

**CONSTITUTION OF THE
SOUTH AFRICAN AEROSPACE & ENVIRONMENTAL MEDICAL
SOCIETY**

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DOCS/31985.01

1. NAME AND STATUS

- 1.1. The Society is a voluntary association recognized as a special group by the Council of the Medical Association of South Africa and its name shall be 'THE SOUTH AFRICAN AEROSPACE AND ENVIRONMENTAL MEDICAL SOCIETY'.
- 1.2. The society shall be a body corporate, having perpetual succession, capable of suing and being sued in its own name and of holding property of all kinds, movable and immovable, corporeal and incorporeal, apart from its members.

2. OBJECTS OF THE SOCIETY

- 2.1. The Society is a specialized organization dedicated to the promotion and enhancement of medical and allied sciences in the field of aeronautics, aviation, space, environmental, underwater and hyperbaric medicine in South Africa (in this clause referred to as the 'the discipline').
- 2.2. Accordingly, the objects of the Society shall be:
 - 2.2.1. to promote and maintain the membership of the Society;
 - 2.2.2. to improve the knowledge and skills of the members of the Society in the discipline and the community which it serves;
 - 2.2.3. to advise on development, maintenance and review of medical standards;
 - 2.2.4. to co-operate with other related sciences, disciplines and respective authorities;
 - 2.2.5. to promote safety in the man, machine and environment interface;

2.3. Associate members

Any person who in the opinion of the Executive Council is associated with the aviation industry, or with the industry or with the environment, having an interest in the objects of the Society and who pays a minimum annual subscription to be determined from time to time by the Executive Council.

2.4. Honorary membership

Any person who in the opinion of the Executive Council has distinguished himself or herself in fields of endeavor or activity which promote the objects of the Society, may, with that person's consent, be elected by the Executive Council as an honorary member of the Society.

2.5. Life members

Any person who qualifies to be an ordinary member of the Society and who pays a minimum subscription to be determined from time to time by the Executive Council. Members of the Society do not by virtue of such membership acquire any of the rights, duties or privileges of membership of the Medical Association of South Africa.

3. **THE OFFICERS OF THE SOCIETY** The officers of the Society shall be:

3.1. The President

3.1.1. The president elect shall become the president upon the expiry of the term of office of the incumbent as provided for in this constitution.

3.1.2. The president shall hold office from the date of his appointment as president at the biennial general meeting of the Society until the following biennial general meeting of the Society at the conclusion of which meeting his period of office shall be deemed to have terminated.

3.1.3. If, for any reason whatsoever, the president elect does not or is unable to become president under 4.1.1, then the president shall be elected by the Society at the biennial general meeting and the provisions of 4.1.3. shall apply mutatis mutandis.

3.1.4. Upon the death, resignation or permanent incapacity of the president, or in the absence of the president, or should the president be temporarily incapable of performing his duties, the president elect shall act as president of the Society for the unexpired period of the incumbent president's term of office, or for the period of his absence or incapacity, as the case may be. Acting as president under this clause shall not in any way disbar the president elect from becoming president under the provisions of 4.1.1.

3.1.5. An acting president shall have the powers, rights and duties of the president.

3.2. The President Elect

3.2.1. The president elect shall be elected by the Society in a general meeting. Such election shall take place at the Society's biennial general meeting and the person so elected shall hold office from the date of such election until the next biennial general meeting at the conclusion of which meeting his period of office shall be deemed to have terminated.

3.2.2. Should the office of president elect fall vacant during the term of office of the incumbent, whether as a result of the death, incapacity or resignation of the incumbent becomes acting president under 4.1.3, the

Executive Council may appoint one of its number as acting president elect for the period during which the incumbent is acting president.

3.2.3. The duties of the president elect shall be to familiarize himself with the duties of the president and he shall perform such other functions as the President may designate.

3.2.4. An acting president elect shall have the powers, rights and duties of the president elect save that he shall not assume the office of president under 4.1.1.

3.3. The Honorary Secretary / Treasurer

3.3.1. The honorary secretary / treasurer shall be elected by the Society at each biennial general meeting and the person so elected shall hold office from the date of such election until the next biennial general meeting at the conclusion of which meeting his period of office shall be deemed to have terminated.

3.3.2. If the office of honorary secretary / treasurer falls vacant for any reason whatsoever, the Executive Council shall have the power to appoint an acting honorary secretary / treasurer to act for the unexpired period of the honorary secretary / treasurer's term of office. The Executive Council shall have the power to co-opt a member of the Society for this purpose. The duties of the honorary secretary / treasurer shall be as determined by the Executive Council from time to time.

4. COMPOSITION OF THE EXECUTIVE COUNCIL

The Executive Council shall consist of:

- 4.1. the president
- 4.2. the president elect
- 4.3. the honorary secretary / treasurer
- 4.4. four ordinary or life members of the Society who shall be elected by the Society at the biennial general meeting and who shall hold office from the date of such election until the next biennial general meeting at the conclusion of which meeting, his period of office shall be deemed to have terminated. Any such member shall be eligible for re-election. The Executive Council may appoint new members of the Executive Council to fill vacancies caused by death, retirement or removal. Such new members of the Council shall hold office for the unexpired period of the term of office of the member in whose stead he or she is appointed;
- 4.5. Past presidents for as long as he or she is willing to continue to remain a member of the Executive Council.

5. THE EXECUTIVE COUNCIL

5.1. The Society shall be governed by the Executive Council in which shall be vested the general direction, control and administration of the Society, its activities and finance.

5.2. The Executive Council shall have all such powers as are necessary or desirable for the attainment of all or any of the objects of the Society. Without limiting the generality thereof, the powers of the Executive Council shall include:

5.2.1. to grant sums of money out of the funds of the Society for the promotion of the discipline in such a manner as may from time to time be determined;

5.2.2. to purchase, take on, lease, exchange, hire or otherwise acquire any real and personal property and any rights or privileges necessary or convenient for the purposes of the Society;

5.2.3. to sell, improve, manage, develop, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property of the Society;

5.2.4. to invest and deal with the monies of the Society not immediately requiring investment, in such manner as may from time to time be determined;

5.2.5. to borrow any monies required for the purposes of the Society upon such terms and upon such security that may be determined;

5.2.6. to pay out of the funds of the Society all costs, charges and expenses preliminary and incidental to the promotion and activities of the Society;

5.2.7. to institute or defend any legal proceedings on behalf of the Society and to that end to appoint professional representatives;

5.2.8. to frame such policies and procedures as it may deem necessary for the proper and efficient administration and operation of the Society;

5.2.9. to authorize the signing of all documents, including agreements, negotiable instruments, powers of attorneys and any document required to be executed in relation to the affairs of the Society through designated persons;

5.2.10. to do all such other lawful things as may be incidental or conducive to the promotion or carrying out of the objects of the Society or any of them.

6. FINANCIAL AFFAIRS OF THE SOCIETY

6.1. The financial years of the Society shall end on _____ day of _____ of each year.

6.2. The Executive Council shall be cause to be kept such accounting records as may be necessary fairly to present the state of affairs and business of the

Society and to explain the transactions and financial position of the Society and of the state of its affairs.

- 6.3. The Executive Council shall in respect of every financial year of the Society cause to be made out annual financial statements which shall, in conformity with generally accepted accounting practice, fairly present the state of affairs of the Society and its business as at the end of the financial year concerned.
- 6.4. The financial statements of the Society shall be duly audited and shall be presented for approval at each biennial general meeting of the Society. The Executive Council may, with the approval of the auditors, present such statements in a consolidated form.

7. MEETINGS OF THE EXECUTIVE COUNCIL

- 7.1. The Executive Council shall meet as often as it shall deem necessary but at least three times during any calendar year. The first meeting shall take place within 30 days after each biennial general meeting of the Society. The Executive Council shall regulate its meetings as it deems fit.
- 7.2. The president, or in his absence the president elect, shall preside as a chairman at meetings of the Executive Council.
- 7.3. The quorum for any meeting of the Executive Council shall be four members present in person.
- 7.4. Meetings of the Executive Council shall be convened upon reasonable notice by the president at a date, time and venue to be determined by him. A meeting of the Executive Council shall be convened by the president (or by the president elect in his absence) within seven days after the receipt of a written requisition signed by at least three members of the Executive Council.
- 7.5. Each member of the Executive Council present in person shall have one vote and all issues shall be determined by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote. No proxy votes will be allowed.
- 7.6. Each member of the Executive Council shall be entitled to appoint an alternate to attend, speak and vote in his stead at meeting of the Executive Council which he is unable to attend as a result of absence from the Republic of South Africa or other unavoidable cause accepted as such by the Executive Committee at the meeting. Such appointment shall be notified to the president in writing prior to the meeting.

8. BIENNIAL GENERAL MEETINGS

- 8.1. A biennial general meeting of the Society shall be held every second year at such time, not being more than 27 months after the holding of the last preceding biennial general meeting and at such place as may be fixed by the

Executive Council. The time and venue shall, as far as practicable, coincide with the South African Aerospace Medical Congress.

- 8.1.1. The business of the biennial general meeting shall include:
- 8.1.2. receiving the annual financial statements of the Society, the Executive Council's report of the Society's affairs and the report of the auditors of the Society.
- 8.1.3. the discussion of any matter referred to in or arising out of the said financial statements or either of the said reports;
- 8.1.4. the election of officers of the Society and the members of the Executive Councils for the following period as provided for in this constitution;
- 8.1.5. the discussion of any matter of which notice shall have been given to the Executive Council at least 28 days before the date of the biennial general meeting;
- 8.1.6. the election of auditors.

9. SPECIAL GENERAL MEETINGS

The Executive Council:

- 9.1. may, however it thinks fit, and shall within 14 days after the lodging of a written requisition signed by any 25 members of the Society, convene a special general meeting for the purpose of transacting any business as by this Constitution is required to be transacted at a general meeting;
- 9.2. in case of a requisitioned meeting, the meeting shall be convened in the same manner, as nearly as possible, as that which biennial general meetings are convened by the Executive Council and, in any event, shall be convened within 14 days after the lodging of the requisition for a date not less than 21 and not more than 35 days from the date of the notice convening the meeting. Any such requisition shall state the object of the meeting proposed to be called.

10. PROCEEDINGS AT GENERAL MEETINGS

- 10.1. The quorum for any general meeting shall be 25 members present in person.
- 10.2. 21 days notice at least of the holding of a general meeting, specifying the place, the day and the hour of the meeting, and in the case of special business, the nature of such business, shall be given to the members. Where the notice is of a biennial general meeting, a copy of the annual financial statements and the reports of the Society shall accompany such notice to each member of the Society.

10.3. At every general meeting, every ordinary and life member in good standing present in person shall have one vote. No proxy votes will be allowed. Honorary and associate members will be entitled to attend and speak but not to vote.

10.4. Voting at general meetings shall be by a show of hands unless a poll is demanded by at least five members personally present. If a poll be demanded it shall be taken in such manner and either at once or after an interval or adjournment as the chairman directs, and the result of such poll shall be deemed to be the resolution of the Society.

10.5. In the case of an equality of votes at any meeting, the chairman shall have a second or casting vote.

10.6. The President, or in his absence the President Elect, shall preside as chairman at all general meetings of the Society.

11. APPLICATION OF INCOME AND PROPERTY

The income and property of the Society whensoever derived shall be applied and utilized solely towards the promotion of its objects and the furtherance of its aims as set forth in this Constitution and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever to the members of the Society; provided that nothing herein contained shall prevent the payment in good faith of reasonable remuneration to any officer or servant of the Society or to any member thereof in return for any services actually rendered to the Society.

12. DISSOLUTION

Upon its winding-up, deregistration or dissolution, the assets of the Society remaining after the satisfaction of all its liabilities shall be given or transferred to some other association or institution or associations or institutions having objects similar to the objects of the Society, to be determined by the member of the Society at or before the time of its dissolution or failing such determination, by the Medical Association of South Africa.

13. AMENDMENT OF CONSTITUTION

The Society may by resolution passed by two-thirds of members present at a general meeting, having the right to vote, amend this constitution.