



# CONSTITUTION OF THE ORAL HYGIENISTS' ASSOCIATION OF SOUTH AFRICA

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## **1 NAME AND CHARACTER**

- 1.1 The name of the Association (hereinafter referred to as "the Association") is **"The Oral Hygienists' Association of South Africa"**.
- 1.2 The shortened form of the name of the Association is **"OHASA"** (hereinafter referred to as "OHASA").
- 1.3 The Association is a national non-governmental organization free from political, racial or religious ties.

## **2 LEGAL STATUS**

- 2.1 The Association is a registered non profit organisation and shall continue to be a distinct and separate legal entity and body corporate, with the power to acquire, to hold and to alienate property of every description whatsoever, and with the capacity to acquire rights and obligations and having perpetual succession.
- 2.2 The Association acts through its Executive Committee and through the persons duly authorised in writing, to act on behalf of the Association.
- 2.3 All actions or suits, proceedings at law or any arbitration shall be brought by or against the Association in the name of the Association and the National Executive Committee may authorise any person or persons to act on behalf of the Association and to sign all such documents and to take all such steps as may be necessary in connection with any such proceedings.

## **3 A NON-PROFIT ASSOCIATION**

- 3.1 Notwithstanding anything to the contrary contained herein:
  - 3.1.1 the Association is not formed and does not exist for the purpose of carrying on any business that has as its objectives the acquisition of gain by the Association or its individual members;
  - 3.1.2 the income and property of the Association shall be used solely for the promotion of its stated objectives and shall not be paid or distributed directly or indirectly to any person, member of the Association or Office-bearer, except as reasonable compensation for services actually rendered to the Association or reimbursement of actual costs or expenses authorised and reasonably incurred on behalf of the Association.
  - 3.1.3 no part of the income or assets of the Association shall be paid directly or indirectly, by way of dividend, donation or otherwise, to any person, and
  - 3.1.4 the Association shall not be entitled to carry on any trading or other profit-making activities or participate in any business, profession or occupation carried on by any of its members or provide to any of its members financial assistance or any premises or continuous services or facilities for the purpose of carrying on any business, profession or occupation.

## **4 HEADQUARTERS**

The administrative headquarters of the Association shall be maintained at the place designated by the National Executive Committee.

## **5 LANGUAGE POLICY**

- 5.1 The official language of the Association shall be English.

- 5.2 All correspondence addressed to the National Executive Committee shall be in English.
- 5.3 All meetings of the Association and its committees shall be conducted in English unless all those present at the meeting agree to conduct same in another language.

## **6 RIGHTS OF MEMBERS**

- 6.1 Membership of the Association in any category of membership does not and shall not give any member of any category a right to any of the moneys, property or assets of the Association but only confers upon such members the privilege of membership subject to such charges and reasonable restrictions as the National Executive Committee may from time to time impose and subject to the rules, the Code of conduct and the Code of ethics of the Association, in force and as amended from time to time.
- 6.2 A member, by signing the application form and thereafter annually by renewing his/her membership, agrees to be bound by the Constitution of the Association, the Code of conduct, the Code of ethics, the Rules and By-laws, if any, which are then in force, or which subsequently may be amended and be in force at any future time. No person shall be absolved from the binding effect and application of the Constitution, the Rules, the By-laws or Codes by reason of the fact that he may not have received a copy thereof.

## **7 VISION STATEMENT**

The Association is a dedicated, dynamic, professional association representing oral Hygienists as invaluable members of the health profession team.

## **8 OBJECTIVES**

The Association is a non-profit organisation established for the following public benefit objectives:

- 8.1 To protect and promote the interests of its members and the oral hygiene profession in the Republic of South Africa;
- 8.2 To maintain and enhance the prestige, status and dignity of oral hygienists in the Republic of South Africa;
- 8.3 To promote professional alliances with its members, other associations and federations with similar objectives;
- 8.4 To promote and foster professional co-ordination and co-operation among oral hygienists;
- 8.5 To promote and advise on ethical, legal and administrative aspects of the oral hygiene profession;
- 8.6 To promulgate, amend or repeal rules and regulations regarding the internal and external activities of the Association;
- 8.7 To participate in policy-making decisions affecting oral health at provincial, national and international levels;
- 8.8 To act as spokesperson in negotiations affecting oral hygienists;
- 8.9 To improve and maintain the high quality of service rendered by oral hygienists by creating opportunities for continuing education through amongst other acceptable means, congresses, seminars, webinars, meetings and publications.
- 8.10 To formulate and publicise statements based on scientific facts regarding oral health;
- 8.11 To safeguard the historical heritage of the oral hygiene profession.

- 8.12 To ensure that the achievement of the Associations` stated objectives as herein contained positively impacts and benefits its members.
- 8.13 To, as far as reasonably practical and relevant *mutatis mutandis*, further the Associations` stated objectives in and with its Global Affiliations.

## 9 POWERS OF THE ASSOCIATION

The Association shall have all such powers as are necessary for the proper attainment of the objectives set out above and shall, in particular, in order to achieve the objectives of the Association have the following express powers:

- 9.1 to establish and dissolve the National Executive Committee;
- 9.2 to establish and dissolve branches of the Association;
- 9.3 to determine the geographical areas of jurisdiction of the branches of the Association;
- 9.4 to determine the composition and structure of the branches of the Association;
- 9.5 to determine the powers and functions of the branches of the Association;
- 9.6 to take such steps as may be necessary, including but not limited to collective bargaining/mutual deliberation with any employer or employer association, in an attempt to safeguard and/or improve the conditions of employment of its members;
- 9.7 to take such steps as may be necessary to promote the professional development of its members and to make representations on their behalf whenever the Association deems it necessary or expedient to do so;
- 9.8 to affiliate to or withdraw affiliation to any federal, national or international oral health or health-related association, provided that neither the Association nor any of its branches, professional societies or committees shall affiliate to any cultural, religious or political association;
- 9.9 to determine, from time to time, the annual membership fees or any special levies payable by its members and the date of payment thereof;
- 9.10 to regulate the holding of and procedure to be followed at its meetings;
- 9.11 to undertake, subsidise or otherwise support the publication of its journals, newspapers and other publications;
- 9.12 to appoint such personnel and auditors as may be necessary;
- 9.13 to negotiate, as far as reasonably possible, for professional indemnity, public liability, group and personal accident insurance and any other similar benefit for its members which the Association may from time to time deem necessary or desirable;
- 9.14 to arrange and administrate relevant congresses, seminars, training courses and the like for its members, other health professionals or the public in general;
- 9.15 to facilitate the exchange of ideas and act as an intermediary for ideas, priorities and problems in respect of oral hygiene;
- 9.16 to receive in donation, purchase, rent or in any other lawful way acquire, maintain, donate, sell, transfer, lease or in any way, if necessary, encumber any movable or immovable property for the Association calculated to benefit the Association and to advance its objectives and to maintain, improve and alter any of the Association's property;
- 9.17 to institute, conduct, defend, compound, abandon, withdraw or settle any legal proceedings and related matters by or against the Association or its officers in their official capacity, or otherwise concerning the affairs of the Association;
- 9.18 to open bank accounts in the name of the Association and to draw, accept, endorse, make and execute bills of exchange, promissory notes, electronic banking and other negotiable instruments connected with the business and affairs of the Association;

- 9.19 to invest funds in interest bearing accounts or other similar investment vehicles, and deal with any moneys of the Association not immediately required for the purposes of the Association;
- 9.20 to secure the fulfilment of any contracts or engagements entered into by the Association by the mortgage of all or any part of the property of the Association;
- 9.21 to support and subscribe to any institute or society which may be for the benefit of the Association or for its members whether past or present;
- 9.22 to borrow or raise and give security for money by the issue of bonds, debentures, debenture stock, bills of exchange, promissory notes or other obligations or securities of the Association or by mortgage of all or any part of the property of the Association;
- 9.23 make and adopt the Code of Conduct and Code of Ethics for the Association, to enter into agreements of any kind whatsoever.
- 9.24 to carry out all the powers and authority of the Association in South Africa and in any other part of the world under the mandate of the National Executive Committee

## **10 CATEGORIES OF MEMBERSHIP**

There shall be the following categories of members of the Association, namely:

- 10.1 full members;
- 10.2 associate members;
- 10.3 junior members/student;
- 10.4 donor members;
- 10.5 allied members and
- 10.6 honorary life members.
- 10.7 core members
- 10.8 retired members

## **11 QUALIFICATION FOR MEMBERSHIP**

The persons eligible for the various categories of membership of the Association shall be as follows:

- 11.1 Full members:
  - 11.1.1 Full membership is reserved for oral hygienists who meet the requirements of the Association and is registered with the Health Professions Council of South Africa as an oral hygienist.
  - 11.1.2 Full members shall pay membership fees and have voting rights.
- 11.2 Associate members:
  - 11.2.1 Any person who is not registered with the Health Professions Council of South Africa as an oral hygienist but has a qualification in oral hygiene shall be eligible for membership as an associate member of the Association.
  - 11.2.2 Associate members shall pay membership fees but have no voting rights.
- 11.3 Junior members/Student
  - 11.3.1 Any student in oral hygiene registered at a training institution within the Republic of South Africa approved by the Health Professions Council of South Africa shall be eligible for membership as a junior member of the Association.
  - 11.3.2 Junior student members are exempt from paying membership fees and have no voting rights.
- 11.4 Donor members:

- 11.4.1 The National Executive Committee may on application grant donor membership to any person for a period specified by the National Executive Committee.
- 11.4.2 Donor members are exempted from paying membership fees and have no voting rights.
- 11.5 Allied/Affiliated members:
  - 11.5.1 Any person other than an oral hygienist who is interested in the oral hygiene profession shall be eligible for membership as an allied member of the Association.
  - 11.5.2 Allied/Affiliated members shall pay membership fees but have no voting rights.
- 11.6 Honorary life members:
  - 11.6.1 The National Executive Committee may award honorary life membership to any member of the Association or any other person based on outstanding service or contribution made to the Association or the oral hygiene profession.
  - 11.6.2 Honorary life members are exempted from paying membership fees and have voting rights.
- 11.7 Core Members:
  - Any Dental Professional - Core members do pay a specified membership fee but will not have voting rights
- 11.8 Retired Members:
  - Retired members are exempted from paying membership fees and have no voting rights.

## **12 APPLICATION FOR MEMBERSHIP**

- 12.1 All applications for membership shall be made to the National Executive Committee and shall be in writing upon such form or forms as the National Executive Committee may prescribe and provide and shall contain such information and particulars, together with such verification thereof, as the National Executive Committee reasonably require.
- 12.2 The National Executive Committee shall have the right from time to time to vary, amend or alter the form or forms of application and/or proposal for membership in any category, and may prescribe different forms and/or requirements for different categories of membership.
- 12.3 All applications for membership shall in the sole discretion of the National Executive Committee, be considered and granted or refused upon recommendation by the representative of the branches.

## **13 MEMBERSHIP FEES**

The annual membership fees for membership in any category shall be such sum as the National Executive Committee may from time to time determine and has been approved at an annual general meeting.

## **14 PAYMENT OF MEMBERSHIP FEES**

Annual membership fees shall be paid in advance by the end of February in each year.

## 15 OBLIGATIONS OF MEMBERS

- 15.1 Members are bound by the provisions of the Constitution as well as the Code of Ethics and Code of Conduct.
- 15.2 Members must display the highest degree of good faith towards the other members and the Association in all matters relating to the Association.
- 15.3 Members shall pay their membership fees when they become due and payable.
- 15.4 Members shall advise the Association in writing of any change of name, Physical address or e-mail address. In the event of any such change, the member concerned shall, where applicable, explicitly indicate whether the new name and/or address and/or other contact details differ from that on the register of the Health Professions Council of South Africa. A failure to comply with the obligations contained in this paragraph shall be deemed to be a relinquishment by the member concerned of his right to receive communications from the Association.

## 16 TERMINATION AND FORFEITURE OF MEMBERSHIP

- 16.1 Voluntary termination of membership/Resignation:
  - 16.1.1 A member may terminate his membership by giving a month`s written notice of his resignation to the Secretary of the National Executive Committee.
  - 16.1.2 A member who resigns his membership shall not have any right to a refund of any membership fees paid by him or any part thereof or any claim of whatsoever nature in respect of any part of the assets, income or rights of the Association.
- 16.2 Involuntary termination of membership:
  - 16.2.1 A member's membership shall terminate upon the removal of such members' name from the Register of Oral Hygienists of the Health Professions Council of South Africa.
  - 16.2.2 A member who does not pay his membership fees or any part thereof when they become due and payable or within such extended period as may be allowed by the National Executive Committee shall be considered to have relinquished membership with effect from the date on which payment of such membership fees became overdue.
  - 16.2.3 The National Executive Committee may terminate the membership of any member who does not adhere to the Constitution, Code of ethics and Code of Conduct provided that the member concerned shall first be given a reasonable opportunity to make representations to the National Executive Committee in this regard.
  - 16.2.4 A person whose membership has been involuntarily terminated may re-apply for membership, which application shall, in the sole discretion of the National Executive Committee, which discretion shall not unreasonably exercised, be considered and granted or refused by the National Executive Committee.
  - 16.2.5 A member whose membership is involuntarily terminated shall not have any right to a refund of any membership fees paid by him paid by him or any part thereof or any claim of whatsoever nature in respect of any part of the assets, income or rights of the Association.
  - 16.2.6 A member`s membership will automatically terminate in the following instances:
    - upon the receipt by the Association of a notification of the death of a member; or
    - if the member is convicted of any criminal offense involving dishonesty.

## 17 TRANSFER IN MEMBERSHIP CATEGORY

A member of any category of membership may, on making written application to and with the consent and approval of the National Executive Committee, transfer from one category of membership to another as from the commencement of any financial year of the Association. Such change of membership from one category to another shall be upon such terms and conditions as the National Executive Committee in its sole discretion may impose.

## 18 THE NATIONAL EXECUTIVE COMMITTEE

### 18.1 THE NATIONAL EXECUTIVE COMMITTEE SHALL CONSIST OF:

- 18.1.1 Proportionate representation according to branch membership to a maximum of twelve (12) members (one per branch). The number of votes apportioned to each National Executive Committee member will be determined by the number of members in the relevant branch.
- 18.1.2 Additional persons can be co-opted to the National Executive Committee for specific functions. Co-opted members will not have voting rights in the Committee.
- 18.1.3 The Immediate Past-President of the Association shall automatically be a member of the National Executive Committee for the ensuing term of office.
- 18.1.4 The President- Elect shall automatically become the President for the ensuing term of office. The President can thus not be re-elected for a consecutive term of office as President. The President Elect will shadow the President, in order to become informed regarding the functions and duties of the President.

### 18.2 OFFICE BEARERS:

- 18.2.1 The National Executive Committee shall, at its first meeting after the annual general meeting of the Association, elect the following office bearers from amongst its number:
  - 18.2.1.1 President-Elect
  - 18.2.1.2 Vice president;
  - 18.2.1.3 Secretary, and
  - 18.2.1.4 Treasurer.
- 18.2.2 Office bearers may be appointed or co-opted by the National Executive Committee to oversee the following portfolios as and when necessary:
  - 18.2.2.1 International Liaison Officer (IFDH and other bodies);
  - 18.2.2.2 Editor of Journal / Newsletter;
  - 18.2.2.3 Education and Training Officer;
  - 18.2.2.4 Ethical Affairs Officer, and
  - 18.2.2.5 Marketing Officer.
  - 18.2.2.6 Branch Chairs

### 18.3 TERM OF OFFICE:

- 18.3.1 Subject to the provisions in respect of the President, the President-Elect and Immediate Past -President, the term of office for the National Executive Committee is three (3) years.
- 18.3.2 Members may be re-elected for a consecutive term of three (3) years after which they must retire for at least one (1) term of office.
- 18.3.3 After the retirement period the member is again eligible for nomination and election to serve on the National Executive Committee.



- 18.4 RESIGNATION, DISQUALIFICATION, REMOVAL AND VACANCIES:  
 An Executive Committee member shall be deemed to have vacated his/her office as such upon:
- 18.4.1 his/her resigning from such office in writing with at least one calendar months' notice period being given to the National Executive Committee. The notice period may reasonably be reduced by a unanimous decision of the National Executive Committee.;
  - 18.4.2 his/her removal by a decision supported by a sixty six percent (66%) majority of the remaining National Executive Committee. The quorum required for a decision envisaged in this clause is seventy five percent (75%);
  - 18.4.3 him/her having become disqualified to act as a director of a company in terms of the provisions of the Company Act nr 71 of 2008;
  - 18.4.4 his/her estate being sequestrated, whether provisional or finally;
  - 18.4.5 his/her conviction for any offence involving dishonesty;
  - 18.4.6 him/her becoming of unsound mind according to the relevant required medical practitioner`s opinion;
  - 18.4.7 his/her ceasing to be a member of the Association;
  - 18.4.8 him/her being in breach of a material provision of the Code of Conduct, Code of Ethics or the Constitution of the Association;
  - 18.4.9 him/her absenting himself without leave of the National Executive Committee for more than two consecutive meetings;
  - 18.4.10 him/her ceasing to hold the qualifications required by the HPSCA;
  - 18.4.11 him/her not being in good standing with the HPSCA.
- 18.5 Should any office or portfolio of the National Executive Committee become vacant, it shall be filled by a member elected by the National Executive Committee for the remainder of the term of the office, provided that branch representation must, as far as reasonably possible be maintained. The appointment of the member as a committee member in the vacant office must be confirmed by a majority decision in the first annual general meeting following the appointment.
- 18.6 If the President resigns, becomes disqualified or is removed, the Immediate-past President shall automatically become the acting President until the next meeting at which a replacement President may be elected, according to the provisions of clause 18.5 above.
- 18.7 All agendas, minutes, financial information, records and any other relevant information and documentation must be handed over or transmitted electronically by the existing President to the following President.
- 18.8 VOLUNTARY SERVICE:
- 18.8.1 Committee members will not receive remuneration for any services, time and/or effort put into any activities or business of the Association, including but not limited to serving as a committee member.
  - 18.8.2 A committee member may be covered or reimbursed for reasonable travelling expenses, accommodation and allowances for meals when attending necessary meetings at a location elsewhere than where he/she normally resides provided that the national Executive Committee has approved the specific expenses by a resolution (either written or at a meeting) prior to the expenses being incurred.
  - 18.8.3 Due consideration will be given to the financial situation of the Association when considering a proposal to cover or reimburse a committee member, as referred to in clause 18.6.2.

## **19 MANAGEMENT AND CONTROL OF THE AFFAIRS OF THE ASSOCIATION**

The management and control of the day to day affairs of the Association shall vest in the National Executive Committee which shall have full power and authority to do any act, matter or thing which could or might be done by the Association excepting such matters as are in the specially reserved to be dealt with at a general meeting of members.

## **20 FUNCTIONS AND DUTIES OF THE NATIONAL EXECUTIVE COMMITTEE**

The Executive Committee members are required to display the highest degree of good faith towards the Association and its members generally in all matters relating to the Association and especially in performing his/her specific functions and duties. The functions and duties of the National Executive Committee shall be:

- 20.1 to execute the Association's policies and to administer the affairs of the Association in accordance with the Constitution of the Association;
- 20.2 to execute decisions taken at annual general and special general meetings of the Association;
- 20.3 to record and maintain proper minutes;
- 20.4 to monitor receipt of annual branch activities and financial reports;
- 20.5 to deal with national matters affecting oral hygienists and to represent the Association nationally and internationally;
- 20.6 to manage, control and co-ordinate the finance of the Association and supply duly audited financial statements annually;
- 20.7 to act in an advisory capacity to national, provincial and local bodies;
- 20.8 to promote and participate in the marketing of the Association and the oral hygiene profession on a national and international level;
- 20.9 to maintain a membership database;
- 20.10 to organize at least one (1) general meeting per annum where progress towards achieving goals is reported;
- 20.11 to tender for and organize international oral health symposiums if agreed upon by members;
- 20.12 to implement and evaluate strategic planning for the National Executive Committee of the Association,
- 20.13 to publish, subsidize or support the publication of oral hygiene journals, newsletters and other publications agreed upon;
- 20.14 to ensure that the Association punctually pay its debts;
- 20.15 to conduct matters in a manner consistent with the high reputation of the Association and in accordance with the Codes of conduct and ethics; and
- 20.16 to generally and in performance of its functions use its best endeavours to promote the interests of the Association.

## **21 CHAIRMAN AT MEETINGS**

The chair at all general or special general meetings of the Association and meetings of the National Executive Committee shall be taken by the President or, in his absence, by the Vice-President. Should both be absent, the members present shall on an ad hoc basis elect a chairperson for that meeting from among the other members of the National Executive Committee present, if any, or, failing their presence, a chairperson shall be elected, being a person who is entitled to vote at an annual general meeting, from among those members present.

## 22 MEETINGS OF THE NATIONAL EXECUTIVE COMMITTEE

- 22.1 The National Executive Committee shall meet at least twice in each year, with committee members being where reasonably possible present in person.
- 22.2 At least three (3) weeks` notice shall be given of all meetings of the National Executive Committee unless all members of the National Executive Committee agree to accept shorter notice.
- 22.3 The quorum for a meeting of the National Executive Committee shall be fifty percent (50%) plus one (1) member present at the commencement of and throughout the meeting.
- 22.4 Any decision of the National Executive Committee shall be by majority vote by show of hands of those present or by secret ballot.
- 22.5 Each person entitled to be present at a meeting of the National Executive Committee and to vote thereat shall have the number of entitled votes according to branch representation and the chairman of the meeting shall have a casting vote in addition to his deliberative vote.
- 22.6 No voting by proxy shall be permitted at a meeting of the National Executive Committee.
- 22.7 The secretary shall convene a special meeting of the National Executive Committee on the instructions of the President of the Association or upon the written request of at least two members of the National Executive Committee.
- 22.8 A resolution in writing, which is signed by all members of the National Executive Committee shall be as valid and effective as if passed at a meeting of the National Executive Committee. Any such resolution may consist of several documents in the same form, each of which is signed by one or more members of the National Executive Committee, and shall be deemed (unless the contrary appears from that resolution) to have been passed on the date on which it was signed by the last member of the National Executive Committee signing it. The written resolution shall be inserted in the minutes of the National Executive Committee as soon as reasonable after the date of signature.
- 22.9 The proceedings of the National Executive Committee shall be valid notwithstanding any temporary vacancies in the National Executive Committee.
- 22.10 The National Executive Committee shall not exceed the expressed limits of its authority as may necessarily be inferred by virtue of its capacity and functions for the time being.

## 23 ANNUAL GENERAL MEETINGS

- 23.1 An annual general meeting of members of the Association shall be held at least once a year.
- 23.2 The annual general meeting of members of the Association shall be held at such time and place as the National Executive Committee may determine.
- 23.3 Notice of the date, time and place for the annual general meeting shall be given by e-mail notification to each of the members of the Association using the e-mail-address provided by the member on the application form for OHASA Membership at least twenty-one (21) days before the planned date of such meeting. The notice will also be published in the OHASAJ.
- 23.4 Accidental omission to address notices to any member shall not nullify the proceedings of any meeting. A member present in person at any meeting shall be deemed to have received notice of such meeting.  
If notices are posted for any reason whatsoever, notices shall be deemed to have been received seven days after postings.

- 23.5 Notice of the terms of any resolution to be proposed at an annual general meeting, other than concerning ordinary and general business, shall be lodged with the Secretary at least fourteen (14) days before the date fixed for such meeting.
- 23.6 Notice of any proposed resolution to repeal or amend any part of the Constitution shall be given as provided for in clause 29 below.

## **24 PROCEEDINGS AT ANNUAL GENERAL MEETINGS**

- 24.1 At the annual general meeting the National Executive Committee shall present an audited balance sheet and income statement drawn as at the end of the preceding financial year, together with the following -
- 24.1.1 Presidents Report
  - 24.1.2 Presentation of the Associations Annual Financial Statements
  - 24.1.3 The appointment of the Associations auditor
  - 24.1.4 Other appropriate matters
- 24.2 The ordinary business to be done at an annual general meeting shall be as follows:
- 24.2.1 confirm the minutes of the previous annual general meeting and any special general meeting held since the previous annual general meeting;
  - 24.2.2 receive and consider the report of the National Executive Committee and the financial statements for the preceding financial year together with the auditor's report thereon;
  - 24.2.3 confirm the appointment of the current auditor, as elected by the National Executive Committee ;
  - 24.2.4 consider and pass, with or without modification, any resolutions concerning the affairs of the Association of which due and proper notice has been given and any other business concerning the affairs of the Association.
- 24.3 The quorum for the annual general meeting shall be fifty percent (50%) plus one (1) member with voting rights, present at the commencement of and throughout the meeting, inclusive of proxy votes). If no quorum is present the meeting shall continue, but decisions taken must be properly ratified at the next general meeting with a quorum.
- 24.4 Any resolution taken at the Annual general meeting shall be taken by majority vote by show of hands of those present or when prudent to, by secret ballot.
- 24.5 Voting may be done personally or by means of written proxy or by designated service providers' secret ballot or Electronic mail / communication.
- 24.6 Motions: A formal proposal by a member which a member wishes to be discussed at an annual general meeting (also referred to as a motion) may be submitted to be included in an agenda or raised under "general" in a meeting.
- 24.7 These proposals will be dealt with as follows:
- 24.7.1 A member obtains the floor and makes a proposal:
  - 24.7.2 Another member seconds the proposal.
  - 24.7.3 The chair states the proposal.
  - 24.7.3 Members debate the proposal.
  - 24.7.4 The chair puts the proposal to a vote.
  - 24.7.5 The chair announces the results of the vote and what happens with the proposal.
- 24.8 All proposals with support must be minuted. A summary of discussion may also be minuted and the outcome of the vote is recorded in the minutes as carried or lost. if a proposal is approved it becomes a resolution.
- 24.9 If required, proposals can be put to further amend a proposal but this should be kept to a minimum and not used as a tactic to delay a decision, alter the original intention or be vexatious

## 25 SPECIAL GENERAL MEETINGS

- 25.1 The National Executive Committee may at any time, through the Secretary, give notification of a special general meeting of members.
- 25.2 A minimum of ten percent (10%) of the current full membership who have voting rights may in writing request the National Executive Committee to consider the need to convene a special general meeting.
- 25.3 The Secretary shall, on instruction of the National Executive Committee, convene a special general meeting by giving not less than fourteen (14) days' notice to members specifying the objectives or reasons for the meeting.
- 25.4 The quorum for the special general meeting shall be fifty percent (50%) plus one (1) member present at the commencement of and throughout the meeting.
- 25.5 Voting shall take place by a show of hands and per proxy unless voting by means of secret ballot is requested by two (2) or more members present at the meeting.

## 26 MINUTES

- 26.1 Minutes of the proceedings of all meetings, including all resolutions passed thereat, shall be kept in a file provided for such purpose. The file of minutes will be kept in safe keeping by the Secretary (or Chairperson) of the meeting.
- 26.2 Any such minutes, 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.

## 27 FINANCE

- 27.1 The revenue of the Association shall be used in the furtherance of obtaining the objectives of the Association and also for the general activities of the Association and not for personal gain of any member whatsoever.
- 27.2 The Treasurer shall be responsible for the administration of the finance of the Association and shall keep ~~books~~ detailed proper records and books of account which fairly reflect the affairs of the Association.
- 27.3 Membership fees shall be paid directly into the appropriate banking account of the Association.
- 27.4 Donations and sponsorship fees shall be paid directly into the appropriate banking account of the Association.
- 27.5 The Association shall have banking accounts in its name at a reputable commercial bank approved by the National Executive Committee.
- 27.6 Disbursements from the Association's bank accounts shall be signed by the Treasurer of the Association plus one (1) additional member of the National Executive Committee or a branch committee member of the relevant branch in which the Treasurer of the Association resides as decided and determined by the National Executive Committee.
- 27.7 The Treasurer shall be responsible for the transfers of a percentage of the membership fees, as decided upon by the National Executive Committee, to each branch, in accordance with the number of members in the relevant branch. These transfers shall be made not less than three (3) times per annum.
- 27.8 For the sound financial management of the Association the National Executive Committee shall compile an annual budget for the following financial year during the last quarter of the Association's financial year.
- 27.9 The President of the Association plus one (1) member of the National Executive Committee shall authorise all disbursements made by the Treasurer.
- 27.10 The Treasurer of the National Executive Committee shall, at each meeting of the

- National Executive Committee, table a statement of income and expenditure of the Association in respect of all income and expenditure since the previous meeting.
- 27.11 At every annual general meeting the National Executive Committee shall submit a statement of income and expenditure and a balance sheet for the past year, together with a budget for the next year.
- 27.12 The financial year of the Association commences on the first day of January and ends on the last day of December each year.
- 27.13 An annual audit of the books of the Association shall take place at the end of each financial year by an auditor appointed by the National Executive Committee and confirmed by the Annual General meeting for such purposes.
- 27.14 The National Executive Committee must ensure that proper records and books of account which fairly reflect the affairs of the Association are kept, and within six months of the financial year a report compiled by an independent practicing auditor registered in terms of the Auditing Profession Act stating whether or not the financial statements of the Association are consistent with its accounting records, the accounting policies are appropriate and have been appropriately applied with in preparing the financial statements and the Association has complied with the financial provisions of this constitution.

## **28 NOTICES**

- 28.1 Any notices to be given to a member shall be sent to the electronic mail (e-mail) address of that member as provided by the member on the "Application for OHASA Membership form and/or the e-mail address recorded in the register of members.
- 28.2 The National Executive Committee may publish any notices in a journal/newsletter.
- 28.3 Where a given number of days of notice is required to be given, then the days shall be calculated by excluding the day that the notice is given and including the last day of the number of days required.
- 28.4 In the event of any member failing to provide or register his correct e-mail address, or in the event of a notice posted to the member's registered address being returned undelivered, such notice shall be considered as having been properly given.
- 28.5 Any notice actually received by a member, will be regarded as sufficient notification by the National Executive Committee, regardless of the manner in which the notification was given.

## **29 AMENDMENTS TO CONSTITUTION**

- 29.1 The Constitution may only be amended by a sixty six percent (66%) majority vote of members of the Association present in person or by proxy at an annual general meeting or a special general meeting called for the specific purpose of amending the constitution.
- 29.2 Any amendment to the Constitution must be proposed by the National Executive Committee.
- 29.3 Written notice of the proposed amendment to the Constitution must be given to all members of the Association not less than thirty (30) days prior to the annual general meeting or a special general meeting at which the amendment will be considered.
- 29.4 This clause 29 may only be amended by a unanimous resolution of the members of the Association present in person or by proxy at an annual general meeting or a special general meeting called for the specific purpose of amending this clause 29.

- 29.5 Written notice of the proposed amendment to the Constitution must be given to all members of the Association not less than thirty (30) days prior to the annual general meeting or a special general meeting at which the amendment of this clause will be considered.

### **30 MISCONDUCT OF MEMBERS**

- 30.1 A member of the Association shall be guilty of misconduct should he, in the opinion of the National Executive Committee commit any breach of the provisions of the Constitution of the Association, the Code of Ethics or Code of Conduct.
- 30.2 The investigation and hearing of any complaint against a member, and the procedure to be adopted in connection therewith, shall be in the sole discretion of the National Executive Committee.
- 30.3 A member whose conduct is the subject of a complaint shall be afforded a reasonable opportunity to reply to any such complaint, whether in writing or in such other reasonable manner as the National Executive Committee may determine.
- 30.4 The member and the National Executive Committee may respectively appoint , at their respective costs an appropriately qualified professional to assist them in the process.
- 30.5 The disciplinary powers and duties of the National Executive Committee set out herein shall not be delegated to any other sub-committee or body.
- 30.6 The National Executive Committee shall have the following powers in respect of a member who, in its opinion, after the above procedures have been duly followed, is guilty of any of the misconduct referred to above:
- to expel such member from the Association; or
  - 30.6.1 to deprive such member of any or all of the rights, benefits and privileges of his membership during such time or for such period as the National Executive Committee in its absolute discretion may decide; or
  - 30.6.2 to call upon such member in writing, through the Secretary, to resign and, if he fails to tender his resignation within seven (7) days of the date of such request, to expel such member from the Association, who shall then be disqualified from being a member of the Association; or
  - 30.6.3 to reprimand and/or censure such member; or
  - 30.6.4 to caution such member; or
  - 30.6.5 to impose such condition upon such member as to the use of the facilities of the Association as the National Executive Committee may in its absolute discretion decide.
- 30.7 The National Executive Committee shall give notice in writing of its decision per registered mail and electronic mail to a member found guilty of misconduct as herein envisaged.

### **31 RIGHT OF APPEAL**

- 31.1 Any member who is expelled or called upon to resign or otherwise dealt with by the National Executive Committee in terms of clause 33(5) above shall have the right, to, within twenty one (21) days after the date of posting via registered mail and sending of the electronic mail, of a notice in terms of clause 33(6) above, to lodge an appeal in writing against the decision of the National Executive Committee, to a special general meeting of members which shall be convened forthwith by the Secretary upon receipt of the notice of appeal and upon such member depositing with the Secretary a sum of money sufficient, in the opinion of the National Executive Committee, to cover the expenses which may be incurred in the

convening and holding of such a meeting. Such deposit shall be returned to such member in the event of his appeal succeeding but, if such an appeal fails either wholly or in part, the expenses incurred in the convening and holding of such meeting shall be borne by such member and any refund of the deposit or part thereof shall be in the sole discretion of the National Executive Committee.

- 31.2 The notice of an appeal shall not have the effect of suspending the operation of the decision of the National Executive Committee, pending the hearing of the appeal.

## **32 INTERPRETATION OF THIS CONSTITUTION**

- 32.1 Save where the context otherwise requires, singular words shall be deemed to include the plural and vice versa and the masculine gender shall be deemed to include the feminine and neuter genders and vice versa.
- 32.2 Words will be given its ordinary meaning except where the context clearly indicates otherwise.
- 32.3 In case of bona fide doubt or dispute as to the meaning and interpretation of any provision of the Constitution, Code of Conduct, Code of Ethics or anything contained on the website of the Association, or in connection with any other official communication from the Association, the National Executive Committee for the time being shall resolve the matter by a majority vote in a meeting of the National Executive Committee. The decision of the Executive Committee will be communicated to the members in writing as soon as reasonably possible after such meeting.
- 32.4 In the event of a conflict between the provisions of the Code of Conduct, the Code of Ethics and the Constitution of the Association, the provisions of the Constitution will prevail.

## **33 GENERAL**

The Constitution, Code of Conduct and Code of Ethics are available on the Association's website ([www.ohasa.co.za](http://www.ohasa.co.za)) to existing and new members to view, download, save and/or print. By becoming a member of the Association and by remaining a member, the person agrees to be bound by the provisions of the Constitution and the Codes as afore said, including any amendments made to the Codes from time to time. Members will ensure that they are well informed regarding their rights and responsibilities contained in the Codes and Constitution.

## **34 INDEMNITY**

Members indemnify the Association against all claims of any nature, including but not limited to costs, losses and expenses which he/she may incur or become liable for by reason of or relating to or pursuant to his/her membership with the Association.

## **35 WINDING-UP OF THE ASSOCIATION**

- 35.1 The Association may be dissolved only at a special general meeting of members properly convened specifically for such purpose and shall require the approval of seventy five percent (75%) of the members of the Association present and entitled to vote at such meeting.



35.2 Upon dissolution the Associations' assets shall be determined by the National Executive Committee and may only be distributed to oral health related educational or charitable institutions as resolved by the National Executive Committee after consultation with the current members.

**36 TAXATION OF THE ASSOCIATION**

The Association may apply to the Commissioner for the South African Revenue Service for approval as a Public Benefit Organisation in terms of section 30 of the Income Tax Act. Upon approval, the provisions set out in Schedule B shall bind the Association.