

CONSTITUTION

THE SOUTH AFRICAN ASSOCIATION OF CAMPUS HEALTH SERVICES (abbreviated as SAACHS)

DRAFT FOR APPROVAL AT AGM

1. Definition of terms

In this Constitution, unless the context otherwise requires:

- 1.1. "Association" means The South African Association of Campus Health Services ("SAACHS");
- 1.2. "NEC" means the National Executive Committee of the Association.
- 1.3. "REC" means a Regional Executive Committee of the Association, reporting to the NEC;
- 1.4. "Chairperson" means the Chairperson of the National Executive Committee elected in accordance with this Constitution, or if that expression is used with reference to a general meeting or meeting of the NEC at which that person is not present or does not act as Chairperson, the person acting as Chairperson in accordance with the provisions of this Constitution;
- 1.5. "Constitution" means the Constitution for the time being of the Association;
- 1.6. "Member" means a body corporate admitted to membership in terms of this Constitution;
- 1.7. "the Republic" means the Republic of South Africa;
- 1.8. Expressions defined in the Higher Education Act 101 of 1997 in force at the date on which this Constitution becomes binding on the Association shall have the meanings so defined;
- 1.9. Words in the singular number shall include the plural and words in the plural number shall include the singular, words importing the masculine gender shall include females, and words importing persons shall include bodies corporate.

2. Name and Body Corporate

- 2.1. The name of the Association is and shall be The South African Association of Campus Health Services and its **shortened name will be SAACHS.**
- 2.2. The Association shall:
 - 2.2.1. Exist in its own right as a body corporate, and have an identity and existence distinct from its Members or office bearers;
 - 2.2.2. Continue to exist when its Membership changes and there are different office bearers;
 - 2.2.3. Subject to any restrictions in law or to the Higher Education Act 101 of 1997 be able to own property and other possessions;
 - 2.2.4. Be able to sue and be sued in its own name.

3. Main object

- 3.1. The main objectives of the Association are:
 - 3.1.1. To initiate, promote, encourage, organise and foster a liaison between its Members in the interest of campus health care;

3.1.2. To encourage the exchange of ideas among Members regarding campus health care and associated disciplines, **inter alia through the provision of meetings, conferences, training initiatives and scholarships;**

3.1.3. To undertake and report on research projects of an individual or collective nature;

3.1.4. To work in collaboration of other organisations that are involved in health care.

4. Conditions

4.1. This Constitution shall be deemed to authorise the Association to carry out activities in line with its objectives, unless that authority is expressly excluded.

4.2. Members or office bearers shall have no rights in the property or other assets of the Association solely by virtue of their being Members or office bearers.

4.3. Members or office bearers shall not be liable for any of the obligations and liabilities of the Association solely by virtue of their status as Members or office bearers.

4.4. Office bearers shall not be 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 acting on behalf of the Association.

4.5. In particular, the following special conditions shall apply to the Association:

4.5.1. The income and property of the Association shall be applied solely towards the promotion of its main object and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise to a Member **or office bearer** of the Association, provided that nothing shall prevent the payment in good faith of reasonable reimbursement to an officer or Member in return of services actually rendered to the Association.

4.5.2. The Association may not carry on any business undertaking or trading activity unless:

4.5.2.1. the gross income derived from such business does not exceed the amounts set out in the Income Tax Act, No 58 of 1962 or its successor; or

4.5.2.2. the undertaking is directly related to the main object of the Association and the activity is carried out on a basis substantially directed towards the recovery of cost, and which would not result in unfair competition in relation to taxable entities; or

4.5.2.3. the undertaking or activity, if it does not fall within 4.2.2.2 because it is not directly related to the main object of the Association, is of an occasional nature and is undertaken substantially with assistance on a voluntary basis without compensation; or

4.5.2.4. the activity has been approved by notice in the Gazette.

4.5.3. The Association may not accept any donation which is revocable at the instance of the donor for reasons other than a material failure to the designated purposes and conditions of such donation, including a misrepresentation with regard to the tax deductibility thereof in terms of section 18A or its successor; provided that the donor may not impose conditions which could enable such donor or any connected person in relation to such donor to derive some direct or indirect benefit from the application of such donation.

4.5.4. The Association shall register in terms of section 13(5) of the Non-profit Organizations Act 71 of 1997 and comply with any other requirements imposed in terms of that Act.

4.5.5. The Association may make donations only to organisations having the same or similar objects to that of the Association and which, if the Association is exempt from tax are also so exempt.

5. Financial year-end

The financial year-end of the Association is 31 December.

MEMBERSHIP

6. Membership

6.1. Members of the Association shall be higher education institutions which have campus health services, **or other related bodies.**

6.2. Membership of the association **shall be divided into two classes:**

6.2.1. **Ordinary Members** shall be South African universities or institutions of higher education and training, as approved by the Association, which have campus health services.

6.2.2. **Associate Members** shall be related non-profit bodies operating in or to the benefit of campus health services.

7. Application for membership

7.1. Any eligible body corporate which makes an application to become a Member of the Association and whose application is accepted by the Association shall be and become a Member.

7.2. All applicants for Membership shall be submitted to and considered by the NEC who may admit the applicant to Membership at its sole discretion.

7.3. **The admission of any applicant to Membership shall be subject to such reasonable conditions as the NEC may determine, not in conflict with the objects of the Association.**

8. Rights of Members

8.1. Subject to the provisions of this Constitution and rules, regulations and by-laws as may from time to time be determined, all Members **and their employees engaged in or responsible for campus health or related services** shall enjoy the rights, benefits and privileges of the Association and shall be entitled to participate in its activities.

9. Cessation of membership

9.1. A Member shall ipso facto cease to be a Member of the Association:

9.1.1. If, by notice in writing to the Association it resigns as a Member; or

9.1.2. If, being a body corporate, an order for the final winding-up or judicial management of the Member is granted or a special resolution for the winding-up of the Member is duly passed and registered in terms of the Act; or

9.1.3. If it is placed under curatorship; or

9.1.4. **During any period that it is more than 30 days in arrears with Membership subscriptions.**

10. Resignation of Membership

10.1. Any Member that wishes to resign from the Association must give written notice to that effect to the Secretary. Such notice must be given by 30 November of the current year before the holding of the next Annual General Meeting.

10.2. Failure of any Member to submit its resignation as required above shall render it liable for any Membership subscription that may be due for the ensuing year.

11. Expulsion or suspension of Member

11.1. The NEC or a Special or Annual General Meeting of Members may for good cause expel or suspend any Member of the Association.

11.2. Any Member so expelled or suspended may be re-admitted after due application has been made and at the discretion of the NEC and upon such conditions as the NEC may determine.

12. Membership subscriptions

12.1. Members shall pay an annual financial contribution to the Association, to the extent determined at an Annual General Meeting.

12.2. The contribution shall be payable on or before the last day of the Association's financial year.

GOVERNANCE AND POWERS

13. Responsibility for the management and governance of the Association shall vest in the National Executive Committee, which may delegate its powers insofar as permitted herein and in law.

14. The NEC may after consulting Members make such by-laws, rules and regulations as it deems to be in the interest of the efficient conduct of the Association's affairs and management, and may amend or suspend such by-laws, rules and regulations.

14.1. The work of the Association shall be conducted by the NEC with the support of RECs and other committees and structures created at the instance of the NEC, all of which structures shall in all appropriate ways endeavour to carry out and give effect to the objectives of the Association.

14.2. All decisions of the Association and its structures shall be taken by consensus, failing which by majority vote. The presiding officer shall not have an additional casting vote.

14.3. Except as otherwise specified herein members of Association structures shall be employees of a Member of the Association.

14.4. In the event of a member of the NEC or REC ceasing to hold office during their term, the remaining members of the NEC and REC respectively may co-opt a replacement.

14.5. The term of office of a co-opted member or a member filling a vacancy shall cease at the sitting of the next AGM or Regional General Meeting.

15. National Executive Committee

15.1. The NEC shall consist of the following office bearers:

15.1.1. Chairperson

15.1.2. Vice-Chairperson;

15.1.3. Secretary

15.1.4. Deputy Secretary

15.1.5. Treasurer

15.1.6. Editor

15.2. The NEC may co-opt additional members who bring specific knowledge, expertise or relationships to the NEC.

15.3. A co-opted member who is an employee of a Member shall have all the rights of an NEC member, including the right to vote. A co-opted member of the NEC who is not employed by a Member shall have no voting rights at NEC Meetings or other General Meetings of the Association.

16. Election of the NEC

16.1. NEC members shall be elected at the Annual General Meeting.

16.2. Nominations for each office of the NEC shall be made by RECs:

16.2.1. RECs shall invite nominations for each office of the NEC from their regional Members, which nominations shall be voted on at a Regional General Meeting. The names of eligible nominees with the highest number of votes for each office shall be submitted to the Annual General Meeting.

16.2.2. In the event that Members do not submit eligible NEC nominations the REC may deliberate and submit their own NEC nominations.

17. Powers, functions and meetings of the NEC

17.1. The NEC shall:

17.1.1. administer the affairs of the Association and exercise all powers and authority necessary to achieve the objectives of the Association in accordance with this Constitution, the direction of an Annual General Meeting and any rules, regulations and by-laws;

17.1.2. be empowered to act on behalf of the Association;

17.1.3. oversee the work of all Association structures, including Regional Executive Committees.

17.2. The NEC shall:

17.2.1. meet at least four times each year in person or by electronic means;

17.2.2. have at least one special mid-year meeting, at which 50% plus one of the NEC members must be present in person or by electronic means;

17.2.3. convene meetings of urgency;

17.2.4. deal with matters of urgency;

17.2.5. create and constitute such sub-committees as may be necessary for the efficient running of the affairs of the Association;

17.3. The NEC may establish and annually present scholarships in accordance with scholarship guidelines.

17.4. The NEC may at its sole discretion provide financial assistance to RECs to perform any event or training or duty that will benefit the Association.

17.5. The NEC may at its sole discretion provide financial assistance to enable representatives of Member institutions that are experiencing budgetary constraints to attend the AGM or the Annual Conference or participate in Association activities. The NEC shall have due regard for the Association's overall financial position and plans and shall give preference to active office bearers.

17.6. The NEC shall operate bank accounts as necessary to conduct the affairs of the Association. Regions shall not have bank accounts.

17.7. A meeting of the NEC shall be called at the request of the Chairperson or by two or more other members of the NEC.

18. Term of office of the NEC

- 18.1. Members of the NEC shall serve for three years or until the election of a new NEC.
- 18.2. An individual shall cease to be an NEC member if:
 - 18.2.1. They cease to be an employee of a Member;
 - 18.2.2. The member's employer for whatever reason ceases to be a Member.
- 18.3. An individual whose membership has ceased in terms of the 18.2 may be co-opted by the remaining members of the NEC in terms of 15 above.

19. Regional Executive Committees

- 19.1. RECs shall consist of the following office bearers:
 - 19.1.1. Regional Chairperson;
 - 19.1.2. Regional Deputy Chairperson;
 - 19.1.3. Regional Secretary;
 - 19.1.4. Regional Deputy Secretary;
 - 19.1.5. Regional Treasurer;
- 19.2. The REC may co-opt additional members who bring specific knowledge, expertise or relationships to the REC.
- 19.3. A co-opted member who is an employee of a Member shall have all the rights of an REC member, including the right to vote. A co-opted member who is not employed by a Member shall have no voting rights at REC Meetings or other General Meetings.
- 19.4. Subject to this Constitution and the direction of the NEC each Regional Executive Committee shall be responsible to:
 - 19.4.1. Organise, promote and manage the regional work of the Association;
 - 19.4.2. Identify training for Members;
 - 19.4.3. Facilitate regular engagement between Members;
 - 19.4.4. Represent their regional Members to the NEC and to national Meetings of the Association;
 - 19.4.5. Submit a quarterly report to the NEC and an annual report to the AGM;
 - 19.4.6. Submit nominations for NEC elections on behalf of their region;
 - 19.4.7. Facilitate an annual Regional General Meeting of Members;
 - 19.4.8. Prepare an annual plan of meetings and work within 14 days of a Regional General Meeting, which plan shall be shared with the NEC;
 - 19.4.9. Consult with the NEC as needed or where the NEC's intervention is required on any matter;
 - 19.4.10. Submit regional news to the Editor.

20. Election of Regional Executive Committees

- 20.1. REC members shall be elected at a Regional General Meeting held for that purpose.
- 20.2. Each Member shall appoint a representative to make nominations for each office of their REC.

21. Meetings of the REC

- 21.1. Each REC shall meet at least four times each year in person or by electronic means and shall submit copies of the minutes of such meetings to the Secretary of the Association.
- 21.2. A meeting of the REC shall be called at the request of the Chairperson, the Regional Chairperson, or by two or more other members of the REC.

22. Term of office of the REC

- 22.1. Members of the REC shall serve for three years or until the election of a new REC.
- 22.2. An individual shall cease to be an REC member if:
 - 22.2.1. They cease to be full-time or part-time employee of a Member;
 - 22.2.2. The member's employer for whatever reason ceases to be a Member.
- 22.3. An individual whose membership has ceased in terms of the 22.2 may be co-opted by the remaining members of the REC in terms of 19.2.6 above.

OFFICE BEARERS

23. Chairperson

- 23.1. The NEC and Regional Chairpersons shall preside over meetings of their respective committees.
- 23.2. The NEC Chairperson shall submit a report of Association activities to the Annual General Meeting.
- 23.3. Regional Chairpersons shall submit a report of their regional activities to the Annual General Meeting and Regional General Meetings.

24. Vice-Chairperson

In the absence of the Chairperson or Regional Chairperson, their powers and duties shall respectively devolve on the Vice-Chairperson and Regional Vice-Chairperson and if they too are absent, upon the Treasurer or Regional Treasurer.

25. Secretary

- 25.1. The Secretary shall:
 - 25.1.1. Conduct all official correspondence and prepare Minutes of NEC and Association meetings;
 - 25.1.2. Be responsible for the safekeeping of all Association records;
 - 25.1.3. Give notice for NEC and Annual General Meetings, and ad-hoc meetings as they arise.
- 25.2. Regional Secretaries shall:
 - 25.2.1. Conduct all regional correspondence and prepare Minutes of REC and regional meetings;
 - 25.2.2. Send copies of all regional Minutes and relevant correspondence to the Secretary for the purpose of record keeping;
 - 25.2.3. Be responsible for the safekeeping of all regional records;
 - 25.2.4. Give due notice for REC and Regional General Meetings, and ad-hoc meetings as they arise.

26. Treasurer

- 26.1. The Treasurer and Regional Treasurers shall be responsible to the NEC and the Association for all the income and expenditure of the Association or regions during their term of office.
- 26.2. The Treasurer shall be responsible for the management of Association bank accounts and shall, with NEC approval, be entitled to draw upon such accounts.
- 26.3. The Treasurer and Regional Treasurer shall provide the NEC with a financial report including balance sheet and statement of income and expenditure for each calendar year for which they hold office, and which is to be prepared immediately following 31 December of each year.
- 26.4. On request by a General Meeting or if required by law the Treasurer shall arrange for the external review or audit of the Association's financial statements.

27. Editor

- 27.1. The Editor shall be responsible for keeping Members informed and updated about Association activities and other campus health matters of interest.
- 27.2. The Editor shall be responsible to produce and distribute at least three Member newsletters per annum, maintain and update the Association website and Member database, and maintain and update Association social media channels including the official Facebook account.

28. Conference Chairperson

- 28.1. The Conference Chairperson, whether co-opted to the NEC or not, shall regularly inform the NEC of the progress of the conference, and shall provide the NEC with a conference report and a financial statement by 30 April following the conference.

29. Removal of office bearers

- 29.1. An office bearer shall be removed from office:
 - 29.1.1. If they resign by notice in writing to the Association; or
 - 29.1.2. If they are removed from office by the NEC or by a Special or Annual General Meeting in the event that:
 - 29.1.2.1. in the opinion of the NEC or the Members they become of unsound mind; or
 - 29.1.2.2. they engage in conduct unbecoming of an office bearer of the Association to bring it into disrepute; or
 - 29.1.2.3. they fail to fulfil the functions of their office.
- 29.2. An office bearer shall ipso facto cease to be such and shall be deemed to have been disqualified from being an office bearer if:
 - 29.2.1. they absent themselves from the meetings of the NEC or REC for three meetings in a year, unless the NEC shall decide otherwise; or
 - 29.2.2. they have an interest or participate in the profits in any contract with the Association; unless they have in advance declared the nature of their interests to the NEC; or
 - 29.2.3. they are disqualified from holding the office of an office bearer or company director in terms of any law applicable in the Republic.

MEETINGS OF THE ASSOCIATION

30. Meetings of the Association

- 30.1. A meeting of the Association may be either an Annual General Meeting, **Regional General Meeting** or a Special Meeting.
- 30.2. Notice of meetings shall be sent to Members not less than 30 days before such meeting.
- 30.3. A quorum for Meetings shall be more than one third of Members.
- 30.4. All meetings of shall be presided over by the Chairperson **and in the case of regional meetings by the Regional Chairperson.**
- 30.5. In the absence of the Chairperson **or Regional Chairperson** meetings shall be presided over by the Vice-Chairperson **or Regional Vice-Chairperson** or in their absence by the Treasurer **or Regional Treasurer.**
- 30.6. In the event of the persons referred to above being absent from the meeting, the meeting shall elect its own presiding officer.

31. Voting

- 31.1. Only **Ordinary** Members may vote at a Meeting of the Association.
- 31.2. Voting shall be by show of hands or by ballot if the meeting so decides and there shall be one vote per Member institution.
- 31.3. Subject to clause 38 motions shall be decided by simple majority of Members present and voting. **The Chairperson or Regional Chairperson shall not have an additional casting vote.**

32. Electronic attendance and voting

- 32.1. **The NEC may set up an electronic attendance and voting system, and the results of votes whether in person or by electronic means shall be a resolution of the NEC or the Members.**

33. Proxies at meetings

- 33.1. **Members unable to be represented at any meeting may give their proxy to a representative of any other Member who is attending, or to the chairperson of the meeting.**
- 33.2. **Proxy forms shall be in writing, signed on behalf of the Member and in such form as is approved or accepted by the NEC.**
- 33.3. **Any proxy form for use at any meeting shall:**
 - 33.3.1. **be received by the Secretary not less than forty-eight hours (excluding weekends and public holidays) before the time of the meeting or the resumption of an adjourned meeting;**
- 33.4. **A vote cast or act done in accordance with the terms of a proxy form shall be valid notwithstanding:**
 - 33.4.1. **the previous death, insanity or other legal disability of the person appointing the proxy; or**
 - 33.4.2. **the revocation of the proxy unless a notice shall have been received by the Secretary or by the Chairperson of the meeting before the commencement of the meeting.**

DISCIPLINARY PROCEEDINGS

34. The objectives of disciplinary proceedings are to:
 - 34.1.1. **address instances of unacceptable conduct by Members or office bearers;**

34.1.2. effectively manage conflict in the Association;

34.1.3. ensure that before disciplinary steps are taken:

34.1.3.1. a Member or office bearer has a reasonable opportunity to state their case; and

34.1.3.2. all relevant circumstances are fully, fairly and objectively considered.

35. Process to remove an office bearer or Member

35.1. In the event of any Member or office bearer being, in the opinion of the NEC, in breach of this Constitution or any rules framed thereunder the NEC may take disciplinary proceedings against the Member or office bearer as follows:

35.1.1. The NEC shall convene a hearing to present the Association's concerns and afford the Member or office bearer an opportunity to present their case;

35.1.2. The NEC shall give notice of the hearing in writing to the Member or office bearer, which notice shall:

35.1.2.1. advise the Member or office bearer of the Association's concerns;

35.1.2.2. specify a date of the hearing which shall be not less than twenty-one (21) days after the date of dispatch of the notice to the Member or office bearer;

35.1.2.3. invite the Member or office bearer to submit to the Chairman, within 14 days of receipt of the notice, acknowledgement of the invitation and written representations. On receipt of any representation the NEC may withdraw the complaint in writing, failing which the hearing will proceed.

35.1.3. In cases which reasonably warrant such action the NEC may immediately suspend the Member or office bearer pending the notice and hearing.

35.2. Within seven days after the hearing the NEC may impose a sanction upon the Member or office bearer, including:

35.2.1.1. suspend the Member or office bearer from participation in Association activities for a period as it may deem fit, not exceeding 12 months;

35.2.1.2. expel the Member;

35.2.1.3. remove the office bearer from office.

35.3. The NEC shall within 10 days of the hearing give notice to the Member or office bearer of the outcome of the hearing. If it is necessary in the circumstances and in the interests of the Association and the Members to do so the Board shall have the right, but not the obligation, to publish details of the complaint and action taken and the name of the Member or office bearer.

36. Appeals

36.1. A Member or office bearer who has been sanctioned in terms of clause 34 above shall have the right of appeal to an Appeal Committee.

36.2. The Member or office bearer shall exercise the right to appeal by notifying the Secretary within 14 days of being notified of their removal.

36.3. The NEC shall in its sole discretion appoint the Appeal Committee, which shall comprise two office bearers plus one Member representative.

36.4. An appellant in any appeal proceeding:

36.4.1. may be assisted by a representative of any Member of the Association;

36.4.2. shall not have the right of legal representation, but may request such representation. The Appeal Committee shall consider such request considering the complexity and potential consequences of the matter. if an appellant is allowed to have legal representation the Appeal Committee shall also have the right to legal representation.

36.5. The decision of the Appeal Committee shall be final.

CONSTITUTION

37. Constitution

37.1. The Secretary shall keep a copy of the Constitution in its most up to date form.

37.2. The Secretary shall make a copy of the amended Constitution available to each Member.

38. Amendments to the Constitution

38.1. Proposed amendments shall be submitted to RECs by duly appointed Member representatives.

38.2. After deliberation by the REC, proposed amendments shall be submitted to the Secretary and considered at a Meeting of the Association.

38.3. Any amendment proposed by the NEC or brought directly to the NEC may be considered by the NEC at its sole discretion, and if approved submitted for consideration at a Meeting of the Association.

38.4. An amendment to the Constitution may only be effected at a Special Meeting or Annual General Meeting, or in terms of a valid decision taken at such meeting.

38.5. Notice of proposed amendments must be in the hands of the Secretary at least 30 days prior to such meeting.

38.6. The Secretary shall give all Members at least 30 days written notice of any proposed amendment.

38.7. An amendment to the Constitution shall be valid if at least two thirds of all eligible Members present vote in favour thereof.

38.8. Any amendment duly passed shall be of immediate effect.

39. Language

39.1. The Association should preferably be addressed in English.

39.2. Papers at the Conference shall be delivered in English or, if not possible, a full translation of the paper in English shall be available at the time of the presentation, at the expense of the speaker.

39.3. The minutes of Annual General Meetings shall be circulated by the Secretary to Members in English.

40. Dissolution

40.1. The Association may be dissolved, deregistered or wound up if at least two-thirds of eligible Members present at a Meeting convened for that purpose vote in favour thereof.

40.2. Upon its winding-up, deregistration or dissolution the assets of the Association remaining after the satisfaction of all its liabilities shall be given or transferred to another non-profit organisation having similar objectives, to be determined by the Members at or before the time of its dissolution or failing such determination by the court, provided that in any event such other organisation shall be a non profit or public benefit organisation within the Republic of South Africa which, if the Association is exempt from tax, are themselves exempt from tax.

ENDS