

SOUTH AFRICAN SOCIETY OF NUCLEAR MEDICINE

CONSTITUTION AND BYLAWS

PREAMBLE AND DEFINITIONS

- P.1 In the Constitution and in the Bylaws, unless there is something in the subject or the context inconsistent therewith:
- a) Words importing the masculine gender shall include the feminine; and words importing the singular shall include the plural, and *vice versa*.
 - b) The term "Society" shall mean the South African Society of Nuclear Medicine.
 - c) The term "Member" shall mean any member of the Society as defined in section 3 of the Constitution.
 - d) The term "Council" shall mean the Council of the Society as constituted under section 4 of the Constitution.
 - e) The term "Executive" shall mean the Executive Committee as defined in clause 4.4. of the Constitution.
 - f) The term "Officer" shall mean an official member of the Executive as defined in clause 4.4 of the Constitution.
- P.2 The numbering of the clauses in this document is arranged as follows:
- a) Preamble and definition – the capital P followed by the number and lower case letter in brackets from P.1 (a) to P.3.
 - b) Constitution – purely decimalized numbers from 1.1 to 9.2.
 - c) Bylaws – a single capital letter followed by decimalized number from A.1 to I.2.2.
- P.3 The Constitution may only be changed by a General Meeting of the Society, whereas changes to the Bylaws may be effected by Council.

CONSTITUTION

1. NAME

1.1 South African Society of Nuclear Medicine

(Suid Afrikaanse Vereeniging Vir Kerngeneeskundiges)

2. OBJECTIVES

- 2.1 To provide a South African forum for collaboration between physicians, scientists, radiographers and other professional persons with a common interest in the field of Nuclear Medicine.
- 2.2 To promote the practice and development of Nuclear Medicine through the accumulation and dissemination of scientific and technical information by means of meetings, courses and publications.
- 2.3 To improve the status of Nuclear Medicine in South Africa through liaison with organizations with common interests, nationally and internationally.

3. MEMBERSHIP

- 3.1 Membership is open to all individuals involved in Nuclear Medicine; there shall be two classes of membership namely voting membership and non-voting membership.
- 3.2 Voting membership
 - Voting membership shall consist of the following categories:
 - 3.2.1 Honorary members
 - Honorary members shall be individuals who have rendered outstanding service to the Society and/or exceptional contributions to South African Nuclear Medicine in accordance with the objectives of the Society.
 - 3.2.2 Members
 - Individual Membership shall be persons of good character interested in accomplishing the objectives of the Society and who –
 - i. have an interest and competence in the diagnostic or therapeutic use of radionuclides, or
 - ii. use radionuclides for medical scientific purposes, or
 - iii. are engaged in the production of radionuclides for medical applications, or
 - iv. teach Nuclear Medicine or any allied science, or
 - v. have promoted the affairs of the Society.

- 3.2.3 Retired members
Retired members shall be persons of good character older than 65 years.
- 3.2.4 Institutional members
Institutional members shall be organizations who actively promote the interests of Nuclear Medicine.
- 3.3 Non-voting membership
Non-voting membership shall consist of the following categories:
 - 3.3.1 Student members
Student members shall be individuals who are *bona fide* students having an active interest in Nuclear Medicine.
- 3.4 Additional classes or grades of membership may be instituted by agreement at a biennial general meeting of the Society.

4. CONTROL

- 4.1 Subject to the Constitution and in conformity with the Bylaws, the management and control of the affairs of the Society shall be vested in a Council whose members shall hold office until their successors have been elected.
- 4.2 Council
Council shall consist of –
 - 4.2.1 The Immediate Past President
 - 4.2.2 The President
 - 4.2.3 The Vice President
 - 4.2.4 The Honorary Secretary / Treasurer
 - 4.2.5 Three Ordinary Members, as follows –
 - 4.2.5.1 A Physician practicing Nuclear Medicine
 - 4.2.5.2 A Scientist involved in Nuclear Medicine; and
 - 4.2.5.3 A Nuclear Medicine Radiographer
 - 4.2.6 Co-opted members
- 4.3 Election of Council
 - 4.3.1 Elected members of Council

- 4.3.1.1 Members of Council shall be elected from Members of the Society by popular vote at the Biennial General Meeting of the Society, but no member shall be elected as President unless he has served on Council for at least two years.
- 4.3.1.2 Nominations for election to Council shall be proposed and seconded by two Members, to be accompanied by acceptance of nomination by the nominee.
- 4.3.1.3 Only members as defined in article 3.2 supra in good standing and Honorary Members may vote.
- 4.3.1.4 In the event of an equal number of votes being recorded for two or more nominees, all of whom cannot be declared elected, the Meeting shall decide the result by a simple majority vote.
- 4.3.1.5 Any vacancy on the Council caused by the death, resignation, dismissal or defection of any member, shall be filled by an appointee of the Council who shall serve out the remaining term of office of the member he replaces.
- 4.3.1.6 All ordinary members of Council shall normally serve for a period of two years. They shall be eligible for re-election, but the President may only serve one consecutive term as President.
- 4.3.2 Co-opted members of Council
 - 4.3.2.1 Council is empowered to co-opt from amongst the Individual and Honorary members a maximum of two additional members.
 - 4.3.2.2 Co-opted members shall not have Council votes.
 - 4.3.2.3 Co-opted members may hold office if so elected by Council.
 - 4.3.2.4 Co-opted members shall automatically retire at the Biennial General Meeting following their co-option.
 - 4.3.2.5 If the Editor of the Newsletter of the Society is not an elected member of Council, he must be co-opted.

4.4 Executive Committee of Council

The Executive shall consist of the following Officers –

- 4.4.1 The President
- 4.4.2 The Vice President
- 4.4.3 The Honorary Secretary/Treasurer

4.5 Bylaws

- 4.5.1 The Council may frame Bylaws which must be consistent with the provisions of the Constitution, for the conduct of the business and management of the affairs of the Society.
- 4.5.2 Such Bylaws may at any time be added to, repealed or amended by Council, provided that notice of the intention to move any such change to the Bylaws is included in the

notice convening the Council meeting concerned, and provided further that not less than two thirds of the voting members of Council present vote in favour of such change.

- 4.5.3 All members shall be notified within four weeks of any alterations to the Bylaws effected by Council.

5. FINANCE

- 5.1 Entrance fees and/or annual subscriptions shall be determined by Council.
- 5.2 The financial affairs of the Society shall be under the control of Council through the Honorary Secretary/Treasurer.
- 5.3 All withdrawals from banking accounts shall require any two of three signatures of Council members appointed by Council for this purpose.
- 5.4 Council is empowered to invest funds at its discretion, subject to the provisions of the Income Tax Act and other applicable legislation.
- 5.5 Council is empowered to disburse funds at its discretion, but in accordance with the objectives of the Society.
- 5.6 The Society's accounts will close as at 30 June of each year and shall be subject to an annual audit by accredited auditors appointed by Council.
- 5.7 Statements of the account of the Society for the two preceding financial years shall be presented for approval at each Biennial General Meeting.
- 5.8 The Council in administering the funds of the Society is presumed to be acting as the Society's agent and its members will not be personally liable for the debts of the Society unless they have acted in bad faith or exceed the powers conferred on them by this Constitution.
- 5.9 The liabilities of members of the Society is limited to any unpaid fees and subscriptions.

6. GENERAL MEETINGS

- 6.1 A general meeting known as the Biennial General Meeting shall be held at a place and date decided upon by Council.
- 6.2 Special General Meetings
- 6.2.1 At a Special General Meeting only such business as that specified in the notice convening the meeting shall be transacted.
- 6.2.2 Council may, at any time, convene a Special Meeting.
- 6.2.3 Council shall convene a Special General Meeting as soon as is practical after receipt of a written application signed by not less than 10 Members, provided that such application specifies the business for which the meeting is required.
- 6.3 Only Members in good standing shall be entitled to vote at any of the Society's general meetings.
- 6.4 Suitably signed postal and proxy votes shall be allowed at all General Meetings.
- 6.5 Notices convening all General Meetings shall be dispatched to Members at their registered addresses not less than four weeks prior to the date decided upon for such meeting.

7. CHANGES TO THE CONSTITUTION

- 7.1 Changes to this Constitution may only be made at a Biennial General Meeting or at a Special General Meeting called for this purpose.
- 7.2 Proposed changes may be submitted by:
- 7.2.1 Council
- 7.2.2 Any three Members, such submission to reach the Honorary Secretary/Treasurer not less than six weeks prior to the meeting in question.

- 7.3 The Honorary Secretary/Treasurer shall circularize such proposed changes to all Members together with the notice convening the meeting.
- 7.4 The meeting may adopt any proposed change, may adopt it after amendment, or may reject it by a minimum vote of at least two-thirds of Members present, postal votes or proxy votes.
- 7.5 A proposed change which is carried becomes effective immediately, and the Honorary Secretary/Treasurer shall notify all members of such change within four weeks.

8. INTERPRETATION

In the event of any ambiguity as to the meaning of any portion of the Constitution and of the Bylaws, the interpretation of Council shall be binding.

9. DISSOLUTION

- 9.1 Council shall have the power to dissolve the Society, provided that –
- 9.1.1 All Members be circularized regarding such intention at least two months prior to the intended date of dissolution, such notice to include appropriate postal and proxy ballot forms.
 - 9.1.2 All Members in good standing shall be entitled to vote.
 - 9.1.3 Not less than two-thirds of the responding votes are in favour of dissolution.
- 9.2 In the event of dissolution Council shall be responsible for transferring the assets of the Society to an organization or organizations with activities similar to those of the Society, subject to the provisions of the Income Tax Act and other applicable legislation.

BYLAWS

as adapted by Council in 2015 according to section 4.5 of the Constitution

A. ELECTION TO MEMBERSHIP

A.1 INDIVIDUAL MEMBERS

- A.1.1 Application for Individual Membership as provided for in clause 3.2.2 of the Constitution, shall be made on a prescribed form and shall be proposed by a Member and seconded by another Member.
- A.1.2 Membership certificates must be sent to all new members.
- A.1.3 Only undergraduate students will be regarded by Council as '*bona fide*' students.

A.2 HONORARY MEMBERS

It is intended that the elevation to Honorary status, as provided for in clause 3.1.2 of the Constitution, should represent a very special and signal honour, and not merely a routine procedure for old and/or retired persons. It is therefore essential that considerable caution be exercised in not allowing the conferment of Honorary Membership to become a regular and routine practice.

- A.2.1 The nomination of a candidate shall be submitted with a written citation of the candidate's qualifications for Honorary status, duly signed by the nominator/s (see A.2.2) as well as a CV of the candidate
- A.2.2 The privilege of nomination is vested in –
 - A.2.2.1 an Honorary Member
 - A.2.2.2 a Past President
 - A.2.2.3 a Member of Council
 - A.2.2.4 any five or more Members, collectively, who must all sign the citation referred to in clause A.2.1 *supra*
- A.2.3 All submissions shall be made directly to the President.
- A.2.4 The President shall discuss the submissions with the Executive. If approved at this stage, the submissions shall be presented to Council. No Officer or member of Council shall be eligible for Honorary Membership during his term of office.
- A.2.5 Any nominations for Honorary Membership shall be announced to members of Council at the next Council meeting. Council will only vote on the submission at the following Council meeting. Election to Honorary Membership shall only be made if the submission is accepted by Council without an adverse vote.
- A.2.6 A newly elected Honorary Member shall, at such appropriate function decided upon by the Executive, be formally presented with a suitable certificate.

A.3 MEMBERSHIP

- A.3.1 If council is satisfied that the necessary conditions are fulfilled for the class of membership applied for, it shall confer membership. In any case, the applicant for membership will be informed by the Honorary Secretary/ Treasurer of the decision within four weeks.

B. MEMBERSHIP REGISTER

- B.1 A register of the names, addresses and qualifications of all Members shall be kept by the Honorary Secretary/ Treasurer and this register shall be made available to Members from time to time as Council may direct.
- B.2 The register shall reflect all the classes and categories of membership listed in section 3 of the Constitution, namely:
- B.2.1 Voting membership:
- B.2.1.1 Individual members
- B.2.1.2 Honorary members
- B.2.1.3 Retired members
- B.2.1.4 Institutional members
- B.2.2 Non-voting membership
- B.2.2.1 Student members
- B.3 It shall be incumbent upon all Members of all classes and categories to notify the Honorary Secretary/Treasurer of any changes of address and or e-mail address, failing which they shall be deemed to have waived service of any notices etc. and the onus of notification of such non-service shall rest with the Member.
- B.4 A notice dispatched by hand or through the post or by e-mail to the address or e-mail address last registered with the Society, shall be deemed to have been duly served on the Member

C. MEMBERSHIP SUBSCRIPTION

- C.1 Annual subscriptions and entrance fees shall be determined by Council and may, at the discretion of Council, be reviewed from time to time as required by clause 5.1 of the Constitution. No subscription or fees are payable by Honorary Members.
- C.1.1 Annual subscriptions will be levied according to the following unit scale:
- | | |
|-----------------------|----------|
| Honorary Members | 0 units |
| Members | 5 units |
| Retired members | 2 units |
| Student members | 1 unit |
| Institutional members | 25 units |
- C.1.2 The monetary value of each unit in clause C.1.1 above will be determined by Council and may be reviewed from time to time at the discretion of Council, as required according to clause 5.1 of the Constitution.
- C2. Membership subscription shall be due on 1 January of each year in advance.
- C.2.1 The privileges of any Member whose subscription is not paid within 6 months of due date shall automatically lapse.
- C.2.2 The membership of any Member whose subscription is not paid within one year of due date shall automatically lapse.

- C.2.3 Where privileges or membership have lapsed in terms of clause C.2.1 and C.2.2 *supra*, Council may effect full reinstatement of privileges and/or membership upon payment of two years' subscription fees calculated at current unit scale rate.
- C3. Newly elected Members shall pay the full subscriptions for the year in which they are elected.
- C.4 There shall be no refund of subscription, either in full or on a *pro rata* basis, to Members resigning their membership.
- C.5. Council is empowered, in exceptional circumstances, to reduce or waive the subscription due by any Member.
- C.6. Council is empowered to determine subscription for foreign members, taking into account fluctuations in exchange rates.

D. DUTIES OF COUNCIL

D.1 COUNCIL

Council shall –

- D.1.1 promote the objectives of the Society;
- D.1.2 ensure that resolutions taken at Biennial General Meetings are carried out;
- D.1.3 attend to the efficient and expeditious execution of the day to day business of the Society;
- D.1.4 undertake liaison with national and international organizations with which the Society may adhere or develop close links;
- D.1.5 examine and either authorize, amend or reject proposals made for the organization of meetings or courses held under the aegis of the Society;
- D.1.6 determine any Membership entrance fees and annual subscriptions, according to section C of these Bylaws, subject to the provisions of the Income Tax Act and other applicable legislation;
- D.1.7 appoint, or sanction the appointment of, such committees or subcommittees as it may deem necessary;
- D.1.8 at the first meeting of a new Council, approve signing power for the banking account and minute the decision;
- D.1.9 at the first meeting of a new Council, co-opt the chairperson for the next Congress Committee to Council if he / she is not a member;
- D.1.10 regularly revise the advance payment to the congress committee.

D.2 EXECUTIVE COMMITTEE

- D.2.1 The Executive as defined in clause 4.4 of the Constitution is empowered, in cases of urgency where it is not possible to constitute a full Council meeting or where immediate action on behalf of Society is called for, to take such decisions and actions as are deemed necessary.
- D.2.2 Two Officers shall constitute a majority.

- D.2.3 Decisions and any actions taken by the Executive shall be reported to Council for ratification, as soon as possible.

D.3 THE PRESIDENT OR VICE-PRESIDENT

The President, or in his absence the Vice-President, shall –

- D.3.1 be *ex officio* a member of any committees or sub-committees formed under the auspices of the Society;
- D.3.2 prepare a written biennial report on the activities of the Society for presentation to the Biennial General Meeting;
- D.3.3 attend to the formalities associated with the election of a member to Honorary Membership, as provided for in clause A.2.4 of these Bylaws;
- D.3.4 make suitable alternative arrangements if an Officer is precluded from executing his duties;
- D.3.5 Advise the Secretary of proposed meetings of the Society and/or Council.

D.4 THE HONORARY SECRETARY/TREASURER

The Honorary Secretary/Treasurer shall –

- D.4.1 deal with all correspondence in consultation with the President or, if he is absent, the Vice-President;
- D.4.2 receive and arrange for the disbursement of all monies pertaining to the Society and maintain the financial affairs in order by keeping appropriate books, subject to the provisions of the Income Tax Act and other applicable legislation;
- D.4.3 in conjunction with the auditors as provided for in clauses 5.6 and 5.7 of the Constitution, prepare annual financial reports for presentation to Council and to the Biennial General Meeting;
- D.4.4 before 30 September of each year dispatch to all Members accounts pertaining to annual subscriptions due;
- D.4.5 call all meeting of the Society;
- D.4.6 attend to the formalities of General Meetings and elections;
- D.4.7 circularize to Members the notices convening all General Meetings and statements of motions not less than four (4) weeks prior to the date decided upon for the meeting, as required in clause 6.5 of the Constitution;
- D.4.8 mail written standard nomination forms for election of Council members with the notice of the Biennial General Meeting to all members at least four (4) weeks prior to the meeting;
- D.4.9 circularize to Members the final agenda for General Meetings not less than two (2) weeks prior to the date decided upon for the meeting;
- D.4.10 call all Council meetings;
- D.4.11 regularly update the Membership register and ensure that this register on the SASNM home page is amended;

- D.4.12 ensure the maintenance of suitable records of all meetings of the Society and of the Council;
- D.4.13 within two (2) weeks of the election of a new Council, hand over the secretariat to the new secretary/ treasurer.
- D.4.14 ensure that Income Tax Returns are submitted to SARS annually

E. MEETINGS OF COUNCIL

- E.1 Council shall meet not less than once a year, the first meeting to be immediately after Biennial General Meeting. At least two Council meetings shall be held in the first year after the election of the new Council.
- E.2.1 Four voting members of Council shall constitute a quorum.
- E.2.2 Should a quorum not be realized the Executive shall act, in consultation with the other Council members present, in accordance with clause D.2.1 of the Bylaws.
- E.3 The President, or in his absence, the Vice-President, shall preside over all meetings.
- E.3.1 In the absence of both the President and the Vice-President, the meeting shall elect its own chairman from amongst the Council Members present.
- E.4 Suitable signed postal and proxy votes shall be allowed at all Council meetings.
- E.5 Resolutions taken at Council meetings shall be deemed carried by a simple majority vote in their favour, except when Bylaws (clause 4.5.2 of the Constitution) or Honorary Membership (clause A.2 *supra*) are concerned.
- E.6 Voting shall normally be by show of hands, except that a secret vote shall be permitted if requested by not less than two voting members, or if so ruled by the chairman.
- E.7 The chairman shall have a deliberate vote and, in the event of a tie, a casting vote.
- E.8 A member of Council who has been absent from two consecutive meetings without an acceptable preceding apology shall be considered to have tendered his resignation.

F. GENERAL MEETINGS

- F.1 10% of the Membership shall constitute a quorum. Should a quorum not be realized, the meeting shall be adjourned for a period specified at the discretion of the chairman. When the meeting is reconvened those members who are present, provided there are not fewer than ten Members, shall be regarded as constituting a quorum.
- F.2 All motions may be proposed and seconded by any Member and, with the exception of changes to the Constitution and the Bylaws, shall be adopted on the basis of a simple majority vote.
- F.3 Voting shall normally be by a show of hand, except that a secret vote shall be permitted if requested by not less than two Members, or if so ruled by the Chairman.
- F.4.1 The President or, in his absence, the Vice-President shall preside over all meetings.
- F.4.2 In the absence of both the President and the Vice-President, the meeting shall elect a chairman from amongst those Council Members present.
- F.5 The chairman shall have a deliberative vote and, in the event of a tie, a casting vote.

- F.6 Nominations for election of Council Members shall be put forward at the Biennial General Meeting.
- F.7 Written nominations accompanied by the signature of the proposer, seconder and nominee shall also be allowed for the election of Council members.
- F.8 Only **one** nomination and for **one** portfolio are allowed per nomination form.

G. CHANGES TO THE BYLAWS

- G.1 Any changes to these Bylaws shall be accordance with section 4.5 of the Constitution.
- G.2 Proposed changes to these Bylaws may be submitted to Council by any three Members, such proposal to reach the Honorary Secretary/Treasurer not less than four weeks prior to the Council meeting concerned.

H. CONGRESSES

H.1 THE CONGRESS COMMITTEE

The congress committee shall:

- H.1.1 Submit all awards to be made at a congress, to Council for approval (9/6/93).
- H.1.2 Submit the names of the evaluation committees for all prizes at the congress to Council for approval (9/6/93).
- H.1.3 Upon commencement of the congress committee's term of office submit a budget to Council (12/9/94).
- H.1.4 Upon commencement of the congress committee's term of office appoint an auditor and after each congress submit an audited statement to Council for approval (5/5/95).
- H.1.5 Repay advancements to the congress committee to Council after the congress (12/9/94).
- H.1.6 Fix the levy for non-members' congress registration on more than two times the current annual subscription fee, to benefit Members. Members' congress tariff is only applicable where a member has paid subscription fees for two consecutive years, including the year in which congress takes place.

I. DISSOLUTION

- I.1 Should Council decide upon dissolution in terms of clause 9.1 of the Constitution, all outstanding debts of the Society shall be settled forthwith from existing funds and/or assets.
 - I.2 After settling all debts as provided for in clause I.1 *supra*, any remaining funds or assets shall be applied as determined by a simple majority vote, according to one or more of the following:
 - I.2.1 to an organization or organizations involved in nuclear medicine in South Africa
 - I.2.2 to existing academic departments or scientific institutions concerned with nuclear medicine in the Republic of South Africa.
-