

SOUTH AFRICAN BOARD
FOR COMPANION ANIMAL
PROFESSIONALS

CHANGED CONSTITUTION
(Amended 10 July 2024)

SABCAP



NPO - 300-919

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Name of the Board

The name of the board is the South African Board for Companion Animal Professionals

Definitions

“Board” - means the South African Board for Companion Animal Professionals (SABCAP) as established in Section 1.1 of this Constitution, which Board is the regulating body of qualifying practitioners, who render a service to the companion animal industry in South Africa.

“Companion animal industry” - relates to services rendered to the public in the keeping and care of companion animals and includes services of behaviour consultants, welfarists, groomers, animal-assisted activity practitioners, trainers, handlers of health support animals and providers of service animals

“Companion animal” - means an animal living in the company of people and that provides companionship to humans.

“Companion animal professional” - means a practitioner who has agreed to abide by the ethics, holds minimum qualifications and experience and renders the professional standards of service as envisaged by this Constitution.

“Executive Committee” - means members elected, to manage the day-to-day matters related to the Board and to oversee and assist with the activities of each category.

Section 1 - Establishment and Objectives of Board

1.1 Establishment of Board and Address

The South African Board for Companion Animal Professionals (SABCAP) was established on 4 February 2006 and the address of the Board was, at the date of adoption of the Constitution, the SABCAP, P.O. Box 196, Raslow 0109, however, the Executive Committee may change the address when it deems so necessary.

At the AGM held on 10 July 2024, the address of the Board was changed to:

5 Bloemfontein Road, Founders Hill, Modderfontein

1.2 Objectives of the Board

The Board has the following objectives:

1. To maintain a body that is representative of the standards of service, professionalism and ethics set out in this document,
2. To determine Rules and Rulings that will ensure ethical and professional conduct among members that it represents
3. To originate and propose amendments to laws of the Republic of South Africa pertaining to services to the companion animal industry
4. To promote an awareness of and disseminate information on how to improve on positive and welfare oriented approaches to the human-companion animal relationships
5. To collaborate and enter reciprocal relations with other bodies that share the Board's values and ethics
6. To protect the interests of its members

7. To protect the interest of, and educate, the public with regard to companion animal welfare.
8. To determine the minimum standards of education to ensure professional excellence by members
9. To determine and enforce the requirements for membership of the Board
10. To undertake related activities, incidental to the above

Section 2 – Management of Board

2.1 Income properties and monies

The income, properties and monies, however obtained, shall be used solely for the promotion of the objectives as contemplated in Section 1.2, and the maintenance of the bona fide activities of the Board;

2.1.2 The Board may not give or redistribute any of its money or properties to its members or office bearers. Any payments made may be for reasonable compensation for services rendered only by members or office bearers. Such payments will be reflected in the financial statements and presented to members at the Annual General Meeting;

2.1.3 Members and office bearers have no rights to the property or other assets of the Board solely by virtue of their being members or office bearers;

2.2 Financial Matters

2.2.1 A registered accountant officer or a firm of auditors must be appointed at each Annual General Meeting to compile the annual financial statements

2.2.2 An audited balance sheet and financial statement of the Board as at the end of the financial year together with necessary documentation as required by the relevant stakeholders shall be prepared and presented at the Annual General Meeting for discussion and adoption.

2.2.3 Financial year-end: The Board's financial year-end is the **last day of February** each year;

2.2.4 Bank account: The Board shall open and maintain a bank account in the name of the Board with a registered South African bank; to transact in connection with the business of the Board. All monies received by the board are to be deposited into the designated bank account

2.2.5 Signatories: all transactions and documents requiring a signature on behalf of the Board shall be signed by two (2) members of the Executive Committee. All electronic transactions or payments must be signed off by two (2) Executive Committee members and proof of such transactions will be kept as deemed necessary by the appointed accountant and/or auditor;

2.2.6 Investments: The Executive Committee may decide to invest the funds of the Board and to change the investment thereof from time to time after discussion at full Executive Meetings.

Section 3 – Executive Committee

3.1 Composition of executive committee

3.1.1 Only fully accredited and paid-up members may stand for election to the Executive Committee. Cadet members are not eligible for election. Election of Executive Committee

members shall be by ballot, or a show of hands or any other electronic vote as accepted by the meeting;

3.1.2 The members of the Executive Committee are elected by fully accredited and paid up members at the Annual General Meeting and their positions are as follows:

- A chairperson, vice-chairperson, secretary, and treasurer, all of whom are to be appointed by the members of the Executive Committee at the first Executive Committee meeting after the Annual General Meeting;
- The Executive Committee may co-opt members with the aim of assisting the Board in the exercise of its activities, such as, but not limited to, an administrative officer, an accountant/and/or auditor and a legal advisor.
- One representative will be elected for each category of professionals serving the companion animal industry, as contemplated herein, provided that the representative has forwarded an application with his CV to the Executive Committee upon which election will take place at the AGM

3.2 Terms of service of Executive Committee members

The term of office of Executive Committee members is two years.

3.2.1 There shall be no limitation upon the number of consecutive terms of office Executive Committee members can serve provided they are re-elected as Executive Committee members by members at the Annual General Meeting;

3.2.2 Co-opted members will serve a term of one year and may be re-elected as Executive Committee office bearers. Co-opted members may also be appointed at any time and for any period of time, but for no longer than a year, as deemed necessary by and at the Executive Committee's discretion.

3.3 Powers of members of Executive Committee

The powers of the members of the Executive Committee are as follows:

1. To ensure that the objectives of the Board contemplated in Rule 1.2 are met. The Executive Committee may take on the power and authority that it believes it needs to be able to achieve this;
2. To recruit members for the different categories as contemplated in herein;
3. To mediate disputes between members and their clients;
4. To discipline members who conduct themselves in a unprofessional and unethical manner, or breach the code of ethics which discipline may take the form of reprimands or suspension of membership;
5. To undertake any other activity that will contribute to and promote the Board and its members;
6. To develop and maintain the addenda to this constitution
7. All bona fide acts by the Executive Committee of the Board shall be valid notwithstanding proof of any defect in the appointment of any Executive Member(s) of the Board;
8. The Board shall exist, separately from its members and be able to own property and other assets;
9. The Board will continue to exist even when its membership changes and there are different office bearers.

3.4 Meetings of Executive Committee

3.4.1 Meetings shall be held when necessary, but not less than once every quarter;

3.4.2 The affairs of the Board shall be controlled and managed by the Executive Committee. Subject to the terms of this constitution and to the resolutions of members in General Meetings, the Executive Committee may exercise all the powers of the Association.

3.4.3 In General Meetings, the Board may review, approve or amend any decision taken by the Executive Committee but no such resolution of the Board shall invalidate any prior action taken by the Executive Committee in accordance with the provisions of this Constitution.

3.4.4 Notice of a meeting must be given to all Executive Committee members at least 14 days before a meeting, which notice may be by electronic mail, letter, fax or any other means suitable at the time;

3.4.5 The secretary shall take minutes of the proceedings of each meeting, which minutes must be distributed to all Executive Committee members within 14 days after the meeting

3.4.6 The quorum necessary for the transaction of any business by the Executive Committee shall be two-thirds (2/3) of the Executive Committee members serving at any given time.

3.4.7 At meetings of the Executive Committee each member shall have one (1) vote.

3.4.8 Questions arising shall be decided by a majority of votes. Should there be an equality of votes the Chairperson shall have a casting or second vote.

3.4.9 The Chairperson of the Board or any other Executive Committee member appointed by the Chairperson shall preside at all Executive Committee meetings and all meetings of the Board;

3.4.10 Should the Chairperson fail to arrive within fifteen (15) minutes from the time appointed for the meeting, the members present shall choose a member of the Executive Committee to preside at the meeting;

3.4.11 A member of the Executive Committee will vacate office if they absent themselves from three (3) consecutive meetings

3.5 Indemnity

The Board indemnifies the members of the Executive Committee from any damages caused by the members acting in good faith and in the interest of the Board, unless severe damages were caused intentionally or negligently.

SECTION 4 - ANNUAL GENERAL MEETINGS

4.1 Annual General Meeting (AGM)

4.1.1 The Executive Committee must arrange and call an AGM at any time as the Executive Committee may determine, but not later than up to four months after the financial year end (by 30 June of each year);

4.1.2 Notice of an AGM must be given to all members at least 14 days before a meeting, which notice may be by electronic mail, letter, fax or any other means suitable at the time, and an agenda of the meeting must be attached to the notice;

4.1.3 The secretary shall take minutes of the proceedings of each meeting, which minutes must be kept and shall be confirmed at the subsequent Annual General Meeting. The minutes are to be distributed to all members at least one month before the (next) subsequent meeting;

4.1.4 Member attendance can be in person, or via online platforms and votes will be accepted via online meetings;

4.1.5 The balance sheet, financial statement and accountant/auditor's report of the Board must be approved at the Annual General Meeting;

4.1.6 The Chairperson must submit an annual report on the activities of the Board;

4.1.7 A quorum is constituted by fifty percent (50%) of accredited and fully paid up members to be present at the Annual General Meeting which will include proxies; each member present or represented at such meeting shall be entitled to one (1) vote.

4.1.8 Subject to the provisions of Clause 3.4.2 above, a duly convened General Meeting of the Association, at which a quorum is present, is competent to carry out all the objectives and to exercise all the powers of the Association as set out in this Constitution.

4.1.9 Questions arising shall be decided by a majority of votes. Should there be an equality of votes the Chairperson shall have a casting or second vote.

4.2 Chairing the Meeting

The Chairperson of the Board or any other Executive Committee member appointed by the Chairperson shall preside at all Executive Committee meetings and all meetings of the Board. Should the Chairperson fail to arrive within fifteen minutes from the time appointed for the meeting, the members present shall choose a member of the Executive Committee to preside over the meeting.

4.3 Changes to the Constitution

4.3.1 The Constitution can be changed by resolution at an Annual General Meeting or special general meeting. The constitution has to be agreed upon and passed by no less than 2/3 of the members who are present or represented at the annual general meeting or special general meeting. Members must vote at this meeting to change the constitution

4.3.2 Fifty percent (50%) of the members shall be present at a general meeting ("the quorum") before a decision to change the constitution is taken. Proxies obtained will be taken into account as a member being present

4.3.3 A written notice must go out not less than fourteen (14) days before the meeting at which the changes to the constitution are being proposed, the notice must indicate the proposed changes to the constitution that will be discussed at the meeting

SECTION 5 - MEMBERS AND MEMBERSHIP

5.1 Member categories

5.1.1 The categories, which the Executive Committee may change after discussion at a full Executive Committee Meeting before being presented at the next Annual General Meeting are prescribed in Addendum A

5.2 Types of Membership

Full member

5.2.1 A person who complies with the requirements contemplated in Section 5.3 may be granted full membership for any one or more of the categories as determined by the Board. They have voting rights at a meeting of the Board or Annual General Meeting

Cadet member

5.2.2 An applicant who is in process of working towards meeting the requirements for full membership **5.2.3** The Executive Committee may create such other types of membership

as it deems necessary after discussion at a full Executive Committee meeting before being presented at the next Annual General Meeting.

5.3 Requirements for membership

5.3.1 Membership is open to citizens or permanent residents of the Republic of South Africa. A separate Register will be held for members from other countries.

5.3.2 A person who wishes to become a member of the Board:

- Must register in one or more of the categories as contemplated in Addendum A
- Will give the necessary proof of knowledge and practical experience per category according to standards as set out in: Addendum B. "OUTCOME BASED STANDARDS" per category

5.3.5 A person must apply for membership in writing on a form prescribed by the Executive Committee and which shall contain such information as is required by the Executive Committee. Once the membership application is approved by the Executive Committee, the applicant must pay the membership fee as contemplated in Section 5.4. Membership shall commence once proof of payment is received. Membership fees will be calculated pro rata for the running membership year

5.4 Membership fees

5.4.1 Membership fees are to be determined by the Executive Committee and are payable annually before 30th April of each year;

5.4.2 Membership fees not paid within 30 days of due date will result in membership lapsing and the application process will have to be completed again in order to reinstate membership

5.4.3 If a member belongs to more than one category as in Addendum A, additional fees will be levied as determined by the Executive Committee;

5.4.4 Members older than 60 year of age will pay an annual fee of 50% of the membership fee;

5.4.5 Cadet membership fees will be determined by the Executive Committee.

5.5 Privileges of membership

5.5.1 All members shall be kept informed of the activities of the Board as contemplated in herein;

5.5.2 A full member present at an Annual General Meeting has voting rights.

5.5.3 All members are listed on the Board's official website

5.5.4 All members will get a certificate, as well as the official Board's logo electronically, to use on their advertisement media as proof of professional membership.

5.5.5 All members will automatically be included in the list of professionals per category, should the Board's gain Government recognition.

5.6 Register of membership;

5.6.1 The Executive Committee must keep a register of membership, which register must be updated at all times;

5.6.2 The register is the property of the Board, and kept safely in terms of the POPI Act;

5.7 Termination of membership

The Executive Committee may terminate the membership of a member if such member, in the opinion of the Executive Committee-

5.7.1 has for a period of 3 months not paid the membership fee after due notice;

5.7.2 Has for a period of 12 months not being active as described in ADDENDUM C "CEU" points management"

5.7.3 Has engaged in improper or dishonest conduct or conduct unworthy of the profession and/or in breach of ethics of the Board.

5.7.4 The member has been afforded an opportunity to state his/her case;

5.7.5 The Executive Committee then has the right to:
Expel or deprive such member of any or all their membership rights and advantages of membership during such time period as the Executive Committee at its absolute discretion may deem fit;

SECTION 6 - CODE OF ETHICS

6.1 Code of Ethics

6.1.1 The Executive Committee shall compile a Code of Ethics for members of the Board;

6.1.2 Before its approval at an Annual General Meeting, the Code of Ethics must be distributed to every member of the Board for the purpose of making an input;

6.1.3 Amendments to the Code of Ethics may only be made at an Annual General Meeting, following the same procedure as for making changes to the Constitution. In the absence of participation the Executive Committee will continue in the best interest of the Board

SECTION 7 - LEGAL STATUS

The Board shall be able to sue and be sued in its name by any court of law and shall be represented in any legal proceedings by a person or persons delegated for such purpose by the Executive Committee.

SECTION 8 - DISSOLUTION OF BOARD

8.1 Dissolution of Board

8.1.1 A resolution to dissolve the Board may be taken at an Annual General Meeting only;

8.1.2 The Board may be dissolved if at least 50% of the members present and voting at this meeting convened for the purpose of considering such matter, are in favour of closing down;

8.1.3 If it is agreed that the Board be dissolved, all its debts are to be paid off. After this any remaining money, furniture or apparatus shall not be given or paid to members of the Board. It should be given in some way to another non-profit organisation or Board that has similar objectives. The Board's general meeting can decide what organisation this should be, after a review of proposals.

This first Constitution was adopted at the first General Meeting of SABCAP at Midrand on 8 February 2006.

Signed DIGITALLY on this 16th Day of July 2024

C. Adu Toit

Chairperson:

I. D. Wolf

Secretary:

Amendments to the Constitution:

10 May 2014

30 January 2020

15 November 2023

10 July 2024