

REPUBLIC OF SOUTH AFRICA
COMPANIES ACT, 1973

“A”

MEMORANDUM OF ASSOCIATION
of a company not having a share capital (Section 54(1). Regulation 17(1) and 17(3))

Registration No. of Company : 75/00033/08

1. NAME

1.1 The name of the Federation is:

FEDERATION OF SOUTH AFRICAN SOCIETIES OF PATHOLOGY
(Association incorporated under Section 21)

1.2 The shortened form of the name for the Federation is FSASP

2. PURPOSE DESCRIBING THE MAIN BUSINESS

The main business which the Federation is to carry on is the furtherance of its principal object.

3. PRINCIPAL OBJECT

The principal objective for which the Federation is established is to promote by appropriate means and measures research and education into medicine, pathology and allied and associated disciplines.

4. ANCILLARY OBJECTS

All the ancillary objects referred to in Section 33 (1) of the Act are excluded from the capacity of the Federation.

5. POWERS

5.1 All the plenary powers of the Federation which are not in accordance with the principal object of the Federation are excluded.

5.2 The only specific power which is excluded from the powers set out in Schedule 2 to the Act is:

“(s) to distribute in specific or in kind any of its assets among its members”.

5.3 The specific powers of the Federation set out in Schedule 2 of the Act which are qualified under Section 34 of the Act are:

5.3.1 Power (a) to be modified to read as follows –

“(a) to purchase or acquire any plant, machinery, land, shares, debentures, and every kind or description of movable or immovable property;”

5.3.2 Power (b) to be modified to read as follows –

“(b) to manage, insure, sell, lease, mortgage, dispose of, give in exchange, work, develop, build on, improve all or part of its property or assets;”

5.3.3 Power (c) to be modified to read as follows –

“(c) to apply for, purchase or by any means acquire, protect, prolong and renew any patent, patent rights, licences, trade marks, concessions or other rights and alienate them as provided in Power (b) as modified above;”

5.3.4 Power (k) to be modified to read as follows –

“(k) to form and to have an interest in any company or companies having the same or similar objects as the Federation for the purpose of acquiring the undertaking for all or any of the assets or liabilities of that company or companies or for any other purpose which may seem, directly or indirectly, calculated to benefit the Federation and to transfer to any such company of companies the undertaking of all or any assets or liabilities of the Federation”.

5.3.5 Power (1) to be modified to read as follows –

“(1) to amalgamate with other companies having the same or similar objects as the Federation”.

5.3.6 Power (m) to be modified to read as follows –

“(m) to take part in the management, supervision and control of the business or operations of or to enter into partnership with any other Society or business having the same or similar objects as the Federation”.

5.3.7 Power (n) to be modified to read as follows –

“(n) to remunerate any person or persons in cash for services rendered in its formation or in the development of its business”.

5.3.8 Power (o) to be modified to read as follows –

“(o) to make donations provided that no donations may be made to members or Councilors”.

5.3.9 Power (r) to be modified to read as follows –

“(r) to pay gratuities and pensions and establish pension schemes in respect of its officers an employees other than members or Councilors”.

6. **CONDITIONS**

6.1 The income and property of the Federation when so ever derived shall be applied solely towards the promotion of its principal object and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise however, to the members of the Federation or to its controlling for controlled company provided that nothing herein contained shall prevent the payment in good faith of reasonable remuneration to any officer or servant of the Federation or to any member thereof in return for any services actually rendered to the Federation.

6.2 Upon its winding-up, deregistration or dissolution, the assets of the Federation remaining after the satisfaction of all its liabilities shall be given or transferred to some other association or institution or associations or institutions having objects similar to its principal object to be determined by the members of the Federation at or before the time of its dissolution or failing such determination by the court.

7. **GUARANTEE**

7.1 The liability of the members is limited to the amount referred in 7.2

7.2 Each members undertakes to contribute an amount of R2.00 (TWO RAND) to the assets of the Company in the event of it being wound up while he is a member or within one year after he has ceased to be a member for payment of the debts and liabilities of the Company contracted before he ceased to be a member, and of the costs, charges and expenses of the winding-up and for adjustments of the rights of the contributories among themselves.

These are the Articles of Association adopted by the Federation of South African Societies of Pathology in terms of the Resolution passed at the General Meeting held in September 2010 in Somerset West.

Chairman FSASP
September 2010

**REPUBLIC OF SOUTH AFRICA
COMPANIES ACT, 1973**

“B”

**ARTICLES OF ASSOCIATION
of a company not having a share capital (Section 60(1), Regulation 18)**

**Registration No. of Company
75/00033/08**

Name of the Federation is –

1 FEDERATION OF SOUTH AFRICAN SOCIETIES OF PATHOLOGY
(Association incorporated under Section 21)

A. The Articles of Table A and B contained in Schedule 1 to the Companies Act, 1973, shall not apply to the Federation.

B. INTERPRETATION

In these Articles of Association the words and expressions following have the meanings hereinafter assigned to them as respectively:

- a) “The ACT” means the Companies Act No. 61 of 1973 as amended from time to time and any future consolidation or re-enactment thereof and any Act or Law for the time being in force concerning companies and necessarily affecting the Federation;
- b) “Federation” means the Federation of South African Societies of Pathology (Association incorporated under Section 21);
- c) “Member” means a member of any class of members of the Federation as defined in Article 2;
- d) “The Regulations” means the regulations contained in these Articles of Association, with such modifications thereof or additions thereto as may from time to time be in force;
- e) “The Council” means Council of the Federation hereinafter mentioned;
- f) “Councilor” is a person who for the time being is a member of the Council and shall be a Director of the Federation for all purposes under the Act;

- g) “The Journal” means the journal which may be published;
- h) “Existing” means existing at the time when these regulations come into operation.
- i) “Daughter Society” means a society, institution, organization, or corporate body whose main object is to promote the practice of pathology and its allied sciences and associated disciplines, and which is an Individual member of the Federation;
- j) “Member” means a person who is a member of a Daughter Society;
- k) “Congress Committee” means the committee appointed by Council with the sole purpose of organizing the annual congress of the Federation.
- j) “Person” includes a body corporate and a company.

Words and expressions defined in the Act shall if not consistent with the subject or context bear the same meanings as in these Articles.

3. **MEMBERSHIP**

2. The Federation shall have two classes of members, namely –

- a) Ordinary members who shall be members in good standing of one of the Daughter Societies of the Federation.
- b) Honorary members who shall be those persons, societies, institutions, organizations, associations or corporate bodies who are elected as honorary members by the Council for such period as the Council may determine.

3. Subscriptions

Daughter Societies or their members pay no subscription fees to the FSASP. Membership fees are paid directly to the Daughter Societies and the amount is prescribed by the respective Daughter Society. The income of the FSASP is generated through profits accruing from annual congresses and donations of kind.

4. Re-eligibility

No persons who shall have been an ordinary member and ceased to be such shall be eligible for re-election until he/she shall have paid all arrears of subscription (if any) due from him/her to the Daughter Society at the date when his former membership ceased.

5. Duration of Membership

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

6. Termination of Membership

- a) Any member desirous of resigning his/her membership shall tender it in writing to the Council and such resignation shall be accepted by the Council
- b) The membership of any member shall ipso facto cease and determine upon such member being sequestrated or placed into liquidation or judicial management whether such sequestration, liquidation or judicial management is provisional, final, voluntary or otherwise.
- c) The membership of any member shall ipso facto cease should a member be in default of any subscription due to the affiliated Daughter Society and remain in default for a period of one (1) year after such subscriptions are due for payment.
- c) The Council shall have the power to suspend any member for conduct which it considers to be prejudicial to the Federation PROVIDED THAT the period thereof shall not exceed three (3) months.
- d) The Federation may be Special Resolution expel any member of any class for conduct which it considers to be prejudicial to it.

7. Notices

- a) Any notice or document shall be served on a member or members through the respective Societies e-mail listing and shall be deemed to have been served on each member or members by an e-mail posting to the Secretary of the respective Society. Non-receipt of a notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings of that meeting.
- a) An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by not less than twenty-one (21 clear days' notice in writing. Any other general meeting shall be called by not less than fourteen (14) days' notice in writing.

3.1.1 **GENERAL MEETINGS OF THE FEDERATION**

8. Annual General Meeting

- a) An Annual General Meeting of the Federation shall be held once at least in every year, at such time (not being more than fifteen months after the holding of the last preceding Annual General Meeting), and place as may be prescribed by the Council.
- b) The President, if present, shall preside as Chairman at the opening of every General Meeting. In the absence of the President, a Chairman shall be appointed by the meeting.

- c) The business of an Annual General Meeting shall be:
- i) Such business as prescribed by Statute or by these regulations, including the election of Councilors.
 - ii) Any member may bring before the meeting any matter of business which he or she considers requiring the attention of the Federation. Notice of such business shall be made to the Secretary at least eight weeks before the meeting at which the business is to be discussed. Notice of such business shall be given on the agenda paper.
 - iii) The appointment of an auditor or auditors (who shall be a professional accountant or professional accountants) shall form part of the Annual General Meeting.

VOTING AT GENERAL MEETINGS

9. a) A quorum at any General Meeting shall be not less than 15 members present in person or by proxy. If within one (1) hour from the time appointed for the meeting such quorum is not present, the meeting:
- i) shall proceed and a report tabled at the next General Meeting for ratification.
- b) At any General Meeting each member shall have one vote.
- b) At any Meeting a declaration by the Chairman that a Resolution has been carried, or carried by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the book of proceedings of the Federation, shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any such Resolution. In case of an equality of votes at any Meeting, whether on a show of hands or upon a poll, the Chairman shall have a second or casting vote.
- c) On a show of hands votes must be given personally, but upon a poll, votes may be given personally or by proxy. On a show of hands, every member present in person shall have one vote, and upon a poll every member present in person or by proxy shall have one vote.
- e) The proxy holder shall be a member in good standing. Every proxy shall continue in force for the particular meeting for which it is given. The name of the member appointed to act as such proxy holder shall be filled in, in the handwriting of and by the member signing the proxy, and no person other than the Chairman shall hold more than one proxy.
- d) The instrument appointing a proxy shall be in the following form or as near thereto as circumstances permit or in such other form as the Council may approve:

“I, of
 Being a member of hereby appoint
 of
 or failing him
 of
 or failing him the Chairman of the meeting, as my proxy to attend and speak and vote on a show of hands or on a poll for me and on my behalf at the Annual General Meeting or General Meeting (as the case may be) of the Federation to be held on the day ofand at any adjournment thereof, as follows:

In favour of Against Abstain

Resolution

Resolution

Resolution

(Indicate instruction to proxy by way of a cross in space provided above).

A member entitled to attend and vote at a meeting shall be entitled to appoint a proxy to attend, speak and vote in his stead. A proxy must be a member of the Federation).

Unless otherwise instructed, my proxy may vote as he thinks fit.

Signed this day of 20

.....
Signature

- e) Proxies shall be delivered to the Secretary forty-eight hours prior to the hour fixed for the meeting at which the same are intended to be acted upon.

COUNCIL

COMPOSITION, MODE OF ELECTION AND TERM OF OFFICE OF MEMBERS

10. The Council shall consist of the following:
The President Elect, the President, the Immediate Past President, Secretary, Treasurer, the Presidents (or their nominees) of the Daughter Societies and two other persons elected at the Annual General Meeting of the Federation.
11. Each Daughter Society shall be entitled to nominate its President or his/ her nominee to the Council. With the exception of the nominated Councilors, all Councilors shall be nominated and elected at the Annual General Meeting.
12. With the exception of the President, Councilors shall hold office for a period of two (2) consecutive years. The President may hold office for six (6) consecutive years in the respective capacities of President Elect two (2) years, President two (2) years, and Past President two (2) years.
13. With the exception of the Secretary and the Treasurer, Councilors shall only be eligible for election to the Council for two (2) periods of office. The Secretary and Treasurer may respectively hold office for more than two (2) periods of office provided that after two (2) consecutive periods in office they shall not be eligible for re-election until the lapse of a further two (2) year period thereafter. The Secretary and Treasurer are appointed by Council.
14. In the case of any incidental vacancy occurring in the Council, it shall be filled by the Council. This Councilor shall hold office for the remainder of the period of office of the Councilor whose place he takes and shall be eligible for re-election as though he has not served during the previous term.
15. The President shall be inducted at the Annual General Meeting.
16. The office of a Councilor shall be vacated if –
 - a) He/she becomes insolvent; or
 - b) He/she is found lunatic or becomes of unsound mind; or
 - c) Resigns his/her office by notice in writing to the Federation.
 - d) Passes away

PROCEEDINGS OF THE COUNCIL

17. Annual Meeting of the Council

The Annual Meeting of the Council shall be held at such time and place as the Council may decide.

18. The Council shall meet at least once a year and shall be presided over by the President of the Council, or in his absence by a Chairman to be appointed by the meeting from its own number.
19. The meetings of the Council shall be held at such time and place as the Council shall appoint. Notices calling all meetings shall be posted to Councilors by the Secretary not less than twenty-one (21) days before each meeting.
20. The Chairman of the Council may, if he thinks fit, and shall upon receiving a request signed by not less than two (2) Councilors and specifying the business for which a special meeting is required, call together a special meeting thereof, if need be by e mail not less than seven (7) days' notice of which shall be given, and no business shall be transacted at a special meeting other than that for which such special meeting was called.
21. The quorum necessary for the transaction of the business of the Council shall be five (5).

Subject to the provisions of the Act a Resolution in writing signed by not less than five (5) Councilors shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held.

20. The Chairman may exercise a deliberative vote, and shall give a casting vote in all cases of equality.
21. Voting shall be a show of hands unless otherwise provided in the Regulations or agreed upon at the meeting, and the decision of a majority of votes held by the Councilors present shall prevail except as otherwise provided herein.
22. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
23. The decisions of the Council shall be binding on all members of the Federation.

EXECUTIVE COMMITTEE

27. The Executive Committee shall consist of the President, Treasurer, Secretary and a member appointed by Council. A quorum of the Executive Committee shall be three.
24. The Executive Committee shall have the power to act on behalf of the Council in any matter of urgency placed before it by the Secretary, provided that any action taken by the Committee shall –
 - 28.1 be included in the agenda for consideration by the Council at its next meeting;

28.2 have the same validity as if dealt with by the Council until it shall have been confirmed or rejected at the next meeting of Council.

29 The Secretary is empowered to obtain, if he/she deems it advisable, the view of the Council, by correspondence, and the decisions so obtained from not less than five (5) Councilors shall have the same validity as if made at a duly constituted meeting and shall be recorded in the Minutes. The Council shall also have the power to appoint committees to report upon the duties devolving upon it, or any of the schemes it may undertake, and may delegate to any of the committees such powers as it may deem necessary or convenient, and fix the quorum thereof and lay down the rules for regulating the proceedings of such committees.

25. The President shall, ex officio, be a member of all Committees of the Council.

FUNDS

26. The general funds of the Federation shall be expended in the furtherance of its principal object.

SEAL

27. The Council shall provide for the safe custody of the Seal (if any) of the Federation, and the Seal (if any) shall not be used except in pursuance of a Resolution of the Council in the presence of at least one member of the Council and of the Secretary, who shall sign every instrument to which such Seal is affixed.

SCIENTIFIC MEETINGS

28 Council shall at least once per year hold a congress, and / or conference and / or meeting, alone or in conjunction with other bodies, which shall be open to every member in good standing, for the purpose of receiving addresses or other communications relating to the medical or allied or associated disciplines and discussing such subjects pertaining thereto as the Council may think proper. Council may hold such congresses, conferences or meetings within or without South Africa and when held in South Africa, meetings may be convened at the same place as the Annual General Meeting of the Federation and in connection but so as not to conflict therewith.

29 Council will appoint an Organizing Committee to which responsibilities for the organization of the congress will be delegated. The Congress Organizing Committee shall consist at least of one representative of each Daughter Society. The appointed members of the Congress Committee should select a Congress Chairman from their ranks. The Congress Committee should open a separate bank account (Congress Account) for the sole purpose of organizing the congress and all moneys generated by the congress, including the seed money of the FSASP, should be paid into this account. After unwinding of the congress the Congress Chairman should appoint an accounting firm to audit the Congress Account. The balance of funds should be paid into the account of the FSASP and the Congress Account closed. The surplus generated by the congress will be used to support the guest speakers invited by the Daughter Societies during the following annual congress.

- 30 The Congress Committee shall give nine (9) months' notice of the place and date of the congress, conference or meeting and at the same time shall invite contributions. At least two (2) clear weeks before the said congress, conference or meeting he shall issue the Congress program.
- 31 The Daughter Societies of the Federation will through their representation on the Congress Committee invite national and international guest speakers. Council will decide annually on the extent to which Daughter Societies will be provided with financial support for this purpose. This support will be determined by the surplus capital generated by the previous congress.

COUNCIL

GENERAL POWERS

- 32 The general control and direction of the policy and affairs of the Federation shall be vested in the Council.
- 33 It shall be the duty of the Council to administer the affairs of the Federation in accordance with the Memorandum and Articles of Association.

PUBLICATIONS

- 34 Records or transactions and other papers of interest to the medical professions shall be published as and when the Council may think fit.

EXPENSES

- 35 The out of pocket expenses of members of the Council attending meetings of the Council within South Africa may be defrayed out of the Funds of the Federation.

FINANCIAL REPORTS AND AUDIT

- 36 The Council shall cause such books of account to be kept as are prescribed by Section 284 of the Act. The said books shall be subject to proper and regular audit as contemplated by law.
- 37 The books of account shall be kept at the registered office of the Federation or at such other place or places as the Council may think fit, and shall always be open to the inspection of any Councilor.
- 38 The Council shall, from time to time, in accordance with Section 286 of the Act, and cause to be prepared and to be laid before the Annual General Meeting of the Federation such Annual Financial Statements as are referred to in that section.
- 39 The Annual Financial Statements to be laid before the Annual General Meeting shall be made up to a date not more than six (6) months before such meeting. The Annual Financial

Statements shall be signed on behalf of the Council by two (2) of the Councilors and shall be open to inspection by any member.

- 40 In pursuance of Section 302 of the Act, a copy of the Annual Financial Statements (including every document required by law to be annexed thereto) which is to be laid before the Annual General Meeting of the Federation shall not less than twenty-one (21) days before the date of the meeting, be sent to every member of the Federation entitled to receive notice of such meeting: provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Council is not aware.
- 41 Auditors shall be appointed and their duties regulated in accordance with Section 270 of the Act.

ALTERATIONS

- 42 These Articles and Memorandum may be altered at any General Meeting of the Federation by Special Resolution.

BY-LAWS

- 43 Save so far as determined by Statute or by the regulations, the constitution and mode of government of the Federation, the rights and obligations of every member, the appointment, duties, powers or privileges of all officers, and of the Council, Committees and Governing Bodies, shall be such as may from time to time be prescribed and determine by or in accordance with the By-Laws prescribed by the Council and such B-Laws may from time to time be added to, amended, altered or repealed by the Council.

INTERPRETATION

- 44 The interpretation of these Articles which is given by the Council shall be binding on all members of the Society.

BY-LAWS OF THE FEDERATION OF SOUTH AFRICAN SOCIETIES OF PATHOLOGY

PRESCRIBED IN TERMS OF ARTICLE 48

1. **INTERPRETATION**
 - 1.1 The definitions contained in the Articles of Association shall mutates mutandis apply to these By-Laws;
 - 1.2 These By-Laws shall be construed so as not to conflict with the Articles of Association.

2. MEMBERSHIP

2.1 A member of standing of one of the Daughter Societies is a member of the Federation.

3. SUBSCRIPTIONS

3.1 The annual subscriptions payable by members to the Federation shall be such as determined by the Council from time to time.

3.2 Subscriptions shall be paid by members to the treasurer of the Federation.

4. RULES APPLICABLE TO THE SECRETARY

4.1 The Secretary shall call and attend at each Meeting of the Council, take notes of the business transacted and read the Minutes and all other documents necessary for the information of members;

4.2 He/She shall keep Minutes of all meetings of the Federation and he/she shall produce copies of the Minutes at the following meeting together with all the documents pertaining to the business of the meeting;

4.2 He/She shall conduct the correspondence of the Council (except such as falls within the province of the Treasurer) and keep a copy of all letters sent by him;

4.3 He/She shall place upon the Agenda of the next Meeting of all business arising out of previous meetings and all new matters which ought to be dealt with by the Council, a copy of which Agenda he shall forward to each Member of the Council with the Notice calling the Meeting;

4.4 He/She shall draft the Annual Report for the approval and signature of the president;

4.5 He/She shall keep the President informed of all important matters as they arise;

4.6 He/She shall carry out all other secretarial duties assigned to him by the President, the Council and any Committee or Sub-Committee, or as set forth in the Regulations.

5. RULES APPLICABLE TO THE TREASURER

5.1 The Treasurer shall receive the disburse all monies for the Council and keep the financial affairs in proper order;

5.2 He/She shall keep in a correct manner –

A record with documentation (proof) of both income and expenditure for financial auditing purposes.

Retain all audited annual reports of the Federation for reference if required

- 5.3 He/She shall prepare the Annual Financial Statements, which, together with his books and receipts, he shall submit to the Auditor appointed by the Council in time for its production, duly audited, at the Annual Meeting;
- 5.4 He/She shall furnish, when required, any information as to finances, and generally carry out the instructions issued to him by the Chairman or the Council;
- 5.5 An account shall be opened in the name of the Council with a Bank; all monies received shall at once be paid in; and all cheques drawn on behalf of the committee shall be signed by the Treasurer and one other Councilor delegated to do so by resolution of the Council.
- 5.6 The Treasurer shall recommend to the General Meeting the amount of support provided to the Daughter Societies annually for the furtherance of the objective of the Federation. As a non-profit organization surplus funds accruing through the successful delivery of annual congresses should be re-invested in achieving the objectives of the Federation.