



BYLAWS

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GLOSSARY

Board	The governing body of the Society.
Board Charter	Rules and standards on the operation and performance of the board.
Board Members and officials	Only Senior and Professional members of good standing will be eligible to hold office. In addition, industry and company representatives may be nominated and appointed as Board members.
Branches, Forums and Specialists Divisions	Constituted groups of members promoting the purpose and objectives of the Society.
Bylaws	The rules that apply to SASQ operations and SASQ membership.
Constitution	Memorandum of Incorporation Bylaws.
Continual Professional Development (CPD)	Engagement of activities to update knowledge, skills and competencies to remain current and relevant in the profession.
General meetings	Refers to either an Annual General Meeting or a Special General Meeting.
Individual Member	A single registration in an individual category of membership. (Student Member, Affiliate Member, Ordinary Member, Senior Member, Candidate Professional Member, Certified Professional Member, Chartered Certified Member, Fellow Member, Retired Member)
Quality	Collective term that encompasses all applicable methods, tools, frameworks, systems and standards to achieve quality.
Quality Practitioner	A director, manager, supervisor, assistant, auditor, inspector, trainer, teacher, lecturer, author, consultant who engages and promotes quality.
SASQ	The Southern African Society for Quality, registered in terms of section 14 of the Companies Act No. 71/2008.
SASQ Membership	Collective term that include individual members, organisational members and other stakeholders.
SASQ Policies	Board approval guiding compliance standards and practices applicable to SASQ and its Membership towards governance.
SASQ representative	A member authorised to represent SASQ on external committees and forums for the benefit and promotion of SASQ's objectives.
Scheme	Refers to a set of rules, criteria and standards of practice that supports professional recognition and development of practitioners specific to a discipline.
Scheme Committee	A group of interested parties responsible for setting rules, criteria and standards of practice that guides professional recognition and development of members in a specific discipline.
Scheme Criteria	A board approved set of rules, criteria and standards of practice used for the grading and development of members in a specific discipline.
Society	SASQ

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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

The South African Society for Quality is a voluntary organisation funded by its members who have an interest in obtaining quality knowledge, quality management skills, and competencies related to ISO systems and ISO standards so as to remain relevant and competent in the work they do and uphold quality and the quality profession.

3.2 OBJECTIVES

3.2.1 ASQ represents the African Voice of Quality created by its members and stakeholders.

3.2.2 SASQ provides an empowering platform where all individuals and Organisations can join to celebrate, promote, learn, share, collaborate, educate, and build networks that support quality and sustainability including the promotion of Standards and Standardisation.

3.2.3 SASQ advocates to educate and influence policy and decision makers on the contribution that quality improvement makes to organizations, communities, and to the nation in general.

3.2.4 SASQ collaborates with all stakeholders for mutual benefit

3.2.5 SASQ provides a competency-based evaluation system for practitioners in quality related disciplines that are requested by practitioners, organisations or industry. This includes a universe of designations that promote the quality profession either directly or indirectly. Rigorous academic and professional standards are set in developing the curriculum pathway to these designations.

3.3 EXPECTED MEMBERSHIP COMMITMENTS

3.3.1 Subscribe to the SASQ code of conduct, rules and policies.

3.3.2 Demonstrate passion for quality and quality of life.

3.3.3 Take ownership of the Society, its growth and sustainability.

3.3.4 Are ambassadors that increase membership and grow the voice of SASQ amongst their managers, their employees, their friends and their families.

3.3.5 Are of good standing by payment of their fees, seek donations, obtain sponsorships etc. for the growth and sustainability of the Society.

3.3.6 Volunteer time and involve themselves with the management and activities of the Society.

3.3.7 Acquire, share and support the development of education, knowledge, skills and competency with all members and stakeholders of the Society.

4 SERVICE OBJECTIVES

4.1 INDIVIDUAL MEMBERS

4.1.1 The Society will provide various categories of membership for the accommodation of all interested parties in the disciplines of quality and who support the objectives of the Society.

4.1.2 The Society will promote and encourage the sharing of quality awareness and quality general and technical knowledge amongst its membership and stakeholders.

- 4.1.3 The Society will facilitate debate and the exchange of opinions and views on quality challenges and new quality methodologies with its membership and stakeholders.
- 4.1.4 The Society will collaborate with education and training providers for curriculum needs with respect to quality.
- 4.1.5 The Society will offer grades and development guidelines (CPD) to interested parties based on viability and sustainability.
- 4.1.6 The Society will collaborate with other National and International organisations that have similar goals and objectives to capitalise on synergistic benefits.
- 4.1.7 The Society will collaborate with employers as partners for advice, funding, sponsorships, and bulk membership.
- 4.1.8 The Society will recognise and award those individuals, groups, and employers who have made substantial contribution to the field of quality.

4.2 ORGANISATIONS

- 4.2.1 Provision of a platform for the organisation to showcase its quality status and commitment to quality.
- 4.2.2 Provision of a platform for quality knowledge and skills development for their staff and employees.
- 4.2.3 Provision of a platform for debate and solutions for quality related challenges.
- 4.2.4 Opportunities to ensure that their quality practitioners can be professionally graded with designations.
- 4.2.5 Validate the quality standing and knowledge of consultants, trainers and employees by the SASQ grading status on request.
- 4.2.6 Provision of list of specialists in quality and related disciplines.
- 4.2.7 Provision of a list of reliable and approved training providers.
- 4.2.8 Approved list of quality related providers for services, commodities, and equipment for managing quality and quality promotion.
- 4.2.9 Assistance towards quality promotion within the organisation on invitation.
- 4.2.10 Assistance towards advice and recommendations for quality related challenges and problems.
- 4.2.11 Partner with SASQ for events and promotions with co-branding and promote their organisation.

4.3 SASQ GOVERNANCE STRUCTURES

4.3.1 BOARD

- 4.3.1.1 The Board is the highest level of authority and accountability.
- 4.3.1.2 The Board Members have to be at a minimum level of Senior Members of good standing.
- 4.3.1.3 The matters of Board formation and operation is per the Board Charter.

4.3.2 EXTENDED MANAGEMENT COMMITTEE (EMC)

- 4.3.2.1 This is a sub-Committee of the Board and is mandated to manage the compliance and operations of SASQ.
- 4.3.2.2 The Committee is chaired by the President or a designated Executive Director.
- 4.3.2.3 The Members include – Executive Directors, Regional Managers, Branch Managers, Branch and Division Chairs, Finance Executives, Senior Administration Personnel, Scheme Committee Chairs, SASQ Representatives in external committees and Project Managers.

4.3.2.4 The operations and delegations of authority are as per the EMC Terms of Reference.

4.3.3 ADVISORY FORUM

4.3.3.1 This forum is an advisory committee to the Board.

4.3.3.2 Membership consists of Business Leaders and SASQ Members who are at a minimum level of Senior Members.

4.3.3.3 The main output from this committee is to provide advice to the Board on strategic matters.

4.3.3.4 The composition and operations of this forum is guided by the Advisory Forum Terms of Reference.

4.3.4 DISCIPLINARY COMMITTEE

4.3.4.1 This is an ad-hoc committee set by the President in collaboration with the Chairman of the Board to attend to complaints and reports relating to alleged behaviour of members that are in breach of conflict with the code of conduct.

4.3.4.2 The committee may be constituted internally or with external members depending on the nature of the case.

4.3.4.3 Penalties and consequences will be approved at the Board level.

4.3.4.4 Appeals may be lodged directly to the Chairman of the Board if required.

4.3.5 TECHNICAL COMMITTEE

4.3.5.1 This committee is Chaired by the Technical Director and reports to the Extended Management Committee.

4.3.5.2 The work of this committee is to approve member grading criteria, scheme criteria, curriculums and conduct evaluation of members.

4.3.5.3 The work of this committee is guided by the Technical Committee Terms of Reference.

4.3.6 CERTIFICATION SCHEMES COMMITTEES

4.3.6.1 Schemes committees are groups of Members who are specialised in a focus area.

4.3.6.2 Each scheme committee must have a minimum of five certified Members and a maximum of ten.

4.3.6.3 Scheme committees report to the Technical Director and are required to set evaluation criteria and CPD requirements for the Members of the respective scheme.

4.3.6.4 Scheme committees will have a Chair, a Vice-Chair and a Secretary elected for a minimum of 18 months duration.

4.3.6.5 The formation, composition and operations of schemes committees are guided by Schemes Committees Terms of Reference.

5 BRANCH AND SPECIALIST DIVISIONS

5.1 GENERAL

5.1.1 The Society shall inaugurate branches and Specialist Divisions throughout Africa, wherever sufficient interest exists to justify them.

5.1.2 A branch can be formed as part of an organisation where the branch members are employees within one organisation.

- 5.1.3 No branch will be considered properly constituted if it has less than ten (10) members of which at least two (2) are as ordinary 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.
- 5.1.4 All members of the branch or division will be fully registered members of the Society.
- 5.1.5 A branch or division will not set up any of its own financial banking accounts. All proceeds from activities, sponsorships and donation must be deposited into the main SASQ account. These monies will be ring fenced for the appropriate use for the branch by request and motivation to the President and approval by the Executive Committee.
- 5.1.6 Branches and Specialist Divisions shall consist of members of 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.
- 5.1.7 Branches and Specialist Divisions shall report on their activities to the Extended Management Committee.
- 5.1.8 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.
- 5.1.9 Branches or Specialist Divisions shall be constituted and governed, in accordance with the Society' Constitution, and these Bylaws, however Branch or Specialist Division may submit specific alterations to the Constitution and the Bylaws for approval by the Board.
- 5.1.10 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 thirty (30) days' notice of its intention to do so.
- 5.1.11 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.
- 5.1.12 At least five (5) Members in that Branch or Specialist Division may request a special meeting of a Branch or Special Division, to discuss any matter affecting the Society.
- 5.1.13 Any mismanagement of a Branch or Division can lead to legal action.

5.2 ELECTION OF BRANCH OR SPECIALIST DIVISION OFFICERS

- 5.2.1 At the Annual General Meeting (AMG) of a Branch or Specialist Division, the Members of the Branch or Specialist Division shall elect, by ballot at the meeting or by electronic ballot, the office bearers, who shall be SASQ members of good standing, to serve on the committee as followsA Chairperson (the Chairperson also automatically becomes a member of SASQ Extended Management Committee).
 - 5.2.1.1 A Vice – Chairperson.
 - 5.2.1.2 A Secretary.
 - 5.2.1.3 A Treasurer.
- 5.2.2 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 the Board. The Chairperson, on relinquishing his post, shall be eligible to serve as Past – Chairperson for a maximum of one (1) year.

5.3 GENERAL MEETINGS OF BRANCHES OR SPECIALIST DIVISIONS

- 5.3.1 General meeting of all Branches or Specialist Divisions of the Society shall be subject to the following:
 - 5.3.1.1 Every Branch or Specialist Divisions 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.
 - 5.3.1.2 A Special General Meeting of members of any Branch or Specialist Division may be called at any time upon receiving the authority of Board.
 - 5.3.1.3 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.
 - 5.3.1.4 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.
 - 5.3.1.5 Ten (10) members or five percent (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.
- 5.3.2 The following business shall be included on the agenda for an Annual General Meeting of a Branch or Specialist Division:
 - 5.3.2.1 Presentation of the Chairperson's Annual Report.
 - 5.3.2.2 Financial statements approved by the Extended Management Committee.
 - 5.3.2.3 Election of a Branch or Specialist Divisions Committee.
 - 5.3.2.4 Any other business of which due notice has been given.
 - 5.3.3.5 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 a meeting.

6 FEES STRUCTURE

- 6.1 All fees are approved by the Board and rectified at the AGM.
- 6.2 The Society will maintain a table of fee structures and will be made available to all members.
- 6.3 New members joining during the year shall be liable for 12 months of fees with renewals on their anniversary month.
- 6.4 The Society has reduced rates for members who are in two or more certification schemes.

7 MEMBERSHIP

7.1 ELIGIBILITY FOR MEMBERSHIP

Application for membership shall be open to any individual or to any organisation that subscribes to implementation, managing, or promoting quality and supports the objectives of the Society. Membership shall be granted after receipt and completion of a membership application form, application fee, review and approval of the application by the Society. The criteria for each category of membership defined below shall be used.

7.2 SASQ INDIVIDUAL CLASSES OF MEMBERSHIP AND GRADES

7.2.1 FOR UNIVERSITY SCHOLARS – (NON – DESIGNATION)

7.2.1.1 TYPE 1: UNDERGRADUATE STUDENT MEMBER

This type of membership is open to any student who is currently enrolled in an undergraduate program that involves quality within the curriculum or is interested in quality.

7.2.1.2 TYPE 2: POSTGRADUATE STUDENT MEMBER

This type of membership is open to any student who is currently enrolled in a postgraduate program that involves quality or is interested in quality.

7.2.2 MEMBERS ENGAGED WITH QUALITY

7.2.2.1 TYPE 3: AFFILIATE MEMBER

This type of membership is open to any individual who has an interest in quality in any field irrespective of position, industry, associations and qualifications.

7.2.2.2 TYPE 4: ORDINARY MEMBER

This type of membership is offered to any individual who has at least five years of experience of which at least two years must be in a quality related responsible position of authority. The five year requirement may be reduced by maximum of two years by virtue of qualifications or membership with other professional bodies or by the accumulation of CPD points over a three year rolling period.

7.2.2.3 TYPE 5: SENIOR MEMBER

This type of membership is offered to any individual who has at least ten years of experience of which at least five years must be in a quality related responsible position of authority. The ten year requirement may be reduced by maximum of five years by virtue of qualifications or membership with other professional bodies or by the accumulation of CPD points over a three year rolling period.

7.2.3 CERTIFIED PROFESSIONAL MEMBERS

These members undergo a stringent process of competency assessment and are controlled by criteria set by a scheme committee. There is a compulsory component for continual professional development (CPD) to maintain their status of membership.

7.2.3.1 TYPE 6: CANDIDATE MEMBER (DESIGNATION SASQ CAN) / CERTIFIED PROFESSIONAL (DESIGNATION – SASQ PROFESSIONAL)

This type of membership is offered to any individual who meets all requirements of a SASQ approved scheme criteria and can be deemed as a certified competent practitioner. CPD is compulsory. Those that don't meet the full criteria are registered as candidate members till they satisfy all the criteria.

7.2.3.2 TYPE 7: CHARTERED MEMBER (DESIGNATION – SASQ CHR)

This type of membership is offered to professional members of at least within a two year and has been recognised for a substantial contribution to quality thinking.

7.2.4 FELLOW MEMBER

7.2.4.1 Fellow Member Grade is awarded to members 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.

7.2.4.2 Fellow Members will provide an annual list of activities towards the work/promotion of the Society to the Board to be reported 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 attaining and maintaining Fellow Status and at the discretion of the Board.

7.2.5 SASQ RETIRED MEMBER

7.2.5.1 The SASQ Retired Members 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.

7.2.5.2 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.

7.3 ORGANISATIONAL MEMBERSHIP

7.3.1 TYPE 8: CORPORATE MEMBER

This is an organisation that supports bulk/group membership of its employees to SASQ. One payment is required annually at a negotiated fee. The company will receive a framed certificate that shows their commitment towards quality.

7.3.2 TYPE 9: TRAINING ORGANISATION

This is an organisation that provides SASQ approved training (endorsed short courses, workshops, webinars, conferences) related to quality and of interest to the membership. This organisation will ensure that non-SASQ members are registered to SASQ on completion of the training program or event. Such organisations will have at least one SASQ representative who has a minimum status of a Senior Member. These organisations can use the SASQ logo on their marketing material.

7.3.3 TYPE 10: QUALITY EQUIPMENT AND SERVICES ORGANISATION

This type is an organisation that provides services and equipment supporting the management of quality. Such services include for example auditing services, laboratory analyses and equipment include for example laboratory equipment, gauges etc.

7.3.4 TYPE 11: AFFILIATE ORGANISATION

This is an organisation that provides support to SASQ with donations and sponsorship so that SASQ may achieve its objectives. These organisations will receive a certificate of appreciation.

7.3.5 TYPE 12: AFFILIATE ASSOCIATION

This is an association of members that collaborates with SASQ for the provision of CPD of quality programs to its members. These members will enjoy dual membership at a negotiated fee.

8 APPLICATION FOR AND GRANTING OF INDIVIDUAL MEMBERSHIP

- 8.1 All applications for Membership of the Society shall be made by completing an application form and accompanied by all required documentation. Copies of all certificates and Identity Documents must be certified and valid over a three month period.
- 8.2 Proof of payment of the non-refundable application fee will form part of the submitted documentation.
- 8.3 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.
- 8.4 The Board may, at its absolute discretion and without assigning any reason therefore, refuse to admit any application to any membership category of SASQ
- 8.5 The power to accept, re-grade or cancel membership, nominate Fellows and exercise control over membership of the Society will be vested in the Technical Committee and the Extended Executive Committee. Any appeals will be forwarded to the Chairman of the Board.
- 8.6 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.
- 8.7 Successful candidates will be included in the SASQ register with a certificate valid over a period of 12 months.

9 ANNUAL RENEWAL OF INDIVIDUAL MEMBERSHIP

- 9.1 SASQ would generate invoices for membership renewals.
- 9.2 The maintenance and renewal of professional membership status will be subject to achieving appropriate and acceptable continuing professional development (CPD) as per the SASQ CPD Policy.

- 9.3 Annual professional 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.
- 9.4 The members whose fees and/or any other dues to SASQ are outstanding over a period of two months, will be deactivated and if still outstanding after another month, the member will be removed. Should the member wish to re-join, it will be considered as a new application.
- 9.5 A member who is having financial difficulties can make arrangements with SASQ for payment of any outstanding monies over a maximum of four months. This will include an addition service fee.

10 TERMINATION OF INDIVIDUAL MEMBERSHIP

- 10.1 Membership will be terminated by virtue of (1) Voluntary resignation (2) Outstanding fees over a three-month period (3) Expelled from the society.
- 10.2 Any member may resign by filing a written resignation to the SASQ President. Resignation shall not relieve a member of unpaid fees due, or other changes previously accrued.
- 10.3 Re-admission of members shall follow the same procedure as for new members, subject to the Society's regulations.
- 10.4 An expelled member may apply to re-join after a period of two years subject to an additional re-joining fee of 50% of the current fee, and subject to the approval of the Board.

11 CONTINUAL PROFESSIONAL DEVELOPMENT (CPD)

- 11.1 All individual members can engage in approved CPD activities. However, it is compulsory for certified professional members to participate in CPD activities to maintain their professional status.
- 11.2 SASQ approved CPD programs, carry CPD points.
- 11.3 CPD points are awarded as per the SASQ CPD Policy.
- 11.4 A member may accumulate CPD points over a three-year rolling cycle to progress from one level to a higher level, the highest level will be the Senior level.
- 11.5 Certified professional members will lose their status if they do not obtain the required CPD points that is required for the maintenance of their grades. Such members will have the option of paying a penalty and providing a plan of how they will meet the shortfalls within a four month period or lose their status and designation and continue as a senior member. Such members will have to reapply to get back into the professional level with designations.

12 CERTIFICATION OF PRACTITIONERS

- 12.1 SASQ Certification is competency based and is conducted according to criteria set by a constituted scheme Committee.
- 12.2 Generally the scheme criteria will include requirements for minimum qualifications, minimum skills, minimum competency levels and CPD requirements.
- 12.3 SASQ Assessments will include one or more of the following:
- 12.3.1 Written online examination;
- 12.3.2 Oral examination;
- 12.3.3 Submission of a Portfolio of evidence;

- 12.3.4 Panel interview;
- 12.3.5 On the job audit.
- 12.4 SASQ Would set up a curriculum for each certification scheme which will translate to a training program that will be offered by only SASQ approved course providers.
- 12.5 Certified members may use the SASQ Designations.

13 APPLICATION FOR ORGANISATIONAL MEMBERSHIP

- 13.1 All applications for organisational membership shall be made by completing an application form and accompanied by all required documentation. Proof of payment of the non-refundable application fee, if required will form part of the submitted documents.
- 13.2 The Board may, at its absolute discretion and with not assigning any reason may refuse to admit an applicant.

14 ANNUAL RENEWAL OF ORGANISATIONAL MEMBERSHIP

- 14.1 SASQ would generate invoices for membership renewal for organisations that were active with activities supporting the objectives of SASQ. Non-active organisations will be removed from the register.
- 14.2 Membership shall be terminated when a member's fees has been outstanding for more than 3 months.
- 14.3 Those organisations who were allowed the use of the SASQ logo for their marketing purposes will be advised to immediately stop using the logo once their membership is terminated. There will be legal action if the organisation continues using the logo.

15 MANAGEMENT OF THE BUSINESS OF THE SOCIETY

15.1 GENERAL

- 15.1.1 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.
- 15.1.2 The voting Members shall appoint a Board of directors, at an Annual General Meeting, to manage the legal and strategic affairs of the Society.
- 15.1.3 The Board shall appoint a President who Chairs an Extended Management Committee (EMO), which will meet regularly to discuss and make decisions about the day-to-day business of the Society. This Committee shall be constituted and managed by the Executive Directors. To facilitate the conduct of the business of the Society, the Board may appoint other such Committees and Sub-Committees as it deems necessary and may delegate to such

Committees or Sub-Committees such powers and responsibilities as it considers desirable.

- 15.1.4 The Board will also decide on the appointment of the Chair, the President, external auditors and portfolios.
- 15.1.5 Each Board Committee or Sub-Committee 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 Sub-Committee, unless the Board itself does this. Members of Committees or Sub-Committees need not necessarily be Members of the Board.
- 15.1.6 The Board shall lay down the term of the office of the Members of the Committees or Sub-Committees, the maximum and minimum numbers, quorums and any other necessary provisions from time to time.
- 15.1.7 The Board may also appoint such permanent or temporary staff as it sees fit to carry out the operations of the Society.
- 15.1.8 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 any Honorary Fellow, Fellow and Retirement status.
- 15.1.9 The Board will approve all capital expenses and all other expenditures above R 7000.00.
- 15.1.10 For further information on Board Meetings, refer to the Board Charter.

15.2 CHAIRPERSON'S ROLES AND FUNCTIONS

The Chairperson shall:

- 15.2.1. Preside over Director meetings and ensure the smooth functioning of the Board in the interests of good governance.
- 15.2.2. Provide overall leadership to the Board without the principle of collective responsibility for Board decisions.
- 15.2.3. Actively participate in the selection of Board Members, as well as oversee a formal succession plan for the Board and senior management.
- 15.2.4. 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.
- 15.2.5. 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.
- 15.2.6. Act as the main informal link between the Board and management, particularly between the Board and the voting Members.
- 15.2.7. Maintain relations with important stakeholders.
- 15.2.8. 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.
- 15.2.9. Ensure that all the relevant information and facts are placed before the Board to enable the Directors to reach an informed decision.

15.3 PRESIDENT'S ROLES AND FUNCTIONS

The President shall:

- 15.3.1 Preside in all meetings of SASQ.
- 15.3.2 Market the Society and inform the Board of risks and opportunities for SASQ.

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- 15.3.3 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.
- 15.3.4 Not hold office for more than three (3) consecutive years unless, an extended service is approved through a unanimous vote by Board.
- 15.3.5 As an outgoing President, serve ex-officio on the Board for one (1) year.
- 15.3.6 Have general and active management of the business of the Advisory Committee.
- 15.3.7 Have general superintendence and direction of all other officers of this Society and see that their duties are properly performed.

15.4 OPERATIONS FUNCTION (ADMINISTRATOR)

The Operations Function shall:

- 15.4.1 Ensure high performance for the registration of Members and fee collection.
- 15.4.2 Ensure that all quality management systems, accreditation and certification requirements are achieved and maintained by SASQ.
- 15.4.3 Ensure processes and procedures for functions such as communications, marketing and other operations are available.
- 15.4.4 Ensure that Members are adequately serviced.
- 15.4.5 All documents are organised and stored electronically.

15.5 FINANCE AND FUNDING FUNCTIONS (FINANCE EXECUTIVE)

The Finance and Funding Functions shall:

- 15.5.1. Ensure the operation of a banking system.
- 15.5.2. Ensure that there is an accounting system in place for money, receipts and payments.
- 15.5.3. Ensure that SASQ is up to date with SARS and that SASQ always has a current tax certificate and BEE certificate in its possession as well as a CSD number.
- 15.5.4. Ensure a funding Committee and supports SASQ with external funding from donors and from various fund-raising projects.
- 15.5.5. Ensure financial reporting to the Board and voting Members.

15.6 TECHNICAL FUNCTION (TECHNICAL DIRECTOR)

The technical function will be managed by the SASQ Technical Director with the following functions:

- 15.6.1. Ensure a scheme Committee that will develop scheme criteria for respective schemes.
- 15.6.2. Seeks Board approval of all scheme criteria.
- 15.6.3. Ensure processes for the assessment and evaluation of applications.
- 15.6.4. Ensure the maintenance of the SASQ code of conduct.
- 15.6.5. Address complaints and any disciplinary action with regard to SASQ practitioners.
- 15.6.6. Ensure the maintenance of the SASQ CPD policy.
- 15.6.7. Ensure SASQ representatives are in external technical committees.
- 15.6.8. Ensure the maintenance of the SASQ Quality Management System.
- 15.6.9. Appoints representatives on external committees.
- 15.6.10. Approves any research activities and research requests from members.

15.7 DISCIPLINARY FUNCTION

The Society will follow the following process when dealing with complaints and transgressions.

- 15.7.1. All complaints will be submitted in writing to the Technical Director.
- 15.7.2. The Technical Director will constitute an ad hoc committee to investigate the issue and provide a report.
- 15.7.3. Should the matter require disciplinary action, a chairman will be appointed to conduct a formal hearing and arrive at an outcome.
- 15.7.4. The Chairman will then collaborate with the Technical Director and agree on the nature of the sanction.
- 15.7.5. Appeals can be lodged to the President at within three days of the implementation of the sanction.
- 15.7.6. If the outcome from the President is still not acceptable, an appeal can be lodged to the chair of the board within three days of the President's formal communication on the first appeal.
- 15.7.7. The chairman of the board's outcome will be final.
- 15.7.8. The process will be similar for any transgressions and breaching of the code of conduct.
- 15.7.9. Possible sanctions are (1) Verbal Warning (2) Formal Written Warning (3) Expulsion

15.8 SASQ REPRESENTATIVES

- 15.8.1. 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.
- 15.8.2. The member will be a part of the Extended Management Committee.
- 15.8.3. 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.
- 15.8.4. A report for presentation at the Annual General Meeting National AGM indicating the benefits to the SASQ of the representation.
- 15.8.5. 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.

15.9 HANDLING OF SASQ FINANCES

- 15.9.1 Handling and disposition of any monies belonging to the Society shall be in accordance with the approved financial procedures of the Society.
- 15.9.2 The financial year of the Society shall be from 1 January to 31 December
- 15.9.3 All monies received by the Society shall be deposited in a banking account to the best possible advantage of the Society.
- 15.9.4 All payments on behalf of the Society or a Branch or Specialist Division shall be made electronically after being approved by the board authorised persons.
- 15.9.5 Board shall nominate authorised signatories as bank representatives.

15.10 ANNUAL FEES

- 15.10.1 Annual membership fees are approved at the AGM.
- 15.10.2 The amount required for annual Membership fees each year is available from SASQ.

- 15.10.3 New Members joining during the course of the year shall pay their full fees which then becomes renewable in the anniversary month.

15.11 SASQ ASSETS

- 15.11.1 All assets shall be under the control of the Board of Directors.
- 15.11.2 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.
- 15.11.3 All bulk email correspondence must list the members on the BC (blind copy) panel.
- 15.11.4 The website will be administered in terms of SASQ's website policy.
- 15.11.5 The use of SASQ logos will be administered in terms of SASQ's logo policy.
- 15.11.6 The quality manual will reside on the website.
- 15.11.7 All production in terms of Articles, Books, Presentations, Blogs, Video's, WhatsApp Groups etc. in the name of the SASQ will be deemed as the property of SASQ.

16 PROCEEDINGS AT MEMBER MEETINGS

16.1 GENERAL ORDINARY MEETINGS

- 16.1.1 Ordinary member meetings include the annual general meeting of the Society or other structures such as branches and divisions.
- 16.1.2 Notice of meetings of each SASQ structure is the responsibility of the elected chairperson and respective secretaries.
- 16.1.3 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.
- 16.1.4 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.
- 16.1.5 The notice shall specify the place, date and time of the meeting and, in the case of special business, the nature of such business.
- 16.1.6 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.
- 16.1.7 The quorum for a ordinary general meeting is a minimum of ten (10) voting Members or 5% of the registered voting Membership, whichever is the greater
- 16.1.8 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 still not present, at the time appointed for the meeting, the Members present in person or by proxy shall be automatically deemed a quorum.
- 16.1.9 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 by the respective chairperson to the member stating:
- 16.1.9.1 The date, time and place to which the meeting has been adjourned;
- 16.1.9.2 The matter before the meeting when it was adjourned; and
- 16.1.9.3 The ground for adjournment.

- 16.1.10 The chairperson shall preside at every general meeting except when they have nominated an alternative in writing.
- 16.1.11 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 committee members present shall elect one of themselves to act as the chairperson.
- 16.1.12 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.
- 16.1.13 In the case of an equality of votes the chairperson of the meeting shall be entitled to a casting vote.
- 16.1.14 The Annual General Meeting shall deal with and dispose of all matters prescribed by the Companies Act, including:
 - 16.1.14.1 Presentation of the Chairperson's annual integrated report;
 - 16.1.14.2 Receipt and consideration of annual audited financial statements for the previous financial year;
 - 16.1.14.3 Election of board members;
 - 16.1.14.4 Approval of special members;
 - 16.1.14.5 Appointment and remuneration of an auditor for the following year;
 - 16.1.14.6 The receipt and approval of the annual business plan and budget of the association for the ensuing financial year;
 - 16.1.14.7 Any other business of which due notice has been given and which is laid before it. 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.

16.2 SPECIAL MEETINGS

- 16.2.1 Special meetings may be called by the Chairperson, the EMC, or a simple majority of the Board of directors. A petition signed by five percent (5%) of voting members may also call for a special meeting.
- 16.2.2 The quorum for a meeting is a minimum of ten (10) voting members or 5% of the registered voting membership whichever is greater.
- 16.2.3 All requests for a special meeting must be forwarded in writing to the SASQ Executive Board Secretariat for a preliminary discussion and approval to conduct the special meeting.

16.3 VOTING

- 16.3.1 Only current Senior Members and Certified Professional Members who are in good standing have the right to vote.
- 16.3.2 Voting shall be by a show of hands or by a ballot system at a physical meeting.
- 16.3.3 Voting may also be conducted online.
- 16.3.4 Votes that support a resolution must be at least by 50% + 1 of the voting members in attendance together with the number of proxies.
- 16.3.5 Members must be informed in writing of the outcomes of any online voting within seven days of close of voting.

16.4 PROXIES

- 16.3.1 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.
- 16.3.2 The appointer of a proxy and the person with a power of attorney or other authority shall deposit the proxy with the secretary 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.
- 16.3.3 A proxy shall lapse on conclusion of the meeting or the adjourned meeting for which it was given.
- 16.3.4 Any member should not represent more than two proxies.
- 16.3.5 The number of proxies at any meeting should not be more than the number in attendance.

17 AMENDMENT OF BYLAWS

- 17.1 The Board of Directors may amend these Bylaws by a simple majority vote of all Board Members.
- 17.2 All amendments must be approved with member votes online or at a member meeting.
- 17.3 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 thirty (30) days of such amendments becoming operative.
- 17.4 The Bylaws shall be amended, approved and a new version made available on the SASQ website and an electronic copy sent to all members.

