

Memorandum of Incorporation

of

SOUTH AFRICAN SOCIETY OF PSYCHIATRISTS NPC

REGISTRATION NUMBER 2007/012757/08

Referred to in this Memorandum of Incorporation as "**the Company**".

The Company is a pre-existing company as defined the Companies Act No. 71 of 2008, being a non-profit company with members, and it continues to exist as a company as if it had been incorporated in terms of the Companies Act No. 71 of 2008, with the same name and number assigned to it under the said Act.

Adoption of Memorandum of Incorporation

This Memorandum of Incorporation was adopted by a special resolution of the members of the Company.

ARTICLE 1 - Interpretation

- 1.1 In this Memorandum of Incorporation, unless the context clearly indicates a contrary intention, the following words and expressions bear the meanings assigned to them and cognate expressions bear corresponding meanings –
- 1.1.1 "**Act**" means the Companies Act, No. 71 of 2008, as amended, consolidated or re-enacted from time to time, and includes all Schedules to such Act and the Regulations, and "**section**" means a section of the Act;
- 1.1.2 "**Board**" means the board of Directors from time to time of the Company;
- 1.1.3 "**Commission**" means the Companies and Intellectual Property Commission established by section 185;

- 1.1.4 "**Company**" means the South African Society of Psychiatrists ;
- 1.1.5 "**Director**" means a member of the Board as contemplated in section 66, or an alternate Director, and includes any person occupying the position of a Director or alternate Director, by whatever name designated;
- 1.1.6 "**Electronic Communication**" has the meaning set out in section 1 of the Electronic Communications and Transactions Act, No 25 of 2002;
- 1.1.7 "**Members**" means the members of the Company from time to time, consisting of the classes set out in clause 2.5;
- 1.1.8 "**Regulations**" means the regulations published in terms of the Act from time to time;
- 1.1.9 "**Republic**" means the Republic of South Africa;
- 1.1.10 "**Rules**" means any rules made by the Board in respect of the Company from time to time as contemplated in section 15(3) to (5) of the Act and clause hereof; and
- 1.1.11 "**this/the Memorandum**" means this Memorandum of Incorporation as amended from time to time.
- 1.2 In this Memorandum, unless the context clearly indicates otherwise –
- 1.2.1 words and expressions defined in the Act and which are not defined herein shall have the meanings given to them in the Act;
- 1.2.2 a reference to a section by number refers to the corresponding section of the Act notwithstanding the renumbering of such section after the date on which the Company is incorporated;
- 1.2.3 in any instance where there is a conflict between a provision (be it expressed, implied or tacit) of this Memorandum of Incorporation and –
- 1.2.3.1 an alterable or elective provision of the Act, the provision of this Memorandum shall prevail to the extent of the conflict; and
- 1.2.3.2 an unalterable or non-elective provision of the Act, the unalterable or non-elective provision of the Act shall prevail to the extent of the

conflict;

- 1.3 clause headings are for convenience only and are not to be used in its interpretation;
- 1.4 an expression which denotes -
 - 1.4.1.1 any gender includes the other genders;
 - 1.4.1.2 a natural person includes a juristic person and *vice versa*; and
 - 1.4.1.3 the singular includes the plural and *vice versa*.
- 1.5 if the due date for performance of any obligation in terms of this Memorandum is a day which is not a business day then (unless otherwise stipulated), the due date for performance of the relevant obligation shall be the immediately succeeding business day;
- 1.6 any words or expressions defined in any clause shall, unless the application of any such word or expression is specifically limited to that clause, bear the meaning assigned to such word or expression throughout the whole of this Memorandum of Incorporation;
- 1.7 any reference to a notice shall be construed as a reference to a written notice, and shall include a notice which is transmitted electronically in a manner and form such that the notice can conveniently be printed by the recipient within a reasonable time and at a reasonable cost.
- 1.8 Any reference in this Memorandum to –
 - 1.8.1 "**days**" shall be construed as calendar days unless qualified by the word "**business**", in which instance a "**business day**" will be any day other than a Saturday, Sunday or public holiday as gazetted by the government of the Republic from time to time;
 - 1.8.2 "**law**" means any law of general application and includes the common law and any statute, constitution, decree, treaty, regulation, directive, ordinance, by-law, order or any other enactment of legislative measure of government (including local and provincial government) statutory or regulatory body which has the force of law and a reference to any statutory enactment shall be

construed as a reference to that enactment as amended or substituted from time to time;

1.8.3 **"writing"** means legible writing and in English and includes printing, typewriting, lithography or any other mechanical process, as well as any electronic communication in a manner and a form such that it can conveniently be printed by the recipient within a reasonable time and at a reasonable cost.

1.9 The words **"include"** and **"including"** mean "include without limitation" and "including without limitation". The use of the words **"include"** and **"including"** followed by a specific example or examples shall not be construed as limiting the meaning of the general wording preceding it.

1.10 Unless otherwise provided in this Memorandum or the Act, defined terms appearing herein in title case shall be given their meaning as defined, while the same terms appearing in lower case shall (except where defined in the Act) be interpreted in accordance with their plain English meaning.

1.11 Where a particular number of business days is provided for between the happening of one event and another, the number of days must be calculated by excluding the day on which the first event occurs and including the day on which or by which the second event is to occur.

1.12 Where figures are referred to in numerals and in words, and there is any conflict between the two, the words shall prevail, unless the context indicates a contrary intention.

2 **ARTICLE 2 - Incorporation and Nature of the Company**

2.1 **Incorporation**

2.1.1 The Company is incorporated as a non-profit company, as defined in the Act.

2.1.2 The Company is incorporated in accordance with, and governed by—

2.1.2.1 the unalterable provisions of the Act that are applicable to non-profit companies;

2.1.2.2 the alterable provisions of the Act that are applicable to non-profit companies, subject to any limitation, extension, variation or substitution set out in this Memorandum ; and

2.1.2.3 the provisions of this Memorandum .

2.1.3 The Company shall at all times comply with the legal requirements and / or provisions for the incorporation, existence and continuation of the Company as a legal entity.

2.2 **Objects and powers of the Company**

2.2.1 The objects of the Company are to promote, maintain and protect the honour and interests of its Members and the discipline of psychiatry as a medical speciality, and to serve the community ;

2.2.2 The Company has all the powers and capacity of an individual except to the extent that this Memorandum provides otherwise, in particular it has the power to collect membership fees from Members and to manage, administer and utilise such funds, and any other revenue that it may have from whatever source, for the attainment of the object set out in clause 2.2.1 above;

2.2.3 Subject to clauses 2.2.1. and 2.2.2 above, the Company may acquire and hold securities issued by a profit company, and may directly or indirectly, alone or with any other person, carry on any business, trade or undertaking consistent with or ancillary to its objects stated above, as contemplated in Item 1(2) of Schedule 1 to the Act.

2.2.4 The following powers are excluded from the powers of the Company (and the Board's authority is limited accordingly), as contemplated in Item 2 of Schedule 1 to the Act :-

2.2.4.1 to amalgamate or merge with, or convert to, a profit company as defined in the Act ;

2.2.4.2 to dispose of any part of its assets, undertaking or business to a profit company, other than for value, except to the extent that such a disposition of an asset occurs in the ordinary course of the activities of the Company;

2.2.4.3 to pay, directly or indirectly, any portion of its income or transfer any of its assets, regardless how the income or the asset was derived, to any person who is or was an incorporator of the Company, or who is a Member or Director, except –

- (i) as reasonable remuneration for services rendered or goods delivered to the Company ; or payment for expenses incurred to advance the objects of the Company; or
- (ii) as payment in terms of a bona fide agreement with the Company, or in respect of any other legal obligation binding on the Company; or
- (iii) as payment in respect of any other rights of that person to the extent that such rights are administered by the Company to advance the objects of the Company,

as contemplated in Item 1(3) of Schedule 1 to the Act.

2.2.5 The following provisions will apply in respect of the Directors' power to impose membership fees:

2.2.5.1 The Board may from time to time impose reasonable membership fees upon Members for the purpose of meeting expenses which the Company may have incurred, or which the Board reasonably anticipates the Company will incur in the attainment of its objects, or in the pursuit of its business. Such fees shall be payable by the Members monthly in advance, or in such other manner as the Board may decide from time to time.

2.2.5.2 The membership fees shall in particular meet all audit and accounting charges, and all management costs, but shall not be limited to these charges and costs.

2.2.5.3 In addition to such other rights as the Company may have in law as against its Members, the Board shall be empowered to determine the rate of interest from time to time chargeable on arrear membership fees, provided that such rate of interest shall not exceed the maximum prescribed interest rate in terms of the National Credit Act, 34 of 2005.

2.2.5.4 Any membership fees due by a Member shall be a debt due by him to the Company. The obligations of a Member to pay fees and interest shall cease upon his ceasing to be a Member without prejudice to the Company's right to recover arrear fees and interest. No fees or interest paid by a Member shall under any circumstances be repayable by the Company upon his ceasing to be a Member.

2.2.6 Upon dissolution of the Company, its net assets must be distributed in the manner determined in accordance with Item 1(4)(b) of Schedule 1 to the Act and the following provision:-

2.2.6.1 upon the winding up, de-registration or dissolution of the Company, the assets of the Company remaining after the satisfaction of all its liabilities shall be given or transferred to some other company, association or institution or companies, associations or institutions having objects similar to the main object of the Company, to be determined by the Members of the Company at or immediately before the time of the Company's dissolution or, failing such determination, by the South Gauteng High Court, Johannesburg.

2.3 **Memorandum of Incorporation and Company Rules**

2.3.1 This Memorandum may be altered or amended by special resolution proposed by the Board or by at least 10% of the voting Members, or an order of court, in the manner set out in sections 16, 17 or 152 (6)(b).

2.3.2 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:

2.3.2.1 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 ;

2.3.3 Such rules must be adopted in terms of the procedures in section 15(3) to (5) if they are Rules relating to the "governance" of the Company as contemplated in those sections, otherwise they may be duly adopted by a resolution of the

Board.

2.3.4 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:

2.3.4.1 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

2.3.4.2 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

2.3.5 The Board must publish rules by delivering a copy to each director and each Member;

2.3.6 The Board must publish any Rules made in terms of section 15(3) to (5) in accordance with the requirements set out in clause 2.3.5 above.

2.3.7 The Company must publish a notice of any alteration of the Memorandum or the Rules, made in terms of section 17(1), in accordance with the requirements set out in clause 2.3.5 above.

2.4 **Optional provisions of Act do not apply**

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

2.5 **Members of the Company**

2.5.1 As contemplated in Item 4 (1) of Schedule 1 to the Act, the Company is a non-profit company with Members. The Board shall ensure that proper registers of Members are maintained, reflecting full details of each Member including addresses which shall serve as the domicilium citandi et executandi of such Member, and other contact details.

2.5.2 Membership shall consist of the following classes –

2.5.2.1 Full Members being psychiatrists registered with the Health Professions Council of South Africa.

2.5.2.2 International Full Members being psychiatrists residing outside the Republic and registered with an appropriate professional body.

2.5.2.3 Associate Members being medical practitioners registered with the Health Professions Council of South Africa ;

2.5.2.4 International Associate Members being medical practitioners residing outside the Republic and registered with an appropriate professional body;

2.5.2.5 Honorary Members being persons on whom such membership is conferred at a General Meeting on the recommendation of the Executive Committee.

2.5.2.6 Life Members being persons over the age of 65 years who have been members of good standing for at least 15 years;

2.5.2.7 Pensioner Members being unemployed pensioned medical practitioners who have been members for at least 1 year.

2.5.3 The terms and conditions of Membership in the Company are as follows:

2.5.3.1 membership shall be at the discretion of the Executive Committee ;

2.5.3.2 membership is voluntary and shall be limited to persons who apply for membership (excluding persons on whom honorary membership are conferred), whose applications have been accepted, and who have paid such membership fees as may be applicable.

2.5.3.3 membership is not transferable in any manner, and shall automatically lapse when a member resigns, dies, is suspended from practise for any reason whatsoever, or, subject to clauses 2.5.4 below, fails to pay his membership fees when due.

2.5.3.4 membership shall not be regulated or restricted in any manner that amounts to unfair discrimination in terms of section 9 of the Constitution of the Republic.

2.5.4 If any Member is indebted to the Company in respect of arrear membership fees the Board shall procure that written notice of demand for payment of the outstanding fees be given to the Member, such Member shall not be entitled to vote at any meeting of the Members, and if such Member remains in default to remedy such breach for a period of 21 days after the date on which such notice was given, the Member shall be deemed to have resigned as a member.

2.5.5 No membership fees shall be payable by Honorary Members and Life Members.

2.6 **Payment of fees**

2.6.1 Membership fees shall be determined annually by the Members in general meeting and shall be payable on such dates, terms and conditions as the Board may determine.

2.6.2 Membership fees shall include the levy payable to the World Psychiatric Association.

3 **ARTICLE 3 - Rights of Members**

3.1 **Members' Authority to Act**

If, at anytime, every Member of the Company is also a Director of the Company, as contemplated in section 57(4), the authority of the Members to act without notice or compliance with any other internal formalities, as set out in that section

is not limited or restricted by this Memorandum .

3.2 Members' right to Information

A Member of the Company has the right to access to the Company's documents, records, reports, notices and minutes in terms of and subject to the provisions of section 26.

3.3 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) is not limited, restricted or varied by this Memorandum .

3.4 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) is not limited or restricted by this Memorandum .

3.5 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) is not varied by this Memorandum.

3.6 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 is not limited or restricted by this Memorandum.

3.7 Record date for exercise of Member rights

If, at any time, the Company's Board fails to determine a record date, as contemplated in section 59, the record date for the relevant matter is as determined in accordance with section 59 (3).

4 ARTICLE 4 - Members Meetings

4.1 Requirement to hold meetings

4.1.1 The Company is not required to hold any Members meetings other than those specifically required by the Act.

4.1.2 The Company shall have an annual general meeting which shall be held, as far as practical, during the National Congress of Psychiatry, at which meeting-

4.1.2.1 The President of the Board shall submit reports setting out the activities of the Executive Committee and the Board during the past year, and

4.1.2.2 The directors of the Company shall be elected, and

4.1.2.3 The auditors of the company shall be appointed.

4.2 Members' Right to Requisition Meetings

The right of Members to requisition a meeting, as set out in section 61 (3), may be exercised by at least 10% of the voting Members, as provided for in that section. Any request for a meeting shall be in writing, signed and shall describe the specific purpose for which the meeting is proposed.

4.3 Location of Members Meetings

The authority of the Company's Board to determine the location of any Members meeting, and the authority of the Company to hold any such meeting in the Republic or in any foreign country, as set out in section 61 (9) is not limited or restricted by this Memorandum .

4.4 Notice of Members meetings

The minimum number of days for the Company to deliver a notice of a Members meeting to the Members, as required by section 62, is 21 business days.

4.5 Electronic participation in Members meetings

The authority of the Company to conduct a meeting entirely by electronic

communication or to provide for participation in a meeting by electronic communication, as set out in section 63 is not limited or restricted by this Memorandum.

4.6 Quorum for Members meetings

4.6.1 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.

4.6.2 If the quorum requirement for a meeting to begin as set out in clause 4.6.1. is not satisfied within one hour, subject to clause 4.6.3 below, 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 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.

4.6.3 The one hour period referred to in clause 4.6.2 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.

4.6.4 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 are not satisfied, the Members present at the meeting in person or by proxy will be deemed to constitute a quorum.

4.7 Adjournment of Members meetings

Members may resolve by ordinary resolution to adjourn a meeting to a fixed time and place, or until further notice, for a period not exceeding 60 business days after the date of the adjournment. No notice of the adjournment needs to be given to Members if the meeting determined the time and place for the adjourned meeting to resume.

4.8 **Members resolutions**

- 4.8.1 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).
- 4.8.2 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.
- 4.8.3 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).
- 4.8.4 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) relating to –
- 4.8.4.1 any amendment of the Company's Memorandum of Incorporation, or the ratification of a consolidated revision thereof;
 - 4.8.4.2 the ratification of actions by the Company or by the directors in excess of their authority ;
 - 4.8.4.3 the winding-up of the Company as contemplated in sections 80(1) and 81(1);
 - 4.8.4.4 the transfer of the registration of the Company to a foreign jurisdiction as contemplated in section 82(5).
- 4.8.5 The Company may not implement an amalgamation or a merger with another non-profit company, or dispose of all or the greater part of its assets or undertaking to a profit or non-profit company, unless the transaction has been approved by a special resolution or the court as provided for in sections 112, 113, 115b and 116.

5 ARTICLE 5 - Directors and Officers

5.1 Composition of the Board

5.1.1 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.

5.1.2 Directors are to be appointed in the following manner-

5.1.2.1 Directors shall be Members and no person who is a juristic person, a person of unsound mind, a minor or a person under any similar disability or legal disqualification, shall be eligible to be a Director.

5.1.2.2 The first Directors shall be the persons who are properly appointed directors at the date of the approval of this Memorandum by the Members in General Meeting, consisting of –

5.1.2.2.1 the President

5.1.2.2.2 the Past President

5.1.2.2.3 the President Elect (vice President)

5.1.2.2.4 the Honorary Secretary

5.1.2.2.5 the Honorary Treasurer

5.1.2.2.6 the convenors of the SASOP Public Sector Group and the SASOP Private Sector Group

who shall remain in office until the first annual general meeting of the Company after the date of approval of this Memorandum, at which meeting new Directors shall be elected.

5.1.2.3 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 below. A director whose term of office has expired by effluxion of time shall be eligible for re-election.

- 5.1.2.4 A vacancy in the number of Directors shall arise in the event of –
- 5.1.2.4.1 any Director ceasing to hold office for any reason whatsoever, ceasing to be a Member or becoming disqualified from holding office as such for any reason; or
- 5.1.2.4.2 the death or resignation of any Director, or any of the other circumstances contemplated in section 70(1) arising ; or
- 5.1.2.4.3 any Director is removed by an ordinary resolution of Members as contemplated in section 70(1)(b)(vi).
- 5.1.2.6 If a vacancy on the Board has occurred, the Board shall within 6 months after the vacancy arose call a meeting for the purpose of electing a Director to fill the vacancy, or may instead conduct a written polling of all the members for the election a director to fill the vacancy.
- 5.1.3 In addition to the appointed Directors there are no appointed or *ex officio* Directors of the Company, as contemplated in section 66(4).
- 5.1.4 In addition to satisfying the eligibility requirements set out in 5.1.2.1, to become or remain a Director of the Company, a person is disqualified if –
- 5.1.4.1 a court has prohibited him to be a director, or has declared him to be delinquent in terms of section 162 or in terms of section 47 of the Close Corporations Act No. 69 of 1984 ; or
- 5.1.4.2 he is an unrehabilitated insolvent, or is prohibited under any public regulation to be a director ; or
- 5.1.4.3 he has been removed from an office of trust on grounds of misconduct involving dishonesty ; or
- 5.1.4.4 he has been convicted and imprisoned without the option of a fine, or fined more than R1 000,00 (or any other amount prescribed from time to time in the regulations to the Act), for theft, fraud, forgery perjury, or an offence involving fraud, misrepresentation or dishonesty, or other offences as set out in section 69(8)(b)(iv).

5.2 Authority of the Board

5.2 The authority of the Company's Board to manage and to direct the policy, business and affairs of the Company, as set out in section 66(1), is limited or restricted in that

-

5.2.1 the powers set out in clause 2.2.1.3 above are excluded from the powers of the Board ; and

5.2.2 as contemplated in Item 2(2) of Schedule 1 to the Act, any proposal to dispose of all or the greater part of its assets or undertaking, or to amalgamate or merge with another non-profit company, shall be voted on by the Members as a special resolution as contemplated in this Memorandum;

5.2.3 the powers to borrow and lend money, to make donations, and to execute any trust deed and to act as trustees are excluded from the powers of the directors.

5.3 Board of Directors meetings

5.3.1 The authority of the Company's Board to consider a matter of which each director has received notice other than at a meeting, and resolve thereon by a majority of directors by means of personal written consent or electronic communication, as set out in section 74, is not limited or restricted by this Memorandum.

5.3.2 The right of the Directors to requisition a meeting of the Board, as set out in section 73 (1), may be exercised by at least 25% of the Directors, as provided in that section.

5.3.3 The authority of the Board to conduct a meeting entirely by electronic communication, or to provide for participation in a meeting by electronic communication, as set out in section 73(3) is not limited or restricted by this Memorandum.

5.3.4 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.

5.3.5 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.

5.3.6 The quorum for a Directors meeting to begin or for a matter to be voted on, is 50% of Directors present in person or by proxy, each Director has one vote provided his membership fees are not in arrears, and a majority of the votes cast on a resolution is sufficient to approve that resolution voting rights at such a meeting, as set out in section 73 (5).

5.3.7 In the event of a tied vote, the chairman shall have a deciding vote, notwithstanding already having voted on the matter.

5.4 **Indemnification of Directors**

5.4.1 The authority of the Company's Board to advance expenses to a Director, or indemnify a Director, in respect of the defence of legal proceedings, as set out in section 78 (3) is not limited or restricted by this Memorandum.

5.4.2 The authority of the Company's Board to indemnify a Director in respect of liability, as set out in section 78 (5) is not limited or restricted by this Memorandum.

5.4.3 The authority of the Company's 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.

5.5 **Officers and Committees**

5.5.1 The Board may appoint any officers it considers necessary to better achieve the objects of the Company. At the date of approval of this Memorandum the following duly elected officers have been appointed, namely the President, the Past President, the President Elect (Vice President), the Honorary Secretary and the Honorary Treasurer. Their term of office shall be 2 years.

5.5.2 The authority of the Board 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 72(2) is not limited or restricted by this Memorandum provided that such persons are eligible and qualified to be directors, and such persons shall have a vote on any matter to be decided by the committee.

5.5.3 The authority of a committee appointed by the Board, as set out in section 72 (2)(b) and (c) is not limited or restricted by this Memorandum.

5.5.4 The committees that have been appointed by the Board prior to and functioning at the date of approval of this Memorandum are –

5.5.4.1 the Executive Committee consisting of the President, Past President, Vice President, Honorary Secretary and Honorary Treasurer plus any persons co-opted with the ratification of the Board, to give effect to and implement the resolutions of the Board ;

5.5.4.2 the Advisory Committee consisting of the Board and the convenors of all Divisions, Task Teams, Vocational Groups and to advise the Board on governance, and the sound administration of the finances and business of the Company ;

5.5.4.3 the National Council, consisting of the President, Past President, Vice President, Honorary Secretary and Honorary Treasurer, and the convenors of all Divisions, Task Teams, Vocational Groups, Special Interest Groups and Subgroups, to advise the Board on the activities of all the respective portfolios represented in the National Council.

5.5.5 The Board shall, for the proper governance of the Company, have the power to –

5.5.5.1 group Members in divisions according to specific areas of activity and responsibility allocated to each division. The Executive Committee shall, subject to ratification by the Board, appoint the members and heads of such divisions;

5.5.5.2 delegate to the President the authority to appoint task teams and to appoint their members and convenors.

5.5.5.3 authorise Members to form special interest groups and to undertake activities which are not in conflict with this Memorandum, the spirit thereof or the policies and ethos of the Company.

ADOPTED BY SPECIAL RESOLUTION OF MEMBERS ON

DIRECTOR

Approved