

# THE CONSTITUTION OF THE MEDICAL AID SOCIETY OF MALAWI

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# CONSTITUTION OF THE MEDICAL AID SOCIETY OF MALAWI

## PART 1

### PRELIMINARY

#### 1. NAME

The name of the Society is **THE MEDICAL AID SOCIETY OF MALAWI** (hereinafter referred to as "the Society")

#### 2. LEGAL PERSONA

The Society shall, in its own name, be capable in law of suing or being sued and or acquiring, holding and alienating property whether movable or immovable.

#### 3. REGISTERED OFFICE

The Registered office of the Society is situated in the City of Blantyre in the Republic of Malawi. The Board shall have the right to transfer such office to any other location within Malawi if circumstances so demand.

#### 4. DEFINITIONS

Unless inconsistent with the context, all words and expressions importing masculine gender shall include the feminine; words signifying the singular number shall include the plural and vice versa; and the following expressions shall have the following meanings:-

**"Amendment"** shall mean any change in form and content of this Constitution.

**"Chairman and Deputy Chairman"** shall mean the Chairman and the Deputy Chairman of the Board respectively.

**"Board"** shall mean the Board of Management appointed in terms of this Constitution.

**"Member"** means a contributor to the Society admitted to membership of the Society through an employer.

**"Month"** means a calendar month.

**"Member Firm"** means a Company, body corporate, a firm, municipal authority or body whether enjoying legal personality or not, duly admitted to membership of the Society.

**"Pensioner Member"** shall mean a member who has retired from formal employment and does not earn an income from any other employment or business.

**"Individual Member"** shall mean any person duly admitted to the membership of the Society as an individual or self-employed firm, and not through an employer and not via an employer.

**"Child"** shall mean a member's child, step child or adopted child under the age of 21 years, who is unmarried and not in receipt of regular remuneration and who is not entitled to benefits from any other medical scheme.

**"Dependent Member"** in relation to a member shall, subject to these rules, mean:-

- a)
  - (i) A spouse.
  - (ii) Any minor child (including a step child, legally adopted child, or a child as defined above) who is not self supporting and is not a member of another medical scheme.
  
- b) Upon application made by any member and subject to the discretion of the Board, child, stepchild, or an adopted child over the age of 21 years who is unmarried, and who is not entitled to benefit from another medical scheme and who is not in receipt of any regular remuneration provided that such an application is renewed at the beginning of each financial year and satisfactory evidence submitted that the child is still a scholar/student. No child shall be accepted as a dependent where he/she has attained the age of twenty five years.

**"Parent"** shall mean the biological parent of a member.

## **5. OBJECTS OF THE SOCIETY**

The objects of the Society shall be:-

- 1) To provide financial assistance, wholly or in part, in accordance with this Constitution, to a member or individual member or estate of a deceased member or individual member for payment of expenses incurred in respect of medical treatment provided to such a member or individual member or any beneficiary of his, including drugs and medical expenses and for dental treatment.

- 2) To undertake to assist, within Malawi, in the management and/or administration of other medical aid societies, the nature of which, and whose objects are, similar to its own.
- 3) To operate, manage or administer any service, body or institution which is conducive to the provision of health care facilities.
- 4) To do all such other things as are incidental or conducive to the attainment of the objects specified above.

## **6. POWERS OF THE SOCIETY**

For the purpose of achieving its objects the Society shall have power to do all or any of the following:-

- 1) To purchase or otherwise acquire or take on lease or hire property, movable or immovable, and to construct buildings on property owned by the Society.
- 2) To sell, exchange, lease, mortgage, pledge or otherwise alienate, encumber any property, movable or immovable, of the Society.
- 3) To insure against losses, damages, risks and liabilities which the Society may incur.
- 4) To open and administer any accounts with any bank, building society or any other financial institution, to establish reserves and other special funds and to invest monies not immediately required.
- 5) To borrow or lend money on such terms and conditions as the Board may deem fit for further enhancement of the Society's objects.
- 6) To make donations.
- 7) To form and have an interest in any company or companies for the purpose of acquiring the undertaking of all or any of the assets or liabilities of the company or companies or for any other purpose which may seem directly or indirectly, calculated to benefit the Society.

- 8) To take part in the management, supervision and control of the business or operations of any other company or business and to enter into partnership, merger and joint venture.
- 9) To appoint and employ, subject to such terms and conditions as the Board shall think fit, such persons as the Board shall consider necessary for conducting the affairs of the Society and to suspend with or without pay and discharge any employee.
- 10) To establish a pension fund or effect policies of insurance and to make provision for benefits for employees of the Society in their retirement, resignation, death, discharge or other termination of employment or in the event of their and their dependants' sickness, injury or death.
- 11) Generally to do anything which is incidental or conducive to the achievement of the objects of the Society or is incidental to the powers specified in this section or which is calculated, directly or indirectly, to enhance the value of or to develop property or operations of the Society or to enhance the productivity of its employees.

## **7. APPLICATION OF INCOME**

The income of the Society howsoever derived shall be applied solely towards the promotion of the objects of the Society as set forth in the objects and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or otherwise howsoever by way of profit to the members of the Society provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration or bonus to any officer or servant of the Society or to any member of the Society in return for any service actually rendered to the Society or for any other consideration approved by the Board or prevent the payment of interest on money borrowed or reasonable and proper rent for premises demised or let by any member or individual member of the Society to the Society.

## **PART II**

### **8. MEMBERSHIP**

- 8.1 Admission to membership of the Society shall be open to all persons who qualify for membership in terms of the rules applicable to membership made by the Society from time to time.
- 8.2 Individuals qualifying for Pensioner Membership will be entitled to pay a contribution at half the rate of the scheme they were on in the immediate past three years.

## **PART III**

### **BOARD OF MANAGEMENT**

### **9. CONTROL OF OPERATIONS BY BOARD**

The operations of the Society shall, subject to the provisions of this Constitution, be controlled by the Board of Management (henceforth referred to as "the Board") established in terms of this part of the Constitution.

### **10. COMPOSITION OF BOARD**

- 1) The Board shall comprise of:-
  - a) Three individual members of the Society elected at an Annual General Meeting who shall hold office for a period not exceeding three (3) years and one of whom shall retire annually at the Annual General Meeting but who shall be eligible for re-election subject to (7) below. Those members who have served longest on the Board shall retire first.
  - b) Three members of the Society elected by member firms at the Annual General Meeting, who shall hold office for a period of not more than three (3) years and one of whom shall retire annually at the Annual General Meeting but who shall be eligible for re-election. Those members of the Board who will have served longest on the Board shall retire first.

- 2) The elected Board shall have power at anytime to appoint or remove the Chief Executive Officer of the Society as a member of the Board, and, once appointed as such member and provided he does not become disqualified in terms of this Constitution or any other law from being a member of the Board, shall hold office as member of the Board for as long as he remains the Chief Executive Officer of the Society or until removed from the Board.
- 3) If a member of the Board dies or vacates office before the expiration of his term of office, the Board shall nominate and co-opt another member of the Society to fill that office for the remainder of the term of the office so vacated and the person so co-opted shall be deemed to be an elected member and on the expiration of his term of office, shall retire at the Annual General Meeting following his co-option and shall be eligible for election.
- 4) If at the Annual General Meeting a vacancy is not filled by the election of a member, the Board shall, as soon as may be convenient thereafter, nominate a person to fill that vacancy and the person so nominated shall be deemed to have been elected at the Annual General Meeting.
- 5) A person shall not be eligible for election, appointment or nomination as a member of the Board unless he is a member or individual member of the Society.
- 6) A person shall not be eligible for election, appointment or nomination as a member of the Board if :-
  - a) he is guilty of an offence involving dishonesty, misconduct, or behaved in a manner which is likely to bring the Society into disrepute;
  - b) he is an executive member, employee or board member of an association whose interests are in direct competition with those of the Society;
  - c) he is of unsound mind; and

d) he has been declared bankrupt or has made an arrangement of composition with his creditors generally, or has assigned his estate.

7) A member of the Board shall remain in office for a maximum period of two terms of three consecutive years each and shall not be eligible for appointment and /or election for a third term of office. Upon expiry of three years after holding of office, members of the Board may offer themselves for re-appointment in line with this Constitution.

#### **11. NOMINATION OF CANDIDATES FOR ELECTION AS MEMBERS OF THE BOARD**

1) Nomination papers shall be delivered to the office of Secretary to the Board at least 7 clear days before the holding of an Annual General Meeting. The nomination papers shall be in such a form as the Board may from time to time prescribe and shall state the full names of the candidate together with such other information required in and by such form. The form shall be signed:-

- a) in the case of a representative of member firms, by not less than three member firms; and
- b) in the case of an individual member or pensioner member, by not less than ten individual members or pensioner members.

2) The Secretary shall, on receipt of a nomination paper:-

- a) satisfy himself that the person so nominated is qualified to serve as a member of the Board;
- b) satisfy himself that the nomination paper has been signed by a requisite number of and appropriate persons; and
- c) reject the nomination where the nominated person is not qualified to serve as member of the Board or where the nomination form has not been signed by a person entitled to do so. The board shall have the powers to review all nominations including the rejected ones.

12.

**ELECTION OF MEMBERS OF THE BOARD**

- 1) At the Annual General Meeting the Chairman shall announce the names of candidates to fill the vacancies on the Board then existing.
- 2) Where the number of nominations received in respect of the separate categories of members does not exceed or is equal to the number of vacancies in such categories, the Chairman shall declare the candidates duly elected.
- 3) Where the number of nominations received in respect of either category is less than the number of vacancies in such category, the members of the Board shall appoint persons who shall fill those seats for which there are no candidates at the first Board Meeting following the Annual General Meeting or soon thereafter as shall be practically possible. The persons so appointed shall hold office until the Annual General Meeting following their appointment.
- 4) Should the number of nominations received in respect of any category exceed the number of vacancies in such category a ballot shall be held in respect of such category in the following manner:-
  - a) every person who shall have been recorded in the attendance register shall be given a ballot paper appropriate to his category. Holders of proxy votes, shall, in addition, be given a ballot paper marked 'P' which shall be endorsed with the appropriate number of votes to which that person is entitled as shown on the proxy vote list supplied by the Secretary;
  - b) the voters shall mark their ballot papers by placing in a space duly provided a cross against the name or names of the candidate or candidates for whom they wish to vote;
  - c) the ballots shall be collected and counted by the Secretary who shall pass on the results to the Chairman who shall announce the name or names of candidates securing the highest number of votes and shall declare such candidate or candidates to be duly elected;

- d) in the event of there being a tie, the vote shall be determined by the chairman by a casting vote; and
- e) in the event of there being more than one vacancy in either category for differing periods, the candidate receiving the highest number of votes shall be declared elected for the longest period; provided, however, that should the candidates receive the same number of votes or be elected unopposed, the chairman shall determine, by a casting vote, the order in which those candidates shall retire.

### **13. VACATION OF OFFICE BY MEMBERS OF THE BOARD**

- 1) A member of the Board shall cease to hold office as such if:-
  - a) he has ceased to be a member or individual member of the Society;
  - b) he resigns as a member of the Board;
  - c) he dies;
  - d) he is removed from office;
  - e) he is absent from two consecutive meetings of the Board without reasonable excuse and the Board resolves that he be removed;
  - f) he has been convicted by a court of competent jurisdiction of an offence which in the opinion of the Board makes it undesirable for him to remain in office;
  - g) he is mentally or physically incapable of efficiently performing his duties as a member of the Board ; and
  - h) on the expiration of his term of office.
- 2) The Board may, by an affirmative vote of not less than 50% of those entitled to vote at the meeting, remove a member of the Board from office if it is satisfied he:-
  - a) has been guilty of improper conduct as a member of the Board;
  - b) has been convicted by a competent court of law of an offence which in the opinion of the Board makes it undesirable that he remains in office; and
  - c) is mentally or physically incapable of efficiently performing his duties as a member of the Board.
- 3) Before removing a member of the Board from office, the Board may:-

- a) suspend him; and
- b) as soon as is practicable, conduct an enquiry in such a manner as it considers appropriate in the circumstances and shall ensure that rules of natural justice are observed.

#### **14. REMUNERATION OF BOARD MEMBERS**

Board members shall be entitled to receive such fees or allowances as the Board may, from time to time, determine provided that the payment of such fees shall be approved at the next Annual General Meeting. In addition, Board members shall be entitled to receive payment for such travelling, subsistence or other expenses incurred by them in the conduct of their duties as Board members.

#### **15. CHAIRMAN AND DEPUTY CHAIRMAN**

- 1) At the first board meeting after the Annual General Meeting, the board members shall elect the Chairman and Deputy Chairman. Only board members representing firms shall be eligible to be elected to the office of the Chairman.
- 2) The duties of Chairman shall be to preside over and preserve due and proper conduct at meetings and to see that the rules of the Society are properly administered. In the absence of the Chairman the Deputy Chairman shall act as Chairman.
- 3) The Chairman and Deputy Chairman shall cease to hold office:-
  - a) at the first Board Meeting after the Annual General Meeting next following their election;
  - b) on resignation from office; and
  - c) on ceasing to be a member or individual member of the Society.
- 3) a) In the event of the office of the Chairman becoming vacant prior to the end of his term of office, a new Chairman shall be elected for the remainder of the term; and

- b) In the event of the office of the Deputy Chairman becoming vacant, the Board shall at the next following meeting of the Board elect one of their member to fill the vacancy.

## **16. BOARD MEETINGS**

- 1) The Board shall meet for the dispatch of business as often as is necessary but not less than once every three months. At least five (5) days notice of the meeting in writing shall be given to all members of the Board.
- 2) The quorum of the Board shall consist of not less than 50% of the members of the Board for the time being.
- 3) If at the expiration of fifteen (15) minutes after the scheduled time of commencement of the meeting, a quorum is not present, the meeting shall stand adjourned to the same day in the following week at the same time and place, of which due notice shall be given to those members of the Board who were not present. If at the subsequent meeting there is no quorum formed, then those members of the Board present shall constitute a quorum and they shall proceed with the business of the meeting.
- 4) The Chairman shall preside at all meetings of the Board and in his absence the Deputy Chairman, if present, shall preside. If the Chairman and Deputy Chairman are both absent, the members of the Board shall elect from among themselves a chairman to preside over the meeting and such person so elected shall have and exercise the functions or powers which the Chairman or Deputy Chairman could or might have exercised.
- 5) In the event of an equality in voting on any matter before the Board, the Chairman shall, in addition to his deliberative vote, have a casting vote.
- 6) No proceedings of the Board or of any committee of the Board shall be invalidated or be illegal in consequence only of there being an unfilled vacancy on the Board at the time of such proceedings.

- 7) Any member of the Board may appoint an alternate to attend meetings of the Board in his place and stead wherever he is unable to attend a Meeting.

## **17. DUTIES OF THE BOARD**

- 1) It shall be the duty of the Board to administer the affairs of the Society at all times in a judicious manner and always to act in the best interest of the Society.
- 2) The Board shall ensure that it is supplied with such information by members of staff and at such intervals as it may be necessary for the proper and advantageous administration of the Society.
- 3) The Board shall ensure the opening of accounts with such bank or banks as it may from time to time determine and in such places as are deemed expedient and all monies received from and on behalf of the Society shall form a common fund and shall be paid into such account or accounts and all payments made by the Society, other than petty disbursements, shall be made by cheque drawn on such account or accounts and such cheques shall be signed by any two persons authorised in that behalf by the Board.

## **18. POWERS OF THE BOARD**

The Board shall be empowered to do all things necessary for the sound administration of the Society. Without derogating from the generality of the foregoing, it shall have authority to:-

- 1) determine the policies of the Society;
- 2) determine the range and scope of benefits to be granted by the Society ;
- 3) determine different categories of membership and rates of contribution;
- 4) determine qualification for membership to the Society;
- 5) make rules relating to submission of claims;
- 6) determine the financial year of the Society;
- 7) authorise donations;

- 8) appoint committees and determine their terms of reference;
- 9) determine procedures to be followed at Board and Committee Meetings;
- 10) delegate to members of staff, or to any committee or representative appointed by it, such of its powers as it may from time to time decide and for such period as it may decide;
- 11) authorise the payment of bonuses to members of staff; and
- 12) confer honorary life membership upon any person.
- 13) Appoint and remove executive management and determine its remuneration.

#### **PART IV**

#### **GENERAL MEETINGS**

##### **19. ANNUAL GENERAL MEETINGS**

- 1) No later than six (6) months after the end of the financial year of the Society a General Meeting shall be called by the Board at which shall be considered:-
  - a) the Annual Report of the Board;
  - b) the audited statements of accounts;
  - c) confirmation of minutes of the previous Annual General Meeting;
  - d) the election of persons to fill vacancies on the Board;
  - e) the appointment of auditors for the following year; and
  - f) any other competent business of which proper notice shall have been given.
- 2) The notice convening the Annual General Meeting containing the Agenda and the annual audited accounts shall be circulated at least twenty-one (21) days before the date of the meeting and shall also be placed, by way of an advertisement, in a newspaper circulating widely in Malawi. The non-receipt of such notice by a person entitled to be served with such a notice shall not invalidate the proceedings of the meeting.

- 3) Every member, pensioner member and individual member shall be entitled to be present at the Annual General Meeting and every member firm shall be entitled to have a representative present at the Meeting.

## **20. GENERAL MEETINGS**

- 1) The Board may, whenever it thinks fit, convene a general meeting of members of the Society.
- 2) The Board shall convene a general meeting within six (6) weeks of the receipt by the Secretary of a requisition signed by not less than five (5) member firms and ten (10) individual members specifying the object of the meeting so required.

## **21. NOTICE OF GENERAL MEETINGS**

The Secretary shall give not less than twenty-one (21) days' notice of a general meeting of the Society. Copies of such notice shall be circulated to the members, pensioner members and individual members and shall also be placed, by way of an advertisement, in a newspaper circulating widely in Malawi.

## **22. REGISTERS**

Registers shall be provided to the Secretary for the recording of names of all persons attending any general meeting. There shall be separate registers for member firms and individual members.

## **23. QUORUM**

- 1) The quorum for any general meeting of the Society shall be five member firms present by representatives or by proxy and ten members present in person or by proxy.
- 2) Where a quorum is not present within fifteen (15) minutes of the time schedule for the commencement of a general meeting, the meeting shall stand adjourned until the same day and time two weeks later. Notice of the subsequent meeting shall be circulated to those members who are absent. The persons attending the adjourned

meeting shall constitute a quorum and shall proceed with the business of the meeting.

#### **24. VOTING**

- 1) Each member firm and each individual member present at any general meeting shall be entitled to a vote on any matter before the meeting.
- 2) Except as hereinafter provided, member firms and individual members who are unable to be present at any general meeting may vote by proxy.
- 3) Proxies may be in such form as the Board may from time prescribe.
- 4) No person shall be entitled to act as a proxy voter unless he is entitled in his own right to be present and vote at the meeting at which he acts as proxy.
- 5) Unless otherwise provided, voting on all matters before any general meeting shall be by a show of hands unless not less than one fifth of the persons present and voting demand that a poll shall be held, in which event a poll shall be taken at such time in such a manner as the Chairman shall determine.

#### **25. PROCEDURE AT GENERAL MEETINGS**

No business shall be transacted at any general meeting other than that which is stated in the notice thereof.

#### **26. MINUTES**

The Board shall cause minutes to be made in books provided for that purpose:-

- (a) of all appointment of officers made by the Board;
- (b) of the names of those present at each general meeting; and
- (c) of all resolutions and proceedings at all general meetings.

### **PART V**

#### **ADMINISTRATION AND FINANCE**

## **27. THE CHIEF EXECUTIVE OFFICER**

- 1) For the better administration of the affairs of the Society the Board shall appoint, on such terms and conditions as it thinks fit, a person to be the Chief Executive Officer in whom, subject to the control of the Board, shall be vested powers of management of the Society. The Chief Executive Officer shall attend all meetings of the Board and any duly appointed committee where his attendance may be required and shall be responsible for the submission of all statutory returns and shall be required to ensure the proper recording of proceedings of the Society and duly appointed committees, arrange for the collection of subscriptions, banking of funds , making of payments as authorised by the Board and generally ensuring the carrying out of all duties as are necessary for the proper execution of the business of the Society, as the board may authorise.
- 2) The Board may, subject to (3) below, delegate to the Chief Executive Officer, such powers as it may think fit.
- 3) Any delegation of powers in terms of (2) above may:-
  - a) be made either generally or specifically and subject to such restrictions and reservations as the Board thinks fit; and
  - b) be revoked by the Board at any time.
  - c) not preclude the exercise of the powers of the Board itself.
- 4) The Chief Executive Officer shall act as Secretary of The Board.

## **28. ACCOUNTS AND FINANCIAL YEAR**

- 1) The Society shall keep proper books of accounts and other records relating to all its funds, undertakings and property in accordance with international accounting standards and the custody of such books, records and securities, paper and other effects of the Society shall be the responsibility of such officer as the Board shall determine.

- 2) The accounts kept shall be examined as soon as possible after the end of each financial year by auditors who are registered as public accountants and have been appointed by the Board for that purpose.
- 3) The financial year of the Society shall be the period of twelve months from the 1<sup>st</sup> day of January ending on the 31<sup>st</sup> day of December.

**29. AUDITORS**

- 1) An auditor shall be appointed at each Annual General Meeting to hold office from the conclusion of that, until the conclusion of the next Annual General Meeting. At any Annual General Meeting a retiring auditor, however appointed shall be deemed to be re-appointed without any resolution being passed unless:-
  - a) he is not qualified for re-appointment; or
  - b) at least 75 per cent of the representatives actually present at such meeting vote in favour of a resolution appointing another auditor in his stead or providing expressly that he shall not be re-appointed; or
- 2) Should the Society be without an auditor for any reason, Board shall, within 21 days as from the date of the vacancy occurring appoint a person to fill the vacancy.
- 3) The Auditor of the Society shall have the right of access at all times to the books, accounts and vouchers of the Society, and shall be entitled to require from the officers of the Society such information and explanations as he thinks necessary for the performance of his duties.
- 4) The auditor shall make a report to the members of the Society on the accounts examined by him and on the financial statements laid before the Society in General Meeting.

## **PART VI**

### **30. TRUSTEES**

- 1) For purposes of the Trustees Incorporation Act, Cap. 5:03 of the Laws of Malawi, there shall be six trustees of the Society in whom all movable and immovable property of the Society shall be vested. All members of the Board shall, upon their appointment to the Board, automatically be the Trustees of the Society and shall hold office for as long as they remain members of the Board.
- 2) Any trustee may be removed by a resolution passed by a majority of the members present and voting at a general meeting. Vacancies casual or otherwise, among the trustees, shall be filled as hereinbefore provided for in respect of vacancies on the Board. Upon appointment and retirement of a trustee all such deeds and other acts as the Board may direct for purposes of vesting all properties of the Society in any surviving or continuing trustees or trustee shall be executed or done.
- 3) A quorum for the meeting of the Trustees shall be the same as for the meeting of the Board.
- 4) The Chairman, or in his absence, the Deputy Chairman, shall preside at all meetings of the Trustees.

## **PART VII**

### **31. COMMON SEAL**

The members of the Board shall provide for the safe custody of the Society's Common Seal which shall be used by the authority of the Trustees or any committee authorised in that behalf, and every instrument to which the seal shall be affixed shall be signed by two trustees or by some other person appointed by the Trustees for the purpose.

## **PART VIII**

### **32. INDEMNITY**

Members of the Board, the Trustees or any officer of the Society shall be indemnified by the Society against all losses and expenses incurred by them in or about the discharge of

their duties unless such losses and expenses are incurred as a result of their own negligence, dishonesty or fraud.

#### **PART IX**

#### **33. AMENDMENT**

- 1) This Constitution may be amended by a resolution passed at a general meeting with the affirmative vote of not less than two-thirds of those entitled to vote and voting at that general meeting.
- 2) A resolution to amend this constitution shall not be put before a general meeting unless details of that resolution have been given in the notice of the general meeting.

#### **PART XI**

#### **34. DISSOLUTION**

- 1) The Society may be wound up by a resolution of not less than two-thirds of the members of the Society present and voting at a general meeting of which at least twenty-one days notice shall have been given and at which meeting there shall be present in person or by proxy not less than five (5) percent of the member firms and not less than five (5) percent of the individual members.
- 2) Immediately after the decision to dissolve the Society has been made, the Board shall forthwith liquidate the affairs of the Society and if there shall be any surplus of assets on realisation, such surplus shall be applied in such manner as the Board in its absolute discretion may determine.

#### **PART XII**

#### **35. REPEAL AND SAVINGS**

- 1) The Constitution in force immediately before the...day of.....2001 is hereby repealed and substituted by this Constitution.

- 2) The adoption of this Constitution shall not affect any rules, decisions or acts done by the Society or by the Board in existence prior to the date of adoption of this Constitution.
- 3) The members of the Board in office immediately prior to the adoption of this Constitution or elected to office at the meeting at which this Constitution is adopted shall be deemed to have been elected to the Board in accordance with the provisions of this Constitution and shall continue to hold office in accordance with and subject to the provisions of this Constitution for the unexpired term of office.
- 4) The person holding the office of the Chief Executive Officer immediately prior to the adoption of this Constitution shall be deemed to have been appointed in terms of the provisions of this Constitution.
- 5) The remuneration of members of the Board and the Trustees of attendance at meetings shall be deemed to have been fixed in terms of the provisions of this Constitution.