

AMENDED CONSTITUTION

of the

VOLUNTARY ASSOCIATION

known as

**CAPE TOWN PSYCHOANALYTIC
SELF-PSYCHOLOGY GROUP**

["SPG"]

***It is hereby certified that this document constitutes the amended
Constitution which was adopted by Resolution duly passed at the
Annual General Meeting of the Association held at
on 2004***

Chairperson

Date : _____

1.

NAME

1.1 The name of the Association is

CAPE TOWN PSYCHOANALYTIC SELF-PSYCHOLOGY GROUP

(hereinafter referred to as "the Association").

1.2 The name of the Association may at any time be altered by decision duly adopted at a General Meeting, in the manner contemplated by clause 14.

2.

SOLE OBJECT

The sole object of the Association shall be to promote the common interests of its Members, as mental health practitioners within the context of the theory and psychoanalytic approach described as "Self Psychology".

3.

MOTIVATION

The motivation for the establishment of the Association is to advance the theoretical and practical understanding and development of Self-Psychology amongst therapists, their clients, and members of the general public.

4.

METHODOLOGY

The Association shall pursue its purpose and promote its Main Object by means of such activities and strategies as may be deemed appropriate from time to time, including:

- 4.1 The provision of training opportunities for mental health practitioners in the theory and approach of self-psychology.
- 4.2 The facilitation of relevant dialogue and communication between participating mental health practitioners, with a view to encouraging a constructive and professional collaborative relationship.
- 4.3 The establishment of a professional association and liaison with other organisations, both locally and abroad.
- 4.4 The provision of information resources with a view to promoting a better understanding amongst members of the medical and allied professions concerning the practice of Self-Psychology.
- 4.5 The support of relevant research, and networking between individuals and organisations concerned with Self-Psychology.
- 4.6 Co-ordinating representation on behalf of practising mental health practitioners in their dealings with statutory bodies and health authorities within the Republic.

4.7 Such ancillary and complementary activities as may be deemed expedient from time to time.

5.

FOCUS OF OPERATIONS

The Association shall undertake its activities principally within the greater metropolitan area of Cape Town, but may extend its activities elsewhere in the Republic.

6.

LEGAL STATUS

It is intended that the Association should be registered in terms of the Nonprofit Organisations Act as provided by clause 16 hereunder. Pursuant to such registration, the Association shall be deemed to be a body corporate; and as such, may in its own name, enter into contracts; sue or be sued; acquire and hold assets; undertake liabilities; and engage in such other transactions as may be deemed appropriate by the Executive Committee from time to time.

7.

MEMBERSHIP

7.1 The membership of the Association comprises:

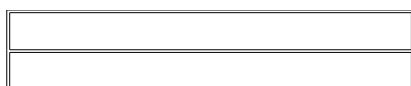
7.1.1 those persons who have previously been admitted as Members, prior to the adoption of this Amended Constitution; and

7.1.2 such other persons as may, from time to time, be admitted to

membership by the Executive Committee, at its discretion;

subject to compliance with the undermentioned eligibility requirements, viz:

- 7.1.2.1 the payment of such membership fees as may be determined by the Executive Committee from time to time;
 - 7.1.2.2 registration as a Mental Health Practitioner with the appropriate statutory body in the Republic; or proof of such other professional qualification, knowledge and experience as the Executive Committee in its sole discretion may consider to be of equivalent significance; and
 - 7.1.2.3 any such further eligibility requirements as the Executive Committee may from time to time adopt with the authority of a General Meeting of Members.
- 7.2 Membership may at any time be suspended or rescinded by the Executive Committee, in the event that it considers this to be in the interests of the Association; provided that the Member concerned shall first be afforded the opportunity to make representations to the Executive Committee, verbally or in writing (as the Executive Committee may determine); and no decision to suspend or rescind Membership shall be of force unless it is approved by a majority of at least seventy-five percent (75%) of all the Members of the Executive Committee at the relevant time.
- 7.3 The Association in General Meeting shall be entitled, at any time, to create special categories of Membership, and to determine the eligibility criteria, and the rights and responsibilities of Members within each such category.



8.

MEETINGS8.1 Annual General Meeting

An Annual General Meeting shall be held not more than six (6) months after the end of each financial year. Fourteen (14) days' prior written notice thereof shall be given to all Members.

8.2 Annual General Meeting – Agenda

The business of the Annual General Meeting shall be as follows:

- 8.2.1 The approval of the Annual Report and Financial Statements.
- 8.2.2 The approval of the Minutes of the previous Annual General Meeting.
- 8.2.3 The (re-)appointment of an independent Accounting Officer.
- 8.2.4 The election of persons who will serve on the Executive Committee for the ensuing year.
- 8.2.5 The election of the Chairperson, and the Vice-Chairperson, if any.
- 8.2.6 Any other business the meeting may deem appropriate.

8.3 Special General Meetings

Special General Meetings may be called by the Executive Committee, or by any ten (10) Members of the Association on written requisition addressed to the Chairperson stating the precise nature of the business to be considered at such Special General Meeting.

Fourteen (14) days' prior written notice of a Special General meeting shall be given by the Chairperson, to all Members; failing which, the persons requisitioning the Meeting shall, themselves, be entitled to give notice thereof. The notice shall state the nature of the business to be considered at any such Meeting, which may deal only with the stated business.

8.4 Voting at Annual or Special General Meetings

Save as herein otherwise stipulated, decisions at General Meetings shall be adopted by majority vote; and each Member present or represented shall be entitled to one (1) vote. However, the Chairperson shall have NO second or casting vote.

8.5 Quorum

Save as herein otherwise stipulated, a quorum at all General Meetings shall be constituted by the presence in person or by representation of at least fifteen (15) Members, or twenty percent (20%) of the total membership (whichever shall be the lesser).

8.6 Minutes

Written Minutes of all General Meetings shall be prepared, including a record of Members attending such Meetings. The Minutes shall be signed by the Chairperson of such Meeting, and shall be available for inspection upon request by any member of the Association.

9.

THE EXECUTIVE COMMITTEE

9.1 Structure

9.1.1 The Executive Committee shall be elected by the Members at the Annual General Meeting, and shall comprise a minimum of six (6), and a maximum of eleven (11) persons, all of whom, save for any co-opted Members, must be Members of the Association.

9.1.2 The Executive Committee shall have the right to co-opt not more than three persons, without voting rights, to serve as additional Members of the Executive Committee, by reason of their knowledge, skills and experience which could be of value to the Association.

9.1.3 Employees of the Association may be invited to attend meetings of the Executive Committee, but only in an advisory capacity. They will have no voting rights.

9.2 Office Bearers

9.2.1 The Chairperson shall be elected at the Annual General Meeting, which shall be entitled, but not obliged, also to elect a Vice-Chairperson. The

Executive Committee may, from its own number, elect such other Office Bearers as it may deem necessary from time to time.

9.2.2 If any Member of the Executive Committee shall resign, or for any other reason cease to serve, the Executive Committee shall be entitled, but not obliged, to nominate some other person to serve in that person's place and stead until the next Annual General Meeting.

9.3 Powers and Functions of the Executive Committee

9.3.1 The Executive Committee shall be responsible for exercising broad oversight with respect to the affairs of the Association, and may determine all matters pertaining to policy, finance, and activities.

9.3.2 The Executive Committee shall also have the General Investment and Administrative Powers as itemised in Schedule "A" to this Constitution.

9.4 Executive Committee Meetings

9.4.1 Executive Committee Meetings shall take place from time to time, as circumstances may require.

9.4.2 Fifty-one percent (51%) of the Members of the Executive Committee shall constitute a quorum.

9.4.3 The Chairperson shall notify each Member of the Executive Committee at least seven (7) days in advance of each Meeting, unless matters of urgency require that a lesser period of notice be given.

9.4.4 Meetings of the Executive Committee may be called by the Chairperson at any time; and shall also be called on the written requisition of any

three (3) Members of the Executive Committee.

9.4.5 Decisions of the Executive Committee shall be adopted by majority vote. Each Member of the Executive Committee shall have one (1) vote. In the event of an equality of votes, the person presiding shall have NO second or casting vote.

9.4.6 Minutes shall be kept of all Executive Committee Meetings, including a record of those persons attending the Meeting. Such Minutes shall be signed by the Chairperson of the Meeting, and shall be available for inspection and copying by any Member of the Executive Committee.

9.4.7 A resolution signed by all Members of the Executive Committee shall be as valid as if passed at a duly convened Meeting of the Executive Committee.

9.4.8 For the avoidance of doubt, it is stipulated that Meetings of the Executive Committee may be held at any time or times, and at any place or places, subject to due notice having been given; and such meetings may be held simultaneously in more than one place, provided the persons concerned are linked by telephone, video, tele-conference or other facilities, enabling them to hear and speak, and generally participate in the business of such meeting, as if actually present at the same time and place.

9.5 Forfeiture of Membership

9.5.1. Membership of the Executive Committee shall *ipso facto* cease on failure to attend three (3) consecutive meetings, without leave of absence from the Executive Committee, unless, in special circumstances, it may

otherwise determine.

9.5.2 Save for the Chairperson, and Vice-Chairperson, if any, who shall be elected by a General Meeting, all other Office-Bearers shall be appointed and may be removed and substituted by the Executive Committee at any time; subject to the person concerned being given the opportunity to make representations to the Executive Committee, prior to its decision.

9.6 Books of Account and Annual Financial Statements

9.6.1 The Executive Committee shall ensure that the Association keeps proper Books of Account. Financial Statements (including Capital and Revenue Accounts) shall be prepared at least once a year, in accordance with generally accepted accounting practice in the Republic, and shall reflect clearly the affairs of the Association. Such Books of Account and Financial Statements shall be certified in the customary manner, by an independent Accounting Officer, who need not necessarily be a practising Chartered Accountant.

9.6.2 A copy of the Annual Financial Statements shall be made available to each Member of the Association as soon as possible after the close of the financial year.

9.6.3 The financial year shall terminate on 31 March in each year.

9.7 Indemnity

9.7.1 Subject to the provisions of any relevant statute, each member of the Executive Committee and all other office bearers shall be indemnified by the Association for the consequences of acts done in good faith on the

Association's behalf; and it shall be the duty of the Association to pay all costs and expenses which any such person incurs, or becomes liable for, as a result of contracts entered into, or acts or deeds done for the benefit of the Association, and with the authority of the Executive Committee.

9.7.2 Subject to the provisions of any relevant statute, no member of the Executive Committee or other office bearer of the Association shall be liable for the acts, receipts, neglects or defaults of any other member or office bearer, or for having joined in any receipt or other act for conformity, or for any loss or expense suffered by the Association through the insufficiency or deficiency of title to any property acquired by the Association; or for the insufficiency or deficiency of any security in or on which the monies of the Association may be invested; or for any loss or damage arising from the bankruptcy, insolvency or delictual act of any person with whom any monies, securities or effects are deposited or for any loss or damage caused in any other way, which occurs in the execution of the duties of her or his office or in relation thereto, unless it arises in consequence of dishonesty, or the failure to exercise the degree of care, diligence and skill required by law.

9.8 Conflicts of Interest

In accordance with the law governing fiduciary responsibility, all Members of the Executive Committee shall be obliged promptly to declare any self-interest or conflict of interest, that may arise with regard to matters coming before such Executive Committee. In any such event, the person concerned, after declaring her/his interest, shall promptly be recused, and take no further part in the deliberations concerning that matter. Moreover, the person concerned shall thereafter refrain from participating in any

subsequent discussions or decisions affecting the relevant matter; unless the continued presence and participation of such person shall be specifically requested and approved by all the remaining Members of the Executive Committee present at the Meeting, being sufficient to constitute a quorum. The Minutes of the Meeting shall record any such declaration of interest, recusal, and the absence or (if applicable) the continued presence and participation of the person concerned.

10.

AMBIT OF DISCRETIONS

Where discretions are vested in the Executive Committee and/or the Association in terms of this Constitution, such discretions, except where limited expressly or by necessary implication, shall be complete and absolute; and no person affected shall be entitled to challenge the decision, provided such discretions are exercised in good faith and for what is perceived to be in the best interests of the Association.

11.

SUB-COMMITTEES

11.1. The Executive Committee shall have power to appoint Sub-Committees which may include persons who are not Members of the Executive Committee. Sub-Committees shall deal only with such matters as may be delegated to them, and shall be subject to the directions of the Executive Committee.

- 11.2. The Chairperson and Vice-Chairperson, if any, of the Association shall be *ex-officio* Members of all Sub-Committees.
- 11.3. Decisions of Committees must be submitted for report to the Executive Committee at its next meeting.

12.

INSTITUTIONAL RELATIONSHIP AND AFFILIATION

- 12.1 By reason of shared interests and concerns, the Association shall maintain an institutional relationship with the International Self Psychology Council, and such other organisations having the same or similar objects and concerns, as the Executive Committee may deem appropriate.
- 12.2. The Executive Committee may nominate one or more Members of the Association to attend and participate in meetings and proceedings of any such institutions with which the Association establishes an affiliation or other similar relationship.

13.

BANKING ACCOUNT AND SIGNATURES

- 13.1 The Association's financial affairs shall be conducted by means of a banking account.
- 13.2 All cheques, promissory notes, and other documents requiring signature or authorisation on behalf of the Association shall be signed by at least two (2) authorised persons, as the Executive Committee may determine from time to

time.

14.

AMENDMENTS TO CONSTITUTION AND DISSOLUTION

14.1 By decision of the Members in General Meeting :

14.1.1 the terms of this Constitution may be amended;

14.1.2 the name of the Association may be changed; and

14.1.3 the Association may be dissolved;

provided that written notice of the proposed resolution is given not less than twenty-eight (28) days prior to the date of the Meeting; and provided that such notice states the nature of the resolution to be proposed.

Any such resolution shall be deemed to have been duly adopted if supported by no less than Two-thirds ($\frac{2}{3}$) of the Members present at the Meeting, being not less than the minimum number required to constitute a quorum.

14.2 For the avoidance of doubt, and notwithstanding anything to the contrary contained in this Constitution, it is confirmed that a resolution signed by all Members of the Association, shall be valid as if passed at a duly convened General Meeting of the Association.

14.3 A copy of the amending Deed, or Resolution, as the case may be, shall be submitted forthwith upon its adoption to the Commissioner, and to the Director appointed in terms of the Nonprofit Organisations Act.

14.4 In the event of the dissolution of the Association, any net residue of its funds

remaining after provision for liabilities and expenses, shall be given or transferred to one or more other Organisations or Institutions having the same or similar objects as those of the Association, as may be determined by the Executive Committee at its discretion; provided that each such disposition shall be subject to approval by the Commissioner for SA Revenue Service (SARS).

15.

FINANCIAL CONSTRAINT

The income and property of the Association whencesoever derived shall be applied solely towards the promotion of its Sole Object as stated in clause 2, and no portion thereof may be distributed, directly or indirectly, to Members of the Association; provided that nothing herein contained shall prevent the Association from giving financial assistance to other organisations having similar purposes, to the extent that such assistance promotes the Sole Object of the Association; nor shall the foregoing prevent the payment in good faith by the Association of reasonable remuneration (commensurate with services actually rendered) to any person, including a Member of the Association, in return for services actually rendered.

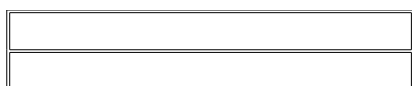
16.

REGISTRATION : NONPROFIT ORGANISATIONS ACT

The Executive Committee shall take all necessary steps to ensure that the Association is registered in terms of the Nonprofit Organisations Act ("the NPO Act"). Accordingly, and in compliance with the prescriptive requirements of such Act, it is hereby stipulated as follows:

16.1 the Association's name shall be as stated in clause 1.1;

- 16.2 the Association's Sole Object shall be as stated in clause 2;
- 16.3 the Association's income and property shall not be distributable to its Members or office-bearers, save insofar as they may be entitled to receive reasonable remuneration for work actually done as stated in clause 15, and they may be reimbursed for out of pocket expenses reasonably incurred, in the execution of their duties and with the authority of the Executive Committee;
- 16.4 the Association shall be a body corporate, and shall have an identity separate and distinct from its Members, as envisaged by clause 6;
- 16.5 the Association shall continue to exist notwithstanding periodic changes that may occur in the composition of its membership, its Executive Committee, or its office-bearers, as envisaged by clauses 7 and 9;
- 16.6 the Executive Committee and office-bearers shall have no rights in the property or other assets of the Association by virtue of their membership or office;
- 16.7 the powers of the Association shall be such as are set forth in this Constitution, including clause 9.3, as read with Schedule "A";
- 16.8 the organisational structure and mechanisms for the Association's governance shall be such as are set forth in this Constitution, including clauses 7 and 9;



- 16.9 the rules for convening and conducting meetings, including quorum, notice, and the minutes to be kept, shall be as stated in clauses 8 and 9;
- 16.10 the manner in which decisions are to be made shall be as stated in clauses 8.3 and 9.4.5;
- 16.11 the Association's financial transactions must be conducted by means of a banking account as stated in clause 13.1;
- 16.12 the date for the end of the Association's financial year shall be 31 March, as stated in clause 9.6.3;
- 16.13 the procedure for changing the constitution shall be as stated in clause 14;
- 16.14 the procedure by which the Association may be wound up or dissolved shall be as stated in clause 14;
- 16.15 if the Association is wound up or dissolved, any asset remaining after all its liabilities have been met, must be transferred to some other eligible Nonprofit Organisation, having the same or similar objects, as stated in clause 14.4.

17.

MINISTERIAL CONDITIONS

The Association shall apply for exemption from income tax in terms of the provisions of section 10(1)(d)(iii)(bb) of the Income Tax Act. Accordingly, it shall be incumbent

upon the Association, when granted such fiscal status, to conform to any such conditions as the Minister of Finance may from time to time prescribe by regulation, for purposes of that section of the Act.

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SCHEDULE "A" – General Investment and Administrative Powers

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