

CONSTITUTION OF THE WOUND HEALING ASSOCIATION OF SOUTHERN AFRICA

1. NAME
2. PURPOSE AND OBJECTIVES
3. STATUS
4. MEMBERSHIP
5. GENERAL MEETINGS
6. SPECIAL GENERAL MEETINGS
7. EXECUTIVE COMMITTEE
8. SUBCOMMITTEES
9. MEMBERSHIP FEES
10. LOGO
11. DISSOLUTION

1. Name

- 1.1 The name of this organisation is the Wound Healing Association of Southern Africa, herein after referred to as "WHASA" or "the Association"

2. Purpose and Objectives

- 2.1 The purpose of the Association is to promote and develop skills and specialized knowledge pertaining to wound management.
- 2.2 The objectives of the Association are to:
 - 2.2.1 improve the quality of care to patients through clinical practice, education, and research initiatives;
 - 2.2.2 provide forums for the exchange of knowledge pertaining to the practice and management of wounds;
 - 2.2.3 support professional and /or accredited wound care programmes such as those registered with medical or nursing Councils, or with bodies and Associations with similar goals and objectives as those of the Association
 - 2.2.4 promote increased awareness in others of the role and contribution of WHASA in wound management;

2.2.5 establish guidelines relevant to wound healing, wound care and wound management.

3. Status

3.1 WHASA is a non-profit and voluntary multidisciplinary association registered in terms of the Non-profit Organizations Act, Act 71 of 1997 (as amended). As such, WHASA is a voluntary association of persons, which represent members in the health professions of the Republic of South Africa and adjacent territories

3.2 Members and office-bearers of WHASA have no rights in or to any of the property or assets of the association

3.3 Office bearers of WHASA shall not be personally liable for any loss suffered by any person or organisation as result of any act or omission, which has taken place whilst the office-bearer is performing functions in good faith for or on behalf of WHASA.

3.4 WHASA shall be based in Gauteng for continuity of administration.

3.5 WHASA shall:

3.5.1 exist in its own right, separately from its members;

3.5.2 be able to own property and other possessions;

3.5.3 be able to sue and be sued in it's own name; with the appropriate directive from its elected Executive Committee

3.5.4 continue to exist even when its membership changes and different office bearer are appointed;

3.5.5. make all appropriate rules and regulations under this Constitution, and take the necessary resolutions relevant to both its membership, its relationships with other bodies, and the effective operation of the Association in the furtherance of its goals an objectives

4. Membership

4.1 The following shall be eligible for **individual membership** of WHASA:

4.1.1. Persons registered as healthcare practitioners under any statutory body in South or Southern Africa, or any similar statutory body or bodies which exist or may exist in South or Southern Africa, and whose function is to register medical practitioners and nurses

4.1.2 Any other individual, who to the satisfaction of WHASA, provides evidence that he or she has a special interest in the wound healing provided that:

(a) the applicant's professional practice includes wound care;

(b) the nature of the applicant's practice or occupation is such as to give him or her a special interest in wound care;

- (c) the professional body or bodies of which the applicant may be a member has no official objection;
 - (d) the applicant is qualified to be elected as a member of WHASA in the category of membership for which he or she has applied
- 4.1.3. Any student studying health science at an educational institution registered as such in South or Southern Africa, in terms of appropriate legislation
- 4.2 The following shall be eligible for **corporate membership** of WHASA:
- 4.2.1 Any company or corporation registered under law in South or Southern Africa, and which operates within the medical or pharmaceutical or allied industry that is actively involved in wound management and supportive of the objectives and goals of the Association, can become a corporate member
- 4.3 In accordance with Clauses 4.1 and 4.2 above, the following categories of registration of members shall exist:
- 4.3.1 Full member
- A full member is a person described in Clauses 4.1.1 above
- 4.3.2 Associate Member
- An associate member is a person described in Clause 4.1.2 above
- 4.3.3. Student Member
- A student member is a person described in Clause 4.1.3 above
- 4.3.4. Corporate Member
- A corporate member is an entity described in Clause 4.2 above. Sub-categories of corporate membership may also be set up to cater for the varying degrees of relevance of a participation within wound-care, and the Executive Committee is authorised to take decisions in regard to determination of appropriate categorization of corporate membership
- 4.3.5. Honorary Member
- An honorary Member is any registered individual member referred to in Clauses 4.3.1- 4.3.3 above, and who by virtue of meritorious and/or material contribution to wound-care recognised by the membership of the Association, through appointment as such by the general meeting, and has been registered as such.
- 4.4 It is recognised that membership of the Association is a privilege and not a right, and that membership is contingent upon compliance with all rules and regulations made by the Association in terms of this Constitution

5. General Meeting

- 5.1 WHASA shall convene a general meeting of its members, to be held within six months of the financial year end of the Association, and shall elect and appoint office bearers at every biennial annual general meeting.
- 5.2 The general meeting shall be held at such time and place as WHASA determines.
- 5.3 Only full members as described in Clause 4.3.1 above, and being of good standing, shall have the right to vote at any general meeting of the Association. Other members shall be entitled to attend the meeting but shall not have a vote.
- 5.4 A full member who has not been able to attend a general meeting shall be allowed to vote by proxy in accordance with any rules and regulations made in terms of this Constitution
- 5.5 For the purposes of validly constituting a general meeting, a quorum shall be required. A quorum at such meeting shall be considered to constitute at least one third of all full members in good standing at the time of the general meeting, or at least 75% of full members present at a general meeting, whichever is the larger number, and shall include proxy votes of full members.
- 5.6 Only full members of good standing shall be entitled to vote at any general meeting. A full member of good standing is a member who has paid all annual and other subscription fees due and payable in respect of the current and past financial years.
- 5.7 All votes shall be given in person or by official written proxy in the prescribed form. Voting at general meetings shall be by a show of hands.
- 5.8 In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote. For the purposes of the general meeting, the President, or in his or her absence, the Vice-President shall preside as the Chairperson of the meeting.
- 5.9 The Secretary of the Executive Committee shall send out a notice of the meeting at least six weeks, before the date fixed for the holding of any general meeting. A notice shall be sent to each member at his or her address appearing in the register of members, stating the place, date and time of the meeting and a description of the purpose and a summary of the business, to be transacted at the meeting. Advice of such meeting by way of email shall also be deemed acceptable notice of such meeting. In general every general meeting shall address the following matters:
 - 5.9.1 attendance, apologies and proxies
 - 5.9.2 consideration and confirmation of minutes from previous general meeting or any special general meeting;

- 5.9.3 matters arising from minutes;
 - 5.9.4 reportbacks;
 - 5.9.5 financial statements;
 - 5.9.6 membership and fixing subscriptions for the coming year;
 - 5.9.7 Announcement of the newly elected Executive Committee and the holding of any ballots necessary pursuant thereto;
 - 5.9.8. Any business of which notice has been given.
- 5.10 Any full member desiring to bring any business before a general meeting may give notice of that business in writing to the Secretary sixty (60) days before the scheduled date of the general meeting, and after consideration by the President, may be included in the matters for discussion at the general meeting
- 5.11 No business other than that set out in the notice convening the meeting shall be transacted at the meeting;
- 5.12. Notice of the general meeting shall biennially, or as circumstances may dictate, include a call for nominations for the Executive Committee, and the general meeting shall elect the following office bearers to the Executive Committee:
- President
 - Vice President (President Elect)
 - Treasurer
 - Secretary/ administrator
 - Four (4) full members, at least two of whom should represent Regional Chapters of the Association as set out in Clause 8.7 of this Constitution
- The Immediate Past president shall automatically be a member of the Executive Committee.
- 5.13. All matters considered at the general meeting shall be recorded by the Secretary, and a written set of minutes of the Meeting, after approval by the President, shall be distributed to all individual members
- 5.14 At every biennial general meeting, full members shall elect the President, Vice-President who shall also be the President elect, the Treasurer and the Secretary

5.15. Office bearers

5.15.1 President (Chairperson)

- 5.15.1.1 The Association shall elect the President at each Biennial General Meeting.
- 5.15.1.2. The person so elected shall hold office from the date of such election until the next biennial general meeting at the conclusion of which meeting his or her period of office shall be deemed to have terminated.
- 5.15.1.3 The duties of the president are to represent the best interests of WHASA in achieving its goals and objectives.

- 5.15.1.4 Upon the death, resignation or permanent incapacity of the President, or in the absence of the President, or should the president be temporarily incapable of performing his or her duties, the Vice-President shall act as President of WHASA for the unexpired period of the incumbent President's term of office, or for the period of his absence or incapability, as the case may be. Acting as president in these circumstances shall not in any way debar the Vice-President from becoming President at the end of this term.
- 5.15.1.5 An Acting President shall have the powers, rights and duties of the President.
- 5.15.1.6 The President shall give a Presidential report at the end of his/her term of office.
- 5.15.1.7 No person may serve as President for two consecutive terms

5.15.2. The Vice President

- 5.15.2.1 The Vice-President shall be elected by the Association in general meeting. Such election shall take place at a biennial general meeting of the Association, and the person so elected shall hold office from the date of such election until the next biennial general meeting at the conclusion of which meeting his period of office shall be deemed to have terminated.
- 5.15.2.2 Should the office of Vice-President fall vacant during the term of office of the incumbent, whether as a result of the death, incapacity or resignation of the incumbent, or if the incumbent becomes Acting President under sub-clause 5.15.1.5, the Executive Council may appoint one of its number as acting president elect for the period during which the incumbent is acting president.
- 5.15.2.3 The duties of the Vice-President shall be to familiarise him or herself with the duties of the President and he or she shall perform such other functions as the President or Executive Committee may designate
- 5.15.2.4 No person shall serve as Vice President for more than two consecutive terms

5.15.3. Secretary

- 5.15.3.1 The Secretary shall be elected at a biennial general meeting of the Association, and the person so elected shall hold office from the date of such election until the next biennial general meeting at the conclusion of which meeting his period of office shall be deemed to have terminated.
- 5.15.3.2 The Executive Committee is specifically authorised to appoint an administrator to assist the Secretary, who shall be entitled to assume certain of the functions of the Secretary and work together with the Secretary. Such Administrator shall hold all books, records and documents of the Association in safe-keeping for and on behalf of the Association

- 5.15.3.3 If the office of Secretary falls vacant for any reason whatsoever, the Executive Committee shall have the power to appoint an Acting Secretary to act for the unexpired period of the Secretary's term of office. The Executive Committee shall have the power to co-opt a member of WHASA for this purpose.
- 5.15.3.4 The duties of the Secretary shall be as determined by the Executive Committee including but not limited to the following:
- 5.15.3.1 keep minutes of annual, special and the Executive Committee Meetings;
 - 5.15.3.2 see to it that all notices are duly given in accordance with the applicable sections of the constitution;
 - 5.15.3.3 count and record votes at meetings.
 - 5.15.3.4 Perform all administrative tasks required for the proper administration of the Association

5.15.4. Treasurer

- 5.15.4.1 The Treasurer shall be elected at a biennial general meeting of the Association, and the person so elected shall hold office from the date of such election for a period of two (2) years after which he or she may be re-elected.
- 5.15.4.2 The Executive Committee is specifically authorised to appoint an administrator to assist the Treasurer, who shall be entitled to assume certain of the functions of the Treasurer and work together with the Treasurer . Such Administrator shall hold all books, records and documents of the Association in safe-keeping for and on behalf of the Association
- 5.15.4.3 At the expiry of office, the funds, bank and receipt books and documents shall be held by the Administrator referred to above and be open for scrutiny by the newly appointed Treasurer in the presence of at least one executive committee member.
- 5.15.4.4 If the office of Treasurer falls vacant for any reason whatsoever, the Executive Council shall have the power to appoint an acting honorary treasurer to act for the unexpired period of the honorary treasurer's term of office. The Executive Council shall have the power to co-opt a member of the Association for this purpose.
- 5.15.4.5 The Treasurer shall:
- (a) be the principal accounting and financial officer of WHASA and shall be responsible for the maintenance of adequate books of account for the Association;
 - (b) have custody of all funds and securities of WHASA and is responsible therefore, and for the proper receipt and disbursement thereof;

- (c) deposit all funds and securities of WHASA in such banks, trust companies or other deposits as shall be selected in accordance with the provisions of the Constitution;
- (d) be responsible for keeping correct accounts and books showing the financial affairs of WHASA with full details of all receipts and expenditure connected with the activities of the WHASA.
- (e) perform all of the duties as assigned by the President;
- (f) present a biennial financial report to members at the Meeting and an annual Treasurer's report to the executive committee;
- (g) be responsible for the collections of membership fees;
- (h) be familiar with and comply with the relevant requirements of the Non Profit Organizations Act, 1997(Act 71 of 1997), and applicable tax laws;
- (i) keep a proper list of the names of the members and donors and a register of WHASA's assets;
- (j) arrange for at least two (2) signatories to meet at the bank to complete the necessary documentation to open / maintain the WHASA's accounts. All withdrawals require two signatures. Banking may also be transacted electronically with two signatories allowing releases

- 5.16 A member shall automatically vacate office if such member:
- (a) becomes financially insolvent or bankrupt;
 - (b) ceases to be a member of WHASA;
 - (c) is charged or convicted of a criminal offence;
 - (d) is certified as being mentally ill;
 - (e) is found guilty of misconduct by the Ethics Committee in terms of Clause 8.10 of this Constitution.

6. Special General Meetings

- 6.1 All general meetings other than the annual general meeting shall be called special general meetings.
- 6.2 WHASA may, whenever it thinks fit, convene a special general meeting
- 6.3. The Executive Committee shall, on the written request of ten percent (10%) of full members entitled to vote, convene a special general meeting of WHASA.
- 6.4 The request for a special general meeting shall state the purpose of the meeting and shall be signed by the members making the request, and shall be initiated by the Secretary.
- 6.5 No resolution taken at a special general meeting shall be binding unless carried by at least a two thirds majority of full members of good standing present either in person or by proxy.

- 6.6 Provisions in Clause 5 relating to notice for special meeting and quorums, chairing of meetings and recording of resolutions of meetings shall apply *mutatis mutandis* to special meetings

7. Executive Committee

- 7.1 Nominations for Executive committee members shall be proposed and seconded at the biennial and/or annual general meeting; if agreed to by the nominee in writing or in person, or voted on in person or by proxy at the meeting
- 7.2 Nominees shall:
- (a) be present when elections take place and assume office immediately;
 - (b) be prepared to hold office for a minimum of two (2) years.
 - (c) Exceptions will only be allowed under extraordinary circumstances and on approval of the Executive committee prior to the election.
- 7.3 The Executive Committee shall be composed of full members as set out in Clause 5.12 of this Constitution. Executive committee members may not serve over two consecutive terms in the same elected position with the exception of the Treasurer and Secretary who may be re-elected. Committee members may however serve in any other position.
- 7.4 Members of the Executive Committee shall take office immediately after conclusion of the biennial meeting at which they were elected and shall continue in office for two years.
- 7.5 The Executive Committee may co-opt members to the Committee in its discretion to assist in providing assistance or expertise as required from time to time. Such members shall not have voting rights.
- 7.6 The Executive Committee may appoint new members of the Committee to fill vacancies caused by death, retirement, resignation or removal. Such new members of the Executive Committee shall hold office for the unexpired period of the term of office of the member in whose stead he or she is appointed. Any new, interim appointees shall serve for the remainder of the term provided that appointing will not constitute more than 49% of the executive committee.
- 7.7 The Executive Committee shall govern the Association's activities and give account of their actions to each general meeting
- 7.8 A majority of votes cast shall confirm any nomination. The vote shall be by secret ballot unless decided otherwise by the general meeting.
- 7.9 All the association's activities shall be controlled and managed by the Executive Committee

- 7.10 The Executive Committee must meet at least twice a year in order to handle all on-going business of the Association.
- 7.11. Meetings of the Executive Committee may be conducted by telephone or email or by skype, provided an effort is made to ensure that all members of the Executive Committee are contacted regarding participation. A written record of all resolutions must be maintained by the Secretary.
- 7.12. A simple majority of the whole committee shall constitute a quorum and the act of a majority of the members present and voting at a meeting called, shall constitute the decision of the committee. In lieu of a quorum, a meeting shall be adjourned to another time with additional seven (7) days notice. If a quorum is once again not achieved, those at the meeting may act as if a quorum had been constituted, on the condition that prior notice was given as determined by this Constitution.
- 7.13 The Executive committee shall:
- 7.13.1 manage and promote the goals, aims and affairs of the Association;
 - 7.13.2 supervise the business affairs of the association;
 - 7.13.3 determine its policies or changes therein within the limits of this constitution; and prescribe such rules and regulations codes of practice and ethics as it may from time to time deem appropriate
 - 7.13.4 collect all annual fee and levies due and appropriately invest the money of the Association in such manner as may from time to time be determined.
- 7.14 The President with the consent of the members of the Executive committee may call a Special Executive Meeting.
- 7.15 Fourteen days notice shall be given in writing for and Executive Committee meeting.
- 7.16 Any member of the Executive committee may resign at any time by giving written notice to the Committee.
- 7.17 In addition to the general principles set out in Clause 5.16 above, any Executive committee member may be removed by two-thirds majority vote of all voting members of the Executive committee at a meeting thereof, if such members deem this in the best interests of the Association or if such committee member is absent from more than two (2) consecutive ordinary meetings without registering a formal notification of absence in writing two (2) days prior to the commencement thereof, or has been removed from office through misconduct as determined by the Ethics Committee under procedures set out in Clause 8.10

7.18 Any action requiring a vote of the Executive committee may be taken without a meeting if such resolution is signed by all of the members of the Executive committee.

8. Subcommittees

8.1 The Executive Committee shall select subcommittees and prescribe their rights and duties and method of operation. The Executive Committee shall also appoint the Chair of such committee

8.2 A simple majority of the subcommittee shall constitute a quorum and the act of a majority of the members present and voting at a meeting called, shall constitute the decision of the committee.

8.3 The committees shall act in an advisory capacity to the Executive Committee, with the exception on the Ethics Committee appointed to apply itself to any hearing relating to the actions of and continued membership of any member, where such committee shall have full and final powers to act for and on behalf of the Executive Committee and its membership , subject to a full report-back by the Chairman of the Ethics Committee to the Executive Committee to the reasons for the decisions made by that Committee

8.4 Only full members are eligible for appointment to standing committees unless otherwise determined by the Executive committee. Sub-committee members shall serve a two-year term. Members may serve a second consecutive term.

8.5 Members will be allowed to serve on more than one subcommittee, but not more than three, including the Executive committee.

8.6 The chairperson of each of subcommittee shall be an executive committee member. The following are the Subcommittees of the Association:

- Membership Committee and Regional Chapters of the Association
- Finance Committee
- Constitutional Committee
- Ethics and Conduct Committee
- Education Committee
- Publications Committee
- Trade Committee

8.7 Membership Committee and Regional Chapters

8.7.1 The Executive Committee shall appoint a Membership Committee consisting of at least six members (6), and shall appoint the chairperson . The chairperson of each Regional Chapter as set out hereunder, shall serve as a member on the Membership Committee, and provide a channel for communicating issues and activities of the Regional Chapter to the Members Committee

- 8.7.2 The Membership committee shall oversee the functioning and appointment of Regional Chapters of the Association, which shall operate in the various regions of South Africa where membership warrants the creation of such Chapters.
- 8.7.3 Whilst the purpose of such Chapters is to further the aims and goals of the Association at a regional level, each Chapter shall report on its activities via the Membership Committee to the Executive Committee, and shall at all times refer matters of principle to the Executive Committee for approval.
- 8.7.4 Whilst the intention of operating such Regional Chapters is that they should operate with a degree of autonomy in furthering the aims and goals of the Association, particularly in regard to ongoing education of members, the Executive Committee through the membership Committee shall consider and approve the appointment of members to such committees, and the scope and nature of their activities, and such committee shall at all times be answerable and accountable to the Executive and Membership Committee for their actions
- 8.7.5 The membership Committee shall also be responsible for evaluating the application for membership of all members, and for setting written guidelines and rules governing such membership acceptance.
- 8.7.6 Application for membership shall be made in writing to the Committee with submission of the appropriate forms, supporting documentation and fees payable, as may be required by the Committee.
- 8.7.7 Upon receipt of an approval by the Committee for registration after evaluation by that committee, together with the prescribed fees payable, the applicant's membership shall commence and the applicant advised of the outcome of such evaluation. Should an applicant's registration be declined by the committee, such applicant shall be advised in writing of such refusal and of the reasons for such refusal. Any applicant previously refused membership of the association may re-apply for membership if he/she believes that any deficiencies in a previous application have now been met
- 8.7.8. The Secretary shall enter the successful applicant's name in the register of members upon notification by the committee having evaluated and approved such application, and advise such applicant of his/her successful membership application. The Secretary shall enter the name of the successful applicant in a membership register kept by the Association
- 8.7.9 The Secretary shall also enter the name of any successful applicant for honorary, trade or other category of membership in the register of members.
- 8.7.10 The Secretary shall delete the name of any person ceasing to be a member from the register immediately after such person ceases to be a member.

- 8.7.11 Any member whose fees or subscriptions is in arrears for more than (3) months will cease to be a member of good standing and have their membership withdrawn from the Association.
- 8.7.12 Upon the recommendations of the Ethics Committee after due process as outlined in Clause 8.10 below, the Executive Committee may direct that a member's name be removed from the register of members and such person shall then cease to be a member.
- 8.7.13 Death, resignation, ceasing to be a member of good standing or any situation set out in Clause 5.16 of this Constitution, shall all be factors permitting the membership Committee to terminate the membership of a member

8.8 Finance Committee and Financial Matters

- 8.8.1 The Executive Committee shall appoint a Finance Committee consisting of three members, including the Treasurer who shall be Chairman.
- 8.8.2 The committee shall review the Association's financial transactions, review the budget and report to the members at the annual general meeting, and at least bi-annually to the Executive Committee.
- 8.8.3 The financial year of the Association will commence from 1 January to 31 December.
- 8.8.4 The Executive Committee may not authorise any expenditure that will result in the liabilities of the Association exceeding the assets of the Association without prior approval of the General meeting
- 8.8.5 All funds of the Association not otherwise employed shall from time to time be deposited to the credit of WHASA.
- 8.8.6 The Biennial budget shall be prepared by the Treasurer, reviewed by the Finance Committee and when approved by the Executive Committee, be presented to the membership at the annual meeting for approval.
- 8.8.7 The following shall have signing powers on all accounts in the name of Association. Any two of these three persons are required to sign all such documents:
- 8.8.7.1. President
 - 8.8.7.2. Vice- President
 - 8.8.7.3. Treasurer
 - 8.8.7.4. Any other member of the Executive Committee so appointed
 - 8.8.7.5. Any professional administrator appointed by the Association
- 8.8.8 WHASA funds shall consist of annual dues, subscriptions to WHASA publications, assessments, contributions, bequests, fees or income derived from any source.

- 8.8.9. Should the services of a fundraiser be used to the collection of contributions expenses (remuneration and/or commission included), such fundraisers fees may not exceed 20% of the total turnover of the collection.
- 8.8.10 The Executive Committee may accept on behalf of WHASA any contribution, gift, bequest, or devise for general purposes or for any special purposes of WHASA.
- 8.8.11 No competition, contest, game, scheme, arrangement or system in connection with which any prize may be won, shall be conducted or caused to be conducted by WHASA unless prior authorization in terms of any applicable legislation has been obtained.
- 8.8.12 Funds available for investment may be invested only with registered financial institutions as defined in Constitution according to Act 1984 (Investment of Funds) or in the acquisition of securities listed on a licensed stock exchange as defined in The Stock Exchange Control Act 1985.
- 8.8.13 No profits or gains will be distributed to any person. The funds of WHASA will be utilized solely for the goals for which WHASA was established.
- 8.8.14 WHASA will not:
- 8.8.14.1 carry on any profit making activities;
 - 8.8.14.2 participate in any business or profession or occupation carried on by any of its members;
 - 8.8.14.3. provide continuous services or facilities to its members for the purpose of carrying on any business, profession or occupation by them.
- 8.8.15. Receipts, by or accruals to the Association are exempt from income tax in terms of the Income Tax Act.
- 8.8.16 Donations by or to the Association are exempt from donations tax in terms of section 56 (1) (h) of the aforementioned Act.
- 8.8.17 These exemptions are subject to the Condition that annual returns of income and accounts be submitted to the Receiver of Revenue, Gauteng, together with a statement showing how the income has been expended.

8.9 . Constitutional Committee

- 8.9.1 The Executive Committee shall appoint a constitutional committee consisting of three (3) members, including one member of the Executive, who shall be the chairman
- 8.9.2 The Constitutional Committee shall evaluate and make changes deemed in the best interests of the Association, from time to time, to the constitution, and such

proposed changes shall be presented to current full members of the general meeting.

8.9.3. The Constitution of the Association may be amended at any general meeting by a two-thirds majority vote of voting members present in person or by proxy at the meeting.

8.9.4. A written notice must go out not less than fourteen (14) days before the meeting at which the changes to the constitution are going to be proposed. The notice must indicate the proposed changes to the constitution that will be discussed at the meeting.

8.10 . Ethics and Conduct Committee

8.10.1 The Executive Committee shall appoint an Ethics and Conduct Committee consisting of five (5) members including two members of the Executive committee and three (3) other members. The Committee shall nominate its chairman who shall also be a member of the Executive Committee

8.10.2 The purpose of the Committee is to set our clear rules and regulations relating to the Code of Conduct of all its members, and of its committees and subcommittees, and to ensure that members abide by those rules and regulations

8.10.3 Any complainant is entitled to lodge a complaint by way of affidavit or affirmation to the Committee in respect of the conduct of a member in terms of the code of conduct, and setting out specific acts relating to the alleged improper conduct of a member, and supplying sufficient evidence in support of this claim. The complainant must also indicate preparedness to produce any additional evidence which the Committee may request, and to identify any witness who may be able to provide evidence in support of the complaint

8.10.4 Should the Committee adjudge that *prima facie* evidence of misconduct appears to exist on the part of the member in respect of whom a complaint is lodged, the Committee shall lodge a formal written complaint against the member, advising the member

- (a) of the nature of the alleged improper conduct; and
- (b) that such person may, within 30 days from the date of the notice, give a written explanation of the matter

8.10.5 The Committee may dismiss any matter if after consideration it is of the opinion that no *prima facie* case exists against a member, and advise the complainant accordingly

8.10.6 In the event of the committee determining *that prima facie* evidence of misconduct exists on the part of a member, it shall formulate the charge(s) in

writing against such member, and cause a copy of the Association's rules as well as the charge leveled against the member to be served on such person

- (i) informing the member of the charge;
- (ii) requiring the member to appear before the committee at a stated place, date and time, which may not be earlier than 30 days after the date of service of the notice; and
- (iii) requiring the member to file an answering affidavit, which may be used in evidence at the inquiry.

- 8.10.7 Where the Committee or the member intends to call any person as a witness at the meeting, a written notice of intention to call the person must be given to the other party prior to commencement of proceedings, and the said notice must disclose the name of the witness intended to be called and, in the case of an expert witness, the evidence the witness will give.
- 8.10.8. Where the member is present at a meeting described above, neither the member nor the complainant shall be entitled to representation, and shall adduce evidence and present their case in person, and the procedure shall be as follows:
- (a) The chairperson of the Committee reads the charge to the Member.
 - (b) The chairperson then asks the member to plead by admitting or denying the charge.
 - (c) If the member informs the Committee that he/she/it admits to a charge, the Committee may find the member guilty on the charge without hearing evidence, or after hearing any evidence it may deem necessary.
 - (d) If the member denies the charge, the Committee must hear evidence pertaining to the charge.
 - (e) If the member refuses or fails to plead to a charge, the Committee shall make a note of the refusal or failure and shall enter a plea of not guilty for the member, and a plea so entered shall have the same effect as if it had in fact been so pleaded.
 - (f) The complainant shall then state its the case against the member and adduce evidence in support of it.
 - (g) No person may be examined as a witness unless that person is placed under oath, and if any person who objects to taking the oath or who does not consider the oath to be binding on the conscience, or who for any other reason objects to taking the oath, such person shall be required to make an affirmation.
 - (h) The member must be given the opportunity to cross-examine any witness called by the complainant, and then the complainant may re-examine the witness on points raised in cross-examination.
 - (i) At the conclusion of the case presented by the complainant, the member must be afforded the opportunity of stating his/her/its defence, and of adducing evidence in support of it.
 - (j) If the member's defence is contained in a written statement the statement must be read at the meeting.
 - (k) The complainant may cross-examine a member who has elected to give evidence, and each witness for the member, and the member may then re-examine the witness on points raised in cross-examination.

- (l) If any person whose evidence may be material is not called as a witness by the complainant or the member during the inquiry, the committee may at any time summon and call that person as a witness, after it has informed both parties of the name of the witness and the expected evidence, and subject to their rights to cross-examine the witness by both parties.
 - (m) Members of the committee may question the complainant or member who has elected to give evidence or any witness.
 - (n) At the conclusion of the case for the complainant, the committee must, irrespective of whether the member has adduced evidence or not, hear the address of the complainant on the case generally, but may hear no further evidence unless, in a special case, it deems it just to receive further evidence.
 - (o) At the conclusion of the address of the complainant, the member may address the committee.
 - (p) The complainant may not reply to such address unless the member has adduced further evidence after the address of the complainant, in which event the reply must be confined to matters arising from that evidence
 - (q) The complainant may, with the consent of the committee, at any time withdraw any charge before a finding has been made on it, but once the member has pleaded to a charge, the member is entitled to a finding on it, and may not be charged again on the same facts at a later stage.
 - (r) The proceedings of the committee shall be *in camera*
- 8.10.9 If a member fails to attend the inquiry or to be present at any resumption of it after an adjournment, the committee may deal with the matter in the absence of the member as follows:
- (a) The complainant must state the case and adduce evidence in support of it.
 - (b) For the purposes of paragraph (a), formal evidence must be given on oath of affirmation, and the committee must take into consideration of all written statements and other evidence produced by the complainant.
- 8.10.10. The committee must, in regard to each charge, determine whether sufficient facts have been proved on a balance of probabilities to support the charge, and the chairperson must at the inquiry announce the finding on each charge on the merits.
- 8.10.11 The member may adduce evidence in mitigation and concerning his/her/its character
- 8.10.12. The complainant may cross-examine a member who has elected to give evidence contemplated in 8.10.11 above and may also adduce evidence in rebuttal of the member's evidence
- 8.10.13. The committee may deliberate in private upon its decision, and on any punishment to be imposed, and the chairperson must at the meeting announce the finding on punishment.
- 8.10.14 Any one or more of the following punishments may be imposed on a member who has been found guilty of improper conduct:

- (a) A caution.
- (b) A temporary disqualification from membership of the Association for a period not exceeding three years.
- (c) permanent disqualification from membership of the Association

8.10.15. All decisions of the Committee investigating the conduct of a member are subject to final ratification by the Executive Committee after report-back to it by the chairman, and if finally ratified by the Executive Committee, the Secretary shall advise the member of the Association's decision.

8.10.16. Any finding of the Ethics and Conduct Committee may be referred by the Executive Committee to an appropriate statutory body where a member is registered, in the discretion of the Executive Committee, if it deems it in the best interests of the association

8.11 Education Committee

8.11.1 The Executive Committee shall appoint an education committee consisting of five members, including at least one member of the Executive Committee, who shall act as chairman, as well as the Editor of the Association's Journal. The Editor shall also serve as a permanently co-opted member of the Executive Committee

8.11.2 The committee shall be responsible for promoting education to facilitate learning at all levels.

8.12. Publications Committee

8.12.1 The Executive Committee shall appoint a Publications Committee including the Editor of the Association's Journal, who shall also serve as a permanently co-opted member of the Executive Committee

8.12.2 The Committee shall be responsible for compiling, finalising and printing a Journal and /or Newsletter as well as any other appropriate proceedings or publications as authorized by the Executive Committee, for distribution to all members and other appropriate target audiences.

8.12.3 The Committee may, in consultation with and with the approval of the Executive Committee, apply income from subscriptions for such publications.

8.12.4 The Executive Committee may co-opt or appoint such persons to an Editorial Board for the WHASA newsletter, as it deems necessary to assist the Editor.

8.13. Trade Committee

8.13.1 The Executive Committee shall appoint the President as the Chairman of the

Trade Committee, and such other members as it may deem appropriate from time to time

- 8.13.2 The purpose of this Committee is to foster and grow continued close links Between the Association and its Trade membership, and to ensure that Trade members are kept apprised and involved in the Association's goals and objectives, as well as providing a joint forum for feedback on matters of common interest and concern
- 8.13.3 The Committee shall devise and action strategies for exposure of the Trade to its Membership. This may include the attendance of Trade at regional and other education seminars arranged from time to time by the Association for its membership
- 8.13.4 The Chairman shall serve as the conduit for raising any issues or matter from the Trade Committee to the Executive Committee

9. Membership Fees

- 9.1. Members shall pay annual fees.
- 9.2. The Executive Committee at a General Meeting shall determine the relevant registration and annual fees payable for the appropriate category of registration
- 9.3 Fees shall be payable within one (1) month after billing.
- 9.4 Each member of WHASA shall receive an annual certificate of membership after receipt of the annual fee.

10. Logo

- 10.1 The Executive Committee shall select and, upon approval at the biennial general meeting by majority vote, register an appropriate logo representing the organization's identity.
- 10.2 Such selection may not infringe upon the rights related to registered trademarks, patents and copyright.

11. Dissolution

- 11.1 In the event of the dissolution of the Association, all WHASA's assets will be transferred to a non-profit association or organization with similar goals.
- 11.2 The Association may close down if at least two-thirds of the members present and voting at a meeting convened for the purpose of considering such matter, are in favour of closing down.

11.3 When the Association closes down it has to pay off all its debts. After doing this, if there is property or money left over it should not be paid or given to members of the organization. It should be transferred to another non-profit organization that has similar objectives. WHASA's general meeting can decide what organization this should be.

PROXY VOTE FORM

THE SOUTHERN AFRICAN WOUND HEALING ASSOCIATION OF SOUTH AFRICA (WHASA)

I, (full name)

of (address)
being a Full Member of the abovementioned Association do hereby appoint

.....(full name)

of (address),
(being a Full Member of the abovementioned Association) as my proxy to vote in my name and on my behalf at the Biennial/ Special General Meeting of WHASA

to be held on the day of 20..... and any adjournment thereof, as follows:

Abstention* In favour of* Against*

Resolution No.

Resolution No.

Resolution No.

Resolution with reference to –

Resolution with reference to -

(* Indicate instruction to proxy by way of a cross in the space provided above).
(- Give short description of the resolution if a number has not been allocated to it in the agenda accompanying the notice of the meeting).

Unless otherwise directed as indicated herein, my proxy may vote as he or she thinks fit.

Signed at on 20..... : SIGNATURE