

C O N S T I T U T I O N

O F T H E

S O U T H A F R I C A N O R T H O T I C A N D
P R O S T H E T I C S A S S O C I A T I O N
(S . A . O . P . A .)

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1. NAME

The Name of the Association shall be: “**THE SOUTH AFRICAN ORTHOTICS AND PROSTHETICS ASSOCIATION**” (SAOPA) (hereafter referred to as “the Association”)

2. MISSION OF SAOPA

The Mission of the Association is to promote the delivery of a high standard of orthotic and prosthetic care to patients, by a responsible body of orthotic and prosthetic professionals.

3. OBJECTIVES OF SAOPA

The objectives of the Association shall be:

- 3.1. to serve, promote and further the interests of and to assist and encourage the development of the profession of Orthotics and Prosthetics in the Republic of South Africa;
- 3.2. to promote the study and knowledge of, and to encourage and induce qualified Orthotists and Prosthetists to adopt modern and up-to-date methods in the pursuit of excellence in their profession;
- 3.3. to improve the training, education and professional status of Orthotists and Prosthetists and to promote for such persons a uniform curriculum and standard of qualifications;
- 3.4. to promote honorable practice, to repress malpractice and to decide questions of professional usage and/or courtesy between and amongst Orthotists and Prosthetists;
- 3.5. to co-operate with other health care professionals of South Africa;
- 3.6. to promote the welfare and advancement of Orthotists and Prosthetists and provide the public with good, reliable and efficient orthoses and prostheses and protect patients against exploitation by unqualified persons;
- 3.7. to achieve the Mission of the Association.

4. POWERS

The powers and duties of the Association shall be:

- 4.1. to consider all questions affecting Orthotists and Prosthetists and to make representations to the Government of the Republic of South Africa, Provincial Administrations and Local Government bodies in relation to measures affecting Orthotists and Prosthetists;

- 4.2. to institute and conduct examinations for the purpose of issuing diplomas and/or certificates to persons qualified to design, make, fit and sell surgical appliances and to practice the profession of Orthotics and Prosthetics;
- 4.3. to establish Advisory Councils to advise training institutions on educational and technical matters, and advise the HPCSA on matters related to the profession;
- 4.4. to print, publish and distribute newspapers, magazines, and other literature and to arrange lectures, demonstrations and exhibitions calculated to advance the objects of the Association;
- 4.5. to open and operate an account or accounts with any Bank or Building Society, which is registered as a financial institution in terms of the relevant legislation regulating financial institutions and to make investments in the name of the Association;
- 4.6. to borrow capital required for the purposes of the Association upon such terms and securities as may be determined;
- 4.7. to establish, undertake, superintend, administer and contribute to any charitable or benevolent fund from whence may be made donations or advances to deserving persons who may have been or are engaged as Orthotists and Prosthetists, and to contribute to or otherwise assist any charitable or benevolent institutions or undertakings; provided that no fund requiring a contribution from members shall be established unless and until the rules governing such fund, and any amendments thereto have been incorporated in this Constitution and approved of at a General Meeting;
- 4.8. to devise and adopt a Code of Ethics to which members of the Association shall conform.

5. MEMBERSHIP:

There shall be two forms of membership, namely Members and Associate Members:

- 5.1. The following individuals may apply to become Members:
 - 5.1.1. persons who are qualified Orthotists and Prosthetists;
and
 - 5.1.2. who are registered with the HPCSA;
and
 - 5.1.3. who are not barred from membership in terms of this Constitution, or by a decision of the Executive Committee of this Association.

5.2. The following individuals may apply to become Associate Members:

- 5.2.1. persons who are trainees in the profession of Orthotics and/or are retired from the profession of Orthotists and Prosthetists; and
- 5.2.2. Intern Orthotists and Prosthetists
- 5.2.3. Student Orthotists and Prosthetists
- 5.2.4. Retired Orthotists and Prosthetists
- 5.2.5. Orthotics and Prosthetics Assistants
- 5.2.6. Surgical Shoemakers
- 5.2.7. Accredited Suppliers
- 5.2.8. who are not barred from membership in terms of this Constitution, or by a decision of the Executive Committee of this Association.

5.3. Associate Members shall have all the rights and privileges enjoyed by Members, excluding the right to vote at meetings and the right to be elected to the Executive Committee.

5.4. Associate Members shall be subject to all the obligations of Members, except that the subscriptions payable by Associate Members shall never be more than 25% of the Members' subscriptions.

5.5. Individuals shall apply for membership or associated membership by way of a written application, supported by not less than two paid up members.

5.6. The Executive Committee, who shall have the right to accept or reject such application, shall consider all applications for membership or associated membership.

5.7. Any Member or Associate Member who has resigned or is suspended or dismissed from the Association, may be readmitted as Member or Associate Member, as the case may be, on such conditions as the Executive Committee may determine.

6. TERMINATION OF MEMBERSHIP:

6.1. Any Member or Associate Member may withdraw or resign from the Association by giving notice in writing of his/her intention to do so; provided that the Member or Associate Member has no right to be reimbursed for membership fees paid in advance to the Association.

7. SPECIAL INTEREST GROUPS, FORUMS AND SOCIETIES:

- 7.1. Members and/or Associate Members may form Groups, Forums or Societies, with the purpose of advancing the objects of the Association or another mutual interest; provided that such Group and/or its object may not be to the disadvantage of the profession at large or members of other groups affiliated to the Association, or frustrate the objects of the Association in general.
- 7.2. All Groups, Forums or Societies, affiliated to the Association, must submit an annual report of all their activities to the Association.
- 7.3. All affiliated Groups, Forums or Societies shall adhere to the Code of Ethics of the Association and shall for disciplinary purposes be under the control of the Association and this Constitution.
- 7.4. Formation of such Groups, Forums and or Societies must be applied for and approved by the SAOPA Executive in writing.

8. MEETINGS:

8.1. ANNUAL GENERAL MEETING - (AGM)

- 8.1.1. The AGM of the Association shall be held each year within 30 days after the finalization of the Annual financial Statements of the financial year.
- 8.1.2. All paid-up Members and Associate Members have the right to attend the AGM and each Member present, or his/her proxy, has one vote for each decision taken at the AGM.
- 8.1.3. A paid-up Member may give proxy to another Member to vote on his/her behalf at the AGM.
- 8.1.4. At the AGM the following business shall be transacted:
 - 8.1.4.1. the Chairperson shall present a report on the activities of the Association for the preceding financial year;
 - 8.1.4.2. the Treasurer shall present a report on the financial statements of the preceding financial year;
 - 8.1.4.3. the Executive Committee shall be elected, as well as an alternate delegate for each member of the Executive Committee not residing in close proximity to the Head Office of the Association;

- 8.1.4.4. such other general business as the outgoing Executive Committee may decide to, and of which proper notice have been given.
- 8.1.5. Any Member or Associate Member desiring any business to be discussed at the AGM shall, not less than 21 days before the date of the meeting, give notice of such matter(s) in writing at the registered office of the Association.
- 8.1.6. The financial statements shall be open for inspection to all Members and Associated Members at the AGM.

8.2. GENERAL MEETINGS (GM)

- 8.2.1. A General Meeting (GM) shall be called by the Executive Committee:
 - 8.2.1.1. whenever the Executive Committee regard it as necessary; or
 - 8.2.1.2. on written request by not less than five Members.
 - 8.2.1.3. When the Executive Committee initiates a GM it shall forward the agendas to all members, and grant them 14 days to add any matters for discussion.
- 8.2.2. When members initiate a GM, the requisition in paragraph 8.2.1.2 should confirm the suggested agenda. The Executive Committee may add any matters for discussion, and must likewise follow the procedure in paragraph 8.2.1.3.
- 8.2.3. If the Executive Committee also not cause a meeting requested in terms of paragraph 8.2.1.2 to be convened within 60 days from reception of the request, the Members who requested the meeting, may convene a GM within 90 days after the request was lodged, provided that they should follow the procedure in paragraph 8.2.1.3.

8.3. NOTICE OF MEETINGS:

- 8.3.1. Not less than 14 days written notice of all Annual and /or General Meetings shall be given to all paid –up Members and Associate Members indicating the venue, date, time and including the provisional agenda.
- 8.3.2. With the written consent of not less than 50% plus 1 of all paid-up Members and Associate members, a General Meeting may be convened on such shorter notice as seems fit.

- 8.3.3. The non-receipt of notice of any meeting by not more than 5% of all paid-up Members and Associate Members shall not invalidate the proceedings at such meeting.

8.4. PROCEDURE AT MEETINGS:

- 8.4.1. At all meetings, the minutes of the last preceding meeting shall be submitted for adoption, with or without amendment, and upon such adoption the minutes shall be signed by the Chairperson.
- 8.4.2. All matters forming the subject of motion shall be decided by a majority of votes of Members, present in person or by proxy of any meeting.
- 8.4.3. Sixty percent (60%) of all paid-up Members, personally present at any General or Annual General Meeting, shall constitute a quorum, and that no business shall be transacted at any meeting, unless a quorum is present at all times.
- 8.4.4. If, within 30 minutes from the time appointed for a meeting, a quorum is not present, the meeting may be delayed for not more than 24 hours, after which time, if a quorum could still not be obtained, the meeting shall be regarded as being cancelled.
- 8.4.5. Any properly constituted meeting in progress, may be partially postponed for not more than 7 days at a time; provided that the majority of the Members and Associate Members present consent hereto.
- 8.4.6. At all meetings, the Chairperson or Vice-Chairperson shall preside; provided that, if both these positions are vacant, or both the individuals are absent or unwilling to preside, the Members present and by proxy, shall elect a Chairperson for the duration of the meeting.
- 8.4.7. At all meetings, a resolution put to the vote of the meeting, shall be decided by way of a show of hands, unless a motion for a secret ballot is successfully accepted.
- 8.4.8. If an equal amount of votes was casted twice, the Chairperson shall have a decisive vote.
- 8.4.9. All proxies shall only be valid, if handed to the Chairperson before the commencement of the meeting.

9. THE EXECUTIVE COMMITTEE:

- 9.1. The day-to-day management of the Association shall be executed by the Executive Committee.
- 9.2. At the AGM, five individual Members of the Association would be elected as members of the Executive Committee, which portfolios would also serve as portfolios of the Association, provided that two members shall be elected from state facilities and two from the private sector. The fifth member shall alternate annually between state and private sectors.
- 9.3. Any paid-up Member of the Association, present at the AGM, qualifies to be elected to the Executive Committee; provided that the Member indicates that he/she is willing to serve, if elected.
- 9.4. At the first meeting of the Executive Committee, held on the same day as the AGM, the five elected members of the Committee would elect amongst themselves a Chairperson, Vice-Chairperson, Secretary, Treasurer and Education Officer, provided that the position of Chairperson shall alternate annually between a state and a private practitioner.
- 9.5. The Executive Committee may co-opt a maximum of two Members to serve on the Executive Committee.
- 9.6. A member of the Executive Committee shall cease to hold office, if the Member:
 - 9.6.1. resigns from office in writing;
 - 9.6.2. is suspended or expelled as member or ceases to be a member of the Association;
 - 9.6.3. neglect to attend, without permission of the Committee three consecutive meetings of the Executive Committee;
 - 9.6.4. becomes of unsound mind or insolvent, or is found guilty of a criminal offence and sentenced to a term of imprisonment without the option of a fine;
 - 9.6.5. is dismissed, after a decision by not less than two thirds of the Members present at a General Meeting.
 - 9.6.6. does not pay membership fees as determined by the Executive Committee from time to time
- 9.7. The term of office of all members of the Executive Committee expires automatically on the day when the next Annual General Meeting takes place; provided that a member of the Executive Committee may be re-elected for not more than three consecutive terms.

- 9.8. The Executive Committee shall meet not less than once in every two months; which meetings may be initiated by the Chairperson or any two other members of the Executive Committee.
- 9.9. Meeting procedures similar to those prescribed for General Meetings of the Association shall be of force; provided that four elected and/or co-opted members of the Executive Committee will form a quorum.
- 9.10. In the event of the membership of the Executive Committee being reduced to less than four, the remaining members may act solely for the purpose of convening a General Meeting.
- 9.11. All actions, missions, resolutions and/or decisions taken by the Executive Committee shall, notwithstanding it at a later stage being determined that some defect existed in the election and or appointment of the Committee or any of its members, be as valid as if the Committee and/or all its members had been duly elected and/or appointed.
- 9.12. The Executive Committee has all the powers and duties necessary to effectively manage the Association and to ensure that the objectives of the Association are achieved, including, but not necessarily limited to, all the powers and duties entrusted to the Association by way of this Constitution, and which may be entrusted to the Association and/or the Executive Committee by way of a resolution at a General Meeting.
- 9.13. The Executive Committee may delegate any of its powers to individual members and/or sub-committees, which shall be appointed and dissolved by the Executive Committee.
- 9.14. The Executive Committee may appoint and dissolve one or more Advisory Councils, and shall have the right to appoint to such Council(s) any person who may be of assistance and/or guidance to them.
- 9.15. If a Sub-committee or an Advisory Council is appointed, the Executive Committee will determine its powers and duties, objectives, composition, meeting procedures, life span, and all other aspects necessary, within the discretion of the Executive Committee.

10. DISCIPLINE:

- 10.1. If the Executive Committee receives any complaint of, or information about, misconduct or an action or omission by a Member or Associate Member of the Association, which may be regarded as a contravention or disregard for the Ethical Code of the Association, the Executive Committee may investigate the matter or have it investigated, and shall, if the investigation reveals that a *prima facie* case exist against the Member, do the following:

- 10.1.1. inform the Member or Associate Member in writing of the allegations or suspicions against him/her, and afford the Member or Associate Member not less than 7 days to respond in writing;
 - 10.1.2. consider the Member's or Associate Member's suspension from the Association until the matter is dismissed or otherwise finalized;
 - 10.1.3. if the Executive Council is still of the opinion that a *prima facie* case exist against the Member, or Associate Member after he/she had the opportunity to respond to the allegations against him/her, a disciplinary hearing shall be convened within 30 days after the response was received, or, if no response was received, after expiry of the set time limit;
 - 10.1.4. if the Executive Committee decides to convene a disciplinary hearing, the Member or Associate Member will automatically be regarded as being suspended
- 10.2. The following principles will be adhered to during the disciplinary hearing:
- 10.2.1. the Executive Committee will appoint a presiding officer;
 - 10.2.2. both parties may call witnesses;
 - 10.2.3. the presiding officer will determine the process to be followed;
 - 10.2.4. documentary proof may be accepted;
 - 10.2.5. both parties may cross-examine opposing witnesses;
 - 10.2.6. no legal representation will be allowed, but the accused Member or Associate Member may be assisted by a co-Member or co-Associate Member of the Association.
- 10.3. The determination and sanction by the presiding officer will be final.
- 10.4. One of following sanctions may be issued by the presiding officer:
- 10.4.1. warning;
 - 10.4.2. suspension as Member or Associate Member, for not more than 12 months;
 - 10.4.3. termination of membership.

- 10.5. Suspension or termination of membership, shall not relieve such Member from any liability in respect of membership fees, or any liability incurred, during the period of his/her membership;
- 10.6. If any dispute develops between the Association or any of its Committees and an individual Member, Associate Member or ex-Member, such dispute shall be resolved by way of private arbitration, which will be final, and no further legal recourse shall be available to either party; provided that each party shall carry its own legal and other expenses, but the arbitration fee shall be shared equally by the parties.

11. FINANCIAL MATTERS:

- 11.1. The Financial Year of the Association shall be the period from the first day of JULY of each year to the thirtieth day of JUNE of the following year.
- 11.2. The annual subscription for Members and Associate Members shall be determined at the Annual General Meeting; a percentage of which sum shall be paid into the Head Office account and the remaining percentage of which shall be paid into the account of the relevant Branch Office, Special Interest Group, Forum or Society concerned; such percentages to be determined by the Executive Committee. Branch Committees shall render to the Executive Committee full accounts of income and expenditure at such intervals as shall be determined by the Executive Committee.
- 11.3. Subscriptions shall become due on the 1st day of JULY of each calendar year. Any Member who is more than ninety days in arrears in payment of the subscriptions shall forfeit his/her voting rights and may not serve on any Committee of the Association, until all fees are paid-up.
- 11.4. All moneys received shall be deposited in the name of the Association in such bank as may be decided on by the Executive Committee.
- 11.5. The collection of revenue and the disbursement thereof shall form part of the duties of the Executive Committee.
- 11.6. All payments, except payments made from petty cash, shall require the confirmation of the Executive Committee and shall be made by cheque signed by two members of the Executive Committee.
- 11.7. The Executive Committee shall cause proper books or accounts to be kept, to record -
 - 11.7.1. all sums of money received and expended by the Association;
 - 11.7.2. all transactions of the Association; and

11.7.3. the assets and liabilities of the Association.

11.8. The books of accounts shall be kept at the office of the Association, or at such other place or places as the Executive Committee thinks fit, and shall be open to the inspection of the Members of the Association.

11.9. The Executive Committee shall appoint auditors.

12. INDEMNITY:

12.1. Every member of the Executive Committee and other officers or servants of the Association shall be indemnified by the Association, and it shall be the duty of the Executive Committee out of the funds of the Association to pay all costs, losses or expenses which any such member of the Executive Committee or other officer or servant may incur or become liable to by reason of any contract entered into or act or thing done by him as such officer or servant in any way in the discharge of his duties.

12.2. Each Member or Associate Member of the Association shall register therewith an address within the Republic to which notices may be sent.

12.3. A notice may be given by the Association to any Member or Associate Member whether personally or by sending it by post to him / her to his registered address or by facsimile transmission to the member's nominated number.

12.4. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of five working days after the letter containing the same, was posted or sent by facsimile transmission to each Members designated facsimile number.

13. HEAD OFFICE AND REGIONAL OFFICES:

Offices of the Association shall be established as follows:

13.1. The Head Office which shall be situated in Johannesburg or any other centre where there are sufficient members to make the administration of the Association operable and ;

13.2. Regional branches may be established in each of the major Provincial centers;

- 13.3. Members may establish Special Interest Groups, Forums and Societies with the approval of the Annual General Meeting.

14. WINDING UP:

- 14.1. The Association shall be wound up if, at a secret ballot, not less than three-quarters of the total Members of the Association vote in favor of a resolution that the Association be wound up, or if for any reason the Association is unable to continue to function, in which event the Executive Committee shall appoint a Liquidator who shall not be a Member of the Association and shall be paid such fees as may be agreed upon between him and the Executive Committee.
- 14.2. The Liquidator so appointed shall be handed all the books, and accounts of the Association, and shall take the necessary steps to liquidate the debts of the Association, from its unexpended funds, and any other moneys realised from any assets of the Association, and the remaining funds, if any, shall be distributed by the Liquidator amongst Members of the Association who were in good standing as at the date of dissolution, and each Member shall be awarded a share in proportion to the subscription actually paid by him in respect of twelve months immediately preceding date of liquidation.
- 14.3. The liability of Members in the event of a shortfall on liquidation shall be limited to the amount of subscriptions due by them to the Association in terms of this Constitution as at the date of dissolution.

15. AMENDMENTS:

- 15.1. The Association in General Meeting may effect amendments to this Constitution.
- 15.2. Notice of an intention to move such amendments shall be given which must reach the Secretary of the Association 60 calendar days prior to the date of such meeting. The notice shall give particulars of the amendments it is intended to move. The Agenda of the meeting sent to Members shall state specially the nature of the amendments that have been proposed.
- 15.3. A two-thirds majority of Members present at the General Meeting, whether in Person or by proxy shall be necessary to carry any amendment to the Constitution.

ANNEXURE A

ETHICAL CODE

(New ethical codes will be inserted here)