

CONSTITUTION OF THE SOUTH AFRICAN PAEDIATRIC ASSOCIATION

September 2014

1. NAME

- 1.1 The Association shall be named the South African Paediatric Association and hereinafter referred to as the Association.
- 1.2 The shortened name of the Association is SAPA.
- 1.3 The Association is a Specialty Group of the South African Medical Association (SAMA), a Non-Profit Company. Registration number 1927/000136/08.

2. BODY CORPORATE

The Association is a not for profit voluntary association which shall:

- 2.1 exist in its own right, separately from its members;
- 2.2 continue to exist even when its membership changes and there are different office bearers;
- 2.3 be able to own property and other possessions; and
- 2.4 be able to sue and be sued in its own name.

3. OBJECTS

The objectives of the association shall be to:

- 3.1 promote the optimal health, growth and development of all children in South Africa;
- 3.2 advocate against such deleterious environmental and social influences that may act to the detriment of children;
- 3.3 promote a comprehensive approach to paediatric practice, always with an emphasis on prevention of disease and health promotion;
- 3.4 promote paediatric research, postgraduate paediatric study, undergraduate paediatric teaching in medical schools and the general development of clinical paediatrics and child health in institutions and societies dealing with children;
- 3.5 promote and advance the well-being of its members and the paediatric profession.

4. MEMBERSHIP

- 4.1 Membership and functions of the Association will not be restricted for reasons of race, colour or creed. The Association will adopt a strict non-racial policy.
- 4.2 The Association comprises of Full members, Registrar members, Honorary members and Affiliate members.
- 4.3 Honorary and Affiliate members have no voting rights and are not eligible to be office bearers.

4.4 Members and office bearers are not liable for any of the obligations and liabilities of the Association solely by virtue of their status as members or office bearers and the liability of the members is limited to membership fees.

4.5 FULL MEMBERS

4.5.1 Membership is open to anyone registered as a paediatrician, or sub-specialist in diseases of children; in good standing with the Health Professions Council of South Africa (HPCSA). Paediatricians who are not members of SAMA will enjoy all the benefits of full membership including the right to hold office in SAPA but shall not be allowed to vote on any matter concerning SAMA or to be elected to any office in relation to other SAMA activities.

4.5.2 Membership is subject to approval by the Executive Committee.

4.6 REGISTRAR MEMBERS

4.6.1 The South African Paediatric Registrars Association (SAPRA) is an established subgroup of SAPA.

4.6.2 Persons who are registered with the HPCSA as registrars for the purpose of specializing in Paediatrics are considered members of SAPRA and shall be eligible to apply for Registrar membership of SAPA.

4.6.3 Persons registered as Paediatricians and undergoing sub-specialist training shall not be eligible for Registrar Membership

4.6.4 Registrar members shall not have voting rights but shall one (1) representative on the SAPA executive committee.

4.6.5 Registrar members shall be eligible for a reduced membership fee as determined by the Executive and ratified at a General Meeting.

4.7 HONORARY MEMBERS

The Executive Committee may elect prominent scientists, qualified medical practitioners and other persons residing in or outside the Republic of South Africa, whether they are Full members of the Association or not, as Honorary Members if they have made valuable contributions to the advancement of Paediatrics or to the welfare or benefit of the Association. The rights, duties and powers of a Full member are not affected by his selection as an Honorary member except that his obligation to pay the subscription fee shall lapse.

4.8 LIFE MEMBERS.

Persons who have been members of the Association for at least 10 years and have reached the age of 65 years shall automatically become life members and their obligation to pay a subscription shall lapse. Furthermore, the executive committee has discretionary powers to confer life membership on persons they deem worthy.

4.9 AFFILIATE MEMBERS

Affiliate members are persons, organizations or groups who could aid the objects of the Association but who do not fulfil the criteria for the other above categories of

membership. Persons seeking Affiliate membership must submit written evidence of their involvement in either the practice or promotion of the health and the wellbeing of children so that each application can be considered on merit by the Executive Committee.

5. TERMINATION OF MEMBERSHIP

Every member shall remain a member until his/her membership is terminated by his/her resignation in writing addressed to the Secretary, by the decision of the Executive Committee, or by failing to pay the annual subscription for two consecutive years after due notice has been given by means of a written communication from the Association. The period between the notice having been served and the termination of membership shall be three (3) months.

6. STRUCTURE OF THE ASSOCIATION

The structure of the Association consists of:

- 6.1** the Executive Committee; and
- 6.2** the members.

7. EXECUTIVE COMMITTEE

- 7.1** The affairs of the Association shall be vested in an Executive Committee duly elected at general meetings.
- 7.2** The Executive Committee shall consist of SIX (6) members including a Chairperson, deputy Chairperson, Secretary and Treasurer elected by the members of the executive committee. The past Chairperson, the Convenor of the Biennial Scientific Meeting and the SAPRA Chairperson shall constitute ex-officio membership with all the rights of office of a full member.
- 7.3** The members of the Executive Committee are the office bearers of the Association. Office bearers are not personally liable for any loss suffered by a person as a result of an act or omission which occurs in good faith while the office bearer is performing functions for or on behalf of the association.
- 7.4** Members of the Executive Committee shall hold office for two (2) years and may be eligible for re-election. If any Executive Committee member retires before his/her term of office has expired, the Executive Committee may elect a substitute who will hold office for the remainder of the retired member's term.
- 7.5** The Chairman may hold office for no longer than two terms (4 years) and the Treasurer no longer than three terms (6 years). There will be no limitation on the duration of office the Secretary may hold.
- 7.6** The Executive Committee shall have the power to co-opt TWO (2) additional members to the executive Committee. Co-opted members have the same rights as elected members and can exercise a vote when called upon to do so.
- 7.7** All members of the Association have to abide by the decisions of the executive Committee.

8. BIENNIAL GENERAL MEETING

- 8.1** The Scientific meeting of the Association will be held biennially and shall include the General Meeting of the Association.
- 8.2** Twenty five (25) Full Members constitute a quorum for a General Meeting.
- 8.3** If, 48 hours (forty eight) after the officially notified starting time of the meeting, a quorum cannot be formed, then the members present will be deemed to represent a quorum to deal with the business at hand.
- 8.4** The Association should deal with the following items of business, amongst others, at the General Meeting:
 - 8.4.1** Confirmation of previous meeting's minutes;
 - 8.4.2** Executive Committee report on the activities of the Association during the past two (2) years;
 - 8.4.3** Annual financial statements;
 - 8.4.4** Treasurer's report;
 - 8.4.5** Confirmation of election of office executive committee.
 - 8.4.6** Any proposed changes to the Society's constitution; and
 - 8.4.7** Report on any resolutions adopted at any Special General Meeting.
- 8.5** Each Full Member present at the General Meeting has 1 (one) vote.
- 8.6** The Chairperson of the General Meeting will be the incumbent Chairperson of the Executive Committee, or failing him/her, such other person as the Executive Committee may direct.
- 8.7** Unless otherwise specified in this constitution, decisions at the General Meeting will be made by a simple majority of votes.

9. ELECTION OF THE EXECUTIVE COMMITTEE

- 9.1** The General meeting of the Association will be held every second year during the Biennial Congress of the South African Paediatric Association.
- 9.2** The election of the Executive Committee will occur in association with this biennial Meeting.
- 9.3** Notice of the election and a request for nominations will be dispatched by the Secretary at least ninety (90) days before the biennial general meeting by electronic means. Each nomination must be referred to the Secretary signed by the proposer, the seconder and the proposed candidate. Only paid up Members may stand for nomination.
- 9.4** If more nominations are received than are required to fill the six Executive Committee positions, the Secretary will arrange an election by electronic voting:
 - 9.4.1** This election must take place at least thirty (30) days prior to the General meeting.
 - 9.4.2** Each Full member will have one vote.
 - 9.4.3** The six nominees with the greatest number of votes will be elected.
 - 9.4.4** The incumbent Chairperson will automatically qualify for membership of the new Executive Committee in his/her capacity as immediate past Chairperson.

9.5 The names of elected members will be announced at the General Meeting and directly thereafter the immediate past Chairperson will call for a full Executive Committee meeting at which meeting the Executive Committee will:

9.5.1 Decide upon the number of members to be co-opted to the Executive Committee and co-opt such members; and

9.5.2 by means of secret ballot, elect individual members in the following portfolios:

9.5.2.1 Chairperson;

9.5.2.2 Deputy chairperson;

9.5.2.3 Secretary; and

9.5.2.4 Treasurer.

10. MEETINGS AND PROCEDURES OF THE EXECUTIVE COMMITTEE

10.1 The Executive Committee will meet at least four (4) times a year to transact business.

10.2 A quorum for an Executive Committee meeting is two-thirds of the members of the Executive Committee. If the Chairperson cannot be present, the Deputy Chairperson will substitute for the Chairperson and, if the Deputy Chairperson is not present, the Secretary will ask the Executive Committee to appoint an interim Chairperson.

10.3 Each Executive Committee member has one (1) vote.

10.4 Matters requiring resolution will be decided by way of majority vote of those members present at the meeting. Voting electronically will be permitted. Voting by proxy will not be permitted.

10.5 The Secretary shall keep records of all meetings of the Association and shall conduct ordinary correspondence in connection with the affairs of the Association.

10.6 Members of the Executive Committee will be obligated to attend at least three of the four annual meetings. Failure to do so without a reasonable explanation will be grounds for termination of that member's privilege to hold office on the Executive Committee.

11. FIDUCIARY RESPONSIBILITY

11.1 The Chairperson, Secretary and Treasurer accept fiduciary responsibility for the Association.

11.2 The Chairperson, Secretary and Treasurer are not "connected persons" in relation to each other as contemplated by the Income Tax Act, 1962.

12. SPECIAL GENERAL MEETING

12.1 A Special General Meeting may be called by the Executive Committee or must be called by the Secretary if a requisition is sent to him/her stating the objects for which it is to be convened and signed by a minimum of **6 (six)** Full Members.

- 12.2** At such a meeting 24 (twenty four) Full Members constitute a quorum and no business will be transacted other than that for which the meeting was convened. If a quorum is not present the provisions of clause 8.3 above will apply.
- 12.3** The provisions of clauses 8.5, 8.6 and 8.7 apply equally to the Special General Meeting.

13. SCIENTIFIC MEETINGS

- 13.1** Scientific Meetings of the Association should be held at least every second year for the purpose of promoting continuing education in Child Health and Paediatrics.
- 13.2** The SAPA shall be the custodian of the meeting, not the convener.
- 13.3** The responsibility for convening the biennial Scientific meeting shall reside with the Academic Heads of the University Departments on a rotational format. The Academic Department whose turn it is to convene the meeting will be formally invited by the SAPA Exco at least 3 years in advance.

14. INCOME AND PROPERTY

- 14.1** The association will keep a record of everything it owns.
- 14.2** The Association may not distribute any of its income or property to its members or office bearers except as reasonable compensation for services rendered.
- 14.3** A member or office bearer of the Association may only get money back from the Association for expenses paid for or on behalf of the Association.
- 14.4** Members or office bearers of the Association have no rights in the property or other assets of the Association solely by virtue of their being members or office bearers.
- 14.5** The Association will not, otherwise than to the extent contemplated in section 30(3) of the Income Tax Act, 1962, carry on any profit making activities and is prohibited from carrying on any business undertaking or trading activity, or participating in any business, profession or occupation carried on by any of its members, or providing any financial assistance, premises, continuous service, or facilities to its members for the purpose of carrying on any business, profession or occupation by them.
- 14.6** The Association is prohibited from accepting any donation which is revocable at the instance of the donor for reasons other than a material failure to conform to the designated purposes and conditions of such donation, including any misrepresentation regarding the tax deductibility thereof: Provided that a donor may not impose conditions which could enable such donor or any connected person in relation to such donor to derive some direct or indirect benefit from the application of such donation.

15. POWERS

- 15.1** The Association, acting through the Executive Committee or the General Meeting or Special General Meeting, shall have all the powers necessary for it to carry out the Associations' objects effectively.
- 15.2** Subject to the terms of this constitution and to the resolutions of members in general meeting, the Executive Committee may exercise all the powers of the Association.
- 15.3** In general meeting, the Association may review, approve or amend any decision taken by the Executive Committee but this will not invalidate any prior action taken by the Executive Committee in accordance with the provisions of this constitution.
- 15.4** Without derogating from the wide powers granted above, the Executive Committee shall have the power to:
 - 15.4.1** buy, sell, hire, let, encumber or otherwise deal with any moveable or immovable property;
 - 15.4.2** raise or borrow money on terms it determines;
 - 15.4.3** employ staff and hire professional and other services;
 - 15.4.4** institute or defend any legal or arbitration proceedings made by or against the Association;
 - 15.4.5** determine annual membership fees;
 - 15.4.6** exercise all the management and executive powers that are normally vested in the board of directors of a company; and
 - 15.4.7** exercise all the powers and authority of the Association not only in South Africa but in any part of the world.

16. CHANGES TO THE CONSTITUTION

- 16.1** The Association's constitution may not be altered except at the General Meeting of the Association or at a Special General Meeting.
- 16.2** A resolution to change the constitution must be passed by no less than two-thirds of the members present at the General Meeting or Special General Meeting.
- 16.3** A written notice must go out not less than 14 (fourteen) days before the meeting at which the changes to the Constitution are going to be proposed. The written notice must indicate the proposed changes to the constitution.
- 16.4** No amendments to the constitution may be made which would have the effect of making the Association cease to exist.
- 16.5** Any amendments to the constitution must be submitted to the Commissioner of the South African Revenue Service through SAMA within 30 (thirty) days of such amendment.

17. FINANCE

- 17.1** An Annual subscription to be determined by the executive Committees shall be payable by the member to provide funds for the carrying out of the work of the Association.
- 17.2** All financial aspects of the Association are the direct responsibility of the Executive Committee.
- 17.3** All financial transactions of the Association will be conducted by means of a banking account in the name of the Association
- 17.4** The Treasurer will control day-to-day finances of the Association and will ensure that a proper record of all finances is kept.
- 17.5** An accounting officer will be appointed at the General Meeting. His/her duty is to audit and check on the finances of the Association and to prepare annual financial statements within 3 (three) months from the end of the Association's financial year.
- 17.6** The Association's financial year will be from 1 March to 28th February the following year.
- 17.7** The Association is prohibited from distributing any of its funds to any person (otherwise than in the course of undertaking any public benefit activity) and is required to utilise its funds solely for the object for which it has been established, or to invest such funds:
- 17.7.1** with a financial institution as defined in section 1 of the Financial Services Board Act, 1990 (Act No. 97 of 1990) other than an institution contemplated in paragraph (a)(xii) of that definition;
 - 17.7.2** in any listed financial instrument of a company contemplated in paragraph (a) of the definition of "listed company" of the Income Tax Act, 1962 (Act No. 58 of 1962); or
 - 17.7.3** in such other prudent investments in financial instruments and assets as the Commissioner of the South African Revenue Service may determine.
 - 17.7.4** The provisions of clause 17.7 will not prohibit the Association from retaining an investment (other than any investment in the form of a business undertaking or trading activity or asset which is used in such business undertaking or trading activity) in the form that it was acquired by way of donation, bequest or inheritance.

18. DISSOLUTION

- 18.1** The Association may dissolve if at least two-thirds of the members present and voting at a meeting convened for the purpose of considering the matter are in favour of dissolution.
- 18.2** In the event of the Association dissolving the remaining assets are to be transferred to any similar public benefit organisation or entity contemplated in terms of section 30(3)(b)(iii) of the Income Tax Act, 1962.

19. USE OF ASSOCIATION'S NAME OR LOGO

- 19.1** The name or logo of the Association may not, under any circumstances, be used for gain, endorsement or otherwise, without the written authorisation of the Executive Committee and subject to any conditions it may impose.
- 19.2** Any authorisation granted under clause 19.1 is revocable at the sole discretion of the Executive Committee.