

THE SOUTH AFRICAN SOCIETY FOR PARENTERAL AND ENTERAL NUTRITION

CONSTITUTION (March 2018)

1 **NAME**

The Society shall be called the South African Society for Parenteral and Enteral Nutrition, hereinafter referred to as "the Society".

2 **ADDRESS OF THE SOCIETY**

Physical address: 4 Karen Street, Bryanston, 2021, South Africa

Postal address: PO Box 868, Ferndale, 2160, South Africa

Email: saspenservices@vdw.co.za

3 **BODY CORPORATE**

The Society shall be a common-law association, and exist in its own right, and shall have perpetual existence separate from its members and office bearers. It may own property and other possessions, sue and be sued in its own name, and limit the liability of its members and office bearers to the amount of two rand per member or office bearer. The Society shall be subject to the laws of South Africa.

4 **VISION:**

To promote, coordinate and encourage the development and application of clinical nutrition practices in South Africa.

5 **OBJECTIVES**

5.1 To improve the management of all aspects of clinical nutrition practices in South Africa.

- 5.2 To promote contact with national and international groups with similar objectives.
- 5.3 To promote research into clinical nutrition.
- 5.4 To promote education at all levels in clinical nutritional practices.
- 5.5 To organise regular regional and national symposia or congresses.

6 **MEMBERSHIP**

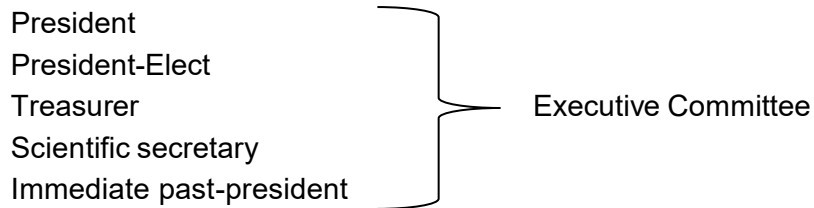
Membership is open to all health care professionals wishing to support the ideals of the Society, in the categories of:

- 6.1 **FULL MEMBERS**. Full membership will be open to all health care professionals involved in the prescription, production, and/or admixture, administration and monitoring of clinical nutritional support systems for all patients.
- 6.2 **ASSOCIATE MEMBERS**. All allied health care professionals (physiotherapists, speech and language therapists, occupational therapists) with an interest in clinical nutrition support and involved in nutrition care as part of a multidisciplinary healthcare team. The membership fee will be the same as for full members of the society.
- 6.3 **HONORARY MEMBERS**: Persons who have been invited to participate in the activities of the Society by its Council, in recognition of special contributions in the field of clinical nutrition as well as past-presidents of the Society. Honorary members shall be entitled to take part in all activities of the Society and are only exempted from annual membership fees. Other fees might apply.
- 6.4 **STUDENT MEMBERS**. Any student enrolled at a University for a degree in healthcare sciences, clinical nutrition or dietetics qualifies for student membership. Proof of enrollment as a student in these specific degrees will be required (official letter with University logo stating degree enrolled for must be submitted with application). Student members are exempted from annual membership fees.
- 6.5 **RETIRED MEMBERS**. All members above the age of 65 years qualify for a reduced membership fee (50% of annual membership fee).
- 6.6 **COUNCIL MEMBERS**. Council members elected by SASPEN members at the Annual General Meeting (AGM) will also be exempted from annual membership fees during their term of office.

- 6.7 The Council shall not be required to provide reasons for rejecting any application for membership.
- 6.8 Members (in any capacity) or Council members have no rights in the property or other aspects of the Society solely by virtue of their being members or Council members.

7 ORGANISATION

7.1 The Society shall be governed by a Council elected from its members in good standing, which shall be constituted as follows:



Plus 4 additional members
 The Administrative Secretary will be an Ex-Officio member of Council with no voting rights

- 7.2 Council shall be elected biennially at an Annual General Meeting (“AGM”) of the Society. The President-Elect automatically becomes the next President and the immediate past President becomes an additional member of the executive committee.
- 7.3 The council members will serve for a term of two years.
- 7.4 All members of the Council are eligible for re-election.
- 7.5 Any full member of the Society and who is in good standing may **nominate** a full member of good standing. The Administrative Secretary will call for electronic nominations for the next Council. Notice of the election and request for nominations shall be sent out at least 60 days prior to the given AGM. The closing time for nominations will be 30 days prior to this AGM. The nominations can be submitted electronically on the prescribed form and must be signed by the nominee and the nominator. This form shall be submitted no later than 30 days before the AGM.
- 7.6 **Elections** will be done electronically. Only members in good standing at the time of an election may vote for Council members. The Administrative Secretary will call for electronic votes, for the next Council. Notice of the election will be sent at least 20 days before the given AGM. The closing time for voting will be 7 days prior to the AGM (as announced by the SASPEN Secretariat).
- 7.7 Members of the following groups do not qualify for election as council members:

- 7.7.1 Members employed by companies active in the clinical nutrition industry or
 - 7.7.2 Members of another nutrition society council that can result in a conflict of interest arising.
- 7.8 Should another group interested in clinical nutrition practices at any time affiliate itself with the Society, and should its membership comprise at least 20% of the Society's membership, then the Council shall be empowered to create another post in its ranks for an official representative of the affiliating Society.
- 7.9 Should any member of the Council relinquish office for any reason, then the Council may at its discretion co-opt a member to fill the vacancy. In the event that one of the Executive Committee members relinquishes office, a replacement shall be elected by the Council forthwith from amongst existing Council members.
- 7.10 Meetings of the Council shall be **held at least once annually**, in addition to the AGM that will take place at the annual congress of the Society}.
- 7.11 The Executive Council shall be empowered to take decisions in the interim between full Council meetings.
- 7.12 Council members shall serve in an honorary capacity but may be remunerated for out-of-pocket-expenses incurred in carrying out Council duties with prior consent of the Council.
- 7.13 The Executive Committee shall be empowered to co-opt local full members to assist in the organisation of annual activities.

8 ADMINISTRATION, POWERS AND CONDUCT OF THE COUNCIL

- 8.1 **Financial Officers and Corporate Secretaries:** The Council shall appoint a suitably qualified professional firm or person:
- 8.1.1 To act as financial officers and corporate secretaries of the Society,
 - 8.1.2 Who will operate bank accounts on behalf of the Society,
 - 8.1.3 To maintain its financial and membership records,
 - 8.1.4 To ensure legal compliance of the Society, and
 - 8.1.5 Act as its statutory offices. The secretaries shall report to the Council and to the members on a regular basis.

- 8.2 The Administrative Secretary of the Council shall
 - 8.2.1 Conduct the correspondence of the Society,
 - 8.2.2 Arrange an Agenda for each meeting of the Council and AGM.
- 8.3 The Treasurer shall
 - 8.3.1 Oversee expenditure within an approved budget,
 - 8.3.2 Present an audited balance sheet at the AGM.
- 8.4 The Council is entitled to formulate by-laws for the conduct and management of the affairs of the Society, provided the by-laws are in general in common with the Articles and by-laws of the Medical Society of South Africa. The by-laws may be reviewed at an Annual Meeting, provided notice of intention to do so is contained in the formal notice of the meeting.
- 8.5 At the first meeting of a new Council, the Council shall assign portfolios for the ensuing years. The relevant portfolios are: Treasurer, Membership & Marketing, Social media and communication, Research and Scientific Secretary.
- 8.6 Additional sub-committees may be appointed by the Council at any subsequent meeting.
- 8.7 The Council has the right to co-opt members to the Council and to delegate its power to its subcommittees for the duration of that Council's term of office. The co-opted member shall have voting rights in that portfolio for the duration of the co-opt and may be nominated by Council to represent the Society.
- 8.8 The Council shall meet ordinarily on two occasions:
 - 8.8.1 AGM
 - 8.8.2 One occasion in the interim period

- 8.9 Any member of the Council, other than an ex-officio member, who fails to attend two consecutive meetings without leave of absence, shall cease to be a member of the Council.
- 8.10 Notice of Council meetings shall be sent to each member of the Council 30 days prior to the meeting.
- 8.11 An Extraordinary Council meeting may be called at the request of:
- 8.11.1 The majority of the Executive Committee
- 8.11.2 Three members of the Council. Ten days' notice must be given on such an extraordinary meeting.
- 8.11.3 The meeting can be done electronically via digital conference call if it is not feasible to meet in person.
- 8.12 The council shall have such other powers to conduct the business of the society when required if it is not assigned to the AGM elsewhere in the constitution.

9 SUB-GROUPS

The Council may approve the formation of sub-groups as designated in 7.8, provided that approval shall be ratified at the succeeding AGM of the Society.

- 9.1 Have objectives approved by the Council of the Society.
- 9.2 Elect an Organising Committee of at least 3 full members.
- 9.3 The Committee of the sub-group shall nominate one of its members to be its representative to liaise with the Council.
- 9.4 The members of the Council shall be ex-officio members of the local subgroup committee.
- 9.5 The sub-groups may be allowed independent action in purely domestic matters, provided such action is consistent with the general policy of the Society and the Medical Society of South Africa.
- 9.6 A full report in writing of the activities of the sub-group shall be submitted annually by the Organising Committee of the sub-group to the Council of the Society no later than 30 days prior to the AGM. Additions and alterations to the constitution of sub-groups must be ratified by the Council.

10 MEETINGS OF THE SOCIETY

- 10.1 The Society shall meet annually
- 10.2 Twenty per cent (20%) of the Society's membership, including proxy votes, shall constitute a quorum at any meeting of the Society provided that at least 50% of the sub-groups and affiliated societies are represented. One member may represent both an affiliated society and a sub-group.
- 10.3 Six members of the Council shall constitute a quorum at any meeting of the Council.
- 10.4 The President shall preside at the AGM, or any meeting of the Council, or failing him/her, the President-Elect, or failing him/her, the Scientific secretary, or failing him/her, the Treasurer or a member specially elected for this purpose from amongst those present.
- 10.5 Notification of the AGM shall be sent to each member three (3) months prior to the meeting. Additional notification and Agenda shall be sent electronically not less than 21 days before the meeting.
- 10.6 Members shall be allowed to vote electronically if unable to attend an AGM. This will be accepted as proxy votes.
- 10.7 An Extraordinary General Meeting can be requested by:
 - 10.7.1 The majority of the Executive Council, or
 - 10.7.2 Ten percent (10%) of the Society's membership. Such a request must be made in writing. Fourteen days' notice shall be given of such an Extraordinary General Meeting.

11 SUBSCRIPTIONS

- 11.1 Membership fees and any additional fees related to activities conducted by the Society shall annually be revised by the Council. Membership fees are due on the 1st of January but must be paid no later than 28 February of each year.
- 11.2 Membership shall be suspended if fees due are not paid immediately upon annual renewal of membership. Reinstatement of such members is made on payment of arrear membership fees for the year of default, or any other terms, conditions or concessions that the Council at its discretion may wish to make.
- 11.3 PRO RATA RATES. Pro rata rates (50% of annual fee) only apply to new members who join in the second half of the membership year.

- 11.4 Appeal against the loss of benefits or termination of membership may be submitted electronically to the Administrative Secretary of the Society. Such appeals will be considered by the Council. The decision of the Council will be communicated within 30 days from the date of submission.
- 11.5 No member may hold office unless in good standing.

12 AMENDMENT OF CONSTITUTION

- 12.1 The Constitution should preferably be amended at an AGM or at an Extraordinary General Meeting. However, in extraordinary circumstances the Council can amend the Constitution and request full members of the Society to approve the amendments electronically. Comments should be submitted within 30 days of the first notification.
- 12.2 If no comments are received within the 30 days, the amendments will be accepted.
- 12.3 Any alteration to the Constitution shall only be adopted if it receives a two-thirds majority of the votes cast.
- 12.4 If any comments are received, the comments will be considered by the council and if comments are in conflict with the proposed amendments, it will be put to a vote electronically by all full members of the Society. The consensus vote will be accepted.

13 FINANCIAL

- 13.1 Any financial matter shall be approved by a two-thirds majority of the members present at a Council or General Meeting.
- 13.2 An audited statement of the Society's income shall be provided at each AGM.
- 13.3 Membership fees must be used for the ordinary running costs of the Society.
- 13.4 All financial transactions will be made in accordance with an approved annual budget. Out of budget transactions will be approved by the treasurer and the president.
- 13.5 All additional funding obtained through grants or sponsorship packages, will be indicated as donations and sponsorships.
- 13.6 Financial transaction will be conducted by means of a banking account.
- 13.7 The financial year of the Society will be aligned with the calendar year and will therefore end on 31 December of each year.

- 13.8 Members or Council members of the Society will not become liable for any of the obligations or liabilities of the Society solely by virtue of their status as members or Council Members of the Society.
- 13.9 Council members 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 council members are performing functions for or on behalf of the society.
- 13.10 Investments on behalf of the Society can be made as long as the Executive committee has consulted the financial officers and approved such an investment.

14 **ELECTRONIC COMMUNICATION**

Electronic communication will be regarded as an accepted method of relaying information.

15 **DISSOLUTION**

The Society may be dissolved by a two thirds majority of the active members and its assets disposed of as determined in Section 30B of the Tax Act.

16 **COMPLIANCE**

The following limitations imposed by Section 30B of the Income Tax Act are recorded:

- a) the entity must have a committee, board of management or similar governing body consisting of at least three persons, who are not connected persons in relation to each other, to accept the fiduciary responsibility of that entity;
- b) no single person may directly or indirectly control the decision-making powers relating to that entity;
- c) the entity may not directly or indirectly distribute any of its funds or assets to any person other than in the course of furthering its objectives;
- d) the entity is required to utilise substantially the whole of its funds for the sole or principal object for which it has been established;
- e) no member may directly or indirectly have any personal or private interest in that entity;
- f) substantially the whole of the activities of the entity must be directed to the furtherance of its sole or principal object and not for the specific benefit of an individual member or minority group;
- g) the entity may not have a share or other interest in any business, profession or occupation which is carried on by its members;

- h) the entity must not pay to any employee, office bearer, member or other person any remuneration, as defined in the Fourth Schedule, which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered;
- i) substantially the whole of the entity's funding must be derived from its annual or other long-term members or from an appropriation by the government of the Republic in the national, provincial or local sphere;
- j) the entity must as part of its dissolution transfer its assets to—
 - another entity approved by the Commissioner in terms of this section;
 - a public benefit organisation approved in terms of section 30;
 - an institution, board or body which is exempt from tax under section 10(1)(cA)(i); or
 - the government of the Republic in the national, provincial or local sphere;
- k) the persons contemplated in paragraph (b)(i) will submit any amendment of the constitution or written instrument of the entity to the Commissioner within 30 days of its amendment;
- l) the entity will comply with such reporting requirements as may be determined by the Commissioner from time to time; and
- m) the entity is not knowingly and will not knowingly become a party to, and does not knowingly and will not knowingly permit itself to be used as part of an impermissible avoidance arrangement contemplated in Part IIA of Chapter III, or a transaction, operation or scheme contemplated in section 103(5).

17 COMPETITION ACT AND CONFLICTS OF INTEREST

Members of the Society will represent diverse interests, some of which may pose legal risks to the Society and other members.

- a) **Commercial Competitors:** It is recorded that some members of the Society may be commercial competitors and that the activities of the Society and its members are subject to the Competition Act. No matter may be discussed at any meeting of the Society that is likely to be in breach of this act.
- b) **Conflicts of Interest:** In any meeting of the Society, members who are likely to have conflicting interests in matters on the agenda are obliged to alert the chairperson at the beginning of the meeting. Chairpersons should consider recusals where appropriate. Conflicts of interests in a Society context may include not only personal interests but also be third party interests that a member may represent.

All amendments included up to 26 July 2018