



## **CONSTITUTION OF THE SOUTH AFRICAN RENAL SOCIETY**

### **1. NAME OF THE ASSOCIATION**

A voluntary association is hereby established under the name of:

**South African Renal Society** (the Society).

### **2. OBJECTIVES OF THE SOCIETY**

The Society is a non-profit organisation established to:

- 2.1. Promote the profession of nephrology,
- 2.2. Facilitate co-operation and contact between all interested parties in the field of nephrology and related subjects, and
- 2.3. Provide guidelines for the optimal care of renal patients.

### **3. LEGAL STATUS**

The Society is a body corporate with its own legal identity which is separate from its office-bearers and Members. The Society will continue to exist even if the Members or office-bearers change.

### **4. INCOME AND PROPERTY OF THE SOCIETY**

- 4.1. Members and office-bearers have no rights in the property or other assets of the Society solely by virtue of their being Members or office-bearers.
- 4.2. The income and property of the Society shall be used solely for the promotion of its stated Objectives and shall not be paid or distributed directly or indirectly to any person, or to any Member of the Society or office-bearers, except as reasonable compensation for services actually rendered to the Society or reimbursement of actual costs or expenses reasonably incurred on behalf of the Society.

### **5. TAXATION OF THE SOCIETY**

The Society may apply to the Commissioner for the South African Revenue Service for approval as an organisation in terms of section 30B of the Income Tax Act. Upon approval, the provisions set out in Schedule B shall bind the Society.

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

The Society shall have the same powers as that of a company under the Companies Act, as amended. Such powers include:

- 6.1. To institute or defend any legal or other proceedings and to settle any claims,
- 6.2. To prudently invest funds of the Society,
- 6.3. To buy, attain, maintain, manage, lease, sell, or in any way deal with property and assets of the Society,

- 6.4. To donate and transfer the property and assets of the Society to public benefit organisations with similar objectives,
- 6.5. To borrow and to use the property or assets of the Society as security for borrowing,
- 6.6. To execute any act or deed in any deeds registry, mining titles or other public office,
- 6.7. To exercise all the management and executive powers ordinarily vested in the Board of Directors of a Company, and
- 6.8. To carry out all the powers and authority of the Society in South Africa and in any other part of the world.

## **7. EXECUTIVE COMMITTEE (the Committee)**

**7.1. Authority of the Committee:** The Committee shall manage the affairs of the Society in accordance with this Constitution and the resolutions of Members in General Meeting.

**7.2. Minimum Number of the Committee:** A minimum of five (5) individuals who are members of the Society shall serve on the Committee, including four members representing nephrologists in private practice and two paediatric nephrologists, provided that a single person may serve in more than one capacity.

**7.3. Appointment of Committee Members:** Committee members are ordinarily elected at General Meetings. New members may also be appointed by the Committee, provided that such appointment must, at the next General Meeting, be ratified otherwise it will lapse.

**7.4. Term of office:** At least two of the Committee members, starting with those who have been in office the longest since their last appointment, shall retire at every biennial General Meeting, provided that retiring members may be re-elected. After having served on the Committee for two consecutive terms, a member shall be ineligible for re-election for a period of two (2) years. The retirement of committee members serving for the same period shall be decided by the Committee.

**7.5. Vacancies:** The Committee must, as soon as reasonable possible, appoint someone to fill any vacancy that reduces the number of Committee members to less than five (5).

**7.6. Election of Office-bearers:** The members in General Meeting must elect a President, Treasurer, Secretary and any other office-bearers which the Committee may find necessary, who shall hold office until the next biennial General Meeting. The president's term of office is two years. He/she may serve two consecutive terms and then cannot be re-elected until a further term of two years has elapsed. Terms of office for Secretary and each committee member is two years but may be longer if re-elected.

**7.7. Ex Officio Committee members:** The following persons shall serve on the Committee in an ex officio capacity:

7.7.1 One member of each medical school in South Africa may serve on the Committee, and

7.7.2 The immediate past President, Secretary and Treasurer will remain Committee members for a further two (2) years after their term of office comes to an end.

7.7.3 Affiliated professional societies representatives.

**7.8. Resignation as Committee member:** A Committee member may resign from office in writing.

**7.9. Disqualification as Committee member:** A Committee member shall be disqualified from office upon termination of membership to the Society; or becoming incapable by reason of mental illness (as defined in the Mental Health Care Act, 17 of 2002 or its successor) or physical illness and being incapable of executing his or her fiduciary duties; or declared insolvent.

**7.10. Removal of Office-bearers:** The President, Treasurer, Secretary and other office-bearer may be removed from their respective offices by a two-thirds resolution of the Committee, provided that the members of the Society must, at the next General Meeting, ratify such resolution of the Committee.

**7.11. Removal of Committee members:** A Committee member can be removed from office through a two-thirds resolution of the remaining Committee members, provided that the members of the Society must, at the next General Meeting, ratify such resolution of the Committee.

**7.12. Election:** All Committee members shall be members of the Society. The Committees shall, unless otherwise provided in this Constitution, be elected by the members of the Society at an Annual or other General Meeting.

**7.13. Delegation of Powers:** The Committee may delegate any of its powers or functions to a sub-committee or member(s) of the Society provided that: such delegation and conditions are reflected in the minutes for that meeting, at least one Committee member serves on the sub-committee, the Committee in advance approves all expenditure

incurred by the sub-committee or member, and the Committee may revoke the delegation or amend the conditions.

**7.14. Congress Committee:** A Congress Committee will be appointed separately from the Committee members to organise the Biennial Congress subject to the written terms of reference as may be issued by the Committee. The Congress Committee will consist of a Congress Chairperson and Congress Secretary and may co-opt additional members to form a LOC. At least one ExCo member should be part of the local organizing committee. At least three Congress Committee members shall form a quorum. Congress organising experience shall be mandatory to qualify for the Society President or Secretary nomination.

**7.15. Appointment of Executive Officer:** The Committee may appoint an Executive Officer of the Society from time to time upon the terms and conditions the Committee deems fit.

**7.16. Procedures at Meetings:** The Committee may regulate its meetings and proceedings as it finds fit, subject to the following:

7.16.1. The President or the Secretary shall chair all meetings of the Committee.

7.16.2. Meetings of the Committee may be conducted face-to-face or electronically which would allow Committee members to be present and participate through electronic means.

7.16.3. If the President is not present within fifteen minutes of the appointed time of the meeting, the Committee members present at the meeting shall elect a chairperson for that meeting.

7.16.4. The quorum for a meeting of the Committee shall be half of the Committee members.

7.16.5. If no quorum is present, the Committee may make no decision, except to preserve the assets of the Society and to call a meeting of the general Members.

7.16.6. Each Committee member present through written proxy shall have one (1) vote.

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

7.16.8. Proper minutes and attendance records must be kept of all meetings of the Committee. The chairperson for the meeting shall sign the minutes which shall be available at all times for inspection or copying by any member of the Society on two days' notice to the Secretary.

7.16.9. A resolution signed by all Committee members shall be as valid as if passed at a duly convened meeting of the Committee.

**7.17. Appointments:** The Committee may appoint employees, volunteers and/or consultants upon such lawful terms and conditions as it may deem necessary.

**7.18. Conflicting Interests:** Any actual or potential conflict of interest on the part of any member of the Committee, on a matter pertaining to the Society, must be disclosed in writing to the Committee which shall record such conflict of interest in the minutes of the Committee meeting. Such Committee member may be requested by the Committee to state his/her position in the matter or to respond to pertinent questions, but shall not vote or use his/her influence on the matter and shall not be counted for purposes of determining a quorum for the meeting where the voting takes place.

## 8. MEMBERSHIP

**8.1. Categories of Membership:** The membership of Society shall consist of categories of Members as accepted by the Committee.

8.1.1. **Ordinary Member:** Any medical practitioner or scientist who is involved with, or who was previously involved with, research education, training and or the practice of nephrology or any related science will qualify to be elected as an ordinary member.

8.1.2. **Honorary Member:** Any person who has made an exceptional contribution to the promotion of nephrology or any related science or specialisation will qualify for honorary membership. Honorary members enjoy all benefits of the ordinary members. Annual renewal of membership is required, but annual fees are waived.

8.1.3. **Associate Member:** Associate membership will be available on application to persons who are committed to the promotion of nephrology, who do not qualify as ordinary member.

8.1.4. **Corporate Member:** Corporate membership will be available on application to companies who are involved in the provision of financial, pharmaceutical or renal replacement therapy related services. Corporate membership fees should equate to three times that of a single ordinary membership fee.

8.1.5. **Trainee Member:** Membership is compulsory for all Nephrology trainees. First year fees will be waived, and for each subsequent year of training, the fee will be 50% of the annual ordinary membership fee.

**8.2. Nomination for membership:** Persons eligible for membership may be nominated by an ordinary member at any time provided the nomination is supported by a second ordinary member. Written nominations are also acceptable provided that the nomination is seconded by another ordinary member. The nomination will be provisionally accepted by the Committee if there are no objections.

**8.3. Confirmation of Membership:** Final acceptance of all types of membership will occur at the general meeting of the Society or another Society forum. Only ordinary, paid-up members are eligible to vote.

**8.4. Conditions and criteria for Membership:** All existing members, and all applicants for membership, shall comply with the conditions and criteria for membership, including the payment of membership fees, as determined by the Committee from time to time. Applications for membership and annual renewals that do not comply with such conditions and criteria may be refused by the Committee. Membership fees due date is established by the committee.

**8.5. Automatic termination of Membership:** Membership of the Society may be terminated:

8.5.1. upon the death of a Member who is a natural person, or

8.5.2. upon the written resignation of a Member

8.5.3 annual membership fees are unpaid before the due date as determined by the Committee

8.5.4 In the event of conduct which contravenes the ethical and clinical standards of the Society.

**8.6. Transfer of Membership:** Membership is not transferrable.

**8.7. Register of Members:** The Committee must keep and maintain a register with the names and addresses of all the members, including their membership categories.

**8.8. Termination by Committee:** Membership terminates if a member is removed by a resolution of the Committee, provided that the member has been given an opportunity to make written or verbal representations at a meeting of the Committee pertaining to the proposed termination, and the Committee's decision to terminate membership was confirmed by resolution of two-thirds of the Members present at the next General Meeting, otherwise it will lapse.

**8.9 Voting Rights:** Only ordinary and honorary members may vote on society matters and elect or be office bearers.

## 9. MEETINGS OF THE SOCIETY

**9.1 Biennial Congress:** The Society shall convene at least one Congress every two years. The date and venue for the Biennial Congress shall be announced twelve (12) months in advance.

**9.2 A General Meeting** must be held during the Congress, preceded by the Committee Meeting. Written notice must be issued at least three (3) months before the meeting. The business of the Meeting must include:

9.2.1. The Chairperson's report,

9.2.2. The presentation of the Society's Financial Statements,

9.2.3. The appointment of Auditor/Accounting officer,

9.2.4. Other appropriate matters, and

9.2.5. The election of Committee members and office-bearers, where applicable;

Any member may bring a matter which he considers to be of importance to the Society, to the notice of the Committee at a meeting. Notice of such matters must be given to the secretary at least 8 weeks before the meeting (at which the matter will be discussed) takes place. Notice of these issues for discussion will appear on the Agenda.

**9.3 Special General Meetings:** The Committee, or not less than one-third of the voting Members, may call a Special General Meeting of the Society. At least twenty-one (21) days' written notice must be given to all Members stating the date, time, place and business of the Special General Meeting. If the Committee fails to give notice within seven (7) days of the request of one-third of the voting Members, such Members shall be entitled themselves to give notice of and to convene the meeting.

**9.4 Powers of the Meeting:** The voting Members in a properly convened General Meeting of the Society is the highest decision-making structure of the Society as set out in this Constitution. The voting Members in a General Meet may review, approve or amend any decision taken by the Committee but no such resolution of the voting Members shall nullify any earlier resolution taken by the Committee in accordance with the provisions of this Constitution.

**9.5 Procedures at General Meetings:** The voting Members may regulate their meetings and proceedings as it finds fit, subject to the following:

9.5.1. The President shall chair all General Meetings.

9.5.2. Meetings may be conducted face-to-face or electronically which would allow Members to be present and participate through electronic means.

9.5.3. If the President is not present within fifteen minutes of the appointed time of the meeting, the voting Members present at the General Meeting shall elect a chairperson for that meeting.

9.5.4. The quorum for General Meetings shall be one quarter of the voting Members of the Society.

9.5.5. If a quorum is not present within fifteen minutes of the appointed time of the meeting, the meeting must be adjourned to another date, within fourteen (14) days thereafter. Notice, as provided for under the Constitution, must be given to all voting Members of the Society of such adjournment.

9.5.6. If no quorum is present at the reconvened meeting within fifteen minutes of the appointed time, the voting Members present, or represented by proxy, shall deem to constitute a quorum for that meeting.

9.5.7. A resolution put to the vote shall be decided by means of a show of hands or by ballot. A vote by ballot can be demanded by not less than one third the voting Members present or represented by proxy.

9.5.8. Each voting Member present or represented by proxy shall be entitled to one (1) vote.

9.5.9. Except where this Constitution requires a higher threshold, 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.

9.5.10. Proper minutes and attendance records must be kept of all General Meetings. The chairperson must sign the minutes which shall be available at all times for inspection or copying by any Member of the Society on two days' notice to the Secretary.

## 10. NOTICES OF MEETINGS

10.1. All notices terms of this constitution must be given to members in writing (personally, post or electronic communication) to the address provided by the Members.

10.2. The accidental omission to address notices to any Member shall not nullify the proceedings of any meeting.

10.3. A Member present in person at any meeting shall be deemed to have received notice of such meeting.

10.4. If posted, notices shall be deemed to have been received seven days after posting.

## 11. FINANCE AND REPORTS

**11.1. Bank Account:** The Committee must open a bank account in the name of the Society with a registered Bank.

**11.2. Signing:** Cheques and other documents requiring signature on behalf of the Society shall be signed by at least two persons authorised by the Committee.

**11.3. Financial year-end:** The financial year end of the Society shall be end of February.

**11.4. Financial Report:** The Committee must ensure that proper records and books of account which fairly reflect the affairs of the Society are kept, and within six months of its financial year a report is compiled by an independent practicing auditor registered in terms of the Auditing Profession Act or an accounting officer stating whether or not the financial statements of the Society are consistent with its accounting records, the accounting policies are appropriate and have been appropriately applied in preparing the financial statements and the Society has complied with the financial provisions of this Constitution.

## 12. AMENDMENTS AND DISSOLUTION

12.1 This Constitution may be amended, the name of the Society may be changed and the Society may be dissolved by resolution of two-thirds of the voting Members present at a General Meeting, provided that the Committee shall be entitled to make changes required to the constitution pursuant with relevant legislative developments.

12.2 At least twenty-one (21) days' notice of the Meeting stating the nature of the resolution to be proposed must be

given to all the Members of the Society.

12.3 Upon the dissolution of the Society, after all debts and commitments have been paid, any remaining assets shall not be paid to or distributed amongst Members, but shall be transferred by donation to some other non-profit organisation which the Committee (and failing which the voting Members in General Meeting) considers appropriate and which has objectives the same or similar to the objectives of the Society, and should the Society be exempt from the payment of any taxes and duties;

- 12.3.1. Any similar organization which has been approved in terms of section 30B of the Income Tax Act,
- 12.3.2. Any institution, board or body which is exempt from tax under the provisions of section 10 (1) (CA) (i) of the Income Tax Act, which has its sole or principal object the carrying on of any public benefit activity,
- 12.3.3. Any department of state or administration in the national or provincial or local sphere of government of the Republic.

### **13. INDEMNITY**

13.1. Subject to the provisions of any relevant law, Members, office-bearers or appointed delegates of the Society shall be indemnified by the Society for all acts done by them in good faith on its behalf.

13.2. Subject to the provisions of any relevant law, no Member of the Society or appointed delegates shall be liable for the acts, receipts, neglects or defaults of any other Member or office bearer, or for any loss, damage or expense suffered by the Society, which occurs in the execution of the duties of his or her office, unless it arises as a result of his or her dishonesty, or failure to exercise the degree of care, diligence and skill required by law.

### **14. CHANGES TO THE CONSITUTION**

14.1. The Constitution can only be changed by a two-thirds majority decision made by voting Members at a General Meeting, or a Special General Meeting, or a two-thirds majority electronic vote by Members, and only once the proposed changes have been fully discussed at such a meeting. The proposed changes to the constitution must be in writing, signed and seconded by two members of the Society, and circulated to members at least a month before the General Meeting or Special General Meeting, and the changes must appear on the agenda of said meeting.

[Last amended November 2018]