

# THE CONSTITUTION OF RURAL REHAB SOUTH AFRICA

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## 1. Name

1.1. The association hereby constituted will be called **Rural Rehab South Africa**

1.2 Its shortened name will be **RuReSA** .

## 2. Definition of terms

The under-mentioned words and expressions shall bear the meanings assigned to them as follows:

**AGM** shall mean an Annual General Meeting of the members of the association;

**Chairperson** shall mean the person elected by the executive committee to chair its meetings, as well as general meetings of the association, and to exercise leadership of the association in accordance with the duties prescribed by the executive committee.

**Executive committee** shall mean the committee appointed in terms of clause 7 to serve as the governing body of the association

**Financial year** shall mean a period of 12 calendar months from 1st January to 31st December of the same year;

**Graduate** shall mean a person who has successfully completed the relevant degree at any one of the recognized training institutions in South Africa, or has elsewhere received an equivalent qualification, as a physiotherapist, occupational therapist,

speech and language therapist, or audiologist. Other disciplines may be included at the discretion of the executive committee.

**HPCSA** shall mean the Health Professions Council of South Africa;

**Member** shall mean a person who, at the relevant time, is a properly admitted Member in any of the classes of Membership contemplated in clause 5 of this Constitution;

**Office** shall mean the association's principal place of business

**Office Manager** shall mean the person appointed by the executive committee to perform the duties of administering the daily business of the association

**Ordinary resolution** shall mean a resolution where the majority of those members entitled to vote and present in person or represented by proxy, do so in favour of the resolution;

**Recognised Training Institutions** shall mean the University of Cape Town, University of KwaZulu-Natal, University of Limpopo: Medunsa Campus, University of Pretoria, University of the Witwatersrand, University of Stellenbosch, University of the Free State, University of the Western Cape, and any other institutions within the borders of South Africa offering HPCSA-recognised training for the professions qualifying for full membership, or their auxiliary staff.

**Register** shall mean the register of members kept by the association as provided for in terms of this Constitution;

**Student** shall mean a person who is registered with one of the recognized training institutions in South Africa and is studying any of the disciplines referred to in clause 5

**Year** shall mean an un-interrupted period of 12 calendar months.

### **3. Nature of the Organization (Body Corporate)**

3.1 The association is an independent legal entity distinct from its members, having perpetual succession and the capacity to acquire rights and property as hereinafter provided, to incur obligations and to sue or be sued in its own name. The members shall not be answerable for the debts or engagements of the association.

3.2 The income and property of the association shall be applied solely towards the promotion of its objects, and no portion thereof shall be paid or transferred directly or indirectly to the members of the association, provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officer, employee, servant or member of the association in consideration of any service actually rendered to the association.

### 3.3. The association shall have power:

1. To exist in its own right
2. To continue to exist despite changes in office bearers and changes in its membership;
3. To acquire, hire, possess, alienate, let, hypothecate and otherwise deal with movable and immovable property and rights therein;
4. To sue and be sued in its own name, and to be represented in Courts of Law;
5. To employ salaried staff as may be necessary to fulfill and carry out its objectives;
6. To give effect to this Constitution;
7. To impose and enforce upon its members rules and by-laws in regard to the conduct of the activities of the association;
8. To obtain funds from the State, or from contributions collected from the public;
9. To open and operate bank accounts;
10. To borrow money;
11. To invest and deal with the monies of the association not immediately required, upon such securities as may from time to time be determined by the executive committee.

## 2. **Objectives**

1. The organization's main objectives shall be:
  - 1.1. To promote the provision of rehabilitation services in rural areas in South Africa
  - 1.2. To promote the recruitment and retention of rehabilitation staff in rural areas, and to lobby for appropriate working conditions, staffing norms and resource allocation to this end

- 1.3. To represent the interests of rural rehabilitation service providers and users, to policy-makers, professional associations and other bodies as relevant to 4.1.1. and 4.1.2.
- 1.4. To promote the exchange of personal and professional support amongst rural rehabilitation workers
- 1.5. To promote the development, dissemination and application of evidence for best practice in rural areas.

## 2. **Membership**

5.1. Membership of the association shall be open to any person with a professional interest in rural rehabilitation, who lodges with the executive committee an application for membership in such form as may be approved by that committee, and who pays such annual membership fee (if any) as may be fixed by the executive committee from time to time.

5.2. The executive committee shall have the power to withhold, suspend and/or terminate the membership of any person.

5.3. There shall be the following categories of membership:

5.3.1. **Full membership** of the association, with voting rights, shall be awarded to physiotherapists, occupational therapists, speech-language therapists, and audiologists, and their associated assistants/technicians who are registered with the HPCSA as such, whether under community service, supervised practice (as for foreign professionals) or independent practice categories, and who are working, or have interest, in rural rehabilitation in South Africa

2. **Associate membership**, without voting rights, will be granted at the discretion of the executive committee to students and individuals not necessarily from the professions named in 5.3.1., as well as rehabilitation professionals of all categories working outside South Africa, who support the aims and objectives of the organization.

1. **Honorary membership** will be offered to those persons elected in terms of clause 5.4.3., who have promoted the interests of the above professions, particularly within a rural area. At the executive committee's discretion, this may take the form of either full or associate honorary membership, and membership fees may be waived.

2. Application for membership:

- 2.1. Application for membership and acceptance thereof shall be made in the manner prescribed by the executive committee from time to time;
  - 2.2. Once a full or associate member has been accepted as such, he/she shall continue to be a member and be liable for membership fees until notice of his/her intention to discontinue membership has been given in writing to RuReSA, or until /his/her membership is terminated in terms of clause 5.7. of this constitution;
  - 2.3. In the case of honorary members, such persons may be nominated by the members and may be elected by ordinary resolution at an Annual General Meeting or Special General Meeting and shall be elected by a majority of the RuReSA members present there.
3. Membership fees:
- The executive committee will determine membership fees payable for the year ahead, and notify members thereof by the end of the preceding year. Membership fees shall be payable by the end of January of the year in which they are due.
4. Register of members
- 5.5.1. A Register of the members shall be kept by a member of the executive committee appointed by the executive committee to do so.
  - 5.5.2. The following details for each member shall be entered and kept current in the Register:
    - 5.5.2.1. The full name, ID number and contact details of the member;
    - 5.5.2.2. The member's HPCSA registration number, if applicable;
    - 5.5.2.3. The date of admission to and cessation of membership (the latter if applicable);
    - 5.5.2.4. The category of membership;
    - 5.5.2.5. Current university/employment details;
    - 5.5.2.6. Other information as required by RuReSA
  - 5.5.3. Members are responsible for notifying the administrator of the register in writing (via email) of any change of name/s or contact details within one month of the change.

5.5.4. All of the data outlined above shall be used for the purposes of the association only.

5. Powers and privileges of members

Members of the association shall be entitled to:

- 5.1. Attend and vote (according to membership category) at the general meetings of the association;
- 5.2. Attend all functions arranged by the association for its members;
- 5.3. Attend conferences and workshops that are arranged by the association for its members, subject to payment of an attendance fee (if any);

5.7. Termination of membership

Membership shall be terminated upon:

1. The written resignation of a member addressed to the Office Manager/ chairperson of the association;
2. Failure of a professional to retain HPCSA registration
3. Failure of member to pay membership fees as determined by the executive committee, by the date determined in 5.5 above. If written resignation has not been received by the executive committee by the end of January, the resigning member shall be liable for the membership fee for the year.

5.8. Suspension of membership or expulsion from the association

1. Any member who has been found guilty of professional misconduct by their respective HPCSA Professional Boards or for that or any other reason has been suspended or struck off the register of their relevant professions, shall automatically be suspended or expelled from membership of the association.
2. Any member who is seen to bring the association into disrepute may be suspended or expelled from the association, on the decision of the executive committee;

3. Membership may at any time be terminated at the discretion of the executive committee, on good cause.
4. Members aggrieved by their suspension or expulsion may make an appeal in writing to the chairperson, who shall convene a special general meeting (in terms of clause 9.14) for the purpose of considering the appeal. Vote shall be by ballot, by all full members either present or represented by proxy. The decision of the special general meeting shall be considered final and binding.

## **6. Income and property**

- 6.1. The association will keep a record of everything it owns.
- 6.2. Members or office bearers of the association do not have rights over property belonging to the organization.
- 6.3. Financial matters of the association shall be managed by means of a banking account, and all financial transactions shall be countersigned/approved by two members of the executive committee.
- 6.4. The Treasurer shall be responsible for the day to day control of the association's financial affairs, in accordance with the duties prescribed by the executive committee for office bearers.
- 6.5. The association may pay reasonable compensation for work carried out on its behalf, including to office bearers and members.
- 6.6. A member of the association may be refunded for expenses paid on its behalf, on submission of proof of the expenses and any additional documentation required by the executive committee. Refunds will be subject to the discretion of the executive committee.

## **7. Executive committee**

- 7.1. An executive committee, made up of not less than 6 members in good standing, shall manage and control the business and affairs of the association;
- 7.2. The members of the executive committee shall be elected annually at the AGM of the association, and shall hold office until the close of the succeeding AGM, subject to the right of the executive committee to remove from office any of its members failing to fulfill her executive committee duties.

7.3. The members of the executive committee shall elect annually from amongst their number a chairperson, vice-chairperson, secretary and treasurer. The powers and duties of these office-bearers shall be determined by the executive committee. Office bearers may stand for re-election for up to three consecutive years in the same position.

7.4. The executive committee may co-opt additional members, who shall hold office until the close of the next AGM.

7.5. Associate members may be co-opted to the executive committee to serve as representatives of the group to which they belong, e.g. students. Once co-opted, they shall hold powers as executive committee members, including the right to vote on all matters arising in the executive committee meetings, but shall not be entitled to bear office in terms of clause 7.3.

7.6. Powers of the executive committee

7.6.1. The executive committee is empowered to exercise on behalf of the association all the powers accorded to the association by this constitution.

7.6.2. The executive committee shall be empowered to draw up rules governing procedural matters arising out of this Constitution that are not inconsistent with this Constitution nor the Health Professions Act, No. 56 of 1974, nor the Non-Profit Organisations Act No.71 of 1997, nor any other law of the land. In any discrepancy between such a rule and this Constitution, the latter shall take precedence.

7.6.3. The executive committee shall be empowered to draw up portfolio descriptions for each of the office bearers and to determine the key performance indicators by which the performance of the incumbent can be evaluated at suitable times during their term of office;

7.7. Office bearers' performance shall be evaluated against their portfolio descriptions, by other members of the Executive Committee. Failure to carry out the duties specified, professionally and in good faith, may result in disciplinary action, as determined by the remaining members of the Executive Committee

7.8. Executive committee members, including office bearers, who have their membership of the Association suspended or terminated in terms of clause 5.8 shall automatically cease to hold office or be members of the Executive Committee.

7.8. The association has the right to form sub-committees for special purposes, to which non-members may be co-opted in an advisory capacity. Sub-committees shall in all respects be answerable and subject to the directions of the executive



committee, and shall refer all matters of principle and finance to the executive committee. Sub-committees shall comprise of at least 3 members, and must report regularly to the executive committee.

- 7.9. All members of the association must abide by decisions taken by the executive committee.
- 7.10. Office bearers shall not be held personally liable for any loss suffered by any person as a result of an act or omission which occurs in good faith while the office bearer is performing functions for or on behalf of the association.

## **8. Executive committee meetings**

- 8.1 The executive committee must hold a meeting at least once every three months. Meetings may be by teleconference.
- 8.2 Meetings will be chaired by the chairperson, whose duties include the drawing up and circulation of an agenda to all executive committee members, at least ten days prior to each meeting. In the absence of the chairperson, the vice-chair shall chair the meeting (including producing the agenda if necessary). In the absence of both, the remaining executive committee members may elect a chairperson for the purposes of the meeting. This must be done at the commencement of the meeting.
- 8.3 There must be a quorum (50% +1) of executive committee members whenever such a meeting is held. Should a quorum not be present within fifteen (15) minutes of the time fixed, the meeting shall be dissolved and shall stand adjourned to the same day in the next week at the same time and place. If at such an adjourned meeting a quorum is not present within fifteen (15) minutes of the time appointed, the executive committee members then present and entitled to vote shall constitute a quorum.
- 8.4 When necessary, the executive committee will vote on issues. If the votes are equal on an issue, then the chairperson of the meeting has a deciding vote.
- 8.5 Minutes will be taken at every meeting to record the executive committee's decisions. The minutes of each meeting will be emailed to executive committee members not more than two weeks after the meeting. The minutes shall be confirmed as a true record of proceedings, at the next meeting of the executive committee.
- 8.6 The chairperson, or two members of the committee, may call a meeting if desired, but must notify other executive committee members not less than 10 days before it is due to take place. Notification must include date and time of meeting, and issues to be discussed.

8.7. The chairperson is allowed to utilize group emails to open a discussion on topics. If a quorum (50% +1) of executive committee members takes part in the discussion and a majority decision is reached, then the chairperson may act on the majority decision. This clause has been included to enable the association to function with committee members who reside in far-flung rural areas with fluctuating internet connections that may not be conducive to skype.

8.8. Committee members unable to attend a meeting may vote on agenda matters by proxy.

8.9. Failure by an executive committee member to participate in three consecutive executive committee meetings, without having applied for and obtained leave of absence from the Chairperson, may result in his/her removal from office. A replacement may be co-opted by the remaining executive committee members to serve until the next AGM.

## **9. Annual and other general meetings**

9.1. The AGM shall be held by the end of September of each year, if possible at a RuDASA/RuReSA conference.

9.2. Notice of the AGM shall be posted on the RuReSA website, and circulated via email to all members, along with a provisional agenda and minutes of the previous AGM, at least 30 days prior to the date of the meeting.

9.3. Any member wishing to propose a motion for discussion at the AGM must give notice of this in writing, with the names of two other seconding members and any necessary documentation, to the chairperson at least 60 days prior to the meeting.

9.4. A final agenda will be posted/circulated, not less than 2 weeks before the AGM.

9.5. The association shall deal with the following business, amongst others, at its AGM:

1. To confirm the previous meeting's minutes with matters arising;
2. To receive and consider the chairperson's annual report;
3. To receive and consider the treasurer's report, including the financial statements for the immediately-preceding financial year;
4. To appoint an accounting officer for the following year;

9.5.5. To consider any proposed motion of which notice has been given in terms of 9.3, provided that the meeting may resolve to dispense with notice;

6. To elect members of the executive committee for the following year

9.6. A quorum, constituting not less than 6 full members, must be present at a general meeting. If such a quorum shall not be present within fifteen (15) minutes of the time fixed, the meeting shall be dissolved, and stand adjourned to fifteen (15) minutes after this time. If upon reconvening the meeting a quorum is still not present within fifteen (15) minutes of the time appointed, those members then present and entitled to vote shall constitute a quorum.

9.7. The current chairperson of the executive committee shall chair the general meeting. In her absence, the vice-chairperson shall perform this duty. In the absence of both the chairperson and vice-chair, the executive committee members present shall appoint one of their number to chair the meeting, prior to the meeting taking place.

9.8. All questions put to the vote shall be decided by a show of hands, unless a ballot is requested by any member present.

9.9. Only full members are allowed to vote on general matters, including the election of executive committee members (excepting in the case of representatives from particular associate member groups being elected, e.g. students)

9.10. Students may vote on matters relevant to students.

9.11. Decisions will be determined by majority of total votes (members present at AGM in person or by proxy)

9.12. Each member has one vote, with the chairperson or her substitute holding a deciding vote in case of no majority

9.13. Minutes shall be taken at every meeting, and circulated to all members within two weeks of the meeting.

9.14. Special general meetings may be called by the chairperson, on her own initiative or at the request of two members. Notice must be given to all members in terms of clause 9.2. Meetings shall proceed in accordance with clauses 9.6. – 9.13.

## **10. Amendments to the constitution**

10.1. This Constitution shall only be amended by resolution passed by a two-thirds majority of members entitled to vote and present in person or represented by proxy at a general meeting of which not less than fourteen (14) days' written notice,

specifying the proposed amendment, has been given to members in the manner prescribed in clause 9.2.

## **11. Dissolution/Winding-up**

11.1. The association may be dissolved by resolution passed by a two-thirds majority of members entitled to vote and present in person or represented by proxy, at a general meeting of which not less than twenty-one (21) days' written notice, specifying the dissolution of the association and disposal of its assets as its purpose, has been given to members in the manner prescribed in clause 9.2.

11.2. If upon dissolution of the association there remain any assets whatsoever after the satisfaction of all its debts and liabilities, such assets shall not be paid to or distributed among its members, but shall be given to such other organisation/s preferably having similar objects and being authorized in terms of the Non-Profit Organisations Act to collect contributions, as may be decided by the exiting executive committee.

## **12. Interpretation**

12.1. Unless the context indicates a contrary intention, an expression which denotes:

12.1.1. Any gender includes the other genders;

12.1.2. A natural person includes a juristic person and *vice versa*;

12.1.3. The singular includes the plural and *vice versa*.

12.2. In the event of any inconsistency between any clause in this Constitution and the Non-Profit Organisations Act (71 of 1997), the Act shall prevail at all times.

12.3. In case of doubt as to the meaning or interpretation of any of the provisions of this Constitution, the interpretation of the executive committee shall be binding on all members of the association.

**This constitution was approved and accepted by prospective members of the association**

At a special (general) meeting held on \_\_\_\_\_  
Day/Month/Year

\_\_\_\_\_  
Chairperson

\_\_\_\_\_  
Secretary