



The Southern African Society for Quality

Africa's Voice of Quality created by our Members and Stakeholders

Vision – "Making Quality Commitment a Priority"

Email: admin@sasq.org.za
quality@webmail.co.za

Tel: 011 763 5969
 Cell & whatsapp: +27 724463849
 Web: www.sasq.org.za

P.O.Box 5282
 Delminville,
 Germiston,
 1403

Association of Practitioners	Approved CPD providers and Quality Consultants	Quality Related Services to organisations	SASQ Certification to organisations for service quality excellence
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OPERATING BY-LAWS

Draft for Approval by the President and Board of Directors

This bylaw document establishes the procedures for organizing and holding meetings, quorum requirements, membership structure and other essential operations of the Southern African Society for QUALITY (SASQ). This document serves as the organizational manual and will help guide members through the orderly operation of SASQ.

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1. GLOSSARY

SASQ	The Southern African Society for Quality registered in terms of section 14 of the Companies Act No. 71/2008
Bylaws	The rules for the operation of SASQ, and rules for all its stakeholders
Constitution	Memorandum of Incorporation
QUALITY	Collective definition of the three focus streams, Quality Practitioners, Sustainability Practitioners, and Risk Practitioners
Fellow Practitioner	A professional or chartered practitioner who has more than five year's unbroken membership of good standing and has contributed significantly to the discipline of QUALITY and to the Society
Chartered Practitioner	A practitioner who is deemed competent to SASQ's approved criteria and will have voting rights
Practitioner	A director, manager, supervisor, assistant, auditor, inspector, trainer, teacher, lecturer, author, consultant who engages in fields of quality, sustainability and risk management.
Candidate Practitioner	A practitioner who does not meet the full requirements for professional status but will do so within a two-year period by completing SASQ approved programs and CPD activities as per the SASQ CPD policy
Affiliates	Individuals who have an interest in QUALITY with no aim of progression
Professional Practitioner	A practitioner who meets SASQ's criteria for professional status and has voting rights
Consulting Practitioner	A practitioner that assists and advises organisations to implement and manage QUALITY and meets SASQ's requirements for this status and has voting rights
Retired Practitioner	A practitioner who is over the age of 60 and is no longer in employment
Student	A student in a secondary school or an unemployed undergraduate student
Scheme	Refers to a set of rules, criteria and standards of practice that supports professional recognition and development of practitioners.
Scheme Committee	A group of interested parties responsible for setting rules, criteria and standards of practice that guides professional recognition and development of practitioners.
Scheme Criteria	A board approved set of rules, criteria and standards of practice used for the assessment, grading and development of practitioners
SASQ representative	A practitioner authorised to represent SASQ on external committees and forums for the benefit and promotion of SASQ's objectives
Board	The governing body of the Society
Board Members	Only Professional and Chartered practitioners of good standing will be allowed to hold office, in addition Industry and company representatives may choose to be nominated for board positions.
Branches, Forums and Specialist Divisions	Constituted Groups of practitioners promoting the purpose and objectives of the Society
Partner	An organisation that assists SASQ to achieve its purpose and objectives.
QUALITY Achiever	Organisations that demonstrate QUALITY excellence through products and services as recognised by the SASQ.
CPD provider	An organisation recognised by SASQ for providing continual professional development to potential and registered individual practitioners
General meetings	Refers to either an Annual General Meeting or a Special General Meeting

2. NAME OF ORGANISATION

The name of the organisation is The Southern African Society for Quality, hereafter referred to as SASQ or the “Society”.

3. PURPOSE

3.1. SPECIFIC PURPOSE

SASQ is a society that is organized exclusively to represent and develop QUALITY practitioners (refer to the definition of QUALITY) and QUALITY professionalism in Africa. SASQ is a platform to engage QUALITY practitioners in organisational excellence and aims to increase the impact of QUALITY in Africa by the use of QUALITY concepts, technologies, systems and tools. SASQ is the voice of QUALITY practitioners in Africa. This is achieved by:

- facilitating the exchange of opinions and views on QUALITY and to spread and promote knowledge of QUALITY with our practitioners to our stakeholders and the public for the development and use of QUALITY;
- obtaining from our practitioners and other sources information relating to QUALITY, and to disseminate such information among the public and society by means of journals, circulars, publications, lectures, seminars, conferences or otherwise;
- improving technical knowledge, general knowledge, skills and competency so as to elevate the professional status of practitioners engaged in QUALITY;
- assisting various stakeholders in education, training and skills development in order to elevate the level of QUALITY capability in Africa;
- promoting professional and ethical conduct of our practitioners;
- encouraging community development by our practitioners that enhances the standards and levels of QUALITY for the greater good of all citizens on the African continent and
- establishing various products lines with objectives to support our practitioners, organisations and other stakeholders.

4. OBJECTIVES

4.1 Objectives of the different products have been established as follows:

- 4.1.1. Grow the individual membership of practitioners across the different schemes pertaining to QUALITY.
- 4.1.2. Assist industry with a list of SASQ approved consulting practitioners and trainers who are approved as CPD providers.
- 4.1.3. Build relationships with key stakeholders, such as QUALITY Institutions, QUALITY Industries, other Professional Bodies, Institutes, SETAs, universities, colleges and business partners.

- 4.1.4. Recognise organisations that offer high quality service excellence to their customers and clients.
- 4.1.5. Provide assistance and advice to our stakeholders experiencing QUALITY related challenges.
- 4.1.6. Encourage contributions to the body of knowledge of QUALITY by our practitioners by means of research, case studies, seminars, colloquia, and debate.

5. MEMBERSHIP

5.1. ELIGIBILITY FOR MEMBERSHIP

Application for membership shall be open to any individual in the practice of QUALITY (practicing in the fields of quality, sustainability or risk. Membership shall be granted after receipt and completion of a membership application form, annual fee payment, review and approval of the application by SASQ. The criteria for each category of membership defined below shall be used.

5.2. INDIVIDUAL SASQ PRACTITIONER MEMBERSHIPS

5.2.1. Fellow Practitioner

- 5.2.1.1 Fellow membership is awarded to practitioners for their exceptional service to the Society or the QUALITY profession, at the discretion of the Board and after their nomination has been accepted at an AGM by the voting members.
- 5.2.1.2 Fellow Practitioners shall carry all privileges as a SASQ professional or chartered practitioner; Fellow Practitioners will provide an annual list of activities towards the work/promotion of the society to the Board which will then be at the AGM. The Board will revoke the fellowship if the activities are inadequate and will be noted at the AGM for endorsement. Fellow members may be exempted from SASQ membership fees after five years of serving as a Fellow and at the discretion of the Board.
- 5.2.1.3 Details of Fellow Practitioners will be placed on the SASQ website.

5.2.2. SASQ Chartered Practitioner

- 5.2.2.1 A Chartered Practitioner shall meet the related requirements of the applicable scheme criteria.

5.2.3. SASQ Professional Practitioner

- 5.2.3.1 A SASQ Professional Practitioner shall meet the related requirements of the the applicable scheme criteria.

5.2.4. SASQ Candidate Practitioner

- 5.2.4.1. A SASQ Candidate Practitioner has a shortfall in obtaining the minimum requirements for a professional grade and is afforded a period of a maximum of two consecutive years (24 consecutive months) to meet the shortfall.

5.2.4.2. The SASQ Candidate Practitioner shall ensure good membership standing during the currency of the candidate grade for the period allowed.

5.2.4.3. The SASQ Candidate shall apply at any time for the review of the grade when the appropriate shortfalls have been addressed at no additional assessment fees.

5.2.5. SASQ Affiliate

5.2.5.1. The SASQ Affiliate is a member in a non-professional category and joins for the sole purpose of access to information and to participate in SASQ events.

5.2.6. SASQ Retired Practitioner

5.2.6.1. The SASQ Retired Practitioner is one who has been an active member of good standing and is over 60 years of age and no longer in employment. Such practitioners will apply to the Board for recognition and will be exempted from membership fees.

5.2.6.2. Such a member shall retain his membership grade and shall be entitled to all the rights and privileges of the grade of membership held immediately prior to retirement.

5.2.7. SASQ Consulting Practitioner

5.2.7.1. The SASQ Consulting Practitioner shall meet the skills, knowledge and competency criteria as required by the ISO 10019/SANS 430 (Guidelines for the selection of QUALITY management system consultants and use of their services) and any other scheme criteria.

5.3. ORGANISATIONAL MEMBERS

5.3.1. SASQ - CPD providers

5.3.1.1. CPD Providers are organisations that are recognised by SASQ to provide training, education and skilling to present and future practitioners.

5.3.1.2. Such providers will appear on the SASQ website as recommended CPD providers and will be permitted to use the SASQ logo, for promotional purposes.

5.3.1.3. CPD points are awarded to candidates that attend SASQ approved courses hosted by these CPD providers.

5.3.2. SASQ Partner

5.3.2.1. A SASQ Partner refers to an organization that engages in a negotiated bulk registration fee of their QUALITY practitioners with one consolidated annual payment and/or,

5.3.2.2. A SASQ Partner may also be an organisation that supports and assists SASQ with resources such as venues, sponsorships, donations etc. Such companies will receive a plaque of appreciation and shall be listed on the SASQ website for 12 months from date of receipt of the resource, as a supporting organisation.

5.4. APPLICATION FOR AND GRANTING OF MEMBERSHIP

- 5.4.1. All applications for membership to the Society shall be made by completing application forms and accompanied by all required documentation. Copies of all certificates and Identity Documents must be certified and valid within a three month period.
- 5.4.2. Proof of payment of the non-refundable application fee will form part of the submitted documentation.
- 5.4.3. Every such application made by an individual shall be deemed to constitute an undertaking by the applicant that, in the event of admission to membership, he or she will be bound by the bylaws, code of conduct and other rules and regulations of the Society that are in force or as amended from time to time.
- 5.4.4. The power to accept, re-grade or cancel membership, nominate Fellows and exercise control over membership of the Society will be vested in the Board. The Board may delegate such duties and powers to a suitably qualified subcommittees.
- 5.4.5. The maintenance and renewal of membership status will be subject to achieving appropriate and acceptable continuing professional development (CPD) as per the SASQ CPD Policy.
- 5.4.6. Once membership is approved, the applicant shall confirm membership and pay all outstanding fees within fourteen (14) days of notification of acceptance otherwise the application will be cancelled.
- 5.4.7. A certificate is issued to successful applicants s, which is valid for the balance of the year.
- 5.4.8. Annual membership renewal will include a report of the CPD points obtained, the completion of a renewal form and payment of annual fees. This is due in January each year.
- 5.4.9. The names of all fully paid members will be placed on the SASQ website. The members whose fees are outstanding over a period of three months, will be deactivated and if still outstanding after another three months, will be removed. Should the member wish to rejoin, it will be considered as a new application.
- 5.4.10. The Board may, at its absolute discretion and without assigning any reason therefore, refuse to admit any applicant to any membership category of SASQ.

5.5. RESIGNATION AND TERMINATION OF MEMBERSHIP

- 5.5.1. Any member may resign by filing a written resignation to h the SASQ President. Resignation shall not relieve a member of unpaid fees due, or other charges previously accrued.
- 5.5.2. Membership shall be terminated when a member's fees has been outstanding for more than five (5) months.
- 5.5.3. Membership shall be terminated as a result of any breach of the SASQ's code of conduct. A letter shall be sent by the President after approval at a Board meeting of the action to be taken. A member can lodge an appeal with the SASQ Technical Director within 15 days of the termination.

- 5.5.4. Re-admission of members shall follow the same procedure as for new members, subject to the Society's regulations.

5.6. VOTING RIGHTS OF PRACTITIONERS

- 5.6.1. Each professional/ Chartered Practitioner shall be eligible to one vote during SASQ elections.

6. BRANCH OR SPECIALIST DIVISION MANAGEMENT

6.1. GENERAL

- 6.1.1. The Society shall inaugurate branches and Specialist Divisions throughout Africa, wherever sufficient interest exists to justify them.
- 6.1.2. No branch will be considered properly constituted if it has less than ten (10) members of which at least five (5) are professional members. Where the membership of a branch falls below the required number of members and is unable to increase the membership within six months, such branch shall be regarded as a sub-branch and shall fall under the jurisdiction of the nearest existing branch, as determined by the Extended Management Committee.
- 6.1.3. Branches and Specialist Divisions shall report on their activities to the Extended Management Committee.
- 6.1.4. Branches or Specialist Divisions shall consist of members of all grades of membership. Any member in good standing of any grade of membership within the Society shall be eligible for Branch or Specialist Division membership. No member shall have membership in more than one branch.
- 6.1.5. The identifying name of each Branch or Specialist Division shall be proposed by the members of the Branch or Specialist Division organizing team, during its first meeting, and shall be forwarded to the SASQ President for approval.
- 6.1.6. Branches or Specialist Divisions shall be constituted and governed, in accordance with the Society's Constitution, and these Bylaws, however Branch or Specialist Division may submit specific alterations to the Constitution and these Bylaws for approval by the Board.
- 6.1.7. The Extended Management committee shall have the right to suspend any Branch or Specialist Division, or its committee, for good and sufficient reasons after serving sixty (60) days' notice of its intention to do so.
- 6.1.8. Branches or Specialist Divisions, which conflict with the Society's Constitution, Bylaws, Code of Ethics or procedures, shall establish no rules, regulations or procedures.
- 6.1.9. Management of each Branch or Specialist Division of the Society shall be in the hands of a committee consisting of a Chairperson, Vice-Chairperson, Secretary, Treasurer and such members as is deemed necessary by the Branch or Specialist Division to control its affairs.

6.1.10. Five (5) Members in that Branch or Specialist Division may request a special meeting of a Branch or Specialist Division, to discuss any matter affecting the Society.

6.2. ELECTION OF BRANCH OR SPECIALIST DIVISION OFFICERS

6.2.1. At the Annual General Meeting of a Branch or Specialist Division, the Members of a Branch or Specialist Division shall elect, by ballot at the meeting or by postal ballot, the office bearers, who shall be SASQ members and of good standing only, to serve on the Committee as follows:

- A Chairperson
- A Vice-Chairperson
- A Secretary
- A Treasurer

6.2.2. All branch officers and committee members shall serve for a period of one (1) year. Retiring members shall be eligible for re-election: the Chairperson and Vice-Chairperson, however, may serve for a maximum of only three (3) consecutive years unless extended service is approved by the two-thirds (2/3) majority vote of Board. The Chairperson, on relinquishing his post, shall be eligible to serve as Past-Chairperson for a maximum of one year.

6.3. GENERAL MEETINGS OF BRANCHES OR SPECIALIST DIVISIONS

6.3.1. General meetings of all Branches or Specialist Divisions of the Society shall be subject to the following:

6.3.1.1. Every Branch or Specialist Division of the Society shall hold an Annual General Meeting within two (2) months after the financial year-end, i.e. within the months of January or February.

6.3.1.2. A special general meeting of members of any Branch or Specialist Division may be called at any time upon receiving the authority of Board.

6.3.1.3. At least thirty (30) days' notice of the Annual General Meeting or special general meeting shall be posted to every member of the Branch or Specialist Division.

6.3.1.4. At all meetings of a Branch or Specialist Division the Chairperson, the Vice-Chairperson or, in their absence, a member elected by the meeting shall take the chair. The Chairperson of the meeting shall have a casting vote.

6.3.1.5. Ten (10) members or five per cent (5%) of the registered membership, whichever is the greater, present in person shall constitute a quorum at any general meeting of any Branch or Specialist Division of the Society. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned until another meeting can be arranged. If at such an adjourned meeting a quorum is not present within half an hour from the time appointed, the members present shall constitute a quorum.

6.3.2. The following business shall be included on the agenda for an Annual General Meeting of a Branch or Specialist Division:

- Presentation of the Chairperson's annual report
- An audited financial statement
- Election of a Branch or Specialist Division committee
- Appointment of an auditor
- Any other business of which due notice has been given

6.3.3. Any notice of motion to be put forward at any general meeting of any Branch or Specialist Division shall be submitted in writing to the Secretary at least twenty (20) days prior to such meeting.

7. MANAGEMENT OF THE BUSINESS OF THE SOCIETY

7.1. GENERAL

7.1.1. The Board, which may pay all expenses, shall manage the business of the Society, preliminary and incidental to, the promotion and business of the Society as it deems fit. The Board may exercise all such power of the Society. The Board shall perform on behalf of the Society all such acts as may be exercised by the Society and, as are not by statute or by these presents required to be exercised or done by the society in General Meetings, subject nevertheless to any regulations and provisions of any statutes for the time being in force and affecting the Society, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the society in General Meetings. However, no regulations made by the Society in General Meeting shall invalidate any prior acts of the Board, which would have been valid, if such regulations had not been made.

7.1.2. The voting members shall appoint a Board of directors, at an Annual General Meeting, to manage the legal and strategic affairs of the society.

7.1.3. The Board shall appoint a Management Committee (MANCO), which will meet regularly to discuss and make decisions about the day-to-day business of the Society. This Committee shall consist of at least two to four members elected from the ranks of the Board of Directors. To facilitate the conduct of the business of the Society, the Board may appoint such committees and subcommittees as it deems necessary and may delegate to such committees or subcommittees such powers and responsibilities as it considers desirable.

7.1.4. The MANCO may extend its membership to include representatives of Branches and other stakeholders, at its own discretion. This Extended Management Committee will have the same authority and powers as the MANCO appointed by the Board.

7.1.5. The board will also decide on the appointment of the chair, the President, external auditors and portfolios.

7.1.6. Each board committee or subcommittee shall be responsible and shall report to one or another of the Directors, as determined by the Board. The Director concerned shall appoint the members and

nominate the Chairperson or Convenor of each committee or subcommittee, unless the Board itself does this. Members of committees or subcommittees need not necessarily be members of the Board.

- 7.1.7. The Board shall lay down the term of the office of the members of the committees or subcommittees, the maximum and minimum numbers, quorums and any other necessary provisions from time to time.
- 7.1.8. The Board may also appoint such permanent or temporary staff as it sees fit to carry out the operations of the Society.
- 7.1.9. The duties of the Board include the approval of all operational policies, evaluation criteria for membership grades, continual professional development criteria, as well as ratifying special grades such as the Professional grade, Honorary Fellow, Fellow and Retirement grades.
- 7.1.10. The Board will approve all capital expenses and all other expenditures above R 7000.00.
- 7.1.11. For further information on Board meetings, refer to the Board Charter.
- 7.1.12. The national activities of the Society shall be coordinated by administrative committees formed by nominated representatives from any of the Branches or Specialist Divisions under the leadership of the specific convenor appointed by Board. A convenor may serve for a maximum period of three (3) years but may be reappointed if approved by a unanimous vote of Board.

7.2. CHAIRPERSON'S ROLES AND FUNCTIONS

The Chairperson shall:

- 7.2.1. Preside over Director meetings and ensure the smooth functioning of the board in the interests of good governance.
- 7.2.2. Provide overall leadership to the board without the principle of collective responsibility for board decisions.
- 7.2.3. Actively participate in the selection of board members, as well as oversee a formal succession plan for the board and senior management.
- 7.2.4. Be responsible to arrange for new directors, appointed to the board, to be properly inducted and oriented, and monitor and evaluate board and director appraisals.
- 7.2.5. Determine in conjunction with the President and the company secretary, the formulation of an annual work plan for the board against agreed objectives and goals, as well as play an active part in setting the agenda for board meetings.
- 7.2.6. Act as the main informal link between the board and management, particularly between the board and the voting members.
- 7.2.7. Maintain relations with important stakeholders.
- 7.2.8. Ensure that all Directors play a full and constructive role in the SASQ affairs and that Directors take a lead role in removing non-performing or unsuitable directors from the board;

7.2.9. Ensure that all the relevant information and facts are placed before the board to enable the Directors to reach an informed decision.

7.3. PRESIDENT'S ROLES AND FUNCTIONS

The President shall:

7.3.1. Preside in all meetings of SASQ.

7.3.2. Market the society and inform the Board of risks and opportunities for SASQ.

7.3.3. Ensure that SASQ is viable as a society and to its stakeholders. This includes the upkeep of the SASQ website, marketing, communications, newsletters, and CPD opportunities

7.3.4. Not hold office for more than three (3) consecutive years unless, an extended service is approved through a unanimous vote by Board.

7.3.5. As an outgoing President, serve ex-officio on the Board for one (1) year.

7.3.6. Have general and active management of the business of the Advisory Committee.

7.3.7. Have general superintendence and direction of all other officers of this Society and see that their duties are properly performed.

7.4. OPERATIONS FUNCTION

The Operations Function shall:

7.4.1. Ensure high performance for the registration of members and fee collection;

7.4.2. Ensure that all QUALITY management systems, accreditation and certification requirements are achieved and maintained by SASQ;

7.4.3. Ensure processes and procedures for functions such as communications, marketing and other operations are available.

7.4.4. Ensure that members are adequately serviced.

7.4.5. The Operations Functions of SASQ will manage the storage of all SASQ documents.

7.5. FINANCE AND FUNDING FUNCTIONS

The Finance and Funding Functions shall:

7.5.1. Ensure the operation of a banking system.

7.5.2. Ensure that there is an accounting system in place for money, receipts and payments.

7.5.3. Ensure that SASQ is up to date with SARS and that SASQ always has a current tax certificate in its possession.

7.5.4. Ensure a funding committee and supports SASQ with external funding from donors and from various fund raising projects.

7.5.5. Ensure financial reporting to the Board and voting members.

7.6. HANDLING OF SASQ FINANCES

- 7.6.1. Handling and disposition of any monies belonging to the Society shall be in accordance with the approved financial procedures of the Society.
- 7.6.2. The financial year of the Society shall be from 1 January to 31 December.
- 7.6.3. All monies received by the Society shall be deposited in a banking account to the best possible advantage of the Society.
- 7.6.4. All payments on behalf of the Society or a Branch or Specialist Division shall be made electronically after being approved by the authorised persons.
- 7.6.5. Board shall nominate authorised signatories who may sign on behalf of Board.

7.7. SASQ TECHNICAL COUNCIL

The SASQ Council will be managed by the SASQ Technical Director/ with the following functions:

- 7.7.1. Ensure a scheme committee that will develop scheme criteria for respective schemes
- 7.7.2. Seeks board approval of all scheme criteria
- 7.7.3. Ensure processes for the assessment and evaluation of applications.
- 7.7.4. Ensure the maintenance of the SASQ code of conduct.
- 7.7.5. Address complaints and any disciplinary action with regard to SASQ practitioners
- 7.7.6. Ensure the maintenance of the SASQ CPD policy
- 7.7.7. Ensure SASQ representatives are in external technical committees
- 7.7.8. Ensure the maintenance of the SASQ Quality Management System

7.8. THE BOARD

- 7.8.1. Information pertaining to the roles, responsibilities and operations of the SASQ board is available on the SASQ Board Charter which is available on the SASQ website: www.sasq.org.za

7.9. ADVISORY COMMITTEE

- 7.9.1. An Advisory Board may be created whose members shall be elected by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board.
- 7.9.2. Advisory Committee members may attend said meetings at the invitation of a member of the Board of Directors.
- 7.9.3. Members of the Advisory Committee shall possess the desire to serve the community and support the work of the Society by providing expertise and professional knowledge.

7.9.4. Members of the Advisory Committee shall comply with the confidentiality policy and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the Advisory Committee.

7.10. SASQ REPRESENTATIVES

7.11.1. A SASQ representative is a member authorised by the Technical Director to represent SASQ on other forums and bodies for the benefit and promotion of SASQ's objectives.

7.11.2. The authorisation will be subject to a written report of every meeting attended and items that were discussed that can/may impact on SASQ's objectives.

7.11.3. A report for presentation at the Annual General Meeting National AGM indicating the benefits to the SASQ of the representation.

7.11.4. The Technical Director may withdraw the authorisation if the Board feels at any stage that the representation is of no value to the SASQ or if the representative is not fulfilling the duties associated with the representation.

7.11. SASQ ASSETS

7.11.1. All assets shall be under the control of the Board of Directors.

7.11.2. The full database of members shall be under the control of the President. The database may not be manipulated, destroyed or distributed without consent from the President.

7.11.3. All bulk email correspondence must list the members on the BC (blind copy) panel.

7.11.4. The website will be administered in terms of SASQ's website policy.

7.11.5. The use of SASQ logos will be administered in terms of SASQ's logo policy.

7.11.6. The QUALITY manual will reside on the website.

7.12. PROCEEDINGS AT MEETINGS

7.12.1. Ordinary Meetings of SASQ structures (incl. the Board the AGM).

7.12.1.1. Notice for meetings of each SASQ structure is the responsibility of the elected Chairperson.

7.12.1.2. Notice of all general meetings shall be given to all SASQ stakeholders no fewer than 21 (twenty-one) calendar days' in the manner hereafter determined.

7.12.1.3. The period of the notice shall be exclusive of the day on which it is served or deemed to be served; and the day on which the meeting is to be held.

7.12.1.4. The notice shall specify the place, date and time of the meeting and, in the case of special business, the nature of such business.

- 7.12.1.5. The accidental failure to give notice of a meeting or the failure to receive a notice by any person entitled thereto, or the late receipt thereof, shall not invalidate the proceedings at that meeting.
- 7.12.1.6. The quorum for a Meeting is a minimum of ten (10) voting members or 5% of the registered voting membership, whichever is the greater and if the structure made up of less than 20 members a quorum will be made up of 51% of its members.
- 7.12.1.7. If within half an hour after the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members shall be dissolved. In any other case it shall stand adjourned to a day not earlier than seven (7) days and not later than twenty one (21) days after the date of the meeting and if at a such adjourned meeting a quorum is not present, at the time appointed for the meeting, the members present in person or by proxy shall be deemed a quorum.
- 7.12.1.8. Where a meeting has been adjourned as stated previously, the Society shall, upon a date not later than three (3) days after the adjournment send a written notice to each Chairperson or member stating:
- The date, time and place to which the meeting has been adjourned
 - The matter before the meeting when it was adjourned; and
 - The ground for adjournment
- 7.12.1.9. The Chairperson shall preside at every General Meeting except when they have nominated an alternative in writing.
- 7.12.1.10. If there is no such Chairperson, or if he/she is not present at the meeting, within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act as Chairperson, the members present shall elect one of themselves to act as the Chairperson.
- 7.12.1.11. The Chairperson may, with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place. When a meeting is adjourned, the provisions of the Companies Act 71 of 2008 clause 64 shall “mutates mutandis” apply to such adjournment.
- 7.12.1.12. In the case of an equality of votes the Chairperson of the meeting shall be entitled to a casting vote.
- 7.12.1.13. The Annual General Meeting shall deal with and dispose of all matters prescribed by the Companies Act, including:
- Presentation of the Chairperson's annual report

- Receipt and consideration of annual audited financial statements for the previous financial year
- Election of Board members
- Appointment and remuneration of an auditor
- The receipt and consideration of the annual report of the Board for the previous financial year,
- the receipt and approval of the annual business plan and budget of the association for the ensuing financial year,
- Any other business of which due notice has been given and which is laid before it.

7.12.1.14. The chairperson of the meeting shall be informed of all such other business at least 7 (seven) days before the date of the meeting. All business laid before any other general meeting shall be deemed special business.

7.12.2. Special Meetings

7.12.2.1. Special meetings may be called by the Chairperson, the MANCO, Extended MANCO, or a simple majority of the board of directors. A petition signed by five percent (5%) of voting members may also call a special meeting.

7.12.3. Votes of Members

7.12.4.1. Only current professional members and in good standing have the right to vote.

7.12.4.2. Voting shall be by a show of hands. If requested by any representative of the Board of Directors or SASQ partner or if decided by a resolution supported by 5% of voting members present at the meeting, voting may be by ballot. Any motion calling for the passing of a special resolution shall be determined by ballot.

7.12.4. Proxies

7.12.4.1. Any member appointing a proxy shall be in writing under the hand of the appointer. The holder of a special power of attorney, given by the appointer, shall be entitled to attend meetings and to vote, if duly authorised under the power to attend and take part in the meetings.

7.12.4.2. The appointer of a proxy and the person with a power of attorney or other authority shall deposit the proxy with the Society not less than forty-eight (48) hours before the time for holding the meeting if not the proxy, with the person appointed to vote, due to default of complying shall not be valid, and no such proxy shall be used at the original meeting.

7.12.4.3. A proxy shall lapse on conclusion of the meeting or the adjourned meeting for which it was given.

7.13. AMENDMENT OF BYLAWS

- 7.13.1. The Board of Directors may amend these Bylaws by a simple majority vote of all Board members who have voting rights at any regular or special meeting.
- 7.13.2. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to of all members of the Society within a period of sixty (60) days of such amendments becoming operative.
- 7.13.3. The Bylaws shall be amended, approved and a new version made available on the SASQ website.

7.14. ANNUAL FEES

- 7.14.1. The amount required for annual membership fees each year is available from SASQ, unless changed by a majority vote of professional members at an Annual General Meeting.
- 7.14.2. New members joining during the course of the year shall be liable to prorated annual fees payment for that year however full membership fees shall be due in January of the following year, valid for one year.

ADOPTION OF BYLAWS

We, the undersigned, as President and Chairperson of the Board of Directors of the society, consent to, and hereby do, adopt the foregoing Bylaws, consisting of the preceding pages, as the Bylaws of this Society.

ADOPTED AND APPROVED by the Board of Directors on this ____ day of _____, 20__.

Professor. R. Ramphal, President - SASQ.

ATTEST: Mr. X Mphalwa, Chairperson of the Board - SASQ