



CONSTITUTION OF SAPIK

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INTERPRETATION

In the interpretation of this CONSTITUTION, and unless contrary to or excluded by the subject or context,

- any word herein signifying;
- the singular shall include the plural and vice versa;
- the masculine shall include the feminine and the neuter;
- any word herein which is defined in the Act and is not defined in paragraph 1.5 shall bear that statutory meaning in this CONSTITUTION;
- any word, phrase or sentence herein which is not defined in the Act or in paragraph 1.5 shall bear its usual meaning;
- each term, power or authority herein shall be given the widest possible interpretation;
- each of the following words and expressions herein shall have the meaning stated opposite it and, where applicable, shall include the word or expression stated opposite it:

“**the Act**” shall mean the Companies Act, 71 of 2008, as amended from time to time;

“**the SAPIK**” means the South African Professional Institution of Kinderkinetics (SAPIK);

“**the Chairperson**” shall mean the chairperson of the Board for the time being of the SAPIK elected in terms of paragraph 10.4.6;

“**CPD**” shall mean the Continuing Professional Development policy of the SAPIK;

“**Board**” shall mean the Board members of the SAPIK for the time being of the SAPIK Board being elected;

"General meeting" shall mean a meeting convened in terms of paragraph 10 of the CONSTITUTION as the case may be; or any general meeting of the SAPIK or any adjournment thereof, including an annual general meeting;

"Member" shall mean any of the members of the SAPIK referred to in Paragraph 8;

"Member in good standing" means a person who is not in breach of the CONSTITUTION;

"Constitution" shall mean the CONSTITUTION of the SAPIK for the time being in force, as contained in this document;

"the office" shall mean the registered office for the time being of the SAPIK;

"person" shall include any natural person, Institution or body corporate, a statutory body, a partnership or an association of persons, as the case may be;

"President" means the Chairman of the Board and of the Executive Committee of the Board;

"the Republic" shall mean the Republic of South Africa;

"SAPIK" shall mean the South African Professional Institution of Kinderkinetics;

"sign" shall include the reproduction of signature lithography, printing with an india rubber stamp or any other mechanical or electronic process, or partly the one and partly the other process, and "signature" has the corresponding meaning;

"writing" shall include printing, typewriting, lithography or any other mechanical or electronic process, or partly one and partly the other.

1. INTRODUCTION

2. NAME OF THE INSTITUTION

The name of the Institution (hereafter referred to as SAPIK) is the South African Professional Institute of Kinderkinetics. SAPIK is managed as a professional Institute and its President Board member must be a full-time employee of the North West University (NWU), Potchefstroom campus, within the Kinderkinetics programme. The reason for this is due to an arrangement between the owner of the trademark "Kinderkinetics" and SAPIK.

3. BASE OF THE SAPIK

The base of the SAPIK is for convenience purposes situated at the School of Human Movement Sciences, Recreation and Sport Science in the Faculty of Health Sciences of the Potchefstroom campus. SAPIK can however be moved to another facility to function as it operates independently from the NWU.

4. VOLUNTARY INSTITUTION

- 4.1.** The SAPIK is established as a Voluntary Institution and registered as a Non-Profit Company (NPC registration number: 2015/047186/08), as defined in the Act.
- 4.2.** The SAPIK will not carry on any profit-making activities, or participate in any business, profession or occupation carried on by any of its members, or provide any financial assistance, premises, continuous services or facilities to its members for the purpose of carrying on any business, profession or occupation by them.
- 4.3.** Although the SAPIK is a voluntary body as per paragraph (4.1) of this CONSTITUTION, the principles of the Companies Act 71, 2008 and the King 111 Report on Corporate Governance have been adopted and incorporated within the CONSTITUTION and as amended from time to time.

5. PURPOSE AND OBJECTIVES OF THE SAPIK

5.1 PURPOSE DESCRIBING THE MAIN BUSINESS

The main business of the SAPIK is to serve as an Institution that regulates the profession of Kinderkinetics and which is in the interests of the public and particularly the members of the SAPIK.

5.2 MAIN OBJECTIVES

The main objectives of the SAPIK is:

- To be a professional body supporting professionals;
- To be recognised by other health and related professions as a competent service provider in the health industry; and
- To promote and protect the interests of the profession of Kinderkinetics.

This objective is obtained through:

- Promoting and protecting the interest of the members;
- Serving as a professional organisation for Kinderkinetics in the Republic of South Africa;
- Updating registrations;
- Working nationally and internationally with institutions with similar objectives as SAPIK;
- Providing government, provincial and local authorities, and educational institutions with council regarding the interests of the members of the SAPIK;
- Obtaining services from individuals, companies and businesses that may serve a member in an advisable manner in the scope of Kinderkinetics;
- Obtaining information on matters of interest for members and circulating these informational documents through the SAPIK;
- Coordinating and promoting research and training in Kinderkinetics;
- Raising funds for the realization of the SAPIK's objectives.

6. POWERS AND CAPACITY OF THE SAPIK

The SAPIK shall have all the legal powers and capacity of an individual except to the extent that a juristic person is incapable of exercising such power as far as they are limited as set out in paragraphs 6.1. to 6.9. below.

- 6.1.** The Institution shall be entitled to form and to have an interest in any companies or Institutions having the same or similar objects to the SAPIK for the purpose of acquiring the undertaking of all or any of the assets or liabilities of that Association or companies or Institutions or for any other purpose which may seem, directly or indirectly, calculated to benefit the SAPIK, and to transfer to any such Institution or companies or Institutions the undertaking of all **or** any assets or liabilities of the SAPIK.
- 6.2.** The SAPIK shall be entitled to amalgamate with other companies only in so far as they have the same or similar objects to the SAPIK.
- 6.3.** The SAPIK shall only be entitled to take part in the management, supervision and control of business or operations of any other Institution or business having the same or similar objects as the SAPIK and to enter into partnerships having the same or similar objects as the SAPIK.
- 6.4.** The SAPIK shall be entitled to make donations to organisations having the same or similar objects to that of the SAPIK.
- 6.5.** The SAPIK shall not be entitled to distribute any of its assets among its members.
- 6.6.** The SAPIK shall be entitled to bind members to contribute by way of entrance fees, membership fees, re-entrance fees and levies towards the funds of the SAPIK and to enforce payment of, and to collect and receive from members such entrance fees, membership fees, contributions, re-entrance fees and levies.
- 6.7.** The SAPIK shall be entitled to enforce compliance with its CONSTITUTION and any other provisions in such manner as it may deem fit by imposing punitive action in the form of expulsion and or suspension.
- 6.8.** Notwithstanding the omission from this CONSTITUTION of any provision to that effect, the Association may do anything which the Act empowers an Institution to do if so authorised by its CONSTITUTION.

6.9. The name of the SAPIK may be changed to any other name as may be passed by special resolution at a General Meeting of the SAPIK.

7. CONDITIONS

7.1 The SAPIK shall ensure that substantially the whole of its activities are directed to the furtherance of its sole or principal object and not for the specific benefit of an individual member or minority group.

7.2 The SAPIK is prohibited from having a share or other interest in any business, profession or occupation which is carried on by the members.

7.3 The SAPIK must not:

- Directly or indirectly, pay any portion of its income or transfer any of its assets, regardless of how the income or asset was derived, to any person who is or was an incorporator of the SAPIK, or who is a member or Board member, or person appointing a Board member, of the SAPIK, except as:
- Reasonable remuneration for goods delivered or services rendered to, or at the direction of, the SAPIK;
- Payment of, or reimbursement for, expenses incurred to advance a stated object of the SAPIK; or
- As a payment of an amount due and payable by the SAPIK in terms of a valid agreement between the SAPIK and that person or another; or
- As a payment in respect of any rights of that person, to the extent that such rights are administered by the SAPIK in order to advance a stated object of the SAPIK; or
- In respect of any legal obligation binding on the SAPIK.

7.4 The SAPIK may not, directly or indirectly, distribute any of its funds or assets to any person other than in the furtherance of its objectives.

8. CONSTITUTION AND INSTITUTION POLICIES AND PROCEDURES

The Board of the SAPIK may make, amend or repeal any necessary or incidental policies and procedures relating to the governance of the SAPIK in respect of matters that are not addressed in the Companies Act 71 of 2008 or the CONSTITUTION, by publishing a copy of the policies and procedures on the SAPIK

website and filing a copy of those rules. These rules reflect within the code of conduct annexed hereto which forms part of the CONSTITUTION.

8.1. A rule contemplated:

8.1.1 must be consistent with the Companies Act 71 of 2008 and the SAPIK's CONSTITUTION, and any such policy and/or procedure that is inconsistent with this Act or the SAPIK's CONSTITUTION is void to the extent of the inconsistency;

8.1.2 Takes effect on the date specified in the policy or procedure, and if not so specified, then it will take effect 20 business days after the policy and/or procedure is published;

8.1.3 Will be binding on an interim basis from the time it takes effect until it is put to a vote at the next general meeting of the SAPIK; and on a permanent basis only if it has been ratified by an ordinary resolution at the next general meeting;

8.2. If the Board, or any individual authorised by the Board, alters this CONSTITUTION or any policies and/or procedures made by it in any manner necessary to correct a patent error in spelling, punctuation, reference, grammar or similar defect on the face of the document, it must publish a notice of such alteration on the SAPIK website and by electronically informing the membership of such publication;

8.3. Save for correcting errors substantiated as such from objective evidence or which are self-evident errors in the CONSTITUTION (including spelling, punctuation, reference, grammar or similar defects), which the Board is empowered to do, all other amendments of the CONSTITUTION shall be effected in accordance with the Act.

9. MEMBERS AND MEMBERSHIP

9.1 NUMBER AND APPLICATION

9.1.1 There is no limitation on the number of members of the SAPIK.

9.1.2 Membership shall commence upon:

- Payment of the prescribed annual membership fees in such manner as prescribed by the SAPIK from time to time; and
- Written acceptance of the SAPIK's Ethical Guidelines.

9.1.3 The SAPIK shall maintain a register of members of the SAPIK.

9.2 MEMBERSHIP CATEGORIES

Subjected to the categories, as set out in paragraphs below and subjected to the approval of SAPIK, Kinderkineticists qualify in different categories.

9.2.1 Kinderkineticist or Assistant Kinderkineticist

Kinderkineticists or Assistant Kinderkineticists who register annually with SAPIK.

9.2.2 Kinderkineticist-in-training or Assistant Kinderkineticist-in-training

Students who have graduated with either a B.A. Honours degree or B.Sc. Honours degree with specialisation in Kinderkinetics.

9.2.3 Recognition of prior learning

Individuals who have completed a degree or diploma and have also been accredited for training through SAPIK.

9.2.4 Honorary members

Individuals who do not qualify as Kinderkineticists because of different tertiary education qualifications, but have been recognised for exceptional and distinguished services rendered to the SAPIK are designated as honorary members through the SAPIK.

9.2.5 Registered members through the Grandfather clause

These are members who can prove that they are experts in the field of Kinderkinetics and can provide direction in training and work side by side with Kinderkineticists.

9.2.6 Accreditation through Training centres

Two categories can be distinguished:

9.2.7 Full accreditation

Institutions must be fully cooperative in all facets of Kinderkinetics practice and have disposal of services as a full-time registered Kinderkineticist.

9.2.8 Limited accreditation

These institutions have only a few facets of the Kinderkinetics practice at their disposal and must have disposal of services as a full-time registered Kinderkineticist.

9.3 MEMBERSHIP FEES

9.3.1 The Board may propose membership fees and levies as deemed necessary if approved by the members in a general meeting;

9.3.2 The Board may propose discounts or concessions on the basis of membership category or personal circumstances of individual members;

9.3.3 Registration for membership at SAPIK is valid for one year and registration opens on the 1st of January and ends on the the 28th of February, with a grace period from the 1st till the 31st of March each year;

9.3.4 Any registration that takes place after the 31st of March each year will automatically be penalised with a penalty clause of R400.00 per registration;

9.3.5 Failure to renew membership fees by the due date shall automatically suspend the membership and renewing the membership will comprise of the full renew membership fee and a penalty fine;

9.3.6 Failure to pay levies within 60 (sixty) days from due date shall automatically suspend the membership. A request to extend the membership must be made in writing by the member to the Board for consideration within 14 days. If there is no resolution within the 14 days, the membership is automatically terminated. Written confirmation of this termination will be issued by the Board.

9.4 REMOVAL OF NAME FROM REGISTER

The Board of SAPIK may direct the registrar to remove the name of a Kinderkineticist or Assistant Kinderkineticist from the register if:

- 9.4.1** after having been registered, the relevant qualification of the Kinderkineticist or Assistant Kinderkineticist is withdrawn or cancelled by the SAPIK which issued it;
- 9.4.2** the Kinderkineticist or Assistant Kinderkineticist was registered by error or by means of fraud;
- 9.4.3** the Kinderkineticist or Assistant Kinderkineticist was found guilty of a breach of the Code of Professional Ethics, and in respect of whom the sanction was the removal of that person's name from the register;
- 9.4.4** the Kinderkineticist or Assistant Kinderkineticist requests deferment of registration, permanently or for a specified period;
- 9.4.5** the Kinderkineticist or Assistant Kinderkineticist fails to pay the fees prescribed by the SAPIK within a specified period; or
- 9.4.6** the Kinderkineticist or Assistant Kinderkineticist dies.
- 9.4.7** The registrar must give notice of the removal of a Kinderkineticist or Assistant Kinderkineticist's name from the register by email to the Kinderkineticist or Assistant Kinderkineticist

9.5 TERMINATION OF MEMBERSHIP

A member shall ipso facto cease to be a member of the SAPIK:

- 9.5.1** If he/she is expelled as a member by the Board;
- 9.5.2** If he/she is suspended as a member by the Disciplinary Committee and does not appeal same or if the suspension is upheld by the Board on appeal;
- 9.5.3** If by notice in writing to the SAPIK he/she resigns as a member;
- 9.5.4** The Board members shall have the power, in their sole and absolute discretion, to terminate a Member's membership if:
- 9.5.5** The member is guilty of conduct detrimental to the interests and/or objects of the SAPIK;

- 9.5.6** The member has contravened the code of conduct of the SAPIK through its actions, omissions or in any other way;
- 9.5.7** It is detrimental to the interests of the SAPIK that the member should continue to be a member of the SAPIK;
- 9.5.8** The Board members shall furnish their reasons for terminating a member's membership to that member in writing;
- 9.5.9** A member whose membership has been terminated shall not remain liable for all sums that may at the date of termination of his or her membership be due by him or her to the SAPIK and shall not be entitled to any refund of any monies already paid nor have any claim against the SAPIK.

9.6 GUARANTEE

Each member of the SAPIK, on becoming a member of the SAPIK, undertakes to contribute an amount of R1.00 (one Rand) to the assets of the SAPIK in the event of it being wound up whilst he/she is a member of the SAPIK or within 1 (one) year of that member ceasing to be a member of the SAPIK, towards payment of the debts and liabilities of the SAPIK contracted before he/she ceased to be a member of the SAPIK and towards the costs, charges and expenses of the winding-up.

10. GENERAL MEETINGS

10.1 ANNUAL GENERAL MEETINGS

- 10.1.1** The SAPIK, at such times as are prescribed in the Act and in accordance with the CONSTITUTION, shall hold general meetings of members to be known and described in the notices calling such meetings as annual general meetings.
- 10.1.2** The Board may, whenever they deem it necessary, convene a general meeting to be known as a special general meeting to address an issue or issues considered to be within the context of extraordinary or special circumstances.

10.1.3 Every meeting of members shall, unless otherwise resolved by the Board, be held in the city or town in which the SAPIK's registered office is for the time being situated.

10.2 FREQUENCY

10.2.1 The SAPIK shall in each year hold an annual general meeting within 6 (six) months after the end of the SAPIK's financial year.

10.2.2 The Board members shall have the power to convene other general meetings of the SAPIK at such time and place as the Board members determine.

10.3 NOTICE OF ANNUAL GENERAL MEETINGS

10.3.1 Notice by the SAPIK to any member shall be regarded as validly given if it is sent to him or her at his or her email address reflected on the role of members.

10.3.2 Any notice, if given by registered post, shall be deemed to have been received on the 7th (seventh) day, starting with the same day that it was handed in at the post office. In proving the giving of the notice sent by registered post it shall be sufficient to prove that the letter containing the notice was properly addressed and handed in at the post office.

10.3.3 Subject to the provisions of the Act:

- Not less than 21 (twenty-one) clear days' notice in writing of an annual general meeting, or of a general meeting at which a special resolution is to be proposed, shall be given to all members;
- Not less than 14 (fourteen) clear days' notice in writing of any other general meeting shall be given to all members; and
- The notice period as provided for in paragraph 10.3.1 shall be exclusive of the day on which the notice is served or deemed to be served and exclusive of the date of the meeting.

10.3.4 The notice of a general meeting shall state:

- The place, day and hour of that meeting; and
- The matters which will be considered at such meeting.
- A meeting of the SAPIK shall, notwithstanding the fact that it is called by shorter notice than that specified in this paragraph, be deemed to have been fully called if it is so agreed by a majority in numbers of the members having a right to attend and vote at the meeting, being a majority holding total voting rights of all the members.
- The inadvertent omission to give notice of a meeting to, or the non-receipt of a notice of a meeting by any person entitled to receive such notice, shall not invalidate the proceedings at that meeting.

10.4 PROCEEDINGS AT ANNUAL GENERAL MEETINGS

10.4.1 The annual general meeting shall deal with and dispose of all matters prescribed by the Act, including the consideration of the annual audited financial statements, the election of Board members and the appointment of an auditor and may deal with any other business laid before it.

10.4.2 No official business shall be transacted at any general meeting not stated on the agenda as disseminated to the voting members of the SAPIK.

10.4.3 Subject to the provisions of the Act, no business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, a quorum at any general meeting shall be 20 (twenty) % (percent) of members entitled to vote and who are present in person at the commencement and throughout the meeting.

10.4.4 Where a meeting has been adjourned as aforesaid the SAPIK shall, upon a date not later than 3 (three) days after the adjournment, publish on the SAPIK website a notice 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 the adjournment.

10.4.5 The President shall preside as chairman at every general meeting of the SAPIK.

10.4.6 If at any meeting the President is not present within 15 (fifteen) minutes after the time appointed for holding the meeting or is unwilling to act as chairman, one of the two Vice presidents or one of the appointed Board members present shall be chairman of the meeting, if all the Board present decline to take the chair, they shall choose some member present to be chairperson of the meeting.

10.4.7 Subject to the provisions of the Act, the chairman of the meeting may, with the consent of the majority of members present at any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting, 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.

10.4.8 If no quorum is present after 15 minutes of the given starting time of the meeting, the meeting will adjourn and should there not be a quorum within half an hour of the meeting, the members present will form a quorum and the general meeting will continue as usual.

10.5 VOTES OF MEMBERS AT ANNUAL GENERAL MEETINGS

10.5.1 Each voting member of the SAPIK, in good standing and not being in arrears with their membership fees or any levies due by them at the time of voting, present in person or by proxy at any meeting of the SAPIK shall have 1 (one) vote.

10.5.2 At any meeting of members, a resolution put to the vote of the meeting shall be decided on a show of hands.

10.5.3 In the case of a secret ballot 2 people appointed by the chairperson shall collect and count the ballots, the results of which shall be handed to the chairperson.

10.5.4 A declaration by the chairperson that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book of the SAPIK, shall be conclusive evidence of the fact,

without proof of the number or proportion of the votes recorded in favour of, or against, such resolution.

10.5.5 No objection shall be raised as to the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is, or may be given or tendered and every vote not disallowed at such meeting shall be valid for all purposes.

10.5.6 Any such objection shall be referred to the chairperson of the meeting, whose decision shall be final and conclusive.

10.5.7 In the case of an equality of votes, the chairperson of the meeting shall be entitled to a second or casting vote.

10.5.8 Apart from those matters which require special resolutions in terms of the CONSTITUTION, questions arising at a meeting of members of the SAPIK shall be decided by a majority of the votes cast at the meeting.

10.6 PROXIES

10.6.1 Members may only appoint a proxy who is a voting member in good standing of the SAPIK.

10.6.2 The form appointing a proxy shall be in writing, dated and signed by the member entitled to vote under the hand of the member entitled to vote.

10.6.3 The form appointing a proxy shall be received at the registered office of the SAPIK not less than 48 (forty eight) hours (or such lesser period as the Board may unanimously determine in relation to any particular meeting) before the time for holding the meeting (including an adjourned meeting) at which the person named in the form proposes to vote, and in default the form of proxy shall not be treated as valid.

10.6.4 A form appointing a proxy shall be valid in respect of a particular general meeting only.

10.6.5 The holder of a general or special power of attorney, whether he/she is him/herself a member or not, given by a member, shall be entitled to attend meetings and to vote, if duly authorised under the power to attend and take part in the meetings.

10.6.6 No member shall be entitled to hold more than 3 (three) proxies at any meeting of the SAPIK.

10.6.7 The instrument appointing a proxy to vote at a meeting of the SAPIK shall be deemed also to confer authority to demand or join in demanding a poll, and for the purposes of Section 198(1) of the Act, a demand by a proxy shall be the same as a demand by a member.

10.6.8 No instrument appointing a proxy shall be valid after the expiration of 6 (six) months from the date when it was signed, unless so specifically stated in the proxy itself, and no proxy shall be used at an adjourned meeting which could not have been used at the original meeting.

10.7 RECORDS OF GENERAL MEETINGS

10.7.1 The Board members shall cause a record to be made of the proceedings at every general meeting, including all resolutions passed at such meetings and shall cause such record and all resolutions passed to be inserted in a file provided for that purpose.

10.7.2 Any copy of any record or resolution referred to in paragraph 18.2 which purports to be signed by any Board member or the Executive Officer, shall be evidence of the matters stated therein.

11. BOARD MEMBERS

11.1 NUMBER

11.1.1. Until otherwise determined by a meeting of the members, the number of Board members shall not be less than 3 (three) nor more than 10 (ten).

11.1.2. The SAPIK may from time to time at any meeting of members increase or reduce the number of Board members provided that the minimum number of Board members will not fall below three.

11.1.3. The Board shall have the power to co-opt consultants onto the Board where specific expertise may be required. Such co-opted consultants shall serve on the Board subject to the discretion of the elected Board.

11.1.4. Co-opted consultants shall have no voting rights.

11.1.5. The members of the SAPIK shall have power at any time, and from time to time, to appoint any voting member as a Board member in accordance with the CONSTITUTION and it is recorded that the Immediate Past President

shall be an ex-officio member of the Board, but the total number of Board members shall not at any time exceed the maximum number fixed by or in terms of this CONSTITUTION.

11.2 QUALIFICATOINS

11.2.1 Only voting members in good standing are eligible for nomination and election at the time of nomination or election.

11.2.2 Only voting members in good standing are entitled to nominate or elect at the time of nomination or election.

11.3 ELECTION

11.3.1 The President and the two Vice-presidents shall hold office for three consecutive years. All other members of the SAPIK board shall also hold office for three consecutive years.

11.3.2 The President may choose to be elected to hold office for another three consecutive years but no more than six consecutive years.

11.3.3 The Immediate Past President may choose to be elected to hold office again after his or her first term. If the president is elected for another consecutive three years, then the Immediate Past President also stays on the Board for those consecutive three years;

11.3.4 Every candidate for election as a Board member must be nominated in writing (inclusive of electronic nominations) by a Voting Member of the SAPIK in good standing.

11.3.5 Such nomination shall be lodged at the office prior to a specified time on a date to be notified each year to the members entitled to take part in such election.

11.3.6 Members of the SAPIK Board are nominated by electronic votes and announced not less than 20 days before the Annual General Meeting of SAPIK.

11.3.7 The procedure for nominating Board members of SAPIK is as follows:

- The Board shall designate two people, who need not be members, to be the ballot officer and scrutiniser, respectively.

11.3.8 Not more than 90 (ninety) days and not less than 60 (sixty) days before the Annual General Meeting of the SAPIK the ballot officer shall, by notice in writing to the members, call for nominations for the Board and stipulate a date, not less than 40 (forty) days before the Annual General Meeting, by when such nominations are to be received by him/her via the SAPIK website or email.

11.3.9 Such notice shall contain the following information:

- the date, time and venue of the Annual General Meeting;
- a list of current Board members and a record of their attendance and non-attendance at meetings of the Board;
- the names of the members whose terms of office are due to end;
- the names of the Board members who are prepared to accept re-nomination for election to the Board; and
- the web address and related details to which nominations should be sent.

11.3.10 Nominations shall be in writing and shall state:

- the full names of the nominee;
- the full names of the nominator;
- a declaration signed by the nominee that he or she has accepted nomination and knows of no circumstance which may preclude such acceptance.

11.3.11 The election of Board members of the SAPIK shall be overseen by the Ballot Officer and a scrutiner appointed by the Board Member.

11.3.12 The election shall be held at the Annual General Meeting that is supported by the quorum of 20%.

11.3.13 The names of nominees, having complied with the criteria as set out in paragraphs 11.3 of this CONSTITUTION are to be disseminated, with ballot sheets, to all voting members of the SAPIK with the notice of the Annual General Meeting as of this CONSTITUTION.

11.3.14 Completed ballot sheets from the voting members are to be received by the ballot officer at the Annual General Meeting in accordance with the time frame stipulated by the Ballot Officer.

11.3.15 The Ballot Officer with the scrutiner shall count the votes in public at the Annual General Meeting.

11.3.16 The results of the poll shall be made known to the members of the SAPIK by the Ballot Officer when called to do so by the chairman at the Annual General Meeting.

11.3.17 If there is only one nomination for a specific portfolio, the person nominated shall be deemed to be elected.

11.3.18 In the event of a tied vote between nominees, the election of the nominee shall be determined by the drawing of lots.

11.4 ELECTION OF PRESIDENT AND (2) TWO VICE PRESIDENTS

11.4.1 The Board must from time to time appoint 1 (one) of their body to the office of President and 2 (two) of their body to the office of the two Vice presidents, respectively, for such period of time under such conditions as set out in the CONSTITUTION.

11.4.2 The appointments of the President and of the two Vice presidents shall terminate ipso facto if such person shall cease for any reason to be a Board member, or if the SAPIK at any meeting of members shall resolve that such person's tenure be terminated.

11.4.3 The term of office of the President shall be three years.

11.4.4 The Board will elect (1) one of the (2) two Vice presidents to become the President of the SAPIK after three years or if the office of President becomes vacant for any reason; failing this a President and Vice presidents are elected from the elected Board members.

11.4.5 The Immediate Past President of the SAPIK serves for an additional one year as Board member with full voting rights.

11.4.6 The tenure for the office of Board members who have been elected Vice presidents shall exceed the tenure for Board memberships of three years, as

there will be an automatic evolution to the office of President for an additional three years, and thereafter will serve on the Board for an additional three years as Immediate Past President.

11.4.7 The board members elected as Vice presidents shall thus be exempt from the condition related to the tenure of three years for Board members, and whose tenure as Board member will end at the end of his or her term as Immediate Past President.

11.4.8 The Board member elected as President shall be exempt from the condition related to the tenure of Board members of three years for the office of Vice presidents.

11.5 IMMEDIATE PAST PRESIDENT

The Immediate Past President provides advice and leadership to SAPIK's Board members regarding past practices and other matters to assist the Board. The Immediate Past President supports the President and the President-Elect on an as-needed basis. The Immediate Past President performs the duties of the President in the absence or disability of the President.

11.5.1 PRIMARY RESPONSIBILITIES: IMMEDIATE PAST PRESIDENT

The Primary role of the SAPIK Immediate Past President is to assist the President and/or Board members as requested with duties and decisions. He/she will be available for assistance and make his/her knowledge and skills available to SAPIK when requested such as:

- attend and participate in all SAPIK Board meetings;
- mentor new Board members;
- act as liaison between Board members and past presidents;
- be informed about the SAPIK mission, services, policies and programmes;
- be prepared to receive special assignments from the President;
- assist the SAPIK Board in carrying out its fiduciary responsibilities;
- review the Agenda prior to SAPIK Board meetings;

- represent SAPIK on behalf of the President as needed;
- annually review and vote on SAPIK's budget;
- attend the SAPIK Annual General Meeting;
- chair the Nominations and Elections of committees;
- serve as a member of the financial committee and the training committee;
- share ideas, guidance and expertise with SAPIK's Board members;
- prepare and present information at meetings on behalf of SAPIK as needed;
and
- an Immediate Past President or Past President will have lifelong membership of SAPIK or until the age of 60.

11.5.2 GENERAL DUTIES FOR THE OFFICE OF IMMEDIATE PAST PRESIDENT

Step Action:

- The main duty of this position is to assist the Board members in the maintenance of continuity from one administration to the next.
- The Immediate Past President has a full vote at all meetings of the SAPIK Board.
- The Immediate Past President will have the tie-breaker vote at all SAPIK Board meetings.

11.5.3 Term of the Immediate Past President

The term to be held for the following positions are:

- three years as the President-Elect,
- three years as the President,
- three years as the Immediate Past President, and
- three years as the Past President.

11.6 PAST PRESIDENT

11.6.1 The Past President's primary role is to provide advice if needed to the SAPIK's Immediate Past President.

11.6.2 Primary duties and responsibilities of the Past President:

- to assist and mentor new Board members in transition from one year to the next as needed;
- could be elected to be part of special committees;
- to attend the SAPIK Annual General Meeting;
- the Past President will not attend any Board meetings and therefore has no voting rights at Board meetings.

11.7 DISQUALIFICATION OF BOARD MEMBER

11.7.1 Any Board member shall cease to be a Board member of the SAPIK on the happening of any of the following events:

- He/she ceases to be a Board member by virtue of any of the provisions of the Act; or
- His/her estate is finally sequestrated;
- He/she files a petition for the surrender of his or her estate as insolvent;
- He/she is placed under curatorship by any court of competent jurisdiction;
- A written notice to that effect signed by 50% (fifty percent) + 1 (one) of the Board members is delivered at the office with effect from the date stated in that written notice;
- He/she delivers a notice of his or her resignation at the office with effect from:
 - The date on which that notice is delivered; or
 - Any later date stated in that notice to which the Board members agree;
 - If he/she fails to attend 3 (three) consecutive meetings of Board members without good cause; or

11.7.2 If he/she is directly or indirectly interested in any contract or proposed contract with the SAPIK and fails to declare his or her interest and the nature thereof in the manner required by the Act.

11.7.3 Passes, publishes or causes to be published any information to the press or media, directly or indirectly, which information is confidential or which information will bring the reputation of the SAPIK in disrepute and/or intends to be detrimental to the SAPIK in any way.

11.8 DUTIES OF BOARD MEMBERS

11.8.1 The business of the SAPIK shall be managed by the Board who may exercise all such powers of the SAPIK as are not by the Act or by this CONSTITUTION required to be exercised by the SAPIK at any meeting of members.

11.8.2 Without in any way deviating from the generality of the duties of the Board members, the Board members shall in particular be obliged to:

- accept any donations which may be made by testamentary bequests or by donations or by any other means;
- from time to time open and/or hold a bank or similar account with an accredited financial institution in the name of the SAPIK and to deposit in such account all monies which are due to the SAPIK in the first instance;
- administer the funds of the SAPIK and income accruing to the SAPIK in order to achieve the main object of the SAPIK;
- keep proper and comprehensive account books of accounts, monies and records;
- retain any records or other documents in respect of the SAPIK for a period of five (5) years;
- utilise the funds of the SAPIK solely for the main object of the SAPIK or to invest funds available for investment only in accordance with the provisions of the Income Tax Act, as amended from time to time;

- remain informed and updated with regard to the current minutes, policies and codes of business of the SAPIK, and to keep themselves updated by attending the required meetings;
- Adhere to the principles of good corporate principles and fiduciary responsibilities as per the King 111 report.

11.8.3 The Board is to meet at least on a quarterly basis.

11.9 POWERS OF BOARD MEMBERS

The Board of Board members shall manage the SAPIK and shall carry out the objects of the SAPIK in such manner as it may deem fit and proper subject, however, to:

- The general policy of the SAPIK; and
- Any special instructions as may be laid down or given by the members in general meetings from time to time; and
- The Board members may exercise all such powers as are not prohibited or limited by the Act or any amendment thereof, and subject to such regulations not inconsistent with this CONSTITUTION or provisions as may be prescribed by the SAPIK in a general meeting; but no regulation made by the SAPIK in a general meeting shall invalidate any prior act of the Board members which would have been valid if such regulation had not been made.
- The Board may delegate or allocate any of their powers to committees consisting of such member or members of their body and such other members as they think fit.
- Any committee so formed shall, in the exercise of the powers so delegated, conform to the CONSTITUTION or instructions of the Board which may be imposed on it.
- Save as aforesaid, the meetings and proceedings of a committee consisting of more than 1 (one) member shall be governed by the provisions of these Paragraphs regulating the meetings and proceedings of Board members.
- The Board may establish a Disciplinary Committee and an Ethics Committee in accordance with the provisions set out in the SAPIK's Policies and

Procedures manual to facilitate and advise in matters of an ethical nature or dispute situation.

- The Board may from time to time appoint a CEO or Executive Officer and a Financial Board member, respectively, for such period and generally on such terms as they may think fit.
- The appointments of the CEO or Executive Officer and Financial Board member shall terminate if the Board or the Association at any meeting of members resolves that such person's tenure be terminated, whereupon such member will no longer enjoy the privileges of a Board member.
- The Board may from time to time entrust to and confer upon the President and/or the Vice presidents, CEO or Executive Officer or Financial Board member, if any, for the time being such of the powers vested in them as they may think fit, and may confer such powers for such time and to be exercised for such objects and upon such terms and with such restrictions as they may think expedient; and they may confer such powers either collaterally or to the exclusion of, and in substitution for, all or any of the powers of the Board, and may from time to time revoke or vary all or any of such powers.
- The Board may establish various classes of awards and may award same in accordance with the SAPIK's policies and procedures.
- The Board of the SAPIK are authorised to appoint a secretary for the SAPIK from time to time.
- As regards all persons dealing in good faith with the SAPIK, all acts done by any meeting of the Board or of a committee of the Board, or by any person acting as a Board member, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Board members or persons acting as aforesaid, or that they or any of them were disqualified or had ceased to hold office or were not entitled to vote, be as valid as if every such person had been duly appointed or was qualified or had continued to be a Board member or was entitled to vote, as the case may be.

11.10 REGIONS OF THE SAPIK

11.10.1 The Board members of the SAPIK may permit the formation of Regions of the SAPIK, who will take into account geographic situations and the number of Institution members, in such places as it shall determine.

11.10.2 Regional Committees shall be nominated and elected by members in good standing in each region, the timing of which to be determined by the Board.

11.10.3 Each regional committee is led by a chairman and the portfolios of the committee members to echo the portfolios of the Board. Matters of an ethical nature are to be referred to the Ethics Committee.

11.10.4 The procedure for electing Regional Committee members is as follows:

- The Board shall designate two people, who need not be members, to be the Ballot Officer and scrutiner, respectively.

11.10.5 The ballot officer shall, by notice in writing to the members, call for nominations for the Regional Committee and stipulate a date, as determined by the Board, by when such nominations are to be received by him or her via the SAPIK website.

11.1.6 Such notice shall contain the following information:

- The date and time by when nominations close;
- A list of current Regional Committee members;
- The names of the Regional Committee members who are prepared to accept re-nomination for election to the Committee; and
- The web addresses and related details to which nominations should be sent.

11.10.7 Nominations shall be in writing and shall state:

- The full names of the nominee;
- Full names of the nominator;
- A declaration signed by the nominee that he/she has accepted nomination and knows of no circumstance which may preclude such acceptance.

11.10.8 The election of the Regional Committees of the SAPIK shall be overseen by the Ballot Officer and a scrutineer appointed by the Board of Board members.

11.10.9 The names of nominees are to be disseminated, with ballot sheets, to all voting members within the Region of the SAPIK by the Ballot Officer.

11.10.10 Completed ballot sheets from the voting members are to be received by the Ballot Officer via the SAPIK website in accordance with the time frame stipulated by the Ballot Officer.

11.10.11 The Ballot Officer with the scrutineer shall check and count the votes.

11.10.12 The results of the poll shall be made known to the members of the SAPIK by the Ballot Officer when called to do so by the Board.

11.10.13 The Terms of Reference and duties of the Regional Committees are to be clearly defined by the Board and stated in the SAPIK Policies and Procedures.

12. GROUPS OF THE SAPIK

12.1 The Board of Board members of the SAPIK may permit the formation of Groups of the SAPIK in such disciplines or specialties as it shall determine.

12.2 The Terms of Reference of a Group of the SAPIK shall not become effective unless and until it is approved by the Board of Board members, at which time the formation of the Group is ratified.

13. ADVISORY COUNCIL

There shall be an Advisory Council, the members of which shall be appointed by the Board, as needs arise to include the following members:

14. DONATIONS TO THE SAPIK

As the SAPIK has been approved as a Non-Profit Company, the Board members shall, in respect of every donation received, furnish to the donor in each case a receipt of which the following particulars are given:

- The reference number of the SAPIK issued by the Commissioner for the South African Revenue Service;
- The date of receipt of the donation;
- The name of the SAPIK, together with an address to which enquiries may be directed in connection therewith;
- The name and address of the donor;
- The amount or nature of the donation; and
- A certificate to the effect that the receipt is issued on the basis that the donation will be used exclusively for the main object of the SAPIK.

The Board members shall not accept any donations to the SAPIK unless they are irrevocable and subject to the terms and conditions of this CONSTITUTION.

15. PROCEEDINGS OF BOARD MEMBERS MEETINGS

- 15.1.** Any 2 (two) Board members may, and the secretary on the requisition of a Board member shall, at any time summon a meeting of the Board.
- 15.2.** The Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that the Board shall meet at least three times a year.
- 15.3.** Unless otherwise resolved by the Board, all their meetings shall be held in the city or town where the SAPIK's registered office is for the time being situated.
- 15.4.** Questions arising at any meeting of the Board shall be decided by a majority of votes.
- 15.5.** The President shall have a second or casting vote in the case of an equality of votes and in the absence of the President the duty will fall on the Vice presidents and in the absence of the Vice presidents a Board member who is chairing the meeting.
- 15.6.** The Board may determine what period of notice shall be given of meetings of Board members and may determine the means of giving such notice. It shall not be necessary to give notice of a meeting of Board members to any Board member for the time being absent from the Republic.
- 15.7.** A quorum shall consist of a majority of the Board members – 50% + 1.
- 15.8.** The continuing Board members may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to these Paragraphs as a quorum, the continuing Board members or Board member may act only for the purpose of summoning a general meeting of the SAPIK. If there are no Board members or Board member able and willing to act, and no specific provision is made in these Paragraphs for the appointment of Board members, then any 2 (two) members may summon a general meeting for the purpose of appointing Board members.

- 15.9.** Any Board member is at all times entitled to convene a meeting of the Board members by giving fourteen (14) days' written notice to all Board members, or such shorter notice as may be agreed to by all the Board members.
- 15.10.** The Board members may participate in a meeting of the Board members by means of conference telephone or similar equipment by means of which all persons participating in the meeting can hear each other at the same time and any such participation in a meeting shall constitute presence in person at the meeting.
- 15.11.** All acts done by any meeting of the Board members or a committee of Board members or by any person acting as a Board member shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Board members or person acting as aforesaid or that they are or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Board member.

16. REMUNERATION OF BOARD MEMBERS

- 16.1.** In addition to the President and the Vice presidents, Board members of the SAPIK may be remunerated and may be paid all travelling, hotel and other expenses properly incurred by them on merit, relating to SAPIK in or about the performance of their duties as Board members including those of attending and travelling to and from meetings of the Board or any committee of the Board or at any meeting of members of the SAPIK, and may be paid a day fee in the event that Board members are required to be away from their practices in the performance of their duties as Board members.
- 16.2.** The Board may remunerate Board members in accordance with principles applied to Board members.
- 16.3.** By arrangement, the members of the Board may receive an annual remuneration or a retainer on a monthly basis during tenure of office in respect of responsibilities and time, the amounts of which to be ratified at a general meeting of members.

16.4. In the event of any member of the SAPIK being required to conduct work on behalf of the SAPIK using his or her own time and facilities, the Board may remunerate such members in accordance with the agreed rate per hour or per day, in accordance with expense authorisation policies.

16.5. The Board may motivate a change in the annual remuneration or monthly retainer to be paid to the President, and the Board members' fees, the amounts to be confirmed at a General Meeting.

17. RECORDS OF BOARD MEMBERS' MEETINGS

17.1. The Board members shall cause minutes to be made of all appointments of officers made by the Board members, the names of the Board members present at each general meeting of the Board members and all resolutions passed by the Board members at all meetings of the Board members.

17.2. Minutes of any resolutions and proceedings mentioned in paragraph 17.1 appearing in one of the minute books or files of the SAPIK shall be proof of the facts therein stated if signed by:

- The Chairperson of the meeting to which it relates; or
- Any person present at the meeting and appointed by the Board members to sign in the Chairperson's place; or
- The Chairperson of a subsequent meeting of the Board members.

17.3. Any extracts from or copy of those minutes purporting to be signed by the Chairperson of that meeting, any Board member or the Executive Officer shall be proof of the facts therein stated.

18. FINANCIAL YEAR

The financial year of the SAPIK shall commence on 1 April and end on the last day of March of each year.

19. ACCOUNTING RECORDS, FINANCIAL STATEMENTS AND AUDITOR

19.1. The SAPIK shall maintain the necessary accounting records, which shall be accessible from its registered office, in accordance with the Act.

19.2. Without limiting the contents of paragraph 19.1 above, the SAPIK must maintain adequate records of all revenue received from donations, grants and

members' fees, or in terms of any funding contracts or arrangements with any party.

19.3. The SAPIK shall prepare its financial statements in accordance with the provisions of the Act.

20. NOTICES

20.1. A notice may be given by the SAPIK to any member either by advertisement or personally, or in writing addressed to such member at his/her registered address or (if he/she has no registered address in the Republic) at the address (if any) within the Republic supplied by him/her to the SAPIK for the giving of notices to him/her.

20.2. Any notice in writing shall be deemed to have been served at the time when the notice was disseminated in proving the giving of the notice in writing; it shall be sufficient to prove that the notification was properly addressed and disseminated.

21. PROHIBITION ON DISTRIBUTION OF INCOME AND PROPERTY

21.1. The income and property of the SAPIK, when so ever derived, shall be applied solely towards the promotion of the SAPIK's main object and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever to the members of the Association or to its controlling or controlled Institution, provided that nothing herein contained shall prevent the payment in good faith of reasonable remuneration to any officer or servant of the SAPIK, or to any member thereof, as remuneration for any services actually rendered to the SAPIK.

22. WINDING-UP

Upon its winding-up, deregistration or dissolution, the assets of the SAPIK remaining after the satisfaction of all its liabilities shall be given or transferred to some other Institution/s or Institution/s having objects similar to its main object, to be determined by the members of the SAPIK and/or Court at or before the time of its dissolution.

23. LIMITATION OF LIABILITY OF BOARD MEMBERS

Each Board member, alternate Board member, manager, Executive Officer and other officer of the SAPIK, and person employed by the SAPIK as its auditor, shall

be indemnified by the SAPIK against any liability incurred by him or her from time to time in that capacity in defending any proceedings (whether civil or criminal) in which judgment is given in his or her favour or in which he/she is acquitted or in respect of any of those proceedings which are abandoned or in connection with any application made under Section 248 of the Act in which relief is granted to him or her by a court of competent jurisdiction.

Annexure A

PROXY VOTING FORM

____/____/20____

I, [Full name and surname] _____,
registered member of the South African Professional Institute of Kinderkinetics
(SAPIK), [ID or registration number] _____,
hereby appointed:

INFORMATION OF APPOINTED MEMBER	
Name and surname:	
ID or Registration number:	
Contact details:	

as my proxy to vote in my name at the Annual General Meeting of SAPIK, the
[day/month/year], at [locality where meeting is held].

SIGNED AT _____ ON THIS DAY _____
_____ 20_____.

SIGNATURE

MAIL PROXY FORM TO THE MEMBER OF YOUR CHOICE or EMAIL SAPIK at sapikinfo@gmail.com. IN ORDER FOR PROXY VOTES TO BE VALID, THE PROXY FORMS MUST BE HANDED IN AT REGISTRATION AT THE ANNUAL GENERAL MEETING BY AN APPOINTED MEMBER WHERE SHE / HE WILL RECEIVE AN EXTRA CERTIFIED VOTE FORM.