

As adopted at a meeting of foundation members held in Pretoria on 4 October, 1973

CONSTITUTION

As adopted at a meeting of foundation members held in Pretoria on 4 October, 1973

and subsequently amended on 5 October 1976; 30 January 1979; 5 November 1981; 3 July 1984; 27 January 1991; 19 January 2010; 31 January 2012.

1. **Name:** The name of the Society shall be the "South African Society of Biochemistry and Molecular Biology".
2. **Objectives:** The objectives of the Society shall be:
 - 2.1 to promote the development of Biochemistry in South Africa as a Science and as a service to the community;
 - 2.2 to facilitate communication among biochemists in South Africa and elsewhere; to promote discussion of research reports, educational methods and technical advances, and to foster exchange of opinions and information by organizing congresses, symposia, meetings and other means of oral and printed communication;
 - 2.3 to be concerned in the proper representation of South African biochemists in international affairs;
 - 2.4 to speak for biochemists in all matters concerning them as a group in the functions of Government and Society, to make representation relating to Biochemistry and biochemists to appropriate authorities whenever necessary, and to protect the interests of its members in their capacities as biochemists in general;
 - 2.5 to promote, by all possible means, and understanding of the nature of modern Biochemistry in the spheres of government, industry, education and society in general.
3. **Powers:** The Society shall have such powers as may be necessary in order to enable it to promote its objects and including but without limitation thereto the following specific powers, viz:-
 - 3.1 To purchase, hire or otherwise acquire any equipment, vehicles, furniture or other property or assets, real or personal, which may be deemed necessary or convenient for any of the objects of the Society and in order to provide suitable equipment, accommodation and facilities.
 - 3.2 To employ such administrative, research and other personnel as may be required from time to time and on such terms as the Society may determine, either with or without remuneration.

- 3.3 To promote seminars, conferences, consultations and study programmes with reference to the objects of the Society.
- 3.4 To grant scholarships, bursaries, travelling allowances or other financial assistance to students and others in pursuance of the objects of the Society.
- 3.5 To solicit and accept donations, bequests, contributions and subscriptions for the funds of the Society.
- 3.6 To improve, manage, develop, exchange, lease, mortgage, sell, dispose of, turn to account and grant options and rights in respect of, or otherwise deal with, all or any part of the property and rights of the Society.
- 3.7 To invest the monies and assets of the Society not immediately required in such manner and in such securities as may from time to time be deemed appropriate.
- 3.8 To borrow, or raise money in such a manner as the Society shall deem fit and in particular to secure the repayment of any money so borrowed by means of mortgage, pledge, charge or lien upon the whole or any part of the Society's property or assets; and also by mortgage, pledge, charge or line to secure and guarantee the due performance by the Society of any obligation or liability it may undertake.
- 3.9 To operate Banking Accounts and to draw, make, accept, endorse, sign, discount, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable documents.
- 3.10 To enter into any arrangements with official or private bodies that may be deemed conducive to the objects of the Society.
- 3.11 To promote any other society, association, trust or company for the purpose of acquiring all or any part of the property and/or undertaking of the Society, in order to promote any of its objects.
- 3.12 To amalgamate with any other association, society or trust having the same or similar objects to those of the Society and pursuant thereto:
- 3.13 To purchase or otherwise acquire and undertake all or any part of the property assets, liabilities and engagements of one or more of the bodies with which the Society is authorised to amalgamate; or
- 3.14 to transfer the property assets, liabilities and engagements of this Society or any of them to and in favour of any one or more of the bodies with which the Society is authorised to amalgamate.
- 3.15 To do all such further things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

4. Membership

- 4.1 Membership of the Society shall be open to all South Africans, as well as other nationals, actively engaged in biochemistry and interested in promoting the objects of the Society.

4.2 Members shall be charged an annual membership fee as provided for in the By-Laws. A reduced rate shall be available to bona fide students.

5. Governance

5.1 The Society shall be governed by a Council which shall be constituted as provided for in the By-Laws.

5.2 The Council shall be elected by secret postal vote as set out in the By-Laws.

5.3 The Council shall elect from among its members a President and other office-bearers as provided for in the By-Laws.

5.4 The Council shall collect annual subscriptions, and shall have the right to raise funds from other sources. It shall administer membership subscriptions, grants, donations and other funds for the purpose of promoting the objects of the Society, and shall present an account of its activities and financial transactions at General Meetings of the Society.

6. Regional Committee

The Council shall have the right to establish regional committees for the purposes of organising local activities of the Society, and to draw up By-Laws to govern such regional committees.

7. Special Committee

The Council shall have the right to constitute special committees or commissions for the furthering of specific objects of the Society.

8. Amendments

8.1 Amendments to the Constitution shall be made by a two-thirds majority of votes at a general meeting, provided that notices of such amendments are circulated to all members at least a month prior to the Meeting although the amendment as originally proposed may be passed with or without modification.

8.2 Amendments to the By-Laws can be made either by a simple majority of votes cast at a General Meeting provided that notices of such amendments are circulated to all members at least a month prior to the Meeting, or a simple majority in a postal ballot.

9. Disputes

In any disputes concerning the wording of the Constitution and By-Laws the English version shall be considered to be the correct one.

BY-LAWS

1. Membership

- 1.1 Membership may be sought by making written application to the Honorary Secretary, and paying the prescribed annual membership fee. The application must be supported by two members of the Society.
- 1.2 The annual subscription fee shall be R200,00 for ordinary members and R50,00 for student members. This subscription shall be subjected to revision by the Council from time to time. (*SASBMB AGM 2010*).
- 1.3 A member whose subscription are one year in arrears shall cease to be a member, but the Council shall have the right to waive this rule in special cases.

2. Governance

- 2.1 The Council shall consist of twelve persons elected for a period not exceeding three terms from among members of the Society; a term being defined as the time between two successive national congresses. At least four members shall retire at the end of each congress and shall not then be eligible for re-election until one term has elapsed. Two of the council members should be registered post-graduate students.
- 2.2 Candidates for election must be nominated and seconded by members in writing and must signify willingness to stand.
- 2.3 The Council shall have the right to co-opt additional members to serve until the next election.
- 2.4 The quorum of any meeting of the Council shall be five.
- 2.5 The Council shall, at the beginning of each term elect from within its members, the following office-bearers:
 - (a) a President
 - (b) a Vice-President
 - (c) an Honorary Secretary
 - (d) an Honorary Treasurer
- 2.6 The President may hold consecutive office for not longer than two terms and shall if necessary become a member ex officio to allow completion of the term of office.
- 2.7 The President or, in his absence, the Vice-President shall be ex officio Chairman of all meetings of the Council; subject to the right of the meeting to appoint any other member of Council as Chairman of a particular meeting.
- 2.8 Each member of the Council shall have the power to name any other member of the Council to act as his alternate during his absence or inability to attend a meeting. The appointment of any other alternate than an existing member of the Council, whose consent shall not be unreasonably withheld. Upon such appointment being made and

approved (if necessary) the alternate shall in all respects be subject to the same terms, qualifications and conditions existing with reference to the other members of the Council.

- 2.9 A meeting of the Council at which a quorum is present shall be competent to carry out all the objects and exercise all the powers of the Society as herein before stated.
- 2.10 A resolution put to the vote of the Council shall unless the same is unanimously agreed to, be decided by and as at a poll only. Each member of the Council present or represented at such meetings shall be entitled to one vote. In the event of an equality of votes the Chairman shall not be entitled to a second or casting vote. Such polls shall be taken in such a manner as the Chairman of the meeting may direct and the result of the poll shall be deemed to be a Resolution of the Council. Any resolution signed by all members of the Council of the Society for the time being in the Republic of South Africa shall be as valid and effectual as if passed at a duly convened meeting of the Council.
- 2.11 The Chairman may, with the consent of any meeting of the Council at which a quorum is present (and shall if so directed by such a meeting), adjourn the meeting from time to time and from place to place.

3. Meetings

- 3.1 General meetings shall be held at each National Congress. A Congress shall be held normally not less frequently than every second calendar year, defined as a period from January to December, and shall be a Scientific Meeting at which research reports shall be presented and discussed. The Council shall decide on the timing and venue of these meetings, as well as on the nature, timing and venue of any other Scientific meetings to be held by the Society. (*SASBMB AGM 2012*)
- 3.2 A special General Meeting must be convened if requested by ten or more members who shall clearly state the purpose of the Meeting.
- 3.3 A member of the Society shall have the power to name any other person to act as his proxy during his absence or inability to act as such, and upon such appointment being made in writing the proxy shall be entitled to exercise the votes and rights of the member from whom he derives his appointment.
- 3.4 The quorum constituting any General Meeting of the Society shall be 25 members, personally represented or represented by proxy; provided that in the event of there being no quorum at any duly convened general meeting, such meeting shall stand adjourned to such time and date as may be fixed by the Chairman and at such adjourned meeting the members present in person or by proxy shall be deemed to constitute a quorum, notwithstanding anything to the contrary herein before contained.
- 3.5 The President or, in his absence, the Vice-President shall be ex officio Chairman at all General Meetings of the Society; subject to the right of the meeting to appoint any other person as Chairman of a particular meeting.

- 3.6 A duly convened meeting of the Society at which a quorum is present, shall be competent to carry out all the objects and to exercise all the powers of the Society.
- 3.7 Amendments to the Constitution or the Bye-Laws, and any motions to be put to General Meetings, must be submitted in writing to the Honorary Secretary at least two months prior to the General Meeting, and must bear signatures of a proposer and a seconder. They must then be circulated to members a month prior to the General Meeting.
- 3.8 At any General Meeting a resolution put to the vote of the meeting shall be decided by and as at a poll only. The poll shall be taken in such manner as the Chairman may direct and the result of the poll shall be deemed to be a resolution of the meeting. Each member present and/or represented at such a meeting shall be entitled to one vote. In the event of an equality of votes the Chairman shall not be entitled to a second or casting vote.
- 3.9 The Chairman may, with the consent of any general meeting at which a quorum is present (and shall if so directed by such meeting) adjourn the meeting from time to time and from place to place.
- 3.10 When a meeting, other than a general meeting, is planned in a particular centre, a Convenor of the meeting shall be appointed by the Council. Such convenor, if not already a member of the Council may be co-opted as a temporary member for such period as the Council may deem appropriate. In that capacity he may be permitted by invitation to attend meetings of the Council at which the particular matter is under discussion but he shall have no vote. The convenor may, with the consent of the council, appoint a local organising sub-committee, which may be delegated the right to select papers to be presented at such meetings and to do all such further things as may be considered necessary.
- 3.11 Reports of meetings of the Society shall, if possible be published. The Council shall have editorial power to decide the form of such publications.

4. Finance

- 4.1 The financial year of the Society shall extend from one month before one National Congress to one month before the next.
- 4.2 The accounts of the Society shall be audited at least once per term by a properly qualified auditor, appointed by the Council.

5. Cessation of office

The office of a member of the Council shall be vacated:

- 5.1 If a majority of the members of the Society present at a duly constituted meeting shall by ordinary resolution resolve to remove any such member from office during the currency of his term.

- 5.2 If 75% of the members of the Council, constituting not less than a quorum, shall so resolve.
- 5.3 If he/she shall cease to be a member in terms of the provisions of By-Law 2.1 above.
- 5.4 If he/she resigns.
- 5.5 If he/she be found lunatic or becomes of unsound mind.
- 5.6 If he/she should become disqualified for any reason to serve as a director of a company in terms of the Companies act in force from time to time.

6. Income and property

The income and property of the Society whencesoever derived shall be applied solely towards the promotion of the objects of the Society and no portion thereof shall be paid or transferred directly or indirectly and whether by way of salary, dividend, bonus or otherwise howsoever by way of profit to any of the members of the Society; provided that nothing herein contained shall preclude the payment in good faith of:-

- 6.1 reasonable remuneration to any employee for services actually rendered to the Society
- 6.2 reimbursement of all costs, expenses and liabilities incurred on behalf of the Society;
- 6.3 payment of a gratuity on the retirement of any person who shall have been previously in the employ of the Society.

7. Indemnity

- 7.1 subject to the provisions of any relevant statute, every member of the Council, Manager, Secretary and other Officer or servant of the Society shall be indemnified by the Society in respect of all acts done by him on its behalf, and it shall be the duty of the members of the Council out of the funds of the Society to pay all costs, losses and expenses which any such officer or servant may have incurred or become liable for by reason of any contract entered into, or act or deed done by him in his capacity as an officer or servant or in the discharge of his duties.
- 7.2 Subject to the provisions of any relevant statute, no member of the Council or other officer of the Society shall be liable for the acts, receipts, neglects or defaults of any other officer, or for joining in any receipt or other act for conformity or for any loss or expense suffered by the Society through the insufficiency or deficiency of title to any property acquired by order of the Council for or on behalf of the Society; or for the insufficiency or deficiency of any security in or upon which any of the monies of the Society shall be invested; or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any monies, securities or effects shall be deposited or for any loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same happen through his own dishonesty.

8. Title to property

All property, movable or immovable, corporal or incorporal in which the Society may have any rights shall be registered in the name of two members of the Council, being the President and Honorary Secretary for the time being.

9. Legal action

The Society may sue or be sued in its name as stated in Clause 1 of its Constitution.

10. Minutes

Proper minutes and attendance registers shall be kept in respect of all meetings, both of the Council and of the Society.