

**CONSTITUTION OF THE ALLERGY SOCIETY
OF
SOUTH AFRICA**

1. NAME

1.1 The society is called the Allergy Society of South Africa ("the Society").

1.2 The shortened name of the Society is "ALLSA".

2. BODY CORPORATE

The Society is a not-for profit voluntary association which shall:

2.1 exist in its own right, separately from its members;

2.2 continue to exist even when its membership changes and there are different office bearers;

2.3 be able to own property and other possessions; and

2.4 be able to sue and be sued in its own name.

3. OBJECTS

The objects of the Society are:

3.1 to promote the highest possible standards among those engaged in the practice of allergy in the best traditions of medicine and medical ethics;

3.2 to advance and encourage the study of allergy and clinical immunology and to provide and/or distribute information of importance to the practice of clinical allergy;

3.3 to convene scientific meetings designed to update clinicians and paramedical professionals involved in the practice of allergy and as a forum for the presentation of scientific papers of importance to the practice of allergy; and

3.4 to work towards the recognition of allergy and clinical immunology as a specialised branch of medicine in South Africa.

4. MEMBERSHIP

- 4.1 Membership and functions of the Society will not be restricted for reasons of race, sex or creed. The Society will adopt a strict non-racial policy.
- 4.2 The Society consists of Ordinary Members, Affiliated Members, Student Members and Honorary Members. The Society may create further categories of membership at its discretion.
- 4.3 Affiliated Members, Honorary Members and Student Members have no voting rights and are not eligible for election as office bearers.
- 4.4 Members who fail to pay membership fees for two consecutive years will have their membership terminated after due notice has been given by means of a letter from the Secretary.
- 4.5 Members and office bearers are not liable for any of the obligations and liabilities of the Society solely by virtue of their status as members or office bearers and the liability of members is limited to membership fees.

Ordinary Membership

- 4.6 Ordinary Membership is open to all registered medical practitioners, registered health professionals and scientists engaged in the practice, research or teaching of allergy and/or clinical immunology.
- 4.7 Applications for Ordinary Membership are subject to approval by the Executive Committee.

Affiliated Membership

- 4.8 Affiliated Members are persons who could aid the objects of the Society, but who do not fulfil the criteria for Ordinary and Student membership.
- 4.9 Persons seeking Affiliated Membership must submit written evidence that they are involved in the practice, promotion or science of allergy and/or clinical immunology so that each individual application can be considered on merit by the Executive Committee.

Student Membership

- 4.10 Student Membership may be granted to any student who will fulfil the criteria for Ordinary Membership upon his/her graduation.

- 4.11 Applications for Student Membership are subject to the approval of the Executive Committee.

Honorary Members

- 4.12 Honorary Members are persons of distinction in science who have contributed significantly to the study of allergy and/or clinical immunology.
- 4.13 Honorary Membership is granted subject to approval of the Executive Committee.

5. GROUP AFFILIATION

- 5.1 Any group applying for affiliation to the Society must submit a detailed written report setting out the reasons for seeking affiliation and their involvement and experience in the practice of allergy and/or clinical immunology. The group must be prepared to give all reasonable additional information required by the Executive Committee to evaluate their application.
- 5.2 If the Executive Committee supports the application, it will be submitted for decision to the next Annual General Meeting.

6. STRUCTURE OF THE SOCIETY

The structure of the Society consists of:

- 6.1 the Executive Committee; and
- 6.2 the members in general meeting.

7. EXECUTIVE COMMITTEE

- 7.1 The affairs of the Society will be managed by an Executive Committee of no less than seven members of the Society, at least five of which should be medical practitioners, being:
- 7.1.1 Chairperson;
- 7.1.2 Secretary;
- 7.1.3 Treasurer; and
- 7.1.4 four additional members, one of whom shall be the immediate past Chairperson.

- 7.2 The members of the Executive Committee are the office bearers of the Society. Office bearers 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.
- 7.3 Members of the Executive Committee will serve for a term of 3 (three) years and may be eligible for re-election. If any Executive Committee member retires before his/her term of office has expired, the Executive Committee may elect a substitute. The substitute will hold office for the remainder of the retired member's term.
- 7.4 The Executive Committee may co-opt a maximum of 3 (three) additional members to the Executive Committee. Co-opted members have the same rights as elected members and can exercise a vote when called upon to do so.
- 7.5 All members of the Society have to abide by the decisions of the Executive Committee.

8. **ELECTION OF THE EXECUTIVE COMMITTEE**

- 8.1 When the 3 (three) year term of office of the Executive Committee is due to expire, and prior to the Annual General Meeting for that year, the Secretary will, subject to clause 8.2, call for nominations of members for election to the Executive Committee.
- 8.2 The incumbent Chairperson will automatically qualify for membership of the new Executive Committee in his/her capacity as immediate past Chairperson.
- 8.3 Only paid-up Ordinary Members of the Society may stand for nomination.
- 8.4 Nominations must be submitted in writing to the Secretary before the closing date and must record the names of the proposer and two seconders and confirm that the nominee consents to the nomination.
- 8.5 If more nominations are received than are required to fill the Executive Committee positions, the Secretary will arrange an election by postal voting and the nominees with the greatest number of votes will be elected to the Executive Committee. Each Ordinary Member and incumbent office bearer will have one vote.
- 8.6 The elected members will be announced at the following Annual General Meeting and directly thereafter the immediate past Chairperson will call for a full Executive Committee meeting, at which meeting the Executive Committee will:

- 8.6.1 decide upon the number of members to be co-opted to the Executive Committee and co-opt such members; and
- 8.6.2 by means of secret ballot, elect individual members in the following portfolios:
 - 8.6.2.1 Chairperson;
 - 8.6.2.2 Secretary; and
 - 8.6.2.3 Treasurer.

9. **MEETINGS AND PROCEDURES OF THE EXECUTIVE COMMITTEE**

- 9.1 The Executive Committee will meet at least twice a year to transact business.
- 9.2 A quorum for an Executive Committee meeting is two-thirds of the voting members of the Executive Committee. If the Chairperson cannot be present, the immediate past Chairperson will substitute for the Chairperson and, if the past Chairperson is not present, the Secretary will ask the Executive Committee to appoint an interim Chairperson.
- 9.3 Each Executive Committee member has 1 (one) vote.
- 9.4 Matters requiring resolution will be decided by way of majority vote of those members present at the meeting. Voting by proxy will not be permitted.
- 9.5 Minutes will be taken at every Executive Committee meeting.
- 9.6 The Executive Committee has the right to form sub-committees.

10. **FIDUCIARY RESPONSIBILITY**

- 10.1 The Chairperson, Secretary and Treasurer accept fiduciary responsibility for the Society.
- 10.2 The Chairperson, Secretary and Treasurer are not "connected persons" in relation to each other as contemplated by the Income Tax Act, 1962.

11. **ANNUAL GENERAL MEETING**

- 11.1 An Annual General Meeting must be held every year and should ideally coincide with the Scientific Meeting referred to in clause 13.

- 11.2 The Annual General Meeting must be held:
 - 11.2.1 on no less than 14 (fourteen) days written notice; and
 - 11.2.2 not later than 6 (six) months after the Society's financial year end.
- 11.3 A total of 25 (twenty five) Ordinary Members constitute a quorum for an Annual General Meeting.
- 11.4 If, 15 (fifteen) minutes after the officially notified starting time of the meeting, a quorum cannot be formed, then the meeting will be adjourned to the same day, time and place of the following week. If the same place is not available, the Executive Committee will advise an alternative venue. If a quorum is again not formed at this meeting, the members present will be deemed to represent a quorum to deal with the business at hand.
- 11.5 The Society should deal with the following items of business, amongst others, at the Annual General Meeting:
 - 11.5.1 confirmation of previous meeting's minutes;
 - 11.5.2 Executive Committee report on the activities of the Society during the past year;
 - 11.5.3 annual financial statements;
 - 11.5.4 accounting officer's report;
 - 11.5.5 appointment of accounting officer for the ensuing year;
 - 11.5.6 election of office bearers;
 - 11.5.7 any proposed changes to the Society's constitution; and
 - 11.5.8 report on any resolutions adopted at any Special General Meeting.
- 11.6 Each Ordinary Member present at the Annual General Meeting has 1 (one) vote.
- 11.7 The Chairperson of the Annual General Meeting will be the Chairperson of the Executive Committee for the time being, or failing him/her, such other person as the Executive Committee may direct.
- 11.8 Unless otherwise specified in this constitution, decisions at an Annual General Meeting will be made by a majority of votes.

12. **SPECIAL GENERAL MEETING**

- 12.1 A Special General Meeting may be called by the Executive Committee or must be called by the Secretary if a requisition is sent to him/her stating the objects for which it is to be convened and signed by a minimum of 6 (six) Ordinary Members.
- 12.2 At such a meeting 24 (twenty four) Ordinary Members constitute a quorum and no business will be transacted other than that for which the meeting was convened. If a quorum is not present the provisions of clause 11.4 above will apply.
- 12.3 The provisions of clauses 11.6, 11.7 and 11.8 apply equally to the Special General Meeting.

13. **SCIENTIFIC MEETINGS**

Scientific Meetings of the Society should be held at least every second year for the purpose of promoting continuing allergy education and good allergy practice.

14. **INCOME AND PROPERTY**

- 14.1 The Society will keep a record of everything it owns.
- 14.2 The Society may not distribute any of its income or property to its members or office bearers except as reasonable compensation for services rendered.
- 14.3 A member or office bearer of the Society may only get money back from the Society for expenses paid for or on behalf of the Society.
- 14.4 Members or office bearers of the Society have no rights in the property or other assets of the Society solely by virtue of their being members or office bearers.
- 14.5 The Society will not, otherwise than to the extent contemplated in section 30(3) of the Income Tax Act, 1962, carry on any profit making activities and is prohibited from carrying on any business undertaking or trading activity, or participating in any business, profession or occupation carried on by any of its members, or providing any financial assistance, premises, continuous service, or facilities to its members for the purpose of carrying on any business, profession or occupation by them.
- 14.6 The Society is prohibited from accepting any donation which is revocable at the instance of the donor for reasons other than a material failure to conform to the designated purposes and conditions

of such donation, including any misrepresentation regarding the tax deductibility thereof: Provided that a donor may not impose conditions which could enable such donor or any connected person in relation to such donor to derive some direct or indirect benefit from the application of such donation.

15. **POWERS**

- 15.1 The Society, acting through the Executive Committee or an Annual General Meeting or Special General Meeting, shall have all the powers necessary for it to carry out the Society's objects effectively.
- 15.2 Subject to the terms of this constitution and to the resolutions of members in general meeting, the Executive Committee may exercise all the powers of the Society.
- 15.3 In general meeting, the Society may review, approve or amend any decision taken by the Executive Committee but this will not invalidate any prior action taken by the Executive Committee in accordance with the provisions of this constitution.
- 15.4 Without derogating from the wide powers granted above, the Executive Committee shall have the power to:
- 15.4.1 buy, sell, hire, let, encumber or otherwise deal with any moveable or immovable property;
 - 15.4.2 raise or borrow money on terms it determines;
 - 15.4.3 employ staff and hire professional and other services;
 - 15.4.4 institute or defend any legal or arbitration proceedings made by or against the Society;
 - 15.4.5 determine annual membership fees;
 - 15.4.6 exercise all the management and executive powers that are normally vested in the board of directors of a company; and
 - 15.4.7 exercise all the powers and authority of the Society not only in South Africa but in any part of the world.

16. **CHANGES TO THE CONSTITUTION**

- 16.1 The Society's constitution may not be altered except at the Annual General Meeting of the Society or at a Special General Meeting.

- 16.2 A resolution to change the constitution must be passed by no less than two-thirds of the members present at the Annual General Meeting or Special General Meeting.
- 16.3 A written notice must go out not less than 14 (fourteen) days before the meeting at which the changes to the Constitution are going to be proposed. The written notice must indicate the proposed changes to the constitution.
- 16.4 No amendments to the constitution may be made which would have the effect of making the Society cease to exist.
- 16.5 Any amendments to the constitution must be submitted to the Commissioner of the South African Revenue Service within 30 (thirty) days of such amendment.

17. **FINANCE**

- 17.1 All financial aspects of the Society are the direct responsibility of the Executive Committee.
- 17.2 All financial transactions of the Society will be conducted by means of a banking account in the name of the Society.
- 17.3 The Treasurer will control day-to-day finances of the Society and will ensure that a proper record of all finances are kept.
- 17.4 An accounting officer will be appointed at the Annual General Meeting. His/her duty is to audit and check on the finances of the Society and to prepare annual financial statements within 3 (three) months from the end of the Society's financial year.
- 17.5 The Society's accounting records and reports must be ready for submission to the Director of Nonprofit Organisations within six months after the financial year.
- 17.6 The Society's financial year will be from 1 July to 30 June.
- 17.7 The Society is prohibited from distributing any of its funds to any person (otherwise than in the course of undertaking any public benefit activity) and is required to utilise its funds solely for the object for which it has been established, or to invest such funds:
 - 17.7.1 with a financial institution as defined in section 1 of the Financial Services Board Act, 1990 (Act No. 97 of 1990) other than an institution contemplated in paragraph (a)(xii) of that definition;

- 17.7.2 in any listed financial instrument of a company contemplated in paragraph (a) of the definition of "listed company" of the Income Tax Act, 1962 (Act No. 58 of 1962); or
 - 17.7.3 in such other prudent investments in financial instruments and assets as the Commissioner of the South African Revenue Service may determine.
- 17.8 The provisions of clause 17.7 will not prohibit the Society from retaining an investment (other than any investment in the form of a business undertaking or trading activity or asset which is used in such business undertaking or trading activity) in the form that it was acquired by way of donation, bequest or inheritance.

18. **DISSOLUTION**

- 18.1 The Society may dissolve if at least two-thirds of the members present and voting at a meeting convened for the purpose of considering the matter are in favour of dissolution.
- 18.2 In the event of the Society dissolving the remaining assets are to be transferred to any similar public benefit organisation or entity contemplated in terms of section 30(3)(b)(iii) of the Income Tax Act, 1962.

19. **USE OF SOCIETY'S NAME OR LOGO**

- 19.1 The name or logo of the Society may not, under any circumstances, be used for gain, endorsement or otherwise, without the written authorisation of the Executive Committee and subject to any conditions it may impose.
- 19.2 Any authorisation granted under clause 19.1 is revocable at the sole discretion of the Executive Committee.