

## **CONSTITUTION OF THE BIOKINETIC ASSOCIATION OF SOUTH AFRICA**

### **1. NAME**

The name of the ASSOCIATION (refer to as “The Association”) is “The Biokinetics Association of South Africa”.

### **2. STATUS**

The Association is a body corporate with perpetual succession capable of suing and being sued, of holding and disposing of property and of acquiring rights and obligations in its own name distinct from its members.

### **3. DOMICILLIUM**

The administrative office of the Association shall be situated where the Council decides from time to time, and shall be the *domicilium citandi* and *executandi* of the Association for all purposes.

### **4. AIM**

The aim of the Association is to promote and protect the profession of Biokinetics. This aim is pursued by:

- Protecting and promoting the professional interests of its members;
- Serving as a professional organization for Biokineticist in the Republic of South Africa;
- Promoting the ethical standards of the profession;
- Co-operating and liaise on a national and international level with organizations and institutions with similar aims and objectives than those of the Association;
- Serve in an advisory capacity to government, provincial and local authorities, as well as institutions when it appears to be necessary, or to enter into discussion and co-operating with them on matters of importance to the members of the Association;
- Obtaining the services of people, companies or institutions in such a way where it is advisable and necessary;
- Collecting and distributing information to its members that can be considered important and advantageous to the Association in the reaching of its aims;
- Promoting research and training;
- Keeping of applicable registers;
- Generating funds to enable the Association to reach its goals.

## **5. APPLICATION OF FUNDS**

- 5.1. The income and property of the Association, obtained from whatever source, is to be used solely for the purpose of promoting the aims of the Association as set out in the constitution. No part thereof shall be paid out to members of the Association directly or indirectly in the form of dividends, bonuses or any other form of profit, with the understanding that nothing in the constitution prohibits the Association from paying office-bearers reasonable and legitimate compensation for services rendered to the Association, or to pay interest loans, or reasonable and legitimate rent for properties that are let to the Association by the member.
- 5.2. Thorough bookkeeping and accountability of all amounts received by the Association expenses made as well as any transactions must be available to members for perusal.
- 5.3. Members of the Association are not liable for the debts or obligations of the Association.

## **6. MEMBERSHIP**

Except for the definition in paragraph 6.1 to 6.3 set out below and notwithstanding the approval of the Council, registered Biokineticist, student-in-training (Biokinetics interns) and honorary members qualify for membership when application is made and all prerequisites are met.

- 6.1. Full members  
These are the people who are registered with the BASA as Biokineticist or student-in-training (Biokinetics interns).
- 6.2. Student-in-training  
This is a student who already possesses a B-degree, meeting the prerequisites as set from time to time, and is enrolled for the honours degree with a specialization in Biokinetics or enrolled for a 4 year professional degree in Biokinetics.
- 6.3. Honorary members  
These are people who due to their other tertiary qualifications do not qualify to register as a Biokineticist, but are appointed honorary members by the Association during an Annual General Meeting. Honorary membership is bestowed and cannot be applied for. Honorary members enjoy all the rights of full members. An appropriate register of honorary members will be kept at the office of the BASA.

## 7. REGISTRATION FEES

- 7.1. Each member pays an annual fee as determined from time to time by the Association. Registration fees are payable at the beginning of every year, not later than the end of February.
- 7.2. If registration fees are outstanding for more than 60 days, the members name will be removed from the register. Re-registration fees are equal to the annual registration fee.

## 8. COMPOSITION

The composition of the Council and Executive Committee of the BASA is outlined in Annexure A

The Council consist of three categories:

- 8.1. The selected members,
- 8.2. Ex officio members and
- 8.3. Co-opted members.

### 8.1. Selected members. President, President elect, Health Professions Council of South Africa Representatives

- 8.1.1 The President and President elect are elected in the following manner: The “president to be” will be elected on the basis of the president elect. The president will be replaced with the president elect after a term of four years. The Council sends nomination letters to all voting members upon which nominations for president elect are made. It is the right of any member of the Association to nominate any competent person who is a full member of the Association for the position as described in 6.1. A nominee must have also served on and been an active member of a regional or national Biokinetics committee for at least 1 year. Nominations must be accepted in writing by the nominees and signed by 2 seconds. The president and president elect can only serve for one term as vice-president and one as president. Should the president elect not want to take up the position as president, the election process will be started again as stated in 8.1.1, and the next president elect will became president.
- 8.1.2 If only one candidate per position is nominated, then such candidate is automatically elected to such a position. If more than the determined number of candidates is nominated for the

positions as described, the Council will circulate ballots to all eligible members who must indicate their choice of nominees in order of priority. If there are an equal number of votes for a specific position, then the outgoing president will have the extra determining vote.

8.1.3 Health Professions Council Representative

The 2 Health Professions Council Representatives that represent the profession on the professions council for physiotherapy, podiatry and Biokinetics will hold their seat in the Council for 5 years. This could be extended to 10 years in order to keep continuity at the HPCSA for at least one of the representatives if the need arises.

## 8.2. Ex Officio Members

8.2.1. Training Institutions

Each training institution that is accredited by the Health Professions Council nominates one ex officio member to the council.

8.2.2. Regions

A regional Association that consists of 5 or more registered members of the BASA can nominate one regional representative as ex officio member to the council.

8.2.3. Forces

Divisions of the Forces (SANDF, SAPS and Correctional Services) who have 5 or more members of the BASA in service, may, each nominate one ex officio member to the council.

8.2.4. Special Representatives

Special representatives from other interest groups, as may be deemed necessary in the future, may take up ex officio seating on the council for as long as their inputs are deemed necessary by the council.

## 8.3. Co-opted members

The Council can co-opt members to the council for special purposes/tasks for a determined time.

8.3.1. Administrative officer

The aforementioned person is appointed by the executive committee to deal with the administration of the Association. The remuneration and other necessary agreements and business will be negotiated with the employee by the executive committee.

#### 8.3.2. Executive Committee

The Executive Committee is made up of the following members:

8.3.2.1 President

8.3.2.2 Vice-President

8.3.2.3 Administrative Officer

8.3.2.4 Health Professions Council representative (if both council members already fulfil aforementioned positions, a third member must be co-opted to the Executive Committee)

8.3.2.5 Additional members

The Executive Committee can co-opt a member or members to assist with the specific Biokinetics interest groups:

1. Biokinetics Codes and Tariffs
2. Orthopaedic Rehabilitation
3. Health Promotion
4. Chronic Disease Rehabilitation.
5. Representative from an Academic Institution

### 8.4 Council

8.4.1 The Council is formed by the people as described in Annexure A.

8.4.2 The outgoing President of the Council occupies the position until after the four yearly elections. Duties and responsibilities are carried over to the newly elected officials as soon as possible after the election at a special Executive meeting that is arranged specifically for the change of management. The outgoing president could form part of the executive committee in an advisory capacity, without any voting rights, for a period not longer than 6 months in the new term of office.

8.4.3 An elected official can be relieved of his/her duties if he/she:

8.4.3.1 In the opinion of the Council is incompetent to remain in his/her office.

8.4.3.2 Serves his/her notice in writing.

- 8.4.4 Apart from any constitutional determinant that is in place at the specific time with regard to office bearers being relieved of duty, the Council may by means of a special decision relieve a member of their office before the end of their term of office, and by normal decision appoint another member in his/her place; taking into account that the newly appointed member is only appointed for the remainder of the term of the member who was relieved.
- 8.4.5 The Council may, taking into account the services rendered to the Association, nominate previous members or current office bearers, members or honorary members as patron, honorary president and honorary vice-president at the next General Meeting. These nominations are only valid for 3 terms after which it must specifically be extended.
- 8.4.6 Such appointments allow these people to attend and participate in all activities of the Association and to take part in the general and special meetings of the Association, but without the right to vote.

## **9. COUNCIL**

- 9.1. The business of the Association is handled by the Council as described in paragraph 8.
- 9.2. The Council may at any time fill an incidental position within the elected or co-opted category. A member that is appointed only holds this position until the next general meeting upon which members of the Council will be re-elected/co-opted. Positions that become vacant within the ex officio members will be filled by the institution/region/company.

## **10. COMPETENCIES OF THE COUNCIL**

The matters of the Association are run by the Council that can exercise all the competencies of the Association and transact on behalf of the Association according paragraph 2.

- 10.1. The Council is able to compose regional committees to accept responsibility for the tasks of the Association within a predetermined geographical area.
- 10.2. The Council meets according to the need, but at least once a year. A quorum consists of 50% plus 1 of all elected ex officio members. If a quorum does not exist, the meeting will adjourn and reconvene after 10 minutes. The members that are then present will form a quorum.
- 10.3. The Council executes all decisions and directives of the Association, and in general all administrative tasks.
- 10.4. According to paragraph 13 and 14 the Council is also responsible for bookkeeping, registrations, registers and records that are necessary for

the proper functioning of the Association and for the administration of its business and must prepare an audited income and expenditure statement and a balance sheet for each financial year, ending on 31 March of each year and submit it to the Association.

- 10.5. The Council controls bank and other accounts in the name of the Association. Two of three designated members of the Council have signing rights as determined from time to time by the Council.
- 10.6. The Council is competent to co-opt a person in an advisory capacity as needed; such a person would not have voting rights.
- 10.7. The Council may appoint honorary officials, as per paragraph 8.
- 10.8. The President and administrative officer have ex officio seating on all divisions and sub-committees.
- 10.9. The Council can temporarily or permanently expel any member, honorary member or official from the Association if such a person is found guilty of any behaviour, conduct or public declaration that according to the Council or any disciplinary committee appointed for this aim, would appear to be in contrary to the interests of the Association or considered to be disrespectful. This could also be executed if the interest of the Council is not at all times kept up or transparency of all activities regarding the Council is adhered to.

## **11. ROCEEDINGS OF THE COUNCIL**

- 11.1. The Council can meet to complete matters; it can adjourn and otherwise arrange its meetings as needed. Problems that arise during a meeting can be decided by a majority vote. In the case of a cessation of votes, the president has a second decisive vote.
- 11.2. A member of the Council may in consultation with the executive committee, at any time request a meeting of the Council by giving notice thereof to the various members of the Council via the administration officer. A member of the Council, who is outside the borders of the Republic South Africa, is not entitled to be notified of the meeting.
- 11.3. The Council can delegate any of its powers to sub-committees as needed.
- 11.4. A committee is compiled in this manner, must while executing the duties delegated to it, comply with regulations that the Council has laid down for the committee. The Council can also appoint other people who are not members of the Council to serve on such a committee. The meetings and business of such a committee are controlled by the determinations of this constitution with regard to the arranging of meetings and matters of the Council. Any performance of the sub-committee is subject to the approval of the Executive Committee and the Council.

- 11.5. A written decision signed by all the serving members of the Council or a sub-committee is just as valid and binding as if it was decided on during a council meeting or a committee that was constituted and compiled therefore.
- 11.6. The following committees of the Council can function subject to the stipulations as set out in paragraph 11.3
- Committees
- Ethics committee
  - Financial committee – tariffs committee
  - Publications committee
  - Promotion committee
  - Continuing Education committee
  - Future developments committee

Further committees, according to the need, can be constituted by the Council.

## **12. MANAGEMENT**

### **12.1. Executive Committee**

The Executive Committee consists of members as indicated in paragraph 8.2. The Executive committee has the capacity to complete urgent matters arising on behalf of the Council. Within 14 days of each executive committee meeting a report must be made to the Council in the form of an agenda and minutes of the meeting. In the event that no feedback is received from members of the Council, within 30 days of posting the executive committee meeting documentation, it will be accepted that the Council members are in agreement with the decisions/actions of the executive committee.

- 12.1.1 The Executive Committee is responsible for the implementation of orders from the Council.
- 12.1.2 In the event the Executive Committee fails to perform efficiently and effectively, the Council can according to paragraph 8.3.4 relieve any official from his/her office and replace him/her in accordance with said paragraph with a suitable person. Such a procedure can only be implemented by order of a special council meeting that is convened for that specific purpose.

### 13. FINANCES

- 13.1. The Council must ensure that exact record and account must be given of:
  - 13.1.1 All amounts that are received and spent by the Association;
  - 13.1.2 All goods that are bought and sold by the Association;
  - 13.1.3 The assets and liabilities of the Association.
  
- 13.2. The Council must further attempt:
  - 13.2.1 to accept and execute any trust that the Association may find viable and in the best interest of the Association;
  - 13.2.2 to lend or collect money for the purpose of the Association on the conditions and against security that can be considered suitable;
  - 13.2.3 to open and control bank and/or savings accounts;
  - 13.2.4 to invest money of the Association with the necessary security or otherwise that are not immediately necessary or in such a manner as may be determined from time to time;
  - 13.2.5 to buy, to rent, to take in exchange or otherwise any rights and privileges what so ever;
  - 13.2.6 to sell any part of or total property of the Association, to rent or otherwise alienate at such compensation and on such conditions that the Council may deem fit. It can only be executed after a decision made on a special Board meeting constituted for this purpose.
  
- 13.3. Bookkeeping must occur in such a way as to provide an accurate and proper portrayal of the Association's matters and transactions.
- 13.4. The accounting records must be kept at the office of the Association or at such a place that the council deems proper.
- 13.5. During a general meeting members can stipulate fair conditions and regulations with regard to the time and manner in which members can examine the accounts and books of the Association. Except for this conditions and regulations, the accounts and records of the Association can be inspected by any member at all reasonable times during office hours. The financial year ends on 31<sup>st</sup> of March of each year. The Council will submit a complete income and expenditure statement at each general meeting for the current period (since the previous meeting), together with a complete balance sheet that is compiled on the same date. This balance sheet must be accompanied by a report from the Council and the auditors, copies of the income and expenditure accounts, the balance sheet and reports (all must be compiled

according to the statutory requirements that are in place at the time) and all other documents that according to law must accompany it, must in the prescribed manner of notice be sent to all persons that are entitled to receive notice of the general meeting.

#### **14. AUDIT**

At least once a year the accounts of the Association must be inspected and the correctness of the income and expenditure accounts together with the balance sheet must be determined by a qualified auditor or auditors.

#### **15. GENERAL MEETING**

- 15.1. A general meeting is convened as directed by the Council, and must take place at least every 2 years at such a time and place as determined by the Council. Such request, in which the aim of the meeting is set out, must be given to the administrative officer.

On receiving such a request and for the specific matters as set out in the documentation, the secretary must arrange a meeting within 30 days of receiving said request.

This meeting will only be able to deal with the matters at hand as indicated in the notification of the meeting.

- 15.2. A special general meeting must be convened by the Council on receipt of a written request that is signed by at least 10 members.

#### **16. NOTIFICATION OF GENERAL MEETING**

- 16.1. Notification of at least 30 days in the case of general meeting (excluding the day on which notice is given, of regarded as given, as well as the day for which the meeting is arranged), mentioning the place, the day and time the meeting is to take place and the nature of the matters, is sent to all persons taking into account the auditor who is entitled to receive such notification from the Association.
- 16.2. The fact that a person or persons are entitled to receive notification of such a meeting and does by chance not received notification, does not nullify any decision that is made or matters that is executed during such a meeting.
- 16.3. The agenda for the particular meeting must be sent out at least 4 days prior to the meeting to all members who are entitled to receive it.

**17. VOTING RIGHTS AT THE GENERAL MEETING**

- 17.1. All members who are personally present have the right to speak and to vote on matters arising from the agenda of the general meeting. Voting occurs by means of the raising of hands. The President and/or any three (3) or more eligible voters has the right to demand that voting on any issue take place by secret ballot. In the case of a cessation of votes, the President has a second decisive vote.
- 17.2. Members in each category as described in paragraph 6.1 and 6.3 each have one vote.
- 17.3. No carryover of votes by a person or persons who are not present at the meeting will be allowed.

**18. PROCEDURES DURING THE GENERAL MEETING**

- 18.1. All business that is completed during the general meeting, are regarded as special business, with the exception of the consideration of the audited income and expenditure accounts and the balance sheet, as well as the report of the Council.
- 18.2. Unless otherwise stipulated, twenty percent of the eligible voter members of the Association that is present form a quorum.
- 18.3. If no quorum is present after 15 minutes of the starting of the meeting, the meeting will adjourn and should there not be a quorum within half an hour of the meeting, the members present will form a quorum and the general meeting continues as usual.
- 18.4. The President, or in his absence, Vice-President, or in his absence, a senior member of the Council acts as chairman of the general meeting, but if none are present within 15 minutes of the determined time of the meeting, the members of the Council present will elect a chairman, or if that member refuses to take the chair, another member will be elected.
- 18.5. At all general meetings voting takes place as determined in paragraph 17 and the matter is decided on by the majority of eligible votes of the voting members present.
- 18.6. If there, with the exception of paragraph 17, is insisted on ballot papers during voting, as mentioned above the voting will take place at such a time place and in such a manner as ordered by the Chairman of the meeting. It is considered that the outcome of the vote will be the decision on the matter as requested.
- 18.7. When a Chairman is chosen for a meeting, or a decision with regards to the question of a meeting, the use of ballot papers may not be insisted upon.

In case of a ballot paper voting, the chairman of the meeting does have a second or determining vote.

- 18.8. The request to vote per ballot paper in no way prevents the continuance of the meeting in the completing of matters, except that for which the ballot paper is requested.

## **19. PROCEDURES IN THE COURSE OF THE GENERAL MEETING**

The meeting proceeds with the agenda of the general meeting in the following order:

- 19.1. The reading of the notification that requested the general meeting.
- 19.2. Presence and Absence register
- 19.3. The reading and confirmation of the minutes of the previous general meeting.
- 19.4. Matters arising from the minutes.
- 19.5. Report of the President.
- 19.6. Submission and consideration, and if approved, the adoption of the report and financial statements.
- 19.7. Notification of suggestions to change the constitution or to expand according to paragraph 22.
- 19.8. Special matters of which proper notification was given according to paragraph 22.

## **20. NOTIFICATIONS**

- 20.1. All full members and members of the Association are notified of all general meetings by way of a written notification by registered mail to the address of each member as it appears on the member register or by electronic notification with a reply from the member that the mail was received.
- 20.2. A member, whose address falls outside the borders of the Republic of South Africa and supplies the Association with an address from time to time where notifications can be sent to him/her, is entitled to receive such notifications at said address or electronic notification. Except for the aforementioned stipulations, only members with an address in the Republic of South Africa are entitled to receive notifications from the Association.
- 20.3. If a notification is sent by mail, it is considered that notification has been given five (5) days after the date on which the notification was posted or mailed. To prove that said notification was given, there is sufficient proof that the envelope with the notification, correctly addressed and

stamped and posted at the post office. In the case of electronic notification, a reply request must be sent with the notification. If no reply is received within 5 working days, the second notification will be proof as sufficient.

## **21. MINUTES OF MEETINGS**

- 21.1. The secretary is responsible for the taking of the minutes of all decisions and matters of all meetings of the Association and the Council.
- 21.2. Copies of the minutes of all general meetings, council meetings and executive committee meetings are sent to all members of the Association with the approval of the Council if requested in writing. Council members must receive the minutes of a meeting within twenty one (21) days of said meeting.
- 21.3. The minutes of any general meeting of the Association are submitted at the following general meeting and after confirmation signed by the president.

The Council and all other officials of the Association are hereby excluded and by way of the funds and property of the Association indemnified against any casualty, collections, costs, compensation and other costs and obligation that they may incur in the normal execution of their various tasks as office bearers of the Association; and against any omission on the side of any one of them or a deficit or insufficiency of any property rights or security, and they are not held responsible for any loss that is or could be caused in the execution of their various tasks or as a result thereof. Any such loss, casualty or accident may not be the result of malicious or purposeful omission on the side of the office bearer.

## **22. CHANGING THE CONSTITUTION**

No part of the constitution of the Association may be changed, revoked or amended, except during a general meeting that has been convened for that specific purpose, and said meetings must be approved by a two thirds majority of eligible voters present. Notice of and proposed changes to the constitution of the Association or any special occasion at any General Meeting must be presented in writing to the administration officer no later than 30 days (4 weeks) before such a meeting is convened or requested by petition for the purpose of considering such proposals.

## **23. INTERPRETATION**

- 23.1. It is accepted that each member of the Association is in accord with and is bound by this constitution, and he/she is obliged to promote the aims and interests of the Association to the best of his/her ability.

- 23.2. In the event that uncertainty occurs as to the meaning of any of these statutes or any regulation or ordinance of the Association, the interpretation thereof by the Council is final and binding to all members of the Association.

#### **24. DISBANDING OF THE ASSOCIATION**

- 24.1. The Association can be disbanded if at least two thirds of the members present at a special general meeting that is convened for the purpose of considering this step, votes in favour of disbanding. Notice of at least twenty eight (28) days of such a meeting must be given, and in the notification of the proposed meeting, express mention must be made of the disbanding of the Association and the disposal of its assets will be considered. If there is no quorum present at such a meeting, the meeting must be adjourned for at least a week, and the members who attend such an adjourned meeting, will form the quorum.
- 24.2. If the Association is disbanded and liquidated and there are any assets of whatever nature that remain after all liabilities and accounts have been settled, it will be carried over to another Association, club or association that the Association appoints, and will not be distributed amongst the members.

It is hereby certified that the aforementioned constitution of the Biokinetics Association of South Africa is ratified during the Special Annual General Meeting on 24 JULY 2010 at Technogym Johannesburg