



**South African  
Speech-Language-Hearing Association  
(SASLHA)**

**Constitution**

The Constitution amended, approved and adopted by Members on  
the 28th day of November 2021

.....  
President

.....  
Vice- President

.....  
Chief Executive Officer

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## 1 NAME

The name of the Association shall be The South African Speech-Language-Hearing Association abbreviated SASLHA.

## 2 DEFINITIONS

In this Constitution, unless the context otherwise requires:

- 2.1 **Act** shall mean the Non-Profit Organisations Act No. 71 of 1997 or any amendments thereto and the regulations passed in terms thereof;
- 2.2 **Association** shall mean the South African Speech-Language-Hearing Association;
- 2.3 **By-laws** shall mean the By-laws of the Association with such amendments, modifications, alterations and additions thereto as may be made by the Council from time to time;
- 2.4 **Chairperson** shall mean the person elected to preside over a committee or meeting of the Association;
- 2.5 **Chief Executive Officer** shall mean the senior executive of the Association appointed by the Council to perform the duties of such senior executive and to oversee the day to day management of the Association;
- 2.6 **Council** shall mean the governing body of the Association duly elected by Members;
- 2.7 **Graduate** shall mean a person who has successfully completed the relevant education and training at any one of the recognised training institutions in South Africa, has received an appropriate degree and is thus qualified as a Speech-Language Therapist or as an Audiologist or any other of the categories of professionals on the HPCSA register.
- 2.8 **HPCSA** shall mean the Health Professions Council of South Africa.
- 2.9 **Member** shall mean a person who, at the relevant time, is a Member in any of the classes of Membership contemplated in clause 5 of this Constitution;
- 2.10 **Non-Profit Organisation** means a trust, company or other association of persons established for a public purpose; and the income and property of which may not be distributed to its members or office-bearers.
- 2.11 **Office** shall mean the physical address that is registered as the national headquarters of SASLHA, the place at which the business of the Association is conducted and administered and where all of the documents that record the aforementioned business are held;
- 2.12 **Ordinary resolution** shall mean a resolution where the requirement is that a simple majority of those Members entitled to vote do so in favour of the resolution;
- 2.13 **President** shall mean the person who holds the office to lead the Council elected in terms of this Constitution;
- 2.14 **Recognised Training Institutions** shall mean the Higher Education Institutions that are accredited by the HPCSA to train Speech-Language Therapists and Audiologists or any other of the categories of professionals on the HPCSA register;
- 2.15 **Register** shall mean the register of Members kept by the Association as provided for in terms of this Constitution;

- 2.16 **Special resolution** shall mean a resolution where the requirement is that not less than three quarters of those Members present, physically or by proxy and entitled to vote at an Annual General Meeting, need to vote in favour of the resolution in order for it to be passed;
- 2.17 **Student** shall mean a person who is a registered undergraduate with one of the Higher Education Institutions in South Africa offering courses approved by the Professional Board for Speech-Language and Audiology Professions of the HPCSA for qualification as a Speech-Language Therapist or as an Audiologist or any other of the categories of professionals on the HPCSA register.

### 3 LEGAL STATUS

The Association is constituted as a Non-Profit Organisation in terms of the Act and will, subject to the Act, have all the powers necessary, including those of an individual, to:

- 3.1 exist in its own right and have a legal identity distinct from its Members or office-bearers;
- 3.2 continue to exist despite changes in office bearers and changes in its Members;
- 3.3 own property and other possessions provided that authority has been given by vote of the Members;
- 3.4 litigate and/or respond in the event of litigation, in its own name;
- 3.5 employ salaried staff or appoint service providers as may be necessary to fulfil its objectives, provided funds are available for this purpose;
- 3.6 give effect to this Constitution;
- 3.7 carry out the Objectives determined by the Council of the Association.

### 4 OBJECTIVES OF THE ASSOCIATION

The Health Professions Council of South Africa is a Statutory Body, established in terms Section 2(1) of the Health Professions Act 56 of 1974 to provide for control over the education, training and registration for practicing of health professions registered under the Act, whereas the principal objective of the Association, as a voluntary and non-statutory entity, is to promote the common interests of its Members who work within the Speech-Language and Hearing professions. The objectives of the Association shall be:

- 4.1 to promote the best interests of Members in all spheres of professional activity;
- 4.2 to provide opportunities **to** update their knowledge and skills and maintain competence in the practice of their professions through Continuing Professional Development activities;
- 4.3 to encourage Members to mentor and support Community Service therapists and, where applicable students in training and conducting research;
- 4.4 to encourage Members to conduct or participate in research that will provide clinical evidence in the furtherance and development of the professions;
- 4.5 to provide access to current research and development in the professions;
- 4.6 to act as a resource for Members through networking with related professions and stakeholders and by providing and disseminating information about services and products and any other relevant items that may affect clinical practice;

- 4.7 to act as a resource for the public by providing information about matters pertaining to our scope of practice and enabling the public to seek and access appropriate services from Members and institutions;
- 4.8 to protect the interests of the professions and Members by lobbying and advocating for matters pertaining to the professions in consultation with Members;
- 4.9 to set standards and develop guidelines that will inform best practice;
- 4.10 to encourage Members to aspire to and practice ethical conduct, and to abide by the HPCSA and SASLHA Codes of Conduct;
- 4.11 to act as a resource to promote the professions on the African continent through collaboration with individuals, organisations and associations related to the professions of Speech Language therapy and Audiology;
- 4.12 to do such other activities as may be incidental or conducive to the attaining of the above objectives;

## **5 MEMBERSHIP**

- 5.1 The Association shall comprise of categories of Members as prescribed in the By-laws.
- 5.2 Admission procedures, rights and powers of Members shall be as prescribed in the By-laws
- 5.3 All charges such as membership fees, subscriptions and/or levies shall be as prescribed in the By-laws.

## **6 COUNCIL OF THE ASSOCIATION**

- 6.1 The affairs of the Association shall be managed and controlled by Council, who shall be the highest decision-making authority of the Association.
- 6.2 The Council may determine the number of Council Members at any time, subject to the proviso that:
  - 6.2.1 the minimum number of Council Members shall be 5 (five);
  - 6.2.2 the maximum number of Council Members shall be 13 (thirteen); and
- 6.3 The Council recognises and embraces the benefits of having a diverse Council. Race, age and gender diversity, underpinned by the relevant skills as well as professional practice and academic experience, enhance the composition of a truly diverse Council. All facets of diversity will be considered in determining the optimal composition of the Council. The procedures for nominations and election shall be set out in the By-laws.
- 6.4 The term of office of the Council shall be 3 (three) years and shall be from the end of the Annual General Meeting in the first year until the end of the next Annual General Meeting in the third year.
- 6.5 All Members of the Council will be eligible for re-appointment subject to the provisions of clause 6.10 of the Constitution provided that no person shall hold office as a member of the Council for more than 9 (nine) consecutive years.
- 6.6 The Council may nominate a Member who has served for nine (9) years for re-election for additional periods of one year at a time.

- 6.7 A Member of the Council will be eligible for re-appointment after a cooling-off period of two years subsequent to the nine consecutive years.
- 6.8 A vacancy occurring in the Membership of the Council shall be filled by the Council.
- 6.9 The Chief Executive Officer shall be an *ex officio* Member of the Council.
- 6.10 The appointment of a member of the Council shall terminate, and they shall vacate their office in the event of any of the following:
- 6.10.1 they cease to be a Member of the Association;
  - 6.10.2 they resign their office by notice in writing to the Council;
  - 6.10.3 they are absent for more than three consecutive meetings of the Council without reasons agreed to by Council as acceptable and unavoidable;
  - 6.10.4 they are declared a delinquent or placed under probation by a court for a matter that would deem them to be unprofessional and bring the profession into disrepute;
  - 6.10.5 they are declared an unrehabilitated insolvent;
  - 6.10.6 they are prohibited in terms of any public regulation to be a director of a company;
  - 6.10.7 they are removed from an office of trust on the grounds of misconduct involving dishonesty;
  - 6.10.8 they are convicted for theft, fraud, forgery, perjury;
  - 6.10.9 they act in a manner that contravenes the Code of Conduct for Council members as set out in the By-laws;
  - 6.10.10 they act or have acted in a manner which is seriously prejudicial to the interests of the Association and are subsequently removed as a member of Council by a decision of the Council provided that-
    - 6.10.10.1 before a decision is taken to remove the member, the Council shall furnish that member with full details of the conduct of that member that is under review, and allow such member a period of not less than 30 days in which to respond to the allegations; and
    - 6.10.10.2 the resolution to remove that member is taken by at least two thirds of the members of the Council present at the Council meeting where the matter is decided;
  - 6.10.11 they have not contributed to the responsibilities of the Council against agreed performance expectations. The performance evaluation process will be agreed by the Council and if necessary be set out in the By-laws.
- 6.11 The removal of a Member of the Council shall be confirmed by a letter signed by the President or Vice-President on behalf of the Council, whichever is appropriate in the circumstances, giving the name of the Member removed and the date from which their removal took effect; and
- 6.12 The appointment of a Member of the Council shall be confirmed by a letter signed by the President or Vice-President on behalf of the Council and will take effect only on receipt of a signed letter of acceptance and of agreement by the Council Member to comply with the required performance expectations of a Member of Council.

## **7 POWERS OF THE COUNCIL**

- 7.1 In managing the affairs of the Association, the Council shall be entitled to exercise all the powers of the Association except such powers as are expressly reserved by the provisions of this Constitution to the Members in General Meeting.
- 7.2 Without in any way limiting the scope of its powers as generally described in paragraph (7.1) hereof and in addition to powers given to it elsewhere in this Constitution or the By-laws, the Council shall have power in the name of and on behalf of the Association and in close liaison with the Finance Committee :
  - 7.2.1 to receive and accept donations, grants and other money;
  - 7.2.2 to purchase or otherwise acquire, take on lease or hire, exchange, improve, sell, mortgage, pledge, let, dispose of or otherwise deal in property of any description whatsoever;
  - 7.2.3 to raise or borrow or secure any sum of money or the performance of any obligation in such manner and upon such terms and conditions as it deems fit and, in particular, by the execution of mortgage or notarial bonds or the issue of debentures or debenture stock charged upon all or any of the property of the Association;
  - 7.2.4 to invest the funds of the Association or any portion thereof in such securities and in such manner as the Council may from time to time determine and to vary or transpose such investments in its discretion;
  - 7.2.5 to open and operate banking accounts and savings accounts with registered banking institutions;
  - 7.2.6 to apply and use the funds and income of the Association to promote the objectives of the Association;
  - 7.2.7 to defend legal proceedings;
  - 7.2.8 to appoint or remove the Chief Executive Officer and any officer, or employee of the Association and to determine their designation, duties, salary and other terms of employment;
  - 7.2.9 to pay reasonable travelling subsistence and other expenses incurred in connection with the affairs of the Association by any Members of the Association or its Council or any officer or employee of the Association;
  - 7.2.10 to enter into contracts and to authorise the settling of the terms of and the signature of any contract or any other document;
  - 7.2.11 to collect and process personal information of Members, employees, council and committee members, office-bearers and any other person referred to in the Constitution and/or By-Laws for any lawful purpose related to their appointment, election, employment, discharge of their functions or responsibilities and/or the business of the Association subject to compliance with applicable data protection legislation;
  - 7.2.12 to determine the policies of the Association, including policies regarding the processing of personal information by the Association;

- 7.2.13 to approve and interpret the By-Laws of the Committees and any clause of the Constitution or By-laws if any dispute arises as to its meaning, such interpretations being binding on the Members of the Association if accepted by majority of the Members of the Council;
- 7.2.14 to prescribe the form of the instrument appointing a proxy;
- 7.2.15 generally, to do whatever the Council deems necessary to enable it to carry out the objectives of the Association, to exercise the powers, to perform the functions and discharge the duties given to or imposed upon it in terms of this Constitution and/or the law.

## **8 ELECTION OF OFFICE BEARERS**

- 8.1 The Council shall elect from amongst its Members, a President, Vice-President and Treasurer of the Association to hold office until the election of their successors at the end of their term of office.
- 8.2 The President so elected, shall stand for an initial period of 3 (three) years, thereafter subject to annual election by the Council, and shall be allowed to serve an additional year after their Presidency term as a Past-President, subject to the term limitations applicable to Council Members.
- 8.3 The Council will appoint a Treasurer of the Association and such Officers as they consider necessary to manage and conduct the affairs of the Association.
- 8.4 In the event that such Officers are not themselves Members of the Council, they shall be considered as *ex officio* Members for the purpose of attending Council meetings but shall not be eligible to vote in the meetings, with the exception of the Treasurer who may be so authorised by the Council.

## **9 THE ROLE OF THE PRESIDENT**

- 9.1 The President shall be an independent Member of the Council with no day to day management responsibilities within the Association.
- 9.2 The President shall represent the Council to the Members and be responsible for ensuring the integrity and effectiveness of the Council
- 9.3 The President shall be the chairperson of the General Meetings of Members.
- 9.4 The duties of the President shall include:
  - 9.4.1 leadership of the Council and overseeing the Council in the effective discharge of its supervisory role;
  - 9.4.2 facilitating the effective contribution of all Council Members;
  - 9.4.3 promoting constructive and respectful relations between Council Members and between the Council and management;
  - 9.4.4 approving the agenda for Council meetings;
  - 9.4.5 scheduling the evaluation of the Council member's compliance with their agreement of performance;
  - 9.4.6 speaking on behalf of Association and/or Council as required; and



- 9.4.7 being responsible for facilitating and conducting an annual performance evaluation of the Chief Executive Officer.

## **10 MEETINGS OF COUNCIL**

- 10.1 The Council shall meet whenever and as often as it considers necessary but at least quarterly during its term of office at such times and places as it may determine.
- 10.2 Meetings of the Council may be conducted entirely or partly by electronic communication provided that the electronic communication system employed enables all persons to participate reasonably effectively in the meeting.
- 10.3 The quorum for meetings of the Council shall be not less than half its number.
- 10.4 Matters arising at a meeting of the Council shall be decided by a majority of votes of Members personally present and the President shall have a casting vote in addition to their deliberative vote.
- 10.5 A resolution in writing signed by not less than a quorum of the Members of the Council shall be as valid and effective as if it had been passed at a meeting of the Council duly convened and constituted.

The Council shall cause proper minutes to be kept of:

- 10.5.1 all meetings of the Council;
- 10.5.2 all general meetings of Members of the Association.

## **11 COMMITTEES**

- 11.1 The Council may appoint committees, including special interest groups, and delegate any of its powers and duties to such committees and prescribe rules for regulating their proceedings.
- 11.2 Such committees may be comprised of Members and non SASLHA members as the Council deems fit.
- 11.3 The President or the CEO or a delegated representative of either position may attend any committee meeting but shall not act as chairperson at such committee meeting unless specifically directed to do so by the Council.
- 11.4 One of the Members of the committee may be designated by the Council as the chairperson of the committee. Should the Council not designate a Member as chairperson or should the Member designated not be present or be unable to act at any particular meeting, that committee shall elect a chairperson.
- 11.5 The committee may determine a quorum for meetings.
- 11.6 Any committee so formed shall comply with any instructions given by the Council and shall keep minutes of its meetings if so instructed. All committee activities will be guided by the Committee Terms of Reference approved by the Council when the committee is established.
- 11.7 The Council may assign to a committee such powers as it may deem fit, but it shall not be divested of any power which it may have assigned to a committee and it may amend or revoke any decision of such committee.

- 11.8 Any committees to whom the foregoing powers have been assigned shall continue to act and retain the powers so assigned until its appointment is revoked by the Council.
- 11.9 The procedures for the appointment of Committee members may be set out in the By-laws.

## **12 CHAIRPERSON OF MEETINGS**

- 12.1 The President of the Association, or in their absence the Vice-President, shall preside at all Council and Member meetings. In the absence of the President and the Vice-President, the Members present at the meeting shall elect from their own number a chairperson for that meeting.

## **13 GENERAL MEETINGS**

- 13.1 A General Meeting of Members of the Association may be convened only at the discretion of the Council and shall be held at a place and on a date and at a time determined by the Council.
- 13.2 A General meeting of Members may be conducted entirely by electronic communication provided that the electronic communication employed enables participants in the meeting to participate effectively.
- 13.3 21 (Twenty-one) days' notice of a General Meeting, specifying the place, date and time of the meeting and the business to be dealt with, shall be sent by post or electronic mail to each Member at their registered postal or e-mail address. The accidental omission to give notice to any Member shall not invalidate the proceedings at any such meeting.
- 13.4 The quorum at a General Meeting shall be 15 Members of the Association personally present or by proxy who are entitled to vote. Unless that quorum is personally present within 15 minutes of the time appointed for the meeting, the meeting shall stand adjourned for a convenient time within 30 days.
- 13.5 At an adjourned meeting, the Members present shall form a quorum and shall have full power to transact the business of the meeting, which could have been transacted, had the meeting been held on the date for which it was called.
- 13.6 Only Members with voting rights shall have the right to vote for or against the motions that are tabled for a General Meeting or Extraordinary General Meeting.
- 13.7 Every motion proposed at a General Meeting of the Association shall, if so demanded at the meeting, be decided by a poll.
- 13.8 Voting facilities may be made available electronically provide that notice has been given to Members in accordance with clause 13.3.
- 13.9 In the event that electronic voting has been made available, no paper votes will be cast at the meeting concerned.
- 13.10 In the instance of electronic voting there shall be no proxy votes.
- 13.11 Polls shall be taken in such manner as the chairperson directs and the result of the poll shall be deemed to be the resolution of the meeting.
- 13.12 An Annual General Meeting shall be held each year no later than 12 (twelve) months after the end of the previous financial year. The provisions of (13.1) to (13.11) above in respect of a General Meeting shall apply to an Annual General Meeting. The business to be dealt with shall

be to receive, consider and approve the annual financial statements and the annual report by the President on the state of affairs of the Association and the election of Council Members. In addition, any business required to be dealt with at a General Meeting may be dealt with at an Annual General Meeting provided due and proper notice is given.

## **14 BY-LAWS**

- 14.1 The Council shall be empowered to draw up regulations and/or By-laws governing procedural matters arising out of this Constitution that are not inconsistent with this constitution nor the Health Professions Act, No. 56 of 1974, its regulations and amendments, nor the Non-Profit Organisations Act No.71 of 1997, its regulations and amendments, nor any other law of the land;
- 14.2 The Council may from time to time add to, rescind and/or amend the By-laws, provided that:
  - 14.2.1 notice of the proposal to move an amendment of the By-laws be included in the notice convening the meeting of the Council;
  - 14.2.2 the amendment must be approved by no less than two-thirds of the members of the Council present at such meeting.
- 14.3 A register of the names and other relevant details of Members shall be held at the Office of the Association in which are recorded:
  - 14.3.1 Name, ID number of the Member;
  - 14.3.2 HPCSA registration number, if applicable;
  - 14.3.3 Practice Code Numbering System registration number, if applicable;
  - 14.3.4 Date of commencement of Membership and termination (if the latter is applicable);
  - 14.3.5 Category of Membership;
  - 14.3.6 And such other relevant information as the Council requires.
- 14.4 Members shall be responsible for notifying the Association in writing, or online through an available Membership platform, of any change of name/s or contact details within one month of the change;
- 14.5 The register shall be available at the Office of the Association on request of Members who may wish to see a version of the register displaying limited Member detail and in line with the provisions of the Promotion of Access to Information Act, Act No. 20 of 2000.

## **15 FINANCE**

- 15.1 The Treasurer shall be responsible for monitoring and oversight of the Association's financial management according to the duties outlined in the By-laws.
- 15.2 All monies collected or received by the Association shall, as soon as practical, be paid into a banking account.
- 15.3 Funds available for investment shall be invested with a registered financial institution or in securities listed on a licensed stock exchange or in such other prudent investments as may be permitted by the Commissioner for the South African Revenue Services from time to time.
- 15.4 The Association shall, subject to the provisions of this Constitution, apply its funds and income solely for investment purposes or in promoting the objectives of the Association.

- 15.5 The Association shall not distribute any profits or gains by way of dividend or otherwise to its Members or to any other person or body.
- 15.6 Members or officers of the Association shall not have rights in the property or other assets of the Association solely by virtue of their being members or office-bearers.

## **16 DISSOLUTION**

- 16.1 The Association may be dissolved and/or wound up at any time by either:
- 16.1.1 a unanimous resolution to that effect taken by all the Council Members then in office; and
  - 16.1.2 by a resolution of not less than a two-thirds majority of the Members who are present in person or by proxy at a duly convened and constituted General Meeting.
  - 16.1.3 Upon its being wound up any funds or assets of the Association remaining after the payment of the debts and expenses of the Association and the costs of winding up shall be distributed to or amongst such kindred or related associations, bodies or institutions with objects similar to those of the Association, including educational institutions (but excluding individual Members or firms or companies controlled by Members) as the Council shall decide.
- 16.2 Members shall not have any claim in respect of any surplus there may be on winding up of the Association.
- 16.3 The winding up shall be carried out in accordance and in compliance with any applicable legislation.

## **17 INDEMNITIES**

- 17.1 Every Member of the Council or of any committee appointed by it and every officer and employee of the Association shall be indemnified by the Association against claims made against them and any losses and expenses incurred by them in or about the execution of their duties, except claims, losses or expenses arising from their own fraud or wilful default.
- 17.2 No Member of the Association shall have any claim against the Association, or against a Member of the Council or of any committee appointed by it, or against any officer or employee of the Association, in respect of anything done bona fide by it or them or any of them in the execution of their duties.
- 17.3 No Member of the Council shall be liable for any act of dishonesty or other misconduct committed by any other Council Member unless they knowingly allowed it or were an accessory thereto.

## **18 LIMITATION OF LIABILITY**

- 18.1 A Member of the Association shall not have any liability for any commitments undertaken by the Association. All persons shall be deemed to contract or deal with the Association on this basis.
- 18.2 The liability of a Member shall be limited to the payment to the Association of any outstanding fees, Membership fees and contributions and settlement of any other debts to the Association, which they may have incurred.

## **19 AMENDMENT OF CONSTITUTION**

- 19.1 The Constitution may from time to time be amended, provided that such amendments are approved by not less than a two-thirds majority of the Members of the Association who are present in person or by proxy at a General Meeting of which the requisite notice has been given with full particulars of the proposed amendments, and the quorum for such meeting shall be not less than 15 Members of the Association.