

**THE SOCIETY OF NEUROSURGEONS
OF SOUTH AFRICA**

CONSTITUTION

1. **DEFINITIONS**

1.1 In this Constitution, unless inconsistent with or otherwise indicated by the context:

1.1.1 "SNSA" and the term "Society" mean The Society of Neurosurgeons of South Africa.

1.1.2 "the Chairperson" means the Chairperson of the Executive Committee of the SNSA;

1.1.3 "the Constitution" means this Constitution and amendments made thereto;

1.1.4 "the EXCO" shall mean the Executive Committee of the SNSA duly appointed as envisaged in clause 10 below;

1.1.5 "the officer" means any officers elected to this Society in terms of clause 10 of the Constitution;

1.1.6 "member" shall mean the duly approved members of SNSA in terms of clause 7 below;

1.1.7 "general meeting" shall mean the annual general meeting in terms of clause 8.1 and AGM shall have a corresponding meaning.

1.2 In this Constitution any reference to the singular shall, where appropriate, include the plural and vice versa.

1.3 Any references to natural persons include legal persons and vice versa.

1.4 Any reference to a gender includes the other gender.

1.5 The clause headings are inserted for the purpose of convenience only and shall not be taken into account in the interpretation of the provisions of this Constitution.

2. **INTRODUCTION**

- 2.1 The SNSA is an association of persons with a continuing interest to maintain, improve and provide neurosurgical services and matters related thereto as a separate legal entity endowed with rights and duties without pursuing profit or monetary gain for its members.
- 2.2 The SNSA was established to promote the practice of neurosurgery and interests allied thereto, as well as to define the relationships relating thereto and its mission is to foster optimal care for patients with neurosurgical disorders, throughout life, through education, research, advocacy and ethical practice.

3. **NAME**

The name of the SNSA is The Society of Neurosurgeons of South Africa and the terms “Society” and “SNSA” shall each be deemed to include each other in this Constitution.

4. **OBJECTIVES**

The objectives of the SNSA are:

- 4.1 To improve the quality of scientific knowledge and pursuit of high standards of excellence in patient care, clinical practice and related sciences among professionals in the field of neurosurgery .
- 4.2 To maintain an educational organization dedicated to the exchange of ideas and dissemination of scientific facts in the field of neurosurgery.
- 4.3 To provide instruction, scientific meetings and professional publications for surgical, non-operative and diagnostic purposes in neurosurgery.
- 4.4 To improve the means of communication with and support for scientists and clinicians in their work and to provide means for improving their work;

- 4.5 To investigate and promulgate concepts and methods by which neurosurgical conditions may be detected and improved ;
- 4.6 To maintain the highest ethical standards for the organization and to maintain full communication and interaction with other recognized bodies and specialty associations;
- 4.7 To strive for acceptable and equitable practise conditions and remuneration for those practising in neurosurgery;
- 4.8 **Other purposes and principles** of the Society include:
 - 4.8.1 To receive, hold, and disburse gifts, bequests, devices and other funds for the purposes stated herein;
 - 4.8.2 To own and maintain or to lease suitable real estate and any other personal property necessary to accomplish the purposes stated herein so long as such action is in conformity with the provisions of this Constitution;
 - 4.8.3 To enter into, make, perform, and carry out contracts of every kind for any lawful purpose, in conformity and in compliance with the provisions of this Constitution;
 - 4.8.4 To participate in such other activities as permitted by law;
 - 4.8.5 To seek financial support from its members and its constituents;
 - 4.8.6 To take all steps to achieve the objectives of the SNSA;
 - 4.8.7 To challenge through litigation any legislation that adversely affects neurosurgery;
 - 4.8.8 To co-ordinate the efforts of the members to achieve the objectives of the SNSA;
- 4.9 This Society has been formed the purposes described herein, and its affairs shall be co-ordinated on a non-profit and non-partisan basis . No substantial part of the activities of the Society shall consist of the publication or dissemination of materials for the purpose of influencing legislation unrelated to neurosurgery, nor shall the Society

participate in any political campaign on behalf of or opposed to any candidate for public office;

- 4.10 The properties and assets of this Society are irrevocably dedicated to scientific and educational purposes. No part of the nett earnings, properties or other assets of this corporation shall inure to the benefit of any member or officer thereof, or to the benefit of any private person.

5. **LEGAL STATUS**

- 5.1 The SNSA shall be a separate legal entity which can sue and be sued in its own name and shall have the power to acquire, to hold and to alienate property of every description whatsoever, and have the capacity to acquire rights and obligations and having perpetual succession .

- 5.2 All actions or suits, proceedings at law, or any arbitration shall be bought by or against the SNSA in the name of the SNSA and EXCO may authorise any person or persons to act on the behalf of the SNSA and to sign all documents and to take all steps as may be necessary in connection with any such proceedings.

6. **NON-PROFIT ASSOCIATION**

Notwithstanding anything to the contrary herein contained:

- 6.1 The SNSA is not formed and does not exist for the purposes of carrying on any business that has as its objective the acquisition of gain by its individual members. .
- 6.2 To the extent that the SNSA does have any income and/or assets, such income and assets shall be applied solely for investment and for the promotion of the objectives for which it is established.
- 6.3 No part of the income or assets of the SNSA shall be paid, directly or indirectly, by way of dividend, donation or otherwise to any person, except for the cases where services are rendered to or on behalf of the association, which may then be remunerated at the discretion of EXCO.

- 6.4 The SNSA shall not be entitled to carry on any trading or other profit-making activities or participate in any business, profession or occupation carried on by any of its members.
- 6.5 The EXCO shall appoint an auditor, as defined in the Public Accountants and Auditors Act, who shall conduct an audit of the financial affairs of the SNSA annually and draw up the annual financial statements of the SNSA.

7. MEMBERSHIP

- 7.1 **Classification of Members.** The members of the Society shall be divided into seven (7) classes. They shall be elected as provided in clause 7.2. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows:

7.1.1 Full (Active) Member - This membership class shall be limited to Medical Specialists who demonstrate continuing interest in neurosurgical problems and the pursuits and affairs of the Society. Full Members are expected to devote the majority of their professional activities to neurosurgical problems and to maintain high ethical standards. The Medical Specialist must be registered as a Specialist with the Health Professionals Council of South Africa.. A Full Member shall pay annual dues as determined at a general meeting of the Society (AGM) and may vote and hold office. It is a condition of continued membership that Full Members have to attend at least one (1) general scientific meeting of the Society every four (4) years and such a member must respond to questionnaires or research queries originating from the office of The Society of Neurosurgeons of South Africa. (SNSA). Full Members shall pay registration fees to attend scientific meetings. Candidates for Full Membership need to complete the required application form. Applications must be approved by the EXCO and ratified at the AGM.

7.1.2 Registrar Member – Any registrar in a registered training program in Neurosurgery is eligible to apply for this category of membership. A Registrar Member shall be pay appropriate annual dues as established at the general meeting (fees may

be waived altogether), may attend general meetings but will not have voting rights. In general, Registrar Membership shall be necessary to qualify for reduced registration fees to attend SNSA scientific and educational meetings.

7.1.3 Corresponding Member – Corresponding Membership may be granted to a Medical Specialist with an active interest in neurosurgical problems who is not a resident of the Republic of South Africa. Neurosurgeons who have undergone postgraduate training in South Africa are encouraged to apply for this category of membership. He/she may attend annual meetings, participate in discussions but will not have voting rights. Affiliate (Corresponding) Members shall be neither candidates for elective office nor committee appointments but may serve a consultative role within SNSA. An Affiliate (Corresponding) Member shall pay appropriate annual dues as determined at a general meeting. Affiliate Members shall pay registration fees to attend scientific meetings. The mode of election to Affiliate (Corresponding) Membership shall be the same as that prescribed for Full Membership in 7.1.1 above.

7.1.4 Associate Member - Such membership may be granted to practitioners who are not Medical Specialists, provided the nature of their practices demonstrate continuing interest in neurosurgical problems and the affairs of the SNSA. Associate Membership may be granted to Medical Practitioners, Allied Health Professionals including Psychologists, Physiotherapists, Occupational Therapists, Nurse Practitioners and Technical Professionals such as Orthotists. An Associate Member shall pay annual dues as established at the general meeting, may attend general meetings but will not have voting rights and may not hold office. Associate Members shall pay registration fees to attend scientific meetings.

In selected cases, Associate Members may be assigned a consultative role to the EXCO, a Council or Committee, and /or be elected to offices and vote on matters related to the functions of the Associate Membership. The mode of election to Associate Membership shall be the same as that prescribed for Full Membership in 7.1.1 above.

7.1.5 Extraordinary Member – Extraordinary Membership may be granted to scientists who are not Medical Practitioners, Allied

Health or Technical Professionals, provided their work gives them a special interest in neurosurgical medicine.

An Extraordinary Member shall have full rights of Membership, shall pay dues as determined at a general meeting, but will not have voting rights nor hold office in the SNSA. Extraordinary members shall pay registration fees to attend scientific meetings. The mode of election of Extraordinary Members shall be the same as that prescribed for Full Membership in 7.1.1. above.

- 7.1.6 Honorary Member - Honorary Membership may be conferred on exceptional persons who have been helpful to the Society or have been deemed to deserve this distinction by way of having made exceptional contributions in the field of neurosurgery. Candidates for Honorary Membership must be proposed and seconded in writing by any two (2) Full Members of the SNSA, and may be elected by at least a two-thirds majority of the excom. Honorary Members shall not pay annual dues nor have voting rights but may attend annual meetings. Honorary Members shall be neither candidates for elective office nor committee appointments, although they may be assigned a consultative role to the EXCO or a Council or Committee.

Honorary Members shall not pay registration fees to attend scientific meetings.

- 7.1.7 Emeritus Member - Emeritus Membership may be granted to a Full, Associate or Affiliate Member who has been an active member of the SNSA for at least five (5) years and who requests a change in membership status in writing, after retiring from his/her practice of neurosurgery or upon reaching the age of 65. He/ she must be an active, paid-up member at the time of such request. An Emeritus Member may retain the privileges of his/her former membership category without the requirement of paying dues. Emeritus Members shall not pay registration fees to attend scientific

meetings. Election to Emeritus Membership will be approved by the SNSA EXCO by a simple majority, and ratified at a general meeting;

7.2 **Application and Approval to Membership.** Membership shall be by invitation or application.

7.2.1 Membership applications shall be reviewed and approved by the Membership Secretary and EXCO, and submitted to the Membership for review and /or approval a general meeting.

7.2.3 Membership shall terminate upon resignation, death, dissolution, non-payment of dues for a period of two (2) years, or for Full Members non-attendance at the annual scientific meeting for four (4) consecutive years and/or consistent non-participation in SNSA -sponsored research activities.

7.3 **Professional Conduct and Ethics of Members.**

7.3.1 The duties of the EXCO of this Society include overseeing applications for membership and questions of Member's conduct and ethics. The EXCO, in conjunction with relevant Professional Conduct and Ethics Committees, shall take under advisement all questions of an ethical, personal, or judicial nature. Resolution of such questions by the EXCO shall be final, except that appeal of such a decision of the EXCO may be taken to an open meeting of the Society. An affirmative vote of at least three-fourths (3/4) of the voting Members present shall be required to reverse a decision of the EXCO.

7.3.2 Termination and Suspension of Membership - The EXCO, by majority vote, may terminate or suspend membership or expel a member for conduct which the EXCO deems inimical to or inconsistent with the best interests of the Society, including, without limitation, flagrant violation of any provision of this Constitution or failure to materially satisfy membership requirements. The EXCO shall give the member who is the

subject of the proposed action thirty (30) days prior notice of the proposed expulsion, suspension or termination and including reasons therefore in writing by registered or certified mail. The member may submit a written statement to the EXCO or request an oral hearing regarding the proposed action not less than five (5) days before the effective date of the proposed expulsion, suspension or termination. The EXCO (plus the Chairman of the Ethics Committee if formed, acting together as a review panel), presided over by the Chairman of the EXCO, shall perform the following duties:

- 7.3.2.1 Read the charges against the subject member;
- 7.3.2.2 Require that the charges be verified by the testimony of the person or persons making them;
- 7.3.2.3 Hear any other witnesses against the subject member;
- 7.3.2.4 Allow the subject member to cross-examine each witness following the testimony of that witness;
- 7.3.2.5 Allow the subject member to make a statement in his or her behalf;
- 7.3.2.6 Allow the subject member to call witnesses in his or her own behalf;
- 7.3.2.7 Allow the members of the EXCO to question the witnesses after they have been questioned by the subject member;
- 7.3.2.8 Hearing - The hearing shall be conducted in good faith and in a fair and reasonable manner. The EXCO shall have the exclusive authority to determine the validity of the information presented regarding the proposed expulsion, suspension, or termination.

7.3.3 **Suspended Member** - A suspended member shall not be entitled to exercise any of the rights of membership and shall not be entitled to use any of the facilities of the Society.

7.3.4 **Censorship** - The EXCO has the right to censure a member by a vote of not less than three fourths (3/4th) of the EXCO members present at a regular or special meeting of the EXCO.

7.3.5 **Reinstatement** - Any time after the expiration of one year from the date of dismissal, the former member may apply in writing to the EXCO for reinstatement. If the former member is found qualified, he may be reinstated by a vote of not less than three-fourths (3/4ths) of the EXCO. A person dismissed twice for cause shall be ineligible for future membership.

7.4 **Transfer of Membership** - Membership in this Society is not transferable or assignable.

7.5 **Resignation** - Any member may resign in writing directed to the Secretary. Upon resignation, all rights and privileges as a member of the Society are terminated.

7.6 **Renewal of Membership** - Each year all memberships shall be renewed by the payment of dues and if required, the completion of a form, which may contain detailed questions regarding the practices and neurosurgical related activities of the Member.

7.7 **Dues**

7.7.1 The EXCO may determine the amount of an initiation fee, if any, and the annual dues payable to the Society by Members of each class, for discussion and ratification at a general meeting.

7.7.2 When any Member shall be in default in the payment of dues for a period of two (2) years from the period for which such dues become payable, his membership may thereupon be terminated by the EXCO in the manner provided in clause 7.3.2 of these bylaws.

7.8 **Register of Members** The Society shall maintain a register of members which shall be open to inspection.

8. **MEETINGS OF MEMBERS**

8.1 **Annual General Meeting** –

The general meeting of the members of the Society shall be at a time and place designated by the EXCO and/or by the Society membership.

The general meeting shall consist of scientific sessions, as arranged by the Scientific chairperson, and business meetings as determined by members at the general meeting or EXCO.

8.2 **Special Meetings** - Special meetings of the members may be called by the President, or the Executive Committee, or by not less than one twentieth (1/20th) of the members having voting rights.

8.3 A general meeting shall be called by not less than 21 (twenty one) days' notice and any other meeting shall be called by not less than 14 (fourteen) days' notice

8.4 The accidental omission to give notice of a meeting to any person entitled thereto shall not invalidate the proceedings at that meeting.

8.5 **Informal Action by Members** - Any action required to be taken at a meeting of the members or any action which may be taken at a meeting of the members may be taken without a meeting, if a consent in writing, setting forth the action to be taken, shall be signed by 66% of the members entitled to vote with respect to the subject matter thereof.

8.6 **Proceedings of General Meetings**

8.6.1 **Quorum** - Members holding one twentieth (1/20) of the votes which may be cast at any meeting shall constitute a quorum. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting at any time without further notice. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, a quorum shall be constituted if there shall be personally present, or represented at such meeting:-

8.6.1.1 the President or a person nominated by EXCO; and

8.6.1.2 Members, personally present, holding one twentieth (1/20th) of the votes.

8.6.2 **Conduct of Business**

All meetings of the Society shall be governed by parliamentary rules such as Robert's Rules of Order, as interpreted by the Society's Executive Committee.

8.6.2.1 The President or a person nominated by EXCO shall preside as Chairman at every general meeting of the Society.

8.6.2.2 If there is no such Chairman, then members present shall elect one of their number to act as Chairman.

8.6.2.3 At any general meeting a Resolution put to the vote of the members shall be decided by a majority of votes. Every Resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or the members.

8.6.2.4 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.

8.6.2.5 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

8.6.3 **Voting at Meetings**

Subject to any differential or special right or restrictions for the time being attached to any class of membership:-

8.6.3.1 on a show of hands, every member present in person shall be entitled to 1 (one) vote.

8.6.3.2 on a poll, every member present in person or represented by proxy, shall be entitled to 1 (one) vote.

8.6.3.3 Proxies

The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her agent duly authorised in writing.

8.6.3.4 The holder of a general or special power of attorney incorporating the necessary powers contemplated hereunder shall be entitled to attend and vote at any meetings on behalf of the member granting such power.

8.6.3.5 The Society shall be obliged to give effect to the appointment of a proxy, provided the instrument appointing such proxy including the power of attorney or other authority, if any, is acceptable to EXCO and have been deposited at the office within 48 (forty-eight) hours before the time for holding such meeting.

8.7 Open Meetings - The meetings of this Society are open to all members. Any member or other person upon proper application and payment of dues or fees may attend any meeting.

8.8 Guests of the Society - Certain persons may be designated guests by the EXCO, at the request of an officer or the President.

All guests of the Society shall then pay only the cost of social events and have a reduced cost of registration, as determined by the EXCO.

8.9 Keeping and Inspection of Minutes

The minutes kept of every general meeting and annual general meeting of the Society may be inspected and copied.

9. EXECUTIVE COMMITTEE

9.1 The day-to-day governance of this Society shall be vested in its EXCO. It shall be the duty of this Committee to act on behalf of the Society in those instances necessary to prudently conduct the affairs of the Society which require action between regular or special meetings of the SNSA.

9.2 **Number and Qualifications** - The EXCO shall consist of **six** voting members, namely, the six Elected Officers (President, Past President ,

President Elect, Secretary, Treasurer, and Membership Secretary). The President of the Society, serving as Chairman of the Society, shall set the agenda for, preside at and supervise the presentation of and voting for all motions and actions of Executive Committee Meetings. The executive committee can nominate representatives or officers for positions required to assist with the running of the society and the executive. These members do not have voting rights in the executive.

9.3 **Powers and Duties**

The business of the Society shall be managed by the EXCO and may exercise all such powers of the Society as are required to be exercised by the Society in general meeting and in terms of this Constitution.

10. **ELECTED OFFICERS OF THE SOCIETY**

10.1 The principal elected officers of the Society shall be:

10.1.1 The **President Elect** who will act in this position for two years, then serve as **President** and Chairman of the Society for two years, and then succeed to **Past President** for two years. This line of succession is intended to promote long-term stability and continuity in the Society's leadership.

10.1.2 **Secretary**, who will serve for two years, or longer if re-elected.

10.1.3 **Treasurer**, who will serve for two years, or longer if re-elected.

10.1.4 **Membership Secretary**, who will serve for two years, or longer if re-elected.

10.1.6 Such other officers as may be elected in accordance with the provisions of clause 10.

10.2 **Election and Term of Office** - Elections of officers of the Society, shall take place at a general meeting of the Society. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office according to the tenure for that office, but for no longer than two consecutive years, or until his successor shall have been duly elected and qualified. The term of office of those elected or appointed, shall

begin with the last day of the general meeting of members in the year of election or appointment.

10.3 **Removal from Office** - Any officer appointed by the EXCO, may be removed by a three-fourths (3/4ths) vote of the EXCO. Any officer elected by the membership may be removed by a three-fourths (3/4ths) vote of the membership present at a general meeting or the same by those who respond by correspondence ballot.

10.4 **Vacancies** - A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the EXCO for the unexpired portion of the term.

10.5 **Compensation** - Officers of the Society shall not receive any compensation for their services, however, reasonable expenses associated with the discharge of the duties may be reimbursed provided that such expenses are submitted for approval by the President.

10.6 **Designations and Functions of Elected Officers**

10.6.1 **President** - The President shall supervise all of the business affairs of the Society. He shall preside at all meetings of the members, and shall serve as the Chairman of the Executive Committee. He may sign, with the Secretary or any other proper officer of the Society authorized by the EXCO, any deeds, mortgages, bonds, contracts, or other instruments which the EXCO has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the EXCO, to another officer or agent of the Society; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the majority of the membership from time to time. The President shall hold office for a term of two (2) years and shall appoint all committee Chairmen except those otherwise provided for in this Constitution and shall be an ex-officio member of all committees except the Nominating Committee. He should make all appointments to committees or task forces prior to taking office. He shall convey the office of Presidency to the President Elect prior to closure of the last business session of the annual

meeting. The President shall also serve as principal liaison with other professional or learned societies but may delegate this role to the President Elect or Immediate Past President, or other appointees as may be prudent to the interests of this Society and to maintain continuity in said liaison. At the end of his term, the President shall accede to Past-President.

10.6.2 **President Elect** - In the absence of the President or in the event of his inability or refusal to act, President Elect shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The President Elect shall serve a term of two (2) years and shall automatically accede to the Presidency of this Society at the last business session of the general meeting. If the President Elect does assume the duties of a disabled President, he shall then accede and complete his own term as President. The primary duties of the President Elect shall be to assist the President upon delegation by the latter and to prepare for ascendance to the Presidency. Upon delegation by the President, the President Elect shall be fully authorized to act in the formers' stead. He may serve as liaison to other professional or learned societies, on direction by the President. He shall also serve on the Executive Committee.

10.6.3 **Immediate Past President** - In the absence of both the President and President Elect or in the event of their inability or refusal to act, the Immediate Past President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Immediate Past President shall serve a term of two (2) years. If the Immediate Past President does assume the duties of a disabled President, he shall then accede and complete his own term in that office. The primary duties of the Immediate Past President shall be to assist the President upon delegation by the latter, particularly in matters related to functions and actions of Committees. He may also serve as Parliamentarian, seeing that all meetings of the Society are conducted in accordance with good parliamentary rules, such as Robert's Rules of Order. Upon delegation by the President, the

Immediate Past President shall be fully authorized to act in his stead. He may serve as liaison to other professional or learned societies. He shall also serve on the Executive Committee.

10.6.4 **Secretary** - The Secretary shall keep the minutes of the Meetings of the Members and of the EXCO, give all notices in accordance with provisions of these Bylaws or as required by law, be custodian of the Society's corporate records and the seal of the Society and affix that seal to all documents, the execution of which on behalf of the Society under its seal is duly authorized in accordance with the provisions of these bylaws. He shall in general, perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him by the President or by the EXCO. He shall also serve on the Executive Committee. He shall notify all Members of the Committees of their appointments and duties assigned to them. The Secretary shall be elected for a term of two (2) years.

10.6.5 **Treasurer** - The Treasurer shall keep the accounts of the Society and collect all moneys due the Society. He and the President or Secretary shall oversee the payment of all reasonable expenses of the Society. He shall have charge and be responsible for all funds and securities of the Society, and shall receive and give receipts for moneys including those due and payable to the Society from any source whatsoever and deposit all such moneys in the name of the Society in such banks, trust companies or other depositories as shall be selected by the EXCO. He shall keep a correct record of all monetary transactions, providing such records for audit, whenever so directed by the EXCO. He shall also serve on the EXCO. The Treasurer shall be elected for a term of two (2) years.

10.6.6 **Membership Secretary** - The Membership Secretary shall keep an up-to-date register of the addresses, telephone and facsimile numbers, and the e-mail addresses of each member as furnished by the latter. All the new applications for membership, or changes in membership category, shall be directed through the Membership Secretary, shall be scrutinised by him for eligibility to the membership category applied for, and he shall

prepare membership applications for discussion and approval by EXCO and for ratification at the AGM. He shall prepare an annual Membership List or Booklet for distribution to all members at a general meeting. He shall also serve on the EXCO. The Membership Secretary shall be elected for a term of two (2) years.

11. NOMINATED OFFICERS

11.1 Standing positions to be filled by the executive from full members shall be:

11.1.1 **Scientific Chairperson** – the scientific chairperson shall serve a 3 year term and is responsible for arranging the scientific program of the annual scientific meeting. The scientific chair needs to work together with the local organising committee to manage academic partnerships, invited speakers and meeting themes. The position may be filled by a serving EXCOM member.

11.1.2 **World Federation of Neurosurgery delegates** – the WFNS requires 2 delegates who will represent the SNSA at WFNS council meetings. The president and secretary will serve in these positions unless other members are co-opted for a 2 year period.

11.1.3 **Medico-legal representative** – the medico-legal representative is co-opted for a 3 year term to liaise with insurers, indemnifiers and any other party interacting with the society on medico-legal matters.

12. EXECUTIVE SECRETARY AND NATIONAL OFFICE

12.1 **Executive Secretary** - The President, with approval of the EXCO may hire an Executive Secretary to assist with the overall administration of this Society.

12.2 **National Office** - The EXCO may establish a national office for the Society at such location as the EXCO determines is appropriate to facilitate the policies, activities, and business affairs of the Society. The Executive Secretary shall be charged with the administration of the Society's National Office.

13. COMMITTEES OF MEMBERS; GENERAL GUIDELINES

13.1 SNSA members should volunteer for assignment or election to a Committee or task force only if they believe they shall be reasonably able to attend meetings and actively participate. Lack of attendance at three consecutive Committee, or Task Force meetings may occasion the respective Chairman to request a resignation by that member.

13.2 In general the EXCO of SNSA will be the decision making body. Should it be deemed necessary sub-committees may be formed to carry out specific tasks.

14. **RESERVES**

The EXCO shall set aside and carry on a reserve fund in respect of all the profits of the Society, which shall be used for promoting the objectives of the Society.

15 **NOTICES**

14.1 A notice may be given by the Society to any member either personally or by sending it by post in a prepaid letter addressed to such member at the address supplied by him/her to the Society for the giving of notices.

14.2 Any notice by post shall be deemed to have been served 5 (five) days after the letter containing the same was duly posted as aforesaid.

16. **FISCAL YEAR**

The fiscal year of the corporation shall begin on the first day of March and end on the last day in February in each year. .

17. **SEAL OF THE SOCIETY**

The EXCO shall provide a corporate seal, which shall be in the form decided by EXCO.

18. **AMENDMENTS**

18.1 All proposed amendments to the Constitution shall be submitted in writing to the Secretary, at least three (3) months before the general

meeting of the Society. The membership shall be notified of proposed changes at least one (1) month before the meeting at which time they are to be voted upon. The Secretary shall read or review them to the membership and they shall be voted on at a time deemed appropriate during that meeting. A simple majority of the voting members present is required for passage.

- 18.2 Under special circumstances, the President may recommend that the three (3) month waiting period be waived and the proposed amendment be submitted in writing during a members business session, a copy of which is given to each voting member present so that he may study it and vote when called to do so.

19. **INDEMNITIES**

- 19.1 Subject to any contrary provision in the Act, every Director and other officer of the Society shall be indemnified out of the funds of the Society against all costs, expenses and liabilities properly incurred by him/her in the course of the Society business.

- 19.2 No officer or employee of the Society shall be liable for the acts, receipts, neglects or defaults of any other officer or employee or for joining in any receipt or other act for conformity, or for loss or expense happening to the Society through the insufficiency or deficiency of any security in or upon which any of the moneys of the Society shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or delictual acts of any persons with whom any moneys, securities or effects shall be deposited, or for any loss or damage occasioned by any error of judgment or oversight on his/her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his/her office, or in relation thereto, unless the loss in question is caused by his/her own gross negligence, dishonesty or breach of trust.

20. **ADDRESS**

Each member shall provide the Secretary with an address at which the member will receive all communications and will provide, where possible, an address or telefax and/or electronic communication.

21. **BANKING ACCOUNT**

In the event of the SNSA acquiring any funds the SNSA shall open a bank account with a registered commercial bank. In this case no disbursements shall be made from the bank account unless by means of a cheque or other method of withdrawal signed by two members of the EXCO authorised for this purpose.

22. **FINANCIAL STATEMENTS**

In the event of the SNSA acquiring any funds and/or any assets the EXCO shall ensure that full and proper accounting records are kept of such income and/or assets.

23. **COPIES OF THE CONSTITUTION AND REGULATIONS**

A copy of this Constitution shall be available for inspection by the members on the society website.

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