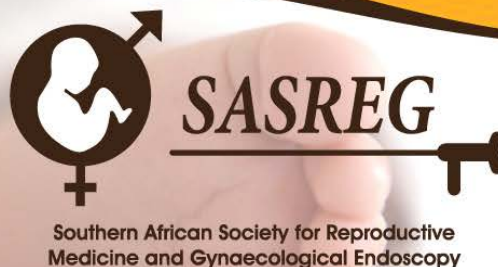


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## CONSTITUTION

### 1. Definitions

- 1.1. Society means the Southern African Society of Reproductive Medicine and Gynaecological Endoscopy;
- 1.2. Constitution means the provisions of this constitution, as amended from time to time;
- 1.3. Member(s) means a member of the Society for the time being;
- 1.4. Council means the council elected in terms of the provisions of the Constitution from time to time;
- 1.5. Council Member(s) means the members of the Council for the time being.

### 2. Name

The name of the Society shall be "The Southern African Society of Reproductive Medicine and Gynaecological Endoscopy".

### 3. Legal Entity

- 3.1. The Society shall be a legal entity distinct from its Members.
- 3.2. The Society shall have perpetual succession and shall continue as a legal entity notwithstanding changes of membership from time to time.
- 3.3. The assets and liabilities of the Society shall be distinct from those of its Members.
- 3.4. No Member shall have any right, by reason of his membership to the Society, to the property of the Society.

### 4. Profit

The Society shall not be entitled to carry on any business for the acquisition of gain by the Society or by the Members thereof.

### 5. Liability of Members

The liability of Members is limited to the amount of unpaid subscriptions or other monies owing by them to the Society.

### EXECUTIVE COMMITTEE

#### President

Dr Danie Botha

#### Vice-President

Dr Sulaiman Heylen

#### Honorary Secretary

Lydia Els-Smit

#### Honorary Treasurer

Prof Thinus Kruger

#### Ex Officio: Past President

Dr Paul Le Roux

#### Members

Dr Abri de Bruin

Prof Igno Siebert

Dr Pieter Kruger

Dr Chris Venter

Prof Silke Dyer

Dr Yossi Unterslak

Dr Thabo Matsaseng

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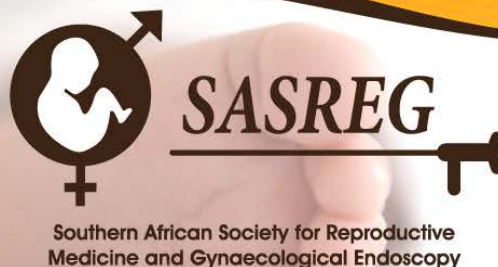
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## 6. Objects

6.1. The main object of the Society shall be to promote the common interests of persons involved in and connected with reproductive medicine and gynaecological endoscopy.

6.2. The ancillary objects of the Society shall be:

6.2.1. to represent all organisations or persons, with an interest in the main object of the Society, nationally and internationally;

6.2.2. to arrange academic symposia, workshops, conferences and collaborative multi-centre trials for the purpose of furthering the main object of the Society and the delivery of evidence-based reproductive health care;

6.2.3. to affiliate with The South African Medical Association, The College of Medicine of South Africa, The South African Society of Obstetricians and Gynaecologists and any other society or association having similar objects;

6.2.4. to facilitate and encourage the highest standards of training in the field of reproductive medicine and gynaecological endoscopy;

6.2.5. to seek improvement in health care services provided in South Africa in the field of the reproductive medicine and gynaecological endoscopy and in ancillary health care;

6.2.6. to provide guidelines to practitioners in the field of reproductive medicine and gynaecological endoscopy and in ancillary healthcare;

6.2.7. to collect and raise funds and to administer such funds for the purpose of furthering the objects of the Society;

6.2.8. to promote research and the collection of information in the field of reproductive medicine and gynaecological endoscopy;

6.2.9. to do all such other lawful things as are incidental or conducive to the attainment of the objects of the Society;

6.2.10. to register in terms of the Non-profit Organisations Act, 1997;

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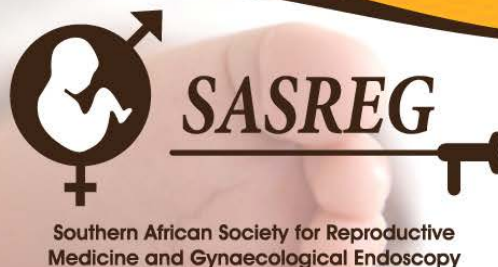
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## 7. Powers of the Society

Subject to the provisions of clause 6 above, the Society shall have all such powers as are necessary for the proper attainment of the objects of the Society and shall, in particular, have the following express powers:

- 7.1. to acquire any movable or immovable property for the Society and to maintain, improve and alter any of the Society's property;
- 7.2. to invest the monies of the Society and to open banking and other accounts pertaining to the financial affairs of the Society;
- 7.3. to support or subscribe to any institution or society which may be for the benefit of the Society;
- 7.4. to secure the fulfilment of any contracts entered into by the Society by the mortgage of or any part of the property of the Society;
- 7.5. to borrow or raise and give security for money by the issue of bills of exchange, promissory notes, debentures or other obligations or securities of the Society or by mortgage of all or any part of the property of the Society, or through membership subscriptions, donations and grants to the Society;
- 7.6. subject to the provisions of clause 4, to make donations, loans, leases and any other forms of contract whatsoever including sales and purchase of property of any kind whatsoever.

## 8. Special Conditions

The objects and powers of the Society shall be subject to the following special conditions:

- 8.1. the activities of the Society shall be directed wholly to the furtherance of its main object;
- 8.2. the Society shall not be permitted to distribute any of its profits or gains to any person and shall be required to utilise its funds solely for investment or for the attainment of its objects;
- 8.3. in the event of winding up or liquidation of the Society it shall be obliged to give or transfer its assets remaining after the satisfaction of its liabilities to some other company, society or association with objects similar to those of the Society.

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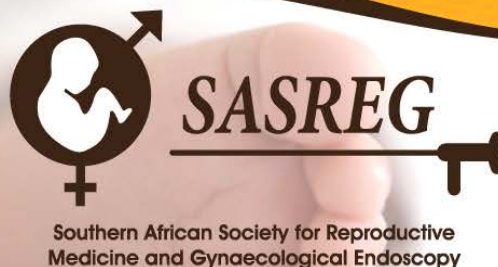
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## 9. Classes of Membership

There shall be the following classes of membership of the Society, namely:

9.1. honorary Members;

9.2. ordinary Members.

## 10. Qualification for Membership

The persons eligible for the various classes of membership of the Society shall be as follows:

### 10.1. Honorary Members

The Society may propose individuals, whose service merits recognition in the field of the Discipline, to be honorary Members.

### 10.2. Ordinary Members

Any person with an interest in reproductive medicine and or gynaecological endoscopy, who is registered in relation to any health care profession in respect of which a register is kept in terms of the following statutes, shall be eligible for membership as an ordinary Member of the Society:

10.2.1. the Health Professions Act, 1974;

10.2.2. the Nursing Act, 1978.

## 11. Election of Members

11.1. Nominations for honorary Members shall be submitted in writing to the Council and must be supported by at least four Members of the Society. The nominations must be accompanied by a written motivation. The honorary Members shall be elected at any annual general meeting of the Society by a majority vote of the Members present at the meeting.

11.2. Application for membership as ordinary Members of the Society shall be in writing and shall contain such information as the Council may from time to time require. Acceptance of applicant Members shall be determined by the Council which shall be entitled, in its discretion, to reject any application for membership without furnishing reasons.

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### Vice-President

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### Honorary Secretary

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11.3. A Member shall become liable to pay his membership subscription upon acceptance of his application for membership, provided that honorary Members shall not be required to pay a membership subscription.

11.4. Upon signature of an application for membership, a Member shall be deemed to have bound himself to the provisions of the Constitution.

## 12. Termination of Membership

12.1. Membership shall cease upon death or resignation.

12.2. Membership may be terminated at a general meeting of the Society by the decision of not less than two thirds of the Members present at the meeting.

12.3. Membership shall cease if a Member fails to pay his membership subscription within the calendar year in respect of which such subscription is due. Upon payment of the arrear subscription amount, membership shall be immediately reinstated.

## 13. Subscriptions

The annual subscription for membership in any class shall be such sum as the Council may from time to time determine, which shall be payable on the 1st of January each year.

## 14. The Council

14.1. The Council shall consist of 12 Members made up as follows:

14.1.1. 5 Members with a focus interest in assisted reproduction and/or endocrinology;

14.1.2. 5 Members with a focus interest in gynaecological endoscopy;

14.1.3. 1 Member who is a scientist in the field of reproductive biology and or embryology; and

14.1.4. the immediate past president who shall remain as a Council Member in an advisory capacity for one term only, where after the number of Council Members shall reduce to 11 Members.

14.2. The Council shall be structured as follows:

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### Vice-President

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- 14.2.1. a president;
- 14.2.2. a vice-president;
- 14.2.3. an honorary secretary;
- 14.2.4. an honorary treasurer;
- 14.2.5. 7 Council Members;
- 14.2.6. the immediate past president for one term only.

#### 15. Election of Council

- 15.1. The Council Members shall be elected from the Members by majority vote of the Members at the annual general meeting of the Society and shall hold office for three years. The Members of Council shall be eligible for nomination and re-election as Members of the Council, subject to clause
- 15.2. No office bearer shall serve in the same capacity for more than two consecutive terms.

15.3. Voting for the election of Council Members shall be by way of ballot of those Members either present at the annual general meeting or who may have voted by postal ballot, including ordinary mail and e-mail, received by the date on which the annual general meeting is held.

#### 16. Management of the Affairs of the Society

The management and control of the affairs of the Society shall vest in the Council which shall have full power and authority to perform any act which may be performed by the Society, including but not limited to:

- 16.1. appointing such agents or servants for any services as the Council deems fit and investing them with such powers as the Council deems necessary;
- 16.2. investing the monies of the Society and opening banking and other accounts pertaining to the financial affairs of the Society;
- 16.3. executing any contracts in the name of the Society;
- 16.4. referring any claim or demand by or against the Society to arbitration;

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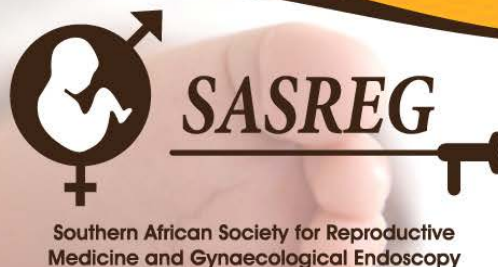
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16.5. making and giving receipts, releases and other discharges for monies payable to the Society and for claims and demands of the Society;

16.6. appointing persons who shall be entitled to sign cheques, cheque receipts and negotiable instruments on behalf of the Society;

16.7. making, varying or repealing by-laws for the regulation of the affairs of the Society, its officers and servants, or the Members of any class of the Society;

16.8. delegating to any sub-committee any or all of the authorities conferred on the Council by the Constitution;

16.9. establishing a sub-committee for assisted reproductive techniques which shall be chaired by a Council Member;

16.10. establishing a sub-committee for gynaecological endoscopy which shall be chaired by a Council Member;

16.11. co-opting Members to the Council as additional Council Members for purposes and duration within the Council's discretion;

16.12. establishing sections and branches of the Society and determining their functions;

16.13. call on the Members to partake in a referendum to determine majority opinion in such manner and for such reason as the Council in its discretion deems fit.

#### **17. Termination of Office of Council Members**

17.1. The office of a Council Member shall be vacated if a Council Member:

17.1.1. is absent from three consecutive meetings of the Council without obtaining prior leave of absence; or

17.1.2. ceases to hold the necessary qualifications in terms of the Constitution; or

17.1.3. resigns his office by notice in writing to the Council.

17.2. In the event of any Council Member ceasing to be a Council Member for any reason whatsoever, the Council shall have the power to appoint a Member to fill such vacancy for the remainder of the period of office of such Council Member.

#### **EXECUTIVE COMMITTEE**

##### **President**

Dr Danie Botha

##### **Vice-President**

Dr Sulaiman Heylen

##### **Honorary Secretary**

Lydia Els-Smit

##### **Honorary Treasurer**

Prof Thinus Kruger

##### **Ex Officio: Past President**

Dr Paul Le Roux

##### **Members**

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## 18. Meetings of the Council

18.1. The Council shall meet at least once a year. Not less than two weeks' notice shall be given of all meetings of the Council unless all Council Members agree to accept shorter notice.

18.2. The quorum for a meeting of the Council shall be six Council Members present at the commencement of and throughout the meeting. Any decision of the Council shall be by majority vote by a show of hands of those present. Each person entitled to be present and to vote shall have one vote, excluding the immediate past president, and the president shall have a casting vote in addition to his deliberative vote.

18.3. The honorary secretary shall convene a special meeting of the Council on the instructions of the president or upon the written request of at least two Council Members.

18.4. A resolution in writing which is signed by all the Council Members and inserted in the minute book to be kept by the Council shall be as valid and effective as if passed at a meeting of the Council.

## 19. Annual General Meetings

19.1. The annual general meeting of Members shall be held at such times and place as the Council may determine within three months of the end of the financial year of the Society and as far as possible during the annual congress of the Society.

19.2. Notice of the date, time and place for the holding of the annual general meeting shall be posted by letter to each of the Members at his registered address as appearing in the Register of Members, at least two weeks before the date fixed for the holding of such meeting.

19.3. The omission to send by post any such notice to any Member shall not invalidate the holding of the meeting, or the passing of any resolution thereat.

19.4. Notice of the terms of any resolution to be proposed at an annual general meeting, other than concerning ordinary and general business, shall be lodged with the honorary secretary at least fourteen days before the date fixed for such meeting.

## EXECUTIVE COMMITTEE

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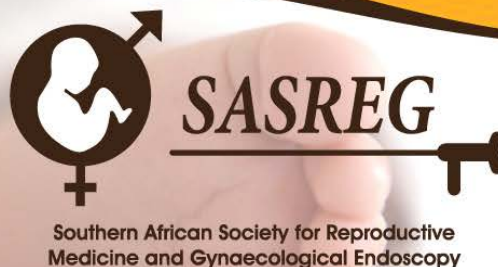
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## 20. Proceedings at Annual General Meetings

20.1. At the annual general meetings, the Council shall present an audited balance sheet and income statement for the preceding financial year, together with its report.

20.2. The ordinary business at an annual general meeting shall be as follows:

20.2.1. to confirm the minutes of the previous annual general meeting and any special general meeting held since the previous annual general meeting;

20.2.2. to receive and consider the report of the Council and the financial statements for the preceding financial

year with the auditor's report thereon;

20.2.3. to elect the Council Members;

20.2.4. to elect any honorary Member proposed to the Council;

20.2.5. to consider and pass any resolution concerning the affairs of the Society.

## 21. General Meetings

21.1. The Council may in its discretion call a general meeting of the Members from time to time.

21.2. The Council shall be obligated to call a general meeting on the written request of at least three Members of the Society.

21.3. The quorum for a general meeting of Members shall be 10% of the Members entitled to vote.

## 22. Voting

22.1. Subject to 22.2 all Members shall be eligible and entitled to vote at any meeting of Members and each such Member shall have one vote.

22.2. Only Members whose subscriptions are paid up to date shall be entitled to vote.

22.3. Save as otherwise provided in the Constitution, any business or question submitted to a meeting of Members for decision, shall be decided by majority vote by a show of hands of those present and entitled to vote.

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22.4. A proposal to dissolve the Society will require a two-thirds majority of the Members present and entitled to vote.

### 23. Amendments to Constitution

23.1. The Constitution may only be amended by a resolution adopted by a majority of two thirds of the honorary and ordinary Members present at an annual or special general meeting of Members, of which due and proper notice has been given.

23.2. One month's notice of the intention to propose and move a resolution for the amendment of the Constitution and setting out the terms of such proposed resolution, shall be given to the honorary secretary, who shall forthwith notify the Council and send a copy of such notice by post to each Member at the address of each Member appearing in the register of Members.

### 24. Financial Year

The financial year of the Society shall end on the last day of February of each year.

### 25. Register of Members

All Members shall communicate their addresses from time to time to the honorary secretary who shall keep a register of the names of Members and their addresses.

### 26. Indemnity

Each Member, officer or servant of the Society shall be indemnified by the Society against all costs, losses and expenses which he may incur or become liable for by reason of any act or thing done by him as such in the discharge of his duties, unless the loss in question is caused by his own gross negligence, dishonesty or breach of trust.

### 27. Winding up or Dissolution

In the event of the winding up or dissolution of the Society any funds or assets remaining after payment of all debts of the Society shall be disposed of by way of donation to an organisation having similar objects to those of the Society.

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