

**COMPANIES ACT, 2008**

**MEMORANDUM OF INCORPORATION OF A NON-PROFIT  
COMPANY**

**Name: South African Veterinary Association NPC**

Registration Number: 1903/002020/08

This MOI was adopted by a resolution taken by the voting members at an Extraordinary General Meeting of the Association held on 1 April 2023

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## **1. INTERPRETATION**

In the interpretation of this MOI and unless contrary to or excluded by the subject or context:

- 1.1 Any word herein signifying:
  - 1.1.1 The singular shall include the plural and vice versa;
  - 1.1.2 The masculine shall include the feminine and the neuter;
- 1.2 Any word herein which is defined in the Companies Act and is not defined in clause 1.5 shall bear that statutory meaning in this MOI;
- 1.3 Any word, phrase or sentence herein which is not defined in the Companies Act or in clause 1.5 shall bear its usual meaning;
- 1.4 Each term, power or authority herein shall be given the widest possible interpretation;
- 1.5 Each of the following words and expressions herein shall have the meaning stated opposite it and, where applicable, shall include the word or expression stated opposite it;
  - 1.5.1 "The Association" means the South African Veterinary Association;
  - 1.5.2 "The Board" shall mean the board of directors of the Association elected in terms of this MOI;
  - 1.5.3 "The Chairperson" shall mean the chairperson of the Board of the Association for the time being elected in terms of clause 23;
  - 1.5.4 "Casual vacancy" shall mean a vacancy on the Board as a result of resignation, disqualification or death;
  - 1.5.5 "Companies Act" shall mean the Companies Act No. 71 of 2008, as amended from time to time;
  - 1.5.6 "Directors" shall mean the directors of the Association for the time being elected in terms of clause 22.3;
  - 1.5.7 "Council" shall mean the SA Veterinary Council;
  - 1.5.8 "Executive Director" means a Director appointed by the Board of Directors to be involved in the day to day operations of the Association;
  - 1.5.9 "The Federal Council" shall mean the Members of the Federal Council for the time being hereby constituted;

- 1.5.10. "General meeting" shall mean any general meeting of the Association or any adjournment thereof, including an annual general meeting convened in terms of clause 14 as the case may be;
- 1.5.11. "Group Committee" shall mean the committee formed by a Group of the Association to manage the affairs of that Group;
- 1.5.12. "Managing Director" shall mean the director appointed by the Board to also act as the executive manager of the office and the affairs of the Association;
- 1.5.13. "Income Tax Act" means the Income Tax Act No. 58 of 1962, which may be amended from time to time;
- 1.5.14. "Member" shall mean any of the members of the Association referred to in clause 9;
- 1.5.15. "Member in good standing" means a SAVA member who is not in breach of the SAVA MOI or Rules;
- 1.5.16. "MOI" shall mean the Memorandum of Incorporation of the Association for the time being in force, as contained in this document;
- 1.5.17. "The office" shall mean the registered office for the time being of the Association;
- 1.5.18. "Person" shall include any natural person, Association or body corporate, a statutory body, a partnership or an association of persons, as the case may be;
- 1.5.19. "President" shall mean the Chairman of the Board of Directors and Chairman of Federal Council as well as Chairman of the Executive Committee of the Board of Directors, elected as per clause 23 of this MOI. (and shall include the person who presides at a meeting of the Board of Directors or at a Meeting of the Federal Council or of the Executive Committee in place of the President);
- 1.5.20. "The Republic" shall mean the Republic of South Africa;
- 1.5.21. "Sign" shall include the reproduction of signature by lithography, printing with an india-rubber stamp or any other mechanical or electronic process including partly the one and partly the other process and "signature" has the corresponding meaning;
- 1.5.22. "SAVA" shall mean the South African Veterinary Association.
- 1.5.23. "Veterinary Act" shall mean the Veterinary and Para-Veterinary Professions Act No. 19 of 1982, which may be amended from time to time.
- 1.5.24. "Writing" shall include printing, typewriting, lithography or any other mechanical or electronic process, or partly one and partly the other.

## **PART A: INTRODUCTION**

### **2. NON PROFIT COMPANY**

The Association is incorporated as a Non-Profit Company, as defined in the Companies Act.

### **3. PURPOSE AND OBJECTS OF THE ASSOCIATION**

#### **3.1. PURPOSE**

The Association shall be an association for registered members of the veterinary profession and shall represent the interests of its members, and in so doing, the interests of animals generally, and the public.

#### **3.2. MAIN OBJECTS**

The main objects of the Association are:

- 3.2.1. To promote and protect the collective interests of its membership in good standing.
- 3.2.2. To promote veterinary science and the veterinary profession in all its aspects.
- 3.2.3. To serve our country, South Africa.

### **4. POWERS AND CAPACITY OF THE ASSOCIATION**

The Association shall have all the legal powers and capacity of an individual except to the extent that a juristic person is incapable of exercising such power, except in as far as they are limited as set out in paragraphs below.

- 4.1 The Association shall be entitled to form and to have an interest in any companies or other associations only having the same or similar objects to the Association for the purpose of acquiring the undertaking of all or any of the assets or liabilities of that association or companies or associations or for any other purpose which may seem, directly or indirectly, calculated to benefit the Association, and to transfer to any such association or companies or Associations the undertaking of all or any assets or liabilities of the Association.
- 4.2 The Association shall be entitled to amalgamate with other companies only in so far as they have the same or similar objects to the Association.
- 4.3 The Association shall only be entitled to take part in the management, supervision and control of business or operations of any other association or business having the same or similar objects as the Association and to enter into partnerships having the same or similar objects as the Association.

- 4.4 The Association shall be entitled to make donations to organisations having the same or similar objects to that of the Association.
- 4.5 The Association shall be entitled to pay gratuities to directors, officers and employees and to establish a pension scheme and medical aid scheme in respect of its directors, officers and employees in so far as this is not contrary to any law of the Republic of South Africa.
- 4.6 The Association shall be entitled to bind members to contribute by way of membership fees, re-entrance fees and levies towards the funds of the Association and to enforce payment, and to collect and receive from members such contributions, re-entrance fees and levies.
- 4.7 The Association shall be entitled to enforce compliance with its Memorandum of Incorporation, policies and procedures and/or any other provisions in such manner as it may deem fit by imposing punitive action in the form of expulsion and/or suspension.
- 4.8 Notwithstanding the omission from this MO of any provision to that effect, the Association may do anything which the Companies Act empowers an Association to do if so authorised by its MOI.

## **5. CONDITIONS**

- 5.1 The Association shall not, directly or indirectly, pay any portion of its income or transfer any of its assets, regardless of how the income or asset was derived, to any person who is or was an incorporator of the Association, or who is a member or Director, or person appointing a Director, of the Association, except as:
  - 5.1.1 reasonable remuneration for goods delivered or services rendered to, or at the direction of, the Association; or
  - 5.1.2 payment of, or reimbursement for, expenses incurred to advance a stated object of the Association; or
  - 5.1.3 a payment of an amount due and payable by the Association in terms of a *bona fide* agreement between the Association and that person or another; or
  - 5.1.4 a payment in respect of any rights of that person, to the extent that such rights are administered by the Association in order to advance a stated object of the Association; or
  - 5.1.5 payment of any legal obligation binding on the Association.
- 5.2 The Association shall utilise substantially the whole of its funds for the object for which it has been established.
- 5.3 The Association may not, directly or indirectly, distribute any of its funds or assets to any person other than in the furtherance of its objectives.



- 5.4 The Association shall ensure that substantially the whole of its activities are directed to the furtherance of its principal objects and not for the specific benefit of an individual member or any minority group.
- 5.5 The Association shall not be entitled to distribute in specie or in kind any of its assets amongst its members

## **6. MEMORANDUM OF INCORPORATION AND ASSOCIATION RULES**

- 6.1 Save for correcting errors substantiated as such from objective evidence or which are self-evident errors in the MOI (including, but without limitation *ejusdem generis*, spelling, punctuation, reference, grammar or similar defects), which the Board is empowered to do, all other amendments of the MOI shall be effected in accordance with section 16(1) of the Companies Act.
- 6.2 This MOI does not restrict, limit or qualify the power of the Board to make, amend or repeal any necessary or incidental rules to be stated in the form of policies and procedures relating to the governance of the Association in respect of matters that are not addressed in the Companies Act or this MOI, in accordance with the provisions of sections 15(3) to 15(5) of the Companies Act.
- 6.3 If the Board makes any rules, it must file a copy of those rules in the manner prescribed in the Companies Act and must publish them by sending a copy of those rules electronically or otherwise to each member and by publishing them on the Association's website.
- 6.4 If the Board, or any individual authorised by the Board, alters this MOI or any rules made by it in any manner necessary to correct a patent error in spelling, punctuation, reference, grammar or similar defect on the face of the document, it must publish a notice of such alteration by sending a copy of the altered rules or MOI, as the case may be, electronically or by other means to each member and by publishing them on the Association's website or equivalent, and must file a notice of alteration in the manner prescribed by the Companies Act.

## **PART B: MEMBERS AND MEMBERSHIP**

### **7. MEMBERSHIP QUALIFICATION**

- 7.1 Every candidate shall satisfy the criteria contained in these clauses as to the qualification of candidates for particular classes of Membership, and, in addition, before being elected to Membership of any class, the Board of Directors shall satisfy itself that the candidate is of good character and repute, of adequate educational attainments and by reason of his profession or intended profession or of the office which he holds, or of the services rendered to the profession, is in all respects a fit and proper person to be admitted to Membership.
- 7.2 Such persons as shall have been duly and regularly admitted to membership and remain members at the date of adoption of these clauses and such persons as shall be admitted hereafter in accordance with the clauses and none other, shall be members of the association and shall remain or be entered in the Register of Members accordingly, as the case may require.

- 7.3. Only voting members in good standing are eligible for nomination and election for any office or committee membership within the Association at the time of nomination or election
- 7.4. Only voting members in good standing are entitled to nominate or elect office bearers or committee members of the Association at the time of nomination or election.

## **8. NUMBERS AND APPLICATION FOR MEMBERSHIP**

- 8.1 There is no limitation on the number of members of the Association.
- 8.2 Application for membership is subject to approval by the Board of Directors in accordance with the Rules of the SA Veterinary Association.
- 8.3 Whether or not a person may become a member of the Association is within the discretion of the Board.
  - 8.3.1 Should an application for membership be rejected by the Board the applicant may appeal to the Federal Council to review the decision of the Board. The decision taken by the Federal Council shall be final.
- 8.4 The requirements for applications for all membership categories shall be set out in in the Rules of the Association and shall contain such particulars as shall be required by the Board and shall be signed by the applicant.
- 8.5 The submission of an application for membership shall be deemed an acknowledgement that the applicant will, if elected, be bound by the Memorandum of Incorporation, Rules and Credo of the SAVA.
- 8.6 Any person may be elected an Honorary Life Member or an Honorary Associate Member of the Association in accordance with the criteria of such membership categories and in accordance with the procedures as stated in this MOI or within the SAVA Policies and Procedures manual.
- 8.7 Any Member may withdraw from the Association by giving notice in writing of his intention to do so, and, upon expiration of such notice, he shall remain liable for payment of arrears of subscription or other money (if any) due to the Association upon his ceasing to be a Member.
- 8.8 Membership shall commence upon:
  - 8.8.1 Written confirmation by the Association of the Directors' approval;
  - 8.8.2 Payment of the prescribed admission and annual membership fees in such manner as prescribed by the Association from time to time; and
  - 8.8.3 Written acceptance of the Association's Credo.
- 8.9 The Association shall maintain at its registered office a register of members of the Association.

## **9. MEMBERSHIP CATEGORIES**

The members of the Association shall consist of voting and non-voting members.

### **9.1 VOTING MEMBERS**

#### **9.1.1 ORDINARY MEMBERS**

9.1.1.1 Ordinary Members shall comprise every veterinarian who, at the date of adoption of these clauses, is on the Register as an Ordinary Member of the Association; and every veterinarian thereafter elected or to be elected into the class of Ordinary Members.

9.1.1.2 Every candidate for election as an Ordinary Member shall be registered and in good standing With the South African Veterinary Council and hold such veterinary qualifications as determined by the Board of Directors.

9.1.1.3 The following membership categories are recognised as ordinary members:

- 9.1.1.3.1 Members – 1<sup>st</sup> year of SAVA Membership
- 9.1.1.3.2 Members – 2nd year of SAVA membership
- 9.1.1.3.3 Members
- 9.1.1.3.4 Compulsory Community Services Veterinarian
- 9.1.1.3.5 Junior Member (First year after CCS)
- 9.1.1.3.6 Community Veterinary Clinic Principal
- 9.1.1.3.7 Retired Members or members older than 60 years.

#### **9.1.1 JUNIOR MEMBERS**

9.1.1.1 Junior membership will be granted to new graduates for the first two years after registration as a veterinarian. Junior members will have all the rights and privileges of an ordinary member.

#### **9.1.2 RETIRED MEMBERS**

9.1.2.1 Retired membership applies to members who are 65 years of age and have paid 35 (thirty-five) consecutive annual subscriptions

9.1.2.2 Retired members do not pay membership fees and will retain full benefits.

#### **9.1.3 HONORARY LIFE MEMBERS**

9.1.3.1 Any member who has given long and valuable support/outstanding service to the association may be awarded Honorary Life Membership.

9.1.4.1.1 Honorary Life Members are elected by the Federal Council of the Association upon recommendation of the Awards Committee.

9.1.4.1.2. Honorary Life Membership shall not be granted to more than three people in one year.

9.1.2.1.3. Honorary Life Members do not pay annual subscription fees but receive full benefits.

### **9.1.5. LIFE MEMBERS**

- 9.1.5.1 Life membership shall apply to every person who, at the date of adoption of this MOI, is on the Register as a Life Member of the Association. Such members who were previously accorded Life Membership on the basis of long term membership as previously defined, shall retain such status and full privileges of membership and shall be exempted from paying any membership fees (unless they choose to do so voluntarily).

## **9.2 NON-VOTING MEMBERS**

### **9.2.1 NON-PRACTISING MEMBERS**

- 9.2.1.1 Non-practising membership is granted to any veterinarian who, for any reason, does not practise veterinary medicine or who is not actively involved in veterinary science within the borders of South Africa. Such members may include, but are not restricted to, members of the Association residing abroad or veterinarians who have retired from active practice or employment but who do not qualify for Retired Membership.

- 9.2.1.1.1 Foreign membership is granted to any veterinarian who, for any reason apart from retirement, does not practise veterinary medicine or who is not actively involved in veterinary science within the borders of South Africa. Such members may include, but are not restricted to, members of the Association working and/or residing abroad

- 9.2.1.2. Non-practising members will receive copies of publications of the Association in electronic format.

- 9.2.1.3. Non-practising members shall contribute to the funds of the Association in accordance with membership fees as determined by the Board.

### **9.2.2 CADET MEMBERS**

- 9.2.2.1 Cadet Members shall comprise those persons who, at the time of adoption of these Clauses, are on the Register as Cadet Members of the Association, and every person thereafter elected as such.

- 9.2.2.2 Before election of a candidate as a Cadet Member, the Board of Directors shall be satisfied that he is a registered undergraduate student in the Faculty of Veterinary Science at an approved University.

- 9.2.2.3 A Cadet Member shall cease to be a Cadet Member on being elected a junior or Ordinary Member or when ceasing to be a registered under-graduate student in the Faculty of Veterinary Science at an approved University.

- 9.2.2.4. Cadet Members shall enjoy such privileges as the Board of Directors may from time to time determine; provided that a Cadet Member shall not be entitled to receive notice or vote at Meetings of the Association or to be elected to the Board of Directors or to

nominate candidates for election to the Board of Directors or to take part in the management of the affairs of the Association, with the exception of meetings of Cadet Members arranged by or on behalf of the Association for the purposes of study. Save, however, that the nominated representatives of the Cadet Members (or alternates) may be invited to attend and receive notice of meetings of the Federal Council of the Association in an observer capacity only.

### **9.2.3 HONORARY ASSOCIATE MEMBERS**

- 9.2.3.1. Honorary Associate Members shall comprise those persons who, at the time of adoption of these Clauses, are on the Register as Honorary Associate Members of the Association, and every person thereafter elected as such.
- 9.2.3.2. All candidates for Honorary Associate Membership shall be nominated by at least three Members of the Federal Council through the Awards Committee, whose recommendation, if confirmed by the Board of Directors, will be reported to the Association in General Meeting for ratification.
- 9.2.3.2. Honorary Associate Membership may be accorded to such persons who are not veterinarians and who have rendered exceptional service to veterinary science and/or the veterinary profession and/or the Association.
- 9.2.3.3. Honorary Associate Members shall be entitled to the same privileges of Memberships as Ordinary Members, except the right to vote at Meetings of the Association and the right to nominate persons for admission as Members of the Association, but they shall be entitled to receive notice of and to attend and to speak at such Meetings.
- 9.2.3.4. Honorary Associate Members shall not be required to pay membership fees.

### **9.2.4 AFFILIATE MEMBERS OF GROUPS**

- 9.2.4.1. Veterinarians who are not resident in the Republic of South Africa and who are not members of the SAVA, as well as non-veterinarians residing in the Republic of South Africa, may apply to the Committee(s) of the relevant Group(s) for Affiliate Membership of Group(s) of the Association.
- 9.2.4.2. Such Affiliate Members shall be entitled to participate in all scientific deliberations of the Group but shall not be entitled to participate in any matters of specific SAVA business such as general meetings nor enjoy any other privileges of Membership such as the right to vote.

## **10. RIGHTS AND PRIVILEGES OF MEMBERS OF THE ASSOCIATION**

- 10.1. Every voting member in good standing shall have the right to:
  - 10.1.1. display the fact of his or her membership to the public subject to the rules governing advertising by the SA Veterinary Council;
  - 10.1.2. display any symbols, logos or other distinctive marks of the Association on stationary and/or display signs in connection with the member's practice;
  - 10.1.3. attend meetings of the Federal Council, in observer capacity only, unless otherwise requested by the Chairman.

- 10.1.4. any information or communication held by the Board upon a request in writing by the member, other than information, the content of which the Board may refuse to grant access to in terms of applicable legislation and/or which may be considered contrary to the best interests of the Association or the profession at that time;
- 10.1.5. utilise the facilities of and service offered by the Association subject to directives issued by the Managing Director;
- 10.1.6. receive official publications or materials of the Association on payment of the purchase price to be determined by the Board where and if applicable;
- 10.1.7. nominate new members, subject to Clause 7.3 of this MOI;
- 10.1.8. propose items on an agenda in accordance with the Policies and Procedures of the Association;
- 10.1.9. nominate Honorary Life Members and Honorary Associate Members in accordance with the SAVA Policies and Procedures manual and/or as stated within this MOI;
- 10.1.10. vote at any general meeting of the Association.

## **11. MEMBERSHIP FEES**

- 11.1 Annual membership fees and, where applicable, fees instituted to cover costs incurred by the Association for the provision of materials such as the SAVA publications, to be determined by the Board, shall be paid to the Association by each member against the production of a valid tax invoice by the Association.
  - 11.1.1. Such annual membership fees shall be payable by all members, depending on their membership categories, not later than 31 March of that year
- 11.2 The Board may determine rebates and discounts for, *inter alia*, early payment, it being recorded that such membership fees may vary depending on the category of membership.
  - 11.2.1 Such discounts may also be granted on motivation from members based on personal circumstances for a period of no longer than one year with the option of review.
- 11.3. The Board may propose levies and such levies shall become binding on the Ordinary and Non-Practising members if approved by the members in a general meeting
- 11.4. Undergraduate veterinary students in South Africa will be offered free cadet membership.



- 11.5. If a Member defaults in the payment of any subscription, for more than one month after notice of the amount payable by him, his privileges of Membership may thereafter *ipso facto* be suspended until such payment is made.

## **12. TERMINATION OF MEMBERSHIP**

- 12.1 A member shall ipso facto cease to be a member of the Association –
- 12.1.1 If he is expelled as a member by the Board;
  - 12.1.2 If he is suspended as a member by the Disciplinary Committee and does not appeal same or if the suspension is upheld by the Board on appeal;
  - 12.1.3 If by notice in writing to the Association he resigns as a member;
  - 12.1.4 The member is guilty of conduct detrimental to the interests and/or objects of the Association;
    - 12.1.4.1 The member has contravened the code of conduct of the Association through its actions, omissions or in any other way;
    - 12.1.4.2 It is detrimental to the interests of the Association that the member should continue to be a member of the Association;
    - 12.1.4.3 The member, after written notice by the Association, fails to pay the prescribed membership fee that may be due and payable within a reasonable time of such notice.
- 12.2 The Directors shall have the power, in their sole and absolute discretion, to terminate the membership of a member;
- 12.3 The Directors shall furnish their reasons for terminating the membership of a member to that member in writing.
- 12.4 A member whose membership has been terminated shall remain liable for all sums that may at the date of termination of his membership be due by him to the Association and shall not be entitled to any refund of any monies already paid nor have any claim against the Association.

## **13. GUARANTEE**

- 13.1 Each member of the Association, on becoming a member of the Association, undertakes to contribute an amount of R2.00 (two Rand) to the assets of the Association in the event of it being wound up whilst he is a member of the Association or within 1 (one) year of that member ceasing to be a member of the Association, towards payment of the debts and

liabilities of the Association contracted before he ceased to be a member of the Association and towards the costs, charges and expenses of the winding-up.

## **PART C: GENERAL MEETINGS**

### **14. GENERAL MEETINGS**

- 14.1 The Association, at such times as are prescribed in the Companies Act and in accordance with this MOI, shall hold general meetings of members to be known and described in the notices calling such meetings as annual general meetings.
- 14.2 The Board may, whenever they deem fit, convene a general meeting to be known as an extraordinary general meeting, and an extraordinary general meeting shall also be convened on a request by at least ten members of the Association having at the date of the lodgement of the request a right to vote at general meetings.
- 14.3 If at any time there shall not be within the Republic sufficient directors capable of acting to form a quorum, any director or any 2 (two) members of the Association may convene a general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.
- 14.4 Every meeting of members shall, unless otherwise resolved by the Board, be held in the city or town in which the Association's registered office is for the time being situated.

### **15. FREQUENCY**

- 15.1 The Association shall in each year hold an annual general meeting within 6 (six) months after the end of the Association's financial year, unless the Board of Directors indicate that the Annual General Meeting must be held in conjunction with a congress hosted by the Association in order to maximise the attendance at the Annual General Meeting
- 15.2 In the event of the Board of Directors deciding to host the Annual General Meeting with the congress, Members must be informed prior to 30 June of that year of the intention

### **16. NOTICE OF GENERAL MEETINGS**

- 16.1 Notice of every General Meeting shall be given in any manner herein before authorised to every Member other than a Cadet Member.
- 16.2 Subject to the provisions of the Companies Act:
  - 16.2.1 Not less than 21 (twenty-one) clear days' notice in writing of an annual general meeting or of a general meeting at which a resolution is to be proposed, shall be given to all members;
  - 16.2.2 Not less than 14 (fourteen) clear days' notice in writing of any other general meeting

shall be given to all members.

- 16.3 The notice period as provided for in clause 16.2 shall be exclusive of the day on which the notice is served or deemed to be served and exclusive of the date of the meeting.
- 16.4 The notice of a general meeting shall state -
- 16.4.1 The place, day and hour of that meeting; and
  - 16.4.2 The matters which will be considered at such meeting.
  - 16.4.3 Whether the meeting will also be held virtually
- 16.5 The inadvertent omission to give notice of a meeting to, or the non-receipt of a notice of a meeting by any person entitled to receive such notice, shall not invalidate the proceedings at that meeting.

#### **17. PROCEEDINGS AT GENERAL MEETINGS**

- 17.1 The annual general meeting shall deal with and dispose of all matters prescribed by the Companies Act, including the consideration of the annual audited financial statements, the election of Directors and the appointment of an auditor and may deal with any other business laid before it.
- 17.2 Subject to the provisions of the Companies Act, no business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- 17.3 Save as herein otherwise provided, a quorum at any general meeting shall be 10 (ten) members entitled to vote and who are present in person at the commencement and throughout the meeting.
- 17.4 If within fifteen minutes after the time appointed for the meeting a quorum is not present, the meeting will adjourn, and should there not be a quorum within a further half an hour, the members present, entitled to vote, will form the quorum.
- 17.5 The President, and failing him, the Vice-President, shall preside at every General Meeting of the Association
- 17.6 If there is no President or Vice-President, or if at any General Meeting neither of them is present within fifteen minutes after the time appointed for holding of the Meeting, the Members present shall choose someone of their number to preside at the Meeting.
- 17.7 The President (or other Member presiding) may, with the consent of the Meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

## **18. VOTES OF MEMBERS AT GENERAL MEETINGS**

- 18.1 At a Meeting of the Association every Member entitled to vote shall have one vote, whether on a show of hands, electronic voting, or upon a proxy:
- 18.1.1 A proxy shall be permitted but shall only vote on a poll and a proxy may, subject to any other imitations contained in these clauses, demand a poll.
  - 18.1.2 Notice of proxy must be at the Association offices at least 48 hours before the Meeting.
- 18.2 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before the declaration of the result of the show of hands) demanded by:
- 18.2.1 The chairperson of the meeting; or
  - 18.2.2 By at least 5 (five) members present in person or by a proxy having the right to vote at the meeting;
- 18.3 Any demand for a poll may be withdrawn.
- 18.4 The poll shall be taken in such a manner as the chairperson of the meeting directs, and the results of the poll shall be deemed to be the decision of the meeting. Members present by means of hybrid technology are to be included in any poll.
- 18.5 Where a poll is not demanded a declaration by the chairperson of the meeting that a resolution has been passed as well as a making of an entry to that effect in the book containing the minutes of the proceedings of general meetings, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution, that the resolution was so passed.
- 18.6 In the case of an equality of votes, the chairperson of the meeting shall have a second or casting vote.
- 18.7 Only members present at the meeting, whether physically or virtually, will be allowed to vote. However, proxy votes may only be presented by Members physically present at the meeting.

## **19. PROXIES**

- 19.1 The instrument appointing a proxy shall be in writing and signed by the appointer or by his agent duly authorised in writing.
- 19.2 Any proxy needs to be a member of the Association in good standing.
- 19.3 No member shall be entitled to hold more than 3 (three) proxies at any meeting of the Association.

- 19.4 The instrument appointing a proxy to vote at a meeting of the Association shall be deemed also to confer authority to demand or join in demanding a poll, and for the purposes of Section 198(1) of the Companies Act, a demand by a proxy shall be the same as a demand by a member.
- 19.5 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the office not less than 48 (forty-eight) hours before the time for holding the meeting at which the person named in the instrument proposes to vote and in default of complying herewith, the instrument of proxy shall not be treated as valid.
- 19.6. No instrument appointing a proxy shall be valid after the expiration of 6 (six) months from the date when it was signed, unless so specifically stated in the proxy itself and no proxy shall be used at an adjourned meeting which could not have been used at the original meeting.
- 19.7. The instrument appointing a proxy shall, subject to the provisions of Section 189 of the Companies Act, be in the form or as near thereto as circumstances permit as per Annexure A

## **20. VIRTUAL AND HYBRID MEETINGS**

- 20.1. Any member may opt to attend the Annual General meeting or Special General meeting virtually, if the facility for a virtual meeting is available.
- 20.2. Members must confirm attendance to the virtual platform 7 days in advance, during which time the Association will verify that the member is in good standing
- 20.3. The Association will inform the Member of their status, and if in good standing, will send the link to the hybrid platform to the Member
- 20.4. At the commencement of the meeting, the Association will confirm the attendance of Members and record such members as being present
- 20.5. The Association is not responsible for any potential connectivity failures of individual Members
- 20.6. In the event of a connectivity failure at the official meeting place, the meeting will not continue until such time that the connectivity has been resolved. If, for whatever reason, connectivity is not restored within 1 hour, the meeting will adjourn and notice of the continuance of the meeting will be sent to all attendees, whether present physically or virtually.
- 20.7. Such a continued meeting will take place virtually within 2 weeks of the original Annual General Meeting or Special General Meeting
- 20.8. Members that were present physically will be sent the appropriate links for the continued meeting

20.9. All Members of the Association, whether present at the original meeting or not, will be allowed to attend the continued meeting, with the following provision:

20.9.1 All matters that were finalised at the original meeting, including matters that were voted upon, will be considered finalised

20.10. The electoral officer will confirm the total number of votes, inclusive of members physically present, proxies and electronic votes

## **21. RESOLUTION PASSED BY SIGNATURE OF ALL MEMBERS**

21.1 Subject to the provisions of the Companies Act, an ordinary resolution in writing signed by all members of the Association entitled to attend and vote at a general meeting shall be as valid and effective as if it had been passed at a general meeting properly held on the date on which the last signature is affixed.

21.2 Such resolution may consist of several documents in the same form, each of which is signed in terms of this clause, by one or more members and shall be deemed (unless a statement to the contrary is made on that resolution) to have been passed on the date on which it was signed by the last member doing so.

## **22. RECORDS OF GENERAL MEETINGS**

22.1 The Board shall cause a record to be made of the proceedings at every general meeting, including all resolutions passed at such meetings and shall cause such record and all resolutions passed to be inserted in a book provided for that purpose.

22.2 Any copy of any record or resolution referred to in clause 18.5, which purports to be signed by any Director or the Managing Director, shall be *prima facie* evidence of the matters stated therein.

## **PART D: DIRECTORS**

### **23. DIRECTORS**

#### **23.1 NUMBER AND COMPOSITION**

23.1.1. The number of directors shall be a minimum of 7 (seven) and a maximum of 10 (ten).

23.1.2 The Association may at an Annual General Meeting (AGM) or a duly constituted extraordinary meeting increase or reduce the number of directors, provided that members were informed, when notice of the meeting was given, of the proposal to increase or reduce the number of directors.

23.1.3 Co-opted members.

23.1.3.1 The Association at a meeting of members or the directors shall have power at any time, and

from time to time, to co-opt any person as a director provided that the total number of directors shall not at any time exceed the maximum number fixed by the members of the Association or in terms of this MOI. The appointment of such co-opted directors shall be ratified at the first AGM after such co-option and will be valid until the subsequent AGM.

23.1.3.2 Co-opted members' term of office expire at midnight on the day before the AGM

23.1.4. The Board of Directors will comprise of the following positions:.

22.1.4.1 Appointed positions:

22.1.4.1.1 Managing Director, who is a permanent employee of the Association. His/her term expires upon the termination of the employment agreement

22.1.4.1.2 Legal Advisor. His/her term does not expire, but is subject to a review by the board of Directors every 3 years and may be changed upon a majority vote of the Board of Directors

22.1.4.1.3 Financial Director, appointed for a maximum of two 3 year terms

22.1.4.2 Elected positions:

22.1.4.2.1 President

22.1.4.2.2 Immediate Past President/President-Elect

22.1.4.2.3 Five positions nominated and elected by the membership of the Association

22.1.4.2.4 The five elected directors' term of office will be for a term of 3 (three) years with a maximum of 2 (two) consecutive terms

22.1.4.2.5 Directors will be eligible for election after two years following the period of two consecutive periods

22.1.4.2.5 No director may serve on the Board for a period exceeding nine years

## **23.2 QUALIFICATIONS**

23.2.1 Only voting members in good standing are eligible for nomination and election at the time of nomination or election

23.2.2 Only voting members in good standing are entitled to nominate or elect at the time of nomination or election.

## **23.3 ELECTIONS**

23.3.1. Directors of the Association are elected by members of the Association in good standing and who are entitled to vote as stated in clause 22.3.4.1 of this MOI, with the exception of the appointed directors, who are appointed on contract by the board of directors.

- 23.3.2 Every candidate for election as a director must be nominated in writing (inclusive of electronic nominations) by a voting member of the Association.
- 22.3.2.1 Such nomination shall be lodged at the office prior to a specified time on a date to be notified each year to the members entitled to take part in such election.
- 23.3.3. Directors shall hold office for three years with the option to be eligible for re-election for a further term of three years, with the exception of the President-elect and Immediate Past President:
- 22.3.3.1 After a lapse of one year a retired director is again eligible for election as a Director.
- 23.3.4. The election of directors of the Association shall be overseen by an Electoral Officer and a scrutineer appointed by the Board.
- 23.3.4.1. At least three months prior to the AGM of the Association in each year, the Electoral Officer shall cause voting papers, giving a list of persons nominated as directors in terms of the provisions appearing above and drawn up in such form and giving such particulars as the Board may determine, to be served upon every voting member of the Association. The results of the poll shall be made known to the members of the Association by the Electoral Officer at an AGM.

#### **24. ELECTION OF PRESIDENT AND PRESIDENT ELECT**

- 24.1. The Board shall from time to time elect 1 (one) of their body to the office of President and 1 (one) of their body to the office of President-elect, respectively, for such period of time under such conditions as set out in the MOI. The appointments of the President and of the President-elect shall terminate ipso facto if such person shall cease for any reason to be a director, or if the Association at any meeting of members shall resolve that such person's tenure be terminated.
- 24.2. The tenure of the President, Immediate Past President and President-Elect shall be as follows:
- 24.2.1 President: Three years, commencing on 1 January of his/her first year of tenure. The tenure may exceed the tenure for directorships of three years, as there will be an automatic evolution from President-elect to the office of President for an additional two years, and thereafter the director will serve on the Board for an additional year as Immediate Past President.
- 24.2.2 President-Elect: The Director is elected to commence duty one year after commencement of the duties of the President. The President- elect of the Association automatically becomes President of the Association after two years or in the event of the office of President becoming vacant for any reason; failing this the President and President-elect are elected from the elected directors by the Board.



24.2.3 Immediate Past President: The Immediate Past President of the Association serves for an additional one year as director with full voting rights, after which the Immediate Past President may not be elected on the Board of Directors for a minimum period of two years.

24.3. In the event of the position of President- elect becoming vacant, for whatever reason, and none of the elected directors being available for nomination and election by the Board for the position of President- Elect, the Federal Council shall put forward not more than three nominations for consideration by the Board as potential candidates for the election of President elect. Such nominees shall be members of the Federal Council.

24.3.1 Should such a nominee be elected as President- elect by the Board, he or she shall be co- opted to the Board.

## **25. REMUNERATION OF DIRECTORS**

25.1 The directors may be paid all travelling and other expenses properly incurred by them in or about the performance of their duties as directors, as approved by the Board , including those of attending and travelling to and from meetings of the directors or any committee of the directors or at any meeting of members of the Association. Remuneration of directors is determined by the AGM of the association

25.2 The Association shall not pay to any of its directors (whether in his capacity as a director or otherwise) any remuneration free of any taxation in respect of his income, or otherwise calculated by reference to or varying with the amount of such taxation, or with the rate of taxation on incomes.

25.3 The Board may motivate a monthly retainer to be paid to the President and per day fees for directors, the amounts to be confirmed at a General Meeting

## **26. APPOINTMENT OF REPRESENTATIVES**

26.1 The directors may at any time appoint any third party, whether or not they are a member of the Association and including any retired director or chairperson who is not eligible for re-election in terms of Clause 30, to represent certain interest groups and to contribute their expertise to the meetings of the Board.

26.2 The appointment of a representative shall be based on such person's expertise obtained in an industry, such as operational, financial and marketing.

26.3 For the sake of clarity, it is specifically recorded that the appointment of a representative as aforesaid shall only be valid for such period or for the performance of such task as the Directors in their sole discretion may require, after which period or fulfilment of the particular task the representative's appointment will terminate.

26.4 The Board shall nominate a representative to represent the SAVA on the SA Veterinary Council in accordance with the Veterinary Act. 5 In the event that the representative on the

South African Veterinary Council is a current member of the Board, he/she will relinquish the position as director.

## **27. ROTATION OF DIRECTORS**

- 27.1 It is the responsibility of the Board to ensure the balance of both continuity and new leadership. In this regard, the Board may introduce a rotation mechanism, should it be deemed necessary. Board memberships, however, are limited to two consecutive 3 year terms. A third term, after having resigned from the Board for a minimum of two years is allowed but with the limitation that no elected director may serve for a cumulative period in excess of nine years
- 27.2 The President-elect, President and Immediate Past President are not subject to this ruling, but will serve on the Board of Directors until their respective terms of office, specified elsewhere, have expired.
- 27.3 Retiring directors shall be eligible for re-election up to a maximum of 2 (two) consecutive terms.
- 27.4 The Managing Director, Legal Director and Financial Director are appointed positions and are not subject to this ruling, but will serve on the Board of Directors until their respective terms of office, specified elsewhere, have expired.

**Commented [TP1]:** Suggest we add this for sake of clarity and correctness if the above proposal is accepted.

## **28. FILLING OF CASUAL VACANCIES ON THE BOARD OF DIRECTORS**

- 28.1 The Directors may by unanimous resolution at any time appoint any other person as an additional director or to fill a casual vacancy, but so long as the total number of directors shall not at any time exceed 10 (ten) directors and in accordance with Clause 22.1.3.
- 28.2 The continuing directors may act notwithstanding any vacancy in their number, but, if and for so long as their number is reduced below the number fixed by or pursuant to this MOI as the necessary quorum of directors, the continuing directors may act for the purpose of increasing the number of directors to that number, or of convening a General Meeting of the Association, but for no other purpose.

## **29. DISQUALIFICATION OF DIRECTORS**

- 29.1 Any director shall cease to be a director of the Association on the happening of any of the following events:

- 29.1.1. His estate is finally sequestrated;
- 29.1.2. He files a petition for the surrender of his estate as insolvent;
- 29.1.3. He is placed under curatorship by any court of competent jurisdiction;

29.1.4. A majority decision taken by the Directors at a Board meeting on the basis of poor performance, bringing the Board or Association into disrepute, or any transgression of the SAVA MOI, the SAVA Credo or Companies Act considered relevant by the Board. The procedures in such circumstances are to be included within the SAVA Policies and Procedures Manual.

29.1.5 He or she delivers a notice of his/her resignation at the office with effect from:

29.1.5.1 The date on which that notice is delivered; or

29.1.5.2 Any later date stated in that notice to which the Directors agree;

29.1.6 If he or she fails to attend 3 (three) consecutive meetings of directors without good cause; or

29.1.7 If he or she is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare his/her interest and the nature thereof in the manner required by the Companies Act.

28.1.8 If he or she passes, publishes or causes to be published any information to the press or media, directly or indirectly, which information is confidential or which information will bring the reputation of the Association in disrepute and/or intends to be detrimental to the Association in any way.

### **30. DUTIES OF DIRECTORS**

30.1 The Board of Directors shall manage the Association and shall carry out the objects of the Association in such manner as it may deem fit and proper subject, however, to:

30.1.1 The general policy of the Association; and

30.1.2 Any instructions as may be laid down or given by the members at a General Meeting from time to time.

30.2 Without in any way derogating from the generality of the duties of the Directors, the Directors shall in particular be obliged to:

30.2.1 Administer any donations accepted in terms of Clause 36 and shall accept any donations which may be made by testamentary bequests or by donations *inter vivos* or by any other means, subject to the conditions set out in Clause 36.2.

30.2.2 From time to time open and/or hold a bank or similar account with an accredited financial institution in the name of the Association and to deposit in such account all moneys which are due to the Association in the first instance;

30.2.3 Administer the funds of the Association and income accruing to the Association in order to achieve the main object of the Association;

30.2.4 Utilise the funds of the Association solely for the main object of the Association or to invest funds available for investment only in accordance with the provisions of relevant legislation, as amended from time to time.

30.2.5 Remain informed and updated with regards to the current minutes, policies and codes of business of the Association, and to keep themselves updated by attending the required meetings.

- 30.3 The Directors shall not have the power to use the funds of the Association for the carrying on of any business or trading activity in the name of the Association otherwise than to the extent permitted in terms of any relevant legislation, as amended from time to time.
- 30.4 The Directors shall ensure that there are at least 4 (four) meetings of Directors per annum, 1 (one) meeting per quarter, and that notice of these meetings are made available to all the members of the Association.
- 30.5 Each Director shall familiarise himself or herself with the obligations, liabilities and responsibilities of directorship in accordance with the Companies Act, this MOI and the SAVA Rules and is compelled to conduct himself/herself accordingly with particular reference to respect for confidentiality and the principles relating to conflicts of interest.

### **31. POWERS OF DIRECTORS**

- 31.1 The Directors may exercise all such powers as are not prohibited or limited by the Companies Act or any amendment thereof, and subject to such regulations not inconsistent with this MOI or provisions as may be prescribed by the Association in a General Meeting; but no regulation made by the Association in General Meeting shall invalidate any prior act of the directors which would have been valid if such regulation had not been made.
- 31.2 The Board may from time to time appoint executive directors such as the Managing Director and a Financial Director for such period and generally on such terms as they may deem fit. The appointments of the executive directors shall terminate ipso facto if the directors or the Association at any meeting of members resolves that such a person's tenure be terminated, whereupon such member will no longer enjoy the privileges of a director.
- 31.3 The directors shall have the power to co-opt professional persons onto the Board where specific expertise may be required.
- 31.3.1 Such co-opted professional persons shall serve on the Board subject to the discretion of the elected Board.
- 31.3.2 Co-opted professional persons may or may not have voting rights depending on the terms of his/her appointment by the Directors.
- 31.4 The Board of Directors may delegate any of its powers to committees consisting of such persons as they deem fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on them by the Board.
- 31.4.1 The Board may establish a Disciplinary Committee and an Ethics Committee in accordance with the provisions as contained in the Policies and Procedure Manual.
- 31.5 The Directors are authorised to appoint the Secretary of the Association from time to time.
- 31.6 The Directors may from time to time entrust to and confer upon the President and/or the

President-elect, Managing Director or Financial Director, if any, for the time being such of the powers vested in them as they may think fit, and may confer such powers for such time and to be exercised for such objects and upon such terms and with such restrictions as they may think expedient; and they may confer such powers either collaterally or to the exclusion of, and in substitution for, all or any of the powers of the directors, and may from time to time revoke or vary all or any of such powers.

31.7 The Board may establish various classes of awards and may award same in accordance with the Policies and Procedures Manual.

31.7.1 The Board shall appoint an Awards Committee, the Terms of Reference of which to be incorporated within the SAVA Policies and Procedures Manual.

31.7.2 A detailed description of each award to be clearly stated within the SAVA Policies and Procedures Manual.

31.7.3 The Policies and Procedures Manual to include the role of the Awards Committee.

31.7.4 The Board shall ensure that an accurate record of all award recipients is maintained. Such record to be included on the SAVA web site.

## **32. PROCEEDINGS OF DIRECTORS' MEETINGS**

32.1. The directors may meet together for the dispatch of business, adjourn and otherwise regulate their meeting as they deem fit.

32.1.1. The quorum of directors necessary for the transaction of business may be fixed from time to time by the directors and unless so fixed, shall, be three. Any matter requiring resolution shall be decided by a majority of votes and in case of an equality of votes the chairman shall have a second or casting vote.

32.2. Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by this MOI as the necessary quorum of directors, the continuing directors may act for the purpose of increasing the number of directors to that number, or for convening a general meeting of the Association, but for no other purpose.

32.3. The Directors shall meet for the dispatch of business not less frequently than 4 (four) times a year.

32.4. Any director is at all times entitled to convene a meeting of the directors by giving fourteen (14) days' written notice to all directors, or such shorter notice as may be agreed to by all the directors.

32.5. The directors may participate in a meeting of the directors by means of conference telephone or similar equipment by means of which all persons participating in the meeting can hear each other at the same time and any such participation in a meeting shall constitute presence in person at the meeting.

- 32.6. All resolutions and actions of the directors shall be by way of a majority of votes.
- 32.7. Subject to the provisions of Sections 234 to 241 inclusive of the Companies Act, a director may vote in respect of any contract or proposed contract with the Association in which he is interested, or any matter arising therefrom with the proviso that the director concerned has declared his interest and the Board has approved eligibility to such vote .

### **33. EXECUTIVE COMMITTEE OF BOARD OF DIRECTORS**

- 33.1. The Executive Committee of the Board shall consist of the Chairman of the Board (President), President-elect, the Director of Finances and the Managing Director. The Board of Directors may delegate any of its powers to the Executive Committee which shall report on any of its actions to the Board for ratification thereof.

### **34. RECORDS OF DIRECTORS' MEETINGS**

- 34.1. The directors shall cause minutes to be made of all appointments of officers made by the Directors, the names of the directors present at each general meeting of the Directors and all resolutions passed by the directors at all meetings of the directors.
- 34.2. Minutes of any resolutions and proceedings mentioned in this MOI appearing in one of the minute books of the Association shall be proof of the facts therein stated if signed by:
- 34.2.1 The Chairperson of the meeting to which it relates; or
  - 34.2.2 Any person present at the meeting and appointed by the directors to sign in the Chairperson's place; or
  - 34.2.3 The Chairperson of a subsequent meeting of the directors.
- 34.3. Any extracts from or copy of those minutes purporting to be signed by the Chairperson of that meeting, any director or the Executive Officer shall be *prima facie* proof of the facts therein stated.
- 34.4. Loose leaves of paper shall not be deemed to constitute a minute book unless they are bound together permanently without means provided for the withdrawal or insertion of leaves, and the pages or leaves are consecutively numbered.

## **PART E: GENERAL**

### **35. BRANCHES OF THE ASSOCIATION**

- 35.1. The Board of Directors of the Association may permit the formation of Branches of the Association, which will take into account geographic situation and number of Association members, in such places as it shall determine.

- 35.2. The Constitution of a Branch of the Association shall not become effective unless and until it is approved by the Board of Directors of the Association.
- 35.3. Each Branch shall elect a Branch Representative to the Federal Council. The Branch-elected Member of Federal Council shall have full voting rights on the Federal Council.
- 35.4. Each Branch shall manage the affairs of such Branch in accordance with the SAVA Policies and Procedures.

### **36. GROUPS OF THE ASSOCIATION**

- 36.1 The Board may permit the formation of Special Interest Groups of the Association in such disciplines or specialities as it shall determine.
- 36.2 The Terms of Reference or Constitution of a Group of the Association shall not become effective unless and until it is approved by the Board of Directors at which time the formation of the Group is ratified.
  - 36.2.1 Such groups shall form part of the structures of SAVA and are thus subject to the principles of corporate governance adopted by the SAVA, the SAVA Policies and Procedures and clauses contained in this MOI as well as any other condition as stated in the Companies Act.
  - 36.2.2 The assets of such groups remain the property of the SAVA.
- 36.3 Each Group may elect a Group Representative (or alternate) to the Federal Council. The Group-elected member of Federal Council (or alternate) shall have full voting rights on the Federal Council.
- 36.4 The President and the Managing Director of the Association shall automatically be members of the Committee of the Group in an ex officio capacity with voting rights.

### **37. STAKEHOLDER RELATIONS**

- 37.1 Should any independent company or interest group, formed outside the realms of the Association, wish to have links with the Association, or vice versa, such relationships are to be formed on the basis of a strategic alliance.
  - 37.1.1 In such situations a formalised relationship shall be instituted between the Association and stakeholder, in the form of a contract such as a Memorandum of Understanding, clearly stating the scope of obligations of both the Association and such stakeholder, the extent of liabilities, financial controls etc., and to be reviewed on an annual basis.
  - 37.1.2 The Board may invite the chairpersons, presidents or nominated representatives of such independent entities to serve within the structure of the SAVA, including the Board, providing such posts do not transgress any clause contained within this MOI.



### **38. FEDERAL COUNCIL**

- 38.1 There shall be a Federal Council consisting of a President (Chairman of the Board of Directors) a President-elect, the Immediate Past President, Branch-elected Members (or alternates), Group-elected Members (or alternates) , chairpersons of the various committees as appointed by the Board, the Directors of the SAVA and there shall be co-opted to the Federal Council the Editor of the Journal of the Association, and any other member of the Association as is considered desirable by Federal Council.
- 38.2 The Federal Council and its committees shall debate, modify and prepare proposals on all aspects of the running of the South African Veterinary Association prior to submitting such proposals to the Board of Directors

### **39. BORROWING POWERS**

- 39.1 The Directors may from time to time, in their discretion, raise or borrow from the members or other persons any sum or sums of money for the purposes of the Association, provided that the amounts in the aggregate so raised or borrowed from time to time shall not exceed such amount as may be determined by the Association in a general meeting from time to time.
- 39.2 The Directors may raise or secure the repayment of such monies in such manner and upon such terms and conditions in all respects as they deem fit.

### **40. DONATIONS TO THE ASSOCIATION**

- 40.1 Provided the Association has been approved as a public benefit organisation, the Directors shall, in respect of every donation received, furnish to the donor in each case a receipt of which the following particulars are given:
- 40.1.1 The reference number of the Association issued by the Commissioner for the South African Revenue Service for the purposes of Section 18A of the Income Tax Act;
  - 40.1.2 The date of receipt of the donation
  - 40.1.3 The name of the Association, together with an address to which enquiries may be directed in connection therewith;
  - 40.1.4 The name and address of the donor;
  - 40.1.5 The amount or nature of the donation; and
  - 40.1.6 A certificate to the effect that the receipt is issued for purposes of Section 18A of the Income Tax Act and that the donation has been or will be used exclusively for the main object of the Association.

40.2 The Directors shall not accept any donations to the Association unless they are irrevocable and subject to the terms and conditions of this MOI.

#### **41. FINANCIAL YEAR**

41.1 The financial year of the Association shall commence on 1 January and ends on 31 December of each year.

#### **42. ACCOUNTING RECORDS, FINANCIAL STATEMENTS AND AUDITOR**

42.1. The Association shall maintain the necessary accounting records, which shall be accessible from its registered office, in accordance with Section 28 of the Companies Act.

42.2. Without limiting the contents of Clauses 35 and 36 above, the Association must maintain adequate records of all revenue received from donations, grants, and members' fees, or in terms of any funding contracts or arrangements with any party.

42.3. The Association shall prepare its financial statements in accordance with the provisions of the Companies Act.

42.4. Auditors shall be appointed and their duties regulated in accordance with the Companies Act.

#### **43. SAFE CUSTODY OF DOCUMENTS**

43.1. Any mortgage bond, title deed or other security belonging to or held by the Association shall be registered in the name of the Association and no such security may be transferred, disposed of or otherwise alienated except with the approval of the Board.

43.2. All such securities shall be kept in safe custody in safes or strong rooms at the office or with a bank, as the Board may determine.

#### **44. LIMITATION OF LIABILITY OF DIRECTORS AND OFFICERS**

44.1. Each director, alternate director, manager, executive officer and other officer of the Association, and person employed by the Association as its auditor, shall be indemnified by the Association against any liability incurred by him from time to time in that capacity in defending any proceedings (whether civil or criminal) in which judgment is given in his favour or in which he is acquitted or in respect of any of those proceedings which are abandoned or in connection with any application made under Section 248 of the Companies Act in which relief is granted to him by a court of competent jurisdiction.

#### **45. VALIDATION**

45.1. As regards all persons dealing in good faith with the Association, all acts done by any meeting of the Board or of a committee of the Board, or by any person acting as a director, shall, notwithstanding that it be afterwards discovered that there was some defect in the

appointment or continuance in office of any such directors or persons acting as aforesaid, or that they or any of them were disqualified or had ceased to hold office or were not entitled to vote, be as valid as if every such person had been duly appointed or was qualified or had continued to be a director or was entitled to vote, as the case may be.

#### **46. NOTICES**

- 46.1. A notice may be served by the Association upon any member either personally or by sending it through the post in a prepaid letter addressed to such member at his last registered place of abode.
- 46.2. Any notice, if served by post, shall be deemed to have been served on the day following that on which it is posted, and in proving such service it shall be sufficient to produce a certificate under the hand of the Manager or other officer of the Association, stating that the letter containing the notice was properly addressed and posted as prepaid letter and such certificate shall be evidence also of the contents of such notice.

#### **47. PROHIBITION ON DISTRIBUTION OF INCOME AND PROPERTY**

- 47.1. The income and property of the Association, whensoever derived, shall be applied solely towards the promotion of the Association's main object and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever to the members of the Association or to its controlling or controlled Association, provided that nothing herein contained shall prevent the payment in good faith of reasonable remuneration to any officer or servant of the Association, or to any member thereof, as remuneration for any services actually rendered to the Association.

#### **48. WINDING-UP**

- 48.1. Upon its winding-up, de-registration or dissolution, the assets of the Association remaining after the satisfaction of all its liabilities shall be given or transferred to some other association or institution or association(s) having similar objects to be determined by the members of the Association at or before the time of its dissolution, or failing such determination, by the Court.

#### **49. CHANGES TO THE MOI**

- 49.1. Any changes to this MOI, including a change to the name of the Association, shall be adopted at a General Meeting of members in accordance with Clause 16 of this MOI.

**SAVA PROXY FORM**

For completion by SAVA Voting Members in good standing who are unable to attend the Annual General Meeting (AGM) to be held at .....on .....20....

I ..... (Name in BLOCK LETTERS),

SAVA Membership number: .....

of .....

..... (Address in BLOCK LETTERS)

being a member of the Association

do hereby appoint ..... of .....

or, failing him/her, ..... of .....

or, failing him/her, the chairman of the meeting as my proxy to attend, speak and, on a poll, vote on

my behalf at the AGM of members to be held at .....on , .....2015 and at any adjournment thereof, and vote or abstain from voting as follows on the resolutions to be proposed at such meeting:

|              | FOR | AGAINST | ABSTAIN | VOTE AS PROXY SEES FIT |
|--------------|-----|---------|---------|------------------------|
| Resolution 1 |     |         |         |                        |
| Resolution 2 |     |         |         |                        |
| Resolution 3 |     |         |         |                        |
| Resolution 4 |     |         |         |                        |

(Please indicate with an 'X' in the appropriate spaces above how you wish your votes to be cast)

A member entitled to attend and vote at the above-mentioned meeting is entitled to appoint a proxy or proxies to attend, speak and, on a poll, vote in his/her stead.

Signed at ..... on.....20....

Signature .....

Please read the notes on the reverse side hereof.

NOTES

1. A signatory to the proxy form may insert the name of a proxy or the name of an alternative proxy of the signatory's choice in the blank spaces provided with or without deleting 'the chairman of the meeting', but any such deletion must be initialled by the signatory. Any insertion or deletion not complying with the foregoing will be deemed not to have been validly effected. The person present at the meeting whose name appears first on the list of names overleaf, shall be the validly appointed proxy for the member at the meeting.
2. A member's instructions to the proxy must be indicated in the appropriate spaces provided. A member or the proxy is not obliged to use all the votes exercisable by the member or by the proxy or to cast all those votes in the same way, but the total of votes cast, and in respect whereof abstention is directed, may not exceed the total of the votes exercisable by the member or the proxy. Failure to comply with the above or to provide voting instructions or the giving of contradictory instructions will be deemed to authorize the proxy to vote or abstain from voting at the meeting as he/she deems fit in respect of all the member's votes exercisable at that meeting.
3. Any alteration or correction made to this proxy form must be initialled by the signatory.
4. The completion and lodging of this proxy form will not preclude the member who grants the proxy from attending the meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof should such member wish to do so.
5. Completed proxy forms should be returned to one of the undermentioned addresses by no later than 12:00pm local time on ..... 20..... Proxy forms may also be handed to the chairman of the meeting up to not later than 30 minutes before the commencement of the meeting.

Email: .....

Tel: 012 346 1150

Fax: 012 346 2929

Address: Vethouse  
47 Gemsbok Avenue  
Monument Park  
0181