



CONSTITUTION OF THE SOUTH AFRICAN NEPHROLOGY SOCIETY

1. NAME OF THE ASSOCIATION

A voluntary association is hereby established under the name of:

South African Nephrology 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 non-profit organisation 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 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 deed's 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. THE COMMITTEES

7.1 The Executive Committee:

7.1.1 Authority of the Executive Committee: The Executive Committee shall have final authority over the affairs of the Society in accordance with this Constitution and the resolutions of Members in General Meeting.

7.1.2 Minimum Number of the Executive Committee: A minimum of five (5) individuals who are ordinary members of the Society shall serve on the Committee, including four (4) members representing nephrologists in private practice and two (2) paediatric nephrologists, provided that a single person may serve in more than one capacity.

7.1.3 Appointment of the Executive Committee Members: Committee members shall be elected to serve in specific portfolios 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.

7.1.4 Term of office: At least two of the Executive 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. To ensure continuity immediate office bearers shall remain on the committee for a further two years.

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

7.1.6 Election of Office-bearers: The members in General Meeting must elect a President, Treasurer, Executive 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 Executive Secretary and each committee member is two years but may be longer if re-elected. 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 to ensure continuity of the processes.

7.1.7 Resignation as Executive Committee member: A Committee member may resign from office in writing.

7.1.8 Disqualification as Executive 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.

7.1.9 Removal of Office-bearers: The President, Treasurer, Executive 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.

7.1.10 Removal of Executive 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.

7.1.11 Election of Executive Committee: All Committee members shall be ordinary 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.

7.1.12. Delegation of Powers: The Executive 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.

7.1.12.1 The Executive Committee may create, and review portfolios and sub-committees required to ensure optimal efficiency, continuity of processes and achieve its goals:

7.1.12.2 Each Executive Committee member should join a portfolio

7.1.12.3 Each portfolio should have a lead. Portfolio leads do not have to be an executive committee member.

7.1.12.4 One Executive Committee member can serve on two portfolios

7.1.12.5 Office bearers can also be portfolio leads or members

7.1.12.6 If needed, a portfolio lead can create a sub-committee by inviting society members

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

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

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

7.1.14.2 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.

7.1.14.3 If the President and Secretary are 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.

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

7.1.14.5 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.

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

7.1.14.7 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.

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

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

7.1.14.10 All meetings between the Office bearers, Executive committee members and third parties must be documented in a form of written report presented at the closest Executive committee meeting.

7.1.14.11 The Executive Committee should conduct regular (usually quarterly) meetings and produce six (6) monthly report of ongoing activities to the members in a form of an electronic bulletin.

7.1.14.12 Record keeping: The office bearers and Committee members should refer all reports and relevant documents to the contracted Secretariat service provider for safe keeping.

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

7.3 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.

7.4 Election Process:

7.4.1 Candidates for the positions of President, Executive Secretary and Treasurer (Office Bearers) and Executive Committee members must be nominated in writing by the ordinary members.

7.4.2 Only paid-up ordinary members can be nominated for the above positions

7.4.3 In order to qualify for the Office bearer positions candidates must present

- a demonstrable commitment to the Society
- availability to deal with high volume communication and administration
- previous membership of the Executive Committee
- previous experience in conference planning & convening (for President's nomination)

7.4.4 Objections to nominations can be submitted in writing. Such objections should be made known to members prior to General Meeting. This will not result in automatic withdrawal or disqualification of a nomination / nominee.

7.4.5 The Executive Committee is responsible for requesting, recording, screening, and publishing nominations and objections while providing sufficient time for each step to take place before elections.

7.4.6 Voting takes place at General Meetings by counting votes physically or electronically. In the case of multiple candidates for a single position at least 50% of votes is required to succeed. Multiple rounds of voting may be required. If no candidate achieves 50% of votes, the next round should take place without the lowest scoring candidate.

7.5. Congress Committee:

7.5.1 A Congress Committee will be appointed from the Executive Committee members to organise the Biennial Congress subject to the written terms of reference as may be issued by the Executive Committee.

7.5.2 The Congress Committee will consist of a Congress Chairperson and Congress Secretary and may co-opt additional members to form a local organizing committee.

7.5.3 At least one additional Executive Committee member should be part of the local organizing committee.

7.5.4 At least three local organising Committee members shall form a quorum, provided the chairman or a secretary are present at the meeting.

7.5.5 Removal of Congress Committee officials: A Congress Committee member can be removed from office through a two-thirds resolution of the Executive Committee members.

7.5.6 The Congress committee should consult the Executive committee prior to entering financial and/or contractual agreements with service providers. Congress related payments will be processed according to the rules outlined in paragraph 11.2.

7.6 Ex-Officio Committee members:

7.6.1 The following persons shall serve on the Committee in an ex officio capacity:

7.6.1.1 One nominated member for each medical school in South Africa

7.6.1.2 Representatives of affiliated Societies – local and international

7.6.1.3 Ministerial Advisory Committee chairperson or member

7.6.2 Ex-Officio Committee members may be consulted on matters related to the institutions and fields they represent

7.6.3 Ex-Officio Committee members are nominated by the institutions they represent prior to and approved at every biennial General Meeting.

7.6.4 There is no limitation on terms of office for the Ex-officio committee members.

7.6.5 Ex-Officio Committee members conduct six (6) monthly online meetings. One of such meetings should be in conjunction with the Executive committee.

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: Only HPCSA registered adult or paediatric Nephrologists (from 2021) or Specialist Physicians (Internal Medicine) practicing as Nephrologists who were active ordinary society members prior to December 2020 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 HPCSA Registered Specialist Physicians (Internal Medicine) with interest in Nephrology or foreign registered Nephrologists. Associate membership fee is equivalent to the ordinary membership fee.

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 encouraged 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 and application for membership:

8.2.1 Persons eligible for ordinary membership may be nominated in writing by an ordinary member at any time provided the nomination is supported by a second ordinary member. The nomination will be provisionally accepted by the Committee if there are no objections.

8.2.2 Persons eligible for associate membership may be nominated in writing by an associate member provided the nomination is supported by an ordinary member. The nomination will be provisionally accepted by the Committee if there are no objections.

8.2.3 Honorary nominations will be reviewed and presented by the Executive Committee at the General meeting

8.2.4 Trainee category applications should be supported by a letter from the head of academic department annually.

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 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 and the membership charter, 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,

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 (usually end of financial year),

8.5.4 in the event of conduct which contravenes the ethical and clinical standards of the Society as guided by the membership charter,

8.5.5 when membership is terminated and the member is removed from the register, the reinstatement should follow new membership application process.

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 President's and Executive Secretary's reports,
- 9.2.2 The presentation of the Society's Financial Statements by the Treasurer,
- 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 Executive 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 Meeting 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 or Executive Secretary are 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 Executive 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. INDEMNITY

12.1. 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.

12.2. 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.

13. CHANGES TO THE CONSITUTION

13.1 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.

14. AMENDMENTS AND DISSOLUTION

14.1 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.

14.2 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.

14.3 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;

14.3.1 Any similar organization which has been approved in terms of section 30B of the Income Tax Act,

14.3.2 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,

14.3.3 Any department of state or administration in the national or provincial or local sphere of government of the Republic.

[Last amended November 2022]