



THE SOUTHERN AFRICAN TRANSPLANTATION SOCIETY CONSTITUTION

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Table of Contents

[Section 1: Name](#)

[Section 2: Terms and Definitions](#)

[Section 3: Vision, Aims and Objectives](#)

[Section 4: Legal Personality](#)

[Section 5: Membership](#)

[Section 6: Governance structures](#)

[Section 7: Meetings](#)

[Section 8: Banking](#)

[Section 9: Amendments to the constitution](#)

[Section 10: Language](#)

[Section 11: Affiliations of the society](#)

[Section 12: Dissolution of the Society](#)

[Section 13: Bylaws](#)

[Section 14: Signatures](#)

SECTION 1: NAME

1. The Society shall be named **The Southern African Transplantation Society**. The accepted abbreviation is SATS.

SECTION 2: TERMS AND DEFINITIONS

1. The interpretation of this constitution and the rights, duties and obligations of the parties shall be governed by and construed in accordance with the laws of the Republic of South Africa, regardless of the place of execution or the performance of the parties' respective obligations under this constitution.
2. In this agreement, unless the context clearly indicates another intention:
 - 2.1. Reference to one (1) gender includes all other genders;
 - 2.2. Reference to the singular includes the plural and vice versa;
 - 2.3. Reference to writing includes fax, electronic mail and similar means of communication.
3. The term Transplantation shall be used and encompasses all aspects of the process of care of patients who would benefit from receiving an organ or tissue from a living or deceased donor.
4. "The Exco" shall mean the members of the Executive Council of the Society elected to exercise control over the affairs of SATS.
5. "The Society" shall mean SATS.

SECTION 3: VISION, AIMS AND OBJECTIVES

1. VISION
 - 1.1. To advance organ and tissue donation, patient access to transplantation and the profession of transplantation in Southern Africa.
2. AIMS
 - 2.1. To advance the care for all patients throughout the transplant process.
 - 2.2. To advocate for the highest quality, appropriate care for all patients in need of transplantation, all potential donors (both living and deceased) and their families.
 - 2.3. To develop, empower and represent the interests of health care practitioners in the field of transplantation.
 - 2.4. To promote the cause of organ donation and cultivate a positive public perception through relevant collaboration and transparency.
 - 2.5. To develop the discipline of transplantation in Southern Africa.
 - 2.6. To foster a culture of learning in transplantation.
 - 2.7. To promote research in transplantation.
3. OBJECTIVES
 - 3.1. To promote professional conduct, appropriate delivery of care and ethical practice for all practitioners in transplantation to:
 - 3.1.1. contribute to the setting of clinical and ethical guidelines for the practice of transplantation.

- 3.1.2. engage with, and make recommendations to, authorities in respect of appropriate allocation of transplantation resources
- 3.1.3. provide support and advice to standards generating and implementing bodies.
- 3.2. To ensure effective communication (including electronic media) within the Society with respect to all matters.
- 3.3. To promote the wellness of transplantation practitioners.
- 3.4. To seek affiliations and collaborations with national and international organizations and professional bodies of similar interests to achieve the objectives of the society.
- 3.5. To develop, implement and collaborate in education and training activities.
- 3.6. To support and develop research in the field of transplantation.
- 3.7. To create and develop platforms for sharing of education and research.
- 3.8. To take such action as shall be considered important to achieve the vision and further the aims of the Society.
- 3.9. To promote collaborative practice between, and across transplantation and health disciplines and contexts.

SECTION 4: LEGAL PERSONALITY

1. The Society shall be vested with legal personality and exist in its own right, separate from its members and office bearers. It may sue or be sued in its own name, may acquire or dispose of property, and may enter into contracts.
2. It may, in general, perform all that is necessary to promote its aims and objectives to achieve its vision and protect the interests of the Society and its membership.
3. The Society is registered as a Non-Profit Organisation (NPO) and Public Benefit Organization (PBO) in terms of the Laws of the Republic of South Africa with all right in law and its revenues are to be utilised only for the furthering of its aims, goals, objectives and obligations as defined in this Constitution.
4. The Society will not carry out any profit making activities or participate in any business, profession or occupation carried out by any of its members, or provide any financial assistance, premises, continuous services, or facilities to its members for the purpose of carrying on any business, profession or occupation by them.
5. No member of the Society shall have any right to the income or assets of the Society and the liability of the members shall be limited to the amount of their unpaid subscription, if any.
6. No office bearer of the Society shall be paid for services rendered to the Society, except for the reimbursement of reasonable cost incurred.
7. The board of the NPO will comprise the the President-elect, President and Secretary of the Society.
8. The board of the NPO will report to the Exco (defined in Section 6 below).

SECTION 5: MEMBERSHIP

1. Any person involved in any aspect of transplantation may apply for membership of the Society.
2. All members will have access to the scientific meetings and information about the past and future activities of the society. Voting rights and standing for office are reserved for fully paid-up members in good standing.
3. Membership fees shall be determined by the Exco on a bi-ennial basis and these should be paid by the member through a debit order.
4. **TYPES OF MEMBERSHIP**
 - 4.1. **Full member**
 - 4.1.1. Persons, able to register with the Health Professionals Council of South Africa or the South African Nursing Council and involved in any aspect of transplantation, may become a full member of the Society. They must specify their registration number and their transplant centre affiliations upon registering as members.
 - 4.1.2. Persons not able to register with the Health Professionals Council of South Africa or the South African Nursing Council must specify their involvement in transplantation with their application and supply their professional registration and transplant centre affiliation if they have one.
 - 4.1.3. A full member is expected to be active in the Southern African community in activities aligned with the vision, aims and objectives of the Society.
 - 4.1.4. A full member shall pay membership fees, shall have voting rights, and may stand for office.
 - 4.2. **Affiliate member**
 - 4.2.1. Any person not meeting the criteria in Section 5 - 3.1 above may become an affiliate member of the Society.
 - 4.2.2. An affiliate member shall pay a membership fee, and shall enjoy the privileges of the society but will not have voting rights, and may not stand for office.
 - 4.3. **Honorary members**
 - 4.3.1. An honorary membership shall be awarded to:
 - 4.3.1.1. any person deemed by the Exco to have served the interests of the Society in an outstanding manner.
 - 4.3.1.2. any person whose membership will enhance the Society greatly in achieving its vision, aims and objectives.
 - 4.3.2. Such membership shall be ratified by a majority vote at a General Meeting of the Society.
 - 4.3.3. An honorary member shall enjoy the privileges of the society but will not pay membership fee, shall not have voting rights, and may not stand for office.
5. **MEMBERSHIP ENROLMENT**
 - 5.1. Candidates for membership must complete a written or electronic application, supported (refereed) by two (2) full members of the Society in good standing.

- 5.2. Such applications shall require ratification by the Exco of the Society. The administration of which is the responsibility of the Secretary of the Society.
- 5.3. The Exco shall inform the next General Meeting (GM) of the names of the new members.
- 5.4. Members are considered to be in good standing if they have been a paid up member of the society for over 1 year.
6. MEMBERSHIP TERMINATION
 - 6.1. Membership of the Society will be terminated by the Exco if:
 - 6.1.1. A member tenders their resignation in writing.
 - 6.1.2. A member ceases to be eligible for membership.
 - 6.1.3. A member fails to pay their membership fees for a calendar year.
 - 6.1.4. A member is considered by the Exco, after appropriate consideration and due process, to be guilty of misconduct or bringing the Society into disrepute. Such a process would entail a written complaint being submitted to the Secretary of the Society, the member being given 10 working days to respond to the complaint and consideration of the complaint by a constituted committee to review. The member in question has the right to appeal and the committee may include ethical, legal and arbitrator representation and has to make a recommendation to the Exco.
 - 6.1.5. A member re-joining the Society after having had their membership terminated, will be subject to a penalty fee, as determined by the Exco.
7. EXCLUSIONS
 - 7.1. A member would be disqualified to hold office, on the Exco, if they are disqualified to hold office in terms of the Companies Act, 2008 on the basis of misconduct, or for any other reason that the Exco in its discretion may deem appropriate.
 - 7.2. Any member who has not paid their membership fees, shall forfeit their right to vote and/or nominate or second candidates and/or be nominated for or stand for office, until such outstanding fees are paid.
 - 7.3. Members in arrears will be notified annually of their lack of good standing and advised to correct this.
8. MINIMUM MEMBERSHIP
 - 8.1. The activities of the Society shall be suspended if at any time its membership shall be less than the number of Exco plus one (1).
9. RETIREMENT
 - 9.1. When a full member retires from practice, their membership may apply for honorary membership to the Secretary of the society for consideration by the Exco.
10. INDEMNITY
 - 10.1. Every member indemnifies the Society from all liabilities arising out of the official duties of the Society and agrees that the Society shall not be liable and/or held responsible for the conduct of the members.
11. OBLIGATION OF MEMBERSHIP
 - 11.1. With membership of the Society goes the responsibility of maintaining a sustained interest in its affairs and objectives.
12. RIGHTS AND PRIVILEGES OF ALL MEMBERS

- 12.1. Members will be informed of the Society's activities and be entitled to attend Society activities at a reduced fee.
- 12.2. Voting rights and ability to stand for office are reserved for full members in good standing only.

SECTION 6: GOVERNANCE STRUCTURES

1.1 THE ROLE OF THE EXCO

- 1.1.1 The control over the affairs of the Society shall be vested in the Exco of the Society.
- 1.1.2 The Exco will function as the highest decision-making body of the Society
- 1.1.3 Office bearers of the Exco may not be employed by the Society.

1.2 THE DUTIES OF THE EXCO

- 1.2.1 Oversee the proper functioning of the Society.
- 1.2.2 Ensure the proper administration of the Society.
- 1.2.3 Ensure that the aims and objectives of the Society are carried out.
- 1.2.4 Ensure accurate, regular and effective communication with all members and the maintenance of effective communication platforms.
- 1.2.5 Carry out the instructions of the General Meetings of the Society.
- 1.2.6 Submit a report on its activities to Society members with a biennial report presented at the General Meeting by the President.
- 1.2.7 Oversee the fiscal affairs of the Society and to appoint accountants for the Society when appropriate.
- 1.2.8 Assist local branches of the Society in their proper functioning and administration.
- 1.2.9 Formulate and alter Bylaws for the conduct and management of the affairs of the Society. These changes shall become operative immediately and be confirmed at the next General Meeting of the Society.
- 1.2.10 Ensure that the society shall have all the relevant accreditations and shall be registered and comply with the relevant regulatory and statutory bodies, pertaining to the carrying on and conduct of its affairs.
- 1.2.11 The Society may employ staff members for specific jobs and projects, as determined by the Exco.

1.2.12 The Exco may employ an Administrative Secretary, whose job description shall include the routine duties of an administrative officer. The Administrative Secretary shall attend all the Exco and General Society Meetings, in an observer capacity, to facilitate the efficient operation of the Society.

1.3 MEMBERS OF THE EXCO OF SATS

The Exco shall consist of:

1.3.1 The President of the Society

1.3.2 The President-Elect of the Society

1.3.3 The Immediate Past-President of the Society (ex-officio)

1.3.4 The Secretary of the society

1.3.4.1 The Secretary of the society is responsible for the membership list and keeping a record of all Exco meetings and correspondence.

1.3.5 The Treasurer of the society

1.3.5.1 The treasurer is responsible for maintaining the accounts of the Society and providing a report on the finances at the General Meeting of the Society.

1.3.6 There shall be a total of nine elected members on the Exco.

1.4 CO-OPTION ONTO THE EXCO

1.4.1 The Exco may co-opt additional members for specific portfolios or projects.

1.4.2 Such co-option will be for a predefined period of up to twelve (12) months and may be renewed at the discretion of the Exco.

1.4.3 Co-opted members of the Exco shall have the same voting rights as the other members of the Exco.

1.5 ELECTION OF EXCO

1.5.1 The President-Elect shall be elected at a GM of the Society, having been nominated and seconded by any member of the Society in good standing, and voted for by the membership of the Society.

1.5.2 The Secretary shall be elected at a GM of the Society, having been nominated and seconded by any member of the Society in good standing, and voted for by the membership of the Society.

1.5.3 The Treasurer shall be elected at a GM of the Society, having been nominated and seconded by any member of the Society in good standing, and voted for by the membership of the Society.

1.5.4 The four (4) other Exco members will be elected having been nominated and seconded by any member of the Society in good standing, and voted for by the membership of the Society.

1.5.5 The Exco needs to be broadly representative both geographically and of the various interest groups within the society (transplant coordinators, paediatrics, public and private sector, liver, renal, and thoracic transplantation). Members are to consider this when voting for the election of Exco members.

1.5.6 All nominations for the election of EXCO members must be submitted in writing to the society Secretary 10 working days prior to the National GM. The nomination form shall note the person nominating the candidate; the nominee accepting the nomination; and 1 (one) additional full member in good standing seconding the nomination.

1.5.7 The secretary of the society will be responsible for running the election process and presenting the results.

1.5.8 The ballot list and voting procedures will be communicated to all members 5 working days prior to the bi-ennial meeting.

1.5.9 Voting will take place electronically and/or by ballot for a defined period within the 24 hours before the start of the GM. Each member shall have 9 votes and be able to vote for a candidate only once.

1.5.10 Should no nomination for a vacant position on the Exco have been lodged prior to the respective GM as required, nominations may then be accepted for such vacancies at the GM with subsequent voting.

1.5.11 The election of the EXCO shall be on the basis of the nominees receiving the highest number of votes.

1.6 TERM OF OFFICE

1.6.1 All Exco members shall serve a two (2)-year term of office.

1.6.2 Exco members may serve for a maximum of two (2) consecutive terms after which they will be required to step down.

1.6.3 Exco members may be subsequently re-elected after a term during which they were not on the committee.

1.6.4 The President shall serve only one (1) two (2)-year term of office.

1.7 The Exco members are elected in an honorary capacity and as such shall not receive any remuneration for their services, with the exception of reimbursement from the Society for reasonable travel and related expenses to attend the Council meetings and official Society commitments.

1.8 EXCO ROLES

- 1.8.1 The President, Immediate Past President and Secretary shall form the board of the NPO of the Society.
- 1.8.2 The President shall:
 - 1.8.2.1 represent the Society in all external activities
 - 1.8.2.2 preside over all meetings of the Exco and General Meetings of the Society
 - 1.8.2.3 carry out the tasks entrusted by the Society
 - 1.8.2.4 have a casting vote in any tied vote of the Exco or Society
 - 1.8.2.5 act as chairman of the board of the NPO
- 1.8.3 The President-Elect shall deputise for the President when required.
- 1.8.4 In the absence of the President and the President elect the other Committee Members shall elect a chairman for that particular meeting.
- 1.8.5 The Secretary of the Society shall have oversight and, together with any appointed secretariat, be responsible for:
 - 1.8.5.1 all daily administrative and correspondence functions within the Society
 - 1.8.5.2 the compilation of agendas for all meetings of the Society and the Exco
 - 1.8.5.3 the recording and archiving of all minutes of meetings and correspondence of the Society and the Exco
 - 1.8.5.4 control of the membership records of the Society.
- 1.8.6 The Treasurer of the Society shall have oversight and, together with any appointed secretariat, be responsible for:
 - 1.8.6.1 the conduct of all financial matters of the Society and the Council
 - 1.8.6.2 the compilation of an annual financial report and balance sheet for presentation at the GM of the Society.
 - 1.8.6.3 ensuring that the Society fulfils all its legal financial obligations, with reference to taxation liabilities and audit.

1.9 MEETINGS OF THE COUNCIL

- 1.9.1 The outgoing Exco shall meet in person prior to the bi-ennial GM.
- 1.9.2 The in coming Exco shall meet in person immediately after the bi-ennial GM.

- 1.9.3 The Exco shall meet by virtual conferencing or in person at least four (4) times per annum.
- 1.9.4 Notice of all the Exco meetings shall be posted at least one (1) month in advance by the Secretary of the Society detailing the place, date, time and agenda of the meeting.
- 1.9.5 A quorum for the Exco meetings shall be five (5) members.
- 1.9.6 The Exco decisions shall be made by a simple majority vote of the members present, the President having a casting vote in the event of a tied vote.
- 1.9.7 Additional Exco meetings may be called at the discretion of the President.

1.10 INDEMNITY

- 1.10.1 Exco members are not liable for any of the obligations and liabilities of the organisation solely by virtue of their status as members of the Exco and are not personally liable for any loss suffered by any 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 Society.
- 1.10.2 Every Exco member indemnifies the Society from all liabilities arising out of the official duties of the Society and agrees that the Society shall not be liable and/or held responsible for the conduct of the Council member.

1.11 INSURANCE

- 1.11.1 The Exco shall procure insurance in respect of the assets of the Society.

- 1.12 Any member of the Exco who fails to attend three (3) consecutive meetings without leave of absence shall cease to be a member of the Exco.
- 1.13 All members of the Exco will adhere to the norms of corporate governance and declare any conflict of interest in writing, while serving on the Exco.
- 1.14 The President of the Society may, with the consent of the Exco, co-opt persons to fill any vacancies arising on the Exco, until such positions are filled by elections at the following GM.

1.15 PORTFOLIOS ON THE EXCO

- 1.15.1 Relevant portfolios shall be defined on the Exco to allow achievement of the aims and objectives of the Society.
- 1.15.2 Such portfolios, as they develop, shall be fully defined in the bylaws.

SECTION 7: MEETINGS

1. MEETINGS

1.1. The Society shall hold a General Meeting of the Society every second year.

2. ADDITIONAL MEETINGS

2.1. Additional meetings may be held at the discretion of the Exco or by resolution at a General Meeting of the Society.

2.2. A special General Meeting of the Society may be called at any time by the President, the Council or by the written request of ten (10) percent of the membership of the Society.

2.3. Notice of any General Meeting of the Society shall be posted by the Secretary at least sixty (60) days before the meeting; detailing the place, date, time and agenda of the meeting.

3. VENUES OF MEETINGS

3.1. the venue of each future Meeting of the Society shall be determined at the previous General Meeting, on the suggestion of the Committee.

4. QUORUM FOR A MEETING

4.1. A quorum for a General Meeting of the Society shall be thirty (30) percent of the full members of the Society, including all proxy forms received at the start of the meeting by the Secretary.

4.2. Should a quorum not be present, the meeting shall be dissolved and reconvened fifteen (15) minutes later, after attempting to achieve the prescribed quorum. Should the quorum still not be attained, the meeting may proceed with routine business without a quorum, however no constitutional amendments or voting procedures may then be adopted.

5. VOTING

5.1. Voting held at a General Meeting may be by a show of hands, or secret ballot. The election of office bearers shall be by secret ballot. Proxy votes shall be counted, provided these can be authenticated.

5.2. Decisions at a General Meeting will be decided by a simple majority vote, with the exception of constitutional amendments, which will require a two-thirds majority.

6. AGENDA

6.1. The agenda for the biennial GM shall be distributed at least 10 days prior to the meeting and will include:

- 6.1.1. Attendance register of the previous meeting
- 6.1.2. Minutes of the previous meeting
- 6.1.3. Matters arising from the previous meeting
- 6.1.4. President's report
- 6.1.5. Treasurer's report
- 6.1.6. Any business items as requested by any member of the Society, received by the Secretary, in writing at least fourteen (14) days prior to the meeting
- 6.1.7. General and urgent matters
- 6.1.8. Election of Office Bearers.

7. MINUTES

- 7.1 Proper minutes shall be held of each meeting and include the attendance register and decisions reached.

8. BRANCHES

- 8.1.1. The Exco may approve the formation of Branches, provided that approval shall be ratified at the succeeding AGM of the Society.
- 8.1.2. All Branches must be formally constituted and are subject to the Constitution of the Society. Any amendments or addenda to the constitution applicable at the level of the branch must be forwarded to the Exco for ratification.
- 8.1.3. Membership of Branches will be open to members of the Society only. Branches may charge their members a separate, nominal membership fee.
- 8.1.4. Each Branch shall elect a Committee consisting of:
 - 8.1.4.1. A Chairperson.
 - 8.1.4.2. An Honorary Secretary.
 - 8.1.4.3. An Honorary Treasurer.
 - 8.1.4.4. At least three (3) additional full members
- 8.2. The Society will support Branches financially, according to the guidelines for funding of the Society.
- 8.3. The Branches may be allowed independent action in purely domestic matters, provided such action is consistent with the general policy of the Society.

- 8.4. The GM of the Branches shall be held at least two (2) months prior to the Society GM.
- 8.5. Revenues generated from joint ventures of the Society with a Branch, such as Refresher Courses and Congresses, will be divided according to the Society's guidelines on funding and conferences.
- 8.6. The Branches of the Society are obligated to submit an annual report on their activities and finances to the Exco of the Society for presentation to the AGM. Failure to submit such reports, may result in the Branch not receiving financial support from the Exco and from being barred from hosting official Society conventions and functions.

SECTION 8: BANKING

1. The EXCO must run a bank account in the name of the Society with a registered bank.
2. The financial year end shall be on (month each year) and within six months of year end a report shall be made by an independent accountant.
3. The Society will, at all times, keep or cause to be kept in proper books all the usual accounts of all receipts, payments, transactions and dealings in the ordinary course of business. The said books shall be open to inspection of any Exco member or the Secretary of the Society.
4. Funds may be authorized for release by the President, Secretary and Treasurer of the society with all expenditures reported at the next full Exco meeting.
5. The treasurer shall ensure that the money of the organisation is safe and accounted for and shall make regular reports to the EXCO in this regard.
6. If funds are available for investment, it may only be invested in registered financial institutions.

SECTION 9: AMENDMENTS TO THE CONSTITUTION

1. The Constitution of the Society may only be amended by a two-thirds majority at a constituted General Meeting of the Society, including proxy and postal and electronic votes.
2. Notice of proposed amendments to the Constitution must be given to the membership of the Society at least thirty (30) days before a General Meeting. To facilitate this requirement, all proposed amendments must be received by the Secretary of the Society three (3) months before the said meeting.
3. Any Constitutional changes proposed at the GM, without appropriate prior notice, shall be put to the vote and if accepted, shall be formally accepted as proposed, but may only be ratified at the following year's GM.

SECTION 10: LANGUAGE

1. The language of formal communication of the Society shall be English. This includes the language of official documentation of the Society, and the language of the Society's journal and newsletter.

SECTION 11: AFFILIATIONS OF THE SOCIETY

1. At the discretion of the Exco affiliation may be sought to other Societies and Organizations. This must be ratified by a simple majority at the next General Meeting.
2. The Exco is encouraged to co-opt members of the society serving executive positions on international societies in order to help foster closer links with similar organizations internationally.

SECTION 12: DISSOLUTION OF THE SOCIETY

1. The Society may be dissolved by a two-thirds majority vote of the entire membership of the Society. Such a proposal must also fulfil the constitutional requirements for all constitutional amendments in terms of notice.
2. Upon dissolution of the Society.
 - 2.1. All assets of the Society shall be sold, and liabilities discharged.
 - 2.2. Any surplus funds after the liabilities have been met shall be donated to an organization with similar aims to those of the Society which is itself exempt from the payment of income tax and the decision as to which organization shall receive the funds shall be agreed at the meeting at which the dissolution of the Society is decided.

SECTION 13 : BYLAWS

1. A separate document listing bylaws, as and when they are developed, shall be maintained.

SECTION 14: SIGNATURES

Accepted by SATS Exco
XX-XX-XXXX

Ratified by SATS GM
XX-XX-XXXX

M McCulloch

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SIGNATURE: PRESIDENT

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SIGNATURE: SECRETARY

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SIGNATURE: EXCO MEMBER

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