

CONSTITUTION
of the
PHYSIOLOGY SOCIETY OF SOUTHERN AFRICA

SECTION I: NAME

The name of the Society shall be the PHYSIOLOGY SOCIETY OF SOUTHERN AFRICA or PSSA (hereinafter referred to as the SOCIETY)

SECTION II: OBJECTIVES

The objectives of the Society shall be to:

promote all aspects related to the TEACHING, RESEARCH AND EMPLOYMENT IN
BASIC AND APPLIED HUMAN AND ANIMAL PHYSIOLOGY.

SECTION III: LEGAL PERSONALITY

The Society shall be vested with legal personality, may sue and be sued in its own name, may acquire and dispose of property, may enter into contracts and may in general do all that is necessary to promote the objectives and interests of the Society. All its assets and liabilities shall be for its own account and will not in any way form part of the estate/property of any of its members. The liabilities of members will be limited to membership fees. An official registered address for the Society will be stipulated.

SECTION IV: MEMBERSHIP

The following categories of membership shall exist:

IV.1 **Ordinary membership** of the Society shall be open to all persons with an interest in basic or applied physiology.

IV.2 **Senior membership**

a. A member of the Society automatically becomes a senior member when he/she, as a paid-up member of the Society of at least 5 years standing, reaches the age of sixty-five years.

b. A senior member enjoys all the rights, privileges and benefits of membership.

c. A senior member shall hold no office in terms of the provisions of Section VI of the Constitution.

d. A senior member is not required to pay annual membership fees.

IV.3 **Honorary Fellowship** of the Society may be conferred by decision of the Council upon persons who have by virtue of their standing and/or efforts contributed substantially over many years to the Society or have provided meritorious service to the community in pursuits of objectives in line with those of the Society. Honorary Fellowship is conferred for life and fellows are not required to pay annual membership fees, but may hold office in the Society and vote at meetings.

IV.4 **Election of ordinary, senior and affiliate members:** Persons who are eligible for Ordinary or Senior membership of the Society shall submit a written application. The application for membership will be ratified by ordinary majority vote of the Council of the Society (established in terms of Section VI of this Constitution and hereinafter referred to as the COUNCIL).

IV.5 **Voting rights:** Ordinary members and Honorary Fellows of the Society are entitled to vote on all matters submitted for decision, except the PRESIDENT, who will have an additional vote in the case of a deadlock.

IV.6 **Termination of membership**

a. The Council may, by affirmative vote of two-thirds of all members of the Council, suspend a member's membership for a stated period of time, or expel a member from the Society if he/she is found guilty of misconduct by the Council after an appropriate hearing.

b. The Council may, by ordinary majority vote, suspend a member's membership for a stated period of time or expel a member from the Society if he/she fails to pay his/her membership dues within the first three months after it has become due.

c. A member or Fellow shall cease to be a member of the Society if he/she submits a written resignation to the SECRETARY (elected in terms of Section VI of this Constitution); provided that he/she shall not be relieved of the obligation to pay arrear dues or any other amount he/she may owe to the Society.

IV.7 **Reinstatement**

a. The Council may, by affirmative vote of two-thirds of all members of Council, reinstate a former member.

b. The Council may make any reinstatement subject to any conditions it deems fit.

c. Application for reinstatement shall be in writing and shall be signed by the former member and shall be filed with the Secretary for submission to the Council.

SECTION V: **MEETING OF MEMBERS**

V.1 **General Meeting**

- a. A General Meeting of members of the Society shall be held on such a date and place as the Council may determine.
- b. Not less than nine and not more than twenty-four months shall elapse between General Meetings of members.
- c. The Council shall present a report on the activities of the Society since the last General Meeting, and shall specifically deal with the following matters:
 - i. The minutes of the previous General Meeting shall be tabled and make necessary amendments.
 - ii. The annual financial statement shall be considered and approved.
 - iii. The appointment of an external Accounting Officer to audit the statement of the previous year.
 - iv. Reports on any special resolutions adopted at Special Meetings shall be presented.
 - v. The election of Council Members and/or any other officers of the Society and discuss and/or dispose of all matters that may be submitted to the Meeting.

V.2 **Special Meeting**

- a. A Special Meeting of members of the Society may be called by the Council, the President elected in terms of Section VI of the Constitution (and hereinafter referred to as the PRESIDENT) or on the written request of at least one-twentieth of the members of the Society, addressed to the Secretary. The request shall contain the objective for which the Special Meeting is to be convened.
- b. No matter regarding the Constitution or any other rule or regulation of this Society shall be considered, dealt with and/or disposed of at such a meeting, and no business shall be transacted other than that for which the Meeting was convened.
- c. Where a Special Meeting of members of the Society is attended by a smaller number of members than attended the immediately preceding General Meeting of the members of the Society, no resolution shall be taken or statement issued that purports to reflect the official view of the Society.

V.3 **Convening of Meetings**

- a. **Venue and time of Meetings:** The Council shall designate the time and place, either within or without the Republic of South Africa, for any General or Special Meeting of members of the Society.

b. **Notice of Meeting:**

i. A written notice stating the place, day and hour of a General or Special Meetings of members of the Society shall be delivered to all members of the Society by the Secretary not less than 30 days before the meeting.

ii. In case of a Special Meeting of members the purpose for which the meeting is called shall be stated in the notice.

iii. Where notice of a Meeting is delivered to members by mail, it shall be deemed delivered when such notice, addressed to the last known address of the member as reflected in the register of members of the Society, is mailed.

c. **Quorum:** A quorum at a General Meeting or Special Meeting shall be 10% voting members or members holding not less than 10% votes by virtue of proxies presented as in (d), provided that:

i. Two Council members are present.

ii. If 30 minutes after the officially notified starting time of the Meeting, a quorum cannot be formed, then the Meeting shall adjourn to a time and place as agreed by the Council members present. The Council members present shall advise all members of Council without delay of the time and place of the rescheduled meeting. If a quorum is again not formed at the next Meeting, the members present will be deemed to represent a quorum to deal with the business at hand.

d. **Voting:** Subject to any other provisions to the contrary in this Constitution, an ordinary majority vote of members present and voting at any meeting shall be deemed an act of this Society and members may cast his/her vote personally or by way of a written and signed proxy presented to the Secretary prior to, or at the Meeting concerned.

SECTION VI: **COUNCIL OF THE SOCIETY**

VI.1 **Powers and duties:** The Council of the Society shall:

- a. in general carry out the necessary functions to promote the objectives and interests of the Society;
- b. formulate the long-term planning of the Society;
- c. ensure the orderly transfer of the administration of the Society from the retiring Council to the incoming Council;
- d. carry out all instructions of a General or Special Meeting of members;
- e. submit a report of its activities at each General Meeting of members;
- f. assume direct responsibility for all financial aspects of the Society.
- g. appoint the team of judges for the Wyndham Prize Competition.
- h. elect Fellows of the Physiology Society of Southern Africa.

VI.2 **Council members**

- a. The Council of the Society shall consist of a President, a Vice-President (the convenor of the next Annual Conference of the Physiology Society of Southern Africa), a Secretary/Treasurer, who, together, shall form the Executive of the Council. Three additional members shall be elected.
- b. The term of office of the President and Secretary/Treasurer shall be three years, and for the Vice-President and additional members until the next General Meeting designated for Council elections.

VI.3 **Election of Council members**

- a. The President, Secretary/Treasurer and the three additional members of the Council will be elected at a General Meeting of the Society by ordinary majority vote after each such persons have been properly nominated and seconded.
- b. Election of Council members shall be conducted by secret ballot.
- c. The Council may co-opt other members as it deems fit.
- d. Council members may only serve for two consecutive terms.
- e. Any casual vacancy that may arise in the Council, shall be filled by the Council co-opting a member of the Society into such a vacancy for the unexpired term of office of the Council.

VI.4 **Powers and duties of the President:** The President of the Society shall:

- a. preside at all Meetings of the Society;
- b. have a casting vote in the case of a tie in votes;

c. in general carry out those tasks entrusted to him/her by a Meeting of the members or by the Council;

VI.5 Powers and duties of the Vice-President

a. The Vice-President of the Society shall co-ordinate the PSSA Conference during the year of service, and report on the arrangements, programme and matters relating to the PSSA Conference in general;

b. In the absence of the President, the Vice-president shall preside at all Meetings of members;

c. The Vice-President shall in general carry out those tasks entrusted to him/her by a Meeting of members of Council;

d. see to the settlement of accounts of the PSSA Conference;

e. keep the accounts and books of the PSSA Conference;

d. appoint, in consultation with the President, the judges for the Johnny van der Walt poster prize competition.

VI.6 Powers and duties of the Secretary/Treasurer: The Treasurer of the Society shall:

a. send out all agendas;

b. keep a proper register of members of the Society;

c. arrange for the collection of annual membership fees;

d. see to the settlement of accounts of the Society;

e. keep the accounts and books of the Society;

f. draw up the financial sheets and arrange for the auditing thereof by a duly qualified accounting officer, and submit it to the General Meeting of members for approval on an annual basis; provided that the Council at its discretion may determine the way in which the funds of the Society shall be invested and/or withdrawn; provided further that all books and registers of the Society shall be open to inspection by any member of the Society at any reasonable time. The Society's financial year shall be from 1 May to 30 April and the annual financial statements shall be finalised not later than three months after the end of the financial year;

g. preside at all Meetings of members or of Council in the absence of both the President and the Vice-President;

h. in general carry out those tasks entrusted to him/her by the President and/or Council.

VI.7 Council meetings

- a. A general meeting of the Council shall be held prior to the General Meeting of members of the Society; and at least twice yearly.
- b. The President may in his/her discretion call special meetings of the Council at times and in places designated by him/her.
- c. A written notice stating the place, day and hour of any meeting of the Council shall be delivered to all members of the Council by the Secretary at least thirty days prior to such a meeting.
- d. Where notice of a meeting is delivered to members by mail, it shall be deemed delivered when such notice, addressed to the last known address of the member as reflected by the register of members of the Society, is mailed.
- e. It shall not be necessary for a notice of a special meeting of the Council to reflect the object of such a meeting.
- f. **Quorum:** Four *elected* members of the Council shall constitute a quorum. Without the necessary quorum a meeting may be adjourned by the members present without further notice.
- g. **Voting:** Subject to any other provision to the contrary in this Constitution, decisions of the Council shall be taken by ordinary majority vote of members present. Co-opted members have no vote.
- h. **Regional representation:** It is intended that as many geographical regions as possible be represented on the Council of the Society.

SECTION VII: ANNUAL MEMBERSHIP FEES

The Council shall from time to time determine the annual membership fees payable by members of the Society, and shall determine the way in which it shall be paid to the Treasurer. Annual membership fees shall be payable on 1 March of each year.

SECTION VIII: ENDOWMENTS, GIFTS, AND LEGACIES

Endowments, gifts and legacies donated to the Society shall be administered by the Council at their discretion, or in terms of endowments, gifts, legacies, medals, prizes, scholarships or lectureships. The disposal of such donations will at all times be strictly according to the terms under which the said endowment/donation was given and received. No member shall benefit either directly or indirectly from income or profits derived from such donations to the Society. No profits or gains shall be distributed to any person, and the funds of the Society will be utilised solely for investment or the objectives for which it was established.

SECTION IX: INVESTMENT OF FUNDS

Society funds available for investment may only be invested with registered financial institutions as defined in Section I of the Financial Institutions (Investment of Funds) Act, 1984, or in securities listed on a licensed stock exchange as defined in the Stock Exchange Control Act, 1985. The Society will not carry on any business, including *inter alia*, ordinary trading operations in the commercial sense, speculative transactions, divided stripping activities or letting of property on a systematic or regular basis.

SECTION X: AMENDMENTS TO THE CONSTITUTION

The Constitution may be repealed or amended only upon decision supported by two-thirds of the total membership of the Society eligible to vote, and made at a General Meeting of the Society; provided that written notice of the motion to repeal or amend the Constitution will have been delivered to all members of the Society at least 30 days prior to the Meeting. All changes to the Constitution shall be lodged in writing with the Commissioner of Inland Revenue.

SECTION XI: DISSOLUTION OF THE SOCIETY

The Society may be dissolved by way of a two-thirds majority vote taken at any General Meeting or Special Meeting of members; provided that notice of the motion to dissolve shall be delivered to all members of the Society at least 30 days prior to such a Meeting. In the event of the Society dissolving, the remaining assets will be donated or transferred to another organisation with objectives similar to those of the Society, and which is itself exempt from Income Tax.