

Constitution Neurological Association of South Africa

1. Name and Aims of the Neurological Association of South Africa (the Group)

- 1.1 The Group shall be called the Neurological Association of South Africa (NASA).
- 1.2 The aims of the Group shall be to promote the knowledge and understanding of neurology, to encourage the appropriate practice of neurology in clinical management, to support neurological research and education, and to improve the status of neurology in South Africa through liaison with organisations having common interests, nationally and internationally.

2. Legal Status

- 2.1 The Group is a body corporate with its own legal identity which is separate from its individual members. The Group shall continue to exist even if the members change. The Group may own property, enter into contracts, and sue or be sued in its own name.
- 2.2 The members and office bearers are not liable for any obligation or liabilities of the Group solely by their status as members and office bearers of the Group.
- 2.3 The members and office bearers of the Group are not personally liable for any loss suffered by any person as a result of an act or omission of a member or office bearer which act or omission occurs in good faith while that member or office bearer is performing functions for or on behalf of the Group

3. Powers

- 3.1 The Executive Committee elected by the Group (the Executive Committee) may take on the power and authority which it believes are necessary to achieve the aims as stated under section 1.2 of this constitution.
- 3.2 The activities of the Executive Committee must abide by the law.
- 3.3 The Executive Committee shall have the power and authority to invite and receive financial contributions.
- 3.4 The Executive Committee shall have the power to buy, hire or exchange any property or equipment that it considers necessary to achieve the aims as stated under section 1.2 of this constitution.
- 3.5 The Executive Committee has the right to make bylaws for proper management of the Group's affairs.

4. Members of the Group

- 4.1 Any person registered as a neurologist in South Africa shall be eligible to apply for membership.
- 4.2 Honorary membership may be conferred to an individual if so ratified by the Executive Committee.

5. Election of Office Bearers

- 5.1 The Executive Committee of the Group shall consist of five paid up members of the Group, who will be elected by paid up members of the Group, which election will take place at an Annual General Meeting of the Group.
- 5.2 The five elected members should include neurologists from both academic medicine and the private health care sector.
- 5.3 The Executive Committee so elected shall, in turn, nominate and elect from amongst its members, office bearers including a President and Treasurer.
- 5.4 The Executive Committee shall also normally nominate and elect from amongst its members office bearers who will respectively head up the Private Practice Portfolio, the Education Portfolio and the Ethics Portfolio of the Group.
- 5.5 The Head of the Education portfolio will concurrently hold an academic position in the Neurology Unit of a South African University. All members of the Executive Committee who hold or have held academic appointments in Neurology Units of South African Universities shall be members of the Education Portfolio. Neurologists from the private sector are not excluded from being members of The Education Portfolio Committee.
- 5.6 The Head of the Private Practice Portfolio should currently practice, or have previously practiced, in the South African Private Health Care Sector. All members of the Executive Committee who currently practice, or have previously practiced in the South African Private Health Care Sector shall be members of the Private Practice Portfolio Committee.
- 5.7 The Head of the Ethic's portfolio shall not have any criminal record and shall not have any previous or pending disciplinary actions against him/her. Where a disciplinary action is instituted against the Head of the Ethics Portfolio, he/she shall step down from that position, but remain a member of the Executive Committee, until such time as the outcome of such disciplinary action is decided by the Executive Committee. All members of the Executive Committee shall be members of the Ethics Portfolio Committee.
- 5.8 The election of a Vice-President will be at the discretion of the Executive Committee.
- 5.9 The Executive Committee may appoint a Secretary, who may or may not be an elected member of the Executive Committee. Where the Secretary is not an elected member of the Executive Committee, such a secretary would have no executive powers but would be responsible for administrative and organisational tasks only, including but not necessarily confined to minute taking, record keeping, and filing, etcetera.

Remuneration of a non-elected secretary shall be at the discretion of the Executive Committee.

- 5.10 Each Executive Committee shall serve a term of two years.
- 5.11 Members of the Executive Committee shall be eligible for re-election but may serve a maximum of only three consecutive terms.
- 5.12 The President shall be eligible for re-election but may serve a maximum of only two consecutive terms. Under exceptional circumstances, the president's term may be extended where a two thirds majority of paid up members of the Group vote in favour of such an extension at an Annual General Meeting of the Group.
- 5.13 The Treasurer shall be eligible for re-election but may serve a maximum of only three consecutive terms. Under exceptional circumstances, the treasurer's term may be extended where a two thirds majority of paid up members of the Group vote in favour of such an extension at an Annual General Meeting of the Group.
- 5.14 The respective heads of the Education, Ethics and Private Practice Portfolio's shall be eligible for re-election but may serve a maximum of only three consecutive terms. Under exceptional circumstances, a Portfolio Head's term may be extended where a two thirds majority of paid up members of the Group vote in favour of such an extension at an Annual General Meeting of the Group.

6. Executive Committee

- 6.1 The business of the Group shall be conducted by the Executive Committee.
- 6.2 The Executive Committee shall consist of the office bearers of the Group and any members of the Group who may be co-opted by the Executive Committee.
- 6.3 The President, or failing him the Treasurer or another elected Executive Committee member, shall chair all meetings of the Executive Committee.
- 6.4 An Executive Committee meeting may only precede if a quorum of members is present.
- 6.5 A quorum shall consist of three elected members of the Executive Committee
- 6.6 The Executive Committee shall hold a meeting every quarter. This meeting may be face-to-face or through electronic means.
- 6.7 Proper minutes and attendance records must be kept of all Executive Committee meetings. The President, or failing him, an elected Executive Committee member, shall sign and accept or not the minutes of any Executive Committee at the following Executive Committee meeting.
- 6.8 If an Executive Committee member fails to attend three consecutive meeting of the committee without providing acceptable explanations, the said member shall no longer be part of the Executive Committee.

- 6.9 If an Executive Committee leaves or is no longer available for any reason, a replacement member may be appointed by a majority decision of the remaining elected Executive Committee members.
- 6.10 It shall be the duty of an Executive Committee member to report any conflict of interest that member may have with regard to any matter under consideration by the Executive Committee.
- 6.11 The Executive Committee shall call an Annual General Meeting and inform members of the Group timeously (three months)
- 6.12 Any Annual General Meeting shall be held within eighteen months of the previous Annual General Meeting.
- 6.13 The Executive Committee shall have the authority to co-opt paid up members of the Group to assist with the duties and day-to-day running of the Education-, Private Practice- and Ethics Portfolios; or to assist with any other responsibilities of the Executive Committee.
- 6.14 Co-opted members shall be nominated by a member of the Executive Committee and appointed if a simple majority of Executive Committee members are in favour of such an appointment.
- 6.15 The Executive Committee shall make bylaws as required for the successful pursuit of the aims of the group.
- 6.16 Co-opted members may be appointed on an *ad hoc* basis or for a term of up to a maximum of two years.
- 6.17 The term of any co-opted member shall not exceed the term of office of the serving Executive Committee, which appointed them. However, such Co-opted members shall be eligible for re-appointment at the discretion of any incoming Executive Committee.
- 6.18 Co-opted members will have no voting rights with respect of the decisions made by the Executive Committee.
- 6.19 Proper minutes and attendance records must be kept of all Annual General Meetings. The President, or failing him, the Treasurer, shall sign and accept or not the minutes of any Annual General Meeting at the following Annual General Meeting.

7. Duties of the Officer Bearers of the Group

- 7.1 The President shall direct the business of the Group, and shall represent the Group in contact with other societies, as well as promote the objectives of the Group.
- 7.2 When the President is unavailable, his/her tasks will be performed by another elected member of the Executive Committee as appointed by that committee.

- 7.3 The Treasurer shall be responsible for the financial affairs of the Group, and shall arrange the financial aspects of all meetings of the Group. The Treasurer shall present a financial report to the Annual General Meeting.
- 7.4 Where a secretary is appointed, he/she shall be responsible for holding the membership list, and informing the members of the business of the Group. The Secretary shall also be responsible for the minutes of the meetings of the Executive committee as well as the minutes of the Annual General Meeting.
- 7.5 The Head of the Education Portfolio will be responsible for keeping the Executive Committee abreast of developments at the College of Neurologists of South Africa and the Health Professions Council of South Africa, as well as issues involving academia, education, professional registration and continuing medical education, in as much as these affect members of the Group. He/she will be responsible for due diligence relating to any decisions which the Executive Committee may make regarding educational or research funding.
- 7.6 The Head of the Private Practice Portfolio will be responsible for keeping the Executive Committee abreast of developments in the Private Health Care Sector including but not confined to issues involving diagnosis coding, treatment coding, health care funding, National Health Insurance, directives of the Department of Health, and licencing requirements of the Health Professions Council of South Africa, in as much as these affect members of the Group practicing in the Private Health Care Sector. He/she will be responsible for due diligence relating to any decisions which the Executive Committee may make regarding matters affecting members of the Group practicing in the Private Health Care Sector.
- 7.7 Head of the Ethics Portfolio will be responsible for overseeing the handling of all ethical issues before the Executive Committee. These will include, but will not be confined to, any complaints of mal practice, improper conduct or disciplinary actions, which may be brought against members of the Group
- 7.8 Decisions of the Executive Committee will normally be decided by simple majority of its elected members.
- 7.9 In the case of an equity of voting the President shall have a second casting vote

8. Finances

- 8.1 The Executive Committee shall determine an annual subscription to be paid by members.
- 8.2 Annual subscriptions shall be collected by the Executive Committee or by appropriate agents instructed by the Executive Committee.
- 8.3 A bank account shall be opened in the name of the Group.
- 8.4 All withdrawals from NASA banking accounts shall require any two of three signatures of Executive Committee members appointed for this purpose. One of these signatures must be that of the Treasurer unless he/she is abroad, or unable to perform this function for any other legitimate reason.

- 8.5 Where a member of the Executive Committee has a real or perceived personal interest in any payment made by NASA, such a member must recuse themselves from any decision-making of the Executive Committee related to that payment.
- 8.6 All members of the Executive Committee must be made aware of substantial payments made by NASA before such payments are effected. Where for any legitimate reason this is not possible, members must be informed of such payments within 24 hours of these having been made.
- 8.7 Financial statements of the account of the NASA relating to the preceding financial year shall be presented for approval at each Annual General Meeting by the Treasurer.
- 8.8 The financial year for the group shall run from the 1st of March to the end of February.
- 8.9 The Group's income and property are not distributable to its members or office bearers except as reasonable compensation for services rendered.
- 8.10 Group members and office bearers have no rights to the property and other assets of the Group solely by virtue of their being members or office bearers.

9. Annual Academic Meeting

- 9.1 The Group shall hold at least one academic meeting for all its members annually.
- 9.2 The Executive Committee will not normally be responsible for organising academic meetings.
- 9.3 The Executive Committee will normally instruct the Neurology Unit of a South African University or other body to organise an academic meeting.
- 9.4 The decision regarding which Neurology Unit or body will be responsible for any Academic Meeting shall be at the sole discretion of the Executive Committee.
- 9.5 Any profits resulting from such an Academic Meeting will be divided between the Neurology Unit or organisation, which organised the meeting, and the Group. The division of any such profits will be in the proportion of 80% to the Neurology Unit or body and 20% to the Group

10. Annual General Meetings

- 10.1 The members in a properly convened General Meeting of the Group is the highest decision-making structure of the Group.
- 10.2 Annual General Meetings shall be chaired by the President, or failing him, the Treasurer or another elected member of the Executive Committee.
- 10.3 Annual General Meetings shall, where possible, coincide with the annual academic meeting.
- 10.4 Voting at the Annual General Meeting will be by sealed ballot.

- 10.5 In the case where minor decisions have to be decided by vote, this may be done by a show of hands, provided that this is consented to by the majority of the members of the Group present.
- 10.6 A quorum for a general meeting shall be no less than 25 % of paid up members of the Group.
- 10.7 Provision shall be made for voting by proxy. An approved form shall be completed in order for the proxy vote to be valid.

11. Special General Meetings

- 11.1 A Special General Meeting may be called by the Executive Committee or by no less than 10% of the paid up members of the Group.
- 11.2 An agenda and the reasons for any Special General Meeting must be provided to all members of the Group.
- 11.3 At least 14 working days' notice must be provided for such a Special General Meeting.
- 11.4 Provision shall be made for voting by proxy at any Special General Meeting. An approved form shall be completed in order for the proxy vote to be valid

12. Relations with other Societies

- 12.1 The NASA will seek affiliation with other societies or working groups with which they share interests.

13. Termination of Membership of the Executive Committee

- 13.1 Membership of the Executive Committee terminates if a member is removed by a majority resolution of the Executive Committee, provided that the member has been given an opportunity to make written and/or verbal representations at a meeting of the Executive Committee pertaining to the proposed termination.
- 13.2 The Executive Committee's decision to terminate membership must be confirmed by resolution of two-thirds of the members of the Group present at a General Meeting otherwise it will lapse.

14. Termination of Ordinary Membership

- 14.1 Membership terminates if a member is removed by a resolution of the Executive Committee, provided that the member has been given an opportunity to make written or verbal representations at a meeting of the Executive Committee pertaining to the proposed termination.
- 14.2 The Executive Committee's decision to terminate membership must be confirmed by resolution of two-thirds of the members present at a General Meeting otherwise it will lapse.

15. Amendment of the Constitution

- 15.1 Alterations and amendments to the constitution may only be made at the Annual General Meeting or at a Special General Meeting called for this purpose.
- 15.2 The Constitution shall only be altered by a two-third majority of paid-up members of the Group present at such a General Meeting and including any postal ballot and proxy, provided that the votes in favour of such a change in the constitution constitute at least 50% of the total paid up membership of the Group.

16 Dissolution of the Group

- 16.1 All members shall be advised of any intention to dissolve the Group at least two months prior to the intended date of dissolution.
- 16.2 Such notice must include appropriate postal and proxy ballot forms. All paid up members in good standing shall be entitled to vote.
- 16.3 Dissolution of the Group can only occur if a two-thirds majority of paid up members are in favour of such dissolution.
- 16.4 Should the Group decide to dissolve, all funds remaining after setting outstanding debts, shall be transferred to another non-profit organisation having similar aims, according to the wishes of the majority of the paid up members of the Group.