



A. CONSTITUTION

The South African Society for Basic and Clinical Pharmacology is registered as a non-profitable organisation (i.e. as a Section 21 Company) and is as such governed by the Companies Act of South Africa, which takes precedence whenever there may be a conflict between this constitution and the Act.

1 DEFINITIONS

1.1 In this Constitution and in the Regulations framed in terms hereof, the following terms and expressions shall, unless the context otherwise directs, have the respective meanings hereinafter set out:

- "the Society" - The South African Society for Basic and Clinical Pharmacology;
- "the Board" - the Board of Directors (fulfilling the function of an Executive Committee of the Society) constituted as set out in regulations (1);
- "members" - members as defined in Regulations (2);
- "regulation" - any regulation made in terms of this Constitution and as amended from time to time;
- "South Africa" - the Republic of South Africa as constituted in 1994.

1.2 The singular shall include the plural and the masculine gender shall include the feminine gender and vice versa.

2 NAME

2.1 The Society shall be known as "The South African Society for Basic and Clinical Pharmacology", acronym SASBCP.

3 ADDRESS

3.1 Unless and until otherwise notified by the Secretary-General of the Society, the address shall be that of the Secretary-General of the Society.

4 OBJECTIVES

The objectives of the Society shall be:

- 4.1 To foster, promote, encourage, develop and support interest, teaching and research in basic and clinical pharmacology,
- 4.2 To promote communication and cooperation between societies and industry representing pharmacology and related disciplines,
- 4.3 To create forums to present and exchange ideas,
- 4.4 To cooperate or associate, at the discretion of the Society, with state and provincial departments and local and other authorities,
- 4.5 To be proactive in the development of young scientists in basic and clinical pharmacology,
- 4.6 To promote public awareness on pharmacological issues.

5 MEMBERS

- 5.1 The Society shall consist of ordinary members, student members, corporate members, associate members and honorary members;
- 5.2 Any person who is, or has been engaged in the research or teaching or practice of pharmacology, or related sciences shall be eligible for election as an ordinary member;
- 5.3 Any person who has made an outstanding contribution to the advancement of pharmacology or allied sciences shall be eligible for election as an honorary member.
- 5.4 Industries, companies, institutions or similar bodies with an interest in pharmacology and who support and may contribute to the objectives of the Society, may be eligible for corporate membership. The Society may decide on different levels of corporate membership.

6 DISSOLUTION OF THE SOCIETY

- 6.1 A two-thirds majority Resolution passed at a General Meeting duly called for the purpose after notice stating the business to be transacted thereat shall be necessary for the dissolution of the Society.
- 6.2 The Society shall be deemed to have ceased to exist when no Meetings of the Board of Directors (MBDs) have been held for at least three years.
- 6.3 In the event of the Society ceasing to exist such of the office bearers as shall remain shall cause the assets of the Society to be realised and distributed equally for use by departments of Pharmacology of the Universities in South Africa having such departments for the promotion of the objectives of this society or objectives allied thereto.

7 REGULATIONS

- 7.1 The Society may make, rescind or amend such Regulations as it may deem necessary for the conduct of its business. Until such alteration,

amendment or rescission shall have taken place the undermentioned Regulations shall be the Regulations of the Society.

8 ALTERATIONS OF THE CONSTITUTION

- 8.1 The constitution may be altered by a two-thirds majority of members present at a General Meeting: Notice of proposed Constitutional Amendments must be send in writing or electronic means to members at least 4 weeks prior to the General Meeting, which may be the Annual General Meeting (AGM).
- 8.2 Members not present at a General Meeting (including the AGM) may vote by postal ballot, electronically or by proxy.

9 LANGUAGE

- 9.1 Although the Constitution may be translated into other official languages, the English version of this Constitution shall be used for the purpose of interpretation, in the case of dispute.

B. REGULATIONS

1 MANAGEMENT

According to the Companies Act a Section 21 Company, such as the Society, must have at least seven (7) members and at least two (2) directors.

1.1 The business of the Society shall be conducted by a Board of Directors, with a minimum of seven (7) members, filling at minimum the following portfolios:

1.1.1 a President

1.1.2 a Vice-President

1.1.3 a Secretary-General

1.1.4 a Treasurer

1.1.5 at least three additional elected directors

1.2 Election Process

1.2.1 The Board of Directors shall be elected, after nomination, at a General Meeting of the Society. Nominations must be in writing, signed by proposer, a seconder and the nominee and be handed to the secretary prior to the commencement of the Meeting.

1.2.2 Nominations are called. The seven (7) or more persons with the highest votes become the Board of Directors shortlist. From the shortlist the specific minimum portfolios (listed above under § 1.1) are elected. The Board of Directors will appoint the four office bearing positions (namely that of President, Vice-President, Secretary-General and Treasurer) as soon as possible after the AGM.

1.2.3 A member who is not nominated should chair the meeting during the election process.

1.2.4 With the approval of members at the meeting, the process may be adapted depending on the circumstances.

1.3 In addition, the Board of Directors may co-opt a maximum of two members to the Board of Directors as and when deemed necessary to undertake specific tasks. If not elected to the Board of Directors, the Chairman of the Organising Committee of the Annual General Meeting/Congress will become a co-opted member for that year.

1.4 At least one, but no more than two of the elected members of the Board of Directors may be employed in the Pharmaceutical Industry in full time capacity.

1.5 Term of office:

- 1.5.1 The terms of office of each member of the Board of Directors ends after three years; they may be re-elected for another term of three years.
- 1.5.2 No member of the Board of Directors may serve in the same portfolio for more than six years.
- 1.5.3 At the end of a six year term at least three new directors must be elected.
- 1.5.4 A vacancy on the Board of Directors due to the resignation of an elected member can be filled by another member co-opted on an interim basis by the Board of Directors until the next General Meeting (or AGM), when a replacing director must be elected.
- 1.5.5 All portfolios must be voted for every three years, even if members only served a part of their terms.
- 1.6 Any member of the Board of Directors who fails to attend three consecutive Meetings of the Board of Directors without assigning a valid reason therefore shall cease to be a member of the Executive.
- 1.7 Functions of the Board of Directors:
 - 1.7.1 The President shall call General Meetings and Meetings of the Board of Directors and shall act as chairman at such meetings.
 - 1.7.2 The Vice President shall fulfil the tasks of the President whenever the latter is not available.
 - 1.7.3 The Secretary-General shall keep minutes of the proceedings of the Society's General Meetings and Meetings of the Board of Directors, and shall submit the President's Annual Report to the Society at a General Meeting.
 - 1.7.4 The Treasurer will keep accurate records of the financial affairs of the Society and shall submit an audited financial statement to the Annual General Meeting for its approval.
- 1.8 Meetings of the Board of Directors:
 - 1.8.1 Any number in excess of 50% of the directors shall form a quorum at a meeting of the Board of Directors.
 - 1.8.2 The President at Meetings of the Board of Directors shall be entitled to a casting vote in addition to his deliberate vote.

2 MEMBERSHIP

- 2.1 Ordinary membership:
 - 2.1.1 Any person who is desirous of becoming a member of the Society must apply for membership by completion of the online application form available on the Society website. The applications should include a list of contributions to pharmacology or related sciences

which the candidate may have made (publications, etc.), together with other credentials for consideration by the Board of Directors.

2.1.2 The Board of Directors may elect such an applicant a member of the Society or refuse membership without assigning any reason.

2.2 Honorary membership:

2.2.1 Persons distinguished for eminent services to pharmacology or allied sciences may be nominated as honorary members by the Board of Directors to the Annual General Meeting for election.

2.2.2 Honorary members shall enjoy all privileges of the Society.

2.3 Student members shall pay only 40 % of the normal membership fees for ordinary members.

2.4 Corporate members shall pay a fee determined by the Board of Directors and ratified at an Annual General Meeting, according to the approved levels of membership.

2.5 Termination of membership:

2.5.1 Membership shall be terminated by the death or resignation of a member.

2.5.2 A member who by reason of mental disorder or who has conducted himself in such a way as to bring discredit on the Society may be removed from the roll of membership by the Board of Directors.

2.5.3 A member whose fees are one (1) or more years in arrear shall be archived from the roll of membership, thereby forfeiting any benefits of membership.

3 SUBSCRIPTIONS

3.1 Each member shall pay an entrance fee and an annual subscription fee in accordance with scales laid down from time to time.

3.2 The subscription can be paid from 1 January and becomes due on the 1 March of each year.

3.3 The South African Society for Basic and Clinical Pharmacology is a non-profitable society.

4 MEETINGS

4.1 The Society shall hold at least one General Meeting annually.

4.2 The meetings of the Society shall be held in such places in South Africa as may from time to time be determined.

4.3 The main function of the General Meetings shall be the delivery of scientific communications and discussion of the Society business.

Any other business of the Society may be transacted at such meetings.

- 4.4 At least six months notice shall be given of the place and date of all General Meetings.
- 4.5 The announcement of the Annual Congress shall be deemed as the announcement of the Annual General Meeting.
- 4.6 If the nature of the business requires urgent attention before such meetings, such matters can be brought to the attention of the Board of Directors, whose duty it is to respond to such matters.
- 4.7 The business to be transacted at the **Annual General Meeting** shall be:
 - 4.7.1 To confirm the minutes of the previous Annual General Meeting and any subsequent general meetings.
 - 4.7.2 To consider and approve reports of office bearers.
 - 4.7.3 To elect members to fill the vacancies in the Board of Directors.
 - 4.7.4 To appoint auditors for the ensuing year.
 - 4.7.5 To consider any other matters of which matters which have been brought to the attention of the Meeting.
 - 4.7.6 No other business shall be discussed at the Meeting save?? with the consent of not less that two thirds of the members present and entitled to vote.

4.8 Quorum:

- 4.8.1 The quorum for General Meetings of the Society at which business is to be discussed shall be the members present.
- 4.8.2 At least 20% of the ordinary members must be present to approve any changes to the constitution.

5 ALTERATIONS

- 5.1 Regulations of the Society may be altered by a two thirds majority present at a general meeting.

6 FINANCIAL MATTERS

- 6.1 Any two of three members appointed by the Board of Directors may sign on behalf of the Society.
- 6.2 An income and expenditure account balance sheet shall be presented at the Annual General Meeting, duly audited.
- 6.3 The income of the Society may be augmented by donations, bequests, grants or other forms acceptable to the Board of Directors.

- 6.4 The Board of Directors is empowered to open and operate accounts with a bank or banks, to invest in such securities as it considers advisable in respect of such funds as are not immediately required for the administration of the work of the Society.
- 6.5 The financial year of the Society shall commence on 1 September and terminate on 31 August of the following year.

President :
signature date

Secretary :
signature date

Date of Amendments : 2007-10-04

Constitution and Regulations of the South African Society for Basic and Clinical Pharmacology, as discussed and approved at the Annual General Meeting, ATKV Buffelspoort Resort, Marikana, 04 Oct 2007.

Prof. C.B. Brink (secretary-general 2003-2007)