

CONSTITUTION

OF

THE PHARMACEUTICAL


SOCIETY

OF

SOUTH AFRICA

CAPE WESTERN PROVINCE

BRANCH



18 OCTOBER 2019

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**THE CONSTITUTION OF
THE PHARMACEUTICAL SOCIETY OF SOUTH AFRICA
Cape Western Province Branch**

PREAMBLE

We, the members of the Cape Western Province Branch of the Pharmaceutical Society of South Africa, associate ourselves with and fully support the contents and sentiments expressed in the preamble to the Constitution 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 disruptive effects of fragmentation,
- *honouring* those who have worked and sacrificed for the development of the profession,
- *recognising* the broad transformation taking place in South African society at this time in our history and,
- *believing* that we are united by our diversity in a unique and indispensable profession,
- *adopt* this Constitution as the ultimate authority governing our association.

By so doing, we *dedicate ourselves* to the principles and objects enshrined in this Constitution,

- to address 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.

1. DEFINITIONS

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

- 1.1.1 “*Associate member*” - means Pharmacy Students, Pharmacist’s Assistant, Pharmacy Technician and Pharmacy Technical Assistant - as described in Clause 8.2 of the Branch Constitution.
- 1.1.2 “*Branch*” - means the Cape Western Province Branch of the Pharmaceutical Society of South Africa as defined in the Society’s Constitution
- 1.1.3 “*This Constitution*” or “*the Branch’s Constitution*” - means the Constitution of the Cape Western Province Branch
- 1.1.4 “*Financial Advisory Committee*” – means the sub-committee of the Branch Committee as defined in the Regulations.
- 1.1.5 “*Branch Committee*” – means the Committee as defined in Clause 16 of this Constitution.
- 1.1.6 “*Co-opted*” means a person appointed to a committee as provided for in terms of this Constitution.

- 1.1.7 “*Chairman*” - means the chairperson for the time being of the Branch and of the Branch Committee.
- 1.1.8 “*Councillor*” - means a member of the General Council being a member of the Branch who is a paid up member of the Society and who has been appointed by the Branch Committee as a Councillor.
- 1.1.9 “*Document*” - means a written, printed or electronic file of information.
- 1.1.10 “*Executive Officer of the Branch*” - shall be known as the Director of the Branch.
- 1.1.11 “*Ex Officio*” - means by right of one’s position or office and refers to a situation whereby the elected, nominated or appointed incumbent of an office or position is *per se* deemed thereby to have also been appointed, with full participation and voting rights, to one or more other positions or committees.
- 1.1.12 “*FPS*” - means Fellow of the Pharmaceutical Society of South Africa
- 1.1.13 “*Honorary*” - in the title of an incumbent refers to a non-remunerated status.
- 1.1.14 “*ipso facto*” - means by the very fact or act, or as a consequence thereof.
- 1.1.15 “*Regional Groups*” means an interest group of members of the Branch located in a geographically definable area.
- 1.1.16 “*Chairman’s Committee*” – means the sub-committee of the Branch Committee as defined in Clause 17 of this Constitution.
- 1.1.17 “*Member*” - means a paid up member of the Society who is a member of this Branch in accordance with the provisions of Clause 13 of the Constitution of the Society.
- 1.1.18 “*Ordinary member*” - means pharmacists, community service pharmacists or pharmacist interns, as described in Clause 8.1 of this Constitution.
- 1.1.19 “*MPS*” - means Member of the Pharmaceutical Society of South Africa.
- 1.1.20 “*Pharmacist*” - means a pharmacist registered with the South African Pharmacy Council as defined in the Pharmacy Act No. 53 of 1974 as amended from time to time.
- 1.1.21 “*Pharmacy Council*” - means the South African Pharmacy Council as defined in the Pharmacy Act No. 53 of 1974 as amended from time to time.
- 1.1.22 “*Proxy*” - means the authority held by one person to act for another at a meeting of the Society.
- 1.1.23 “*Regulations*” - means regulations made in terms of this Constitution as amended from time to time.
- 1.1.24 “*Rights and Privileges*” - go hand in hand and are considered synonymous for the purposes of this Constitution.
- 1.1.25 “*Sector*” and “*Sectoral Division*” - these expressions shall be interchangeable in meaning according to the context.
- 1.1.26 “*Sectoral Divisions*” - means Sectoral Divisions as defined and referred to in Clause 13.3 of the Society’s Constitution.
- 1.1.27 “*The Society*” - means the Pharmaceutical Society of South Africa or PSSA and “the Society’s Constitution” shall have a corresponding meaning.

- 1.1.28 “*Sub-committee*” - means a group which may consist of nominated, elected, appointed and /or ex officio members or persons intended to function under a mandate of the Branch Committee and be responsible to the Branch Committee.
- 1.2 This Constitution shall be interpreted in accordance with the following principles:
- 1.2.1 Words importing the masculine shall include a reference to the feminine and vice versa.
- 1.2.2 Words importing the singular shall include a reference to the plural and vice versa.
- 1.2.3 This Constitution has been drafted and formulated pursuant to the enabling provisions of the Constitution of the Pharmaceutical Society of South Africa and in the event of any conflict between the provisions of this Constitution and the provisions of the Constitution of the Pharmaceutical Society of South Africa, then and in such event the provisions contained in the Constitution of the Pharmaceutical Society of South Africa shall prevail.
- 1.2.4 In this Constitution words and expressions have the same meanings assigned to them in the Constitution of the Pharmaceutical Society of South Africa, and "Branch" means the Cape Western Province Branch of the Pharmaceutical Society of South Africa.
- 1.2.5 In case of any matter which is not especially provided for, or in case of doubt as to the interpretation of any Section in this Constitution and Regulations, the same shall be determined by the Branch Committee, whose decision shall be final.
- 1.2.6 Unless specifically stated otherwise; Saturdays, Sundays and public holidays shall not be taken into account when computing a time period prescribed in days in this Constitution and the Regulations. Any time period calculated in days shall be calculated excluding the first day and inclusive of the last day

PART I
THE BRANCH

2. NAME AND PERSONALITY

- 2.1 The name of the Branch shall be "THE CAPE WESTERN PROVINCE BRANCH of the PHARMACEUTICAL SOCIETY of SOUTH AFRICA".
- 2.2 The Branch shall be a corporate body having a separate legal personality with perpetual succession notwithstanding changes of membership within it, and being entitled to hold property and all assets whether movable or immovable, distinct from its members.

3. BRANCH OF SOCIETY

The Branch shall, unless and until otherwise decided by a meeting of the Branch confirmed by the General Council of the Society, remain constituted as a Branch of the Society.

4. HEADQUARTERS

Unless and until otherwise decided by a Branch General Meeting, the headquarters of the Branch shall be located in Cape Town.

5. OBJECTS

The objects of the Branch shall be:

- 5.1 to promote the professional, educational and economic interests of the members of the Society and of the pharmaceutical profession.
- 5.2 to uphold and improve the professional integrity and standards of professional conduct of the members of the Society.
- 5.3 to bind members of the Society to professional conduct.
- 5.4 to improve, promote and maintain the image of the profession.
- 5.5 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.
- 5.6 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.
- 5.7 to provide and promote benefits to its members and to do all such things as may advance the interests of its members; and

- 5.8 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.
- 5.9 to ascertain and to place the needs, opinions and interest of the members in its area before the Executive Committee and/or Annual General or Special Meeting of the General Council
- 5.10 to do all such things in its respective area as may advance the interests of its members in regard to all or any matters delegated to it by the Executive Committee of the Society.

6. POWERS

The Branch may, for the purpose of achieving its objects, exercise at Branch level the powers as set out in the Society's Constitution and Regulations including and, if necessary, after consultation with the Society where required for any purpose, calculated to benefit the Branch, directly or indirectly.

- 6.1 form and/or have an interest in any company or companies for any purpose, directly or indirectly, calculated to benefit the Society;
- 6.2 Evaluate any bills, laws, ordinances, proclamations, pronouncements, or enactments (whether emanating from Parliament, provincial authorities, or local authorities, or from any other entity) which either affect or may affect the interests of pharmacists and members of the Branch and where appropriate, to support or to oppose, and if necessary, take appropriate action including legal action, as circumstances may require, on behalf of its members.
- 6.3 Publish, distribute and disseminate newsletters, information or promotional material, including results of research or statistics or other information which is either available to or obtained from members of the Society.
- 6.4 Co-operate with any institution, society or association.
- 6.5 Establish and support bodies representing specific fields of pharmaceutical interest or endeavour.
- 6.6 Borrow or raise monies, with or without security.
- 6.7 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.
- 6.8 Invest funds available only with those registered financial institutions as defined in Clause 1 of the Financial Institutions (Protection of Funds) Act 28, 2001 as amended, and in securities listed on a licensed stock exchange as defined in the Securities Services Act 36 of 2004 as amended.

- 6.9 Enter into indemnities, guarantees and suretyships and secure payment thereunder in any way.
- 6.10 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 Branch or its employees.
- 6.11 Acquire, hire or lease any movable or immovable property and 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 Branch.
- 6.12 Consult or gauge the views and opinions of all or any members of the Branch, or any other groups or entities of persons as may be deemed to be in the interests of the Branch 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.
- 6.13 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 Branch.
- 6.14 Make, and from time to time alter, amend or rescind regulations for the carrying on of the business of the Branch;
- 6.15 Employ and enter into agreements regulating conditions of service and termination of employment, which will apply to officials and employees of the Branch, including the right to recognise and deal with trade unions, staff associations, or any other employee groups, whether in terms of statute or otherwise.
- 6.16 Institute or defend legal proceedings in its' own name.
- 6.17 Notwithstanding anything to the contrary herein contained, the Branch 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 for the purpose of carrying on any business, profession or occupation by them.
- 6.18 Address disciplinary and professional behavioural enquiries of members;
- 6.19 The Branch Committee may deem it necessary from time to time to levy fees upon its Branch members in accordance with the requirements of the National Constitution and Regulations.
- 6.20 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 in accordance with the requirements of the National Constitution and Regulations;
- 6.21 Generally, directly or indirectly, do, or cause to be done, anything that may be incidental to or necessary for the attainment of the above objects.

7. AUTONOMY OF THE BRANCH

- 7.1 Save where inconsistent with the Constitution of the Society, this Constitution and the Regulations of the Branch shall govern the activities of the Branch.
- 7.2 Subject to the provisions of the Constitution of the Society, the Branch shall be free to govern itself in such a manner that it shall think fit and for that purpose to make from time to time such regulations as it may think fit and to repeal or alter the same as and when it shall consider expedient.
- 7.3 The Regulations so made by the Branch and for the time being in force shall be binding on members constituting the Branch and upon any other member of the Society carrying on business in the area in which the Branch has jurisdiction, provided that regulations shall, in certain cases which may be specified in the Constitution of the Society, be submitted for approval to the Executive Committee and shall not come into operation unless and until they are approved by the Executive Committee.
- 7.4 Subject to the provisions of Section 37 and 41, all property, shares, monies and assets of the Branch shall at all times remain the sole property of the Branch and shall be free from any control whatsoever by the Society.

PART II**THE MEMBERS****8. MEMBERSHIP**

There shall be the following classes of members whose admission to membership shall be governed by the Regulations for Admission of Members as set out in the Society's Constitution.

8.1 Ordinary members, who shall be pharmacists, community service pharmacists or pharmacist Interns, registered as such with the South African Pharmacy Council.

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

8.2.1 Pharmacy Students

8.2.2 Pharmacist's Assistants, Pharmacy Technician and Pharmacy Technical Assistant.

8.3 Affiliate Members

Any Ordinary or Associate member of the Society who has full membership in another Branch of the Society, or International Associate member, may apply to become an affiliate member of the Branch. Application for Affiliate membership shall be made in accordance with the Regulations.

8.4 The Branch may not exclude from its membership any member of the Society in good standing, resident or carrying on business or employed within the area of jurisdiction assigned to it.

9. RIGHTS AND PRIVILEGES OF MEMBERS

9.1 Every member, including Ordinary, Associate and Affiliate members shall possess the following rights:

9.1.1 to attend any meeting of the Branch, or by invitation any meeting of the Branch Committee or sub-committee

9.1.2 to receive any information which it is competent for officers of the Branch to provide

9.1.3 to receive, at the discretion of the Branch Committee, such assistance as may be rendered in any matter terms of this Constitution.

9.1.4 to take part in any discussion on any matter that may be placed on the agenda of any General or Special Meeting of the Branch.

9.1.5 to utilise the facilities and participate in the services provided by the Branch, provided that members comply with any terms and conditions applicable thereto.

- 9.1.6 to receive Branch publications including The Tincture Press either ex gratia or at such cost as may be determined from time to time by the Branch Committee.
- 9.2 Ordinary members shall be entitled to the following additional rights;
 - 9.2.1 to vote on any motion put to a General or Special Meeting of the Branch.
 - 9.2.2 to nominate and vote for members of the Branch Committee.
 - 9.2.3 to be nominated for and be appointed to any office or committee of the Branch or the Society subject to the terms and conditions of both the Branch and the Society's Constitutions.
 - 9.2.5 to be appointed by the Branch as a Councillor entitled to attend and vote at meetings of the General Council.
- 9.3 No member shall have any rights by reason of this membership to the property or assets of the Society.

10. ROLL OF MEMBERS

- 10.1 Details, including the full name and address, contact details, date of birth and identity number of every member shall be entered in a register of members, such register to be called the Roll of Members.
- 10.2 It shall be the duty of every member to notify the Branch or the Membership Department of the Society of any change in his registered address or contact details.
- 10.3 Any notice or letter relating to any matter concerning the Branch sent to the registered address (including the email address), of the member shall be deemed to be due notice in terms of this Constitution.

11. SUBSCRIPTIONS

In addition to the membership subscription payable annually to the Society, the Branch may levy an additional fee subject to Clause 9.4 of the Society's Constitution.

12. DURATION OF MEMBERSHIP

Membership shall have such duration and shall be terminated only as laid down in the Society's Constitution. Similarly re-admission, re-instatement and expulsion shall be conducted in accordance with the Society's Constitution.

PART III
STRUCTURAL ORGANISATION OF THE BRANCH

13. BRANCH SHALL BE A BRANCH OF THE SOCIETY

The Branch shall, unless and until otherwise decided by a General Meeting of the Branch and confirmed by the General Council of the Society, remain constituted a Branch of the Society, comprising all members of the Society located in its geographical area as listed in Schedule "A" of the Society's Constitution.

14. REGIONAL GROUPS

- 14.1 The Branch may arrange to organise within its own area of jurisdiction, Regional Groups in specified geographical areas for the better carrying out of its objects and duties to members. Such Regional Groups shall be subject to the Branch jurisdiction and direction.
- 14.2 No Regional Group may exclude from its membership any member of the Society, resident or carrying on business or employed in the area of jurisdiction assigned to it.
- 14.3 The officers of each Regional Group shall be elected by the Regional Group according to the by- laws of the Regional Group, such by-laws having been previously approved by the Branch Committee
- 14.4 No rule of the Regional Group or of their Committees shall be binding on any member until it has been ratified by a subsequent meeting of the Branch Committee.
- 14.5 A properly constituted Regional Group having not less than twenty-five (25) members shall have the right to nominate one member of the Branch Committee. Should such member not be resident within 100 kilometres of the headquarters of the Branch, the Regional Group shall have the right to nominate an alternate who is so resident and who shall act for the nominated member at meetings of the Branch Committee when the latter is unable to attend. Such nominated and alternate members shall be ordinary members of the Society. The said alternate shall not be permitted to vote at a Branch Committee meeting at which the nominated member is also present.
- 14.6 The Branch shall include the following Regional Groups:
1. Cape Metropole
 2. West Coast
 3. Cape Winelands/Overberg
 4. Edin/Central Karoo
- as amended from time to time by Regulations of the Branch Constitution.
- 14.7 Should a Regional Group have failed to nominate a member to the Branch Committee prior to the commencement of the AGM, the Branch Committee, at its first meeting after the election, shall nominate a member to represent that Regional Group.

15. MANAGEMENT AND CONTROL

There shall be established a Branch Committee which shall manage the affairs of the Branch between Annual General Meetings and which shall be constituted and have the powers and duties hereinafter set forth.

16. BRANCH COMMITTEE

16.1 The Branch Committee shall be constituted as follows:

16.1.1 a Chairman

16.1.2 a Vice-Chairman

16.1.3 a Treasurer, who shall be resident in the Cape Metropole Area.

16.1.4 the Immediate Past Chairman

16.1.5 A maximum of six (6) additional members who are elected at the AGM.

16.1.6 Six (6) members who may be nominated by the Regional Groups in terms of Section 14, to represent their respective regions, subject to the provisions of Section 14.3

16.1.7 At least one (1) and not more than two (2) members nominated by each Sector of the Society, (as reflected in Schedule B of the National Constitution), subject to the provisions of Section 16.3

16.1.8 Those members who, as at the date of the Annual General Meeting, represent the Cape Western Province Branch on the National Executive Committee of the Pharmaceutical Society of South Africa. Should their appointment on the National Executive Committee be terminated prior to the expiry of the term of office of the Branch Committee, such members shall remain members of the Branch Committee until the expiry of the term of office of the Branch Committee.

16.2 All members of the Branch Committee shall, except for the Immediate Past Chairman, the six (6) members representing the Regional Groups, and those members nominated by the Sectors in accordance with 16.1.7 above, be elected in accordance with the election procedure as specified in the Regulations.

16.3 Any member of the Branch, subject to the provisions of Section 8.3 and the Regulations, and in accordance with Section 7 of the National Constitution, may be nominated and elected as a member of the Branch Committee provided that he shall have indicated in writing his acceptance of such nomination.

16.4 The Branch Committee shall hold office for the period from the date of its election until a new Branch Committee has been elected at the next Annual General Meeting of the Branch.

- 16.5 A Branch Committee member absenting himself from three (3) consecutive meetings without good cause or without prior permission of the Committee or its Chairman shall cease to be a member of the Branch Committee.
- 16.6 Notwithstanding anything to the contrary herein contained, the Branch Committee shall be entitled from time to time:-
- 16.6.1 to co-opt and appoint to the Branch Committee any member of the Branch to fill any vacancy that may occur from time to time, and the appointment of such nominee shall remain in force until the next Annual General Meeting.
- 16.6.2 shall have the right to co-opt and appoint to the Branch Committee such members of the Branch as the Branch Committee in its sole and absolute discretion shall decide, provided that not more than two (2) additional members may be appointed.
- 16.6.3 to exercise discretion in accepting further nominations in terms of Sections 16.1.6. and 16.1.7 should such Regional Group or Sector already have sufficient representation amongst the six (6) additional members elected in terms of 16.1.5.

17. CHAIRMAN'S COMMITTEE

- 17.1 The Chairman's Committee comprising of the Chairman, Vice-Chairman, Chairmen/ representatives of the four (4) Sectors, Honorary Treasurer, Immediate Past Chairman and co-opted Branch Committee members as needed, shall meet for the purposes of dealing with any matter deemed by the Chairman and Vice-Chairman to be of an urgent nature, and to take any action it deems necessary to deal with such emergency.
- 17.2 The said Chairman's Committee shall be entitled to exercise all the rights, powers and duties of the Branch Committee in dealing with any emergency that may arise.
- 17.3 The said Chairman's Committee shall, as soon as reasonably possible, convene a meeting of the Branch Committee and shall report to the Branch Committee all action taken by the Chairman's Committee to date.
- 17.4 Thereafter, the Branch 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 Chairman's Committee thereafter.
- 17.5 The Branch Committee shall be entitled to effect such changes to the composition of the Chairman's Committee as the Branch Committee may decide from time to time.

18. **POWERS AND DUTIES OF THE BRANCH COMMITTEE**

- 18.1 The Branch Committee shall meet for the despatch of business, adjourn or otherwise regulate as it may think fit, provided that it shall meet at least four (4) times a year between successive Annual General Meetings.
- 18.2 The Branch Committee shall transmit reports of its proceedings to members and keep members informed of all matters of an important nature.
- 18.3 The control and management of the affairs and interests of the Branch shall be vested in the Branch Committee which shall have the full powers to act as it deems fit and, in particular:-
- 18.3.1 to deal with all matters remitted by meetings of the Society or its Executive Committee or with any other matters submitted to it by members.
- 18.3.2 to act on behalf of the Branch and to pass resolutions which shall be binding upon the Branch and its members in all matters save where otherwise specifically provided for in this Constitution; provided that such resolutions shall not be in conflict with any resolutions passed by the Annual General Meeting of the branch over the preceding three (3) years.
- 18.3.3 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 Branch or in regard to any matter affecting the interest of the Branch;
- 18.3.4 to authorise and/or assist any member, to institute or defend any legal proceedings if it is of the opinion that the interests of the Branch justify such course;
- 18.3.5 to apply the funds of the Branch for any of the purposes provided for in this Constitution, and to make grants-in-aid in respect of any litigation in which the Branch may be interested or by which the Branch may be affected, provided that a member shall not be entitled to apply for grants-in-aid in respect of any litigation unless the consent and approval of the Branch Committee is obtained prior to the commencement of the litigation;
- 18.3.6 to manage, direct or control all assets of the Branch and to employ its funds, property and other assets in such manner as may from time to time be decided by the Annual General Meeting of the Branch provided that funds available for investment may only be invested in fixed property or 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 Exchange Control Act, 1985 (Act No. 1 of 1985).

- 18.3.7 to appoint standing sub-committees and ad hoc committees as may be deemed necessary in order more effectively to deal with the particular or special business of the Branch, and to determine their composition, functions and powers.
- 18.3.8 to recommend to the Annual General Meeting of the Branch the institution of such awards and distinctions as may seem fitting for the purpose of recognising and honouring members of the Branch or the Society and other individuals who have rendered outstanding service to the Branch, the Society or to the profession of Pharmacy.
- 18.3.9 to administer any benevolent fund set up by the Branch.
- 18.3.10 to make, amend or rescind regulations not inconsistent with this Constitution for the better carrying out of its duties. All such Regulations shall be submitted for ratification to the Annual General Meeting.
- 18.3.11 to elect annually such number of Councillors of the General Council of the Society to which the Branch may be entitled in terms of the Society's Constitution, provided that such members of the Branch shall be members in good standing who have indicated their acceptance of such office and their ability to attend the meetings of the General Council; and provided further that the Chairman and Vice-Chairman of the Branch for the time being shall be Councillors. The Branch delegation of Councillors should provide for both geographic and Sectoral representation from within the Branch.
- 18.3.12 to defend legal proceedings instituted against any member of the Branch Committee or any other official or employee of the Branch 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;
- 18.3.13 to determine, for the purposes of Section 6.17 of this Constitution, the members or persons involved;
- 18.3.14 to formulate and publish the policy of the Branch from time to time;
- 18.3.15 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 Branch provided that the Branch will not carry on any profit-making activities; or participate in any business, profession or occupation carried on by any of its members, or provide any financial assistance, premises, continuous services, or facilities to its members for the purpose of carrying on any business, profession or occupation by them.

19. DUTIES OF OFFICE-BEARERS OF THE BRANCH

- 19.1 The duties of the Chairman of the Branch shall be:-
- 19.1.1 to preside at all meetings of the Branch and the Branch Committee.
 - 19.1.2 to sign the Minutes of the meetings of the Branch and the Branch Committee after adoption.
 - 19.1.3 to represent the Branch at public functions.
 - 19.1.4 to make or delegate the making of any public announcements or addresses on behalf of the Branch in consultation with the Branch Director and in accordance with the Regulations;
 - 19.1.5 to convene all meetings of the Branch and of the Branch Committee and, when necessary, to instruct the Branch Director to issue notices of meetings in due time.
 - 19.1.6 to initiate and direct and annually prepare a report on the activities of the Branch.
 - 19.1.7 generally, to initiate and/or direct the activities of the Branch Committee.
- 19.2 The duties of the Vice-Chairman shall be:-
- 19.2.1 to deputise or act for the Chairman in the performance of any duties when the Chairman is absent or unable to act.
 - 19.2.2 generally, to perform such duties as the Chairman and/or Branch Committee may delegate to him.
- 19.3 The duties of the Secretary shall be the responsibility of the Branch Director.
- 19.4 The duties of the Treasurer shall be:-
- 19.4.1 to ensure an accurate record of all financial transactions of the Branch and accurate accounts of revenue and expenditure.
 - 19.4.2 annually to present Audited Financial Statements to the Annual General Meeting of the Branch.
 - 19.4.3 to report to the Branch Committee from time to time, as required by the Branch Committee, on the financial state of the Branch, and any other matters dealt with by the F.A.C.
 - 19.4.4 generally to supervise the financial affairs of the Branch.

20. VACANCIES: OFFICE BEARERS AND BRANCH COMMITTEE

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

21. QUORUM AT MEETINGS OF THE BRANCH COMMITTEE

- 21.1 The quorum for transaction of business at a meeting of the Branch Committee shall be half plus one of the members of the Branch Committee entitled to be present at such meeting and to vote thereat. Only members present in person at the meeting shall constitute a quorum.
- 21.2 If at any such meeting a quorum is not present within half-an-hour after the time appointed for the commencement of the meeting, or at any time during the course of the meeting, the meeting shall stand adjourned to a day, time and place to be decided by the Chairman or, in his absence, the Vice-Chairman.
- 21.3 If at such an adjourned meeting a quorum is not present within half-an-hour of the time appointed for the meeting, the members of the Branch Committee present shall form a quorum.
- 21.4 A Branch Committee member who is unable to attend a particular meeting of the Branch Committee, may nominate and empower by proxy any other Branch 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 Branch Committee member to exercise the vote or direct that such vote be “for” or “against” any proposal or amendment thereto.

22. SUB-COMMITTEES AND AD HOC COMMITTEES

- 22.1 Notwithstanding the requirements of Section 21, if the Chairman’s Committee unanimously agrees that there is a need for a resolution by the Branch Committee on an urgent matter, this can be taken outside a duly constituted Branch Committee meeting, if all Branch Committee members are informed by fax, email or other electronic agent and they cast their vote by signing the resolution.
- 22.2 A Resolution taken following the above procedure will only be accepted if half plus one of the members of the Branch Committee agree with the Resolution.
- 22.3 The establishment, constitution and functioning of the committees which may be appointed by the Branch Committee pursuant to 18.3.7 shall be as contained in the Regulations.
- 22.4 No decision made by any sub-committee or ad hoc committee shall be of force or effect unless ratified by a duly constituted Branch Committee.

23. **ACTS OF OFFICE BEARERS**

All acts performed by a committee or a 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.

24. **MINUTES**

Despite the provisions of Section 18.2, the actual minutes of all meetings of the Branch Committee and of its sub-committees shall be privileged. The confirmed minutes shall be kept at the Branch Office and copies will be made available to members on request.

25. **SALARIED OFFICIALS**

25.1 The Branch Committee may appoint a Branch Director under such terms and conditions and for such period, as they deem fit.

25.2 The Branch Director may appoint or dismiss such staff as may be necessary for the proper functioning of the Branch.

25.3 Members of the staff of the Branch who are members of the Society shall have all the rights and enjoy all the privileges of such membership, subject to the provisions of Section 40 of the Society's Constitution as amended from time to time; excepting the right to be nominated for, and elected to any office or committee of the Society.

25.4 No member of staff may serve on any Pharmaceutical Society Committee without prior approval of the Branch Committee.

PART IV**MEETINGS OF THE BRANCH****26. ANNUAL GENERAL MEETINGS OF THE BRANCH**

- 26.1 The Branch Committee shall convene the ANNUAL GENERAL MEETING of the Branch, during every calendar year, not later than 15 months and not earlier than 6 months after the previous Annual General Meeting.
- 26.2 All annual general meetings of the Branch shall be convened by notice to the members sent by the Secretary of the Branch twenty-one (21) clear days before the date of such meeting. The Secretary shall be obliged to use his best endeavours to ensure that all members receive documentation at least seven days prior to the Annual General Meeting, but that non-compliance or late receipt of notices shall not invalidate the holding of the Annual General Meeting, unless it is proved to the satisfaction of the Executive Committee that at least twenty percent of the members did not receive notice of the Annual General Meeting.
- 26.3 The business of an Annual General Meeting of the Branch shall be:-
- 26.3.1 to confirm the minutes of the previous Annual General Meeting and any Special Meeting which may have been held during the year under review.
- 26.3.2 to receive the report of the Chairman on behalf of the Branch Committee, covering the activities of the Branch during their term of office.
- 26.3.3 to receive the report of the Treasurer of the Branch and the balance sheet and statement of income and expenditure, duly audited by the auditors of the Branch for the same term.
- 26.3.4 to consider motions submitted in accordance with Section 13 of this Constitution.
- 26.3.5 to elect a Branch Committee as hereinafter provided.
- 26.3.6 to appoint a person or firm of persons, qualified to act as such under the Public Accountants' and Auditors' Act, No. 51 of 1951, or any other competent person acceptable to the Branch, as Auditor of the Branch, and whose remuneration shall be fixed by the Branch Committee.
- 26.3.7 to bestow honours, make formal awards or presentations to any person on the recommendation of the Branch Committee.
- 26.3.8 to deal with and dispose of any other matter which in accordance with this Constitution or in terms of the Regulations it is empowered to do.
- 26.4 The Branch Committee may further include in the proceedings of any Annual General Meeting of the Branch any programme of addresses, group discussions or symposia which may the better serve to determine the views of the Branch on any issue affecting pharmacy or to promote the professional or business interests of Branch members.

27. **SPECIAL GENERAL MEETING OF THE BRANCH**

- 27.1 The Chairman or Branch Committee may at any time convene a Special General Meeting of the Branch.
- 27.2 The Chairman or Branch Committee shall call a Special General Meeting of the Branch if petitioned to do so by not less than twenty (20) members of the Branch.
- 27.3 Not less than fourteen (14) clear days' notice of such meeting shall be given to members.
- 27.4 If the urgency warrants it, a two-thirds' (2/3) majority of the committee may call a Special General Meeting within seven (7) days.

28. **PETITIONS FOR SPECIAL GENERAL MEETINGS OF THE BRANCH**

- 28.1 When a Special General Meeting of the Branch is called as a result of a petition from the members, such petition must state clearly the nature of the business proposed for discussion by the Special General Meeting.
- 28.2 The Chairman may allow discussion and voting at such meeting on motions in respect of which the required notice has not been given if two-thirds (2/3) of the Branch members present at the meeting agree thereto.
- 28.3 Such Special General Meeting shall be called within twenty-one (21) days of the receipt of such petition by the Branch Committee.

29. **QUORUM AT MEETINGS OF THE BRANCH**

- 29.1 Only Branch members actually present at a meeting of the Branch shall be counted as part of the quorum.
- 29.2 The quorum for transaction of business at a meeting of the Branch shall be twenty (20) Branch members entitled to be present at such meeting.
- 29.3 If at any such meeting a quorum is not present within half-an-hour after the time appointed for the commencement of the meeting, or at any time during the course of the meeting, the meeting shall stand adjourned to a day, time and place to be decided by the Branch Committee.
- 29.4 If at such adjourned meeting a quorum is not present within half-an-hour after the time appointed for the meeting, the Branch members present shall constitute a quorum.

30. **MOTIONS AND RESOLUTIONS AT MEETINGS OF THE BRANCH**

- 30.1 Branch members shall be entitled to move motions for inclusion on the official order paper to be considered, discussed and voted on at meetings of the Branch.
- 30.2 Motions to alter or amend this Constitution:-
- 30.2.1 shall be submitted in writing to the Secretary at least twelve (12) weeks prior to the meeting at which it is to be moved;
- 30.2.2 shall be placed on the agenda of the said meeting;
- 30.2.3 shall be considered and disposed of before any other motions are dealt with at the said meeting;
- 30.3 All other motions:-
- 30.3.1 shall be submitted in writing to the Secretary at least five (5) weeks prior to the meeting at which they are to be moved.
- 30.3.2 shall, subject to the provisions of Section 30.7, be placed on the agenda for that meeting.
- 30.4 The Chairman shall allow discussion and voting on motions in respect of which the required notice has not been given if two-thirds (2/3) of the Branch members present at the meeting agree thereto, provided that this shall not apply to motions in terms of Section 30.2
- 30.5 Only motions which are accompanied by such explanations and references to sources of information on the particular topics therein referred to as the Branch 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 Branch.
- 30.6 Matters appearing on the official notice, agenda or programme of business to be transacted at any meeting of the Branch 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 (2/3) of the Branch members present at the meeting are in favour of such matters being discussed.
- 30.7 As early as possible after receipt of motions the Branch Committee:-
- 30.7.1 shall reject such motions which are not in accordance with this Constitution unless such motions intend to alter or amend the Constitution.
- 30.7.2 may discard motions which are the same in principle as motions adopted by the Branch during the preceding three (3) years.

- 30.7.3 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.
- 30.7.4 shall classify all the motions (as consolidated).
- 30.7.5 shall draw up an agenda or programme of the intended proceedings of the meeting.
- 30.8 Not less than two (2) weeks before such meeting the Branch Committee shall send copies of the agenda, which shall include the full wording of all motions which are to be proposed, to all Branch members.
- 30.9 All resolutions adopted at a meeting of the Branch shall be executed by the Branch Committee and their actions shall be reported to the next ensuing Annual General Meeting of the Branch.

31. **VOTING AT MEETINGS OF THE BRANCH**

- 31.1 Any resolution involving an alteration or amendment to this Constitution shall be carried out by the vote of two-thirds (2/3) of the Branch members present or represented at the meeting.
- 31.2 Motions, other than those provided for in Section 31.1 hereof, arising at meetings of the Branch shall be decided by majority vote.
- 31.3 The Chairman of any meeting of the Branch shall have a deliberate vote, and in the event of an equality of votes he shall, in addition to his deliberative vote, have a casting vote.
- 31.4 Voting at all meetings of the Branch shall be by a show of hands unless a ballot or division is demanded by any Branch member.
- 31.5 Any provision of this Constitution which regulates procedure at any meeting of the Branch may be suspended for the duration or part of the meeting upon a resolution to that effect carried by not less than two-thirds (2/3) of the Branch members present at that meeting, provided that the restrictive provisions of Section 30.2 shall not be waived in order to consider any motions to which those provisions apply, unless notice of such motion shall have been given at least eight (8) weeks before the opening day of the meeting.

32. **GENERAL PROVISIONS RE: MEETINGS OF THE BRANCH**

- 32.1 Upon a motion, duly seconded, of any Branch member, a meeting of the Branch can resolve itself into committee for such period as the Chairman in his discretion may allow.
- 32.2 Any member of the Executive Committee of the Society or any office bearer of the Society, who is not a member of the Branch, shall have the right to attend any meeting of the Branch which is not held in committee and shall have all the rights of discussion accorded to Branch members, but shall not be entitled to vote thereat.
- 32.3 Any member of the Society who is not a Branch member shall be entitled to attend all the proceedings of the Branch 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**MISCELLANIOUS****33. INCOME AND PROPERTY**

The income and property of the Branch, from whatever source derived, shall be applied solely towards the promotion of the objects of the Branch 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 the Branch, 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 Branch, or to any member of the Society or the Branch, or other person, in return for any services actually rendered to the Branch.

34. MONIES ACCRUING TO AND PAYABLE BY THE BRANCH

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

34.2 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.

34.3 All payments due by the Branch shall be paid in such manner and form, as the Treasurer, in consultation with the Branch 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.

35. FINANCIAL ARRANGEMENTS

35.1 The Branch may impose as a membership subscription of the Branch, a subscription and/or levy upon its members in addition to any subscription and/or levy to be paid to the Society, and the proceeds of such subscription and/or levy shall be available to the Branch for the purpose of carrying out its objects, subject to the policies and Regulations of the Society.

35.2 The financial year of the Branch shall be from 1 October to 30 September of the following year.

35.3 Six (6) weeks before the date of the Annual General Meeting of the General Council, the Secretary of the Branch shall transmit to the Secretary of the Society copies of the report and financial statements of the Branch.

36. **INACTIVITY**

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

37. **LIABILITY OF BRANCH ON DISSOLUTION OF SOCIETY**

In the event of the Society being dissolved, the Branch undertakes to contribute in liquidation of the liabilities and debts of the Society contracted during the Branch's existence as a branch of the Society, such sum as shall be proportionate to the Society's total liability, such proportion being based on the ratio of its members to the total membership of the Society at the date of dissolution.

38. **AWARDS, DISTINCTIONS AND SPECIAL CEREMONIES**

38.1 Save as may otherwise be provided in the Regulations, awards and distinctions are bestowed by the Branch upon individuals preferably at an Annual General Meeting of the Branch.

38.2 At the date of adoption of this Constitution, the following awards and distinctions are in existence:-

- HONORARY LIFE MEMBERSHIP OF THE BRANCH
- FROEMBLING MEMORIAL LECTURES MEDALLION
- ALFRED RADIS AWARD
- HONORARY CHAIRMANSHIP
- SENATE DINNER GUEST SPEAKER AWARD

38.3 The conditions and terms relating to awards and distinctions shall be set out in the Regulations.

38.4 If a person upon whom an award or distinction has been bestowed:-

38.4.1 is struck off the roll of Pharmacists by the South African Pharmacy Council; or

38.4.2 is found guilty after disciplinary proceedings by the Society and is sentenced to more than a reprimand; or

38.4.3 if he is not a member of the Society or a pharmacist behaves in such a manner that his conduct is a disgrace to the award or distinction, then the Branch Committee shall be entitled to forthwith and without affording such person the opportunity of stating his case, to strip such person of the award or distinction.

39. **AMENDMENT OR RESCISSION OF REGULATIONS**

39.1 Any regulation made by the Branch Committee shall remain in force unless amended or rescinded by a resolution of the Branch Committee, provided that such regulation may be amended or rescinded by a resolution of an Annual General or Special Meeting of the Branch of which proper notice has been given, which is carried by not less than two-thirds (2/3) of the Branch members present at such meeting.

39.2 Any proposal or motion by the Branch Committee to amend the regulations shall only be considered if such proposal or motion has been circulated to the Branch Committee at least 30 days before the meeting at which such proposal or motion will be considered.

40. **REFERENDUM**

40.1 The Branch Committee:-

40.1.1 may at any time; or

40.1.2 shall on a resolution of an Annual General Meeting of the Branch; or

40.1.3 shall on request of two-thirds (2/3) of the Branch members, conduct a referendum.

40.2 The procedure for the conduct of a referendum shall be, mutatis mutandis, as laid down in the Regulations of the Society.

41. **DISSOLUTION**

41.1 The Branch shall be dissolved only if a resolution to such effect submitted by the Branch Committee or a Branch member, and of which not less than six (6) months' notice shall be given, is passed at a Special Meeting of the Branch which has been convened specifically for that purpose and if the voting in favour of such resolution is supported by not less than two-thirds (2/3) of the Branch members present or represented at such meeting.

41.2 The notice of such proposed 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.

41.3 If the Branch is dissolved, all its assets remaining after the satisfaction of its liabilities shall be given or transferred to some other company, society or association with objects similar to those of the Branch and which is itself exempt from income tax in terms of Section 10(1)(cB)(i)(ff) of the Income Tax Act.

42. **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.