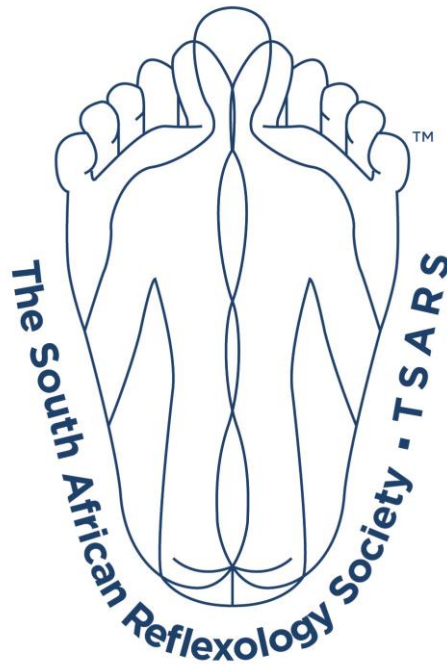


# **THE SOUTH AFRICAN REFLEXOLOGY SOCIETY [TSARS]**



## **CONSTITUTION**

**As ratified at the  
Annual General Meeting  
30 JULY 2016**

# CONSTITUTION

## THE SOUTH AFRICAN REFLEXOLOGY SOCIETY

### 1. PREAMBLE, DEFINITIONS AND INTERPRETATION

#### 1.1. Preamble

- a) To provide for the control of the practice of members of the South African Reflexology Society and to determine the functions of the South African Reflexology Society and to provide for matters connected therewith.

#### 1.2. Definitions

In this constitution, unless the context otherwise indicates, the following words shall have the meanings ascribed to them hereunder:

**"Act"** means the Allied Health Professions Act No. 63 of 1982 (as amended) and includes any regulations and rules thereto;

**"Additional members"** means non-office bearer(s) elected or co-opted in a specialist field to assist with management of TSARS affairs;

**"Administrative Officer"** means the person appointed to carry out daily duties related to TSARS administration, finance and membership benefits [see clause 4.2.b);

**"Allied Health Professions Council [AHPCSA]"** means the Allied Health Professions Council of South Africa, established in terms of Section 5, Act 63 of 1982;

**"annual subscription"** means the annual subscription as contemplated in clause 5.2.4 ;

**"Associate Member"** is a member who is not a practising Reflexologist, or an organization which, on written application, may be accepted as a member of the Society;

**"Branch Chairperson"** means the person elected in terms of clause 12.3 who shall chair branch meetings of the Society;

**"Branch Committee"** means the committee duly elected in terms of clause 12.3 for the management for branch affairs;

**"Branch Vice-chairperson"** means the vice-chairperson of the branch society as elected in terms of clause 12.3;

**"Secretary"** means the Secretary of the Society being elected or appointed in terms of clause 6.3;

**"Constitution"** means the Constitution of The SA Reflexology Society;

**"Due date"** shall be 1<sup>st</sup> October of each year;

**"Executive Committee"** means the national executive committee duly elected in term of clause 6 for the management of TSARS affairs;

**"Full Member"** is a Therapeutic Reflexologist registered with the AHPCSA and in good standing ;

**"good standing"** is a member who on the date of the Annual General Meeting has paid up her/his annual subscription fees, or has been granted permission to defer payment and has not been suspended for any reason;

**"Honorary Membership"** is a member elected to privileges of membership in recognition of her individual standing, or past services rendered to the Society;

**"Member"** means full and veteran members and persons who are registered with the AHPCSA to practise the profession of therapeutic reflexology;

**"Month"** means a calendar month;

**"National Chairperson"** means the person elected in terms of clause 6;

**"National Executive Committee"** means the National Executive Committee duly elected for the management of matters related to the Society and the profession Therapeutic Reflexology on national level;

**"National Vice-chairperson"** means the vice-chairperson of the society as elected in terms of clause 6;

**"office"** means the Head Office of the Society from where the day-to-day administration and finance matters of the Society are conducted;

**"profession"** means the therapeutic reflexology profession;

**"qualification"** means any diploma or certificate awarded after an examination of a person's proficiency in reflexology;

**"Reflexologist"** means a person who has obtained the necessary qualification as a reflexologist. (See Therapeutic Reflexologist);

**"Reflexology"** is a holistic therapy based on the principle that every organ in the body is reflected in certain areas in the feet, hands, ears and body. By using various pressure techniques on these reflexes, the natural healing potential of the body is promoted;

**"register"** (as a noun) means that a register is kept of members in terms of this Constitution;

**"Seal"** means the common seal of the Society;

**"Society"** means The South African Reflexology Society [TSARS];

**"Student Member"** means any person who enrolls as a student and is duly registered in terms of the Act;

**"Therapeutic Reflexologist"** means a person who is registered as such under the Act No. 63 of 1982. [Page 1.4 of the Act No 63 of 1982];

**"Therapeutic Reflexology"** means the stimulation of the hands, feet, ears and body, including specific pressure techniques or mobilisation of hands and feet for a therapeutic outcome. [Regulations: see page 2.43 of the Act No 63 of 1982];

**"This document"** means the TSARS Constitution;

**"Treasurer"** means the person that qualifies to manage and report on the financial affairs of the Society;

**"unprofessional conduct"** means improper, disgraceful, dishonourable or unworthy conduct.;

**"Veteran"** is a Therapeutic Reflexologist 70 years of age or older.

### 1.3. Interpretation

In this Constitution the headings are for purpose of reference only and shall not be included in the interpretation of the content of the relevant clauses in this Constitution.

Words in the singular shall include words in the plural if same is relevant.

Words referring to the female gender shall include the masculine gender.

Words referring to persons shall include juristic persons where same is appropriate

Notwithstanding anything to the contrary contained herein **the provisions of the Allied Health Professions Act (63 of 1982 or any subsequent amendments) shall be binding upon the members.**

#### **IMPORTANT NOTICE:**

**BOARD NOTICE 268 OF 2015:**

**GOVERNMENT GAZETTE NO. 39531, 18 DECEMBER 2015.**

**MEMBERS ARE BOUND BY THE AHPCSA'S GUIDELINES FOR  
GOOD PRACTICE AND GUIDELINES FOR  
MAKING PROFESSIONAL SERVICES KNOWN.**

## **2. ESTABLISHMENT AND OFFICE OF THE SOCIETY**

### **2.1. Name of the Society**

- a) It is hereby established the professional society known as The South African Reflexology Society also be known and referred to as "TSARS".
- b) The Society shall –
  - i) collectively represent the interests of the profession of therapeutic reflexology and the interests of members who are registered with the Allied Health Professions Council as therapeutic reflexologists;
  - ii) comprise of a voluntary association of members;
  - iii) be capable of suing and being sued in its own name; and
  - iv) have perpetual succession.
- c) The Society is a registered Non-Profit Organisation and is not formed and does not exist for the purpose of carrying on any business that has for its object the acquisition of gain by the Society or its individual members.
- d) The income and assets of the Society shall be applied solely for investment and for the promotion of the objects for which it is established.

### **2.2. Office of the Society**

- a) The Office of the Society shall be situated at such centre as may be decided upon from time to time at the Annual General Meeting or a Special General Meeting.
- b) Any change of business address of the Society shall be made known to all members of the Society by way of writing at least 60 (sixty) days before such change becomes effective.

## **3. OBJECTIVES OF THE SOCIETY**

The objectives of the Society include, but may not be limited to:

### **3.1. Protection and representation**

- a) To protect and support the professional interests of the full members by addressing the professional needs of the members to enable them to practise as therapeutic reflexologists.
- b) To liaise with the Allied Health Professions Council or any other authority on legislation and or any matter relating to the profession of therapeutic reflexology and members of the Society.
- c) To negotiate with the Allied Health Professions Council or any other authority so as to place greater emphasis on the professional practice of the profession Therapeutic Reflexology, in the private and public health sectors and community centres.
- d) To represent full members of the Society on any matter falling within the scope of the mandate.
- e) To institute and defend legal actions in the name of the Society.

### **3.2. Govern, administer and set policy**

- a) To govern, administer and set policy relating to the role and functions of the Society.
- b) To promote professional ethics according to the Guidelines of the Allied Health Professions Council.

### **3.3. Membership**

- a) Membership is open to therapists who meet the Society's requirements for membership as set out in clause 5.

#### 3.4. **Promotion**

- a) To promote the profession of reflexology among the general population, private and public Health Care Sectors in South Africa.

#### 3.5. **Investigate Complaints**

- a) To investigate complaints relating to the affairs of The Society and in relation to its members, according to the provisions of this Constitution.

#### 3.6. **Training**

- a) To collaborate with other statutorily registered bodies regarding the training of intending practitioners of therapeutic reflexology.

### **4. GENERAL POWERS AND FUNCTIONS OF THE SOCIETY**

[See Clause 7 Powers of National Executive Committee]

The general powers of the Society shall include the following:

#### 4.1. **Achieving the objectives**

- a) To do all things necessary for the purpose of achieving the objectives of the Society.
- b) To enter into any legal contract, business or otherwise, in connection with the carrying out of the duties, functions and powers of the Society.
- c) To enhance the status of and to care for the professional interests of members of the Society practising their profession within the Republic of South Africa.

#### 4.2. **Administration**

- a) To elect an National Executive Committee for administering the affairs and business of the Society.
- b) To appoint, engage and employ such managers, secretaries, accountants, officers, clerks and other employees or servants of the Society, as may be required from time to time, for the proper and efficient conduct of the affairs of the Society; and to regulate the conditions of their employment.

#### 4.3. **Financing** [See also Clause 9]

- a) To engage in financial activities necessary to run the business of the society.
- b) To employ and pay a remuneration to an employee, as the society deems necessary.
- c) To ensure that proper books and records are kept, fairly reflecting the Society's state of affairs.
- d) To do all such other things as may be incidental or conducive to the attainment of the objects of the Society.

#### 4.4. **Consultation /consideration/co-operation**

- a) To consult with the Allied Health Professions Council or relevant Professional Board on matters pertaining to the Society or a member of the Society.
- b) To consider any matter affecting the profession and make representations or to take such action as the Society may deem necessary in connection therewith.
- c) To co-operate with any other Association, Society, Body or persons when such co-operation is calculated to further the interests of the Society and its members.

#### 4.5. **Legislation/Rules/Regulations**

- a) To promote, support or oppose any legislative or other measure touching the interests of the Society or the practice of Reflexology.
- b) To make and enforce rules and regulations for regulating the affairs and business of the Society of whatever nature and to alter, vary or repeal them.

#### 4.6. **Legal Contracts**

- a) To enter into any legal contract, business or otherwise, in connection with the carrying out of the duties, functions and powers of the Society.

#### 4.7. **Copyright, patent, trade mark, design**

- a) To apply, purchase or otherwise acquire any copyright, patent, trade mark, design or the like in the interests of the Society or its members.

#### 4.8. **Dispute/arbitrate**

- a) To submit in any matter or dispute for mediation in which the Society is concerned.
- b) To act as arbitrators in connection with or in any matter or dispute in which the Society has an interest.

#### 4.9. **Attorneys and Advocates**

- a) To engage and retain the services of attorneys and advocates when necessary in the interests of the Society.
- b) To assist a member, who is registered<sup>1</sup> with the Allied Health Professions Council [AHPCSA] and who has become legally involved in connection with her practice by engaging the necessary legal assistance on her behalf.
- c) However, the Society will not be responsible for any costs incurred in such involvement or engagement.

#### 4.10. **Conferences/meetings**

- a) To hold conferences and meetings for the discussion of all matters directly or indirectly concerning the profession of Therapeutic Reflexology.

#### 4.11. **CPD activities: Congress, Workshops, Courses and Education/Research**

- a) To promote the attending of Congresses, workshops, courses, further education and research within the profession or related to the profession.
- b) To encourage the greater professional competence of the members of the Society, through ongoing CPD Activities.

#### 4.12. **Information**

- a) To collect, publish and circularise information regarding Reflexology that may be of service or interest to members of the Society or the general public.

#### 4.13. **Promotion**

- a) To promote an understanding among the general public and healthcare professionals, of the preventative, palliative, rehabilitative<sup>2</sup> role of reflexology within the healthcare system.

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<sup>1</sup> AGM, 17 February 2007:

<sup>2</sup> SAQA: SAQA QUAL ID 65609 National Diploma Allied Health Therapies

#### 4.14. Register

- a) To keep a register of all the members.
- b) To publish the contents of the register.
- c) To make extracts from the register.
- d) To strike any member's name off the Register of the Society in the case of disqualification of membership

#### 4.15. Suspension of membership

- a) To enquire into the conduct of a member. If the member is found guilty of unprofessional conduct, in terms of the rules and regulations of the Constitution of the Society suspension of membership can be effected.

#### 4.16. Dissolution [SEE ALSO CLAUSE 12 TERMINATION OF THE SOCIETY]

- a) Should circumstances require, and after consultation with its members and due diligence of the circumstances, the National Executive Committee of the Society will have the power to negotiate with any other Association having similar objectives to transfer assets or liabilities of this Society.

## 5. MEMBERSHIP, GENERAL CONDITIONS, DISQUALIFICATION OF MEMBERSHIP AND DISCIPLINE

### 5.1. Membership

- a) Continuing Professional Development: Being a member of TSARS, CEUs can be accumulated per year in accordance with the AHPCSA CPD Guidelines.
- b) **Categories<sup>3</sup>**: The Society shall consist of the following categories of members:-

PERSONS REGISTERED WITH THE ALLIED HEALTH PROFESSIONS COUNCIL [AHPCSA]	
CATEGORIES	BENEFITS
<b>1. Full Member</b> being a person who - <ul style="list-style-type: none"><li>• is resident in RSA;</li><li>• is resident outside RSA;</li></ul>	<ol style="list-style-type: none"><li>a) Full voting rights</li><li>b) Name included on TSARS Website</li><li>c) Full Membership certificate with CEUs</li><li>d) TSARS Journal</li><li>e) Journal CPD – Completion of MCQ on website</li></ol>
<b>2. Veteran Member</b> being a person who is 70 years of age and older.	<ol style="list-style-type: none"><li>a) Full voting rights</li><li>b) Name included on TSARS Website</li><li>c) Membership certificate [with CEU's]</li><li>d) TSARS Journal</li><li>e) Journal CPD – Completions of MCQ on website</li></ol>
<b>3. Honorary member:</b> The Society may confer Honorary Membership to a person in recognition of her/his individual standing or past service rendered to TSARS or the profession	<ol style="list-style-type: none"><li>a) Does not pay a membership fee</li><li>b) Has voting rights<sup>4</sup></li><li>c) Membership certificate when Honorary membership is conferred</li><li>d) Journal</li></ol>
<b>4. Honorary Life Member:<sup>5</sup></b> The Society may confer Honorary Life Membership to a person in recognition of long and outstanding services rendered in the advancement of the objectives of the Society.	<ol style="list-style-type: none"><li>a) Does not pay a membership fee</li><li>b) Has voting rights as from 2016</li><li>c) Membership certificate when Honorary Life Membership is conferred</li><li>d) Journal</li></ol>

<sup>3</sup> AGM, 09 May 2008 – Categories of Membership

<sup>4</sup> AGM July 2017

<sup>5</sup> AGM, June 2016

<p><b>5. Life Member<sup>6</sup></b> being a person age 70 or over and who has continued with full membership for a minimum of 20 years</p>	<p>a) Does not pay a membership fee  b) Voting rights if in active practice  c) Membership certificate when Life Membership is conferred.  d) Journal  e) Individuals may receive reduced member rates at conferences</p>
<p><b>6. Student</b> being a person who is a student who has enrolled at an accredited training institution</p>	<p>Proof of enrolment must be submitted every year.<sup>7</sup>  Registered as student with AHPCSA  a) No voting rights  b) Journal</p>
<p><b>PERSONS NOT REGISTERED WITH THE ALLIED HEALTH PROFESSIONS COUNCIL</b></p>	
<p><b>7. Affiliate member</b> being a person  a) Who was a Full member until 30 Sept. 2008.  b) Who is resident and practising outside RSA.</p>	<p>a) No voting rights  b) Name not on Website  c) TSARS Journal</p>
<p><b>8. Affiliate Veteran member</b> being a person who is 70 years of age and older.</p>	<p>a) No voting rights  b) Name not on the Website  c) TSARS Journal</p>
<p><b>9. Associate member</b> being a relevant professional associations who does not pay a membership fee.</p>	<p>a) No voting rights  b) Journal</p>
<p><b>10. Friend member</b></p> <ul style="list-style-type: none"> <li>• Being a person who has an interest in reflexology and TSARS Journal.</li> <li>• Written application for consideration as a friend member.</li> </ul>	<p>a) Payment of membership fee.  b) Friend members may not practice reflexology  c) No voting rights  d) Journal</p>

## 5.2. General conditions

The members of TSARS and such other members (in Table 1) shall be admitted to membership upon the terms and conditions contained in this document.

### 5.2.1 Admission

- a) Students: Only a *bona fide* student of reflexology shall be admitted as a student member.
- b) The National Executive Committee shall have the right to accept or reject any application for membership.

### 5.2.2 Certificate of Membership

- a) Once a member's annual subscription has been received by the Society, a membership certificate where applicable shall be issued stating the category of membership and the allocation of AHPCSA CEUs

### 5.2.3 Register

- a) TSARS shall keep a register of all the relevant information of members.
- b) On request, the register may be used to give pertinent information having due regard for the limitations of various legislations governing the use of information.
- c) The Register shall not be used for advertising purposes.

<sup>6</sup> AGM, JUNE 2016

<sup>7</sup> AGM, 09 May 2008:



#### 5.2.4 **Subscription**

- a) The annual membership fees are to be decided by members of the Society at an Annual General Meeting.
- b) Term of membership is from October to September the next year.
- c) Statements will be sent out in October each year.
- d) Subscription is payable into TSARS Banking account, from October of each year.
- e) Upon a written request members can make short term arrangements with the Society to pay the fees in monthly instalments.
- f) Upon receipt of a fully motivated written request, the National Executive Committee may grant exemption from or postponement of payment, or a reduction of such subscription.
- g) The request must reach TSARS **within 30 (thirty) days after due date**, whereupon the applicant shall be informed in writing of the National Executive Committee's decision and of the condition of such exemption, postponement or reduction.

#### 5.3. **Termination of membership**

Membership shall be terminated by:

##### 5.3.1 **Non-payment**

- a) If the member's subscription has not been received within sixty (60) days from the due date, a written reminder [via email or posted] for payment will be sent in January to the member's last known email or postal address.
- b) This communication will inform the member that if such subscription is not received by April, membership shall automatically be terminated.

##### 5.3.2 **Resignation**

- a) Death of a member.
- b) Resignation of a member from the Society, whereby-
  - i) notice of resignation is in writing;
  - ii) which resignation shall be effective on receipt of such notice; and
  - iii) a member will not be refunded membership fees in full or pro-rata on resignation.

##### 5.3.3 **Disqualification**

- a) Disqualification whereby a member for any reason, which reason may be temporary or permanent no longer qualifies for membership in terms of par. 5.3.5

##### 5.3.4 **Suspension of Members**

- a) If the member has to be suspended due to being guilty of unprofessional conduct in terms of the Constitution of the Society.

##### 5.3.5 **Discipline**

- a) Any grievance arising out of any action (verbal or otherwise) by a member in regard to affairs concerning the Society, may be reported to the National Chairperson in writing, preferably substantiated by any relevant documentation.
- b) Upon receipt of such request, the Chairperson shall notify the National Executive Committee and also forward a copy thereof to the member accused by registered or certified mail, or email where postal service is unreliable, and request the member to reply thereto in writing within 30 (thirty) days thereof.
- c) If no reply is received, the Chairperson shall cause the complainant and the member accused to be informed in writing of the date, place and the time that

the report will be investigated and requesting them to be present at such investigation.

#### 5.3.6 Procedure

- a) If the member accused is not present at the investigation, the National Executive Committee shall deal with the matter based on the available evidence in hand.
- b) If after the investigation the National Executive Committee is of the opinion that the conduct of the member accused is improper or disgraceful **with** regards to the affairs of the Society, the National Executive Committee may decide -
  - i) to warn the member accused in writing; or
  - ii) to reprimand, in writing, the member accused; or
  - iii) to suspend her membership for a given time, in writing; or
  - iv) to expel the member from the Society and give written notification.
- c) If a reply is received from the member accused, the National Executive Committee shall endeavour to reconcile the parties concerned.
- d) If the National Executive Committee's reconciliation efforts are unsuccessful, based on the evidence at hand, the National Executive Committee shall decide if the conduct of the member accused is improper or disgraceful. When regard is had to the affairs of the Society, the National Executive Committee may decide -
  - i) to warn the member accused and give written reply; or
  - ii) to reprimand the member accused and give written reply; or
  - iii) to suspend membership for a given time and give written reply; or
  - iv) to expel the member from the Society and give written notice.
- e) The complainant and the member accused are, at their own expense, entitled to bring representatives and witnesses to the relevant Executive Committee investigation as may be necessary. However, the Executive Committee should be advised prior to the meeting regarding the presence of representatives and witnesses.
- f) A suspended member may not vote at an Annual General Meeting or Special General Meeting

## 6. NATIONAL EXECUTIVE COMMITTEE: GENERAL CONDITIONS

### 6.1. Management

- 6.1.1 The affairs of the Society shall be managed subject to the aims and objectives and provisions as set out in TSARS Constitution, by the **National Executive Committee** consisting of -
  - a) elected Office Bearers, (see clause 6.3)
  - b) elected non office bearers (see clause 6.4)
  - c) regional Branch Chairpersons (see clause 6.5)
- 6.1.2 Members of the National Executive Committee are committed to serve and take responsibility for inter alia the following **portfolios** :
  - a) Constitution/ Discipline /Legal matters
  - b) General Administration
  - c) Committee Secretary - if the position of **Secretary** cannot be filled
  - d) Communication to the public sector
  - e) Finance
  - f) Ethics
  - g) Public relations/marketing

- h) Medical Aids and Tariff
- i) Congress
- j) Continuing Professional Development [CPD]
- k) Research
- l) Journal
- m) Special project(s) – Forming of Task teams for short term actions.

6.2. **Composition of the National Executive Committee**

The National Executive Committee shall consist of -

- a) elected office bearers,
- b) elected non-office bearers and
- c) Branch Chairpersons, unless otherwise determined by the Society at a General or Special meeting.

6.3. **Office-bearers**

The National Executive Committee shall have not less than 3 (three) and not more than 4 (four) office bearers.

- a) The Chairperson
- b) The Vice-Chairperson
- c) Treasurer
- d) The Secretary [See clause 6.6 c Day-to-day administration of TSARS]

6.4. **Non Office Bearers** to serve as Additional Committee Member[s]<sup>8</sup>

- a) These elected non office bearers shall serve in a special position on the committee to streamline the management of TSARS affairs.
- b) If not elected and there is a need an additional member(s) may be co-opted provided it is **in a specialist field** [e.g. training], or to assist with a special task in management of TSARS affairs.
- c) The additional committee members shall consist of not less than 1 (one) and not more than 2 (two) members.

6.5. **TSARS Branch Chairpersons<sup>9</sup>**

All elected TSARS Branch Chairpersons have representation on the National Executive Committee. [See clause 12 **ESTABLISHMENT OF TSARS REGIONAL BRANCHES AND BRANCH COMMITTEES**]

6.6. **Combination of positions<sup>10</sup>**

- a) If the secretary position is not contracted out, the positions of Treasurer and Secretary may be combined and shall be known as the **Treasurer/Secretary**
- b) The position of may be combined and shall be known as **Vice-Chairperson/Treasurer** Vice-chairperson and Treasurer
- c) **Day-to-day administration of TSARS:** If the position of **Secretary** cannot be filled by an elected secretary then an administration officer [see clauses 7.2] can be appointed to deal with day-to-day administration of TSARS in ensuring that the activities of the society are managed in an organised manner according to sound management policies.<sup>11</sup>

<sup>8</sup> AGM, 17 Feb. 2007

<sup>9</sup> AGM, 21 Feb. 2009

<sup>10</sup> AGM, 17 Feb.2007

<sup>11</sup> AGM, 2006: Appointed Administration Officer since 2006; Two year term of office.

6.7. **Tenure of office** <sup>12</sup>

- a) The tenure of the elected National Executive Committee members is two years.
- b) The tenure of the appointed Secretary/Administration Officer is two years.

6.8. **General conditions for election of the National Executive Committee**

6.8.1 **Eligibility to hold office**

- a) The National Executive Committee and Branch committee is restricted to **Full Members** of TSARS.
- b) The National Executive Committee members must be computer literate and have access to e-mail and Skype facilities.
- c) Members must regularly attend the ±6 (six) meetings per year, via the Internet and in situ. [See Vacation of office clause 6.8.6]
- d) Treasurer must have knowledge of bookkeeping and Pastel
- e) Management of TSARS Office: The Secretary/ Administration Officer, if elected or appointed, must have general knowledge of office management, bookkeeping, Pastel, good communication skills and be able to run the day-to-day business of TSARS.

6.8.2 **Nominations for the National Executive Committee**

- a) The Society shall elect an Executive Committee consisting of Office-bearers and non-office bearers known as additional committee members at an Annual General Meeting or at a Special General Meeting called for the purpose of electing a new Committee.

6.8.3 **Submitting of the nomination forms:**

- a) Nomination for the Executive Committee members shall be received at the registered office of The South African Reflexology Society, no later than 48 (forty-eight) hours prior to the Annual General Meeting or Special General Meeting called for the purpose of electing a new Executive Committee-

6.8.4 **Honorarium/ remuneration**

- a) The National Executive Committee members shall give their services to the Society without payment. [See clause 6.8.5 "Out of pocket expenses"]
- b) The National Chairperson may be entitled to an honorarium on such terms as the National Executive Committee will decide.
- c) The Secretary [or appointed Head Office manager] may be granted remuneration for her services on such terms as the National Executive Committee will decide.

6.8.5 **"Out-of-pocket" expenses : National Executive Committee**

- a) Committee Members may be reimbursed for "out-of-pocket" expenses disbursed either in attending a meeting of the Executive Committee or on business of the Society.
- b) No "out-of-pocket" expenses may be incurred without the prior approval of the Chairperson and the Treasurer, which approval shall be ratified by the Executive Committee at the next committee meeting.

6.8.6 **Vacation of office : National Executive Committee**

- a) A member of the Executive Committee shall vacate office if –
  - i) She/he ceases to be a member of the Society;

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<sup>12</sup> AGM: 21 February 2009.

- ii) She/he gives written notice of resignation to the Chairperson of the Society;
- iii) She/he has been absent for 2 (two) consecutive meetings of the Executive Committee, without the National Executive Committee's consent;
- iv) She/he is found guilty of unprofessional conduct; or
- v) She/he is disqualified in terms of the Allied Health Professions Act.

**6.8.7 Resignation of the majority of the National Executive Committee**

- a) In the event of the resignation of the majority of the National Executive Committee members, a Special General Meeting shall be called within 30 (thirty) days thereof by the non-resigning members for the purpose of electing a new Executive Committee.
- b) Should the National Executive Committee resign *en bloc*, then the person who was the Secretary before such resignations shall call a Special General Meeting within 30 (thirty) days of such resignations for the purpose of electing a new Executive Committee.

**6.8.8 Filling of vacancies**

- a) The National Executive Committee shall have the power to appoint any member to fill a vacancy on the Executive Committee.
- b) The person so appointed is to hold office until the next Annual General Meeting.
- c) If a vacancy or vacancies occur on the National Executive Committee and the remaining members who were elected at the last preceding General Meeting do not constitute a quorum, the remaining Executive Committee member/s must convene a Special Meeting within (30) thirty days of such vacancies occurring for the purpose of electing a new Executive Committee.

**6.8.9 Meetings of the National Executive Committee**

- a) The National Executive Committee shall meet at least 6 (six) times a year.
- b) The Secretary shall give the Executive Committee at least 21 (twenty-one) days' notice of the Committee Meetings, and shall enclose the Agenda and a copy of the previous Minutes.
- c) The notice referred to in above Clause b), may be dispensed with if business to be considered is urgent and if a majority of the members of the Executive Committee agree that the required notice be dispensed with.
- d) Should it be found impossible at any time to hold an National Executive Committee Meeting, written resolutions signed by a majority of the Executive Committee members shall be deemed valid and binding on all members of the Society.
- e) Such signed resolutions are to be secured in the Minute Book, and be ratified at the next committee meeting.

**6.8.10 Quorum for meetings**

- a) A quorum for a meeting of the National Executive Committee shall be **no less than 4 (four)** Committee Members.

## **7. POWERS AND FUNCTIONS OF THE NATIONAL EXECUTIVE COMMITTEE**

### **7.1 General powers**

- a) The National Executive Committee shall manage the day to day affairs of the society, and shall exercise all the powers necessary to perform duties and functions entrusted to it within the clause of this Constitution and approved rules and budget.
- b) To conduct and manage the business of the Society; to exercise all such powers of the Society; and to do all such acts as may be exercised and done by the Society, except as are required by those regulations passed by the Society in a General meeting.
- c) No regulations or resolutions however made or passed by the Society in a General Meeting shall invalidate any prior act of the National Executive Committee, which would have been valid if no such regulations had been made or resolution passed.
- d) To nominate, elect, appoint or delegate person(s) as a special Task Team to represent the Society (or any portion of it) in any public, private or government forum where matters relating to the profession of reflexology or the aims and objectives of TSARS are addressed.

### **7.2. Appoint/dismiss, remove or suspend an employee**

- a) To appoint and in its discretion to dismiss, remove or suspend, any employee and servants it may deem necessary for the conduct of the Society's business and to determine their duties and fix their remuneration

### **7.3. Legal proceedings**

- a) To institute, conduct, defend, abandon or compound any legal proceedings by or against the Society, and to pay the costs thereof.

### **7.4. Delegation of powers**

- a) To delegate authority to any officer, employee, or member of the Society to sign any papers or documents that may be necessary for the conduct of the Society's business.
- b) To delegate any of its powers or functions to Committees or a Task Team constituted by such members or non-members of the Society as it thinks fit.
- c) All Committees/Task team so appointed should conform to any instructions issued to them by the National Executive Committee.
- d) Such delegation of power, and the names of the members of such Committees/Task Team, shall be circulated to all members as soon thereafter as reasonably possible; provided that the National Executive Committee shall not be divested of any such power delegated and may amend or set aside any decision of any Committee/Task Team made in the exercise of such power.

### **7.5. Lectures/seminars/ discussions/workshops**

- a) To grant or decline approval for the holding of lectures, seminars, workshops or the like or any other function **with which the name of the Society** is associated, or which is organised by members of the Society or by its branches.
- b) No member or group of members shall organise, sponsor or support such lectures or seminars or workshops or other functions without prior approval of the National Executive Committee. Application for such approval shall be made in writing to the Executive Committee at least 30 (thirty) days prior to the holding of the event and shall contain details of the said event, charges to be made, professional background of the lecturer/s workshops and other relevant information.

- c) The National Executive Committee shall not approve entrepreneurial type lectures, seminars, workshops or the like.

## **8. ANNUAL GENERAL MEETINGS/SPECIAL GENERAL MEETINGS**

### **8.1. Notice of meetings**

- a) All members shall receive written notice of any **Annual or Special General Meeting** not less than 21 (twenty-one) days before the meeting.
- b) The accidental omission however to give such notice to, or the non-receipts of such notice by any members, shall not invalidate the proceeding of any such meeting or any resolution passed at any such meeting.

### **8.2. Date of Annual General Meeting**

- a) An Annual General Meeting shall be held once every year and on such date and place as the National Executive Committee may decide in July/ August to coincide with AHPCSA CPD Cycle.

### **8.3. Special General Meeting**

- a) **A Special General Meeting** may be held –
  - i) as often as the National Executive Committee shall direct; or
  - ii) on a requisition in writing, containing details of the business to be considered at the meeting, and signed by not less than 20 (twenty) Full Members of the Society who on the date of the requisition had the right to vote at General Meetings of the Society.
- b) **Convening the Special General Meeting on a requisition**
  - i) The Executive Committee, on receipt of any **written requisition**, must issue notice convening the meeting in terms of the requisition within 21 (twenty-one) days.
  - ii) The meeting must be held within 90 days from the date of the original deposit of the requisition with the Executive Committee.
  - iii) The meeting must be convened for a date within 42 (forty-two) days after receipt of the requisition;
  - iv) If the National Executive Committee fails to convene a meeting, the members who requested the special meeting, or a majority of them, may give not less than 21 days written notice to the members regarding -
    - 1) the necessity of the meeting;
    - 2) details of the business to be considered at the meeting;
    - 3) the place of meeting, and
    - 4) the time of meeting.

### **8.4. Quorum [Annual or Special General Meeting]**

- a) A quorum for an Annual or Special General Meeting shall be 20 members who are entitled to vote at a National Meeting and 10 members at a Branch meeting
- b) If within **30 (thirty) minutes** from the time appointed for the meeting a quorum is not present, then those members present and eligible to vote shall form a quorum.

## 8.5. Proceedings at National and Branch General Meetings

### 8.5.1 Chairperson

- a) The Chairperson shall preside at every General Meeting.
- b) If the Chairperson is not present at any meeting within 15 (fifteen) minutes of the appointed time of holding of the meeting, or shall be unwilling to preside; the Vice-Chairperson shall preside. Failing her, any other member of the National Executive/Branch Committee chosen by a majority of the members present at the meeting shall preside.
- c) If the Chairperson, Vice-Chairperson and the members of the National Executive/Branch Committee are absent or unwilling to preside, the members present shall elect, by a simple majority, a member to act as Chairperson and to preside at the meeting.

### 8.5.2 Adjournment of a meeting

- a) The Chairperson may, with the consent of any meeting at which a quorum is present, adjourn a meeting from time to time and from place to place as the meeting shall determine.
- b) Whenever a meeting is adjourned for 21 (twenty-one) days or more, notice of the adjourned meeting shall be given in the same manner as the original meeting.
- c) The business to be transacted at the adjourned meeting shall not deviate from the business of the original meeting.

### 8.5.3 Voting at General Meetings

- a) All full members present and in **good standing** shall have one vote at an Annual General Meeting and/or Special General Meeting.
- b) Only those Members present at the meeting shall be entitled to vote.
- c) **Full voting rights**
  - i. Full member shall be a person registered with the AHPCSA as per clause 5.1 b) 1.
  - ii. A Veteran member shall be a person registered with the AHPCSA as per clause 5.1 b) 2.
  - iii. An Honorary member as per clause 5.1 b) 3.
  - iv. Honorary Life Member as per clause 5.1 b) 4.
  - v. Life Member as per clause 5.1 b) 5
  - vi. **No voting rights:** A Student Member and members not registered with AHPCSA

### 8.5.4 Voting procedures show of hands/ secret ballot

- a) At all General Meetings a resolution put to the meeting shall be decided on by a **show of hands** of the majority of the members present in person and entitled to vote; **unless** before or upon the declaration of the results of the show of hands **a secret ballot is demanded** by the Chairperson or by at least 5 (five) members present who are entitled to vote.
- b) The declaration by the Chairperson of the meeting giving the result of the voting shall be conclusive and an entry to the effect in the Minute Book of the Society shall be conclusive evidence thereof, **without proof of the number** of votes recorded in favour of or against such resolution.
- c) In the case of an **equality of votes**, either on a show of hands or by secret ballot, the Chairperson of the meeting shall be entitled to a second or casting vote.



- d) The meeting shall **continue with the remaining business** after the casting of votes.

#### 8.5.5 Minutes

- a) Proper minutes of the proceedings of all meetings of the Society, the National Executive Committee and Branch Committee of all business transacted at such meetings shall be kept.
- b) Any such minutes of any meetings if supporting are to be signed by the Chairperson of such meeting or by the Chairperson of the next meeting, and shall be conclusive evidence without any further proof of the facts therein stated.
- c) Copies of the last preceding Annual General Meeting, as well as any intervening Special General Meetings shall be circulated to all members **at least 21 (twenty-one) days before the next ensuing Annual General Meeting.**
- d) The minutes shall be entered in a Minute Book kept for this purpose. Loose leaves or paper shall not be deemed to constitute a Minute Book, unless they are bound together permanently, without means for withdrawal or insertions of leaves and the pages thereof are consecutively numbered.

## 9. FINANCING OF THE SOCIETY

### 9.1. Funds of the Society:

- a) The **financial year** of the Society is from the **1 October to 30 September.**
- b) **To apply income** towards payment of the incidental costs, charges and expenses of the Society for the attainment of any of its objects or the conduct of its business.
- c) **To open, operate and close savings and other accounts** with financial institutions and generally to invest the funds and other assets of the Society in such manner as it may deem fit, but always in accordance with the aims and objectives to run the business of the Society as set out herein provided that such activities shall not unnecessarily expose the Society to financial risk.
- d) **All monies shall be deposited to the credit of a banking account** of The South African Reflexology Society at a bank approved by the National Executive Committee.
- e) The National Chairperson or Treasurer, together with one of any two nominated members of the National Executive Committee or the appointed administrator, shall **sign all cheques drawn** on the Society's banking account and all other negotiable instruments.
- f) The Executive Committee shall **authorise all expenditure** and shall not create any indebtedness beyond the current income of the Society, nor authorise disbursements of the Society's funds for purposes inconsistent with the business and policy authorised by the members of the society.
- g) To apply the **income** of the Society howsoever derived solely towards the **promotion of the objectives** of the Society
- h) **No portion of the income shall be transferred** directly or indirectly by way of dividend, bonus, donation or otherwise by way of profit to the members of the Society.
- i) The Society **shall not be entitled to carry on any trading or other profit making activities** or participate in any business, profession or occupation carried on by any of its members or to provide financial assistance to any business, profession or occupation.

### 9.2. **The books of the Society**

- a) The **books of the Society** shall be submitted to a qualified auditor for audit annually as at the 30<sup>th</sup> September.
- b) A duly audited **Balance Sheet and Income and Expenditure Account signed** by the Chairperson or the Vice-Chairperson, the **Treasurer** and the Auditor shall be submitted each year to the Society at its Annual General Meeting.
- c) The National Executive Committee shall prepare a **financial** report of the Society's activities once a year.
- d) A copy of the Balance Sheet and Income and Expenditure Account shall be sent to every member of the Society not less than 21 (twenty-one) days before the date of the Annual General Meeting.

### 9.3. **Remuneration**

- a) Nothing herein contained shall prevent the payment, in good faith, of **remuneration** to any officer, servant or any member of the Society in return for any services actually rendered to the Society.

## **10. INDEMNITY**

- 10.1. Every officer, official or servant of the society and member of the National Executive or Branch Committee shall be and is hereby indemnified against any loss or damage sustained in the discharge of or arising out of their duties unless occasioned by the fraud or dishonesty of any such official, officer, servant or member.

## **11. ADDITIONS, DELETIONS OR AMENDMENTS OF THIS DOCUMENT**

- 11.1. This **document may be amended by special resolution** of the Society at General Meeting, Special General Meeting or Special Executive Meeting, provided that:
  - a) At least 60 days' written notice of any such proposed resolution must be given to all members prior to the holding of the Meeting at which such resolutions are to be considered.
  - b) Written notice to be given to members through the Journal of the South African Reflexology Society or by email/mail or through the Branches.
  - c) The notice of intention to propose such special resolutions shall be accompanied by the terms and effects of the resolution and the reasons for it, and shall be in the possession of the Secretary at least 60 (sixty) days prior to the General Meeting or Special Executive Meeting at which they are to be discussed.
  - d) Additions, deletions or amendments of this document are to be discussed at Branch Meeting. The outcome of the vote taken must be recorded in the Branch Minutes, and forwarded to the Executive Secretary within 14 days of the Branch Meeting.
  - e) Members not able to attend Branch meetings must submit objections to amendments to this document in writing to the Branch Secretary, to be received within 30 days after the date of written notice of any such proposed resolution.
  - f) All objections received are to be tabled at the General Meeting, Special Meeting or Special Executive Meeting, together with votes from Branches and are to be recorded in the Minutes.
  - g) **Where no Branches exist, members must submit objections in writing** to the National Executive Committee to be received within 30 days after the date of written notice of such proposed resolution.
  - h) Amendments to this document require 2/3 (two-thirds) majority of votes of all the members through their branches.

## **12. ESTABLISHMENT OF TSARS REGIONAL BRANCHES AND BRANCH COMMITTEES**

### **12.1. Forming of branches**

- a) On the requisition of **at least 10 (ten) members**, and the acquiescence of the National Executive Committee, a **Branch may be formed** in any area where there are several members **within a reasonable distance to one another**
- b) The views of any Branches that may be affected shall be requested and considered before any area or jurisdiction definition of the Executive Committee shall be final and binding.

### **12.2. Powers and function of Branch committee**

- a) Unless otherwise determined by the National Executive Committee the Branch Committee **shall managed the ordinary administration and finances of each branch** in accordance with the Society's Constitution and general rules. The committee and members shall be bound by such rules.

### **12.3. Composition and election Branch committee**

- a) Composition and election of the branch committee shall reflect that of the National Executive Committee. See Clause 6
- b) The Branch Committee shall consist of
  - i) elected office bearers,
  - ii) elected non-office bearers known as additional members unless otherwise determined by the Society at a General or Special meeting. See clause 6.3
- c) Nomination for the Branch Committee shall be received by the Branch Secretary no later than 48 (forty-eight) hours prior to the Annual General Meeting or Special General

### **12.4. Meetings of Branches**

- a) Meetings shall be held as contained in the Society's Constitution and rules provided.
- b) The AHPCSA Guidelines for CPD activities must be followed<sup>13</sup>.
- c) Meetings shall be held 4-6 time per year but not less than 4 per year
- d) See Clause 8 for guidelines to hold Meetings

### **12.5. Finances of Branches**

- a) Nothing herein shall prohibit a Branch Committee from **raising further funds** by way of its own fundraising initiatives
- b) Each Branch Chairperson must submit a **Financial Report** to the National Treasurer at the National Annual General Meeting.

### **12.6. Branch Chairperson**

- a) Each Branch Chairperson has **representation on the National Executive Committee** meetings.
- b) Branch Chairperson to submit a **Branch report** at each national executive committee meeting and at the National Annual General Meeting.

### **12.7. Termination of a Branch**

- a) If the National Executive Committee is of the opinion that the administration or the activities of a TSARS branch are being **conducted in an unprofessional manner**

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and not to the benefit of the society or its members it may take whatever action it deems necessary to rectify the situation.

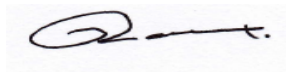
- b) If the National Executive committee is of the opinion that a regional Branch has **become inactive**, it may recommend to the Branch members that the Branch be terminated.

### **13. TERMINATION OF THE SOCIETY**

#### **13.1. Winding-up or dissolution**

- a) If upon the **winding-up or dissolution** of the Society there remains, after the satisfaction of all its debts and liabilities, any assets whatsoever, the same shall not be paid to or distributed among members of the Society.
- b) The said assets shall be given or transferred to some other institution, Association or Society having similar objectives as the Society, to be determined by the members of the Society at or before the time of dissolution.
- c) If at the end of the dissolution process any funds remain and no association which in the opinion of the National Executive Committee has similar objectives to that of the Society and which is authorised to collect contributions in terms of the Non-profit Organisations Act, 1997 (Act 71 of 1997), funds should be channelled into the creation of student bursaries or research

**SIGNED AT JOHANNESBURG on the 30 July 2016 having been duly accepted by the members attending the Annual General Meeting of the Society on that day.**



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**MS MAGGIE ROUX**  
**TSARS NATIONAL CHAIRPERSON**