

Constitution

CONSTITUTION OF THE PAEDIATRIC CARDIAC SOCIETY OF SOUTH AFRICA A Special Interest Group of the SA Heart Association (As amended 24.10.2011)

The Paediatric Cardiac Society of South Africa (PCSSA) is an organisation of physicians, surgeons, scientists and allied professionals with an interest in the study and care of children with heart diseases. Its mission is to improve the care of children with heart disease by promoting research, education, and training and through assisting the development of optimal healthcare policies and standards.

The Paediatric Cardiac Society of South Africa (PCSSA) is a Special Interest Group within the South African Heart Association (SA Heart). The Paediatric Cardiac Society of South Africa is part of the legal entity that is SA Heart Association and will therefore be run subject to the same rules as regards financial management, fiscal policy and in accordance to the ethics of SA Heart Association.

CONSTITUTION

1. NAME

The name of the society shall be "THE PAEDIATRIC CARDIAC SOCIETY OF SOUTH AFRICA - a special interest group of SA Heart Association"

2. LEGAL STATUS

The society has been established not for gain and is and shall continue to be a body corporate, with perpetual succession and power to sue and be sued in its own name. The liability of members shall be limited to the amount of subscription due by them and they shall have no right to the property of the Society. The Society shall operate within the Republic of South Africa.

3. PURPOSE

The purpose of the Society is to promote all aspects pertaining to the health of children with heart disease.

4. OBJECTIVES

The Society shall:

- 4.1 Operate as an educational institute of a public character, facilitating local, national, and international meetings.
- 4.2 Promote collaboration between members and provide facilities for data collection on cardiovascular diseases in children.
- 4.3 Promote research opportunities and participation of its members in National and International trials.
- 4.4 Establish professional standards and guidelines on the care of children with heart disease and promote their use amongst professional societies, healthcare funders and hospitals.
- 4.5 To represent, promote and protect the professional interests of paediatric cardiologists and paediatric cardiac surgeons.
- 4.6 These objectives will be channelled through the existing SA Heart structures where applicable.

5. MEMBERS

There shall be the following classes of members: -

5.1 Ordinary Members: Cardiologists, Paediatric Cardiac Anaesthetists, Cardiovascular Surgeons and specialists in training who have joined the South African Heart Association can apply for membership of the Society. Ordinary membership of the Society is contingent upon the payment of an annual subscription, set by the Society. Ordinary Members are entitled to attendance of all meetings and functions of the Society and to receive all benefits of membership. Ordinary members in good standing shall be entitled to one vote at an annual general meeting or, special meeting, of the Society. The Executive Committee will confirm Ordinary Membership and the list of new members will be presented to the Annual General Meeting and any member shall have the right to place an objection or comment.

5.2 Associate Members: Other medical practitioners, technologists, nurses and representatives of industrial organisations

with active interests in the field of paediatric cardiovascular diseases. Executive committee will grant associate membership to new members. Associate members will have no voting rights.

5.3 Honorary Members: the Executive Committee will grant honorary life membership to local or international individuals who have been deemed to have excelled in the sub-specialty represented by the Paediatric Cardiac Society of South Africa.

6. REGISTER OF MEMBERS

6.1 When the Executive Committee has granted membership, particulars of the names, addresses, telephone numbers and other relevant information relating to the member and the member's representatives, if any, shall be entered in the register of members which shall be deemed to be a correct record.

6.2 A member shall inform the Executive Committee of all changes in the information recorded in the register and shall be responsible for ensuring that the correct information is so recorded.

7. TERMINATION OF MEMBERSHIP

Membership shall terminate: -

7.1 When the member's resignation is submitted in writing to the President of the Society or,

7.2 When the membership fee of the member has remained unpaid for a period of 1 year from the date upon which it was due and payable, or

7.3 When, for any reason, the Executive Committee terminates the membership by giving the member written notice posted to the last address of the member in the register: this provision shall not apply to the honorary members. The provisions set out in this constitution relating to discipline shall apply to termination for the purpose of discipline. Such matters shall be defined as acts that are outside or contrary to the objectives of the Society or have brought the Society to disrepute or caused serious financial irregularities within the activity of the Society.

7.4 A copy of the constitution shall be kept in the minute book in the possession of the Society.

8. ANNUAL GENERAL MEETING OF MEMBERS

8.1 The Executive Committee shall convene an annual general meeting of Ordinary Members upon not less than 21 day's notice, within 6 months of the end of each financial year to consider the following matters: -

1. The minutes of the previous meeting.
2. The Presidents report presented by the President or his nominee.
3. The annual financial statemen.
4. The general policy of the Society;
5. Election of the Executive Committee;
6. Other business of which due notice has been given, whether described specifically or as general business.

8.2 The Executive Committee or a group of at least 10% of ordinary members may convene further general meetings upon not less than 21 day's notice to consider the business specified in the notice of the meeting, when it deems fit.

8.3 Notice of any general meeting of members or of an Executive Committee meeting, given in writing and posted to the last address recorded in the register of members, shall be deemed to have been received seven days after posting.

8.4 A quorum for the purposes of voting on any matter, not otherwise specified, shall be a minimum of 7 Ordinary members in good standing. 8.5 The Annual General Meeting of the Society shall serve as the Annual Business Meeting of the Society.

9. EXECUTIVE COMMITTEE

9.1 The Executive Committee shall be responsible for the management of the affairs of the Society and for the employment of the policy of the Society accepted at the Annual General Meeting. If a new issue or a necessary change arises the Executive Committee is authorised to take necessary steps to ensure the successful accomplishment of the goals of the Society but shall seek the approval of the members at the next Annual General Meeting.

9.2 The election of the Executive Committee should be by secret ballot whenever there is more than a single nominee. A request for nominations for President and the Executive Committee will be sent by electronic mail to all Ordinary members in good standing at least 30 days before the Annual General Meeting. Nominations will close 7 days before the AGM. Voting will take place by secret ballot at the AGM. All members of the Executive Committee shall be elected to hold office for a two-year period.

9.3 There shall be 5 members of the Executive Committee elected as follows: -

9.3.1 The President will be elected directly by Ordinary members at the Annual General Meeting. The President will be a member of the Executive committee and shall, when there is an equality of votes have a casting vote. The office of the

President could be held for two consecutive periods only (i.e. 4 years) and then by invitation, ex officio for another two years.

9.3.2 The members of the Annual General Meeting shall elect four members of the Executive Committee. At least one member of the executive committee must be capable of representing either the public or academic disciplines.

9.3.3 The Executive Committee shall elect a Vice-President, Treasurer, Secretary and such other officers as it deems fit.

9.3.4 The Executive Committee shall keep proper minutes of its meetings and, subject to the other provision of this constitution, shall convene and conduct its meetings in the manner that it from time to time decides.

9.3.5 Three members of the Executive Committee, including the President or his/her designate, shall constitute a quorum.

9.3.6 Membership of the Executive Committee shall terminate if the member fails to attend 50% of the meetings of the committee in one year, without having been granted prior leave of absence.

9.3.7 The Executive Committee shall have the authority to co-opt a maximum of two ordinary members to the committee.

The Chairman of the Organizing Committee for the 6th World Congress of Paediatric Cardiology and Cardiac Surgery in Cape Town in 2013 shall be one of the co-opted members

10. FINANCE

10.1 The Executive Committee shall appoint a Treasurer who shall be responsible to the Executive Committee to ensure the proper operation of a bank account in the name of the Society and that the financial affairs of the Society are properly recorded.

10.2 The treasurer, in consultation with the President, shall prepare an annual budget to be presented to the Executive Committee for approval.

10.3 The prior consent of the Executive Committee shall be required for expenditure that has not been provided for in a budget.

10.4 An annual audited statement of the assets of the Society and of its income and expenditure shall be prepared within six months of the end of each financial year, and shall be submitted to the Executive Committee and the Annual General Meeting of members. A registered accountant and auditor who is not a member of the Executive Committee may audit the statement.

10.5 The financial year of the Society shall end on 31 March of each year.

10.6 A copy of the audited financial statement will be forwarded to SA Heart.

11. POWERS

The Society shall have all the powers needed to fulfil its objective and, without prejudicing the generality of its powers may: -

11.1 Provide courses, seminars and education resources of every description to provide all-round training for medical and paramedical health works in the field of paediatric heart disease at a level conforming to international standards.

11.2 Develop a database and provide other ancillary resources for such training and co-operate with and assist agencies involved in paediatric heart disease management and training.

11.3 Make recommendations or negotiate on financial matters and professional standards of direct concern to patient's treatment or the membership of Society.

11.4 Acquire movable and immovable property from any source and invest and reinvest its funds in property of every description; insure, preserve or turn to account, alienate and encumber assets; open and operate on accounts with reputable financial institutions.

11.5 Employ, pay and discharge staff, professional advisers, agents and contractors for any purpose.

11.6 Borrow, lend, lease, hire, let mortgage and pledge assets, provide guarantees and suretyships in connection with its assets, and engage in legal proceedings of any description.

11.7 Establish branches and co-operate with, establish or promote any other body or person for any purposes, which may be calculated to benefit the Society directly or indirectly.

11.8 Establish special educational funds.

12. LIMITATIONS OF POWERS

Donations & remunerations should be governed by the laws related to Public Benefit Organisations: Income Tax Act, 1962 (Act No. 58 of 1962 as amended), The Taxation Laws Amendment Act, No. 30 of 2000, which came into operation on 15 July 2001 and under section 21 of the Companies Act, 1973

13. NON PROFIT ORGANISATION ACT

In order to meet the requirements of the Non-profit Organisations Act number 71 of 1997 and of the Director of Fundraising, the following provisions shall apply:-

13.1 The Society shall operate throughout South Africa.

13.2 No member of the Executive committee may have a direct interest in or benefit from any contract that the Society may conclude with any company.

13.3 Paid officials of the Society may serve on the management in an advisory capacity but will have no voting rights.

13.4 Should the services of a professional fund-raiser be used for the collection of contributions, the expenses (remuneration and/or commission included) may not exceed 40% of the total proceeds of the collection.

13.5 The financial year of the Society shall end on 31 March each year.

13.6 All proposed amendments to the constitution should be submitted to the Executive committee for approval.

13.7 If upon dissolution there remain any assets whatsoever after the payment of all debts and liabilities, such assets shall not be paid to or distributed among its members, but shall be given to the SA Heart Association. Should SA Heart not be existence then the assets may be paid to any other non-profit organisations having similar objectives as may be decided either by the members at the general meeting at which it was decided to dissolve the Association.

14. AMENDMENT OF CONSTITUTION

14.1 The constitution may be amended with the approval of two-thirds of the ordinary members present at an Annual General Meeting of members, of which 21 days notice has been given. The notice shall state the nature and reasons for the proposed amendments.

14.2 The amended constitution shall be submitted to the Commissioner of Inland Revenue, if that official has confirmed tax-exempt status.

15. DISSOLUTION

15.1 The society may be dissolved in terms of a resolution passed by two-thirds of the members present at a meeting of which 21 day's notice has been given. The notice shall state that the question of dissolution of the Society, the reasons and the disposal of the assets shall be considered.

15.2 If there is no quorum at such a meeting, the meeting shall stand adjourned for not less than one week and the members attending the adjourned meeting of which further notice shall be given, shall constitute a quorum.

15.3 On dissolution the net assets of the Society shall be paid to SA Heart. If SA Heart is not in existence then the assets shall be paid to another non profit institution in the Republic of South Africa, which has similar aims and is itself exempted from the payment of income tax, donations tax and estate duty.

16. DISCIPLINARY PROCEEDINGS

Any person may lay a complaint against any member of the Society, staff person, officer or Executive Committee member or officer with the Executive Committee, which shall without delay call for a full statement from the complainant. If the Executive Committee considers there is merit in the complaint it shall follow the following procedure until the matter has been resolved.

16.1 The Executive Committee may forthwith or at any later time suspend the office bearer or staff person and make other arrangements for the performance of his or her powers and duties.

16.2 The Executive Committee shall call for a full response from the accused, which may respond in writing or in person.

16.3 The response shall be considered at a properly constituted Executive Committee meeting; when the Executive Committee may call for further evidence in such form as it considers fit, and the accused shall be informed of and be allowed to respond to all such evidence.

16.4 When the Executive Committee decides that it has sufficient information and a fair hearing has been given, it may forthwith terminate the office, or terminate the appointment of the office bearer. In the case of a staff person the Executive Committee shall follow similar procedure, amplified by the labour laws, which may apply from time to time.