

COMPANY RULES
OF THE
SOUTH AFRICAN SOCIETY OF PSYCHIATRISTS NPC
REGISTRATION NUMBER 2007/012757/08
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Glossary

Act	The South African Companies Act, 71 of 2008, as amended, and the Regulations enacted by the Department of Trade and Industry from time to time, in terms of the Act. Words and expressions in these Rules shall have the same meaning as in the Act, unless the context clearly indicates the contrary.
AGM	An Annual General Meeting as defined by the Act held by either the members of the Society as defined in the MOI, alternatively by the members of a Vocational, Subgroup or Special Interest Group of the Society as defined in these Rules.
Board of Directors	Elected by the Members in terms of the MOI and further defined in Paragraph 6 of these Rules.
Company	The South African Society of Psychiatrists NPC, a non-profit company regulated by the Act, with registration number 2007/012757/08. The Society is a member of the World Psychiatric Association and is committed to the declaration of Madrid.
Convener	The Coordinator or Chair of a Vocational, Subgroup or Special Interest Group of the Society as defined in these Rules.
Co-option	Where members of a committee or group vote to fill a vacancy on that committee or group, that member shall enjoy all the rights and responsibilities of a member of the committee or group, provided that (a) such member is a full SASOP member as defined in the MOI, (b) that member cannot be elected as Chairperson of any such committee or group and (c) that member cannot represent the committee or group concerned at National Council.
Madrid Declaration on Ethical Standards for Psychiatric Practice	Approved by the General Assembly of the World Psychiatric Association in Madrid, Spain, on August 25, 1996, and enhanced by the WPA General Assemblies in Hamburg, Germany on August 8, 1999, in Yokohama, Japan, on August 26, 2002, in Cairo, Egypt, on September 12, 2005, and in Buenos Aires, Argentina, on September 21, 2011.
Director	A member of the Board as contemplated in section 66 of the Act, or an alternate Director, and includes any person occupying the position of a Director or alternate Director, by whatever name designated.

Division	A duly constituted group of SASOP members committed to the Society’s objectives and activities in terms of a specific function in the Advisory Committee as defined in par 3.1 of these Rules.
EGM	An Extraordinary General Meeting as defined by the Act, excluding an Annual General Meeting, held by either the members of the Society as defined in the MOI, alternatively by the members of a Vocational, Subgroup or Special Interest Group of the Society as defined in these Rules.
Full members	All members eligible to vote as set out in Section 2.5 of the MOI.
General Manager	Salaried official of the Society with the duties and powers set out in Par 5 (General Provisions) of these Rules.
General Meeting	A General Meeting as defined by the Act, including an Annual General Meeting and an Extraordinary General Meeting, held by either the members of the Society as defined in the MOI, alternatively by the members of a Vocational, Subgroup or Special Interest Group of the Society as defined in these Rules.
Member	A full, expatriate or honorary member of the Society as indicated in Section 2.5 of the MOI.
Membership	Membership of the Society shall be open to all psychiatrists in the South African health sector, registered with the Health Professions Council of South Africa, who accept the aims and objectives of the Society, as referred to in Section 2.5 of the MOI
MOI	Memorandum of Incorporation of the Society, duly adopted on an Annual General Meeting dated 31 August 2013, registered with the CIPC on 13 th February 2014
SAMA National Council	The National Council of the Association as described in Article 4 of the SAMA MOI and Part A of the SAMA Rules. SASOP is afforded a SAMA National Councilor seat as one of the 15 Speciality Groups through the SAMA Specialist Private Practice Committee (SPPC)
Non-voting member	Member as defined in Section 2.5 of the MOI
Ordinary majority	An ordinary majority as defined in the Act, thus 50% plus 1, regarding all ordinary resolutions

Observer	An individual who is invited to attend meetings of the Society but has no right to participate in debates or discussions and has no right to vote on any issue to be decided by the Society
Poll	A vote by secret ballot as defined in these Rules, with reference to National Council Meetings and General Meetings.
President	Elected by Members as President of the Society for an office term of two years, as described in Par 6 of these Rules.
President-Elect	Elected by Members after prior AGM and awaiting commencement of office term at ensuring AGM, as described in Par 6 of these Rules.
PsychMG	The Psychiatry Management Group (PsychMG) is a separately registered limited company and has been established to function as a business entity dedicated to specifically serve the interests of psychiatrists in the private sector. PsychMG and SASOP has entered into a service level agreement to act as the official and sole agent of SASOP regarding matters that affect the collective interests of psychiatrists in private practice through PsychMG's membership and affiliation with the South African Private Practitioners Forum (SAPPF)
Quorum	Regarding special resolutions and general resolutions at an AGM or EGM a voting quorum requirement as set out in Section 4.6 of the MOI and quorum requisites as set out in these Rules
Registered office	The registered office of the Society as indicated on the founding documentation of the Society filed in terms of the Company's and Intellectual Property Commission (CIPC) regulations
Representative	A representative of a Vocational, Subgroup or Special Interest Group Committee Member as described in these Rules.
Rules	These Rules of the company, as adopted from time to time.
SAJP	The South African Journal of Psychiatry, published under the auspices of the Company by the Company's or SAMA's subsidiary company Health and Medical Publishing Group (HMPG).

SAMA	The South African Medical Association NPC, a non-profit company regulated by the Act, with registration number 1927/000136/08.
SAMA Trade Union	The South African Medical Association Trade Union duly constituted and registered in terms of the Labour Relations Act.
SAMA Trade Union Subcommittees	Previously known as SAMA “Special Interest Groups”, these are internally formed groups of SAMA comprising Trade Union members, representing a specific interest or according to a specific employment held within the SAMA Trade Union cadre. These include the Junior Doctors’ Association of SA (JUDASA), SA Registrar Association (SARA), Senior Hospital Doctors’ Association of SA (SEHDASA) and the Academic Doctors’ Association of SA (ADASA)
SASOP Public Sector Vocational Group	All registered psychiatrists qualifying to be SASOP members as defined in Sections 2.5 and 5.5 of its MOI, and par 2.2.1 of these Rules, including those who are employed by the national or provincial departments of health, other departments of the State, or any state or para-statal organ or agency, including those appointed jointly by universities and the State; and those employed by the South African National Defence Force, thus incorporating those subject to public law and those covered by industry or company-wide collective agreements by virtue of their employment, shall be regarded as part of the SASOP Public Sector Vocational Group for the purposes of these Company Rules.
SASOP Private Sector Vocational Group	All psychiatrists who practise in the private health care sector as defined in Sections 2.5 and 5.5 of its MOI, and par 2.2.2 of these Rules. (See PsychMG)
SAPPF	The South African Private Practitioners Forum (SAPPF) is a non-profit body constituted to uphold and promote the practice and professional interests of medical specialists in the South African private healthcare sector.
Speciality Group (SAMA)	Group affiliated to SAMA consisting of doctors belonging to an accredited Speciality discipline within the medical profession, further defined in Part C of the SAMA Rules, provided that at all times the membership of a Speciality Group shall consist of at least a majority of Full Members of the SAMA.
Special Interest Group	A duly constituted group of SASOP members committed to

(SASOP)	the Company's objectives and activities in terms of specific areas of interest in Psychiatry or sub Speciality as defined in in Section 5.5 of its MOI and par 4.2 of these Rules.
Subgroup	A duly constituted regional group of the Company, comprising a geographical grouping of members, as defined in Section 5.5 of its MOI and par 4.1 of these Rules.
Subgroup Executive Committee	Elected by the members of a Subgroup in terms of Par 6 of these Rules.
Subgroup Executive Committee Member	A member designated as such in terms of Par 6 of these Rules.
Subgroup/ SIG/ Vocational Group Rules	Standard body of rules and regulations applicable to subsidiary groups, which are not in conflict with the MOI and Rules of the Company, compiled for purposes of effective operational management.
Task Team	A duly constituted group of SASOP members committed to the Company's objectives and activities in terms of a specific task in the Advisory Committee as defined in Section 5.5 of its MOI and par 3.2 of these Rules.
Term	The term of office for which office bearers are elected as provided for in the MOI and these Rules.
Vocational Group	A duly constituted group of SASOP members committed to the Company's objectives and activities in terms of their vocational area of work either in the public or private sector Advisory Committee as defined in Section 5.5 of its MOI, par 2.2.1 and par 2.2.2 of these Rules.
Voting member	Member of the Company as defined in Section 2.5 of the MOI.
WPA	The World Psychiatric Association (WPA) is an association of national psychiatric societies aimed to increase knowledge and skills necessary for work in the field of mental health and the care of the mentally ill.

1. **SASOP MOI REGARDING COMPANY RULES**

- According to Section 2.3 of the Company’s MOI, the Board of the Company shall have the power to make, amend or repeal rules, which shall be binding on the Company and all the Members, with respect to the following:
 - the furtherance and promotion of any of the objects of the Company and/or for the better management of the affairs of the Company and/or for the advancement of the interest of Members;
- Such rules must be adopted in terms of the procedures in section 15(3) to (5) of the Act if they are Rules relating to the “governance” of the Company as contemplated in those sections, will be duly adopted by a resolution of the Board.
- In order to enforce any of the rules made by the Board in terms hereof and for the repayment of any debt due to the Company, the Board may, subject to any restriction imposed, or direction given at the first and subsequent general meetings of the Company:
 - give notice to the Member concerned requiring him to remedy any breach thereof or make payment within such reasonable period as the Board may determine; and/or
 - take or cause to be taken such steps (including legal proceedings) as the Board may consider necessary to remedy the breach of the Rule of which the Member may be guilty or recover the debt, and debit the cost of so doing to the Member concerned, which amount shall be deemed to be a debt owing by the Member to the Company provided that the Board shall at all times act reasonably; and/or
- The Board must publish rules by delivering a copy to each director and each Member;
- The Board must publish any Rules made in terms of section 15(3) to (5) of the Act in accordance with the requirements set out in the clauses above.
- The Company must publish a notice of any alteration of the Memorandum or the Rules, made in terms of section 17(1) of the Act, in accordance with the requirements set out the clause above.

1.1 **SASOP Purpose And Objectives**

- The purpose and main business of the Company are to promote, maintain and protect the honor and interests of members, the discipline of Psychiatry as a medical Speciality and to serve the community.
- The main objectives of the Company are to:
 - promote and protect the rights and interest of the members of the Company
 - foster good relationships among the members of the Company
 - promote cooperation with other associations involved in mental health
 - monitor, evaluate and advise on policies related to the delivery of clinical services and the protection of patients' rights
 - promote research appropriate to Psychiatry in South Africa
 - promote appropriate training and evaluation of standards of undergraduate and postgraduate students in Psychiatry
 - promote continuing education in Psychiatry
 - maintain standards in Psychiatry by peer review
 - promote and uphold the principles of human rights, dignity and ethics in the practice of Psychiatry

- oppose unfair discrimination in the field of Psychiatry
- promote the de-stigmatization of Psychiatry and increase the awareness of mental illness.
- promote the academic status of Psychiatry as one of major clinical disciplines in all schools of clinical medicine in the different South African universities, in collaboration with the different appointed heads of academic departments
- achieve a healthy, sustainable financial position for SASOP
- ensure the future long term development of the SASOP by growing its membership
- act as a lobby group to further the interest of the discipline of Psychiatry in both the public and private sector

2. SASOP BOARD OF DIRECTORS

2.1 Elected officials

According to Section 5.1 of the MOI, the Board of the Company comprises of 7 directors, each of whom is to be appointed in the manner set out in clause 5.1.2 of the MOI.

- Directors shall be the persons who are properly appointed at the date of the approval of Company's MOI by the Members in an AGM, consisting of
 - the President
 - the President Elect (vice President)
 - the Past President
 - the Honorary Secretary
 - the Honorary Treasurer
 - the Conveners of the two Vocational Groups (Private Sector Group and Public Sector Group)
- The general direction and control of the policy and affairs of the Company shall be vested in the Board of Directors.
- Directors shall remain in office until the end of the AGM of the Company, where elections took place; with the new Board taking over immediately at end of AGM.
- All Directors shall be elected, for a two-year term, after being nominated in writing and accepting the nomination in writing, during the (biennial) AGM of the Company in accordance with the process referred to in paragraph 7.1 of these Rules.
- Subject to the provisions of the Act and the Memorandum of Incorporation, the Board shall serve as the equivalent of the board of directors of an ordinary company.
- Board of Directors can co-opt a member(s) when required but these members will hold no voting powers, for example the Treasurer-Elect and the Secretary-elect.

2.2 Vocational Groups

The aim of Vocational Groups will be to coordinate activities according to the Company's purpose and main business in terms of their particular sector of employment being the private, public and/or academic sector. Such Vocational Groups may have additional Rules, which is not in conflict with the MOI and Rules of the Company.

2.2.1 SASOP Public Sector Group

The SASOP Public Sector Group consists of all registered psychiatrists qualifying to be SASOP Members (as defined in clause 2.5.2 of the MOI) who are employed by the national or provincial

departments of health, other departments of the State, or any state or para-statal organ or agency, including those appointed jointly by universities and the State; and those employed by the South African National Defence Force, thus incorporating those subject to public law and those covered by industry or company-wide collective agreements by virtue of their employment, shall be regarded as part of the SASOP Public Sector Vocational Group for the purposes of these Rules.

Registrars, according to clause 2.5.2.3 of the MOI, will be (non-voting) associate members of the SASOP Public Sector Vocational Group

2.2.1.1 **National SASOP Public Sector Committee**

- The National SASOP Public Sector Committee shall consist of –
 - regional SASOP Public Sector Representatives from each Subgroup
 - a national Convener who will be elected for a two-year term of office by a National SASOP Public Sector Committee AGM, as well as
 - a Secretary and
 - a Treasurer
- As the National SASOP Public Sector Committee Convener will also serve as a Director on the Board, he/she shall in addition be nominated for this position and accepting the nomination in writing, with voting taking place during an AGM of the Company in accordance with paragraph 2.1 of these Rules and clause 5.1 of the MOI.
- The National SASOP Public Sector Committee and Convener, involving the different regional Public Sector Committees, shall develop relevant position statements and related projects with actions plans, budgets and outcome assessments in terms of which the progress with such geographically or special interest based projects can be monitored.
- The National SASOP Public Sector Committee and Convener, involving the different regional Public Sector Committees, shall develop relevant content to include in the Company's internal and external information and communication processes, using different vehicles, such as the website, Headline newsletter, the SAJP, and various social media applications as appropriate.
- The National SASOP Public Sector Committee shall submit to the Board of Directors four-monthly reports and at request of the Board in respect of its activities and financial standing.
- SASOP is also afforded one councilor seat on the SAMA National Council as one of the 15 Speciality Groups through the SAMA Specialist Private Practice Committee (SPPC) and will usually be represented by the national SASOP Public Sector Group Convener.
- ADASA is one of the SAMA Trade Union groups. According to its constitution the ADASA National Committee of SAMA shall hold office for a consecutive period of three (3) years and shall consist of a member from each of the medical faculties in South Africa, as well as a member from each of the different affiliated Speciality Groups, including SASOP, as elected by popular vote at each of their respective ADASA structures. The SASOP Public Sector Group, through duly elected joint appointed members in good standing as (senior) academics, should engage actively on a regional and national basis with this SAMA Trade Union structure to ensure adequate representation of SASOP members in the academic sector.

2.2.1.2 **Regional SASOP Public Sector Committees**

- Regional SASOP Public Sector Committees will be constituted in each Subgroup, representing each unit or service in the defined region. From the group of unit or service representatives, a regional Representative shall be elected by this Committee, who will represent the Subgroup on the National SASOP Public Sector Committee.
- Regional SASOP Public Sector Committees SASOP shall also elect a regional Secretary and Treasurer
- As required, such unit of service representatives should also take on the role as SAMA Trade Union shop steward representative, for example, in psychiatric hospitals where the state employed doctors are mostly psychiatrists or psychiatric registrars.

2.2.2 **SASOP Private Sector Group (or “P3” – Psychiatrists in Private Practice)**

The SASOP Private Sector Group consists of all registered psychiatrists qualifying to be SASOP Members (as defined in clause 2.5.2 of the MOI) who practise in the private health care sector (See PsychMG).

2.2.2.1 **National SASOP Private Sector Group**

- The National SASOP Private Sector Group (P3) will operate according to the service level agreement that exists between SASOP and PsychMG and SASOP, in terms of which PsychMG acts as the official and sole agent of SASOP regarding matters that affect the collective interests of psychiatrists in private practice. The Psychiatry Management Group (PsychMG) is a separately registered limited public company and has been established to function as a business entity dedicated to specifically serve the interests of psychiatrists in the private sector.
- The PsychMG will perform this function through its membership and affiliation with the South African Private Practitioners Forum (SAPPF).
- The National SASOP Private Sector Group (P3) and Convener, involving the different regional Private Sector Committees, shall develop relevant position statements and related projects with actions plans, budgets and outcome assessment in terms of which the progress with such geographically or special interest based projects can be monitored.
- The National SASOP Private Sector Group (P3) and Convener, involving the different regional Private Sector Committees, shall develop relevant content to include in the Company’s internal and external information and communication processes, using different vehicles, such as the website, Headline newsletter, the SAJP, and various social media applications as appropriate.
- The National SASOP Private Sector Group (P3) shall submit to the Board of Directors four-monthly reports and at request of the Board in respect of its activities and financial standing.

2.2.2.2 **Regional SASOP Private Sector Committees**

- Regional structures and activities must be arranged on a Subgroup level according to the service level agreement between SASOP and PsychMG.

3. SASOP ADVISORY COMMITTEE

The Advisory Committee shall consist of the Board of Directors, as well as:

- Conveners of all Divisions; and
- Conveners of all Task Teams.

The Advisory Committee, excluding the members of the Board of Directors, shall be appointed ex officio, without voting powers to advise the Board of Directors on the sound administration of the affairs of the Company, in an advisory capacity only and to report back on their respective portfolios.

3.1 SASOP Divisions

- The Board of Directors may create Divisions and allocate specific areas of responsibility to such Divisions as set out in Schedule 1 of these Rules.
- Conveners will be appointed/co-opted by the Board.
- Divisional committees and subcommittees may be constituted to effectively perform the allocated divisional functions.
- The Divisions and Conveners shall develop relevant position statements and related projects with actions plans, budgets and outcome assessment in terms of which the progress with such geographically or special interest based projects can be monitored.
- The Divisions and Conveners shall develop relevant content to include in the Company's internal and external information and communication processes, using different vehicles, such as the website, Headline newsletter, the SAJP, and various social media applications as appropriate.
- The Divisions and Conveners shall submit to the Board of Directors four-monthly reports and at request of the Board in respect of its activities and financial standing.
- Divisions may include:
 - (1) **Subgroup Division** - To coordinate activities according to the Company's purpose and main business in the different Subgroups in Eastern Cape, Free State, KwaZulu-Natal, Limpopo, Northern-Gauteng, Southern-Gauteng and Western Cape
 - The President shall convene this Division with Subgroup Conveners as members of a Divisional Committee
 - Subcommittees shall consist of Subgroup Secretaries and Treasurers, convened respectively by the national Honorary Secretary and the national Honorary Treasurer
 - (2) **Special Interest Group (SIG) Division** - To coordinate activities according to the Company's purpose and main business in different clusters of interest areas or sub Speciality areas:
 - **Biological Cluster** (including SIG Subcommittees on Biological Psychiatry, Clinical Trials, HIV & Neuropsychiatry, Cellular & Molecular Medicine and Pain)
 - **Child and Adolescent Psychiatry**
 - **Old Age Psychiatry**
 - **Forensic Psychiatry**

- **Psycho-Social-Spiritual Cluster** (including SIG Subcommittees on Philosophy of Psychiatry, Social Psychiatry, Psychotherapy, Substance Use and Addiction; and Spirituality and Psychiatry)
- (3) **Education and Training Division** – To coordinate activities according to the Company’s purpose and main business with the College of Psychiatrists of the Colleges of Medicine of South Africa (CMSA), as well as with all academic heads from the established Departments of Psychiatry.
- the President of College of Psychiatrists should *ex officio* function as the convener of this Division
 - the eight academic heads should *ex officio* function as members of the Divisional Committee
- (4) **Publications Division** - To coordinate activities according to the Company’s purpose and main business to ensure effective internal communication with Members
- Publications: e.g. SAJP, South African Psychiatry, Headline
 - Website
- (5) **Liaison Division** - To coordinate activities according to the Company’s purpose and main business to ensure effective external communication with and information to professional associations, stake holders in the public, private and academic sectors, the media, the general public, as well as users of psychiatric services
- International Relations
 - HPCSA Liaison
 - SAMA Liaison
 - Department of Health Liaison
- (6) **Scientific Meetings and Continuing Professional Development (CPD) Division** – Through the SASOP Congresses NPC to ensure the ethical sponsorship and appropriate academic programs for local all SASOP endorsed academic meetings
- National congress
 - Regional/Interest Group meetings
 - International meetings
- (7) **Ethics, Peer Review and Disability Division**
- (8) **Mentorship, Young Psychiatrists and Registrars Division**
- (9) **Advocacy and Anti-Stigma Division**

3.2 SASOP Task Teams

- The Board of Directors may establish Task Teams and allocate a specific time limited task to them and appoint the Convener and members thereof as set out in Schedule 1 of these Rules.
- Conveners will be appointed/co-opted by the Board.
- Task Team committees and subcommittees may be constituted to effectively perform the allocated tasks.

- Task Teams and Conveners shall develop relevant position statements and related projects with actions plans, budgets and outcome assessment in terms of which the progress with such geographically or special interest based projects can be monitored.
- Task Teams and Conveners shall develop relevant content to include in the Company’s internal and external information and communication processes, using different vehicles, such as the website, Headline newsletter, the SAJP, and various social media applications as appropriate.
- Task Teams and Conveners shall submit to the Board of Directors four-monthly reports and at request of the Board in respect of its activities and financial standing.
- Task Teams may include:
 - (1) **Internship Task Team**
 - (2) **Mental Health Care Act Task Team**
 - (3) **National Health Insurance Task Team**
 - (4) **Classification Task Team**
 - *ex officio* members include President of the College of Psychiatrists and academic heads of all eight Departments of Psychiatry
 - co-opted members
 - (5) **TQEML and Treatment Guidelines Task Team** – Consisting of
 - academic heads of department
 - editors of the SASOP Guidelines
 - current chair of the national TQEDL Advisory Committee for Psychiatry
 - Conveners Public and Private Sector Groups/PsychMG
 - co-opted members

4. **SASOP NATIONAL COUNCIL**

The National Council shall consist of:

- the SASOP Board of Directors,
- the SASOP Advisory Committee
- Conveners of all Subgroups
- Conveners of all Special Interest Groups

The National Council shall convene at least once per annum. The meetings of the National Council shall be held at such times and places as may be determined by the Board.

Notices of all meetings shall be forwarded to all Councilors at least twenty-one (21) intervening days before each meeting.

The President shall act as Chairperson of the National Council, but in the case of his/her absence or non-availability, the President-elect shall exercise the powers of the Chairperson.

The National Council shall advise the Board of Directors on the respective portfolios represented at the National Council. The National Council does not have any executive powers, and shall refer all matters for decisions to the Board of Directors.

4.1 SASOP Subgroups

4.1.1 Structure

- It shall be competent for the Board of Directors, subject to the approval of a General Meeting, to allow the formation of Subgroups within the Company.
- The Board of Directors shall, from time to time, demarcate the Republic of South Africa into geographic sub regions within which such Subgroups shall operate. Cognizance shall be taken of the boundaries of the nine provinces within the Republic of South Africa when demarcating the boundaries of the sub regions. It shall be the ideal of the Company to establish at least one subgroup in each province as soon as membership justifies such establishment.
- The Company shall operate in terms of such regional structures or Subgroups, each with a Subgroup Executive Committee (SEC), e.g.:
 - (1) **Eastern Cape Subgroup**
 - (2) **Free State Subgroup**
 - (3) **KwaZulu-Natal Subgroup**
 - (4) **Limpopo Subgroup**
 - (5) **Northern Gauteng Subgroup**
 - (6) **Southern Gauteng Subgroup**
 - (7) **Western Cape Subgroup**
- Such Subgroups may have additional local Rules, which are not in conflict with the MOI and Rules of the Company but as regional subsidiaries of the SASOP NPC, all governance processes and financial mechanisms must be aligned with the overall processes and mechanisms implemented by the SASOP Board.
- The **Subgroup Executive Committee (SEC)** in each Subgroup will consist of
 - Convener
 - Secretary
 - Treasurer
 - SASOP Public Sector Group Regional Representative
 - SASOP Private Sector Group Regional Representative
 - Regional Registrar Representative (non-voting associate member)
 - Any elected Board members (Directors) who are members of the Subgroup may be included as *ex officio* members
 - Local academic head(s) as *ex officio* member(s)
- SECs may choose to further co-opt members to form an extended executive committee, consisting of e.g. regional representatives of the different Special Interest Groups.
- The general direction and control of the regional policy and affairs of the Company shall be vested in the Subgroup Executive Committee, in alignment with that of the Board of Directors.
- SEC members shall remain in office until the end of the AGM of the Subgroup, where elections took place; with the new SEC taking over immediately at end of AGM.

- All SEC members shall be elected, for a two-year term, after being nominated in writing and accepting the nomination in writing, during the (biennial) AGM of the Subgroup and shall be in accordance with the process of the election of the Board of Directors referred to in par 7.1 of the Rules.
- Subgroups and Conveners shall develop relevant position statements and related projects with actions plans, budgets and outcome assessment in terms of which the progress with such geographically or special interest based projects can be monitored.
- Subgroups and Conveners shall develop relevant content to include in the Company's internal and external information and communication processes, using different vehicles, such as the website, Headline newsletter, the SAJP, and various social media applications as appropriate.
- The Subgroups shall submit to the Board of Directors four-monthly reports and at request of the Board in respect of their activities and financial standing.

4.2 SASOP Special Interest Groups (SIG)

4.2.1 Structure

4.2.1.1 National SIG Committees

- Members of the Company may as the need arises, form SIGs as set out in Schedule 1
- The Board of Directors may organize the SIGs into clusters of interest areas or sub Speciality areas and co-opt an overall Convener for such Clusters and SIGs to the National Council.
- Such SIGs may have additional Rules, which are not in conflict with the MOI and Rules of the Company, but as interest area subsidiaries of the SASOP NPC, all governance processes and financial mechanisms must be aligned with the overall processes and mechanisms implemented by the SASOP Board.
- SIGs and Conveners shall develop relevant position statements and related projects with actions plans, budgets and outcome assessment in terms of which the progress with such geographically or special interest based projects can be monitored.
- SIGs and Conveners shall develop relevant content to include in the Company's internal and external information and communication processes, using different vehicles, such as the website, Headline newsletter, the SAJP, and various social media applications as appropriate.
- SIGs and Conveners shall submit to the Board of Directors four-monthly reports and at request of the Board in respect of its activities and financial standing.
- SIGs may include:
 - (1) **Biological Cluster** (including SIG Subcommittees on Biological Psychiatry, Clinical Trials, HIV & Neuropsychiatry, Cellular & Molecular Medicine and Pain)
 - (2) **Child and Adolescent Psychiatry**
 - (3) **Old Age Psychiatry**
 - (4) **Forensic Psychiatry**

- (5) **Psycho-Social-Spiritual Cluster** (including SIG Subcommittee on Philosophy of Psychiatry, Social Psychiatry, Psychotherapy, Substance Use and Addiction; and Spirituality and Psychiatry)

- Such SIGs shall elect a **SIG Executive Committee (SIG EC)** and will consist of:
 - Convener
 - Secretary
 - Treasurer
 - Regional SIG Representative from each Subgroup

4.2.1.2 **Regional SIG Committees**

- Regional SIG Committees may be constituted in each Subgroup, representing each SIG in the defined region. From each area of interest or Speciality area, a regional SIG Representative shall be elected by these Committees, who will represent the SIG on the National SIG Executive Committee.
- Regional SIG Committees may also elect a regional secretary and treasurer when necessary

5. **GENERAL MANAGER FUNCTIONS**

The SASOP Board may appoint a part time or full time employee with the functions of a General Manager. The Board may also purchase such management functions from specialist management consultants.

Such a General Manager may ex officio, but without voting power, be co-opted to the Board, while such General Manager functions may include:

- To establish and maintain an effective organization for administering the affairs and for the carrying out of any activity of the Company and for providing administrative and managerial support to the Board, the National Council and its committees to ensure policy formulation and the implementation thereof.
- To select, employ, and retain a staff to ensure effective performance of all duties as determined by the Act, Memorandum of Incorporation, the Company Rules, the Board, the Advisory Committee and the National Council.
- To direct and administer the affairs of the Company within the framework of operating policies established by the Board, and exercise control over all matters concerning the administration and management of the Company through delegation of authority to, and review of the performance of, the staff reporting to him/her.
- To provide for the maximum utilization of the resources of the Company through sound planning, program budgeting and control, administer approved budgets, and ensure adherence to authorized expenditures.
- Within the limits of authority delegated by the Board, to exercise the full authority necessary for the effective administration and management of the Company, be responsible to the Board, report regularly to the Board on the performance of the Company, and suggest appropriate actions for consideration and adoption by the Board to strengthen the administration of the Company and its programs.
- assisting the Chief Accounting Officer, being the Honorary Treasurer, of the Company and be accountable to the Board;

- being responsible for the smooth functioning of the Company’s administration with specific reference to:
 - strategic management
 - financial management
 - human resource development and management
 - professional affairs development and management
 - organizational strategy and policy development and management
 - relationship development and management and
 - information management

6. ELECTION

Election of elected officials will take according to clause 5.1.2.3 of the MOI. All Directors shall be elected by ordinary resolution of members of the Company, and they shall remain in office for a period of two years after the date on which they were first appointed or elected, subject to clause 5.1.2.4 (and par 7.1 below). A director whose term of office has expired by effluxion of time shall be eligible for re-election.

Elections will also take place of all Subgroup Executive Committee (SEC) Members which may take place in accordance with the process of the election of the Board of Directors referred to in par 7.1.

7. MEETINGS AND PROCEDURES

Clause 4.5 of the MOI allows for the conducting of meetings by electronic communication, or to provide for participation in a meeting by electronic communication, as set out in section 63 of the Act.

Board of Directors Meetings

- Regular meetings are required according to clause 5.3 of the MOI, as well as an Annual General Meeting with members, according to clause 4 of the MOI.

National and Regional SASOP Public Sector Vocational Group Meetings

- Quarterly national and regional business meetings and a (national) annual AGM
- The Convener of the national/regional SASOP Public Sector Committee shall cause the proceedings of all meetings of the vocational group to be recorded
- These minutes shall be submitted to the succeeding meeting of the national/regional SASOP Public Sector Committee for approval and be signed by the Convener
- A copy of the minutes of such meetings shall be submitted to the BOD (Executive Committee)/national SASOP Public Sector Committee within 30 days of the date of the meeting for information and action

National and Regional SASOP Private Sector Vocational Group Meetings

- National annual AGM
- Meetings according to requirements of the PsychMG MOI

SASOP Divisions Meetings

- Quarterly routine business meetings

- The Conveners of Divisions shall cause the proceedings of all meetings of the Divisions to be recorded
- These minutes shall be submitted to the succeeding meeting of the Divisions for approval and be signed by the Convener
- A copy of the minutes of such meetings shall be submitted to the BOD within 30 days of the date of the meeting for information and action

SASOP Task Team Meetings

- Quarterly routine business meetings
- The Conveners of Task Teams shall cause the proceedings of all meetings of the Task Teams to be recorded
- These minutes shall be submitted to the succeeding meeting of the Task Teams for approval and be signed by the Convener
- A copy of the minutes of such meetings shall be submitted to the Board of Directors within 30 days of the date of the meeting for information and action

SASOP Subgroup Meetings

- Quarterly routine business meetings and an annual AGM
- The Conveners of the different SECs shall cause the proceedings of all meetings of the SECs to be recorded
- These minutes shall be submitted to the succeeding meeting of the SEC for approval and be signed by the Convener
- A copy of the minutes of such meetings shall be submitted to the Board of Directors, through the Convener of the Subgroup Division, within 30 days of the date of the meeting for information and action
- Meetings with the Convener of the Subgroup Division as required

SASOP National and Regional SIG Meetings

- Quarterly routine national and regional business meetings and an annual (national) AGM
- The national/regional Conveners of SIGs shall cause the proceedings of all meetings of the SIGs to be recorded
- These minutes shall be submitted to the succeeding meeting of the SIGs approval and be signed by the Convener
- A copy of the minutes of such national meetings shall be submitted to the Board of Directors, through the Convener of the Special Interest Group Division, or of such regional meetings to the Convener of the local Subgroup Executive Committee (SEC) within 30 days of the date of the meeting for information and action

7.1 Voting

- All members of the Board of Directors shall be elected at a (biennial) General Meeting.
- Nominations must be received by the Honorary Secretary three weeks prior to the meeting and must carry the signature of the candidate and two voting members (a proposer and seconded) and accompanied by a manifesto and CV as required. The election of the President shall be governed by the paragraph below.
- The credentials of all candidates shall be presented to the members at the meeting.
- Votes may either be cast personally or by proxy in the form set out as an example in Schedule 2 of these Rules. Proxies shall be submitted to the Honorary Secretary before the commencement of the meeting. No person shall hold more than five (5) proxies.

- Voting at General Meetings shall be by means of a show of hands or, if so requested, by the majority of members present at the voting, by secret ballot.
- The President shall hold office from the completion of business of the Annual General Meeting (AGM) to the completion of business of the AGM of two years later.
- Election process for President:
 - The President will be elected two years before taking office and will be a member of the Executive Committee as President Elect.
 - After holding office for two years the President will continue on the Executive Committee as Past President for two years.
 - Six months before the Annual General Meeting (at which there will be a change of President), the Executive Committee shall instruct the Secretariat to call for nominations for the position of President of SASOP.
 - A call for nominations will be circulated to all SASOP members.
 - Nominations are to be signed by the nominee and five SASOP members who are in good standing.
 - Nominations are to be received by the Honorary Secretary of the SASOP Board within 5 weeks of the mailing of the notice of the call for nominations. This period constitutes a deadline.
 - A date and time for closing nominations shall be stated.
 - When the list of nominations is complete each candidate shall be asked to submit a biographical note and a vision for the Presidency not exceeding 400 words.
 - If no nominations have been received during this period this period can be extended.
 - If only one nomination is received, and if contested from the floor, the procedure for voting will then be conducted according to section 68 of the Act.
 - The SASOP Secretariat will be responsible for circulating ballot papers and the supporting biographical notes to all members. An allowance for secret ballot via email will be permissible.
 - A return date for the ballot papers shall be 4 weeks after mailing.
 - Counting of votes shall be performed by an independent auditor appointed by the Executive.
 - The successful candidate for President Elect will have received the highest number of votes and at least 40% of the total votes.
 - Should this not be achieved, there should be a revote between the top 2 candidates, who attained the highest number of votes.
 - If the process of re-voting cannot be completed by the Annual General Meeting, the President Elect will be announced after that meeting via electronic communication.
 - The President Elect shall attend the meeting of SASOP Executive for 2 years before taking office.

7.2 **Proxy (clauses 3.3 – 3.6 of MOI)**

- 7.2.1 **Representation by concurrent proxies** – The right of a Member of the Company to appoint persons concurrently as proxies, as set out in section 58(3)(a) of the Act is not limited, restricted or varied by this Memorandum .
- 7.2.2 **Authority of proxy to delegate** – The authority of a Member’s proxy to delegate the proxy’s powers to another person, as set out in section 58(3)(b) of the Act is not limited or restricted by this Memorandum.
- 7.2.3 **Requirement to deliver proxy instrument to the Company** – The requirement that 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, as set out in section 58 (3)(c) of the Act is not varied by this Memorandum.
- 7.2.4 **Deliberative authority of proxy** – The authority of a Member's proxy to decide without direction from the Member whether to exercise, or abstain from exercising any voting right of the Member, as set out in section 58 of the Act is not limited or restricted by this Memorandum.
- 7.3 **Quorum (clause 4.6 of MOI)**
- 7.3.1 The quorum requirement for a Members meeting to begin, or for a matter to be considered at a meeting, is the presence, in person or by proxy, of 10% of Members who are entitled to vote at the meeting.
- 7.3.2 If the quorum requirement for a meeting to begin as set out in clause 4.6.1 of the MOI is not satisfied within one hour, subject to clause 4.6.3, after the appointed time for the meeting, the meeting shall be postponed without motion, vote or further notice for one week; if a quorum is not present when a matter is being considered, voting in respect of such matter shall be postponed to a later time in the meeting without motion or vote if there is other business on the agenda to transact, if there is no such other business, the meeting is adjourned for one week without motion, vote or notice.
- 7.3.3 The one hour period referred to in clause 4.6.2 of the MOI may be extended by the person intended to preside at the meeting for a reasonable period if exceptional circumstances affecting weather, transportation or communication have delayed the presence of members or have impeded the ability of Members to be present.
- 7.3.4 If, at the time appointed for a postponed meeting to begin, or for an adjourned meeting to resume, the quorum requirements set out in clause 4.6.1 of the MOI are not satisfied, the Members present at the meeting in person or by proxy will be deemed to constitute a quorum.
- 7.4 **Resolutions (clause 4.8 of MOI)**
- 7.4.1 For an ordinary resolution to be adopted at a Members meeting, it must be supported by more than 50% of the voting rights that were exercised on the resolution, as provided in section 65(7) of the Act.
- 7.4.2 Each Member shall have one vote, subject to clause 2.5.4 above, and further subject thereto that Associate Members, International Associate Members and Honorary Members shall not have voting powers at any meeting of Members.
- 7.4.3 For a special resolution to be adopted at a Members meeting, it must be supported by at least 75 % of the voting rights that were exercised on the resolution, as provided in section 65(9).
- 7.4.4 A special resolution adopted at a Members meeting is not required for any matter to be determined by the Company, except those matters set out in section 65(11) of the Act relating to –
- any amendment of the Company's Memorandum of Incorporation, or the ratification of a consolidated revision thereof;
 - the ratification of actions by the Company or by the directors in excess of their authority ;
 - the winding-up of the Company as contemplated in sections 80(1) and 81(1) of the Act;
 - the transfer of the registration of the Company to a foreign jurisdiction as contemplated in section 82(5) of the Act.

8. VACANCIES, DISQUALIFICATION AND DISCIPLINARY PROCEDURE

Rules with regard to Vacancy is specified by clauses 5.1.2.4 to 5.1.2.6 of the MOI, and Disqualification by clause 5.1.4

9. FINANCE

9.1 Financial year

- Unless otherwise decided at a General Meeting, the financial year of the Company shall commence on the 1st day of January and end on the 31st day of December of each and every year.

9.2 Management accounts and financial records

- The Board of Directors shall ensure that the Honorary Treasurer keeps and maintains proper and adequate management accounts and financial records so as to fairly explain the transactions and financial position of the Company, including:
 - a budget for the affairs of the Company
 - a record of assets and liabilities of the Company
 - a record of all sums of money received, expended and invested by the Company and the matters in respect of which such receipts and expenditure occurred; and
 - a register of all members of the Company and the payment by them of membership fees.

9.3 Audit

The Company shall, at the Annual General Meeting, appoint an auditor for the purpose of auditing the financial statements of the Company.

9.4 Financial reports

- The Auditor shall annually, within six months from the end of the financial year, submit to the Board of Directors his audit report on the finances of the Company and a copy of the audited financial statements.
- The Board of Directors shall, at the first succeeding General Meeting of the Company after the receipt of the auditors' report, submit a copy thereof, together with its comments thereon (if any), to such meeting for approval.
- The Honorary Treasurer shall submit to the Executive Committee quarterly reports and on request of the Board on the financial position of the Company.
- Accounting records shall be kept at the Office or at such other place or places which the Board of Directors deems fit, and shall always be available for inspection by Board Members.
- The Board of Directors shall from time to time determine whether and to what extent and at which times and places, and under which conditions, the accounting records of the Company or any portion thereof shall be available for inspection by the members of the Company who are not Board members; save as is provided, no member of the Company who is not a Board Member shall be entitled to inspect the accounting records of the Company except in so far as the Act grants such right or in so far as the Board of Directors or a General Meeting has authorised such inspection.
- The Board of Directors shall from time to time in accordance with Sections 286 and 288 of the Act, cause to be compiled annual financial statements and reports as are referred to in those sections and shall submit them to the Annual General Meeting. A copy of these

statements and reports shall be forwarded to the Registrar not less than twenty-one (21) days before the date of the meeting.

9.5 Compliance with financial provisions

- Subgroups and Special Interest Groups and/or any group affiliated with SASOP shall comply with the financial provisions of the Company.

SASOP Company Rules - Schedule 1

OFFICE BEARERS THE SOUTH AFRICAN SOCIETY OF PSYCHIATRISTS

Board of Directors
1. President
2. President-Elect
3. Past-President
4. Honorary Secretary
5. Honorary Treasurer
6. Convener Private Sector Group
7. Convener Public Sector Group
Vocational Groups
1. Private Sector Group
2. Public Sector Group
Divisions
1. Subgroup Division
2. Special Interest Group Division
3. Education and Training Division
4. Communication and Liaison Division
5. Scientific Meetings and CPD Division
6. Ethics, Peer Review and Disability Division
7. Mentorship, Young Psychiatrists and Registrars Division
Task Teams
1. Internship Task Team
2. Anti-Stigma
3. Mental Health Care Act
4. NHI
5. Classification
6. Treatment Guidelines/TQEDL
Subgroups
1. Eastern Cape
2. Free State
3. KwaZulu-Natal
4. Limpopo
5. Northern Gauteng
6. Southern Gauteng
7. Western Cape

Special Interest Groups

1. Biological Cluster and Subcommittees
 - Biological SIG; Clinical Trials SIG, HIV and Neuropsychiatry SIG; Cellular & Molecular SIG; Pain SIG
2. Child and Adolescent Psychiatry SIG
3. Old Age Psychiatry SIG
4. Forensic Psychiatry SIG
5. Psycho-Social-Spiritual Cluster and Subcommittees
 - Philosophy of Psychiatry SIG; Psychotherapy SIG; Social Psychiatry SIG; Spirituality and Psychiatry SIG; Substance Use and Addiction SIG

SASOP Company Rules - Schedule 2

**APPOINTMENT OF A PROXY FOR A SASOP AGM
THE SOUTH AFRICAN SOCIETY OF PSYCHIATRISTS**

I,

(full name), of

.....

(address), being a Full Member/Life Member of the abovementioned Society, do hereby appoint

.....

(full name), of

.....

(address), also being a Full Member of the above mentioned Society, as my proxy to vote in my name and on my behalf at the Annual General Meeting of the Society to be held on the day of SEPTEMBER 2014 and any adjournment thereof, as follows:

Resolution with reference to

.....

.....

(Give a short description of the resolution if a number has not been allocated to it in the agenda accompanying the notice of the meeting).

* Abstention * In favour of *Against

(*Indicate instruction to proxy by way of a cross at one of the options provided here).

Unless otherwise directed as indicated herein, my proxy may vote as he thinks fit.

Signed at on 20

.....

SIGNATURE