

AMENDED CONSTITUTION: PAIN SA

ADOPTED BY THE MEMBERS OF PAIN SA (‘the Society’)

1. NAME

- 1.1 The name of the Society is Pain SA.

2. THE AIM OF THE SOCIETY

- 2.1 The aim of the Society is to improve the study and management of pain in all its aspects in South Africa.

3. OBJECTIVES OF THE SOCIETY

- 3.1 The objectives for which the Society is established are to promote the common interest of the members of the Society in the improvement of the study and management of pain by, inter alia:-

3.1.1 Promoting an understanding amongst the health care community that the management of pain needs a team approach;

3.1.2 Promoting cooperation between itself and hospitals, public and private institutions, government authorities, medical schemes, the health care professionals and the public generally;

3.1.3 Co-ordinating responses to, and lobbying around issues surrounding pain, between itself and international groups with similar objectives;

3.1.4 Promoting research into the diagnosis and treatment of pain;

3.1.5 Promoting education at all levels in pain management;

3.1.6 Encouraging and funding the travelling of members to attend meetings and conferences with the purpose of acquiring and sharing knowledge on pain and inviting and funding selected authorities on pain to visit South Africa;

3.1.7 Organising national, regional and local meetings and annual congresses;

3.1.8 Collecting and administering funds for the furtherance of the above objectives;

3.1.9 Providing central co-ordination for the various groups involved in the management of pain in South Africa, and

3.1.10 Striving for a non-discriminatory representation of all persons involved in the management of pain in Southern Africa

- 3.2 Substantially the whole of the activities of the Society shall be directed to the furtherance of its principal object, and not for the specific benefit of an individual member or minority group.

4. POWERS OF THE SOCIETY

- 4.1 The Society shall have all the legal powers and capacity of an individual, except to the extent necessarily implied by the objects, and except to the extent that a juristic person is incapable of exercising such a power or having such a capacity, and subject to the restrictions and qualifications set out in this Constitution.

5. MEMBERSHIP OF THE SOCIETY

- 5.1 Application for membership shall be open to all people who fulfill any of the criteria in clause 6, and who advance the ideals of the Society and support it with annual subscription fees.
- 5.2 At least 85% of medical doctor members of the Society shall be members of the South African Medical Association.

6. CLASSES OF MEMBERSHIP

There shall be four classes of Membership in the Society:

- 6.1 **Regular Members:** Scientists, physicians, health professionals and others interested in the mission of the Society. Regular Members in good standing upon retirement from professional activities may transfer to Retired Member status within this category. Past Presidents of the Society shall automatically attain Life Member status within this category.
- 6.2 **Honorary Members:** Persons who have made outstanding contributions in the fields of pain related to the mission of the Society are eligible for appointment as Honorary Members of the Society.
- 6.3 **Trainee Members:** Scientists, physicians and other health professionals in training who are interested in the mission of the Society.
- 6.4 **Contributing Members:** Organizations, including charitable or business corporations, interested in furthering the mission of the Society are eligible for appointment as Contributing Members in the Society. Such members may be represented on the Council but will not have a vote.

7. APPOINTING OF MEMBERS

- 7.1 Any person interested in being appointed as a Member shall submit an application for membership to the Secretariat. The application process will follow procedures developed by the Council. A person may be appointed as an Honorary Member based on procedures established by Council and upon subsequent approval by affirmative vote of a majority of the Council.

8. RIGHTS OF MEMBERSHIP

- 8.1 **Benefits:** Membership in the Society is a privilege contingent on compliance with the requirements of this Constitution and such other general requirements of membership that the Council may adopt. Members shall receive benefits that the Council determines. The Council may at its discretion confer different benefits for different classes of Members, but all Members within a class will receive the same benefits. Members will receive, free of charge, the quarterly Pain SA Newsletter and any periodicals that the Society may issue.
- 8.2 **Voting Rights:** All Regular and Trainee Members in good standing are entitled to one vote on matters brought before the membership. Honorary and Affiliate

Members shall not be entitled to vote on matters brought before the membership, with one exception: Honorary Members who were Regular Members at the time of their selection to honorary status retain their voting rights. Voting on the election of Council members and such matters as may arise outside of meeting and which require members to vote, shall be conducted by electronic votes cast via the Society's website, all matters arising for the vote of members during any meeting of members, shall be voted on by show of hands..

- 8.3 **No Power to Bind Society:** No Member or group of Members may enter into a contract or agreement binding the Society, financially or otherwise, or purport to speak on behalf of the Society without prior express written authority from the Council.
- 8.4 **Suspending of Membership:** Membership shall be suspended if any subscription fees are not paid within the period set out in clause 9.2 A member may be reinstated on payment of arrears or in accordance with such terms, conditions or concessions determined by the Council. If a stalemate in discussion on suspension of a member arises, the President will exercise a casting vote.
- 8.5 **Termination of Membership:** Any Member may relinquish his or her membership in the Society by giving written notice to the Secretariat. The Council, by majority vote, may also revoke membership for good cause. The name of any member in arrears for more than six months, may be deleted from the membership register, in accordance with 9.2. Any Member in good standing may petition the Council for revocation of any other Member's membership for good cause, including but not limited to, activities in contravention of the activities or goals of the Society. The Society will not refund any dues or assessments upon either voluntary relinquishment or involuntary revocation of membership. In addition, the Member shall forfeit any and all rights and privileges of membership upon termination.

9. MEMBERSHIP DUES AND ASSESSMENTS

- 9.1 **Annual Payments:** Members shall pay dues and special assessments as established by Resolution of the Council according to the needs of the Society. The Council may assess a different amount of dues or assessments to be paid by each class of membership. Life and Honorary Members shall be exempt from paying dues. Dues shall be payable to the Secretariat in the last quarter of each year and shall apply to the next calendar year.
- 9.2 **Delinquency in Dues:** A Member who has not paid dues within a period of six months after billing shall be notified of forfeiture of membership in terms of clause 8.5 unless all indebtedness to the Society is met within thirty (30) days of the notice of forfeiture.
- 9.3 **Waiver of Dues or Assessments:** The Council may waive the requirement of payment of dues or assessments from a particular Member according to policies approved by the Council.

10. MEETINGS OF MEMBERS

10.1 Time and Place:

- 10.1.1 A general meeting of the Members shall be held at such time and place as shall be fixed by the Council, occurring usually during the National Congress of the Society. Special meetings of the Members may be called by the President, at least two thirds (2/3rds) of the Council, or by Regular Members having at least one-tenth (1/10th) of the votes entitled to be cast at such meeting. Such meetings may be held at any place in the world. The meeting notice will provide the location.

10.2 Notice of Meetings:

10.2.1 The Secretariat shall inform the Members either by written or electronic communication of the place, day, and hour of the general meeting not fewer than 28 days prior to the meeting. Persons calling for a special meeting in accordance with the requirements of clause 10.1. shall inform the Members, either by written or electronic communication, of the place, day and hour of the special meeting and of the purpose(s) for which the meeting is called, no less than thirty (30) days prior to the date of the meeting.

10.3 **Quorum/Voting:** A quorum is one-tenth (1/10th) of the Regular Members or 9 voting Members, whichever is the smaller, represented in person or by proxy. An affirmative vote is the simple majority of the quorum unless otherwise stated in the bylaws.

10.4 **Presiding over meetings:** The President shall preside at an Annual General Meeting, Members' meeting, or at any meeting of the Council. However, if the President is unable to be present, the President-elect or any other member of the Council may be elected to act as Chairperson for that meeting.

10.5 **Voting by proxy:** Voting by proxy shall be permitted if the proxy is a Regular member. The proxy must hold a signed authorisation with the date of the meeting and a description of the subject matter on which the vote is to be taken. The proxy must be signed and dated by the member and be witnessed by any Regular member other than the proxy holder.

10.6 **Adjournment:** A member may move for an adjournment at any meeting (for reasons that must be stated). The President or Chairperson, in the case of a Regional subgroup, shall (provided the motion is seconded) put the motion to the meeting. If the motion is carried by a simple majority, the President or the Chairperson shall adjourn the meeting. A date for another meeting must be determined before the adjournment.

10.7 **Proposals:** The Chairperson of the meeting may call for proposals from the floor. Before a proposal can be opened for discussion, it must be seconded.

10.8 **Amendments:** An amendment to a proposal will take precedence in discussion over a proposal if it has been seconded.

11. ANNUAL GENERAL MEETING OF MEMBERS:

11.1 The Society will hold Annual General Meetings. The meeting will be held after the end of a financial year. Twenty-eight days' written notice of the Annual General Meeting shall be given to all members.

11.2 The Agenda for the Annual General Meeting

11.2.1 Presentation and adoption of the Minutes of the previous Annual General Meeting and the Minutes of any Special General Meeting held since the previous Annual General Meeting.

11.2.2 The presentation of the President's report.

11.2.3 The Financial Statements by the Treasurer.

11.2.4 The election of the Honorary Treasurer, Honorary Secretary and seven regular members of the council of the society, where necessary, every third year. The President-elect will be elected from the elected councilors at their first council meeting.

11.2.5 Any other business as the President may allow.

11.2.6 Ratification of new Regional sub-group(s) or Special Interest Groups

11.3 **Election of the President -Elect**

11.3.1 The president elect of the Society shall be elected at the first meeting of the newly elected council.

11.3.2. Only elected members of the Council shall be eligible for nomination for the position of President Elect of the Society

11.3.3. Nominees for the position of President-elect may not have served as President of the Society in the previous six years before their nomination

11.3.4. The President-elect will be voted by secret ballot by the elected councilors of the society.

11.4 **Election to serve on the Council**

11.4.1 All members serving on the Council are eligible for re-election, except the President and President-elect, who automatically become the Immediate Past President and President respectively

11.4.2 Nominations to serve on the Council shall be taken from the Regular members. Only regular members in good standing at the time of the election may nominate, vote for, or be nominated, voted for and elected as Council members.

11.4.3 All nominations must be forwarded to the Secretary at least fourteen (14) days before the AGM. All nominations must be proposed and be seconded.

11.4.4 Nominees must provide the Secretary with a short curriculum vitae for publication on the website.

11.5 **Representatives of other groups managing pain:** Should any other group involved in the management of pain wish to affiliate to the Society, and its membership is at least 10% of the Society's full membership, the Council may add one seat to its ranks for an official representative of the affiliating society.

11.6 **Voting**

11.6.1 One vote may be cast by every paid-up member of the society

11.6.2 Voting shall be done in the manner prescribed in 8.2 unless the President or Chairperson rules otherwise.

12. SPECIAL MEMBERS MEETINGS

A Special Members meeting may be called at the request of:

12.1 The President;

12.2 The majority of the Executive Committee;

12.3 A special resolution of Regular members; or

- 12.4 A petition signed by more than fifteen per cent of paid-up members may call for a Special Meeting. The petition must refer to a resolution, which members wish to have adopted. The proposal must reach the President, in writing, to enable him or her to table it at the next Executive Committee meeting. The resolution can only be presented to an Annual General Meeting or Special Meeting for discussion, if it is supported by the Executive Committee. The Secretary, upon instruction from the Executive, must give fourteen days written notice of such a Special Meeting.

13. STRUCTURE OF THE SOCIETY

- 13.1 **The Council:** The Society is governed by the Council, who are tasked with the general control and direction of the policy and affairs of the Society. The Council is elected from members who are in good standing, and shall be constituted thus:
- 13.1.1 A President;
- 13.1.2 A President-Elect;
- 13.1.3 The Immediate Past President;
- 13.1.4 A Secretary;
- 13.1.5 A Treasurer; and
- 13.1.6 Six regular members.
- 13.2 At least three of the Council shall be persons who are not connected persons (as defined in the Income Tax Act, 1962 ('the Act')) in connection to one another and no single person shall, directly or indirectly, control the decision-making powers of the Society.
- 13.3 The incumbent President shall become the immediate Past-President and will assist the President in his/her duties.
- 13.4 If any member of the council has a conflict of interest on any item discussed during the council meeting, that member must declare such conflict and may be asked to recuse themselves from the discussion.

14. ADMINISTRATION AND POWERS OF THE COUNCIL

- 14.1 **Meetings of the Council:** The Council shall meet at least twice a year.
- 14.2 **Co-opting members:**
- 14.2.1 Upon resignation of a Council member, the Council may co-opt a regular member who is in good standing, in place of the person who has resigned.
- 14.2.2 The Council has the right to co-opt such additional members as it may require for the proper performance of its duties.
- 14.2.3 A co-opted member may vote and may be nominated to represent the Society on matters specified by the Council or the Executive.
- 14.3 **Duration of Office**
- 14.3.1 The Council shall hold office for three years.

- 14.3.2 The Secretary must call for nominations for the positions of, Secretary, Treasurer and Council Members.
- 14.3.3 Notice of an election and a request for nomination will be sent at least 56 (fifty six) days before the Annual General Meeting.
- 14.3.4 Each nomination must be referred to the Secretary, signed and dated by the proposed candidate, the member making the proposal and the member seconding it.
- 14.3.5 Nominations will close 28 (twenty eight) days before the Annual General Meeting.
- 14.4 **Duties of the Secretary:** The Secretary of the Society shall keep records of all meetings of the Society, keep records of all transactions, compile the agenda for and keep minutes of the Annual General and Executive Committee meetings, and shall conduct all correspondence on the affairs of the Society.
- 14.5 Duties of the Treasurer:** The Treasurer shall operate the accounts of the Society, receive all moneys due, make disbursements as authorised by the Executive Committee, keep financial records and present an audited balance sheet at the Annual General Meeting.
- 14.6 **The Executive Committee:** The Executive Committee is elected by the Council and empowered in the interim between Council Meetings, to make decisions. The Executive Committee shall consist of:
- 14.6.1 The President;
- 14.6.2 The President- Elect;
- 14.6.3 The Immediate past President;
- 14.6.4 The Secretary; and
- 14.6.5 The Treasurer;.
- 14.7 Council and Executive members serve in a voluntary capacity.
- 14.8 Remuneration for out of pocket expenses incurred when carrying out Council or Executive instructions, will be reimbursed if the member provides the necessary documentary proof of expenditure and such payment has the prior approval of the Executive.
- 14.9 **By-Laws for the conduct and management of the Society.** The Council is entitled to formulate By-laws for the conduct and management of the Society. By-Laws may be reviewed at an Annual General Meeting if notice of such review is formally given.
- 14.10 **Sub-Committees:** Council may appoint sub-committees.
- 14.11 **Members failing to attend Meetings:** A member of the Council or Executive, other than an ex-officio member, who fails to attend three consecutive meetings without leave of absence, shall be deemed to have resigned.

15. REGIONAL SUB-GROUPS

- 15.1 The Council shall allow the formation of Regional sub- groups. Regional subgroups will have powers for independent action in local matters if such action does not conflict with the Constitution, general policies and By-Laws of the Society.
- 15.2 Each Regional sub-group will be encouraged to invite Hospice to nominate a representative to its Board.
- 15.3 **Liabilities of Regional subgroups:** The Council or Executive of the Society or any individual on the Council or Executive shall not be liable for any debts incurred by Regional sub- groups.
- 15.4 **The Committee of a Regional sub-group:** A regional sub-group shall form a Committee, by way of election, consisting of:
- 15.4.1 a Regional Chairperson;
- 15.4.2 a Secretary; and
- 15.4.3 a Treasurer.
- 15.5 **Regional Committee Members:** Any non-elected Regional Committee member may attend a Council Meeting at the cost of the Regional sub- group.
- 15.6 **Ex-officio Members:** Council members shall be ex-officio members of Regional sub-group committees for the areas in which they reside, provided that the Regional sub-group committee is properly formed.
- 15.7 **Regional sub-groups and their Annual General Meeting:** A Regional sub-group shall hold its Annual General Meeting two months before an Annual General Meeting of the Society, except where special permission has been obtained and give by the Executive.
- 15.8 **Reports from Regional sub-groups:** The Secretary of the Regional subgroup shall submit an annual, written report on activities of the Region to the Council's Annual General Meeting.
- 15.9 Each Regional sub-group committee may consist of four members.

16. REPRESENTATION AT SAMA NATIONAL COUNCIL

- 16.1 At the first meeting of the newly elected Council of the Society, 1 medical doctor member of the Council, who is a member of the SA Medical Association, will be elected to represent the society at the SAMA National Council. This position will be held for the duration of the term of office of the Council while the person is a member of the Council.

17. AMENDMENTS TO THE CONSTITUTION

- 17.1 The Constitution may only be amended at an Annual General Meeting or Special General Meeting. Written notice of proposed amendments, additions or deletions shall be addressed to the Executive Committee. Alteration of the Constitution shall only be adopted if it receives a two-thirds majority vote.

- 17.2 If the Society is exempted from payment of normal tax a copy of any such amendment shall be sent to the Commissioner for the South African Revenue Service or his authorised representative.
- 17.3 If the Society is registered as a Non-Profit Organisation then a copy of any amendments shall be sent to the Directorate of Non-Profit Organisations.

18. FINANCES OF THE SOCIETY

- 18.1 **The financial year:** The financial year end shall end on the last day of February in each year.

- 18.2 **Approval of Financial matters:** All financial matters must receive the approval of the Council.

18.3 Use of funds:

- 18.3.1 Substantially the whole of the income and property of the Society, whencesoever derived, shall be used for the promotion of its main object and no portion thereof shall be paid or transferred, or indirectly by way of dividend, bonus or otherwise howsoever, to the Council, officers or employees other than in the course of furthering the Society's objectives, provided that nothing herein contained shall prevent the payment in good faith of reasonable remuneration to any officer or servant or employee of the Society in return for services actually rendered to the Society.

- 18.3.2 No activity of the Society will, directly or indirectly, promote the economic self-interest of any Council member or employee, otherwise than by way of reasonable remuneration and no member shall, directly or indirectly, have any personal or private interest in the Society.

- 18.3.3 The Society may not have a share or other interest in any business, profession or occupation which is carried on by its members.

- 18.3.4 The Society will not pay any remuneration, as defined in the Fourth Schedule of the Act, to any employee, Council member, office bearer or other person which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered, and will not economically benefit any person in a manner which is not consistent with its objects

18.4 Audited Accounts

- 18.4.1 An audited account of the Society's income shall be provided at an Annual General Meeting.

- 18.4.2 The Society shall comply with such reporting requirements as may be determined by the Commissioner for the South African Revenue Service from time to time

- 18.5 **Running Costs:** Wherever possible, subscriptions must cover the running costs of the Society. Substantially the whole of the funding of the Society shall come from its annual or other long-term members, or from an appropriation by the government, a provincial administration or a municipality.

- 18.6 **Banking account Signatories:** The Treasurer or Acting Treasurer shall be required to sign all cheques and/or instruments relating to the Society's Banking

account(s), such signature being additional to that of one other member of the Council, unless otherwise approved at the discretion of the Executive Committee.

19. ACTIONS AND LEGAL STATUS OF THE SOCIETY AND MEMBERS

- 19.1 The Society may take such legal action as may be deemed necessary in all matters affecting the legitimate interests of its members and shall be able to sue and be sued in its own name.
- 19.2 No individual person serving the Society or on the Council or the Executive will be liable for debts incurred by the Society and the liability of members shall be limited to the amount of their subscription fees paid at any time.
- 19.3 The Society shall be an autonomous body having perpetual succession and a legal existence independent of its members.
- 19.4 No Council or Executive or other committee member shall be liable to make good to the Society or any beneficiary, any loss occasioned or sustained by any cause, howsoever arising, except such loss as may arise from or be occasioned by his own personal dishonesty or other willful misconduct or gross negligence.
- 19.5 The Council and Executive Committee members shall be indemnified out of the Society funds against all claims and demands of whatsoever nature that may be made upon them arising out of the exercise or purported exercise of any of the powers hereby conferred upon them except where such claims arise from his own personal dishonesty or other willful misconduct or gross negligence.

20. SUSPENSION OF THE SOCIETY

- 20.1 The activities of the Society shall be suspended if its subscribing members number fewer than eleven.

21. DISSOLUTION OF THE SOCIETY

- 21.1 In the event of the dissolution of the Society, any remaining assets, after all debts have been settled and all obligations met, shall not be paid to or given to, or divided among the Members of the Society, but be given or transferred to another Specialist or Special Interest Group engaged in activities similar to those for which this Society was established. Members attending the final Annual General Meeting of the Society or the Executive Committee shall designate such a Group, which shall:
- 21.1.1 If the Society is so registered, be registered in terms of the Nonprofit Organisations Act, 1997; and
- 21.1.2 if the Society is exempt from income tax, donations tax and estate duty, under the relevant laws of the country be:
- 21.1.2.1 another entity with similar objects which is approved in terms of section 10(1)(d)(iii) or (iv);
- 21.1.2.2 any similar public benefit organisation, which has been approved in terms of section 30 of the Income Tax Act;
- 21.1.2.3 any institution, board or body which is exempt from income tax in terms of section 10(1)(cA)(i) of the Income Tax Act, which has its

sole or principal object the carrying on of any public benefit activity;
or

21.1.2.4

any department of state or administration in the national or provincial or local sphere of government of the Republic, contemplated in section 10(1)(a) or(b) of the Income Tax Act.

THIS AMENDED CONSTITUTION FORMALLY ADOPTED ON 2012

PRESIDENT