

CONSTITUTION

THE SOUTHERN AFRICAN NEUROSCIENCE SOCIETY

A. INTRODUCTION

A.1 In this constitution, unless the context otherwise requires:-

- (i) "the Society" shall mean the Southern African Neuroscience Society;
- (ii) words in the singular numbers shall include the plural and words in the plural numbers shall include the singular, words importing the masculine gender shall include females, and words importing persons shall include bodies corporate.

A.2 If the provisions of this constitution are in any way inconsistent with the provisions of any Statute or Ordinance from time to time in force in the Republic of South Africa, the provisions of such Statute shall prevail, and this constitution shall be read in all respects subject to all Statutes and Ordinances in force.

B. CONSTITUTION

B.1 Name:

The Society shall be known as the Southern African Neuroscience Society.

Reg. Address:

Until otherwise notified in the hand of the Secretary of the Society, the registered address of the Society shall be:

P. O. Box 19113, Tygerberg, 7505.

B.2 Objectives:

The objectives of the Society shall be:-

- (i) To foster interest in neuroscience;
- (ii) To facilitate communication between those interested in neuroscience;
- (iii) In the discretion of the Society, to co-operate or associate with associates having objectives similar to the objectives of this Society.

B.3 Membership:

- (i) The Society shall consist of ordinary, founder, sponsor, student and honorary members regardless of colour, race, creed or sex, who have an interest in Neuroscience.
- (ii) Any person who has an interest in neurosciences shall be eligible for election as an ordinary member.
- (iii) Any person who has made an outstanding contribution to the advancement of neuroscience shall be eligible for election as an honorary member.

B.4 Dissolution of the Society:

- (i) 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.
- (ii) Upon its winding up or dissolution the assets of the Society remaining after satisfaction of all its liabilities, shall be donated or transferred to some other association or institution or associations or institutions either having objectives similar to the Society's main objectives or involved in research in the field of neuroscience. The names of institutions or associations who shall be beneficiaries and the amount of the donation shall be determined by the Executive Committee of the Society at or before the time of its dissolution.

B.5 Income

The income and property of the Society howsoever derived shall be applied solely towards the promotion of its main objectives and no portion thereof shall, except as herein provided, be paid or transferred, directly or indirectly, 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 in return for any services actually rendered to the Society.

B.6 Alteration of the Constitution:

The Constitution may be altered by a two-thirds majority of the votes cast by a postal ballot, provided not less than thirty percent (30%) of members comprising ordinary and sponsor members have cast their vote. Honorary members shall not be entitled to vote.

B.7 Interpretation of the Constitution:

The responsibility for the interpretation of the terms of this Constitution or any matter arising in connection therewith shall be vested in the Executive Committee (as herein-after defined in terms of the Regulations) and its decision shall be final and binding.

C. REGULATIONS

C.1 The Society may make, rescind or amend such regulations as it may deem necessary from time to time 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.

C.2 Executive Committee

(i) The business of the Society shall be conducted by an Executive Committee consisting of:-

- (a) Chairman
- (b) Secretary
- (c) Treasurer
- (d) Up to Four Additional Members
- (e) Any co-opted members as deemed necessary by the Executive Committee

- (ii) The Executive Committee shall be elected, for a two year term, after nomination, at the general meeting of the Society.
- (iii) A member of the Executive Committee shall be appointed for a period of two years. Any person whose period of office as a member of the Executive Committee has expired shall be eligible for re-election.
- (iv) The Chairman shall call general and Executive Committee meetings.
- (v) The Secretary shall keep minutes of the proceedings of the Society's general and Executive Committee meetings, and shall submit a biennial report to the Society at a general meeting.
- (vi) The Treasurer will keep accurate records of the financial affairs of the Society and shall submit an audited financial statement to the AGM for its approval.
- (vii) Three members shall form a quorum at a meeting of the Executive Committee. The Chairman at Executive Committee Meetings shall be entitled to a casting vote in addition to his deliberate vote.

C.3 Termination:

A member shall ipso facto cease to be a member of the Society:

- (i) If he is placed under curatorship;
- (ii) If he is removed as a member by the Executive Committee;
- (iii) If by notice in writing to the Society he resigns as a member;
- (iv) If he is convicted of an offence and is sentenced to imprisonment without the option of a fine; or
- (v) If he in his capacity as a member of the Executive Committee fails to attend three consecutive meetings of the Executive Committee without the Executive Committee's leave.

C.4 Subscription:

- (i) Each member shall pay an entrance fee and an annual subscription fee in accordance with scales laid down by the Executive Committee from time to time.
- (ii) The subscription becomes due and payable on the 1st day of March in each year.
- (iii) Membership of persons whose subscriptions are more than three years in arrears after the end of the financial year may, at the discretion of the Executive Committee, be terminated.

C.5 Powers of the Executive Committee

The Executive Committee, subject to the provisions of this Constitution, shall have the power:

- (i) to co-ordinate the activities of the Society and to promote the interests of the Society and its members generally;
- (ii) to decide what employment posts should be created, maintained or terminated for the effective running of the Society;
- (iii) to engage and dismiss any employees of the Society, to fix their remuneration and other conditions of employment and to define their duties;
- (iv) to nominate and elect Society members to represent the Society on any matters on which it is desired that the Society shall be represented;
- (v) to institute and defend legal proceedings by or against the Society, or any of its members at the discretion of the executive;
- (vi) to acquire or dispose of either by purchase, lease, sale or otherwise any movable or immovable property;
- (vii) to open, operate and close banking accounts on behalf of the Society and generally to control the funds and finances of the Society;
- (viii) to raise funds and to invest monies on behalf of the Society;

- (ix) to conclude any agreements it deems necessary;
- (x) to decide on all matters of procedure on which this Constitution is silent.

C.6 Meeting of Executive Committee

- (i) The Executive Committee shall consistently carry out the objectives of the Society, and shall be entitled in its administration of the affairs of the Society, to follow such policy guidelines and to lay down such procedural and administrative steps as the Executive Committee may from time to time deem desirable.
- (ii) Any member of the Executive Committee shall be entitled to convene a meeting of the Executive Committee by giving one month's notice to all members of the Executive Committee.
- (iii) A written resolution signed by all members of the Executive Committee shall have the same legal standing as a resolution passed at the properly constituted meeting of the Executive Committee.
- (iv) The Executive Committee shall minute all resolutions concerning affairs of the Society.
- (v) The Executive Committee may authorise one or more of its members to sign all documents for official purposes as may be required for the administration of the Society and for the execution of any transaction in respect of the affairs of the Society, and any resolution which is certified by a member of the Executive Committee as being a true abstract from the minutes of a particular meeting of the Executive Committee has the legal effect of a resolution signed by the Executive Committee.

C.7 General Meetings of the Society:

- (i) The Society shall hold at least one general meeting biennially.
- (ii) The meetings of the Society shall be held in such places in Southern Africa as may from time to time be determined. The main function of the general meetings shall be the delivery of scientific communications. Any other business of the Society may be transacted at such meetings.

- (iii) At least six months notice shall be given of the place and date of all general meetings.
- (iv) Any member may bring before a meeting any matter of business which he considers requires the attention of the Society. Unless it is of so urgent a nature as to justify the immediate attention of a general meeting of the Society, notice of such business shall be given to the Secretary, at least eight weeks preceding the general meeting at which the business is to be discussed.
- (v) Notice of business shall be given on the agenda provided however that such business shall first have been submitted to the Executive Committee for consideration.

C.8 The Business to be Transacted at the General Meeting shall be:

- (i) To confirm the minutes of the previous General Meeting and any subsequent General meetings.
- (ii) To consider and approve reports of the office bearers.
- (iii) To elect new members of the Executive Committee.
- (iv) To appoint auditors for the ensuing year.
- (v) To consider any other matters of which due notice has been given.

No other business shall be discussed at the meeting save with the consent of not less than two-thirds of the members present and entitled to vote.

C.9 Quorum:

The quorum for general meetings of the Society at which business is to be discussed shall be 20% of the ordinary membership thereof, and in the absence of a quorum within 30 minutes of the time fixed for the meeting then it shall stand adjourned to such time as the Chairman of the meeting shall decide. At such adjourned meetings the members present shall be deemed to be a quorum.

C.10 Proceedings at General Meetings:

- (i) All business that is transacted at a General Meeting may be so and only while a quorum is present.
- (ii) The Chairman of the Executive Committee shall preside as Chairman at every General Meeting. If he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairman, the members present shall choose another member of the Executive Committee. Where all members of the Executive Committee decline to take the chair, they shall choose some member present to be Chairman of the meeting.
- (iii) The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (iv) At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands. A declaration by the Chairman that a resolution has been carried, or carried unanimously or by particular majority, or lost and an entry to that effect in the minute book of the Society, shall be conclusive evidence of the fact, without proof of the number or portion of the votes recorded in favour of, or against, such resolution. No objection shall be raised as to the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is or may be given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.
- (v) If a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. Scrutineers shall be elected to declare the result of the poll, and their decision, which shall be given by the Chairman of the meeting, shall be deemed to be the resolution of the meeting at which the poll is demanded.

- (vi) The demand for a poll shall not prevent the continuation of a General Meeting for the transaction of any business other than the question upon which the poll has been demanded. The demand for a poll may be withdrawn.
- (vii) Any resolution in writing signed by a majority of the members to attend and vote at a General Meeting shall be valid and effectual as if it had been passed at a meeting of the Society duly convened and held.

C.11 Alteration of Regulations:

Regulations of the Society may be altered by a two-thirds majority present at any general meeting provided the proposed alterations have been considered by the Executive Committee in terms of paragraph C. 7 (iv) above.

C.12 Financial Matters:

- (i) Any two of three members appointed by the Executive Committee may sign on behalf of the Society.
- (ii) An income and expenditure account balance sheet shall be presented at the General Meeting, duly audited.
- (iii) The income of the Society may be augmented by donations, bequests, grants or other forms acceptable to the Executive Committee.
- (iv) The Executive Committee 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 Society.
- (v) The financial year of the Society shall commence on 1 January and terminate on 31 December of the same year.

C.13 Neuroscience Awards:

Two neuroscience awards shall be made annually to persons who are bona fide members of the Society.

- (a) A Senior Research Award for outstanding contribution to neuroscience research sponsored by Bristol-Myers Squibb.
- (b) An award for the most promising neuroscientist, sponsored by Bristol-Myers Squibb.

The awards shall be subject to the following conditions:-

- (i) The recipient of the Senior Research Award shall undertake to present a synopsis of the meeting or meetings attended abroad as a result of the award, to a symposium of the Society.
- (ii) No member of the Society shall receive the Senior Research Award more than once in any five year period.
- (iii) A recipient of the Most Promising Neuroscientist Award shall not be precluded from applying for the Senior Research Award and if successful, clause C.13 (b) ii above shall be applicable to such a member.
- (iv) The Executive Committee shall decide as to which applicants shall receive the awards and shall determine which applicant will get which award.
- (v) The Executive Committee shall reserve the right not to make an award or awards in any particular year for a reason or reasons deemed justifiable by the Executive Committee.

Signed:

Dated:

Date of Amendments:

- (1) Chairman: SANG
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