

COMPANIES ACT, 2008

MEMORANDUM OF INCOPORATION

OF A NON PROFIT COMPANY with members

NAME OF COMPANY:

THE SOUTH AFRICAN HEART ASSOCIATION NPC

REGISTRATION NUMBER: 2015/378385/08

OBJECTIVES :

- 1. To promote and develop the life sciences pertaining to the cardiovascular system in health and disease.**
- 2. To promote good fellowship among those involved in the treatment of patients with cardiovascular disease or with research interests involving the cardiovascular system.**
- 3. To represent, promote and protect the professional interests of cardiologists and cardiac surgeons**
- 4. To promote public welfare by education directed towards the prevention and treatment of diseases of the cardiovascular system**
- 5. To take an active role in establishing and maintaining standards for quality cardiovascular health care delivery.**

Memorandum of Incorporation of

The South African Heart Association NPC

which is referred to in the rest of this Memorandum of Incorporation as the “Company”.

The Company is a Non Profit company with members.

In this Memorandum of Incorporation—

- (a) a reference to a section by number refers to the corresponding section of the Companies Act, 2008; and
- (b) words that are defined in the Companies Act, 2008 bear the same meaning in this Memorandum as in that Act;
- (c) a member mentioned in this Memorandum of Incorporation means a member in good standing as defined in article 3 below

Article 1 – Incorporation and Nature of the Company

1.1 Incorporation

- 1.1.1 The Company is incorporated as a Non Profit company, as defined in the Companies Act, 2008.
- 1.1.2 The Company is incorporated in accordance with, and governed by—
 - 1.1.2.1 the unalterable provisions of the Companies Act, 2008 that are applicable to Non Profit companies;
 - 1.1.2.2 the alterable provisions of the Companies Act, 2008 that are applicable to Non Profit companies, subject to any limitation, extension, variation or substitution set out in this Memorandum;
 - 1.1.2.3 the applicable provisions of Schedule 1 of the Companies Act 2008; and
 - 1.1.2.4 the provisions of this Memorandum of Incorporation.

1.2 Objects and Powers of the Company

The Objects of the Company are as set out on the cover sheet and, except to the extent necessarily implied by the stated objects, the purposes and powers of the Company are not subject to any restriction, limitation or qualification (section 19 (1)(b)(ii))

1.3 Memorandum of Incorporation and Company rules

- 1.3.1 This Memorandum of Incorporation of the Company may be altered or amended only in the manner set out in section 16, 17 or 152 (6) (b).
- 1.3.2 The Company undertake to inform the South African Revenue Services of any changes made to this Memorandum of Incorporation
- 1.3.2 The Company's Board of Directors may make rules if needed (section 15 (3) to(5))
- 1.3.3 The Board must publish any rules made in terms of section 15 (3) to (5) by delivering a copy of those rules to each director by ordinary mail.
- 1.3.4 The Company must publish a notice of any alteration of the Memorandum of Incorporation or the Rules, made in terms of section 17 (1) by delivering a copy of those rules to each director by ordinary mail.

1.4 Optional provisions of Companies Act, 2008 do not apply

The Company does not elect, in terms of section 34 (2), to comply voluntarily with the provisions of Chapter 3 of the Companies Act, 2008.

Article 2 – Members

- 2.1 A register of members will be kept by the company as envisaged by section 24(4)(a)
- 2.2 There shall be four classes of membership:
 - 2.2.1. Ordinary members** shall be cardiologists, specialist physicians and cardiovascular surgeons whose professional interest is the treatment and study of cardiovascular disease or research in this or allied fields.
 - 2.2.1.1 Candidates for Ordinary Membership shall be proposed by two ordinary members in good standing. Membership application and proposals shall be submitted via the SA Heart online portal. The Board may approve such proposals
 - 2.2.1.2 Only ordinary Members in good standing as defined in Article 3 below shall be entitled to vote and / or hold office in the Company
 - 2.2.2 Associate members** shall be other medical practitioners, technologists, nurses and other health professionals who share the objectives of the Company. Requests for Associate Membership to be sent to the SA Heart Office via the online portal
 - 2.2.3 Honorary members** shall be persons of distinction in medicine, who have contributed to the advancement of knowledge in the cardiovascular field, or others who have rendered special service to the Company.
 - 2.2.3.1 Honorary Membership may be recommended to the Board by 5 ordinary members

2.2.3.2 The Board, after due consideration, may nominate a person so recommended for Honorary Membership and request that the nomination be ratified by the next General Assembly.

2.2.4 International members shall be cardiologists, specialist physicians, cardiovascular surgeons and other healthcare professionals whose interest is the treatment and study of cardiovascular disease or research in this or allied fields, who are not resident in the Republic of South Africa. International members shall not be entitled to vote or hold office in the Company. International members shall be categorized Full International Members or Associate International Members with the same distinctions as for local members.

2.3 Termination of membership:

2.3.1 Every member shall remain a member until his membership is terminated either by his resignation in writing to the Board or by decision of the Board.

2.3.2 Membership may be suspended if the member has not paid his or her membership fees in any given financial year.

2.3.3 Membership may be withdrawn from any category of member, should such member bring the company into disrepute. Such withdrawal of membership shall be at the discretion of the Board, following due representation, consideration and deliberation.

2.3.4 Membership may be reinstated, upon application to the Board, on payment of arrears and/or at the discretion of the Board.

2.4. No member may directly or indirectly have any personal or private interest in the Company other than its membership.

Article 3 – Members Rights and Meetings

3.1 A member in good standing is a member who has paid is subscriptions in terms of article 11 and has been approved by the Board in terms of 2.2.1.1 above

3.2 A member of the Company has the rights to access information as set out in section 26(1)

3.3 A member has the right to use signed proxy's as set out in section 58 and 64

3.4 a member's proxy may delegate his/her proxy's powers to another person (section 58(3)(b))

3.5 A member must deliver to the Company a copy of the instrument appointing a proxy before that proxy may exercise the member's rights at a members meeting (section 58 (3)(c))

3.6 The minimum number of days for the Company to deliver a notice of a members meeting to the members is at least 15 business days before the meeting is to begin (section 62(1))

3.7 The Company may conduct a meeting entirely by electronic communication, or to provide for participation in a meeting by electronic communication (section 63)

3.8 Members resolutions

For an ordinary resolution to be adopted at a members meeting, it must be supported by at least –

3.8.1 50% of the members who voted on the resolution (section 65 (7))

3.8.2 For a special resolution to be adopted at a members meeting, it must be supported by at least 75 % of the members who voted on the resolution (section 65(9))

A special resolution is needed for the following decisions:

- 3.8.3 Altering the Memorandum of Incorporation as per 1.3.1 above
- 3.8.4 Incurring any contractual debt above R10000 for more than 12 months
- 3.8.5 Purchasing any fixed property
- 3.8.6 Signing any guarantee on behalf of the Company
- 3.8.7 Signing any lease for longer than 12 months

Article 4 – Organisation

The company shall consist of:

- 4.1 The National Executive (NE)
- 4.2 Board of Directors
- 4.3 The Standing Committees
 - 4.3.1 Private Practice Standing committee
 - 4.3.2 Full-time Salaried Practice Standing committee
 - 4.3.3 Education standing committee
 - 4.3.4 Ethics and Guidelines Standing committee
 - 4.3.5 Other standing committees the NE may choose from time to time
- 4.4 The National Advisory Council
- 4.5 The Sub-groups
 - 4.5.1 The Regional Branches
 - 4.5.2 The Special Interest Groups

Article 5 – The Composition and function of the National Executive (NE)

- 5.1. The NE shall consist of
 - 5.1.1 National president, in turn President-Elect and Immediate past president, Vice-president, Secretary and Treasurer
 - 5.1.2 The Chairpersons of the Standing Committees.
 - 5.1.3 Person/s duly appointed by the Board to serve on an ad hoc basis where a specific need arises. Such persons must be ordinary members and shall serve for renewable periods of no less than one (1) year. Such appointments shall be subject to ratification at the first General Assembly following the appointment.
 - 5.1.4 The Editor of the Journal of South African Heart
 - 5.1.5 The chairman of the SHARE registry working group.

5.2 The National president, Vice-president, Secretary and Treasurer shall be elected for a 2-year period and may be eligible for re-election. The President-elect and immediate past president will serve one year each.

5.2.1. The National president, President-elect, Immediate Past president, Vice-president, Secretary and Treasurer may be the chairmen of any Standing Committee concurrently with the holding of their office.

5.2.2. To ensure continuity within the NE, elections shall be held annually alternating for vice president, president-elect and secretary in the one year and treasurer and committee members in the other year. The National President's election will only be done if 5.2.2.2 dictates that and this will concur in the same year as the treasurer is elected.

5.2.2.1 At the conclusion of the Vice-president's term of office, he/she may succeed to the position of president-elect if so nominated and elected by ordinary members in good standing. Members may also nominate and elect somebody else as President-elect.

5.2.2.2 Generally the President-elect will automatically proceed to the position of National President after serving as president-elect for one year. However if the President-Elect does not make him/herself available, an election for National President must be held.

5.2.3. The National president and Treasurer will serve ex-officio in the Board of Directors (section 66(4)(a)(ii))

5.2.4. The National president shall remain a member of the NE for a period of one (1) year after completion of his/her elected term of office.

5.3 The function of the NE shall be:

5.3.1 To promote the objectives of the Company in keeping with its Constitution

5.3.2 To act as the spokesperson on behalf of the Company.

5.3.3 The National President shall represent the company at home and abroad, will chair meetings of the NE, preside over the Annual General Assembly and Annual Congress of the Company.

5.3.4 The Secretary shall notify the NE of meetings and organise the venue and time thereof, notify all ordinary members of the venue and time of the General assembly, circulate nomination requests and organize ballots.

5.3.6 To give strategic guidance to the Board

5.4 The NE and the Board shall at all times abide by the articles and bylaws of the South African Medical Association.

5.5 The NE shall meet when requested by the National president or the Vice-president.

5.6 Election of the National president, Vice-president, Secretary and Treasurer

- 5.6.1. A request for nominations in accordance with point 5.2 above will be sent electronically to all Ordinary Members in good standing every year at least 40 business days before the first date of the General Assembly
- 5.6.2 Voting will be conducted by electronic ballot
- 5.6.3 Voting will commence on or after the record date (section 59), being 15 business days before the first date of the Annual Congress and will close at 12h00 noon on the day of the Annual General Meeting
- 5.6.4 A simple majority will decide the successful candidates
- 5.6.5 In the case of an equal vote the current National president will have a deciding vote
- 5.6.6 In the event of a resignation or incapacity of any of the NE members before the next election, the remaining members of the NE may make replacements to be ratified at the next General Assembly.
- 5.6.7 In the event of the company not receiving any nominations in a specific year for a post on the NE, one or more candidates may be proposed during the General Assembly and be voted for during the General Assembly by ordinary members in good standing that are present at the General Assembly, provided that a quorum (refer point 13.2.4.) is present

Article 6 – The composition and function of the Board of Directors (Board)

- 6.1 The Board consists of five members
 - 6.1.1 The National President of the NE ex-officio (section 66(4)(a)(ii))
 - 6.1.2 The Treasurer of the NE ex-officio (section 66(4)(a)(ii))
 - 6.1.3 Three members elected by the members three yearly in the same manner as 5.6 above
- 6.2. The majority of the Board must be non-executive (not full time staff member of the company)
- 6.3 A board member need not be a member of the Company.
- 6.4 Members of the NE may sit on the Board
- 6.5. The function of the Board shall be
 - 6.5.1 To fulfill the unalterable functions allocated to a director (section 66(1))
 - 6.5.2 Be responsible for the daily administration of the company
 - 6.5.3 Establish a National Central Office
 - 6.5.4 Retain services of such staff as may be required to efficiently administer the company
 - 6.5.5 To promote the objectives of the Company in keeping with the Memorandum of Incorporation

6.5.6 The treasurer shall keep the accounts, collect subscriptions, be responsible for the expenditure of the company and shall present a financial report to the General assembly.

6.5.7 To act as spokesperson on behalf of the company

6.5.8 To implement decisions made at the General Assembly

- 6.6 A meeting of the Board may be exercised by at least two Board members (Section 73(1))
- 6.7 The Board may conduct a meeting entirely by electronic communication, or to provide for participation in a meeting by electronic communication (section 73 (3))
- 6.8 The authority of the Board is not limited or restricted by this Memorandum of Incorporation.
- 6.9 The authority of the Board to determine the manner and form of providing notice of its meetings, as set out in section 73 (4) is not limited or restricted by this Memorandum of Incorporation.
- 6.10 The authority of the Board to proceed with a meeting despite a failure or defect in giving notice of the meeting, as set out in section 73 (5) is not limited or restricted by this Memorandum of Incorporation.
- 6.11 The quorum requirement for a directors meeting to begin, the voting rights at such a meeting, and the requirements for approval of a resolution at such a meeting, are as set out in section 73 (5).
- 6.12 The authority of the Board to advance expenses to a director, or indemnify a director, in respect of the defense of legal proceedings, as set out in section 78 (3) is not limited or restricted by this Memorandum of Incorporation
- 6.13 The authority of the Board to indemnify a director in respect of liability, as set out in section 78 (5) is not limited or restricted by this Memorandum of Incorporation.
- 6.14 The authority of the Board to purchase insurance to protect the Company, or a director, as set out in section 78 (6) is not limited or restricted by this Memorandum of Incorporation.
- 6.15 The Board of Directors may appoint any officers it considers necessary to better achieve the objects of the Company
- 6.16 The authority of the Company's Board of Directors to appoint committees of directors, and to delegate to any such committee any of the authority of the Board as set out in section 72 (1), or to include in any such committee persons who are not directors, as set out in section 73 (2)(a) is not limited or restricted by this Memorandum of Incorporation.
- 6.17 The authority of a committee appointed by the Company's Board, as set out in section 72 (2)(b) and (c) is not limited or restricted by this Memorandum of Incorporation.

Article 7 – Finances and Administration

- 7.1 The company will have a bank account to conduct its financial transactions
- 7.2 The company will be audited by an independent auditor. Auditors shall be nominated by the Board and approved by the General Assembly on an annual basis.
- 7.3 The financial year will run from 1 March in one year to the last day of February of the following year.
- 7.4 The treasurer may decide to invest funds that are not needed for day to day running of the company in a separate interest bearing account of the company
- 7.5 The company may not directly or indirectly distribute any of its funds or assets to any person other than in the course of furthering its objects.
- 7.6 The company shall utilise substantially the whole of its funds for the objects for which it has been established.
- 7.7 The company may not pay to any employee, office bearer, member or other person any remuneration, as defined in the Fourth Schedule of the Income Tax Act, which is excessive having regard to what is generally considered reasonable in the sector and in relation to the services rendered.
- 7.8 The company shall comply with such reporting requirements as may be determined by SARS from time to time.
- 7.9 The company will at no time knowingly become a party to, or knowingly permit itself to be used in, any part of an impermissible avoidance arrangement, contemplated in Part IIA of Chapter III of the Income Tax act, or a transaction, operation or scheme contemplated in section 103(5)
- 7.10 The funds of the company shall be derived from dues collected from each member as well as from endowments, gifts, grants and income from the Annual Congress
- 7.11 The Regional Branches and Special Interest Groups may levy a contribution from each of their members to cover their running costs.
- 7.12 The Regional Branch and Special Interest Group levies shall be collected in conjunction with the Company's Annual Subscription and distributed by the National Treasurer to the respective sub-groups at the end of the financial year.
- 7.13 Any Member of the Board or other Member acting in an official capacity on the Company's behalf will be reimbursed by the company for the time spent and for any reasonable expenses incurred in the performance of such action.
- 7.14 Every Board Member or other member of the company shall be indemnified by the company against losses and expenses incurred or any other liabilities arising out of discharge of his official duties on behalf of the company, whether this refers to a contract entered into or any act or deed that is done.

- 7.16 An annual subscription shall be payable by members of the company to provide funds for the carrying out of the work of the company. Ordinary membership shall include the right to a discounted registration fee at the Annual Congress.
- 7.17 The amount of the subscription will be determined by the Board from time to time and will be ratified at the next General Assembly.
- 7.17.1 The subscription of Associate Members shall be 15% of that of Ordinary Members.
- 7.17.2 A subscription rebate will be granted to Ordinary Members on application, at the discretion of the Board.

Article 8 – Standing Committees

- 8.1 All members of the Standing Committees shall serve in office for 2 years and shall be eligible for re-election.
- 8.2. The Standing Committees are entrenched within the organisation of the company.
- 8.2.1 Each committee will consist of at least 4 members.
- 8.2.2 The Chairman of each Standing Committee shall be elected by and from the members of such committee.
- 8.2.3 All Special interest groups are requested to nominate one of their members onto each standing committee where appropriate. As such, all Standing Committees shall at all times include at least one cardiologist and one cardiac surgeon. The cardiac surgeon to serve on the respective Standing Committees is to be nominated by the Society of Cardiothoracic Surgeons of South Africa.
- 8.2.4. The Standing Committees may include person/s duly appointed by the NE to serve on an ad hoc basis where a specific need arises. Such persons must be ordinary members of the company, and shall serve for renewable periods of no less than one (1) year. Such appointments shall be subject to ratification at the first General assembly following the appointment.
- 8.3 The Standing Committees shall comprise;
- 8.3.1 Private Practice Standing Committee
- 8.3.1.1 The responsibility of this Committee will be to attend to all matters pertaining to the professional private practice of cardiology and cardiac surgery, including negotiation regarding the coding of professional services and the remuneration thereof with any relevant organisation.
- 8.3.1.2 All members of the Private Practice Standing Committee will be members who derive the majority of their income from the conduct of private practice
- 8.3.2 Full-time Salaried Practice Standing Committee

8.3.2.1 The responsibility of this Committee will be to attend to all matters pertaining to the practice of cardiology and cardiac surgery in university and other hospitals and institutions that employ full-time salaried staff

8.3.2.2 All members of the Full-time Salaried Practice Standing Committee will be members who derive the majority of their income from a university, hospital or institution

8.3.3 Education Standing Committee

8.3.3.1 The Education Standing Committee's members shall at all times have representation from both Members in Private Practice and Members in Full-time Salaried Practice.

8.3.3.2 Heads of Cardiology Training Units form a sub-committee of the Education Standing Committee of SA Heart. The Sub-committee consists of heads (or nominated persons) of the cardiology training units in South Africa and the president of the Education Standing Committee. The Sub-committee acts as the advisory body for training in Cardiology through SA Heart.

8.3.4 Ethics and Guidelines Standing Committee

8.3.4.1 The responsibility will be to attend to all matters pertaining to ethics and guidelines for cardiology and cardiac surgery

8.3.4.2 The Ethics and Guidelines Standing Committee shall at all times have representation from both Members in Private Practice and Members in Full-time salaried Practice

8.4 Election of the Standing Committees

8.4.1 A request for nominations - above those committee members nominated and voted for in addition to those nominated to represent a SIG as per 8.2.3 - will be sent electronically to all ordinary members in good standing every second year at least 40 business days before the date of the Annual Congress (see paragraph 11.3).

8.4.2 Voting shall be conducted by electronic ballot

8.4.3 Voting shall commence 15 business days before the first date of the Annual Congress.

8.4.4 The ballot shall close at 12h00 noon on the day of the Annual General Meeting

8.4.5 Simple majority will decide the successful candidates.

8.4.6 In the event of resignation or incapacity of a member of a Standing Committee, a call for nominations for that office will be sent to all Ordinary Members in good standing within 30 calendar days, and thereafter an electronic vote will be conducted, commencing 30 calendar days after the call for nominations and completed 30 calendar days thereafter.

8.4.7 In the event of SA Heart not receiving any or sufficient nominations in a specific year for members to serve on the Standing Committees, one or more candidates may be

proposed during the General Assembly and be voted for during the General Assembly by the fully paid up ordinary members that are present at the General Assembly, provided that a quorum is present.

Article 9 – Affiliations

- 9.1 The Company will be a working group of The *South African Medical Association* (hereinafter called “SAMA”)The National Secretary will furnish a list of office-bearers and a complete list of members of the Association to the Secretary General of SAMA annually.
- 9.2 The Company will be a member of: 6.2.1 The *World Heart Foundation* (previously The International Society and Federation of Cardiology). 6.2.2. *The European Society of Cardiology* (affiliate membership) and a member of the Pan African Society of Cardiology, PASCAR.
- 9.3 The company will form alliances with other companies, associations and societies that share common interests and/or offer benefits to the Ordinary Members of the company. The establishment of such alliances will be left to the discretion of the Board, subject to ratification at the next General Assembly of the company.
- 9.4 Official publications of the company serve as an important medium to share new information with members and to highlight our research output nationally and internationally. The company undertakes to ensure that an official publication or publications are produced.
- 9.5 Affiliation to, recognition by and membership of other similar organisations may be sought. Such affiliation, recognition or membership shall require the approval of a 60% majority vote of Ordinary Members in good standing present at a General Assembly or responders in an electronic vote provided that a response is received from at least 25 members.
- 9.6 The company may not have a share or other interest in any business, profession or occupation which is carried on by its members.

Article 10 – Action of the company

- 10.1 The Company may take such action as may be deemed necessary in matters affecting the legitimate interests of its members and the objectives of the company; provided that the South African Medical Association as a whole be not involved or pledged to any action and that any action contemplated by the company be in conformity with the policy of SAMA in force at that time.
- 10.2 Should the company refer any matter affecting the interests of its members to the National Council of SAMA for action, it shall take no further independent action unless requested to do so by the National Council.

Article 11 – Regional branches and special interest groups

- 11.1 The Regional Branches and Special Interest Groups shall be designated Sub-groups of the company
- 11.2 All members of Sub-groups shall be Members of the company.
- 11.3 Every Special Interest Group are encouraged to nominate one of their members onto each Standing committee where appropriate
- 11.4 Ordinary Members may make application for formation of a Sub-group to the NE.
- 11.5 A viable number of Ordinary Members (in the opinion of the NE) must support the application.
- 11.6 The NE may decide upon the formation of such a Sub-group, guided by the best interests of the company
- 11.7 The decision of the NE shall be ratified by a majority vote at the next meeting of the General Assembly.
- 11.8 Sub-groups shall be allowed powers of independent action provided that such action is not in conflict with the general policy and rules of the company.
 - 11.8.1 Each Sub-group shall have a Committee, elected by Ordinary Members of the Sub-group
 - 11.8.2 Such Committee shall consist of a Chairman, Secretary and Treasurer and as many other members as deemed necessary by the Sub-group.
 - 11.8.3 Each Sub-group may hold a bank account, and may impose an additional annual "Regional Branch" or "Special Interest Group" levy upon their members.
 - 11.8.4 Each Sub-group shall hold an Annual Business Meeting for the election of office-bearers by majority vote.
 - 11.8.5 The Chairman and Treasurer of each Sub-group shall submit an annual report providing details of Activities held during the year, a Membership List and a Financial Report to the National Secretary of the company, 25 business days prior to the annual General Assembly.
 - 11.8.6 Sub-groups shall keep the Board informed of important developments in their Region or Field of Special Interest.
 - 11.8.7 Upon dissolution of any Sub-group, any funds remaining shall be transferred to the Funds of the company
 - 11.8.8 Sub-groups shall have the right to influence policies of the company within their regions or area of interest.
 - 11.8.9 The NE and Standing Committees have to consult each sub-group on issues relative to their regions or area of interest. Each sub-group shall make its

presentation on such an issue within three months from the request by the NE or Standing Committees.

11.8.10 Disagreement on such issues between a sub-group and the NE or Standing Committees shall be submitted for resolution to the National Advisory Council.

Article 12 – National Advisory Council

12.1 The National Advisory Council (hereinafter called the "Council") shall be made up of the members of the NE and the chairmen of the Regional Branches and Special Interest Groups or their deputies.

12.2 The Council will meet when so requested by the president or his deputy or at least 3 members of the Council

12.3 The function of the Council will be to advise the NE on any action in which the NE or the members have significant doubt as to the correct course of action.

12.4 Decisions of the Council achieved by a two thirds majority vote will be binding upon the NE

Article 13 – Members meetings

13.1 The Annual Congress

The Annual Congress shall be organised as set out on the Standing Operating Procedures on Congresses as approved by the Board from time to time.

13.2. The General Assembly

13.2.1 The General Assembly shall consist of all Ordinary Members of the company present, who are in good standing.

13.2.2 The General Assembly shall meet at the time of the Annual Congress.

13.2.3 Notice of the time and place of the meeting shall be circulated with the programme within 40 business days before the Annual Congress

13.2.4 A quorum for the purposes of voting on any matter, not otherwise specified in the memorandum of incorporation, shall be a minimum of 25 ordinary members in good standing.

13.2.5 Voting by signed proxy shall be permitted (section 58 and 64)

13.2.6 In the absence of a quorum, the NE shall within 24 hours convene another General Assembly at which any number of ordinary members shall constitute a quorum.

13.2.7 The General Assembly shall be chaired by the president of the NE or in his absence the Vice-president or in his absence a Deputy-president appointed from amongst the NE.

13.2.8 The procedure at the General Assembly shall be:

13.2.8.1 Notification of matters of urgency.

- 13.2.8.2 Confirmation and/or election of officials and Board members in terms of article 5.6 above
- 13.2.8.3 Confirmation of the Minutes of the last meeting
- 13.2.8.4 Matters arising from the Minutes
- 13.2.8.5 The president's Report upon the activities of the NE and the Board in the preceding year.
- 13.2.8.6 The Treasurer's Report upon the Annual Financial Statements of the company received from the auditors
- 13.2.8.7 Appointment of the Auditors of the company for the next period
- 13.2.8.8 The Secretary shall table the Annual Activity and Financial Reports of all Regional Branches and Special Interest Groups.
- 13.2.8.9 Ratification of requests from the Board for conferring of Honorary Membership
- 13.2.8.10 Ratification of the Formation of new Regional Branches or Special Interest Groups.
- 13.2.8.11 Other matters

Article 14 – Dissolution

- 14.1 Upon dissolution of the Company, its net assets must be distributed in the manner determined in accordance with Item 1(4)(b) of Schedule 2 of the Companies Act, 2008;
- 14.2 The company shall be deregistered if at any time its membership in good standing is less than 11 (eleven) members.
- 14.3 Deregistration of the company may be effected by a 75% majority vote of all ordinary members in good standing present at the final General Assembly.
- 14.4 If upon the liquidation or deregistration of the company, there remains after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the company, but shall be given or transferred to another body or bodies designated by the Members present at the final General Assembly.
In the absence of consensus, such organisation or organisations shall be a Group or Groups within SAMA or be SAMA itself.