

RESOLUTIONS AT THE SPECIAL GENERAL MEETING TO BE HELD ON THE 1ST OF APRIL 2023

Introduction

The resolutions as indicated below relate to the following:

1. Identifying outdated items in the Memorandum of Incorporation (MOI)
2. Implementing changes in the way that the Association holds meetings as was required during the Covid pandemic and allowing for better member participation
3. Implementing changes relating to the President, President-Elect and Immediate Past President
4. Implementing changes in how directors are elected and appointed in the Association.

Points 3 and 4 above relate to a presentation held to members at the Annual General Meeting held on the 25th of October 2022.

In order to assist members to vote on the proposed amendments, we have shown the current status of the MOI in the first column, and in the second column the proposed changes.

RESOLUTION 1

Rationale for change:

The incorrect number of the Veterinary and Para-Veterinary Act is rectified

Membership categories have been amended and is important that it be updated in MOI.

At present, retired members are identified as being full members ONLY if they have paid more than 30 years subscription. This is potentially unfair towards other retirees who may still contribute to the profession.

The only remaining non-voting members are therefore foreign members

Current Memorandum of Incorporation	Proposed
1.5.23. "Veterinary Act" shall mean the Veterinary and Para-Veterinary Professions Act No. 58 of 1982, which may be amended from time to time.	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.
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.	Addition: 9.1.1.3 The following membership categories are recognised as ordinary members: 9.1.1.3.1 Members – 1 st year of SAVA Membership 9.1.1.3.2 Members – 2nd year of SAVA membership 9.1.1.3.3 Members

	<p>9.1.1.3.4 Compulsory Community Services Veterinarian</p> <p>9.1.1.3.5 Junior Member (First year after CCS)</p> <p>9.1.1.3.6 Community Veterinary Clinic Principal</p> <p>9.1.1.3.7 Retired Members or members older than 60 years.</p>
<p>9.2 Non-practising Members</p> <p>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</p>	<p>9.2 Non-practising Members</p> <p>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</p>

RESOLUTION 2

Rationale for change:

Cleaning up the MOI and aligning to sections on membership

Current Memorandum of Incorporation	Proposed
<p>11.1.1 Such annual membership fees shall be payable by all Ordinary, Junior, Retired and Non-Practising Members not later than 31 March of that year</p> <p>11.3 The Board may propose levies and such levies shall become binding on the Ordinary, Non-Practising and Junior members if approved by the members in a general meeting.</p> <p>11.4 Junior members will pay 33% of the full membership fee for the first year after graduation, and 66% of the full membership fee in their second year after graduation</p>	<p>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</p> <p>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.</p> <p>11.4 {remove}</p>

RESOLUTION 3

Rationale for change

Current practice is not aligned to MOI and need to be rectified

Current Memorandum of Incorporation	Proposed
<p>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.</p>	<p>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</p>

	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
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RESOLUTION 4

Rationale for change:

Allowing for the option to have electronic voting at AGM’s as well as describing virtual meetings.

Current Memorandum of Incorporation	Proposed
<p>18. VOTES OF MEMBERS AT GENERAL MEETINGS</p> <p>18.1 At a Meeting of the Association every Member entitled to vote shall have one vote, whether on a show of hands or upon a proxy:</p> <p>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</p>	<p>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:</p> <p>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.</p> <p>Add: 18.5 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.</p>
<p>16.4 The notice of a general meeting shall state -</p> <p>16.4.1 The place, day and hour of that meeting; and</p> <p>16.4.2 The matters which will be considered at such meeting and</p>	<p>ADD 16.4.3 Whether the meeting will also be held virtually</p>
<p>NO CURRENT SECTION EXIST</p>	<p>20 VIRTUAL AND HYBRID MEETINGS</p> <p>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.</p>

	<p>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</p> <p>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</p> <p>20.4 At the commencement of the meeting, the Association will confirm the attendance of Members and record such members as being present</p> <p>20.5 The Association is not responsible for any potential connectivity failures of individual Members</p> <p>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.</p> <p>20.8 Such a continued meeting will take place virtually within 2 weeks of the original Annual General Meeting or Special General Meeting</p> <p>20.9 Members that were present physically will be sent the appropriate links for the continued meeting</p> <p>20.10 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:</p> <p>20.10.1 All matters that were finalised at the original meeting, including matters that were voted upon, will be considered finalised</p> <p>20.11 The electoral officer will confirm the total number of votes, inclusive of members physically present, proxies and electronic votes</p>
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RESOLUTION 5

Rationale for change:

This resolution relates to a proposal made at the 25 October 2022 AGM.

The current situation is briefly described as follows:

- 7 to 10 Directors
- President and President-Elect elected from the Board of Directors (BoD)
- President serves for two years
- President-Elect automatically takes over reigns after 2 years
- Immediate Past-President stays on for 6 months
- *Presidency thus take up three board positions, albeit temporarily*
- Managing Director (MD)(Appointed)
- Financial Director (Elected from the BoD)
- Four Largest Groups can nominate a Director – 3 years term
- BoD can co-opt as long as not more than 10 maximum
- Legal director co-opted by BoD
- SAVC representative co-opted by BOD

The challenges faced in the current situation can be described as follows:

- Tenure of the various Directors not aligned (2/3 years)
- Presidency taking up three slots (current, past, Pres-elect)
- MD not catered for in MOI (Directors)
- Nomination and election of Directors not according to MOI
- Legal Representative – 2/3 years – limited renewal options available
- Assigned portfolios – Should be nominated and elected
- Non-representation of other committees/groups/branches
- No leeway in terms of co-option (Already at the maximum)
- SAVC representative is potentially conflicted

Current Memorandum of Incorporation	Proposed
22.1.3 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 may be valid until the subsequent AGM.	22.1.3 Co-opted members: 22.1.3.1 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. 22.1.3.2 Co-opted members' term of office expire at midnight on the day before the AGM

<p>22.1.4. Each of the four largest SAVA Special Interest Groups may nominate one Director to serve on the SAVA Board who has been elected in accordance with SAVA Rules as referenced in Clause 6 of this MOI.</p> <p>22.1.4.1 The size of each Special Interest Group shall be determined by the number of their voting members and who are also voting members of the SAVA and are in good standing and who are listed in the SAVA register as at 30 April of each year.</p> <p>22.1.4.2. Any such nominated Director shall hold office as a director only so long as the Special Interest Group so appointing such Director remains one of the three largest by number of voting members in good standing as listed in the SAVA register of members on 30 April of each year.</p> <p>22.1.4.3. Provided the provisions of Clause 22.1.4 are met annually, these Directors may hold office for a term of 3 (three) years with a maximum of 2 (two) consecutive terms</p>	<p>To be replaced by:</p> <p>22.1.4 The Board of Directors will comprise of the following positions:</p> <p>22.1.4.1 Appointed positions:</p> <p>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</p> <p>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</p> <p>22.1.4.1.3 Financial Director, appointed for a maximum of two 3 year terms</p> <p>22.1.4.2 Elected positions:</p> <p>22.1.4.2.1 President</p> <p>22.1.4.2.2 Immediate Past President/President-Elect</p> <p>22.1.4.2.3 Five positions nominated and elected by the membership of the Association</p> <p>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</p> <p>22.1.4.2.5 Directors will be eligible for election after two years following the period of two consecutive periods</p> <p>22.1.4.2.5 No director may serve on the Board for a period exceeding nine years</p>
<p>22.3.1. 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 executive directors, who are appointed on contract by the board of directors.</p> <p>22.3.1.1 Directors nominated by the Special Interest Groups as per Clause 22.1.4 of this MOI are to be elected in accordance with the Rules of the SAVA.</p>	<p>22.3.1. 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.</p> <p>Remove 22.3.1.1</p>
<p>23 ELECTION OF PRESIDENT AND PRESIDENT ELECT</p> <p>23.1. 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</p>	

<p>director, or if the Association at any meeting of members shall resolve that such person's tenure be terminated.</p> <p>23.2. The term of office of the President shall be two years.</p> <p>23.3 The Director elected as 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.</p> <p>23.4. The Immediate Past President of the Association serves for an additional one year as director with full voting rights</p> <p>23.5. The tenure for a director who serves as President- elect and/or President 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.</p> <p>23.6. 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.</p> <p>23.6.1 Should such a nominee be elected as President- elect by the Board, he or she shall be co-opted to the Board.</p>	<p>23.2 The tenure of the President, Immediate Past President and President-Elect shall be as follows:</p> <p>23.2.1 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.</p> <p>23.2.2 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.</p> <p>23.2.3 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.</p> <p>Remove</p> <p>23.3 23.4 23.5</p>
<p>Rationale for change: Based on proposal to Fedco</p>	
<p>26. ROTATION OF DIRECTORS</p>	
<p>26.1 It is the responsibility of the Board to ensure the balance of both continuity and new</p>	<p>26.1 It is the responsibility of the Board to ensure the balance of both continuity and new</p>

<p>leadership. In this regard, the Board may introduce a rotation mechanism, should it be deemed necessary.</p>	<p>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</p> <p>26.4 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.</p>
<p>25. APPOINTMENT OF REPRESENTATIVES 25.4. The Board shall nominate a representative to represent the SAVA on the SA Veterinary Council in accordance with the Veterinary Act. Such representative is to be co-opted onto the Board should he or she not be an elected director at that time</p>	<p>25.4 The Board shall nominate a representative to represent the SAVA on the SA Veterinary Council in accordance with the Veterinary Act. Such representative is to be co-opted onto the Board as an observer should he or she not be an elected director at that time.</p> <p>25.5 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.</p>