting of the Board or its committee as the case may be for noting and signature by the chairperson of that meeting.
- 10.11.11. The Association must keep minutes of the meetings of the Board, and any of its committees, and include in the minutes:
- 10.11.11.1. any declaration given by notice or made by a Director; and
- 10.11.11.2. every resolution adopted by the Board.
- 10.11.12. Resolutions adopted by the Board:
- 10.11.12.1. must be dated and sequentially numbered; and
- 10.11.12.2. are effective as of the date of the resolution, unless the resolution states otherwise.
- 10.11.13. Any minutes of a meeting, or a resolution, signed by the chairperson of the meeting, or by the chairperson of the next meeting of the Board, is evidence of the proceedings of that meeting, or adoption of that resolution, as the case may be.
- 10.11.14. Directors may sign a single document or initial a document using an electronic signature or an advanced electronic signature, as defined in the ECT.
- 10.11.15. An unaltered electronically or mechanically generated reproduction of any document may be substituted for the original for any purpose for which the original could be used in terms of the Act.
- 10.11.16. Subject to the provisions of section 75 of the Act, in respect of Directors' conflicts of interests:
- 10.11.16.1. All Directors must at the first Board meeting of each year or at the first Board meeting that the Director attends complete a Declaration of Interest form or the first Board meeting that the Director attends complete a Declaration of Interest form and furnish it to the Chairman.
- 10.11.16.2. At every Board meeting a declaration of conflict of interest must be made in the manner and form agreed by the Board in regard to all items for consideration before the Board.

- 10.11.16.3. A Director may not vote in respect of any matter tabled at the Board in which the Director has a material interest, or on any matter arising therefrom and if a vote is exercised contrary to this, the vote is not counted.
- 10.11.16.4. The Director must not take part in the consideration of the matter and must leave the meeting immediately after making the required disclosure.

10.12. INDEMNIFICATION OF DIRECTORS, PRESCRIBED OFFICERS AND BOARD COMMITTEES

- 10.12.1. In this section 'Director' includes former Directors, prescribed officers and persons who are members of a Board Committees and the Audit and Risk Committee irrespective of whether persons are members of the Board.
- 10.12.2. The Association:
- 10.12.2.1. may advance expenses to a Director to defend litigation in any proceedings arising out of the Director's service to the Association; and
- 10.12.2.2. may directly or indirectly indemnify a Director for expenses contemplated in the above paragraph, irrespective of whether it has advanced those expenses, if the proceedings:
- 10.12.2.3. are abandoned or exculpate the Director; or
- 10.12.2.4. arise in respect of any liability for which the Association may indemnify the Director.
- 10.12.3. The Association may advance expenses to the director to defend litigation in any proceedings arising out of the director's service to the Association and may directly or indirectly indemnify a director for expenses incurred for which the Association may indemnify the director.
- 10.12.4. The Association may purchase insurance to protect Directors against any liability or expenses for which the Association is permitted to indemnify Directors against any liability or expenses for which the Association is permitted to indemnify a Director or the Association against any expenses.
- 10.12.5. The Association is entitled to claim restitution from a Director for any money paid directly or indirectly by the Association to or on behalf of the director which is inconsistent with section 78 of the Act.

10.13. BOARD COMMITTEES

- 10.13.1. The Board of the Association may:
- 10.13.1.1. appoint any number of Committees of Directors; and
- 10.13.1.2. delegate to any Committee any of the authority of the Board.

- 10.13.2. Except to the extent that the Rules, or a resolution establishing a Committee, provides otherwise, the committee:
- 10.13.2.1. may include persons who are not Directors of the Association, but:
 - 10.13.2.2. any such person must not be ineligible or disqualified to be a Director in terms of section 69 of the Act; and
 - 10.13.2.3. **no** such person has a vote on a matter to be decided by the Committee;
 - 10.13.2.4. may consult with or receive advice from any person; and
 - 10.13.2.5. has the full authority of the Board in respect of a matter referred to it.
- 10.13.3. The creation of a Committee, delegation of any power to a committee, or action taken by a committee, does not alone satisfy or constitute compliance by a Director with the required duty of a Director to the Association, as set out in section 76 of the Act.
- 10.13.4. The Chairperson of the Board shall not be the chairperson of any committee responsible for Remuneration, Strategy and Ethics Committees.
- 10.13.5. The Chairperson may not be a member of the Audit and Risk Committee, but may be a member of the committee responsible for remuneration, shall be a member of the committee responsible for nominations of members of the Board and may also be its chair.

10.14. DIRECTORS' REMUNERATION

- 10.14.1. The Association may pay remuneration to its Directors except the Executive Director for their service as Directors, subject to the condition that remuneration may be paid only in accordance with a Special Resolution approved by the Members within the previous two years.
- 10.14.2. The first meeting of Members approving amendment of this MOI shall approve the remuneration of Directors for the first year of service.
- 10.14.3. The Directors shall be entitled to reimbursement of all reasonable and authorised travelling, subsistence, and other expenses properly incurred by them in the execution of their duties as Directors in or about the business of the Association.

11. ENHANCED ACCOUNTABILITY

11.1. SOCIAL AND ETHICS COMMITTEE

The Association shall have a Social and Ethics Committee as contemplated in section 72(4) of the Act and determined by its public interest score having regard to the nature and extent of its activities unless exempted.

11.2. APPOINTMENT OF AUDITORS

11.2.1. Each year at its Annual General meeting, the Association will appoint a Registered Auditor who shall not be a Director or prescribed officer and is independent of the Association.

11.2.2. If the Association appoints a firm as an auditor, the individual determined by that firm, in terms of section 44(1) of the Auditing Profession Act, 2005 to be responsible for performing the functions of auditor.

11.2.3. The auditor shall hold office until the conclusion of the following Annual General Meeting of the Association.

11.2.4. A retiring auditor may be automatically reappointed at an Annual General Meeting without any resolution being passed, unless:

11.2.4.1. the retiring auditor is:

11.2.4.2. no longer qualified for appointment;

11.2.4.3. no longer willing to accept the appointment, and has so notified the Association; or

11.2.4.4. required to cease serving as auditor, in that the same individual may not serve as auditor for the Association for more than five consecutive financial years;

11.2.4.5. the Association has notice of an intended resolution to appoint some other person or persons in place of the retiring auditor.

11.3. VACANCY OF AUDITORS

11.3.1. If the Annual General Meeting does not appoint or reappoint an auditor or if a vacancy arises in the office of auditor of the Association, the Board must appoint a new auditor within 40 Business Days, if there was only one incumbent auditor of the Association and may appoint a new auditor at any time, if there was more than one incumbent auditor. While any such vacancy continues, the surviving or continuing auditor may act as auditor of the Association.

11.3.2. Before making an appointment the Board must propose to the National Council, within 15 Business Days after the vacancy occurs, the name of at least one registered auditor to be considered for appointment as the new auditor and may proceed to make an appointment of a person proposed within 5 (five) Business Days after delivering the proposal the National Council does not give notice in writing to the Board rejecting the proposed auditor.

11.3.3. If the Association appoints a firm as its auditor, any change in the composition of the members of that firm does not by itself create a vacancy in the office of auditor for that year.

11.4. ROTATION OF AUDITORS

11.4.1. The same individual may not serve as the auditor or designated auditor of the Association for more than five consecutive financial years.

11.4.2. If an individual has served as the auditor or designated auditor of the Association for two or more consecutive financial years and then ceases to be the auditor or designated auditor, the individual may not be appointed again as the auditor or designated auditor of the Association until after the expiry of at least two further financial years.

11.5. RIGHTS OF AUDITORS

The auditor of the Association shall have right of access at all times to the accounting records and all books and documents of the Association, and is entitled to require from the Directors any information and explanations necessary for the performance of the auditor's duties.

11.6. ACCOUNTING RECORDS

11.6.1. The Association must keep accurate and complete accounting records as necessary to enable the Association to satisfy its obligations in terms of this Act or any other law with respect to the preparation of financial statements, including any prescribed accounting records, which must be kept in the prescribed manner and form.

11.6.2. The Association's accounting records must be kept at, or be accessible from, the registered office of the Association.

11.7. FINANCIAL STATEMENTS

- 11.7.1. If the Association provides any financial statements, including any Annual Financial Statements, to any person for any reason, those statements must:
- 11.7.1.1. satisfy the financial reporting standards as to form and content, if any such standards are prescribed;
 - 11.7.1.2. present fairly the state of affairs and business of the Association, and explain the transactions and financial position of the business of the Association;
 - 11.7.1.3. show the Association's assets, liabilities and equity, as well as its income and expenses, and any other prescribed information;
 - 11.7.1.4. set out the date on which the statements were produced, and the accounting period to which the statements apply; and
 - 11.7.1.5. bear, on the first page of the statements, a prominent notice indicating:
 - 11.7.1.6. whether the statements have been audited in compliance with any applicable requirements of the Act;
 - 11.7.1.7. the name, and professional designation, if any, of the individual who prepared, or supervised the preparation of those statements.
- 11.7.2. The Association may also provide any member with a summary of any particular financial statements in compliance with the Act.

11.8. ANNUAL FINANCIAL STATEMENTS

- 11.8.1. Each year, the Association shall prepare Annual Financial Statements within six months after the end of its financial year, or such shorter period as may be appropriate to provide the required notice of an Annual General Meeting in terms of section 61(7) of the Act.
- 11.8.2. The Annual Financial Statements shall be audited.
- 11.8.3. The Annual Financial Statements of the Association shall:
- 11.8.3.1. include an auditor's report;
 - 11.8.3.2. include a report by the Directors with respect to the state of affairs, the business and profit or loss of the Association, including:
 - 11.8.3.2.1. any matter material for the Members to appreciate the Association's state of affairs;
 - 11.8.3.2.2. any prescribed information.
 - 11.8.3.2.3. be approved by the Board and signed by an authorised Director; and
 - 11.8.3.2.4. be presented to the first Members meeting after the statements have been approved by the Board.

- 11.8.4. The Audited Financial Statements must include particulars showing:
- 11.8.4.1. the remuneration and benefits received by each Director in the Association;
 - 11.8.4.2. the amount of:-
 - 11.8.4.2.1. any pensions if any paid by the Association to or receivable by current or past Directors in the Association;
 - 11.8.4.2.2. any amount paid or payable by the Association to a pension scheme with respect to current or past Directors or individuals in the Association;
 - 11.8.4.2.3. the amount of any compensation paid in respect of loss of office to current or past Directors in the Association;
 - 11.8.4.2.4. details of service contracts of current Directors in the Association.
- 11.8.5. The information to be disclosed above must satisfy the prescribed standards, and must show the amount of any remuneration or benefits paid to or receivable by persons in respect of:
- 11.8.5.1. services rendered as Directors of the Association or
 - 11.8.5.2. services rendered while being Directors of the Association:
- 11.8.6. For the purposes of this provision 'remuneration' includes fees paid to Directors for services rendered by them to or on behalf of the Association, including any amount paid to a person in respect of the person's accepting the office of director, expense allowances and contributions made on behalf of Directors.
- 11.8.7. The Association may provide the Annual Financial Statements and annual reports by Electronic Communication in a manner and form which enables them to be conveniently printed within a reasonable amount of time and at a reasonable cost or by giving notice via a web link of its availability, a summary thereof and instructions for receiving the complete document.

12. GENERAL PROVISIONS

FINANCIAL YEAR END

The financial year of the Association shall commence on 1st January and terminate on the 31st of December in each year.

13. DISSOLUTION OF THE ASSOCIATION

- 13.1. The Association shall as part of its dissolution transfer its assets to:-
 - 13.1.1. another entity approved by the Commissioner in terms of section 30B of the Income Tax Act, 1962;
 - 13.1.2. a public benefit organisation approved in terms of section 30 of the Income Tax Act, 1962;
 - 13.1.3. an institution, board or body which is exempt from tax under section 10(1)(cA)(i) of the Income Tax Act, 1962; or
 - 13.1.4. the government of the Republic in the national, provincial or local sphere.