



CONSTITUTION of the South African Society for Dermatologic Surgery

1. NAME AND ESTABLISHMENT

- 1.1. The Society is an association of persons formed and established in the Republic of South Africa.
- 1.2. The Society shall be called the South African Society for Dermatologic Surgery.
- 1.3. The official shortened name of the Society shall be SASDS.

2. INTERPRETATION

- 2.1. In these presents:
 - 2.1.1. "day" means calendar days unless specified as 'business day(s)' which refers to all days of the week except Saturday, Sunday, and Public Holidays.
 - 2.1.2. "HPCSA" means Health Professions Council of South Africa.
 - 2.1.3. 'member(s)' means members with voting rights save where specifically referred to as 'members with or without voting'.
 - 2.1.4. "month" means calendar months.
 - 2.1.5. "SARS" means the South African Revenue Service.
 - 2.1.6. "these presents" means this Constitution and annexures thereto, if any.
 - 2.1.7. "the Society" means the South African Society for Dermatologic Surgery (SASDS).
 - 2.1.8. "year" means calendar years.

- 2.2. Unless the context otherwise requires, any words importing the singular number only, shall include the plural number and vice versa and words importing any one gender only, shall include the other gender.

3. OBJECTS

Dermatologic Procedures and Surgery for the benefit of dermatologists and the public. In furtherance of these objects the Society may:

- 3.1 Promote and carry out or assist in promoting, teaching, and carrying out research, surveys and investigations and publish the useful results thereof.
- 3.2 Collect and disseminate information on all matters affecting the said objects and exchange such information with other bodies having similar objects whether in this country or any other country.
- 3.3 Bring together in conference, representatives of voluntary organisations, government departments, statutory authorities, and individuals.
- 3.4 Cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise, such papers, books, periodicals, pamphlets, or other documents as shall further the said objects.
- 3.5 Carry out its objectives in a non-profit manner, with an altruistic or philanthropic intent.
- 3.6 Do all such other lawful things as are necessary for the attainment of the said objects.

4. MEMBERSHIP

- 4.1. The members of the Society shall be those persons who at the date of coming into effect of this Constitution were members of the Society in terms of the prior Constitution of the Society and such other persons who after such date become members in terms of this Constitution.
- 4.2. Membership of the Society shall consist of three classes namely Ordinary, Trainee and Honorary memberships.
 - 4.2.1. Ordinary Membership shall be available to any specialist dermatologist on the register of the HPCSA or other international health councils. Proof of qualification

as a specialist dermatologist is required. Ordinary members will have full voting rights, consisting of one (1) vote per member.

4.2.2. Trainee Membership shall be available to any Trainee Dermatologist who has a National training number. Trainee members do not have voting rights.

Should the Trainee be registered with the HPCSA as a specialist dermatologist, such member will automatically become an ordinary member and must notify the Secretary of the Society.

4.2.3. Honorary Membership can be bestowed as either lifelong or year-to-year memberships to individual members or beneficiaries of this Society. Committee members or ordinary members can nominate someone for honorary membership, and this will be either ratified or rejected by the members at a General Meeting. Honorary Members will have full voting rights, consisting of one (1) vote per member. Honorary Members are not required to pay subscriptions.

4.3. The names and addresses and other contact details of all members shall be recorded by the Secretary to whom members shall give notice from time to time of any change of address and other contact details. The Secretary shall ensure that the Society abides at all times with the Protection of Personal Information Act (POPIA).

4.4. All members shall remain members until membership is terminated either by resignation or by decision of the Committee, the Committee may terminate membership:

4.4.1. On failure to pay subscriptions or any special levy approved by Members in General Meeting.

4.4.2. Due to conduct as specified in clause 8.6.

4.5. The Committee may suspend voting rights of any members who have not paid their subscriptions prior to any voting.

5. SUBSCRIPTIONS

5.1. Ordinary and trainee members shall pay an annual subscription, at a date determined by the Committee, the amount of such subscriptions being recommended by the Committee and ratified at an Annual General Meeting of the Society.

5.2. Payment of such subscription shall be administered by the Treasurer, acting on instructions given by the Committee.

6. COMPOSITION OF COMMITTEE

- 6.1. The day-to-day business of the Society shall be conducted by a Committee of members, the committee shall consist of:
 - 6.1.1. The President.
 - 6.1.2. The Treasurer.
 - 6.1.3. The Secretary, and
 - 6.1.4. Three other elected members.
 - 6.1.5. The Past President providing that he/she is willing and able to serve.
- 6.2. The members of the Committee will be the office-bearers of the Society and these Committee members will manage the Society.
- 6.3. The members of the Committee shall serve for a term not exceeding two (2) years and shall, subject to Clause 7, be eligible for re-selection at the end of that term.
- 6.4. A member of the Committee may retire at any time during his or her term of office by notice in writing to either the President or the Secretary.
- 6.5. Any vacancy occurring on the Committee other than by retirement may be filled by a member to be co-opted by the Committee.
- 6.6. The Committee may co-opt other members as it sees fit.
- 6.7. Notwithstanding anything to the contrary herein elsewhere provided, any member of the Committee who ceases to be a member of the Society or absents himself / herself without leave from three consecutive Committee meetings shall *ipso facto* cease to be a member of the Committee.
- 6.8. Members of the Committee shall be elected at the Annual General Meeting, refer clause 7.
- 6.9. No single member may have the ability or authority, directly or indirectly, to control the decision-making powers of the organisation.

7. ELECTION OF PRESIDENT, SECRETARY AND TREASURER

- 7.1. President, Secretary and Treasurer:

- 7.1.1. The President, Secretary and Treasurer shall be elected at an Annual General Meeting and shall hold office for a term of two (2) years and shall be eligible for re-election at the end of that term.
- 7.1.2. The President, Secretary and Treasurer shall, notwithstanding that which is stated in clause 7.1.1 above, not be eligible for election for more than three consecutive periods of two years, provided that the Secretary and Treasurer shall be eligible to be elected as President, in which event the person so elected shall be eligible.
- 7.1.3. Nominations for the offices of President, Secretary and Treasurer shall be lodged with the Secretary in writing, or by email, not less than fourteen (14) days before the Annual General Meeting at which such nominations are intended to be made. If other nominations are not received for the filling of vacancies, the Committee's nominees shall be deemed elected.
- 7.1.4. In the event of nobody being nominated for the offices of President, Secretary and Treasurer then the Committee may elect to have the current President, Secretary and Treasurer continue in office until such time as nomination are received and the office is filled. This provision shall override the terms set out in clause 7.1.2.
- 7.1.5. If through the casting of an equal number of votes for the President, Secretary or Treasurer it shall not be possible to decide which of such members have been elected to the Committee, the President shall order that the members present shall re-vote on which of such members have been elected to the Committee.
- 7.2. Fiduciary Responsibilities of the President, Secretary and Treasurer:
 - 7.2.1. The three persons holding office as President, Secretary and Treasurer accept fiduciary responsibility for the Society and may not be connected within the third degree of consanguinity.
 - 7.2.2. The President, Secretary and Treasurer must act with prudence, integrity, and reasonable care.
 - 7.2.3. The President, Secretary and Treasurer are responsible for the management and or control of the income or assets of the Society.
 - 7.2.4. The President, Secretary and Treasurer shall be indemnified by the Society against any liabilities *bona fide* incurred by them in their respective capacities including in

the defence of any proceedings, civil, criminal, or otherwise, in which relief is granted to any such person/s by the court or tribunal concerned.

7.2.5. The President, Secretary and Treasurer may invest surplus funds as desired provided this does not amount to an indirect distribution of profits or the award of impermissible benefit.

8. POWERS OF THE COMMITTEE

The Committee shall have the power:

- 8.1 to act in conformity with and give effect to the objects of the Society,
- 8.2 to co-opt, for any period preceding the next Annual General Meeting, a member, or members of the Society to fill temporary or permanent vacancies in the Committee,
- 8.2 to assign to any member of the Committee, or to appoint any member of the Society to undertake in conjunction with the Committee, such duties upon such terms and for such reasonable remuneration as the Committee may consider expedient for the purpose of assisting the management of the affairs of the Society,
- 8.3 to prescribe procedure for meetings of the Committee save that in the event of an equal decision the President of the Society shall have a casting vote and four members shall constitute a quorum,
- 8.4 to give effect to any direction given to the Committee at a General Meeting of the Members,
- 8.5 to appoint any special sub-committee of the Society with power to appoint any person to serve on such sub-committee even though such person is not a member of the Society,
- 8.6 to enquire into charges against any member, with or without voting rights, and to suspend for such period at the Committee may determine or expel from the Society any such member for conduct which in the opinion of the Committee is prejudicial to the interest or reputation of the Society,
- 8.7 to make by-laws consistent with the terms of this Constitution and the objects of the Society, which by-laws shall be subject to confirmation at the next Annual General Meeting;
and

8.8 in general, to do all such other lawful things as are necessary for the attainment of the said objects.

9 COMMITTEE MEETINGS

9.1 At least four (4) Committee meetings shall be held between succeeding Annual General Meetings, these meetings may be held by electronic means.

9.2 The President shall preside over all meetings at which he/ she shall be present. Such other member of the Committee elected by the members present at any meeting from which the President shall be absent, shall preside over and act as President at such meeting.

9.3 The Secretary is required to ensure that there are minutes for all Committee Meetings, minutes must be retained and available to all members for a period of five (5) years. Minutes may be maintained and distributed electronically.

10 DISTRIBUTION AND USE OF ASSETS OF THE SOCIETY

10.1 The Members of the Society and the Committee may not distribute any of its funds to any person, other than in the furtherance of any public benefit activity.

10.2 The funds of the Society shall solely be used for the objects for which it has been established or shall be invested with registered financial institutions as defined in section 1 of the Financial Institutions (Investment of Funds) Act, 1984 (Act No. 39 of 1984) or in securities listed on a stock exchange as defined in the Stock Exchanges Control Act, 1985 (Act 1 of 1985).

10.3 The activities and resources of the Society must be used solely for the principal objects for which the Society was established.

10.4 No activity of the Society is intended to directly, or indirectly, promote the self-interest of any of the members, with or without voting rights, office-bearers and or employees of the Society other than by way of reasonable remuneration.

10.5 Members, with or without voting rights, shall have no entitlement or interest in any of the assets of the Society.

- 10.6 The Society may not accept any donation that may be revoked by the donor for reasons other than the Society failing to abide by the designation purposes and conditions of the donation.
- 10.7 The Society may not use its resources directly or indirectly to support, advance, or oppose any political party.

11 GENERAL MEETINGS

- 11.1 The Annual General Meeting (AGM) of the Society shall be held on a day within six months after the financial year end for the purpose of:
 - 11.1.1 Approval of the minutes of the prior AGM.
 - 11.1.2 Receiving the Report of the President.
 - 11.1.3 Receiving the Report of the Treasurer.
 - 11.1.4 Approval of the Annual Financial Statements for the previous financial year.
 - 11.1.5 Appointment of the independent Reviewer.
 - 11.1.6 Electing the President, Secretary and Treasurer of the Society and the other members of the Committee.
 - 11.1.7 Considering any notice of motion which due notice has been lodged with the Secretary and any other business or matters of interest to the Society.
- 11.2 A Special General Meeting (SGM) shall be convened by:
 - 11.2.1 Order of the Committee; or
 - 11.2.2 On a requisition signed by at least 4 (four) members.
- 11.3 Notice of the Annual General Meeting or of any Special General Meeting shall be given at least twenty-one (21) days before the holding thereof.
- 11.4 Notice of any motion to be submitted to a General Meeting shall be received in writing by the Secretary at least twenty-one (21) business days before the date of the meeting and any such motion must be included in the notice for the General Meeting.
- 11.5 A quorum for any General Meeting shall be 20% of members with voting rights and every such member present at a General Meeting shall have the right to a vote. Members unable to attend a General Meeting shall be entitled to vote by e-mail and be entitled to give proxy to another member. Email votes and proxies must be received at least five (5) business days before the meeting.

11.6 A General Meeting may be held by electronic means should it not be possible to hold such meeting in person. The Committee has the right to make such a decision which shall only be given for reasonably good cause.

11.7 The Secretary is required to ensure that there are minutes for all General Meetings, minutes must be retained and available to all members for a period of five (5) years. Minutes may be maintained and distributed electronically.

12 GUESTS

12.1 One or more official guests may be invited to attend certain meetings of the Society.

12.2 All members wishing to invite visitors to a meeting must notify the Secretary at least 1 (one) week before such meeting.

13 TRADING ACTIVITIES

13.1 The Society shall not carry on a business undertaking or trading activity otherwise than to the extent that the undertaking or activity is integral and directly related to the principal objects of the Society and are carried out or conducted on a basis substantially the whole of which is directed towards the recovery of costs.

13.2 The Society may not be party to or permit itself to be used for any transaction, operation, or scheme, the sole or main purpose of which is or was to reduce, postpone, or avoid any tax, duty or levy which would otherwise have been or would have become payable by any person under the Income Tax Act or under any other Act administered by the Commissioner.

14 FINANCIAL STATEMENTS

14.1 Any books of account, records, or other documents of the Society must be retained and carefully preserved for a period of five (5) years after the last date of an entry in any book or, if kept in electronic or any other form, for a period of five (5) years after the completion of the transaction, act, or operation to which they relate. It is the responsibility of the President, Secretary and Treasurer to ensure that the necessary records are kept.

- 14.2 The Society is obliged to render annual income tax returns. Supporting documents must not be submitted together with the return, however, such documents must be retained for a period of five (5) years should SARS require the Society to substantiate any aspect of the declaration in the tax return.
- 14.3 The financial year of the Society shall be from 1 July to 30 of June, annual financial statements, inclusive of an income statement and balance sheet, shall be compiled for each financial year.
- 14.4 The Society's financial records must be subject to an annual independent Review, which review will be in the manner as required by the Companies Act.

15 AMENDMENT OF CONSTITUTION

- 15.1 A Copy of all amendments to the Constitution under which the Society was established will be submitted to the Commissioner for SARS.
- 15.2 The Constitution shall not be amended or repealed except on notice of any such amendment submitted to the Secretary of the Society, in writing, not less than twenty-one (21) business days before the General Meeting at which the amendment is to be proposed.
- 15.3 Any amendment or alteration to this Constitution shall only be passed by two-thirds majority of the members. Members unable to attend the General Meeting so called shall be entitled to vote on any amendment or repeal of the Constitution by email. Should a member choose to vote email, and / or submit a proposal to amend a proposal already presented, the email must be received at least fourteen (14) days before the meeting .
- 15.4 Members who are not present at the aforementioned meeting may nominate another member as their representative by completion and signature of a proxy voting form indicating their voting intentions and the name of the nominated representative, the proxy form must be received by email at least fourteen (14) days before the meeting.
- 15.5 Notice in writing of such General Meeting, setting forth the terms of the amendment(s), shall be sent to each member of the Society together with proxy voting forms, at least twenty-one (21) days before the meeting.
- 15.6 No amendment shall be made which would have the effect of causing the Society to no longer be a public benefit organisation at law.

16 DISSOLUTION OF THE SOCIETY

- 16.1 Should the Committee by a simple majority decide at any time that on a reasonable ground, it is necessary or advisable to dissolve the Society, the Committee shall call a General Meeting of all members of the Society who have the power to vote by giving not less than 21 days’ notice, which shall include the terms of the Resolution to be proposed thereat.
- 16.2 If the decision of the Committee to dissolve the Society is confirmed by two-thirds majority of those with voting rights present or by proxy or by giving vote by email. Proxies and emails shall be sent to the Secretary at least 5 days beforehand, then the Committee shall have the power to dispose of any assets held by or on behalf of the Society.
- 16.3 Upon dissolution of the Society all its assets, net of liabilities, shall be transferred to a similar public benefit Society which has been approved in terms of section 30 of the Income Tax Act 58 of 1962 as amended, or to any institution, board or body which is or are exempt from tax under the provisions of Section 10(1)(cA)(i) of the Income Tax Act.

17 REPEAL OF PRIOR CONSTITUTION

The provision of this Constitution shall come into effect on the 26th of August 2023 as from which date the whole of the prior Constitution of the Society shall lapse and be of no further effect subject. All resolutions passed and by-laws made in terms of any prior Constitution shall be deemed to have been passed in terms of this Constitution save to the extent that they may conflict therewith.

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President
Dr S Hartshorne

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Treasurer
Dr A Parker

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Secretary
Dr N Gantsho