THE SOUTH AFRICAN MENOPAUSE SOCIETY (SAMS)

CONSTITUTION - 2014

1. Definitions

1.1. Society means The South African Menopause Society;

1.2. Constitution means the provisions of this constitution, as amended from time to time;

1.3. Member(s) means a member of the Society for the time being;

1.4. Council means the council elected in terms of the provisions of the Constitution from time to time;

1.5. Member(s) of Council means the members of the Council for the time being;

1.6. Discipline means menopause and health care of the post reproductive woman.
2. **Name**

The name of the Society shall be The South African Menopause Society (SAMS).

3. **Legal Entity**

3.1. The Society shall be a legal entity distinct from its Members.

3.2. The Society shall have perpetual succession and shall continue as a legal entity notwithstanding changes of membership from time to time.

3.3. The assets and liabilities of the Society shall be distinct from those of its Members.

3.4. No Member shall have any right, by reason of his membership to the Society, to the property of the Society.

4. **Profit**

The Society shall not be entitled to carry on any business for the acquisition of gain by the Society or by the Members thereof.

5. **Liability of Members**

The liability of Members of any class is limited to the amount of unpaid subscriptions or other monies owing by them to the Society.
6. **Objectives**

6.1. The main objective of the Society shall be to promote the common interests of persons involved in and connected with the field of the Discipline.

6.2. The ancillary objectives of the Society shall be:

6.2.1. to represent all organisations or persons, with an interest in the Discipline, nationally and internationally;

6.2.2. a) to arrange academic symposia, workshops and conferences for the purpose of furthering the main objective of the Society; b) liaison with print, visual and auditory media.

6.2.3. to affiliate with the South African Society of Obstetricians and Gynaecologists

6.2.4. to affiliate with The South African Medical Association, The Colleges of Medicine of South Africa and any other society or association having similar objectives;

6.2.5. to facilitate and encourage the highest standards of training in the field of the Discipline, at undergraduate and post-graduate levels;

6.2.6. to seek improvement in health care services provided in South Africa in the field of the Discipline and in ancillary health care;
6.2.7. to collect and raise funds and to administer such funds for the purpose of furthering the objectives of the Society;

6.2.8. to do all such other lawful things as are incidental or conducive to the attainment of the objectives of the Society;

6.2.9. to register in terms of the Non-profit Organisations Act, 1997.

7. **Powers of the Society**

Subject to the provisions of clause 6 above, the Society shall have all such powers as are necessary for the proper attainment of the objectives of the Society and shall, in particular, have the following express powers :-

7.1. to acquire any movable or immovable property for the Society and to maintain, improve and alter any of the Society's property;

7.2. to invest the monies of the Society and to open banking and other accounts pertaining to the financial affairs of the Society;

7.3. to support or subscribe to any institution or society which may be for the benefit of the Society;

7.4. to secure the fulfilment of any contracts entered into by the Society by the mortgage of or any part of the property of the Society;

7.5. to borrow or raise and give security for money by the issue of bills of exchange, promissory notes, debentures or other obligations or
securities of the Society or by mortgage of all or any part of the property of the Society;

7.6. subject to the provisions of clause 4, to make donations, loans, leases and any other forms of contract whatsoever including sales and purchase of property of any kind whatsoever.

8. Special Conditions

The objectives and powers of the Society shall be subject to the following special conditions :-

8.1. the Society shall not be permitted to carry on any trading or other profit-making activities;

8.2. the Society shall not be entitled to participate in any business, profession or occupation carried on by any of its Members;

8.3. the Society shall not be entitled to provide any financial assistance or any premises or continuous services or facilities to any of its Members for the purposes of carrying on any business, profession or occupation;

8.4. the activities of the Society shall be directed wholly to the furtherance of its main objectives;

8.5. the Society shall not be permitted to distribute any of its profits or gains to any person and shall be required to utilise the funds solely for investment or for the attainment of its objectives;
8.6. In the event of winding up or liquidation of the Society it shall be obliged to give or transfer its assets remaining after the satisfaction of its liabilities to some other company, society or association with objectives similar to those of the Society.

8.7. The society shall not be aligned to any pharmaceutical or surgical company.

9. **Categories of Membership**

There shall be the following classes of membership of the Society, namely:

9.1. Honorary Members;

9.2. Ordinary Members;

9.3. Retired Members;

9.4. Life members;

9.5. Associate members

10. **Qualification for Membership**

The persons eligible for the various classes of membership of the Society shall be as follows:

10.1. **Honorary Members**

The Society may propose individuals, whose service merits
recognition in the field of the Discipline, to be honorary Members of the Society.

10.2. **Ordinary Members**

Any person who is registered in relation to any health care profession in respect of which a register is kept in terms of the following statutes, shall be eligible for membership as an ordinary Member of the Society:

10.2.1. the Health Professions Act, 1974;

10.2.2. the Nursing Act, 1978.

10.3. **Retired Members**

Any person contemplated in clause 10.2 who has retired from practice, shall be eligible for membership as a retired Member of the Society.

10.4. **Associate members**: members who can join the society and do not fit into the above classes of membership i.e. pharmaceutical, surgical, and other interested parties.

10.5. **Life members**: members who the executive of the society wish to honour for services rendered to women’s health and to SAMS.

11. **Election of Council Members**. May only be undertaken by members in “good standing”, who have paid their membership fees.
11.1. Nominations for honorary Members shall be submitted in writing to the Council and must be supported by at least four Members of the Society. The nominations must be accompanied by a written motivation. The honorary Members shall be elected at any annual general meeting of the Society by a majority vote of the Members present at the meeting.

11.2. Application for membership as ordinary or retired Members of the Society shall be in writing and shall contain such information as the Council may from time to time require. Acceptance of applicant Members shall be determined by the Council which shall be entitled, in its discretion, to reject any application for membership, if that applicant is considered in bad standing with the Society.

11.3. A Member shall become liable to pay his membership subscription upon acceptance of his application for membership. Honorary Members and retired Members shall not be required to pay a membership subscription.

11.4. Upon signature of an application for membership, a Member shall be deemed to have bound himself to the provisions of the Constitution.

12. **Termination of Membership**

12.1. Membership shall cease upon death or resignation.

12.2. Membership may be terminated at a general meeting of the Society by the decision of not less than two thirds of the Members present at the meeting.
12.3. Membership shall cease if a Member fails to pay his membership subscription within the calendar year in respect of which such subscription is due.

13. **Subscriptions**

The annual subscription for membership in any class shall be such sum as the Council may from time to time determine.

14. **The Council**

The Council shall consist of:-

14.1. President; for one term only

14.2. Vice-president; president elect

14.3. Honorary secretary;

14.4. Honorary treasurer;

14.5. Immediate Past-president for 1 year only.
    The past-president comes off the Council after 1 year, but can stand for re-election to Council, as a council member, at the next elections.

14.6. Nine additional Members, comprising one representative from each Province.
15. **Election of Council**

15.1. The Members of Council shall be elected from the Members by majority vote of the Members (of “good standing”) present at the annual general meeting of the Society and shall hold office for two years. The Members of Council shall be eligible for nomination and re-election as Members of the Council, subject to clause 15.2.

15.2. Office bearers shall be able to serve in the same capacity for more than two consecutive terms if it is deemed necessary.

15.3. Voting for the election of Members of the Council shall be by way of ballot of those Members present at the annual general meeting.

15.4. The Executive of the council will be elected by the Council members.

15.5. The Executive shall consist of the president, president elect, past-president, for one year only, the honorary secretary and the honorary treasurer.

15.6. The Past-president maintains voting rights.

15.7. There is no limitation to tenure of Council members, but every effort shall be made to incorporate new members at every election.

15.8. The Council will have the powers of co-option:

1. to fill vacancies
2. to fill representative deficiencies
3. to supply necessary skills to the committee.
16. Management of the Affairs of the Society

The management and control of the affairs of the Society shall vest in the Council which shall have full power and authority to perform any act which may be performed by the Society, including but not limited to:

16.1. appointing such agents or servants for any services as the Council deems fit and investing them with such powers as the Council deems necessary;

16.2. investing the monies of the Society and opening banking and other accounts pertaining to the financial affairs of the Society;

16.3. executing any contracts in the name of the Society;

16.4. referring any claim or demand by or against the Society to arbitration;

16.5. making and giving receipts, releases and other discharges for monies payable to the Society and for claims and demands of the Society;

16.6. appointing persons who shall be entitled to sign cheques, cheque receipts and negotiable instruments on behalf of the Society;

16.7. making, varying or repealing by-laws for the regulation of the affairs of the Society, its officers and servants, or the Members of any class of the Society;
16.8. delegating to any sub-committee any or all of the authorities conferred on the Council by the Constitution;

16.9. establishing sections and branches of the Society and determining their functions.

17. **Termination of Office of Council Members**

17.1. The office of a Member of Council shall be vacated if a Member of Council:

   17.1.1. is absent from three consecutive meetings of the Council without obtaining prior leave of absence;

         or

   17.1.2. ceases to hold the necessary qualifications in terms of the Constitution;

         or

   17.1.3. resigns his office by notice in writing to the Council.

17.2. In the event of any Member of Council ceasing to be a Member of the Council for any reason whatsoever, the Council shall have the power to appoint a Member to fill such vacancy for the remainder of the period of office of such Member of Council.
18. **Meetings of the Council**

18.1. The Council shall meet at least once a year. Not less than two week's notice shall be given of all meetings of the Council unless all Members of the Council agree to accept shorter notice.

18.2. The quorum for a meeting of the Council shall be seven Members of Council present at the commencement of, and throughout the meeting. Any decision of the Council shall be by majority vote by a show of hands of those present. Each person entitled to be present and to vote shall have one vote and the president shall have a casting vote in addition to his deliberative vote.

18.3. The Honorary secretary shall convene a special meeting of the Council on the instructions of the president, or upon the written request of at least two Members of the Council.

18.4. A resolution in writing which is signed by all Members of the Council and inserted in the minute book to be kept by the Council shall be as valid and effective as if passed at a meeting of the Council.

19. **Annual General Meetings**

19.1. The annual general meeting of Members shall be held at such times and place as the Council may determine, although the meeting invariably will take place at the South African Menopause congresses.

19.2. Notice of the date, time and place for the holding of the annual general meeting shall be posted by letter to each of the Members at his registered address as appearing in the Register of Members, at
least two week's before the date fixed for the holding of such meeting.

19.3. The omission to send by post any such notice to any Member shall not invalidate the holding of the meeting, or the passing of any resolution thereat.

19.4. Notice of the terms of any resolution to be proposed at an annual general meeting, other than concerning ordinary and general business, shall be lodged with the Honorary secretary at least fourteen days before the date fixed for such meeting.

20. **Proceedings at Annual General Meetings**

20.1. At the annual general meetings the Council shall present an audited balance sheet and income statement for the preceding financial year, together with its report.

20.2. The ordinary business to be done at an annual general meeting shall be as follows :-

   20.2.1. to confirm the minutes of the previous annual general meeting and any special general meeting held since the previous annual general meeting;

   20.2.2. to receive and consider the report of the Council and the financial statements for the preceding financial year with the auditor's report thereon;

   20.2.3. to elect the Members of Council;
20.2.4. to elect any honorary Member proposed to the Council;

20.2.5. to consider and pass any resolution concerning the affairs of the Society.

21. **Quorum at General Meetings**

The quorum for a general meeting of Members shall be 10% of the Members entitled to vote.

22. **Voting**

22.1. Only honorary and ordinary Members shall be eligible and entitled to vote at any meeting of Members and each such Member shall have one vote.

22.2. Save as otherwise provided in the Constitution, any business or question submitted to a meeting of Members for decision, shall be decided by majority vote by a show of hands of those present and entitled to vote.

22.3. The Members of the Council shall be elected by majority vote of the members of the South African Menopause Society. The voting process may take the form of an election at the annual general meeting of the Society or by electronic ballot (email or internet based) during the year should the latter be deemed appropriate or necessary.
23. Amendments to Constitution

23.1. The Constitution may only be amended by a resolution adopted by a majority of two thirds of the honorary and ordinary Members present at an annual or special general meeting of Members, of which due and proper notice has been given.

23.2. One month's notice of the intention to propose and move a resolution for the amendment of the Constitution and setting out the terms of such proposed resolution, shall be given to the Honorary secretary, who shall forthwith notify the Council and send a copy of such notice by post to each Member at the address of each Member appearing in the Register of Members.

24. Financial Year

The financial year of the Society shall end on the last day of February of each year.

25. Register of Members

All Members shall communicate their addresses from time to time to the honorary secretary who shall keep a register of the names of Members and their addresses.

26. Indemnity

Each Member, officer or servant of the Society shall be indemnified by the Society against all costs, losses and expenses which he may incur or become liable for by reason of any act or thing done by him as such in the discharge of his duties, unless the loss in question is caused by his own gross negligence, dishonesty or breach of trust.
27. Executed by South African Menopause Society:
Signing by president and secretary

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President                              Secretary

...........................................................  ...........................................................
Name (BLOCK LETTERS)                  Name (BLOCK LETTERS)