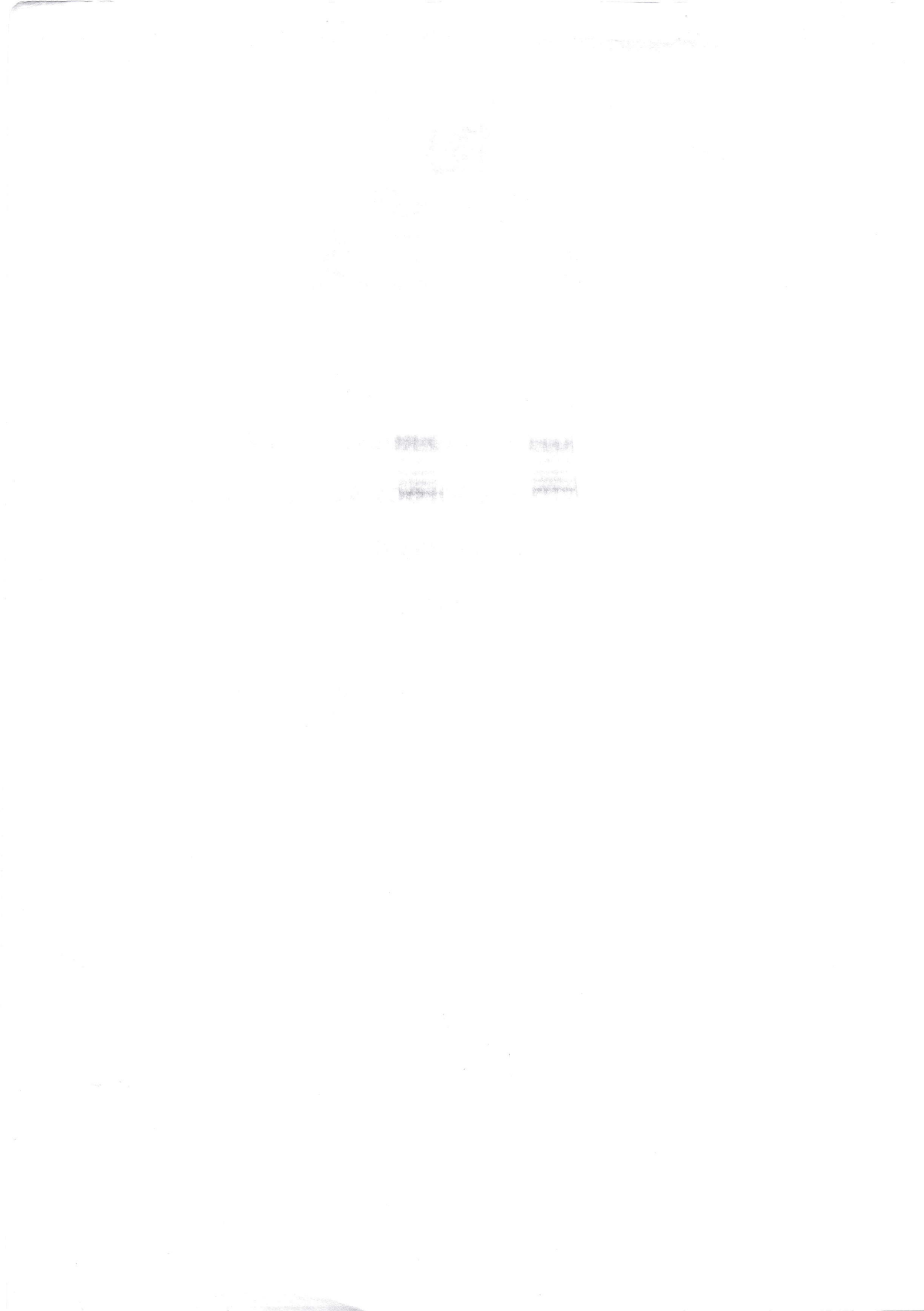


**CONSTITUTION AND RULES OF THE
WOMEN IN OPHTHALMOLOGY SOUTH AFRICA
ASSOCIATION
("WOSA")**

DRAFT FOR APPROVAL AT SPECIAL GENERAL MEETING, 08 MARCH 2023

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1. VISION..... 4

2. MISSION STATEMENT..... 4

3. OOBJECTIVES..... 4

4. MEMBERSHIP 5

5. APPLICATION FOR MEMBERSHIP OF WOSA..... 6

6. TERMINATION OF MEMBERSHIP 7

7. REINSTATEMENT 8

8. SUBSCRIPTIONS..... 8

9. ANNUAL GENERAL MEETING 8

10. NOTICE OF ANNUAL GENERAL MEETING 9

11. PROCEEDING AT ANNUAL GENERAL MEETING 10

12. VOTING OF MEMBERS AT GENERAL MEETINGS 11

13. CONSENSUS AND DEADLOCK 11

14. GENERAL MEETINGS..... 12

15. MINUTES AND AGENDAS OF ALL WOSA MEETINGS..... 12

16. PROXIES..... 13

17. EXECUTIVE COMMITTEE 13

18. TERM OF OFFICE OF EXECUTIVE COMMITTEE 14

19. POWERS AND DUTIES OF EXECUTIVE COMMITTEE 14

20. POWERS AND DUTIES OF PRESIDENT AND VICE- PRESIDENT 15

21. APPOINTMENT AND POWERS OF THE EXECUTIVE OFFICER OR PRESIDENT
FULFILLING ROLE OF EXECUTIVE OFFICER..... 16

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22. MINUTES AND MINUTE BOOKS 17

23.0 DISQUALIFICATION OF EXECUTIVE COMMITTEE MEMBERSHIP 18

24. ACCOUNTS..... 18

25. ANNUAL FINANCIAL STATEMENTS AND INTERIM REPORTS..... 19

26. AUDITORS..... 19

27. NOTICES 19

28. RIGHT TO PRESENT WOSA AS SPOKESPERSON..... 20

29. REPRESENTATION 20

30. BANKING ACCOUNT 21

31. SPENDING AND/OR APPLICATION OF THE NET INCOME OF WOSA 21

32. SPECIAL CONDITIONS RELATING TO TAXATION 21

33. WINDING-UP, DEREGISTRATION OR DISSOLUTION..... 22

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1. VISION

To recognize, unify and celebrate women in Ophthalmology in South Africa.

2. MISSION STATEMENT

To create a safe space and platform for female ophthalmologists to interact, support and empower each other for ourselves and for the profession as a whole.

3. OBJECTIVES

By understanding the lived experience of female ophthalmologists in South Africa we strive to achieve the following:

- 3.1 KEY OBJECTIVES:
 - 3.1.1 Advocacy – for both doctor and patient
 - 3.1.2 Leadership development
 - 3.1.3 Mentorship
 - 3.1.4 Educational and research skills development
 - 3.1.5 Social responsibility
 - 3.1.6 Networking
 - 3.1.7 Collaboration

- 3.2 represent South African female ophthalmologists

- 3.3 hold at least one scientific meeting every year.

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- 3.4 The above objectives will be exercised with due consideration to the boundaries placed on professional associations by competition law.
- 3.5 The activities of the WOSA will be mainly directed to the furtherance of these objectives.

4. MEMBERSHIP

- 4.1 Full membership to WOSA shall be open to all qualified female Ophthalmologists who shall be registered healthcare professionals at the HPCSA, registered to practice in the field of Ophthalmology and who subscribes to the objectives as set out in this Constitution, which members shall be deemed to be "full members". The executive committee shall also admit female ophthalmology registrars in-training and female ophthalmology medical officers as full members.
- 4.2 Apart from full membership, the following categories of members exist within WOSA:
- 4.2.1 Associate Members, which members are registered male Ophthalmologists, ophthalmic Medical Officers and Registrars.
- 4.2.2 Associate Members, male or female, who are resident outside of South African borders, including those in neighbouring countries and those who have emigrated to other countries.
- 4.2.3 Honorary- and/or Honorary Life Members, appointed at WOSA's discretion through its Executive Committee, based on their unique contribution to or experience in the field of ophthalmology.
- 4.3 Full membership entitles members to full voting rights, rights of attendance at all General Meetings of the Association (including Special and Annual General Meetings), rights to receive communications from WOSA and, subject to applicable provisions of this Constitution, rights to voice opinions on the manner in which the objectives of WOSA are realised.

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- 4.4 Associate Members have the right to attend but have no voting rights at General Meetings or any other meeting or gathering of the Society, but may, in the discretion of the Chairperson of the General Meeting or other meeting, be permitted to air views on matters. Associate Members shall have the right to receive selected communications from WOSA and to attend, on invitation, engagements or activities of WOSA, including but not limited to its Conferences.
- 4.5 Honorary and Honorary Life Members may, from time to time, be invited to attend General Meetings or to participate in other activities of WOSA and receive selected communications and such Honorary Members shall not be liable to pay any membership fees and shall have no voting rights at any event or meeting or in any WOSA structure. Honorary and Honorary Life Members may, due to their experience in the field of Ophthalmology and/or in a particular field relevant to the objectives of WOSA, be approached for their guidance on Society matters.

5. APPLICATION FOR MEMBERSHIP OF WOSA

- 5.1 Application for Membership shall be made in writing and directed to the Executive Committee of WOSA.
- 5.2 Each Application for Membership shall be accompanied by a subscription fee, as is proposed by the Executive Committee and approved annually at an Annual General Meeting (AGM) or Special General Meeting (SGM). Members will be notified of any changes to the fee structure.
- 5.3 The Executive Committee will evaluate the Membership Application against the objectives and criteria set for membership. The objectives and criteria are set according to this Constitution and any other policies or rules set from time to time, by the Executive Committee, for specific membership categories.
- 5.4 The criteria for membership shall include, at least:
- 5.4.1 Subscribing to the WOSA Objectives and Constitution;
 - 5.4.2 Registration as a female Ophthalmologist, -Registrar or -ophthalmic Medical Officer at the HPCSA for full members, or registered at the HPCSA as a male Ophthalmologist, -Registrar or -ophthalmic Medical Officer, for Associate Members as outlined in par 4.1 and 4.2.

- 5.4.3 Subscribe to a Code of Ethics, and/or any other Code subscribed to by WOSA, from time to time, and its enforcement mechanisms;
 - 5.4.4 Participation in WOSA activities, structures and events, as is required from time to time, and to dedicate time and resources to WOSA to ensure the fulfilment of WOSA's objectives; and
 - 5.4.5 Compliance with any additional criterion as set by the Executive Committee and approved by the AGM, from time to time.
- 5.5 In the event of the application for membership being refused, the subscription fee shall be refunded to the applicant.
- 5.6 All members shall, upon acceptance of their membership, and at regular intervals thereafter, inform the office of the Executive Officer of all contact details and shall, in the event of a change in contact details, inform the Executive Officer immediately of such changes.

6. TERMINATION OF MEMBERSHIP

- 6.1 Any member desiring to withdraw from membership may do so by giving 3 months written notice of the date of such withdrawal and all subscription fees already paid or due in such notice period has to be paid in full. Such member will not be entitled to any partial or full refund of subscription fees already paid.
- 6.2 Membership can also be terminated under the following circumstances:
- 6.2.1 Where a member has brought WOSA into disrepute;
 - 6.2.2 Where a member violates or undermines the WOSA Constitution or the objectives flowing from the Constitution and WOSA approved activities;
 - 6.2.3 Where a member has been found guilty of a violation of the WOSA code of conduct, or any other applicable code and the appropriate sanction was found to be termination of WOSA membership;
 - 6.2.4 Where the member has not paid annual subscription fees and ignored reminders of payments as issued on the instruction of the Treasurer of WOSA;
 - 6.2.5 Where the member holds membership of another organisation, whose objectives conflict with those of WOSA, or which membership creates a conflict of interest for the member; and/or

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6.2.6 Where any office-bearer or elected representative or member representative on a WOSA structure repeatedly and without tendering acceptable apologies, fails to attend meetings, events and engagements of WOSA in which his or her presence is required, within the guidelines issues by the Executive Committee from time to time.

6.3 No termination under clause 6.2. shall take place without the affected member having had the opportunity to state his or her case to the Executive Committee, and the Executive Committee shall apply its mind to the matter and make a finding based on the provisions of this Constitution and all relevant information and documents placed before it.

7. REINSTATEMENT

7.1 If a member has withdrawn or ceases to be a member they can be reinstated by the Executive Committee, on application, or at the sole discretion of the Executive Committee provided all their obligations to WOSA have been met.

7.2 No member whose membership has been terminated in terms of clause 4.2 and 4.3, shall be reinstated without prior approval of the Executive Committee and upon good cause shown as to why such member should be reinstated.

8. SUBSCRIPTIONS

8.1 The annual subscriptions of WOSA shall be for such amounts and payable at such times as the Executive Committee, having obtained prior approval from the members at an AGM, may from time to time decide.

8.2 In addition to annual subscription fees a special levy, to meet any special, unusual or other expenses, may be imposed from time to time by a general meeting on the recommendation of the Executive Committee and approved by the members in a General Meeting.

8.3 Reminders of annual and renewal of subscriptions shall be posted to members electronically.

9. ANNUAL GENERAL MEETING

- 9.1 WOSA shall hold its first AGM under this Constitution within 18 (eighteen) months after the date of the adoption of this Constitution and shall thereafter once in every financial year hold an AGM at such time and place as may be determined by the Executive Committee, provided that not more than 15 (fifteen) months shall elapse between any two such general meetings.
- 9.2 The AGM shall consider the following matters:
- 9.2.1 The appointment of an Executive Committee;
 - 9.2.2 A report by the Treasurer as to the financial affairs of WOSA;
 - 9.2.3 A report by the Executive Committee as to the general affairs of WOSA, and how the objectives of WOSA have been carried out, in the period since the previous AGM, and which shall include a report on the work of all committees and sub-committees established by the Executive Committee;
 - 9.2.4 A report from the Executive Officer as to the day-to-day affairs of WOSA;
 - 9.2.5 Amendments to this Constitution, which proposed amendments had been circulated to full members at least 14 (fourteen) days prior to the date of the AGM, and which amendments must be approved by at least two-thirds of the full members of WOSA present at the AGM.
 - 9.2.6 Any matter placed on the AGM agenda by any Full Member and which falls within the objectives of WOSA and which, in the opinion of the Executive Committee warrants discussion at the AGM;
 - 9.2.7 Any resolution submitted by a Full Member and supported by a seconder Full Member, to the Executive Committee via the office of the Executive Office in writing at least 14 (fourteen) ordinary days prior to the AGM

10. NOTICE OF ANNUAL GENERAL MEETING

- 10.1 An AGM shall be called by not less than 14 (fourteen) ordinary days' notice in writing. The notice shall be exclusive of the days on which it is served or deemed to be served and of the day for which it is given. Notice may be given electronically.
- 10.2 Notwithstanding the fact that an AGM is called by shorter notice, than that specified in this clause, it shall be deemed to have been duly called if it is so agreed by at least 15% (fifteen per cent) of the number of Full Members

having a right to attend and vote at the meeting, such approval being secured by electronic means.

- 10.3 Such notice shall specify the place, the day, the hour of the meeting and the general nature of the business to be discussed.
- 10.4 Such notice shall be given to all paid up Full Members and all Associate Members with rights of attendance.
- 10.5 Notice may be given by way of electronic mail to all members.

11. PROCEEDING AT ANNUAL GENERAL MEETING

- 11.1 No matters will be discussed at the General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. A quorum shall be constituted by 15% (fifteen per cent) of the number of Full Members having a right to attend and vote at the meeting and who are personally present at any such meeting.
- 11.2 “Notwithstanding any provision in this clause, any meeting may be held via an electronic platform, and all attendees present on such a platform shall be deemed to be present in person for the purposes of this Clause.”
- 11.3 If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting, if convened upon the request of members shall be dissolved; in any other case it shall stand adjourned to such other place as the President may appoint. But should such day be a public holiday, then it shall be adjourned to the first business day following such public holiday, and if at such adjourned meeting a quorum is not present, those members who are present shall be a quorum and may transact the business for which the meeting was convened.
- 11.4 Where a meeting has been adjourned as previously mentioned, WOSA shall, upon a date not later than 3 (three) days after the adjournment send a written notice, including notice by electronic mail, to each member of the WOSA stating:
 - 11.4.1 the date, time and place to which the meeting has been adjourned;
 - 11.4.2 the matter which was before the meeting, when it was adjourned; and
 - 11.4.3 the ground for the adjournment.

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- 11.5 The President of WOSA shall preside as Chairperson at every Annual General Meeting of the organisation.
- 11.6 If the President at the AGM is not present within 15 (fifteen) minutes, after the time appointed for holding the meeting or is unwilling to act as Chairperson, the Vice President shall act in his or her stead failing which the members present shall elect one of their number to be Chairperson.
- 11.7 The President may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the 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 at which the adjournment took place.

12. VOTING OF MEMBERS AT GENERAL MEETINGS

- 12.1 At any AGM a resolution put to the vote of the meeting shall be decided on by the show of hands, unless the matter is deemed sensitive by the Chairperson, in which case the vote will be taken by means of a paper based or electronic ballot.
- 12.2 Proxy votes are acceptable.
- 12.3 If a matter is deemed by the Executive Committee to be of such fundamental importance that a maximum number of WOSA members should vote on it, Full Members may be allowed to cast votes prior to the meeting ("prior votes"), by electronic mail or by facsimile, on a form designed and distributed for that purpose by the Executive Committee.
- 12.4 On a show of hands or based on the ballot, every member eligible to vote in person, or by prior vote, shall have one vote. All questions at a meeting shall be decided by a majority of votes of members attending, including prior votes.

13. CONSENSUS AND DEADLOCK

- 13.1 In any meeting of WOSA, whether an AGM or any General Meeting, or in any committee or structure of WOSA, a case of a equality of votes remain as regards any decision or resolution put to the vote, the Chairperson shall have a casting vote.
- 13.2 In the meetings of WOSA Committees and sub-committees, including the Executive Committee, and all meetings of all other WOSA structures, save

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for AGMs and General Meetings, matters may be decided by consensus, and only failing the achievement of consensus will matters be put to a vote.

- 13.3 Any resolution passed by the Executive Committee may be passed by way of round robin resolution. Any round robin resolution must be signed by a member of the Executive Committee within 7 (seven) days of passing thereof or be undertaken in an electronic format that is capable of verification of authenticity, failing which the resolution shall be null and void and of no force and effect.

14. GENERAL MEETINGS

- 14.1 Notwithstanding the requirement in this Constitution that Annual General Meetings (AGMs) be held, General Meetings or Special General Meetings may be held when called by the Executive Committee, if matters are deemed urgent and/or necessary in relation to the fulfilment of the objectives of WOSA, and all requirements relating to proceedings, voting, attendance and the likes as applicable to AGMs shall apply mutatis mutandis, provided that –
- 14.1.1 A notice period of no less than 7 (seven) ordinary days of such meeting is given, which notice must indicate the nature of the business to be disposed of at such General or Special General Meeting;
- 14.1.2 There is no requirement that the agenda items of an AGM, as mandated in this Constitution, be followed; and/or
- 14.1.3 Urgent and necessary Constitutional amendments may be made during such a meeting, provided that Full Members were provided with the notice of the meeting with such proposed changes and the reason therefore.

15. MINUTES AND AGENDAS OF ALL WOSA MEETINGS

- 15.1 Minutes shall be kept of every meeting of WOSA, including but not limited to meetings of the Executive Committee, sub-committees, and of every AGM, SGM and every General Membership Meeting of WOSA.
- 15.2 All approved and signed minutes shall be kept by the Executive Officer and minutes of the AGM, SGM or any General Membership Meeting shall be available to any full member on request.

- 15.3 Minutes will ordinarily be sent by electronic mail to members of each specific WOSA structure or committee, within reasonable time after such meeting took place.
- 15.4 Prior to all WOSA meetings an agenda must be sent to all attendees within a reasonable time before the meeting and any items which may be deemed confidential must be indicated on the agenda under item for confidential/sensitive discussion.

16. PROXIES

- 16.1 Proxies are acceptable at any WOSA meeting.
- 16.2 Full members may vote via proxy using the forms designed and provided for this purpose by the office of the Executive Officer.

17. EXECUTIVE COMMITTEE

- 17.1 The Executive Committee shall be elected by the AGM, according to the provisions of this clause.
- 17.2 Only full and paid up members of WOSA shall be eligible for election to the Executive Committee.
- 17.3 The Executive Committee shall comprise of a Chairperson, Vice-Chairperson and five more members.
- 17.4 The Executive Committee or Executive Officer if appointed, shall call for nomination of persons when notice of the AGM is given, and only if no nominations were made, or not sufficient nominations have been received, shall members be entitled to nominate persons on the day on which the AGM is held. Nominations shall be made on the forms designed for this purpose by the Executive Committee or Officer and shall provide for two other full members supporting the nomination.
- 17.5 The Executive Officer, unless he or she is a full member of WOSA and a member of the Executive Committee fulfilling this role, shall be an *ex officio* member of the Executive Committee but shall not have any voting rights.
- 17.6 The Executive Committee shall meet at least four times a year, at a place and date as determined by the Executive Committee. Such meeting may take place as a teleconference or by other electronic means. Such meeting shall be validly constituted even if not all members are in attendance in person at the place, but are present and able to contribute by means of telephonic or electronic means.

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- 17.7 At least three (3) members of the Executive Committee shall constitute a quorum.
- 17.8 The Executive Committee may, from amongst the full membership of WOSA, co-opt additional members if deemed necessary to fulfil the objectives of WOSA.
- 17.9 The Executive Committee may, if deemed necessary, obtain expert advice on any matter relating to the objectives of WOSA, and may invite such persons to attend and participate in the discussions of meetings of the Executive Committee. Such experts may not vote.
- 17.10 The Executive Committee may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number of four, the remaining Executive Committee members continue to act until a general meeting of WOSA has been convened to fill such vacancies.

18. TERM OF OFFICE OF EXECUTIVE COMMITTEE

- 18.1 The Executive Committee shall hold office for a period of two years.
- 18.2 Members of the Executive Committee may be re-elected every two years but, in line with the provisions of this Constitution. Members of the Executive Committee are eligible for more than one consecutive term except for the President and Vice President, who may not serve for more than one consecutive term.
- 18.3 Vacancies are filled only for the remainder of a specific term by resolution of the Executive Committee, bearing in mind the composition of the Executive Committee as prescribed by clause 14.

19. POWERS AND DUTIES OF EXECUTIVE COMMITTEE

- 19.1 The business of WOSA shall be managed by the Executive Committee.
- 19.2 The Executive Committee may pay all expenses incurred in promoting the objectives of WOSA as set out in the Constitution, and any other expenses as approved by the AGM from time to time.
- 19.3 The Executive Committee itself, or an entity duly delegated and/or appointed by it to do so, may seek sponsorship for any of its activities that align with its objectives and shall ensure that sponsorship agreements are entered into and that all applicable Codes of Ethics are abided by.

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19.4 The Executive Committee may decide to affiliate with any national or international body which will support the achievement of the objectives of WOSA.

19.5 The Executive Committee may exercise all such powers of WOSA as mandated by this Constitution and/or as mandated in any General Meeting subject to this Constitution, and/or as agreed to by the Executive Committee as a WOSA Policy or Programme pursuant to the fulfilment of WOSA's objectives in terms of this Constitution, subject to any financial constraints placed on the Executive Committee.

19.6 The Executive Committee may delegate any of their powers to any committees or sub-committees established by it and consisting of such member or members as they deem fit and for a term so determined:

19.6.1 Any committee so formed shall, in the exercise of the powers so delegated conform to any mandates and rules that may be imposed on it by the Executive Committee.

19.6.2 Any committee so formed shall meet on matters and at intervals within the mandate set for it by the Executive Committee.

19.6.3 Any committee so formed shall, at regular intervals as instructed by the Executive Officer, report back to the Executive Committee on the fulfilment of its mandate and the Executive Committee shall report back on the activities of such Sub-Committees to the AGM.

20. POWERS AND DUTIES OF PRESIDENT AND VICE-PRESIDENT

20.1 The President, in his or her absence the Vice-President, shall have the following duties and powers:

20.1.1 To set, with Executive Committee or Officer the agendas of all meetings of the Executive Committee, AGMs and SGMs;

20.1.2 To chair all meetings of the Executive Committee and all AGMs and SGMs;

20.1.3 To act, subject to any limitations placed on him/her by the Executive Committee, as the official representative of the Association;

20.1.4 To oversee the performance of the Executive Committee or Officer and to make recommendations to the Executive Committee in

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relation to the scope of work, level of operation and organisational structure of the office of the Association;

20.1.5 To secure the unity of the organisation;

20.1.6 To ensure, with the Executive Committee or Officer that all legal and regulatory compliances are undertaken and adhered to, as may be required from time to time.

20.2 The term of office of the President and Vice-President shall be two years.

20.3 The member who was voted in as Vice-president during the preceding term, becomes President at a subsequent term.

20.3.1 The member who was the President during the preceding terms, becomes the Immediate Past President; and

20.3.2 The Executive Committee elects from amongst its members, as elected by the AGM, a member as Vice-President.

20.3.3 Should the member who is the President or Vice-President at a preceding term, wish to not take up the position as set out in this clause.

20.3.4 the position of Immediate Past President will remain vacant during the subsequent term.

20.3.5 the position of President will be filled by means of a nomination by the Executive Committee and ratified at the AGM.

21. APPOINTMENT AND POWERS OF THE EXECUTIVE OFFICER OR PRESIDENT FULFILLING ROLE OF EXECUTIVE OFFICER

21.1 Unless the Executive Committee exercise its powers under clause 19.2, the role of the Executive Officer will be fulfilled by the President and the phrase Executive Officer should be read as "President" throughout this Constitution, where applicable. Powers not afforded to the Executive Officer, but to the Chairperson, shall not apply if the role is fulfilled by the Chairperson and where s/he do possess such powers as President.

21.2 The Executive Committee may, from time to time, appoint a person as Executive Officer as either one of the members of the Executive Committee or as another person on a full-time, part-time or fixed term contractual basis, or on the basis of an outsourced function on such other terms and

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conditions and at such remuneration as they deem fit and may revoke such appointment subject to the terms of any agreement entered into in any particular case.

- 21.3 The Executive Officer shall act as the secretary of WOSA, the Executive Committee and to all other committees, sub-committees and structures when so instructed by the Executive Committee.
- 21.4 The Executive Committee may confer to the Executive Officer any power or duty to execute matters, within its ambit of powers and functions, in terms of this Constitution and the agreement between the Executive Committee and the Executive Officer and any explicit recorded mandate will provide guidance as to how such executive orders are to be carried out.
- 21.5 The Executive Committee may also, from amongst its members, entrust and confer unto any of its members the right to act as Executive Officer in any circumstances where the position of Executive Officer becomes vacant, or if the Executive Officer is for any reason whatsoever unable to fulfil his or her duties as Executive upon terms and conditions and with such restrictions as they may deem expedient.
- 21.6 The Executive Committee may, if deemed necessary, appoint staff to see to organisational duties. The Executive Officer shall not have the power to appoint such staff, unless authorised by the Executive Committee to do so under any terms and conditions it may set for such appointments.
- 21.7 The Executive Officer shall have no power to enter into any financial, contractual, supplier or similar agreements, unless properly mandated to do so, either specifically from time to time, or as determined in a general manner by the Executive Committee from time to time, and within monetary limits thus determined.
- 21.8 Notwithstanding the foregoing, the Executive Committee may confer any powers and/or authorities generally awarded to the Executive to any member of the Executive Committee, either collaterally or to the exclusion of, or in substitution for, all or any of the powers and authorities of the Executive Officer and may from time to time revoke or vary all or any of such powers and authorities.

22. MINUTES AND MINUTE BOOKS

- 22.1 The Executive Committee shall cause minutes to be kept:
 - 22.1.1 of all appointments of officers, committees, and sub-committees;

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22.1.2 of names of members and office bearers and staff present at every meeting of WOSA and of the Executive Committee; and

22.1.3 of all the proceedings at all meetings of WOSA and of the Executive Committee.

22.2 Such minutes will be signed by the chairperson of the meeting at which the proceedings took place or the chairperson of the next succeeding meeting.

23.0 DISQUALIFICATION OF EXECUTIVE COMMITTEE MEMBERSHIP

23.1 A member of the Executive Committee shall vacate his or her seat on the Executive Committee if he or she:

23.1.1 resigns his or her office by notice in writing to the Chairperson, or, if the resignation is that of the chairperson, to the Vice-Chairperson and such resignation becomes effective upon date of receipt of such written resignation;

23.1.2 is absent, for more than six months, without permission of the Executive Committee from its meetings held during that period; or

23.1.3 is directly or indirectly interested in any contract or proposed contract with WOSA or which affects WOSA and/or its members and fails to declare his interest and the nature thereof;

23.1.4 acts in any manner which places WOSA into disrepute, after having been awarded the opportunity to state his or her case to the Executive Committee and to which the Executive Committee, after applying its mind to the matter, resolves that the membership of such person of the Executive Committee shall be terminated.

24. ACCOUNTS

24.1 The Executive Committee shall cause all accounting records as are necessary to ensure that WOSA's accounts are managed properly and in the best interest of its members, to be kept, so as to fairly to present the state of affairs and business of WOSA and to explain the transactions and the financial position of the business of WOSA.

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- 24.2 The accounting records shall be kept at the office of WOSA or at such other place as the Executive Committee deem fit and shall always be open for inspection by the Executive Committee.
- 24.3 The Executive Committee shall from time to time determine whether and to what extent and at what time and place and under what conditions or rules the accounting records of WOSA shall be open for inspection by members.

25. ANNUAL FINANCIAL STATEMENTS AND INTERIM REPORTS

- 25.1 The Financial year of WOSA shall be from 28 February to 1 March of the following year.
- 25.2 The Executive Committee shall ensure compliance with all relevant taxation legislation and shall, where appropriate, obtain expert advice to ensure such compliance.
- 25.3 The Executive Committee shall from time to time cause to be prepared and laid before WOSA in General Meetings such annual financial statement and reports as are referred to in this Constitution.
- 25.4 The Executive Committee may, if it deems necessary, cause interim reports to be prepared, of which a copy will be sent to every full member of WOSA.
- 25.5 A copy of any financial statement, which are to be laid before WOSA in Annual General Meeting, shall not less than 14 (fourteen) days before the date of the meeting be sent by electronic mail to every full member of WOSA, provided that this clause shall not require a copy of those documents to be sent to any person of whose address WOSA is not aware.

26. AUDITORS

- 26.1 An Auditor shall be appointed by WOSA at the AGM, on the recommendation of the Executive Committee.

27. NOTICES

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27.1 A notice may be given by WOSA to any member either by advertisement, personally, by electronic mail or sending it by post in a prepaid letter addressed to such member, at its address as indicated to WOSA or as provided for in the notification by any member to the Executive Officer of the correct contact person and details for such member.

27.2 Notice of every General Meeting shall be given in any manner authorised:

27.2.1 to every member of WOSA except, in the case of notices to be given personally or sent by post, those members; and

27.2.2 to the Auditor for the time being of WOSA.

No other person shall be entitled to receive notice of a general meeting, unless invited by the Executive Committee to address the general meeting on any specific matter of interest or pertinence to WOSA.

27.2.3 Any notice sent via electronic mail shall be deemed to have been served at the time the electronic mail was transmitted from WOSAs, the office of the Executive Officer or any one of its Executive Committee' members' electronic mail addresses.

28. RIGHT TO PRESENT WOSA AS SPOKESPERSON

28.1 The Executive Committee may, from time to time, delegate a person or persons to act as its spokesperson at or for a specific or generally described events or issues, and the Executive Officer shall keep a register of person(s) so delegated.

28.2 Should no person be delegated, the President of WOSA, or in his or her absence the Vice-President, shall act as spokesperson.

29. REPRESENTATION

29.1 WOSA may sue or be sued in any Court of Law as a legal entity.

29.2 All powers of attorney, bonds, deeds, contracts and other documents which may be executed, shall be signed by at least two members of the Executive Committee of WOSA, as per a resolution of the Executive Committee thus mandating such members to act as authorised signatories of WOSA.

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30. BANKING ACCOUNT

- 30.1 A banking account may be opened in the name of WOSA.
- 30.2 The Executive Committee shall, from time to time, from amongst its members, by resolution, appoint signatories to such bank account and the Executive Officer shall ensure that the bank is informed of such signatories and that all legal and banking requirements are complied with.

31. SPENDING AND/OR APPLICATION OF THE NET INCOME OF WOSA

100% (one hundred per cent) of the net income of WOSA will be applied in bringing about the purposes of WOSA.

32. SPECIAL CONDITIONS RELATING TO TAXATION

To the extent that WOSA is or may be approved by the Commissioner for SARS for the purposes of section 30B of the Income Tax Act:

- 32.1 The Executive Committee will consist of at least three persons, who are not connected persons in relation to each other, to accept the fiduciary responsibility of WOSA for income tax purposes;
- 32.2 No single person will directly or indirectly control the decision-making powers relating to WOSA;
- 32.2 WOSA will not directly or indirectly distribute any of its funds or assets to any person, other than in the course of furthering its objectives;
- 32.3 WOSA will utilise substantially the whole of its funds for the sole or principal object for which it has been established;
- 32.4 No member will directly or indirectly have any personal or private interest in WOSA;
- 32.5 Substantially the whole of the activities of WOSA must be directed to the furtherance of its sole or principal object and not for the specific benefit of an individual member or minority group;
- 32.6 WOSA will not have a share or other interest in any business, profession or occupation which is carried on by its members;

- 32.7 WOSA will not pay to any employee, office bearer, member or other person any remuneration, as defined in the Fourth Schedule to the Income Tax Act, which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered;
- 32.8 Substantially the whole of WOSA's funding will be derived from its annual or other long- term members or from an appropriation by the Government of the Republic in the National, Provincial or local sphere;
- 32.9 WOSA will as part of its dissolution as per clause 31, transfer its assets to—
- 32.9.1 Another entity approved by the Commissioner for SARS in terms of section 30B of the Income Tax Act;
 - 32.9.2 A Public Benefit Organisation approved in terms of section 30 of the Income Tax Act;
 - 32.9.3 An institution, board or body which is exempt from tax under section 10(1)(cA)(i) of the Income Tax Act; or
 - 32.9.4 The Government of the Republic of South Africa in the National, Provincial or local sphere;
- 32.10 The persons contemplated in clause 23.1 will submit any amendment of the Constitution to the Commissioner for SARS within 30 days of its amendment;
- 32.11 WOSA will comply with such reporting requirements as may be determined by the Commissioner for SARS from time to time; and
- 32.13 WOSA will not knowingly become a party to, and will not knowingly permit itself to be used as part of, an impermissible avoidance arrangement contemplated in Part IIA of Chapter III of the Income Tax Act, or a transaction, operation or scheme contemplated in section 103 (5) of the Income Tax Act.

33. WINDING-UP, DEREGISTRATION OR DISSOLUTION

- 33.1 WOSA may be wound up by resolution at a General Meeting subject to the approval of at least 75% (Seventy Five Percent) of the members present.

33.2 Upon the winding-up or dissolution of WOSA, the assets of WOSA remaining after the satisfaction of all its liabilities shall be given or transferred as is determined in clause 30.10.


Agreed to at a Special General Meeting of WOSA by two third of the members present at the Special General Meeting (attendance register duly signed attached hereto).

Meeting Date and time: 09/03/2023 Meeting Venue: ICC Durban

Signature: Chairperson

 Dr N. Majola

 N.T. Mathe.

 DR F R MOTI

 Dr BN Mbambisa

 MNL LENAKE

 Mawanda Mawanda

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