



**CONSTITUTION  
OF  
THE PHARMACEUTICAL SOCIETY  
OF  
SOUTH AFRICA**

**PREAMBLE TO**  
**THE CONSTITUTION OF**  
**THE PHARMACEUTICAL SOCIETY OF SOUTH AFRICA**

We, the members of the Pharmaceutical Society of South Africa,

- *acknowledging* the history of our country and that of our profession, and the need for the profession to avoid the crippling effects of fragmentation,
- *honouring* those who have suffered and worked for the development of the profession,
- *recognising* the broad transformation process taking place in South African society at this time in our history, and
- *believing* that we are united by our diversity in a supreme profession,

*adopt* this constitution as the ultimate authority governing our members.

By so doing, we *dedicate ourselves* to the principles enshrined in this constitution

- to heal the divisions of the past,
- to build a united profession to better fulfil our professional role in service to all our people,
- to take our rightful place amongst those who serve the health of our people and also the nations of the world.

# CONSTITUTION

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## 1. DEFINITIONS

- 1.1 In this Constitution and in the Regulations framed in terms hereof, the following terms and expressions shall, unless the context otherwise directs, have the respective meanings as hereinafter set out:

“Branch” – shall mean and include Branches referred to and defined in Section 14.1.1;

“Branch Committee” – shall include the committee of a Branch as representing the Sectoral Divisions within the relevant geographical area more fully defined in Section 13;

“Executive Committee” – the Executive Committee of the Society, constituted as set out in Section 29;

“General Council” – the General Council of the Society, constituted as set out in Section 21;

“Journal” – the South African Pharmaceutical Journal;

“the Society” – the Pharmaceutical Society of South Africa;

“Members” – shall mean members and such other categories of membership as are defined in Section 6;

“MPS” – Shall mean Member of the Pharmaceutical Society of South Africa.

“Officer of the Society” – a salaried official appointed in terms of Section 40;

“Regulations” – any Regulation made in terms of this Constitution and as amended from time to time;

“South Africa” – the Republic of South Africa as constituted in 1994;

“Pharmacist” – shall mean a pharmacist registered with the South African Pharmacy Council pursuant to the Pharmacy Act No. 53 of 1974 as amended from time to time;

“Pharmacy Council” – shall mean the South African Pharmacy Council as defined in the Pharmacy Act No. 53 of 1974, as amended from time to time;

“Sectoral Divisions” – shall mean and include divisions referred to and defined in Section 13.3;

The terms “Sector or Sectoral Division” shall be inter changeable as required by the context of the relevant section;

- 1.2 The singular shall include the plural and the masculine gender shall include the feminine gender and vice versa;
- 1.3 Saturdays, Sundays and public holidays shall be included when computing a time period prescribed in days in the Constitution and the Regulations.

**PART I**  
**THE SOCIETY**

**2. NAME AND PERSONALITY**

- 2.1 The name of the Society is “THE PHARMACEUTICAL SOCIETY OF SOUTH AFRICA”.
- 2.2 The Society shall be a corporate body having a separate legal personality with perpetual succession in spite of changes of membership within it, and being entitled to hold property distinct from its members.

**3. NATIONAL OFFICE**

- 3.1 Unless and until otherwise decided by the Executive Committee, the offices and National Office of the Society shall be located in Gauteng.

**4. OBJECTS**

The objects of the Society shall be:

- 4.1 to promote the professional, educational and economic interests of the members of the Society and of the pharmaceutical profession.
- 4.2 to uphold and improve the professional integrity and standards of professional conduct of the members of the Society.
- 4.3 to bind members of the Society to professional conduct.
- 4.4 to improve, promote and maintain the image of the profession.
- 4.5 to represent generally the views and interests of the members on all pharmaceutical matters, including representing the members in dealings with government and other similar agencies.
- 4.6 to uphold and assist in the promotion and maintenance of the health of the people of South Africa through the provision of a satisfactory and dependable pharmaceutical service.
- 4.7 to provide and promote benefits to its members and to do all such things as may advance the interests of its members; and
- 4.8 in recognising the diversity of the population of the Republic of South Africa, to promote the representation of all sectors of the South African community in its membership.

**5. POWERS**

The Society may for the purpose of achieving its Objects –

- 5.1 in consultation with the appropriate sectors, authorities and in accordance with the provisions of any Act or Regulation promulgated in terms of an Act dealing therewith, formulate guidelines in respect of tariffs for the dispensing and the

- supply of medicines and for the remuneration of professional pharmaceutical services;
- 5.2 form and/or have an interest in any company or companies for any purpose, directly or indirectly, calculated to benefit the Society;
  - 5.3 evaluate any bills, laws, ordinances, proclamations, pronouncements, or enactments (laws) (whether emanating from Parliament, provincial authorities, or local authorities, or from any other entity which either affects or may affect the interests of pharmacists and members of the Society), and where appropriate, to support or object, oppose and if necessary, take appropriate legal action as circumstances may require on behalf of its members;
  - 5.4 publish, distribute and disseminate magazines, information or promotional material, including results of research or statistics or other information that is either available to or obtained from members of the Society;
  - 5.5 co-operate with any institution, society or association;
  - 5.6 establish and support bodies representing specific fields of pharmaceutical interest or endeavour, and unless the General Council decides otherwise these bodies should be accommodated in one of the established Sectoral Divisions.
  - 5.7 recognise organisations representing specific fields of pharmaceutical practice and interest for achieving the objectives as specified in the Regulations to this Constitution;
  - 5.8 borrow or raise monies, with or without security;
  - 5.9 secure the payment of monies borrowed or any other obligation in any manner including the pledge of movable property and the mortgage of immovable property;
  - 5.10 invest funds available only with registered financial institutions as defined in Section 1 of the Financial Institutions (Investment of Funds) Act, 1984, and in securities listed on a licensed stock exchange as defined in the Stock Exchanges Control Act, 1985 (Act No 1 of 1985) and as amended from time to time;
  - 5.11 enter into indemnities, guarantees and suretyship and may secure payment thereunder in any way;
  - 5.12 establish, manage and support or aid in the establishment, management and support of associations, institutions, foundations, funds, trusts and amenities calculated to benefit members of the Society or its employees, or the descendants or relatives of such persons;
  - 5.13 acquire, hire or lease any movable or immovable property and to develop, manage, hypothecate, lease (whether as lessor or lessee), deal in or dispose of all or any part or section of the movable or immovable property of the Society.
  - 5.14 consult or gauge the views and opinions of all or any members of the Society, or any other groups or entities of persons as may be deemed to be in the interests of the Society or its members. Such powers shall include the right to conduct

market polls, market surveys, or any other prevailing practice including the right to conduct a referendum.

- 5.15 establish and administer or contribute towards the establishment of scholarships, bursaries or grants- in-aid for the benefit of students in pharmacy, or employees of the Society;
- 5.16 design and issue all heraldry, symbols, logo's and other distinctive marks indicating membership, awards or distinctions of the Society and may apply for registration and for copyright thereof, and may regulate and enforce the conditions affecting the use thereof and their withdrawal;
- 5.17 make and from time to time, alter, amend or rescind regulations for the carrying out of the business of the Society;
- 5.18 in consultation with the applicable Branch and/or Sector and subject to the provisions of Section 14, establish Branches, Sectoral Divisions, and establish new Branches and new Sectoral Divisions on such terms and conditions as the Society may decide from time to time. The aforesaid powers shall include the right to define and redefine the boundaries of the Branches;
- 5.19 employ and enter into agreements regulating conditions of service and termination of employment that will apply to officials and employees of the Society, including the right to recognise and deal with trade unions, staff associations, or any other employee groups, whether in terms of statute or otherwise.
- 5.20 institute or defend legal proceedings in its own name;
- 5.21 notwithstanding anything to the contrary herein contained the Society will not participate in any business, profession or occupation or any profit making activities of a continuous or ongoing nature by any of its members, or provide any financial assistance, premises, continuous services, or facilities to its members of the purpose of carrying on any business, profession or occupation by them;
- 5.22 make public statements concerning the pharmaceutical needs of the people of South Africa either in support of or in opposition to statements or policy made by government and/or other role players;
- 5.23 conduct disciplinary and professional behavioural enquiries of members; and
- 5.24 generally, do anything that may be incidental to or necessary for the attainment of the above objects.



## **PART II** **THE MEMBERS**

### **6. MEMBERSHIP**

6.1 There shall be the following classes of members whose admission to membership shall be governed by the Regulations for Admission of Members:

6.1.1 Ordinary Members:

- 6.1.1.1 Pharmacists (including Community Service pharmacists) registered as such with the South African Pharmacy Council.
- 6.1.1.2 Pharmacist interns registered as such with the South African Pharmacy Council.

6.1.2 Associate members, who shall include the following categories as defined in the Pharmacy Act No.53 of 1974, as amended from time to time:-

- 6.1.2.1 Pharmacy student
- 6.1.2.2 Pharmacy Technician
- 6.1.2.3 Pharmacy Technical Assistant
- 6.1.2.4 Pharmacist's Assistant

6.1.3 International Associate Members, who shall be pharmacists who are not registered with the Pharmacy Council and who do neither reside nor practice within the borders of the Republic of South Africa. The registration of International Associate Members shall be as determined by the Executive Committee in accordance with the applicable Regulations.

### **7. RIGHTS AND PRIVILEGES OF MEMBERS**

7.1 Every member shall possess the following rights:

- 7.1.1 to attend any meeting of the Society, including any meeting of any Branch or Sectoral Division, or by invitation any meeting of the Executive Committee or of a Branch or Sectoral Division Committee;
- 7.1.2 to receive any information which it is competent for officers of the Society to give;
- 7.1.3 to receive at the discretion of the Executive Committee such assistance in any matter as may be rendered in terms of this Constitution;
- 7.1.4 to take part in any discussion on any matter at any general or special meeting of any Branch or Sectoral Division;
- 7.1.5 to receive the Society's Journal either ex gratia or at such cost as may be decided from time to time by the Executive Committee; and
- 7.1.6 to utilise the facilities and participate in the services provided by the Society, provided that members comply with any terms and conditions applicable thereto.

- 7.2 Ordinary Members shall be entitled to exercise the following additional rights:
- 7.2.1 to vote on any motion put to a General or Special Meeting of the Branch or Sectoral Division of which he is a member;
  - 7.2.2 to nominate and vote for members of the Branch and Sectoral Committee of which he is a member;
  - 7.2.3 to be nominated for and appointed to any office or committee of the Society;
  - 7.2.4 to be selected by his Branch or Sectoral Division to attend and vote at meetings of the General Council; and
  - 7.2.5 to display either on his premises or on stationary or other promotional material the designation, M.P.S. or F.P.S.
- 7.3 No member shall have any rights by reason of this membership to the property of the Society.
- 7.4 Notwithstanding the provisions of this section, no member shall have any rights referred to in this section pertaining to Sectoral Divisions unless he has selected membership to a sectoral division as provided for in Section 13.3.

## **8. ROLL OF MEMBERS**

- 8.1 The name and address of every member shall be recorded by the Society and this shall constitute the "Roll of Members".
- 8.2 The Roll of Members shall record the status of the various classes and categories of membership.
- 8.3 Upon acceptance of his/her membership application every member shall receive a Certificate or Record of Membership.
- 8.4 All Constitutions and Regulations of the Society shall be available to members on request.
- 8.5 Acceptance of such Certificate or Record of Membership shall constitute an unqualified undertaking by the member to abide by the Constitution and Regulations of the Society and of any Branch or Sectoral Division of which he may become a member (as they may be amended from time to time), and any Code of Practice as adopted by the society at an Annual General or Special Meeting of the General Council. Furthermore, such Certificate or Record of membership shall at all times remain the property of the Society and shall be required to be returned to the Society by the member upon the termination, for any reason whatsoever, of his membership.

## **9. SUBSCRIPTIONS**

- 9.1 The Executive Committee may, from time to time, recommend payment categories of membership fees as specified in the Regulations.

- 9.2 The Executive Committee shall be entitled to recommend from time to time the amount of the annual subscription (if any) payable by all categories of members.
- 9.3 The Executive Committee shall determine the composition and allocation between the basic membership fee and the proportion to be allocated to the member's Sectoral Division. In the case of member not selecting a Sectoral Division the member will not be entitled to a reduced fee. The Executive Committee shall also determine the additional fee payable by members who elect to belong to additional Sectoral Divisions.
- 9.4 The Executive Committee may, in addition to the fees payable in terms of 9.2 and 9.3, recommend that members of all or any Sector or Branch shall be requested to pay an additional levy in such amounts and such period as the Executive Committee, in consultation with the relevant Branch or Sectoral Division, shall decide from time to time. The Executive Committee shall be required to allocate the Society's resources to the Branches and Sectoral Divisions on a fair and equitable basis.
- 9.5 Recommendations of the Executive Committee made in terms of 9.1, 9.2, 9.3 and 9.4 above shall only be implemented following adoption by General Council.
- 9.6 All subscriptions shall be payable either annually in advance or in such other manner and form as the Executive Committee may determine, including but not limited to, authorised deductions from the member's banking account, and shall be for the twelve (12) calendar months.
- 9.7 Any member failing to pay in full such subscription within three months of due date shall be deemed to be in arrears with his subscription.

## **10. DURATION OF MEMBERSHIP**

Every member shall remain a member until his membership is terminated in accordance with the provisions herein contained.

## **11. TERMINATION OF MEMBERSHIP**

- 11.1 The membership of any person shall automatically be terminated –
- 11.1.1 upon the loss of the registration or qualification which was the basis of his admission to membership; or
  - 11.1.2 upon receipt of a letter from the Executive Committee accepting his written resignation as member; or
  - 11.1.3 upon removal of his name by the Executive Committee from the Roll of Members in accordance with its powers under this Constitution as specified in the Regulations.
- 11.2 No subscription or levy or part thereof shall be refunded to any member upon the termination of his membership.
- 11.3 A member may resign by giving notice thereof in writing to the Society.

11.4 The Executive Committee shall be entitled on recommendation of the Branch Committee concerned to waive the whole or any part of the period of notice and/or subscription fees due for such period except that in the case of a member who is not resident and/or employed and/or carrying on business in the area of any Branch, such waiving of the period of notice or of the subscription shall be at the discretion of the Executive Committee.

## **12. RE-ADMISSION, RE-INSTATEMENT AND EXPULSION**

### 12.1 Expulsion:

A member shall only be subject to expulsion if such expulsion occurs either pursuant to any disciplinary proceedings that may have been instituted against a member, or as otherwise provided for in this Constitution or the Regulations attached thereto.

### 12.2 Re-admission – Reinstatement:

Any person who was formerly a member of the Society and whose membership has terminated for any reason, may be re-admitted at the discretion of the Executive Committee, who shall be entitled to rule on the re-admission of any member and to impose, in its sole discretion, terms, conditions or restrictions to such re-admission it may determine. The Executive Committee shall also be entitled, in its sole and absolute discretion, to reinstate any member who was previously expelled by the Society in accordance with the relevant regulations.

## **PART III** **STRUCTURAL ORGANISATION OF THE SOCIETY**

## **13. ALLOCATION OF MEMBERSHIP**

13.1 All ordinary members of the Society shall belong to Branches and may select Sectors which shall be constituted and have the powers herein after set forth.

### 13.2 Branches:

13.2.1 Ordinary members of the Society shall be allocated to a Branch (as defined in Section 14.1 below), which allocation shall be determined by the member's place of residence or employment.

13.2.2 Members of the Society who are employed or reside in the geographical area ascribed to the Branches in Schedule A attached hereto shall be deemed to be members of such respective Branches, provided that where a member either resides or practises in an area of more than one Branch, the member shall be obliged to select the Branch which shall apply to his membership.

13.2.3 The Executive Committee shall be entitled to determine, in accordance with the Regulations attached hereto, the criteria and factors that shall determine the Branch in which the members shall exercise their rights of membership.

### 13.3 Sectoral Divisions:

- 13.3.1 Each ordinary member of the Society shall be entitled to select a principal Sectoral Division.
- 13.3.2 A member may elect to join an additional Sector provided that the relevant Sectoral Division has accepted the membership application of such member, and such member shall be obliged to pay an additional subscription to be determined in accordance with the provisions of Section 9 above.
- 13.3.3 For the purposes of determining the composition of Branch Committees, only membership of the principal Sectoral Division shall apply.
- 13.3.4 The General Council shall be entitled to determine in accordance with the Regulations attached hereto, the criteria and factors that shall determine the Sectoral Division to which the member shall belong.
- 13.3.5 A member shall be entitled, on due notice to the Society, to elect to change his principal Sector and to resign from any additional Sector.

## 14 **COMPOSITION OF BRANCHES AND SECTORAL DIVISIONS OF THE SOCIETY**

### 14.1 Branches:

- 14.1.1 Branches are comprised of all Members of the Society located in one of the geographical areas, in accordance with Section 13.1, as defined in Schedule A attached hereto.
- 14.1.2 The Executive Committee shall have the power to amend Schedule A from time to time, in accordance with the Regulations attached hereto, provided that the Executive Committee shall not be entitled to exercise the aforesaid power unless it has furnished the relevant Branch with not less than three calendar months' notice of the intention to exercise the powers regulated by this Section, and has afforded the relevant Branch opportunity to submit oral or written representations either in support of, or objection to the proposed redefinition or formation of a new Branch, as the case may be.

### 14.2 Sectoral Divisions:

- 14.2.1 Sectoral Divisions are comprised of those Members of the Society who have selected inclusion in one of the Sectoral Divisions, as defined in Schedule B hereto. All ordinary members of the Society shall be entitled to select inclusion in at least one of the Sectoral Divisions as listed above in accordance with Section 13.3.
  - 14.2.2 The General Council shall have the power to define the composition and criteria of the said Sectoral Divisions and shall be entitled, from time to time, to amend, delete, or create further Sectoral Divisions in accordance with the Regulations attached hereto.
- 14.3 Each Branch and Sectoral Division shall be governed and regulated by its own Constitution. Each Branch and Sectoral Division shall be obliged to submit its

Constitution to the Executive Committee for ratification. The said Constitutions shall be in such form as the relevant Branch or Sectoral division shall reasonably require, save that the said Constitution shall not be inconsistent with or in conflict with the Society's Constitution. In the event that the Constitution of a Sectoral Division admits non-pharmacists as members, the said Constitutions will be required to provide that persons who represent such Sectoral Division, on the Executive Committee or who in any capacity represent the Sectoral Division at General Council, shall be ordinary members of the Society.

- 14.4 The Constitution of each Branch and Sectoral Division shall provide that the Branch / Sector shall be a corporate body which shall hold its assets distinct from its members irrespective of any changes or fluctuation in membership, and that such body shall be entitled to institute and defend any proceedings in its own name.
- 14.5 The Constitutions of Branches shall regulate, *inter alia*, the selection of Branch representatives to serve on the General Council.
- 14.6 The Constitution of each Sectoral Division shall regulate, *inter alia*, the manner in which the Sector will exercise its rights at Branch and National levels.

## 15 **OBJECTS AND POWERS OF A BRANCH AND SECTORAL DIVISION**

- 15.1 The objects of each Branch and Sectoral Division shall be –
  - 15.1.1 to advance the interests of its members as are consistent with the Society's Constitution.
  - 15.1.2 to carry out all the objects of the Society as reflected in Section 2 at Branch and Sectoral levels.
- 15.2 A Branch or Sectoral Division may, for the purpose of achieving its objects, exercise the powers set out in the following Section, *mutatis mutandis* on behalf of their members within the limits of their respective Constitutions: 5.2, 5.3, 5.4, 5.5, 5.6, 5.8, 5.9, 5.10, 5.11, 5.12, 5.13, 5.14, 5.15, 5.17, 5.19, 5.20, 5.21, 5.22, 5.23, 5.24 as specified in the relevant regulations to this Constitution.
- 15.3 In addition to the powers afforded to a Sectoral Division in 15.2 above, a Sectoral Division may, for the purpose of achieving its objects, exercise the powers set out in the following Sections, *mutatis mutandis* on behalf of their members in accordance with their respective Constitutions, namely, 5.1, 5.7, 5.16 and have the right to organise its members into branches as it may determine.

## 16 **AUTONOMY OF BRANCHES AND SECTORAL DIVISIONS**

- 16.1 Subject to the provisions of this Constitution, each Branch and Sectoral Division shall be free to govern itself in such manner as it shall deem fit, and for that purpose to amend its Constitution and to make, alter or repeal Regulations from time to time as and when it shall consider it expedient save that all such amendments shall be subject to ratification by the Executive Committee.
- 16.2 The Constitution and Regulations so adopted or made by a Branch or Sectoral Division, and for the time being in force, shall be binding on members

constituting the Branch or Sectoral Division, provided that the Constitution and Regulations shall be submitted for ratification by the Executive Committee. The Executive Committee shall ratify all such Constitutions and Regulations unless they are in conflict with this Constitution.

- 16.3 Subject to the provisions of section 20, all property, shares, monies and assets of any Branch or Sectoral Division shall at all times remain the sole property of that Branch or Sectoral Division.

## 17 **MANAGEMENT AND CONTROL**

17.1 The affairs of each Branch shall be managed by a Branch Committee which shall be elected in accordance with its Constitution and Regulations as approved by the National Executive, and that the composition of the Branch Committee provides for both geographic and Sectoral representatives from within the Branch.

17.2 The affairs of each Sectoral Division shall be managed by a National Sectoral Division Committee which shall be elected in accordance with its Constitution and Regulations as approved by the Executive Committee and that the composition of the National Sectoral Division Committee provide for representation of the Sectoral Members from all the Branches.

17.3 The said Branch Committee shall have the power, subject to the approval of the Executive Committee, to make further Regulations for the carrying out of its functions and duties and the exercising of discipline.

17.4 A Branch Committee shall hold office for the period from the date of its election until the date of the next Annual General Meeting of the Branch.

17.5 The election of Branch committees, timing and conduct of Branch meetings and duties of office bearers shall be in accordance with general guidelines as specified in the Regulations attached hereto.

17.6 Section 17.3, 17.4 and 17.5 shall apply to Sectoral Divisions *mutatis mutandis*.

## 18 **FINANCIAL ARRANGEMENTS FOR BRANCHES AND SECTORAL DIVISIONS**

18.1 The financial year of a Branch and Sectoral Division shall be from 1 October to 30 September of the following year.

18.2 Six weeks before the date of the Annual General Meeting of the General Council, the Secretary of each Branch and Sectoral Division shall transmit to the Executive Committee copies of the Report and Financial Statement of the Branch or Sector respectively.

## 19 **INACTIVE BRANCHES**

19.1 Should an Annual General Meeting of a Branch fail to elect a Branch Committee or should a Branch Committee be elected and thereafter become inactive, or should there be so great a diminution of members of a Branch that it is unable to function in terms of this Constitution, the Executive Committee may declare that Branch to be inactive, whereupon the Executive Committee shall have the power to transact the affairs of that Branch, including the power to

appoint a member or members, preferably of that Branch, to represent that Branch on the General Council.

19.2 The provision of Section 19 shall apply to Sectoral Divisions *mutatis mutandis*.

## 20 **LIABILITY OF BRANCHES ON DISSOLUTION OF THE SOCIETY**

In the event of the Society being dissolved, each Branch shall contribute in the liquidation of the liabilities and debts of the Society, such sum as shall be proportionate to the Society's total liability, being based on the ratio which the number of the Branch's members bears to the total membership of the Society at the date of dissolution.

## **PART IV** **THE GENERAL COUNCIL**

## 21 **ELECTION AND COMPOSITION OF THE GENERAL COUNCIL**

21.1 The supreme body of the Society shall be the General Council which shall be constituted and have the powers set out hereafter.

21.2 The General Council shall consist of –

21.2.1 Councillors elected by Branches of the Society; as provided for in Section 21.5.

21.2.2 Four Councillors from each Sectoral Division as provided for in Section 21.6.

21.2.3 The members of the Executive Committee.

21.2.4 No Councillor shall be a nominee or representative of more than one of the categories set out in 21.2.1, 21.2.2 or 21.2.3.

21.3 All Councillors shall be appointed for a period of twelve months, commencing from the opening day of the Annual General Meeting and terminating on the last day immediately preceding the opening of the next Annual General Meeting.

21.4 All Councillors shall be Ordinary Members of the Society.

### 21.5 **Councillors of Branches**

21.5.1 Branch Committees shall annually elect the Councillors of the Branch to serve on the General Council. This Branch delegation of Councillors should provide for both geographic and Sectoral representation from within the Branch.

21.5.2 For purposes of computing the number of Councillors to which a Branch shall be entitled, only those ordinary members of the Society with paid-up subscriptions shall be taken into account, as at the 31<sup>st</sup> day of January. A Branch of the Society having up to 10 Ordinary Members shall elect 1 Councillor, 11 to 25 Ordinary Members shall elect 2 Councillors, 26 to 50 Ordinary Members shall elect 3 Councillors, 51 to 100 Ordinary Members shall elect 4 Councillors, 101 to 150 Ordinary Members shall elect 5 Councillors, more than 150 Ordinary Members



shall elect 5 Councillors and one extra Councillor for every additional 50 Ordinary members over the first 150.

#### 21.6 Councillors of Sectoral Divisions

21.6.1 Each Sectoral Division as defined in Section 13.3 shall be entitled, annually, to elect four (4) Councillors subject to the provisions of 21.2.2.

#### 21.7 Members of the Executive Committee

21.7.1 Members of the Executive Committee are Councillors in their own right.

21.7.2 Members of the Executive Committee shall have the right to attend any meeting of the General Council and to take part in any discussion at such meeting and to vote thereat.

### 22 **ANNUAL GENERAL MEETING OF THE GENERAL COUNCIL**

22.1 The Executive Committee shall, during every calendar year, convene a meeting of the General Council not later than 18 months and not earlier than 6 months since the previous Annual General Meeting, which meeting shall be known as the Annual General Meeting of the General Council and shall be held on a date suitable to the majority of Branches and Sectoral Divisions.

22.2 All Annual General Meetings of the General Council shall be convened by circular to all Branches and all Sectoral Divisions sent by the Executive Director to the Society at least eight weeks before the date of such meeting.

22.3 The business of an Annual General Meeting of the General Council shall be-

22.3.1 to confirm the minutes of the previous Annual general meeting and any Special Meeting, which may have been held during the year under, review;

22.3.2 to receive the report of the President on behalf of the Executive Committee covering the activities of the Society and its Branches during their period of office;

22.3.3 to receive the report of the Honorary Treasurer on the audited Annual Financial Statements of the Society for the preceding financial year, covering the activities of the Society for the period;

22.3.4 to consider motions submitted in accordance with section 26 of this Constitution;

22.3.5 to elect an Executive Committee as hereinafter provided;

22.3.6 to appoint a person or firm of persons qualified to act as Auditors in terms of current legislation, as Auditor of the Society, and whose remuneration shall be fixed by the Executive Committee; and

22.3.7 to deal with and dispose of any matter laid before it by the Executive Committee.

- 22.4 The Executive Committee may, in its sole discretion, include in the proceeding of any Annual general Meeting of the General Council, any lectures, group discussion, or symposia, presentation or activity deemed by the Committee to be consistent with any of the objects of the Society.

**23 SPECIAL MEETINGS OF THE GENERAL COUNCIL**

- 23.1 The President in consultation with the Presidential Committee may, at any time, convene a Special General meeting of the General Council and shall be obliged to do so if petitioned by a written requisition signed by not less than ten percent of the ordinary members of the Society.
- 23.2 The President shall be obliged to call a special meeting of the General Council if petitioned to do so by not less than one-third of the Branches in existence at the relevant date.
- 23.3 Should the President fail, after the lapse of 21 days, to call a special meeting of the General Council as provided for in 23.1 or 23.2, the Executive Committee shall call such meeting.
- 23.4 Not less than 14 days' notice of such meeting shall be given.

**24 PETITIONS FOR SPECIAL MEETINGS OF THE GENERAL COUNCIL**

- 24.1 When a Special Meeting of the General Council is called as a result of a petition from the Branches, such petition must state clearly the nature of the business proposed for discussion by the Special Meeting.
- 24.2 No other business shall be discussed at such Special Meeting.
- 24.3 Such Special Meeting shall be called within 21 days of the receipt of such a petition by the Executive Committee.

**25 QUORUM AT MEETINGS OF THE GENERAL COUNCIL**

- 25.1 Both Councillors actually present at a meeting of the General Council and the proxies that have been duly lodged in accordance with the Regulations, shall be counted as part of the quorum.
- 25.2 The quorum for transaction of business at a meeting of the General Council shall be two-fifths of the Councillors entitled to be present at such meeting.
- 25.3 If at any such meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the meeting should stand adjourned to a day, time and place to be decided by the Executive Committee.
- 25.4 If at such adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the Councillors present shall form a quorum.

**26 MOTIONS AND RESOLUTIONS AT MEETINGS OF THE GENERAL COUNCIL**

- 26.1 No Councillor shall be entitled to move motions for inclusion on the official order paper to be considered, discussed and voted on at meetings of the General Council except with the approval of the relevant Branch, Sector or the Executive Committee for which he is a nominated Councillor.
- 26.2 Motions to alter or amend this Constitution –
- 26.2.1 shall be submitted in writing to the Executive Director at least twelve weeks prior to the meeting at which it is to be moved;
- 26.2.2 shall be circulated to Branches and Sectoral Divisions as defined in section 14, at least eight weeks prior to the meeting at which they are to be moved;
- 26.2.3 shall be placed on the agenda of the said meeting; and
- 26.2.4 shall be considered and disposed of before any other motions are dealt with at the said meeting.
- 26.3 All other motions –
- 26.3.1 shall be submitted in writing to the Executive Director at least eight weeks prior to the meeting at which they are to be moved; and
- 26.3.2 shall, subject to the provisions of Section 26.7, be placed on the agenda for that meeting.
- 26.4 The Chairman shall allow discussion and voting on motions in respect of which the required notice has not been given if two-thirds of the Councillors present at the meeting agree thereto, provided that this shall not apply to motions in terms of Section 26.2. All motions accepted by the General Council, of which the required notice period has not been given, shall be treated as recommendations by the incoming Executive Committee.
- 26.5 Only motions which are accompanied by such explanations and references to sources of information on the particular topics therein referred to as the Executive Committee may deem sufficient to promote a full and fair consideration of the matters in question, shall be accepted for discussion at the next meeting of the General Council.
- 26.6 Matters appearing on the official notice, agenda or programme of business to be transacted at any meeting of the General Council shall be disposed of before any additional matter is discussed. Matters of urgency may, however, be raised at any time at such meeting when a majority of not less than two-thirds of the Councillors present at the meeting is in favour of such matters being discussed.
- 26.7 As early as possible after receipt of motions, the Executive Committee –
- 26.7.1 Shall reject such motions, which are not in accordance with this Constitution, unless such motions intend to alter or amend the Constitution;
- 26.7.2 may discard motions, which are the same in principle as motions adopted by the General Council during the preceding three years;

- 26.7.3 shall consider and, where it may deem necessary, consolidate such motions (not being motions to alter or amend this Constitution) which are the same in principle or which have similar directives;
- 26.7.4 shall classify all the motions (as consolidated); and
- 26.7.5 shall draw up an agenda or programme of the intended proceedings of the meeting.
- 26.8 Not less than 4 (four) weeks before a meeting of the General Council, the Executive Committee shall send copies of the agenda, which shall include the full wording of all motions which are to be proposed, to all Branches and Sectoral Divisions.
- 26.9 The Executive Committee shall execute all resolutions adopted at a meeting of the General Council and their actions shall be reported to the next ensuing Annual General meeting of the General Council.
- 26.10 All resolutions adopted at a meeting of the General Council to alter or amend this Constitution shall be submitted to the Commissioner for Inland Revenue.

## 27 **VOTING AT MEETINGS OF THE GENERAL COUNCIL**

- 27.1 Any motion involving an alteration or amendment to this Constitution shall be passed by the vote of two-thirds of Councillors who are present when the motion is voted on.
- 27.2 Motions other than those provided for in sub-Section 27.1 hereof, arising at meetings of the General Council shall be decided by a majority vote of Councillors present when the motion is voted on.
- 27.3 The Chairman of any meeting of the General Council shall have a deliberative vote, and in the event of an equality of votes he shall, in addition to his deliberative vote, have a casting vote.
- 27.4 Voting at all meetings of the General Council shall be by a show of hands, unless any Councillor demands a ballot or division.
- 27.5 Any provision of this Constitution which regulates procedure at any meeting of the General Council, or any provision of this Constitution which regulates time periods, notices to be given, or any other procedural requirement, or the failure to comply with any notice period, time period, or any other procedural defect may be waived, overruled, varied, or condoned, as the case may be, by resolution to that effect passed by not less than two-thirds of the Councillors present when the motion is voted on.

## 28 **GENERAL PROVISIONS RE MEETINGS OF THE GENERAL COUNCIL**

- 28.1 Upon a motion, duly seconded, by any Councillor a meeting of the General Council can resolve itself into committee for such period as the Chairman in his discretion may allow.

- 28.2 All proceedings of a meeting of the General Council shall be published in as full a manner as possible in the Journal or any other official publication by the Society as soon as possible thereafter, provided that where proceedings have been held in committee the Society shall not be bound to publish such proceedings.
- 28.3 Any member of the Society who is not a Councillor shall be entitled to attend all proceedings of the General Council which are not held in committee as an Observer, but he shall not be entitled to speak without the permission of the chairman, or to vote thereat.

## **PART V** **MANAGEMENT OF THE SOCIETY**

### **29 ELECTION AND COMPOSITION OF THE EXECUTIVE COMMITTEE**

- 29.1 There shall be an Executive Committee which shall manage the affairs of the Society between Annual General Meetings and which shall be constituted and have the powers and duties herein after set forth.
- 29.2 The Executive Committee shall comprise: -
- 29.2.1 A President
  - 29.2.2 The Immediate Past President of the Society (ex officio)
  - 29.2.3 A Deputy-President
  - 29.2.4 Four Vice-Presidents, each of whom shall be an ordinary member of the Society, appointed by his respective Sectoral Division. Each Sectoral Division shall inform the Executive Director before commencement of the Annual General Meeting in each year of the Vice-President nominated by the Sectoral Division for the ensuing year.
  - 29.2.5 An Honorary Treasurer
  - 29.2.6 Additional members who shall be appointed by the Branches as provided for in Section 29.5 below
  - 29.2.7 Three ordinary members to be appointed by the Executive Committee annually, which appointees should promote representivity, where consideration is given to the demographics of the profession
- 29.3 The President, Deputy-President and Honorary Treasurer shall be elected by secret ballot by Councillors entitled to vote at the General Council at the Annual General Meeting of the Society, in accordance with the procedure specified in the Regulations.
- 29.4 Only Councillors shall be eligible for election.
- 29.5 Additional members shall be appointed in the following manner: -
- 29.5.1 Each Branch shall be entitled to appoint one additional member to the Executive Committee for the first 500 ordinary members who normally

practise or reside in such Branch, and thereafter one further additional member for every further 500 ordinary members or part thereof.

- 29.5.2 Only ordinary members in good standing shall be eligible for appointment as additional members of the Executive Committee.
- 29.5.3 For purposes of computing the number of members of the Executive Committee to which a Branch shall be entitled to, only those ordinary members of the Society with paid-up subscriptions, as at the 31<sup>st</sup> day of January, shall be taken into account.
- 29.5.4 The members appointed by the Branches, as additional members to the Executive Committee, shall be elected or nominated in terms of the Constitution of the relevant Branches. The appointments of the Vice-Presidents pursuant to Section 29.2 shall be in terms of the Constitution of the relevant Sectoral Divisions.
- 29.5.5 The names of the additional members to the Executive Committee appointed by each Branch shall be forwarded by the Branch Committee to the Executive Director of the Society, immediately after the election of the President, Deputy-President and Honorary Treasurer.

This shall apply to the appointments of the Vice-Presidents *mutatis mutandis*.

- 29.5.6 The General Council shall confirm the appointment of the additional members to the Executive Committee after election of the office bearers referred to in 29.3. Should a Branch or Sectoral Division fail to comply with the requirements of 29.5.4 above, General Council may appoint such additional members as required to represent such Branch or Sector.
- 29.6 Notwithstanding anything to the contrary herein contained, the National Executive Committee shall have the right to co-opt and appoint to the National Executive Committee such person as the National Executive Committee, in its sole and absolute discretion, shall decide are needed for reasons of their particular expertise or experience for the attainment of the objects and the furtherance of the interests of the Society, provided that not more than two (2) additional persons may be so appointed in accordance with the conditions specified in the Regulations.

## 30 **PRESIDENTIAL COMMITTEE**

- 30.1 The Presidential Committee comprising of the President, Deputy-President, four Vice-Presidents, Honorary Treasurer, Immediate Past President and co-opted Executive Committee members as needed, shall meet for the purposes of dealing with any matter deemed by the President and Deputy-President to be of an urgent nature, and to take any action it deems necessary to deal with such emergency.
- 30.2 The said Presidential Committee shall be entitled to exercise all the rights, powers and duties of the Executive Committee in dealing with any emergency that may arise.

- 30.3 The said Presidential Committee shall, as soon as reasonably possible, convene a meeting of the Executive Committee and shall report to the Executive Committee all action taken by the Presidential Committee to date.
- 30.4 Thereafter, the Executive Committee shall deal with the matter in accordance with its powers and shall give direction as to what further action, if any shall, be required from the Presidential Committee thereafter.
- 30.5 The Executive Committee shall be entitled to effect such changes to the composition of the Presidential Committee as the Executive Committee may decide from time to time.

## 31 **POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE**

- 31.1 The Executive Committee shall meet for the dispatch of business, adjourn or otherwise regulate its meetings as it may think fit, provided that it shall meet at least three times during its term of office.
- 31.2 The Executive Committee shall transmit reports of its proceedings to Councillors and Secretaries or Chairmen of Branches and Sectoral Divisions who shall keep their respective Branches and Sectoral Divisions informed of all such proceedings.
- 31.3 The control and management of the affairs and interests of the Society shall be vested in the Executive Committee, which shall have full powers to act, as it deems fit and in particular –
  - 31.3.1 to deal with all matters remitted by meetings of the Society or with any other matters submitted to it by Branches or Sectors;
  - 31.3.2 to act on behalf of the Society and to pass resolutions, which shall be binding upon the Society and its members in all matters, save where otherwise specifically provided for in this Constitution;
  - 31.3.3 to institute, defend, bring, carry on or discontinue, or refer to arbitration or compromise any proceedings, actions, suits, claims and demands for or against the Society or in regard to any matter affecting the interest of the Society;
  - 31.3.4 to authorise and/or assist any member, Branch or Sector to institute or defend any legal proceedings if it is of the opinion that the interests of the Society and/or Branch or Sector justify such course;
  - 31.3.5 to apply the funds of the Society for any of the purposes provided for in this Constitution, and to make grants-in-aid in respect of any litigation in which the Society may be interested or by which the Society may be affected, provided that a Branch shall not be entitled to apply for grants-in-aid in respect of any litigation unless the consent and approval of the Executive Committee is obtained prior to the commencement of the litigation;
  - 31.3.6 to exert disciplinary action upon members of the Society in terms of the provisions of this Constitution as specified in the Regulations;

- 31.3.7 to defend legal proceedings instituted against any member of the Executive Committee or any other official or employee of the Society in respect of any matter or thing done or performed by any such person in the proper and reasonable discharge of his duties and to indemnify him against all costs in any such legal proceedings;
- 31.3.8 to determine, for the purposes of Section 5.19 of this Constitution, the members or persons involved;
- 31.3.9 to manage, direct or control all the assets of the Society and to employ its funds, property and other assets in such a manner as may from time to time be decided by the General Council;
- 31.3.10 to appoint standing sub-committees and *ad hoc* committees as may be deemed necessary to deal more effectively with the regular or special business of the Society, and to determine their composition, functions and powers;
- 31.3.11 to recommend to the General Council the institution of such awards and distinctions as may seem fitting for the purpose of recognising and honouring members of the Society and other individuals who have rendered outstanding service to the Society or to the profession of pharmacy;
- 31.3.12 to administer any benevolent fund or foundation set up by the Society;
- 31.3.13 to make, amend or rescind Regulations not inconsistent with this Constitution for the carrying out of the business of the Society. All such regulations shall be submitted for ratification to the General Council;
- 31.3.14 to formulate and publish the policy of the Society from time to time; and
- 31.3.15 generally, to do anything that may be incidental to or necessary for the attainment of the objects and the furtherance of the interests of the Society.

## 32 **LIAISON WITH OTHER BODIES**

The Executive Committee is entitled to invite nominees of its own choice or the nominees of other bodies representing specific fields of pharmaceutical practice or endeavour, to attend meetings of the Executive Committee or any Sub-committee of the Executive Committee. Such nominees shall have all the normal rights of participation in meetings, which are not held in committee, but they shall not be entitled to vote.

## 33 **DUTIES OF OFFICE-BEARERS OF THE SOCIETY**

### 33.1 **President**

The President shall be directed in his activities by the Charges and Obligations presented to him on induction and as detailed in Annexure C of this Constitution. The duties of the President shall include –

- 33.1.1 to preside at all meetings of the Society and the Executive Committee;



- 33.1.2 to sign the minutes of meetings of the General Council and the Executive Committee after adoption;
- 33.1.3 to represent the Society at public functions;
- 33.1.4 to make or delegate the making of any public announcements or addresses on behalf of the Society in consultation with the Executive Director and in accordance with the regulations;
- 33.1.5 to convene all meetings of the Executive Committee and when necessary, to instruct the Executive Director to issue notices of meetings in due time; and
- 33.1.6 generally together with the Executive Director, to initiate and/or direct the activities of the Executive Committee.

### 33.2 Deputy-President

The duties of the Deputy-President shall include –

- 33.2.1 to deputise or act for the President in the performance of any duties when the President is absent or unable to act; and
- 33.2.2 generally, to perform such duties as the President may delegate to him.

### 33.3 Vice-Presidents

The duties of the Vice-President shall include –

- 33.3.1 to carry out such functions as may be designated by either the Executive Committee or the President or the Deputy-President from time to time.

### 33.4 Honorary Treasurer

The duties of the Honorary Treasurer shall include –

- 33.4.1 to ensure that proper accounts of receipts and payments are kept;
- 33.4.2 to issue Financial Statements duly audited by the Auditors of the Society to all Councillors and Secretaries of Branches and Sectors as early as possible after the close of the financial year and at least two weeks prior to the next Annual General Meeting; and to present such Statements to the Annual General Meeting in terms of Section 22.3.3 of the Constitution;
- 33.4.3 to report to the Executive Committee from time to time as required by the Executive Committee, on the financial state of the Society; and
- 33.4.4 generally, to supervise the financial affairs of the Society.

34 **VACANCIES: OFFICE-BEARERS AND EXECUTIVE COMMITTEE**

Vacancies in the Executive Committee or in any office from whatever cause arising shall be filled by the Executive Committee which shall appoint a successor or successors to hold office until the next Annual General Meeting of the General Council.

35 **REIMBURSEMENT OF EXPENSES**

The reimbursement of expenses incurred by anybody authorised to attend to the business of the Pharmaceutical Society shall be as contained in the Regulations.

36 **QUORUMS AND ATTENDANCE AT MEETINGS OF THE EXECUTIVE COMMITTEE**

36.1 The quorum for transaction of business at a meeting of the Executive Committee shall be three-fifths of the members of the Executive Committee entitled to be present at such meeting and to vote thereat. Only members present in person at the meeting shall constitute a quorum.

36.2 If at any such meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the meeting shall stand adjourned to a day, time and place to be decided by the President or, in his absence, the Deputy-President.

36.3 If, at such adjourned meeting, a quorum is not present within half an hour after the time appointed for the meeting, the members of the Executive Committee present shall constitute a quorum.

36.4 An Executive Committee member who is unable to attend a particular meeting of the National Executive, may nominate and empower by proxy any other Executive Committee member attending such meeting to vote on his behalf in respect of any matter at that particular meeting in accordance with the Regulations. Such proxy shall not bind the nominated Executive Committee member to exercise the vote or direct that such vote be "for" or "against" any proposal or amendment thereto.

37 **SUB-COMMITTEES AND AD HOC COMMITTEES**

37A.1 **Urgent Motions of the Executive Committee**

37A.1 Notwithstanding the requirements of Section 36, if the President, Deputy-President and four Vice-Presidents unanimously agree that there is a need for a resolution by the National Executive Committee on an urgent matter, this can be taken outside a duly constituted Executive Committee meeting, if all Executive Committee members are informed by fax, email or other electronic agent and they cast their vote by signing the resolution.

37A.2 A Resolution taken following the above procedure will only be accepted if three-fifths of the members of the Executive Committee agree with the Resolution

37.1 The establishment, constitution and functioning of the committees which may be appointed by the Executive Committee pursuant to 31.3.10 shall be as contained in the Regulations.

37.2 No decision made by any sub-committee or ad hoc committee shall be of force or effect unless ratified by a duly constituted Executive Committee.

38 **ACTS OF OFFICE-BEARERS**

All acts performed by a Committee or by any member of a Committee shall (notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of the Committee or person acting as aforesaid, or that any of them were disqualified from or had vacated office) be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of such Committee.

39 **MINUTES**

Despite the provisions of Section 31.2, the actual minutes of all meetings of the Executive Committee and of its sub-committees shall be privileged. Minutes shall be circulated to Branches and Sectoral Divisions. The confirmed minutes shall be kept at National Office and copies will be made available to Branches and Sectoral Divisions on request.

40 **SALARIED OFFICIALS**

40.1 The Executive Committee may appoint an Executive Director under such terms and conditions and for such period, as they deem fit.

40.2 The Executive Director may appoint or dismiss such staff as may be necessary for the proper functioning of the Society.

40.3 Members of the staff, including the Executive Director, who are members of the Society should have all the rights and enjoy all the privileges of such membership except the right to be nominated for an election to any office of the Society.

**PART VI**  
**DISCIPLINE**

41 The Society shall investigate complaints against members, associate members, Branches and Sectoral Divisions, and shall conduct disciplinary proceedings in accordance with the procedure as contained in the Regulations.

42 **DISPUTES**

In the event of a dispute there shall be established –

42.1 a Disputes Arbitration Committee; and/or

42.2 a Disputes Facilitation Committee.

The reference of such disputes, the composition, functions, powers, and the conduct of the relevant Committee shall be specified in the Regulations attached hereto.

**PART VII**  
**MISCELLANEOUS**

43 **REFERENDUM**

43.1 The Executive Committee –

43.1.1 may at any time; or

43.1.2 shall on a resolution of an Annual General or Special Meeting of the General Council; or

43.1.3 shall on request of two-thirds of the Branches, conduct a referendum as envisaged in Section 5.14.

43.2 The procedure for the conduct of a referendum shall be as laid down in the Regulations.

44 **INCOME AND PROPERTY**

The income and property of the Society, from whatever source derived, shall be applied solely towards the promotion of the objects of the Society as set forth in this Constitution, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, profit or otherwise, to the persons who at any time are or have been members of the Society, or to any person claiming through any of them, provided that nothing herein shall prevent the payment in good faith of remuneration to any officers or employees of the Society or to any member of the Society or other person in return for any services actually rendered to the Society.

45 **MONIES ACCRUING TO AND PAYABLE BY THE SOCIETY**

45.1 All monies accruing to the Society shall be payable to the Society and shall be deposited at a registered banking or financial institution to be decided by the Executive Committee.

45.2 All amounts necessary to be disbursed as petty cash, expenses, salaries, rents and other periodical payments shall be paid according to procedures and documented in the format to which the Honorary Treasurer agrees.

45.3 All payments due by the Society shall be paid in such manner and form, as the Honorary Treasurer in consultation with the Executive Committee shall decide from time to time. As far as possible, payment shall be effected in accordance with current and updated banking practice as supplemented by technological advances.

46 **FINANCIAL YEAR**

The financial year of the Society shall be from the 1<sup>st</sup> day of October of the one year to the 30<sup>th</sup> day of September of the following year.

#### 47 **AWARDS AND DISTINCTIONS**

Save as may otherwise be provided in the Regulations, awards and distinctions may be bestowed by the General Council on recipients at such dates, venues or functions as may be appropriate.

#### 48 **AMENDMENT OR RESCISSION OF REGULATIONS**

- 48.1 Any Regulation made by the Executive Committee shall remain in force unless amended or rescinded by a subsequent resolution of the Executive Committee, provided that such resolution has been passed by not less than two thirds of the Executive Committee who are present and who vote on the resolution. Regulations may also be amended or rescinded by resolution of either the Annual General Meeting or any special meeting of the General Council, provided that such resolution has been passed by not less than two-thirds of Councillors who are present and who vote on the resolution.
- 48.2 Any proposal or motion by the National Executive Committee to amend the regulations shall only be considered if such proposal or motion has been circulated to the National Executive Committee at least 30 days before the meeting at which such proposal or motion will be considered.

#### 49 **DISSOLUTION**

- 49.1 The Society shall be dissolved only if a resolution to such effect has been submitted either by the Executive Committee or a Branch and in respect whereof not less than six (6) months' notice shall have been given and has been passed at a Special General Meeting of the General Council which has been convened specifically for that purpose, and provided further that the resolution is carried by not less than two-thirds of the Councillors who are present and vote at the said meeting.
- 49.2 The notice of such resolution shall set out the proposed resolution in full and the effect of it and shall state clearly the special reasons for the proposed dissolution.
- 49.3 If the Society is dissolved all its assets remaining after the settlement of its liabilities shall be given or transferred to some other company, society or association with objects similar to those of the Society and which is itself exempted from Income tax in terms of Section 10(1)(CB)(i)(ff) of the Income Tax Act (Act 58 of 1962) as amended.
- 49.4 Subject to subsections (3) and (4) of the Income Tax Act (Act 58 of 1962), the Commissioner must approve an entity for the purposes of section 10(1)(d)(iii) or (iv) if –
- a) that entity has submitted to the Commissioner a copy of the constitution or written instrument under which it has been established;
  - b) the constitution or written instrument contemplated in paragraph (a) provides that –
    - i. the entity must have a committee, board of management or similar governing body consisting of at least three persons, who are not connected persons in relation to each other, to accept the fiduciary responsibility of that entity;

- II. no single person may directly or indirectly control the decision-making powers relating to that entity;
- III. the entity may not directly or indirectly distribute any of its funds or assets to any person other than in the course of furthering its objectives;
- IV. the entity is required to utilise substantially the whole of its funds for the sole or principal object for which it has been established;
- V. no member may directly or indirectly have any personal or private interest in that entity;
- VI. substantially the whole of the activities of the entity must be directed to the furtherance of its sole or principal object and not for the specific benefit of an individual member or minority group;
- VII. the entity may not have a share or other interest in any business, profession or occupation which is carried on by its members;
- VIII. the entity must not pay to any employee, office bearer, member or other person any remuneration, as defined in the Fourth Schedule, which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered;
- IX. substantially the whole of the entity's funding must be derived from its annual or other long-term members or from an appropriation by the government of the Republic in the national, provincial or local sphere;
- X. the entity must as part of its dissolution transfer its assets to –
  - aa) another entity approved by the Commissioner in terms of this section;
  - bb) a public benefit organisation approved in terms of section 30;
  - cc) an institution, board or body which is exempt from tax under section 10(1)(cA)(i); or
  - dd) the government of the Republic in the national, provincial or local sphere;
- XI. the persons contemplated in paragraph (b)(i) will submit any amendment of the constitution or written instrument of the entity to the Commissioner within 30 days of its amendment;
- XII. the entity will comply with such reporting requirements as may be determined by the Commissioner from time to time; and
- XIII. the entity is not knowingly and will not knowingly become a party to, and does not knowingly and will not knowingly permit itself to be used as part of, an impermissible avoidance arrangement contemplated in Part IIA of Chapter III, or a transaction, operation or scheme contemplated in section 103(5).

50 **OFFICIAL VERSION**

This Constitution may be translated into any official language, but in the event of any inconsistency, conflict or dispute, the English version of the Constitution shall prevail.

## **SCHEDULE A**

### **BRANCHES OF THE SOCIETY (SECTION 14.1)**

#### **1. BORDER AND EASTERN DISTRICTS**

An area bounded on the West by a line drawn along Long 26° from the Coast to the Orange River and following the Orange River and the boundaries of Lesotho and East Griqualand, and to the East as far as the Umtamvuna River on the Coast.

#### **2. CAPE MIDLANDS**

2.1 The Western boundary to coincide with the Eastern boundary of the Cape Western Province.

2.2 Eastern boundary: from Coast at Long 27° North to Latitude 33°, then due West to Long 26°, then due North, to the border of the Free State Region (the Orange River).

2.3 Northern Boundary: from Long 25° on the border of the Free state to Long 26°.

#### **3. CAPE WESTERN PROVINCE**

The area constituting the Cape Western Province as defined in Schedule 1 of Part 1 to the Constitution of the Republic of South Africa, 1993, and as reflected in the map of the Western Cape Province, issued by the Department of Regional and Land Affairs in January 1994.

#### **4. MPUMALANGA**

The area constituting the Mpumalanga Province as defined in Schedule 1 of Part 1 to the Constitution of the Republic of South Africa, 1993, and as reflected in the map of the Mpumalanga Province, issued by the Department of Regional and Land Affairs in January 1994.

#### **5. KWAZULU NATAL COASTAL**

That area of KwaZulu Natal bounded by the Coast Line, the Umtamvuna River, the Mozambique Border and a line 33,6 km from and parallel to the Coast, from the Umtamvuna River to the Mozambique Border.

#### **6. KWA ZULU-NATAL INLAND**

The whole of KwaZulu-Natal, East Griqualand and Zululand, except that area bounded by the Coast Line, the Umtamvuna River, the Mozambique Border, and a line 33,6 km from and parallel to the Coast from the Umtamvuna River to the Mozambique Border.

#### **7. NORTHERN CAPE**

The area constituting the Northern Cape Province as defined in Schedule 1 of part 2 of the Constitution of the Republic of South Africa, 1993, and as reflected in the map of the Northern Cape Province issued by the Department of Regional Affairs in January 1994.

8. LIMPOPO

The Magisterial districts of Waterberg, Warmbaths, Potgietersrus, Pietersburg, Soutpansberg and the district of Letaba.

9. FREE STATE

The whole of the area known as the Free State Province of South Africa and the towns of Aliwal North, Colesberg and Burgersdorp.

10. PRETORIA

The area encompassing the following magisterial districts: Pretoria, Bronkhorstspuit, Cullinan, Soshanguwe and Wonderboom.

The Southern Boundary of the Pretoria Branch to be the southern most boundary of the above mentioned magisterial districts.

11. SOUTHERN GAUTENG

The magisterial districts of Johannesburg, Randburg, Midrand, Germiston, Krugersdorp, Roodepoort, Kempton Park, Boksburg, Benoni, Brakpan, Springs, Nigel, Alberton, Westonaria, Oberholzer and Randfontein. The Southern boundaries from East to West will include all members falling into the area North of the Vaal Triangle Branch.

The Northern boundary to be the Southern boundary of the Pretoria Branch.

12. VAAL TRIANGLE

The area covering the following: Vereeniging and district, Meyerton, Evaton, Sasolburg, Parys and Vredefort.

The Northern boundary will be the Southern boundary of the Southern Gauteng Branch being:

The R23 from the Eastern provincial boundary to the junction with the R42. Westwards along the R42 to the junction at the R557. Northwards along the R557 through the R61 junction, Daleside is in Vaal Triangle Area, until it meets the R82 South of Walkerville. From this junction, South along the R82 to where it meets the R551 (North of De Deur), then along the R551 in a westerly direction until the R551 meets the magisterial boundary North of Ironsyde. Everton is in the Vaal Triangle area and Orange Farm, Debonair and Stretford are in the Southern Gauteng Branch area.

13. NORTH WEST

The area constituting the Province of the North West as defined in Schedule 1 of Part 1 to the Constitution of the Republic of South Africa, 1993, and as reflected in the map of the Province of the North West, issued by the Department of Regional and Land Affairs in January 1994.



## **SCHEDULE B**

### **SECTORAL DIVISIONS OF THE SOCIETY (SECTION 13.3)**

1. Education and Pharmaceutical Sciences – represented by the Academy of Pharmaceutical Sciences
2. Community pharmacy – represented by the South African Association of Community Pharmacists
3. Hospital and institutional – represented by the South African Association of Hospital and Institutional Pharmacists.
4. Industrial – represented by the South African Association of Pharmacists in Industry