

The Pharmaceutical Society of South Africa Pretoria Branch

435 Flinders Lane
Lynnwood 0081



Telephone: +27 (0) 12 361 7412
Fax: + 27 (0) 12 470 9556
Email: info@pharmacypretoria.co.za
Website: www.pssapta.com

PREAMBLE TO THE CONSTITUTION OF THE PHARMACEUTICAL SOCIETY OF SOUTH AFRICA

We, the members of the Pharmaceutical Society of South Africa,

- *acknowledging* the history of our country and that of our profession, and the need for the profession to avoid the crippling effects of fragmentation,
- *honouring* those who have suffered and worked for the development of the profession,
- *recognising* the broad transformation process taking place in South Africa society at this time in our history, and
- *believing* that we are united by our diversity in a supreme profession, *adopt* this constitution as the ultimate authority governing our members.

By so doing, we *dedicate ourselves* to the principles enshrined in this constitution

- to heal the divisions of the past,
- to build a united profession to better fulfil our professional role in service to all our people,
- to take our rightful place amongst those who serve the health of our people
and also, the nations of the world.

INDEX

CLAUSE	DESCRIPTION	PAGE
1	Interpretation	1
2	Name and personality	1
3	Branch of Society	1
4	Headquarters	1
5	Objects and powers of the branch	1
6	Autonomy of the branch	2
7	Membership	3
8	Ordinary general meetings of the branch	4
9	Annual general meeting of the branch	4
10	Special general meetings of the branch	5
11	Petitions for special general meetings of the branch	5
12	Quorum at meetings of the branch	6
13	Motions and resolutions at meetings of the branch	6
14	Voting at meetings of the branch	8
15	General provisions re meetings of the branch	8
16	Divisions	8
17	Local groups	9
18	Election and composition of branch committee	9
19	Powers and duties of the branch committee	10
20	Duties of branch committee members and trustees	12
21	Vacancies: office bearers and branch committee	14

CLAUSE	DESCRIPTION	PAGE
22	Quorum at meetings of the branch committee	14
23	Sub committees and ad hoc committees	15
24	Acts of office bearers	15
25	Minutes	15
26	Salaried officials	16
27	Income and property	16
28	Monies accruing to and payable to the branch	16
29	Financial arrangements	16
30	Inactivity	17
31	Liability of the branch on dissolution of Society	17
32	Awards and distinctions	17
33	Patron	18
34	Amendment or rescission of regulations	18
35	Recovery of arrear subscriptions	18
36	Referendum	18
37	Dissolution	19
38	Official version	19
39	Person to be appointed	19

indicates mandatory clauses

1. INTERPRETATION

1.1 In interpreting this constitution, it is to be read in conjunction with the constitution of The Pharmaceutical Society of South Africa which shall take precedence at law.

1.2 In this constitution words and expressions have the same meaning assigned to them in the constitution of The Pharmaceutical Society of South Africa and, in particular, "Society" means The Pharmaceutical Society of South Africa and "branch" means this branch of the Society.

2. NAME AND PERSONALITY

2.1 The name of the branch shall be "THE PHARMACEUTICAL SOCIETY OF SOUTH AFRICA PRETORIA BRANCH".

2.2 The branch shall be a corporate legal personality with perpetual succession in spite of changes of membership within it, and being entitled to hold property distinct from its members.

3. BRANCH OF SOCIETY

3.1 The branch shall, unless and until otherwise decided by a meeting of the branch confirmed by the General Council of the Society, remain constituted a branch of the Society.

3.2 The branch shall comprise members of the Society located in the geographical area recognised by the General Council as listed in schedule "A" of the Society's constitution as amended from time to time.

4. HEADQUARTERS

The headquarters of the branch shall be located at PRETORIA.

5. OBJECTS AND POWERS OF THE BRANCH

5.1 The objects of the branch shall be -

5.1.1 to carry out in its area of jurisdiction all the objects of the Society;

5.1.2 to ascertain and to place the needs, opinions and interests of the members in its area before the Executive Committee and/or Annual General or Special Meetings of the General Council;

5.1.3 to do all such things in its respective area as may advance the interests of its members in regards to all or any matters delegated to it by the Executive Committee.

5.2 The branch may, for the purpose of achieving its objects, exercise on branch level the powers set out in Section 15 of the Society's constitution.

Section 15.2 of the Society's constitution read as follows:

15.2 A branch or sectorial division may, for the purpose of achieving its objects, exercise the powers set out in the following sections, mutatis mutandis on behalf of the members within the limits of their respective constitution: 5.2, 5.3, 5.4, 5.5, 5.6, 5.8, 5.9, 5.10, 5.11, 5.12, 5.13, 5.14, 5.15, 5.17, 5.19, 5.20, 5.21, 5.22, 5.23, 5.24, as specified in the relevant regulations to the national constitution.

14.3 None of the other powers set out in section 5 shall be exercised by a branch without consultation with and the prior written consent of the Executive Committee.

5.3 The branch's power to sue and defend is confined to matters related to the branch's property referred to in Section 6.4 below.

5.4 The branch shall not carry on any business activities or other activities with profit motive, nor shall the branch participate in any business, professional or occupational activities of any of its members, or give any financial assistance, premises, continual services or facilities which are required by its members to carry on a business, profession or occupation, to any of its members.

6. AUTONOMY OF THE BRANCH

6.1 Save where inconsistent with the constitution of the Society, this constitution and the regulations of the branch shall govern the activities of the branch.

6.2 Subject to the provisions of the constitution of the Society, the branch shall be free to govern itself in such manner as it shall think fit and for that purpose to make from time to time such regulations as it may think fit and to repeal or alter the same as and when it shall consider expedient.

6.3 The regulations so made by the branch and for the time being in force shall be binding on members constituting the branch and upon any other member of the Society carrying on business in the area in which the branch has jurisdiction, provided that regulations shall, in certain cases which may be specified in the constitution of the Society, be submitted for approval to the Executive Committee and shall not come into operation unless and until they are approved by the Executive Committee. The Executive Committee shall approve all such regulations unless they are in conflict with the constitution of the Society.

6.4 Subject to the provisions of Section 31, all property, shares, monies and assets of the branch shall at all times remain the sole property of the branch and shall be free from any control whatsoever by the Society.

6.5 The branch shall be a corporate body with the power to form juristic bodies with limited liability which can hold its assets distinct from its members respective of any

changes or fluctuation in membership and that such body shall be entitled to institute and defend any proceedings in its own name.

7. MEMBERSHIP

7.1 The branch shall comprise members of the Society located in the geographical area recognised by the General Council as listed and with an area of jurisdiction as defined in schedule "A" attached to the Society's constitution and as from time to time amended by resolution of the General Council of the Society.

7.2 Members of the Society who carry on business in the geographical area ascribed to the branch, shall be deemed to be members of the branch; provided that where a member carries on business in areas of more than one branch, he shall indicate in which branch his membership is to be located.

7.3 A member of the Society other than those referred to in Section 7.2 shall be deemed to be a member of the branch in the geographical area in which he is either resident or employed, or of a recognised body in terms of Section 13.1.2 of the constitution of the Society.

7.4 Members shall be entitled to select a principal sectorial division as referred to in Schedule "B" in the national constitution.

7.5 Members of a recognised body in terms of Section 13.1.2 of the constitution of the Society who reside or are employed in the geographical area ascribed to the branch and who wish to associate themselves with the branch, shall be entitled to apply to the branch to become affiliate members of the branch.

7.6 Subject to the provisions of clause 7.6, an affiliate member of the branch shall enjoy the following rights and privileges in the branch

7.6.1 To take part in any discussion at a General or Special Meeting of this Branch.

7.6.2 To receive at the whole or partly expense of the Society the Pharmaceutical Journal and all other communications of the Branch.

7.6.3 To be co-opted to the Executive.

7.7 No affiliate member of the branch shall

7.7.1 have the right to be elected as a councillor or to vote in an election of a councillor of the branch;

7.7.2 be reckoned in a count of the membership of the branch for purposes of determining the number of councillors to which the branch is entitled.

8. ORDINARY GENERAL MEETINGS OF THE BRANCH

The branch shall hold an ordinary general meeting at least once a year.

9. **ANNUAL GENERAL MEETINGS OF THE BRANCH**

9.1 The branch committee shall convene a meeting of the members of the branch as soon as is convenient and in any case not later than 8 (EIGHT) weeks after the end of the Society's financial year, which meeting shall be known as the annual general meeting of the branch and shall be held in the town which, in the opinion of the branch committee, is most convenient for the members of the branch.

9.2 All annual general meetings of the branch shall be convened by circular to the members sent by the secretary of the branch 21 (TWENTY-ONE) clear days before the date of such meeting.

9.3 The business of an annual general meeting of the branch shall be:

9.3.1 to confirm the minutes of the previous annual general meeting and any special meeting which may have been held during the year under review;

9.3.2 to receive the report of the chairman on behalf of the branch committee, covering the activities of the branch during their period of office;

9.3.3 to receive the report of the treasurer of the branch and the balance sheet and statement of income and expenditure, duly audited by the auditors of the branch, covering all the activities of the branch for the same period;

9.3.4 to consider motions submitted in accordance with Section 13 of this constitution;

9.3.5 to elect a branch committee as hereinafter provided;

9.3.6 to elect (if required) 2 (TWO) trustees for the branch who shall hold office until such time as an annual general meeting of the branch shall elect their successors and who shall be eligible for re-election;

9.3.7 to appoint a person or firm of persons, qualified to act as such under the Public Accountants' and Auditors' Act, no. 51 of 1951, or any other competent person acceptable to the Executive Committee, as auditor of the branch, and whose remuneration shall be fixed by the branch committee;

9.3.8 to deal with and dispose of any other matter which in accordance with this constitution or in terms of the regulations it is empowered to do.

9.4 The branch committee may further include in the proceedings of any annual general meeting of the branch any programmed of addresses, group discussions or symposia which may the better serve to determine the views of the branch on any issue affecting pharmacy or to promote the professional or business interests of branch members.

10. **SPECIAL GENERAL MEETINGS OF THE BRANCH**

10.1 The chairman or branch committee may at any time convene a special meeting of the branch.

10.2 The chairman or the branch committee shall call a special meeting of the branch if petitioned to do so by not less than 20 (TWENTY) members of the branch.

10.3 Not less than 14 (FOURTEEN) clear days' notice of such meeting shall be given.

11. **PETITIONS FOR SPECIAL GENERAL MEETINGS OF THE BRANCH**

11.1 When a special meeting of the branch is called as a result of a petition from the members, such petition must state clearly the nature of the business proposed for discussion by the special meeting.

11.2 No other business shall be discussed at such special meeting.

11.3 Such special meeting shall be called within 21 (TWENTY-ONE) days of the receipt of such a petition by the branch committee.

12. **QUORUM AT MEETINGS OF THE BRANCH**

12.1 Only branch members actually present at a meeting of the branch shall be counted as part of the quorum.

12.2 The quorum for transaction of business at a meeting of the branch shall be 12 (TWELVE) branch members entitled to be present at such meeting.

12.3 If at any such meeting a quorum is not present within half an hour after the Time appointed for the commencement of the meeting, or at any time during the course of the meeting, the meeting shall stand adjourned to a day, time and Place to be decided by the branch committee.

12.4 If at such adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the branch members present shall form a quorum.

13. **MOTIONS AND RESOLUTIONS AT MEETINGS OF THE BRANCH**

13.1 Branch members shall be entitled to move motions for inclusion on the official order paper to be considered, discussed and voted on at meetings of the branch.

13.2 Motions to alter or amend this constitution

13.2.1 shall be submitted in writing to the secretary at least 3 (THREE) months prior to the meeting at which it is to be moved;

13.2.2 shall be placed on the agenda of the said meeting;

13.2.3 shall be considered and disposed of before any other motions are dealt with at the said meeting.

13.3 All other motions

13.3.1 shall be submitted in writing to the secretary at least 3 (THREE) weeks prior to the meeting at which they are to be moved;

13.3.2 shall, subject to the provisions of Section 13.7, be placed on the agenda for that meeting.

13.4 The chairman shall allow discussion and voting on motions in respect of which the required notice has not been given if 2/3 (TWO THIRDS) of the branch members present at the meeting agree thereto, provided that this shall not apply to RECOMMENDATIONS in terms of Section 13.2.

13.5 Only RECOMMENDATIONS which are accompanied by such explanations and references to sources of information on the particular topics therein referred to as the branch committee may deem sufficient to promote a full and fair consideration of the matters in question, shall be accepted for discussion at the next meeting of the branch.

13.6 Matters appearing on the official notice, agenda or program of business to be transacted at any meeting of the branch shall be disposed of before any additional matter is discussed. Matters of urgency may, however, be raised at any time at such meeting when a majority of not less than 2/3 (TWO THIRDS) of the branch members present at the meeting are in favour of such matters' being discussed.

13.7 As early as possible after receipt of motions, the branch committee

13.7.1 shall reject such motions which are not in accordance with this constitution, unless such motions intend to alter or amend the constitution;

13.7.2 may discard motions which are the same in principle as motions adopted by the branch during the preceding 3 (THREE) years;

13.7.3 shall consider and, where it may deem necessary, consolidate such motions (not being motions to alter or amend this constitution) which are the same in principle or which have similar directives;

13.7.4 shall classify all the motions (as consolidated);

13.7.5 shall draw up an agenda or program of the intended proceedings of the meeting.

13.8 Not less than 2 (TWO) weeks before such meeting, the branch committee shall send copies of the agenda, which shall include the full wording of all motions which are to be proposed, to all branch members.

13.9 All FEASIBLE resolutions adopted at a meeting of the branch shall be executed by the branch committee and their actions shall be reported to the next ensuing annual general meeting of the branch.

13.10 No Councillor shall be entitled to move motions for inclusion on the official order paper to be considered, discussed and voted on at meetings of the General Council

except with the approval of the relevant Branch committee which he is a nominated Councillor.

14. VOTING AT MEETINGS OF THE BRANCH

14.1 Any resolution involving an alteration or amendment to this constitution shall be carried by the vote of 2/3 (TWO THIRDS) of the branch members present at the meeting.

14.2 Questions other than those provided for in Section 14.1 hereof, arising at meetings of the branch shall be decided by a majority vote.

14.3 The chairman of any meeting of the branch shall have a deliberative vote, and in the event of an equality of votes he shall, in addition to his deliberative vote, have a casting vote.

14.4 Voting at all meetings of the branch shall be by a show of hands, unless a ballot or division is demanded by any branch member.

14.5 Any provision of this constitution which regulates procedure at any meeting Of the branch may be suspended for the duration or part of the meeting upon a resolution to that effect carried by not less than 2/3 (TWO THIRDS) of the branch members present at that meeting, provided that the restrictive provisions of Section 13.2 shall not be waived in order to consider any motion to which those provisions apply, unless notice of such motion shall have been given at least 8 (EIGHT) weeks before the opening day of the meeting.

15. GENERAL PROVISIONS RE MEETINGS OF THE BRANCH

15.1 Upon a motion, duly seconded, of any branch member, a meeting of the branch can resolve itself into committee for such period as the chairman in his discretion may allow.

15.2 Any member of the Executive Committee of the Society or any office bearer of the Society shall have the right to attend any meeting of the branch which is not held in committee and shall have all the rights of discussion accorded to branch members, but they shall not be entitled to vote thereat.

15.3 Any Ordinary Member of the Society who is not a branch member shall be entitled to attend all proceedings of the branch which are not held in committee and shall be entitled to take part in any discussion on any matter at any General or Special Meeting of the branch.

15.4 The branch shall transmit to the secretary of the Society as soon as possible after issue thereof, copies of all notices, circulars and confirmed minutes of the meetings of the branch.

16. DIVISIONS

16.1 The branch may arrange to organise within the branch area of jurisdiction divisions of its members in specified areas with headquarters and officers for the better carrying out of its objects and duties to members, provided that such divisions shall be subject to the jurisdiction and directions of the branch.

16.2 No divisions may exclude from its membership any member of the Society, resident, carrying on business or employed in the area of jurisdiction assigned to it.

16.3 The officers of each division shall be elected by the division according to the by-laws of the division.

16.4 A properly constituted division having not less than 25 (TWENTY-FIVE) members shall have the right to one NOMINATED member TO the branch committee. Should such member not be resident within 50 kilometres of the headquarters of the branch, the division shall have the right to nominate an alternate who is so resident and who shall act for the nominate an alternate Who is so resident and who shall act for the nominated member at meetings of the branch committee when the latter is unable to attend. Such nominated and alternate members shall be ordinary members of the Society. The said alternate shall not be permitted to vote at a branch committee meeting at which the nominated member is present.

16.5 No ruling or resolution of the division or of the divisional committee shall be binding on any member until it has been confirmed by a subsequent meeting of the branch committee.

17. **LOCAL GROUPS**

17.1 Subject to the provisions of Section 17.2 hereof for any purpose not incompatible with this constitution or with the policy of the Society or of the branch committee as from time to time lay down, members of the Society in any definable area within the jurisdiction of the branch may form themselves into a local group and if necessary, may elect of their number a committee which shall be known as a local committee.

17.2 No such local group may exclude from its membership any member of the Society resident or carrying on business or employed in its area.

17.3 No ruling or resolution of the local group or of the local committee shall be binding on any member until it has been confirmed by a subsequent meeting of the branch committee.

18. **ELECTION AND COMPOSITION OF BRANCH COMMITTEE**

18.1 The branch committee shall comprise -

18.1.1 One member each nominated by the sectors as described in

Schedule B of the then current National Constitution of the PSSA. These nominations are the responsibility of the sectors and must be done before the AGM.

18.1.2 Immediate past Chairman for one year following his term of office.

18.1.3 Up to a total of 12 additional members.

18.1.4 The body constituted as above will hold their first meeting as a closed meeting immediately prior to the AGM for the sole purpose to elect amongst themselves members to serve as:

18.1.4.1 a chairman;

18.1.4.2 a vice-chairman;

18.1.4.3 a secretary;

18.1.4.4 a treasurer;

18.2 All members of the branch committee shall be elected

18.2.1 by postal ballot or electronic means as stipulated in the regulations as arranged by the branch prior to the annual general meeting of the branch.

18.3 Any member of the branch may be nominated and elected as member of the branch committee, provided that if he is not present, he shall previously have indicated in writing his acceptance of such nomination.

18.4 The branch committee shall hold office for the period from the date of its election until a new branch committee has been elected at the next annual general meeting of the branch.

18.5 A branch committee member absenting himself from 3 (THREE) consecutive meetings without good cause or without prior permission of the committee or its chairman shall cease to be a member of the branch committee.

18.6 A branch representative to the National executive committee shall be elected from the branch committee not later than March of each year.

19. **POWERS AND DUTIES OF THE BRANCH COMMITTEE**

19.1 The Constitution and Regulations adopted or made by a Branch or Sectorial Division, and for the time being in force, shall be binding on members constituting the Branch or Sectorial Division, provided that the Constitution and Regulations shall be submitted for ratification by the Executive Committee. The Executive Committee shall ratify all such Constitutions and Regulations unless they are in conflict with this Constitution.

19.2 The branch committee shall meet for the dispatch of business, adjourn or otherwise regulate its meetings as it may think fit, provided that it shall meet at least 5 (FIVE) times in each year.

19.3 The branch committee shall report all matters of an important nature to branch members.

19.4 The branch committee, under the hand of the chairman, shall make available annually at least 2 (TWO) weeks prior to the next annual general meeting of the branch

19.4.1 a report of its activities since the last annual general meeting of the branch;

19.4.2 an independently reviewed financial report or a statement of accounts duly audited by the auditors of the branch; which report and statement shall be sent to a branch member upon his request.

19.5 The control and management of the affairs and interests of the branch shall be vested in the branch committee, which shall have full powers to act as it deems fit and in particular

19.5.1 to deal with all matters remitted by meetings of the Society or its Executive Committee or with any other matters submitted to it by members;

19.5.2 to act on behalf of the branch and to pass resolutions which shall be binding upon the branch and its members in all matters save where otherwise specifically provided for in this constitution; provided that such resolutions shall not be in conflict with any resolutions passed by the annual general meeting of the branch over the preceding 3 (THREE) years;

19.5.3 to institute or defend, carry on, discontinue or compromise any proceedings and demands for or against the branch which relates to the branch's property referred to in Section 6.4;

19.5.4 to apply the funds of the branch for any of the purposes provided for in this constitution;

19.5.5 to manage, direct or control all the assets of the branch and to employ its funds, property and other assets in such a manner as may from time to time be decided by the annual general meeting of the branch;

19.5.6 to appoint standing sub-committees and ad hoc committees as may be deemed necessary in order to more effectively deal with the particular or special business of the branch, and to determine their composition, functions and powers;

19.5.7 to recommend to the annual general meeting of the branch the institution of such awards and distinctions as may seem fitting for the purpose of recognising and honouring members of the branch or the Society and other individuals who have rendered outstanding service to the branch, the Society or to the profession of pharmacy;

19.5.8 to administer any benevolent fund set up by the branch;

19.5.9 to make, amend or rescind regulations not inconsistent with this constitution for the better carrying out of its duties;

19.5.10 to elect annually not later than two months prior to annual general meeting of the Society such number of members of the General Council of the Society to which the branch may be entitled in terms of the Society's constitution provided that such members of the branch shall be members in good standing who have indicated their acceptance of such office and their ability to attend the meetings of the General Council; and provided further that the chairman and vice-chairman of the branch for the time being shall be councillors;

19.5.11 generally, to do anything that may be incidental to or necessary for the attainment of the objects and the furtherance of the interests of the branch.

19.6 The branch committee shall transmit to the secretary of the Society, as soon as possible after issue thereof, copies of all confirmed minutes of branch committee meetings.

20. **DUTIES OF BRANCH COMMITTEE MEMBERS AND TRUSTEES**

20.1 The duties of the chairman of the branch shall be

20.1.1 to preside at all meetings of the branch and the branch committee;

20.1.2 to sign the minutes of meetings of the branch and the branch committee after adoption;

20.1.3 to represent the branch at public functions;

20.1.4 to convene all meetings of the branch and of the branch committee and, when necessary, to instruct the secretary to issue notices of meetings in due time;

20.1.5 to sign cheques in accordance with the instructions of the branch committee;

20.1.6 to initiate and direct and annually prepare a report on the activities of the branch;

20.1.7 generally, to initiate and/or direct the activities of the branch committee.

20.2 The duties of the vice-chairman shall be

20.2.1 to deputise or act for the chairman in the performance of any duties when the chairman is absent or unable to act;

20.2.2 generally, to perform such duties as the chairman and/or branch committee may delegate to him.

20.3 The duties of the secretary shall be

20.3.1 to attend to all the correspondence of the branch;

20.3.2 to keep accurate minutes of the proceedings at meetings of the branch and the branch committee;

20.3.3 to have in safe keeping all the written records of the branch;

20.3.4 to advise the chairman of the requirements of this constitution, and of the Constitution and Regulations of the Society;

20.3.5 to keep an up-to-date and accurate record of all members of the branch;

20.3.6 generally, to carry out the secretarial functions of the branch and to perform such duties as the chairman and/or branch committee may delegate to him.

20.4 The duties of the treasurer shall be

20.4.1 to receive all monies payable to the branch and to the Society, to issue an official receipt therefor and to deposit the same to the credit of the branch at its bankers or other financial institutions through which the branch operates its finances;

20.4.2 to keep an accurate record of all financial transactions of the branch and accurate accounts of revenue and expenditure to the satisfaction of the Executive Committee of the Society;

20.4.3 to assist the honorary treasurer of the Society in the collection of membership subscriptions;

20.4.4 to transmit to the honorary treasurer of the Society, without any deductions, all monies received by him on behalf of the Society;

20.4.5 to authorise the payment of cheques drawn upon the funds of the branch, which cheques shall be signed by at least 2 (TWO) signatories designated by the branch committee;

20.4.6 annually to present an independently reviewed financial report or an audited balance sheet and statement of income and expenditure to the annual general meeting of the branch;

20.4.7 to report to the branch committee from time to time, as required by the branch committee, on the financial state of the branch;

20.4.8 generally, to supervise the financial affairs of the branch.

20.4 The duties of the trustees shall be to act, on behalf of the branch, as nominee shareholders in the companies of the branch and to perform all such other functions as the branch committee may require of them.

21. **VACANCIES: OFFICE BEARERS AND BRANCH COMMITTEE**

Vacancies on the branch committee or in any office from whatever cause arising shall be filled by the branch committee which shall appoint a successor or successors to hold office until the next annual general meeting of the branch.

22. **QUORUM AT MEETINGS OF THE BRANCH COMMITTEE**

22.1 The quorum for transaction of business at a meeting of the branch committee shall be 50% plus 1 (Fifty Percent plus one) of members of the branch committee entitled to be present at such meeting and to vote thereat.

22.2 If at any such meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, or at any time during the course of the meeting, the meeting shall stand adjourned to a day, time and place to be decided by the chairman or, in his absence, the vice chairman.

22.3 If at such adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the members of the branch committee present shall form a quorum.

23. **SUB-COMMITTEES AND AD HOC COMMITTEES**

23.1 Members of sub-committees (which shall hereinafter include ad hoc committees) appointed by the branch committee in terms of Section 19.4.6 need not necessarily be members of the branch committee, or of the branch.

23.2 No member shall be eligible for election to any sub-committee if, at the time of his nomination, his subscription fee (including current subscriptions) or levies, are in arrear.

23.3 A sub-committee member absenting himself from 3 (THREE) consecutive meetings without good cause or without prior permission of the committee or its chairman, shall cease to be a member of the committee concerned.

23.4 No member shall by reason of dual qualification or by reason of payment of more than one subscription under this constitution possess more than 1 (ONE) vote at any sub-committee meeting.

23.5 The branch committee may empower any sub-committee appointed under this constitution to co-opt to THE SUB-COMMITTEE any person or persons, whether they are members of the branch committee or of the branch or not.

23.6 The chairman and the secretary shall be ex-officio members of all sub-committees.

23.7 In the event of a vacancy occurring on any sub-committee, the committee shall recommend to the branch committee some other member to fill the vacancy provided that such member shall have the same qualifications for membership of the committee as the member vacating the office.

23.8 In the absence of the chairman of any sub-committee the members shall elect a chairman to preside at such meeting.

24. ACTS OF OFFICE BEARERS

All acts performed by a committee or by any member of a committee shall (notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of the committee or person acting as aforesaid, or that any of them were disqualified from or had vacated office) be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of such committee.

25. MINUTES

25.1 In spite of the provisions of Section 19.2 above, the actual minutes of all meetings of the branch committee and of its sub-committees shall be privileged, except that copies of confined minutes of meetings of the branch committee shall be sent to the secretary of the Society as required by Section 15.4 and 19.5 above.

25.2 A copy of the unconfined minutes of the previous meeting of the branch or branch committee shall be sent to each branch member or branch committee member (as the case may be) at least 7 (SEVEN) days prior to the holding of the next meeting.

26. SALARIED OFFICIALS

26.1 Full or part-time salaried officials and/or employees may be appointed and dismissed by the branch committee.

26.2 Such officials and/or employees shall hold office for such period, perform such duties and receive such remuneration as the branch committee may from time to time determine.

27. INCOME AND PROPERTY

The income and property of the branch, from whatever source derived, shall be applied solely towards the promotion of the objects of the branch as set forth in this constitution, and no portion thereof shall be paid or transferred directly or indirectly by way of

dividend, bonus, profit or otherwise, to the persons who at any time are or have been members of the Society, or the branch, or to any person claiming through any of them, provided that nothing herein shall prevent the payment in good faith of remuneration to any officers or employees of the branch or to any member of the Society or the branch or other person in return for any services actually rendered to the branch.

28. MONIES ACCRUING TO AND PAYABLE BY THE BRANCH

28.1 All monies accruing to the branch shall be payable to the branch and shall be deposited at a registered banking or financial institution to be decided by the branch committee.

28.2 All amounts necessary to be disbursed as petty cash, expenses, salaries, rents and other periodical payments shall be paid on the instructions of the treasurer.

28.3 All payments shall be made by cheque and shall be signed by at least 2 (TWO) signatories designated by the branch committee from time to time.

29. FINANCIAL ARRANGEMENTS

29.1 The branch may impose as a membership subscription of the branch, a subscription and/or levy upon its members in addition to any subscription and/or levy to be paid to the Society and the proceeds of such subscription and/or levy shall be available to the branch for the purpose of carrying out its objects.

29.2 The financial year of the branch shall be from 1 October to 30 September of the following year.

29.3 The executive committee shall be entitled on recommendation of the branch committee concerned to waive the whole or any part of the period of notice and/or subscription fees due for such period except that in a case of a member who is not resident and/or employed and/or carrying on business in the area of any branch, such waiving of the period of notice or of the subscription shall be at the discretion of the executive committee.

30. INACTIVITY

Should an annual general meeting of the branch fail to elect a branch committee or should a branch committee be elected and thereafter become inactive or should there be so great a diminution of members of a branch that it is unable to function in terms of this constitution, the Executive Committee may declare the branch to be inactive, whereupon the Executive Committee shall have the power to transact the affairs of the branch, including the power to appoint a member or members, preferably of the branch, to represent the branch on the General Council.

31. LIABILITY OF THE BRANCH ON DISSOLUTION OF SOCIETY

In the event of the Society being dissolved, the branch undertakes to contribute in liquidation of the liabilities and debts of the Society contracted during the branch's existence as a branch of the Society, such sum as shall be proportionate to the Society's total liability, such proportion being based on the ratio of its members to the total membership of the Society at the date of dissolution.

32. AWARDS AND DISTINCTIONS

32.1 Save as may otherwise be provided in the regulations, awards and distinctions are bestowed by the branch upon individuals only at an annual general meeting of the branch.

32.2 At the date of adoption of this constitution the following awards and distinctions are in existence:

HONORARY LIFE MEMBERSHIP OF THE PRETORIA BRANCH OF THE PHARMACEUTICAL SOCIETY OF SOUTH AFRICA.

32.3 The conditions and terms relating to awards and distinctions shall be set out in regulations.

32.4 If a person upon whom an award or distinction has been bestowed

32.4.1 is struck off the roll of pharmacists by the South African Pharmacy Council; or

32.4.2 is found guilty after disciplinary proceedings by the Society and is sentenced to more than a reprimand; or

32.4.3 if he is not a member of the Society or a pharmacist, behaves in such a manner that his conduct is a disgrace to the award or distinction, then the branch committee shall be entitled forthwith and without affording such person the opportunity of stating his case, to strip such person of the award or distinction.

32.5 If a person is stripped of an award or distinction, he shall immediately return the award or distinction to the branch committee.

33. PATRON

The branch members may, at an annual general meeting of the branch, on the recommendation of the branch committee, elect any individual as patron of the branch *for* a definite or indefinite period of time.

34. AMENDMENT OR RESCISSION OF REGULATIONS

Any regulation made by the branch committee shall remain in force unless amended or rescinded by a resolution of the branch committee, provided that such regulation may be amended or rescinded by a resolution of an annual general or special meeting of the branch of which proper notice has been given, which is carried by not less than 2/3 (TWO THIRDS) of the branch members present at such meeting. Any amendments to the constitution must be submitted to the Commissioner *for* Inland Revenue.

35. RECOVERY OF ARREAR SUBSCRIPTIONS

Any arrear subscriptions or levies owing by members to the branch or the Society, or any fine or penalty imposed on members after disciplinary proceedings by the Society, may be recovered by action in a court of competent jurisdiction.

36. REFERENDUM

36.1 The branch committee

36.1.1 may at any time; or

36.1.2 shall on a resolution of an annual general or special meeting of the branch; or

36.1.3 shall on request of 2/3 (TWO THIRDS) of the branch members, conduct a referendum.

36.2 The procedure of the conduct of a referendum shall be, mutatis mutandis, as laid down in the Regulations of the Society.

37. DISSOLUTION

37.1 The branch shall be dissolved only if a resolution to such effect submitted by the branch committee or a branch member, and of which not less than 6 (SIX) months' notice shall be given, is passed at a special meeting of the branch which has been convened specifically for that purpose and if the voting in favour of such resolution is supported by not less than 2/3 (TWO THIRDS) of the branch members present at such meeting.

37.2 The notice of such resolution shall set out the proposed resolution in full and the effect of it and shall state clearly the special reasons for the proposed dissolution.

37.3 Compliance with Section 30B of the Income Tax Act

Subject to subsections (3) and (4) of the Income Tax Act, the Commissioner must approve an entity for the purposes of section 10(1)(d)(iii) or (iv) of the Income Tax Act (Act 58 of 1962) if –

37.3.1 that entity has submitted to the Commissioner a copy of the constitution or written instrument under which it has been established;

37.3.2 the constitution or written instrument contemplated in paragraph (a) provides that—

37.3.2.1 the entity must have a committee, board of management or similar governing body consisting of at least three persons, who are not connected persons in relation to each other, to accept the fiduciary responsibility of that entity;

- 37.3.2.2 no single person may directly or indirectly control the decision-making powers relating to that entity;
- 37.3.2.3 the entity may not directly or indirectly distribute any of its funds or assets to any person other than in the course of furthering its objectives;
- 37.3.2.4 the entity is required to utilise substantially the whole of its funds for the sole or principal object for which it has been established;
- 37.3.2.5 no member may directly or indirectly have any personal or private interest in that entity;
- 37.3.2.6 substantially the whole of the activities of the entity 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;
- 37.3.2.7 the entity may not have a share or other interest in any business, profession or occupation which is carried on by its members;
- 37.3.2.8 the entity must not pay to any employee, office bearer, member or other person any remuneration, as defined in the Fourth Schedule, which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered;
- 37.3.2.9 substantially the whole of the entity's funding must be derived from its annual or other long-term members or from an appropriation by the government of the Republic in the national, provincial or local sphere;
- 37.3.2.10 the entity must as part of its dissolution transfer its assets to—
 - 37.3.2.10.1 another entity approved by the Commissioner in terms of this section;
 - 37.3.2.10.2 a public benefit organisation approved in terms of section 30;
 - 37.3.2.10.3 an institution, board or body which is exempt from tax under section 10(1)(CA)(i); or
 - 37.3.2.10.4 the government of the Republic in the national, provincial or local sphere;
- 37.3.2.11 the persons contemplated in paragraph (b)(i) will submit any amendment of the constitution or written instrument of the entity to the Commissioner within 30 days of its amendment;
- 37.3.2.12 the entity will comply with such reporting requirements as may be determined by the Commissioner from time to time; and
- 37.3.2.13 the entity is not knowingly and will not knowingly become a party to, and does not knowingly and will not knowingly permit itself to be used as part of, an

impermissible avoidance arrangement contemplated in Part IIA of Chapter III, or a transaction, operation or scheme contemplated in section 103(5).