# NOTICE OF AN EXTRA-ORDINARY GENERAL MEETING OF THE SOUTH AFRICAN MEDICAL ASSOCIATION NPC ("SAMA")

(Registration number 1927/000136/08)



Notice is hereby given to the members of SAMA in terms of the Companies Act, 71 of 2008 as amended ("Companies Act"), that an extra-ordinary general meeting ("EGM") of the company will be held at the SAMA Head Office, Castle Walk Corporate Park, Block F, Nossob Street, Erasmuskloof, Pretoria on **Saturday 17 February 2018** at **10:00** for the purpose of considering the following business:

- 1. Adoption of the changes to the Memorandum of Incorporation of the Company by special resolution.
- 2. Adoption of the revised Rules of the Company in substitution of the current Rules by ordinary resolution.

The meeting can be participated in and voted at by SAMA members registered as such as at **14 February 2018**, being the record date to participate in and vote at the general meeting in terms of section 62(3)(a), read with section 59(1)(b), of the Companies Act.

#### Introduction

SAMA, through its Board of Directors, is pleased to present to members the proposed changes to the Memorandum of Incorporation (MOI) and revised Company Rules (in substitution of the current Rules) and propose their adoption, as is more fully motivated and explained in the enclosed **Annexure A**.

The proposed MOI and Company Rules comprise 96 pages and are therefore too voluminous to include herewith – please visit the SAMA website to peruse them, they are available at:

MOI: https://www.samedical.org/file/623 and Company Rules: https://www.samedical.org/file/624

#### Agenda

The agenda of the meeting will be as follows:

- 1. Opening and welcome
- 2. Adoption of the minutes of the previous EGM meeting, held on 24 November 2017. (Previously distributed and available at <a href="https://www.samedical.org/file/595">https://www.samedical.org/file/595</a>)
- 3. Adoption of the amendments to the Memorandum of Incorporation by special resolution. (Special Resolution, Resolution Number 1.)
- 4. Adoption of the revised Company Rules in substitution of the current Rules by ordinary resolution. (Ordinary Resolution, Resolution Number 2.)
- 5. Closing

#### Resolutions

Note:

The percentage of voting rights required to pass a special resolution is 66% + 1 vote (SAMA MOI)

The percentage of voting rights required to pass an ordinary resolution is 50% + 1 vote (SAMA MOI)

#### Special Resolution, Resolution Number 1

"Resolved that the Company's Memorandum of Incorporation (MOI) be amended as follows:

(a) By replacing the entire content of the "Representation by Proxy" section contained in Schedule 2 of the MOI, entitled "Rights of Members", by the following:

"Schedule 2 - Rights of Members

Part A – Limitations pertaining to proxies Representation by Proxy

- A Full Member may at any time appoint another Full Member as proxy to participate in and to speak and vote at a Members' meeting on behalf of the member, or to give written consent of the member in respect of a decision to be taken as contemplated by Section 60 of the Companies Act. Members who are not Full Members of the Company and therefore not entitled to vote cannot be appointed as proxies.
- 2. The Member may appoint only one proxy at a time to exercise voting rights.
- 3. The proxy appointment must be in writing, on the prescribed form provided by the Company, dated and signed by the Member. The proxy instrument appointing the proxy must be delivered to the Company before the commencement of the Members' Meeting, whereafter the proxy can exercise any rights of the Member at a Members' Meeting.
- 4. The proxy appointment entitles the proxy to exercise, or abstain from exercising any voting rights of the Member where no direction about the Member's intention is indicated on the proxy form. Should the Member however indicate his/her direction on the proxy form, the proxy must exercise his/her voting right in accordance with the Member's instructions.
- 5. No form appointing a proxy shall be valid after the expiration of 1 (one) year from the date when it was signed unless the proxy itself provides for a longer or shorter duration, but it may be revoked at any time. The appointment is revocable unless the proxy appointment expressly states otherwise, and may be revoked by cancelling it in writing, or making a later inconsistent appointment of a proxy, and delivering a copy of the revocation instrument to the proxy, and to the Company. The appointment is suspended at any time and to the extent that the Member entitled to vote chooses to act directly and in person in the exercise of any rights as a Member entitled to vote.
- 6. Delivery of proxies include physical delivery, postal delivery, email (including attachments) and/or fax delivery.
- 7. A proxy may not delegate the proxy's authority to act on behalf of the member to another person."
- **(b)** By changing, conjunction with (a) above, clause 5.3.1 ("Representation by proxy and representation by concurrent proxies") to include a limitation by the MOI, and therefore to read as follows:
  - "The rights of a member of the Company to appoint a proxy, as set out in Section 58(1), is limited by this Memorandum of Incorporation as set out in Part A of Schedule 2."
- (c) By changing the wording of Part A of Schedule 3, entitled "Members Meetings", to read as follows:

#### "Schedule 3 - Members Meetings

#### Part A

A General Meeting will be held in each calendar year, noting that the National Council meeting will also be considered a General Meeting."

- (d) By inserting the following clauses 4.3.3, 4.3.4, 4.3.5 and 4.3.6 after the existing clause 4.3.2:
  - "4.3.3 Such rules or policies shall be published:
    - i) on the Company's website; and
    - ii) be available for inspection by any Member at the Company's principal place of business.
  - 4.3.3 A rule or policy contemplated above must be consistent with the Act and this Memorandum, and shall take effect on the date specified in the rule, or within 10 (ten) days after publication thereof.

- 4.3.4 These rules or policies shall be binding until the next General Members' Meeting of the Company and permanently thereafter once it has been ratified by an Ordinary Resolution at a Members' Meeting, if required."
- (e) By inserting the following paragraph under "Student Members", under "Non-Voting Members" in Schedule 1 of the MOI:
  - "Student Members will have the same rights and privileges as Full Members, with the exception of the right to vote at the election of Councillors, to participate in a referendum, or to be elected a Member of the Council and/or one of its committees and/or officials".
- (f) By replacing the current paragraph under "Termination or Suspension of Membership" as the last paragraph under Schedule 1 of the MOI with:
  - "Termination or Suspension of Membership will occur in accordance with the SAMA Code of Conduct, as amended from time to time."
- (g) By replacing clause 2 of Part A of "Schedule 4 Directors of the Company", entitled "Part A elections and appointment of directors" with the following clause:
  - "The National Councillors shall, at the elections held by the National Council, also elect Chairpersons of certain of the Committees of SAMA as set out in the Company Rules, who will serve as directors of SAMA. The Board of Directors will consist of the Chair and Vice-Chair, as well as the Chairs of the Employed Doctors Committee, Specialists Private Practice Committee and General Practitioners Private Practice Committee, and the Chairpersons of the Professional Affairs Standing Committees, all elected at National Council. If the minimum 50% Historically Disadvantaged Individual (HDI) prerequisite in respect of the composition of the Board had at this stage been fulfilled, no additional Board Members shall be elected. If the minimum 50% HDI prerequisite had not been fulfilled at this stage, additional Board Members would be elected in the minimum necessary number to ensure that the 50% HDI prerequisite is adhered to. In electing additional Board Members if so required in terms of this clause, preference shall be given to female National Councillors and young National Councillors."
- (h) By the minor cosmetic and syntax changes occurring in the document, indicated in red.
- (i) By the insertion of references to the Companies Act and/or Schedule 1 of the Companies Act, indicated in red.

Reason and effect of the Special Resolution, Resolution Number 1: Refer to **Annexure A** to this notice.

#### **Ordinary Resolution, Resolution Number 2:**

"Resolved that the Company Rules of the Company be substituted by the revised version of the Company Rules available at <a href="https://www.samedical.org/file/624">https://www.samedical.org/file/624</a>"

Reason and effect of the Ordinary Resolution, Resolution Number 2: Refer to Annexure A to this notice.

#### Section 63(1) of the Companies Act – Identification of meeting participants

Kindly note that meeting participants (including proxies) are required to provide reasonably satisfactory identification before being entitled to attend or participate in a members' meeting. Forms of identification include valid identity documents, driver's licenses and passports.

#### Voting and proxies

A member of the company entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend, vote and speak in his/her stead. Every member of the company present in person or by proxy shall have one vote only.

Forms of proxy are available on the website, at <a href="https://www.samedical.org/file/626">https://www.samedical.org/file/626</a> and may also be obtained on request from the company's registered office, desk of the Company Secretary. Members are requested to lodge their proxy forms by hand, post, email or facsimile (all electronic proxies are accepted) to the desk of the Company Secretary at Block F Castle Walk Office Park, Nossob Street, Erasmuskloof Extension 3, Pretoria, or P.O. Box 74789, Lynnwood Ridge, 0040, or facsimile number 086 580 1389, or by email to <a href="mailto-yolandel@samedical.org">yolandel@samedical.org</a> or <a href="mailto-somedical.org">somettev@samedical.org</a> prior to the meeting. Proxies will be accepted until the commencement of the meeting.

Although a member entitled to attend and vote at the annual general meeting may appoint a proxy to attend, vote and speak in his/her stead at the annual general meeting, any member who completes and lodges a form of proxy will nevertheless be entitled to attend and vote in person at the annual general meeting should the member subsequently decide to do so. In this event the proxy will be cancelled.

Voting at the meeting will take place through either the use of an electronic keypad voting system or through a show of hands.

#### Costs

Attendance of the EGM will be for the cost of the SAMA member attending the meeting. SAMA will not carry the costs of any travel, accommodation or other costs associated with the attendance of the meeting.

#### Quorum

Business may be transacted at any Members' Meeting only while a quorum is present. The quorum shall be sufficient persons present at the Members' Meeting to exercise, in aggregate, at least 10% (ten percent) of all of the voting rights that are entitled to be exercised in respect of at least one matter to be decided at the Members' Meeting. In the event that a quorum cannot be reached within an hour after the start thereof, the meeting will be adjourned for seven days, to be held at the same place and time, where those present (in person and/or by proxy) would constitute a quorum.

Please refer to Annexure A hereto for more information on the proposed resolutions.

BY ORDER OF THE BOARD OF DIRECTORS

Dr MJ Grootboom Chairman

26 January 2018

**Registered Office:** 

Block F Castle Walk Office Park Nossob Street Erasmuskloof Ext 3 Pretoria

Tel: 012 481 2039 Fax: 086 580 1389

## PROPOSAL FOR A SPECIAL RESOLUTION TO ADOPT CHANGES TO THE MEMORANDUM OF INCORPORATION (MOI) OF THE SOUTH AFRICAN MEDICAL ASSOCIATION NPC AND

PROPOSAL FOR AN ORDINARY RESOLUTION TO ADOPT THE REVISED COMPANY RULES IN SUBSTITUTION OF THE CURRENT COMPANY RULES

#### A. Introduction and Background to the proposed resolutions

Following a SAMA National Council decision in 2016, supporting the interim Employed Doctors Committee (iEDC) structure and its goals to ensure unity within SAMA, specifically pertaining to employed doctors, the Constitutional Matters Committee (CMC), mandated to advise the Board on, among others, constitutional matters and documentation, embarked on a process to enable full provision for Employed Doctors structures in the MOI and Company Rules to ensure the stature and relevance of such structures, in fulfilment of SAMA's mandate to represent all its members' interests.

A long and extensive member consultation and review process by the CMC in conjunction with the iEDC followed, and culminated in the proposed changes to the MOI and Rules distributed to the entire SAMA membership on 15 December 2017, as a prequel to the final versions of the altered documents. Having again considered all the comments received, the final versions of these documents are now again made available to all SAMA members on the website at the link provided, forming part of this notice.

#### B. Amendments to the MOI

General reason for amendments: The proposed changes were necessitated by the execution of the National Council decision to maintain and ensure unity within SAMA and represent all its members' interests. In this regard all references to "trade union" have been replaced by "employed doctors".

#### **Proxies**

A further change necessitated by recent case law related to the receipt of proxies up until the time at which a general meeting commences, instead of providing for a 48 hour deadline for the receipt of proxies prior to a meeting. The proxy clause (Schedule 2 to the MOI – Rights of Members, Representation by Proxy) was further reconstructed to deliver its content in a more fluent manner, with specific reference to the requirement of SAMA membership as prerequisite for appointment as proxy. The proposed replacement clause now reads as follows:

#### "Schedule 2 - Rights of Members

### Part A – Limitations pertaining to proxies Representation by Proxy

- 8. A Full Member may at any time appoint another Full Member as proxy to participate in and to speak and vote at a Members' meeting on behalf of the member, or to give written consent of the member in respect of a decision to be taken as contemplated by Section 60 of the Companies Act. Members who are not Full Members of the Company and therefore not entitled to vote cannot be appointed as proxies.
- 9. The Member may appoint only one proxy at a time to exercise voting rights.
- 10. The proxy appointment must be in writing, on the prescribed form provided by the Company, dated and signed by the Member. The proxy instrument appointing the proxy must be delivered to the Company before the commencement of the Members' Meeting, whereafter the proxy can exercise any rights of the Member at a Members' Meeting.

- 11. The proxy appointment entitles the proxy to exercise, or abstain from exercising any voting rights of the Member where no direction about the Member's intention is indicated on the proxy form. Should the Member however indicate his/her direction on the proxy form, the proxy must exercise his/her voting right in accordance with the Member's instructions.
- 12. No form appointing a proxy shall be valid after the expiration of 1 (one) year from the date when it was signed unless the proxy itself provides for a longer or shorter duration, but it may be revoked at any time. The appointment is revocable unless the proxy appointment expressly states otherwise, and may be revoked by cancelling it in writing, or making a later inconsistent appointment of a proxy, and delivering a copy of the revocation instrument to the proxy, and to the Company. The appointment is suspended at any time and to the extent that the Member entitled to vote chooses to act directly and in person in the exercise of any rights as a Member entitled to vote.
- 13. Delivery of proxies include physical delivery, postal delivery, email (including attachments) and/or fax delivery.
- 14. A proxy may not delegate the proxy's authority to act on behalf of the member to another person."

In conjunction with the above clause 5.3.1 was changed to reflect that an alterable provision as provided for in the Companies Act was altered to limit proxies to SAMA members.

#### National Council meetings to include general meetings

Noting that National Council meetings are the biggest and most representative meetings used for SAMA member gatherings, it was recommended that these meetings should simultaneously serve as annual general meetings and/or incorporate general meetings. The proposed clause change in this regard reads as follows:

#### "Schedule 3 - Members Meetings

#### Part A

A General Meeting will be held in each calendar year, noting that the National Council meeting will also be considered a General Meeting."

Noting that references to "trade union" were changed to "employed doctors", and the composition of an Employed Doctors Committee as membership committee, further defined in the Company Rules, a change was necessitated in respect of Schedule 4 of the MOI, regarding the composition of the Board of Directors. The proposed changes to the first part of clause 2 under Part A now reads as follows:

"The National Councillors shall, at the elections held by the National Council, also elect Chairpersons of certain of the Committees of SAMA as set out in the Company Rules, who will serve as directors of SAMA. The Board of Directors will consist of the Chair and Vice-Chair, as well as the Chairs of the Employed Doctors Committee, Specialists Private Practice Committee and General Practitioners Private Practice Committee, and the Chairpersons of the Professional Affairs Standing Committees, all elected at National Council."

A further change incorporated in the clause above is the proposal that all Membership Committee Chairpersons should also be elected at National Council, as is the case with Chairpersons of Professional Affairs Standing Committees, to ensure equality of process across all committees.

#### Terms and conditions of membership

Schedule 1 (Part A) has been slightly changed to reflect the current status of student members as non-voting, and to include a reference to the SAMA Code of Conduct with respect to termination.

#### Board's authority to make Rules or Policies

Clause 4.3.2 referred to below already existed in the current MOI and clauses 4.3.3, 4.3.4, 4.3.5 and 4.3.5 were added for further clarity, specifying the specific conditions in the Companies Act related to this authority.

- 4.3.5 The authority of the Company's Board of Directors to make Rules for the Company, as contemplated in Section 15(3) to (5), is not limited or restricted in any manner by this Memorandum of Incorporation.
- 4.3.6 The Company's Board may make rules or policies, amend such rules or policies, or repeal any rule or policy relating to the governance of the Company in respect of matters that are not specifically addressed in this Memorandum. The Company will notify all Members of any rules or policies or amendments thereto made in terms of Section 15(3) to (5) of the Companies Act.
- 4.3.7 Such rules or policies shall be published:
  - i) on the Company's website; and
  - ii) be available for inspection by any Member at the Company's principal place of business.
- 4.3.8 A rule or policy contemplated above must be consistent with the Act and this Memorandum, and shall take effect on the date specified in the rule, or within 10 (ten) days after publication thereof.
- 4.3.9 These rules or policies shall be binding until the next General Members' Meeting of the Company and permanently thereafter once it has been ratified by an Ordinary Resolution at a Members' Meeting, if required.

Clauses 4.1.2(a), 7.2.4 and 7.2.1(b) were altered for utmost clarity to specifically refer to the Companies Act and Schedule 1 thereof, which sections deals with Non Profit Companies exclusively.

Minor changes, mostly grammar and syntax related, were effected on the preamble page.

#### C. Revised Company Rules

The extent of the changes proposed to the Company Rules is such that an amendment would not suffice – i.e. completely new documents are proposed and, if approved, shall be lodged and registered with the Companies Intellectual Property Commission (CIPC) together with the proposed changes to the MOI, if approved.

For the same reason, i.e. because of the extent of the changes and/or additions to the Company Rules it will result in virtually re-writing the entire document in this notice. To prevent this duplication the explanations below take the form of a summary, and members are invited to view the full document at <a href="https://www.samedical.org/file/624">https://www.samedical.org/file/624</a>

#### Please note the following:

- The document has been colour coded all changes and/or amendments are reflected in RED or BLUE ink the very latest changes indicated in blue, and those previously seen by membership when the document was distributed in December 2017, in red.
- These insertions and changes are mainly aimed at fulfilling the same purposes as set out above in respect of the proposed changes to the MOI, as well as, in some instances, to provide further clarity.

The more important changes/additions and or amendments are summarised below:

#### Table of contents – pages 2 to 3 of the Rules:

Insofar as new Rules were inserted, their corresponding headings were included in the table of contents. Clause and page numbers were changed to correspond with the changes in the body of the document.

#### Definitions contained in the glossary on page 4 of the Rules:

Definitions are provided to give more clarity on certain concepts and other clauses of the Rules. Some of the more important new inclusions, as well as previous definitions elaborated on, are:

ADASA	The Academic Doctors Association of South Africa, a Special Interest Group (SIG) of SAMA, constituted by SAMA members employed in the academic sector, including those members employed in terms of joint agreements between universities and other parties and those employed at universities in research capacities. ADASA represents the interests of its members through activities and reporting at Branch Council level and also reports to the Employed Doctors Committee. ADASA is more fully described in the template SIG constitution, Part R of these Rules.
Employed doctors	Employed doctors (who are SAMA members as defined in the MOI) include
	any employed doctor, whether employed in the public sector or private
	sector or in any other manner, i.e. everyone earning a salary or considered
JUDASA	employed in terms of the Labour Relations Act/ancillary legislation.  The Junior Doctors Association of South Africa, a Special Interest Group
	(SIG) of SAMA, constituted by SAMA members employed as interns, SAMA members employed during their community service and SAMA members during a period of two years post their community service, who are not members of SARA. JUDASA represents the interests of its members through activities and reporting at Branch Council level and also reports to the Employed Doctors Committee. JUDASA is more fully described in the template SIG constitution, Part R of these Rules. Medical students from their 4 <sup>th</sup> year of studies shall be Associate Members of JUDASA without voting rights.
Membership Committees	The Employed Doctors Committee (EDC), General Practitioners Private
	Practice Committee (GPPPC) and Specialists Private Practice Committee (SPPC) are considered the three membership committees of SAMA, as further set out in Part E of these Rules.
Professional Affairs Standing	Standing Committees with committee-specific Terms of Reference to whom
Committees	functions of the Board are delegated, as set out more fully in Part E of these Rules. As at date of the adoption of these Rules, the following committees are Professional Affairs Standing Committees of SAMA:  (a) Audit and Risk Committee.  (b) Constitutional Matters Committee  (c) Education, Science and Technology Committee.  (d) Health Policy Committee.  (e) Human Rights, Law and (Medical) Ethics Committee.  (f) Finance Committee.
	(g) Social and Ethics Committee.
	Professional Affairs may from time to time have sub-committees where
	applicable if approved by the Board.
SARA	The South African Registrars Association, a Special Interest Group (SIG) of SAMA, constituted by SAMA members who are officially registered as registrars at the Health Professions Council of South Africa and with a recognised university, as well as SAMA members who have finished their

	prescribed registrar training period and have exited the registrar post without having completed their exams, being employed as medical officers, whilst completing their exams at the earliest possible opportunity, for a maximum period to be determined by the SARA National Executive Committee, not longer than 24 month post the formal registrar programme time. SARA represents the interests of its members through activities and
	reporting at Branch Council level and also reports to the Employed Doctors Committee. SARA is more fully described in the template SIG constitution, Part R of these Rules.
SEDASA	The Senior Doctors Association of South Africa, a Special Interest Group (SIG) of SAMA, constituted by senior SAMA members who are two years post community service and/or five years or more post-graduation, excluding ADASA, SARA or JUDASA members. SEDASA is more fully described in the template SIG constitution, Part R of these Rules.
Social and Ethics Committee	A Statutory Committee formed in accordance with SAMA's Public Interest Score, which simultaneously serves as a SAMA Professional Affairs Standing Committee with a committee-specific Terms of Reference, comprising 6 (six) members, which members are elected at an elective National Council meeting.
Special Interest Groups	Internally formed Groups of SAMA representing specific interests according to a specific employment held, comprising of ADASA, SEDASA, JUDASA and SARA, as at the date of the adoption of these Rules, more fully described in Part R of these Rules. Special Interest Groups are subject to the authority of the Employed Doctors Committee.
Special Interest Groups Constitution	Standard body of rules and regulations applicable to Special Interest Groups as per the template in Part R of these Rules.

#### Other important changes include:

#### The incorporation of a standardised template Special Interest Group Constitution as Part R of the Rules.

Part R has been included in the Rules to provide the template Special Interest Group Constitution with the same stature and relevance as the template Branch Constitution which has already been incorporated in the current version of the Rules. It provides for the composition, meetings, executive committees, roles and duties, as well as the business and proceedings of these groups.

#### Provision for employed doctors in all SAMA structures:

In line with the National Council resolution referred to above, Employed Doctors are now incorporated in SAMA structures, as set out in the proposed Rules, in the following manners:

- (a) An Employed Doctors Committee, as one of three SAMA membership committees (Rule 10.2);
- (b) Election of members of the Employed Doctors Committee at National Council;
- (c) Provision for an Employed Doctor National Councillor from branch level each branch council shall have an Employed Doctor National Councillor as one of their National Councillors;
- (d) An additional to the number of National Councillors (an optimum of 100 instead of 80) to accommodate the additional 20 National Councillors that will represent branches in this manner;
- (e) Corresponding changes to the number of National Councillors allowed per branch in terms of branch membership (Rule 2.1 and its sub-rules);
- (f) Replacement of all references to "trade union" with "employed doctors";
- (g) Chairpersons of Special Interest Groups will be National Councillors and Employed Doctors Committee members:
- (h) The incorporation of a standardised Special Interest Group Constitution into the Rules;
- (i) Encouraging participation at branch level through enhanced participation at branch council meetings by members of Special Interest Groups.

#### Standardisation - election of Chairpersons of Committees

It is proposed, as indicated in the revised Rules, that all Committee Chairpersons (including those of membership committees) must be elected at National Council meetings, standardising this principle across all committees.

#### **Eligibility criteria of Chairman**

It is further proposed, as indicated in the revised Rules, that Chairpersons of Membership Committees as well as the Chairperson of SAMA must have extensive experience (10 years) and should have at least spent 6 of those years as a member of some or other SAMA structure.

#### Disciplinary process replaced by Code of Conduct

Noting that the SAMA Code of Conduct had been adopted and implemented, the disciplinary process described in the Rules became superfluous, and was therefore replaced with a reference to the SAMA Code of Conduct.

#### **General meetings**

Analogous to a similar change to the MOI referred to above, the following has been incorporated in respect of general meetings:

- 29.1 It is noted that Non-Profit Companies are not generally expected to conduct annual general meetings in terms of the Companies Act. However, insofar as SAMA is compelled by its Public Interest Score to have its auditors approved at a general meeting occurring once per annum, such business will form part of a general meeting in a specific year as specified in 29.2 below.
- 29.2 The SAMA Annual General Meeting will form part of the SAMA National Council meeting when held annually. In the event that a National Council meeting is not held in a specific year for any reason, an extra-ordinary general meeting will be held to dispose of the business statutorily required insofar as SAMA's Public Interest Score requires same i.e. for the appointment or reappointment of auditors.

#### **Branch finances**

Noting that branch finances have been forming part of the Head Office audit following negotiations and agreement in this regard, the appropriate clause in this regard was changed to reflect the latest *status quo*.

#### Part R

As mentioned above, the entire Part R (Special Interest Group Constitution template) is a new addition to the Rules.

#### Conclusion

The Board is satisfied that the proposed changes to the MOI and the revised Company Rules in substitution of the current Company Rules will serve the best interests of all SAMA members, and propose the adoption thereof.

Dr MJ Grootboom

Chairman: SAMA Board of Directors

26 January 2018