

# SOCIETY FOR ADVANCED CELL CULTURE MODELLING FOR AFRICA

## | Constitution |

### 1. DEFINITIONS

In this Constitution and the Regulations framed in terms hereof, the following terms and expressions shall, unless the context otherwise directs, have the respective meanings as hereinafter set out:

#### 1.1. The **Society**:

The Society for Advanced Cell Culture Modelling for Africa, also referred to as SACCMA.

#### 1.2. **Member**:

A member means an ordinary member of the Society whose membership fee is fully paid and such other categories of membership as are defined in Section 6 of the Constitution; who has not been excluded or suspended from the Society.

#### 1.3. **Constituted Meeting**:

A constituted meeting means a gathering or telephonic conference of members and honorary members in the presence of the chair or their representative.

#### 1.4. **Committee**:

The Executive Committee of the Society, constituted as set out in Section 5 of the Constitution.

#### 1.5. **Committee meeting**:

A committee meeting means a gathering or telephonic conference of office bearers.

#### 1.6. Saturdays, Sundays and public holidays shall be included when computing a time period prescribed in days in the Constitution and the Regulations.

### 2. NAME

The name of the Society is the "SOCIETY FOR ADVANCED CELL CULTURE MODELLING FOR AFRICA" and is herein referred to as "the Society".

The only acceptable acronym for the Society is "SACCMA".

The Society shall be a corporate body having a separate legal personality with perpetual succession in spite of changes of membership within it, and being entitled to hold property distinct from its members.



### 3. ADDRESS

The address of the Society shall be the address of the elected Treasurer of the Society.

### 4. OBJECTIVES

The objectives of the Society are:

- 4.1. to represent generally the views and interests of the members on all matters related to specialized and advanced cell-based models, bio-engineering, bioprinting and stem cell cultures;
- 4.2. to provide and promote benefits to its members and to do all such things as may advance the interests of its members;
- 4.3. to promote the professional, educational and economic interests of the members of the Society;
- 4.4. to maintain and improve the highest ethical and professional integrity and standards of professional conduct of the members of the Society in all its affairs and activities;
- 4.5. to arrange conferences, symposia and workshops on various aspects of specialized and advanced cell-based models, bio-engineering, bioprinting and stem cell cultures;
- 4.6. to initiate and maintain contact with similar organisations in other parts of the world;
- 4.7. to manage its affairs on a non-profit making basis; and
- 4.8. recognising the diversity of the population of the Continent of Africa, to promote the representation of all sectors of the African community in its membership.

### 5. MANAGEMENT

The Society shall be managed by an elected Executive Committee.

- 5.1. The business of the Society is conducted by a Committee consisting of 6 (six) members.
- 5.2. The committee shall consist of a:
  - 5.2.1. Chair;
  - 5.2.2. Vice-chair;
  - 5.2.3. Secretary;
  - 5.2.4. Treasurer;
  - 5.2.5. Convenor of the next congress; and
  - 5.2.6. A student member.
- 5.3. A Member may hold only 1 (one) position on the Committee at any given time.
- 5.4. Nominated Members may be elected to serve in any capacity.
- 5.5. Nomination of Members to serve on the Committee shall be made in writing to the Secretary to reach them within 7 (seven) days of date of notification. Nominations shall include the name and signature of nominee, position to which he is nominated, as well as names and signatures of the proposer and seconder. The Secretary shall request nominations at least 30 (thirty) days prior to the constituted Annual General Meeting. The nominee, proposer and seconder must be eligible Members of the Society in good standing.
- 5.6. A list of nominees shall be circulated to all Members in good standing for postal or electronic ballot. A maximum of 6 (six) votes can be made on each ballot paper. No more than 1 (one) vote can be made against the position of Chair and an additional five votes for the Committee. A vote may only be cast once for each nominee per ballot paper. The closing date for the postal or electronic ballot shall be 7 (seven) days prior to the next constituted Annual General Meeting. Members of the new

Committee shall be announced at the constituted Annual General Meeting, and/or in an official electronic newsletter. If an insufficient number of nominations are received in the post, the vacancy(ies) will be filled at the following constituted General Meeting by normal voting procedure.

- 5.7. The Committee shall be empowered to Co-opt any number of Members to its ranks for a valid purpose. Such co-opted members shall hold office until the next constituted Annual General Meeting.
- 5.8. Additional Committee Members:
  - 5.8.1. If any independent African state other than South Africa has more than 10 (ten) Members, they may appoint a representative to serve on the Committee.
- 5.9. In the event of a Committee Member vacating their position, for whatever reason, before the completion of the term of office, the Committee may co-opt a replacement to serve until the next constituted Annual General Meeting.
- 5.10. Committee Meetings are held at the discretion of the Chair. The notice of an agenda for the Meeting shall be sent to Committee members at least 14 (fourteen) days prior to the date of the Meeting.
- 5.11. The Executive Committee shall meet for the dispatch of business, adjourn or otherwise regulate its Meetings as it may think fit, provided that it shall meet at least 2 (two) times during its term of office.
- 5.12. The term of office for Committee Members is from one constituted Annual General Meeting to the next.

## 6. MEMBERSHIP

### 6.1. Membership classes:

#### 6.1.1. Ordinary Member:

Open to any person engaged in the teaching, practice or investigative sciences related to various aspects of specialized and advanced cell-based models, bio-engineering, bioprinting and stem cell cultures. Any persons duly applying to the Secretary shall be accepted as Members and shall continue as Members unless they notify the Secretary, in writing, of their intention to resign.

#### 6.1.2. Student Member:

Open to any registered student at a tertiary institution engaged in the study, practice or investigative sciences related to various aspects of specialized and advanced cell-based models, bio-engineering, bioprinting and stem cell cultures. Any persons duly applying to the Secretary with proof of registration shall be accepted as Members and shall continue as Members unless they notify the Secretary, in writing, of their intention to resign.

#### 6.1.3. Industry Member:

Open to scientific institutions, business firms or other corporate bodies which have an interest in the various aspects of specialized and advanced cell-based models, bio-engineering, bioprinting and stem cell cultures; each Industry Member to nominate not more than three representative Members. Any Industry Member and the nominated representative Members duly applying to the Secretary shall be accepted as Members and shall continue as Members unless they notify the Secretary, in writing, of their intention to resign.

#### 6.1.4. Honorary Member:

Any person of distinction in the field of specialized and advanced cell-based models, bio-engineering, bioprinting and stem cell cultures of any nationality may be nominated for Honorary Membership. Election to Honorary Membership is subject to a majority vote of Members present at a constituted General Meeting.



- 6.1.4.1. The proposal that a person receive Honorary Membership shall be made in writing and included in the agenda for a constituted General Meeting. Such nomination shall be supported by a written citation of the nominee's claims.
- 6.1.4.2. Honorary Membership shall be conferred for a two year period.
- 6.1.4.3. An Honorary Member shall not be entitled to vote, nor serve on the committee.
- 6.1.4.4. An Honorary Member shall not be required to pay membership fees.
- 6.1.5. Honorary Life Member:
  - 6.1.5.1. An ordinary Member over the age of 50 years, who has shown distinction in any aspect of specialized and advanced cell-based models, bio-engineering, bioprinting and stem cell cultures; or has given outstanding service to the Society may be proposed for election to Honorary Life Membership.
  - 6.1.5.2. Election to Honorary Life Membership is subject to a two-thirds majority vote of Members present at a constituted General Meeting.
  - 6.1.5.3. Clauses 4.2.1 and 4.2.4 shall be applicable to Honorary Life Membership.
  - 6.1.5.4. An Honorary Life Member shall be entitled to vote or serve on the Committee.
- 6.2. Every Member in good standing shall possess the following rights:
  - 6.2.1. to attend any Meeting of the Society,
  - 6.2.2. to receive any information which it is competent for the Society to give;
  - 6.2.3. to take part in any discussion on any matter at any constituted General Meeting;
  - 6.2.4. to vote on any motion put to a constituted General Meeting, excluding Honorary Members;
  - 6.2.5. to nominate and vote for Members of the Committee, excluding Honorary Members; and
  - 6.2.6. to be nominated for and appointed to any office of the Society, excluding Honorary Members.
- 6.3. Upon acceptance of his/her membership application every member shall receive a Certificate or Record of Membership.
- 6.4. Acceptance of such Certificate or Record of Membership shall constitute an unqualified undertaking by the Member to abide by the Constitution and Regulations of the Society, and any Code of Practice as adopted by the society at a constituted General Meeting. Furthermore, such Certificate or Record of Membership shall at all times remain the property of the Society and shall be required to be returned to the Society by the Member upon the termination, for any reason whatsoever, of their membership.
- 6.5. Any Member whose conduct may bring the Society into disrepute may be expelled from the Society by a two-thirds majority vote of Members present at a duly constituted General Meeting of the Society and is to be placed on the Agenda for such Meeting.
- 6.6. All Constitutions and Regulations of the Society shall be available to Members on request.
- 6.7. Every Member shall remain a Member until their membership is terminated in accordance with the provisions herein contained.
- 6.8. Any person who was formerly a Member of the Society and whose membership was terminated for any reason, may be re-admitted at the discretion of the Committee, who shall be entitled to rule on the re-admission of any Member and to impose, in its sole discretion, terms, conditions or restrictions to such re-admission it may determine. The Committee shall also be entitled, in its sole and absolute discretion, to reinstate any Member who was previously expelled by the Society in accordance with the relevant regulations.



## 7. MEMBERSHIP FEES

- 7.1. Each ordinary Member shall pay an annual membership fee which shall be decided upon by the Committee and confirmed at the constituted Annual General Meeting.
- 7.2. Membership fees shall be payable annually in advance, and become due on joining the Society as a Member and on 1 March of each year thereafter.
- 7.3. A Member whose fees are not paid up at the time of a Meeting, may not vote at that Meeting.
- 7.4. If a Member is for more than 4 (four) months in arrears with the payment of their membership fees, they shall be considered not to be in good standing and their membership terminated immediately.
- 7.5. No membership fees or part thereof shall be refunded to any Member upon the termination of their membership.

## 8. MEETINGS OF THE SOCIETY

- 8.1. A constituted Annual General Meeting of Members is held during the annual congress; not later than 18 months and not earlier than 6 months since the previous Annual General Meeting.
- 8.2. In case of postponement or cancellation of the annual congress, a virtual Annual Meeting will be convened by the Chair before year end on December 31st.
- 8.3. A special constituted General Meeting may be convened by the Chair at their discretion or at the written request of 5 (five) Members, within 21 days of being petitioned. Such petition must state clearly the nature of the business proposed for discussion by the Special Meeting. The Secretary shall, at the request of the Committee call a Special General Meeting, the business of which shall be notified in writing to Members not less than 7 (seven) days before the date of such Meeting. No business other than the business specified shall be transacted at such Meeting.
- 8.4. Notice of and the proposed agenda for a constituted Annual General Meeting shall be despatched to all Members at least 30 (thirty) days prior to the date of the Meeting.
- 8.5. The agenda shall include:
  - 8.5.1. Presentation of a report on the year's activities of the Society by the Chair.
  - 8.5.2. Submission to Members of the Annual Financial Statements of the Society.
  - 8.5.3. The election of a new Committee.
  - 8.5.4. Selection of the host for the next annual conference/symposium/workshop.
  - 8.5.5. Such other matters of general business as have been submitted by Members to the Secretary in sufficient time to be included in the agenda
- 8.6. The business of the constituted Annual General Meeting is:
  - 8.6.1. To confirm the minutes of the previous constituted Annual General Meeting and any constituted Special General Meetings held in the interim;
  - 8.6.2. To receive the Chair's report covering the activities of the Society during their period of office;
  - 8.6.3. To receive the financial statements and treasurer's report on the compiled annual financial statements of the Society for the preceding financial year, covering the activities of the Society for the period;
  - 8.6.4. to appoint a person or firm of persons qualified to act as Professional Accountants or Auditors in terms of current legislation, as Accountants of the Society, and whose remuneration shall be fixed by the Committee;
  - 8.6.5. To discuss and decide on matters on the agenda by a majority vote;
  - 8.6.6. To confirm or finalise the election of a new Executive Committee; and
  - 8.6.7. To discuss general business. Matters not included in the agenda may not be put to the vote.

8.7. All matters for inclusion in the agenda should reach the secretary at least 14 (fourteen) days prior to the date of the meeting. Documentation concerning such items shall accompany the agenda.

## 9. QUORUM

9.1. A quorum at a Committee Meeting consists of 4 (four) or more elected Committee Members.

9.2. Both Committee Members actually present at a meeting of the Committee and the proxies that have been duly lodged in accordance with the Regulations, shall be counted as part of the quorum.

9.3. A quorum present at a constituted General Meeting consists of at least one-third of Members and Honorary Life Members.

9.4. Both Members actually present at a constituted General Meeting and the proxies that have been duly lodged in accordance with the Regulations, shall be counted as part of the quorum.

9.5. In the absence of a quorum, matters discussed may be decided by a postal vote within 30 (thirty) days of the Meeting. For a postal vote to be valid, at least 50% of the Members must return the voting paper to the Secretary.

9.6. In the absence of a quorum, the matter may also be deferred until the next General Meeting of the Society (ordinary or special) and the Members present at such Meeting shall be deemed to constitute a quorum.

## 10. COMMITTEE MEETING VOTING

10.1. Any motion arising at Executive Committee Meetings shall be decided by a majority vote of Committee Members present when the motion is voted on.

10.2. The Chairperson of any Meeting of the Committee shall have a deliberative vote, and in the event of an equality of votes they shall, in addition to their deliberative vote, have a casting vote.

10.3. Voting at Meetings may take place by proxy. Such proxy authorization shall be made in writing and duly signed. Proxies shall only be deemed to be valid if they are recorded with the Secretary before the commencement of the Meeting.

## 11. CONSTITUTED GENERAL MEETING VOTING

11.1. All Members in good standing shall be empowered to vote at Meetings, excluding Honorary Members.

11.2. Each Member is entitled to 1 (one) vote for each matter to be decided upon.

11.3. Voting at any Meeting takes place by a show of hands unless stipulated otherwise by the Chair.

11.4. Voting at Meetings may take place by proxy. Such proxy authorization shall be made in writing and duly signed. Proxies shall only be deemed to be valid if they are recorded with the Secretary before the commencement of the Meeting.

## 12. THE CHAIR

12.1. The Chair of the Society presides at all Meetings of the Committee and Society. In their absence a Chair is appointed from and by the attending Members.

12.2. The Chair shall submit a report on the Society's activities during the previous year to the constituted Annual General Meeting.

12.3. The Chair shall affix their signature to any official document of the Society, minutes of Meetings and amendments to the Constitution.

### 13. THE SECRETARY AND TREASURER

#### 13.1. The secretary:

- 13.1.1. The Secretary is responsible for all administrative duties of the Society;
- 13.1.2. Shall give notice of and prepare the agenda for Meetings as stipulated;
- 13.1.3. Shall take and keep minutes of the proceedings of all Meetings of the Society. In their absence a Secretary is appointed from and by the attending Members.

#### 13.2. The Treasurer:

- 13.2.1. Is responsible for all financial duties of the Society, and will have access to all financial statements and accounts electronically. Backups will be made thereof.
- 13.2.2. Shall submit a financial statement and report of the Society's financial affairs of the previous 2 (two) years to the constituted Annual General Meeting, after approval by senior committee members;
- 13.2.3. Shall submit an annual financial statement of the Society's financial affairs to the Chair of the Committee.

### 14. CONGRESSES, SEMINARS, ETC.

- 14.1. The Society may decide to hold an annual congress, seminar or workshop in alternate sequence.
- 14.2. The Committee shall appoint a Subcommittee to convene and arrange such Meetings for which separate accounts shall be kept and submitted to the Treasurer for inclusion in the financial statements.
- 14.3. The venue of the next congress shall be decided upon during the constituted Annual General Meeting which precedes that congress.
- 14.4. Applications to present a seminar or workshop shall be directed to the Committee at least 3 (three) months prior to date of presentation. The Committee may approach persons to present a seminar.
- 14.5. Notice of the date and venue of such Meetings shall be circulated to Members not less than 3 (three) months prior to the Meeting, together with an invitation to submit original contributions.
- 14.6. Members may introduce visitors for such Meetings. Contributions from visitors may be accepted for presentation.

### 15. FINANCES

- 15.1. The financial year of the Society will coincide with the Tax year of the South African Revenue Service, being 1 March to 28 February.
- 15.2. The Committee shall be empowered to open such banking, savings or deposit accounts as it shall see fit, and the funds of the Society shall be deposited in such account.
- 15.3. A person or firm of persons qualified to act as Professional Accountants or Auditors in terms of current legislation will be appointed as Accountants of the Society, and their remuneration shall be fixed by the Committee.
- 15.4. The Society is registered as a Public Benefit Organisation with the South African Revenue Service, and will conduct its business as stipulated in Section 30(B) of the Income Tax Act No 58 of 1962.
- 15.5. Donations made to or by the Society are exempt from Donations Tax in terms of Section 56(1)(h) of the Income Tax Act.
- 15.6. The Chair, Secretary and Treasurer of the Committee have signing powers for the management of the Society's finances. Electronic transfers need to be approved by two Committee Members, of which the Chair has to be one.

- 15.7. The Committee is empowered to invest funds available only in safe investments/trust securities with registered financial institutions as defined in Section 1 of the Financial Institutions (Investment of Funds) Act, 1984, and in securities listed on a licensed stock exchange as defined in the Stock Exchanges Control Act, 1985 (Act No 1 of 1985) and as amended from time to time; such capital of the Society as they consider advisable.
- 15.8. In the event of the Society being unable to meet its financial commitments it shall be wound up. A levy shall be made on all Members to enable the debts of the Society to be settled provided that the liability of Members in this event shall not exceed the equivalent of one year's subscription.
- 15.9. Members of the Committee are not personally liable for the debts of the Society.
- 15.10. No profits or gains will be distributed to any person or institution and the funds of the Society will be utilized solely for investment or the objectives for which the Society was established.
- 15.11. The Society will not carry on any profit making activities; nor participate in any business, profession or occupation carried on by any of its Members, nor provide any financial assistance, premises, continuous services or facilities to its Members for the purpose of carrying on any business, profession or occupation by them.
- 15.12. The assets of the Society shall vest in the Society, independent of its Members, and no Member shall have any right of claim thereto except in payment for services rendered or in repayment of expenditure undertaken on behalf of the Society with the authority of the Committee.

## 16. POWERS

The Society may for the purpose of achieving its Objectives:

- 16.1. form and/or have an interest in any company or companies for any purpose, directly or indirectly, calculated to benefit the Society;
- 16.2. evaluate any bills, laws, ordinances, proclamations, pronouncements, or enactments (laws) (whether emanating from Parliament, provincial authorities, or local authorities, or from any other entity which either affects or may affect the interests of Members of the Society), and where appropriate, to support or object, oppose and if necessary, take appropriate legal action as circumstances may require on behalf of its Members;
- 16.3. co-operate with any institution, society or association;
- 16.4. be acknowledged by other bodies such as SACNASP or for CPD points.

## 17. AWARDS AND DISTINCTIONS

Awards and distinctions may be bestowed by the Committee on recipients at such dates, venues or functions as may be appropriate.

## 18. CONSTITUTION

- 18.1. The Constitution may be approved by way of postal ballot provided that more than 50% of all members partake in the ballot and that at least two-thirds of all participating Members are in favour of the approval.
- 18.2. A copy of the Society's approved Constitution signed by the Chair, shall be kept in the Secretary's possession.
- 18.3. This copy of the Constitution is considered as correct and takes precedence over all other copies in any dispute.



## 19. AMENDMENTS TO THE CONSTITUTION

- 19.1. Motions to alter or amend this Constitution shall be submitted in writing to the Secretary at least 21 (twenty-one) days prior to the Meeting at which it is to be moved;
- 19.2. Amendments to the Constitution can only take place at a constituted General Meeting.
- 19.3. Any amendment to the Constitution requires a two-third majority vote.
- 19.4. After amendments to the Constitution have been approved they shall be entered in the copy of the Constitution held by the Secretary and signed by the Chair.
- 19.5. Any amendments to the Constitution/directors/addresses/main activities and income sources shall be submitted to the Commissioner of the South African Revenue Service and the Bank.

## 20. LANGUAGE

- 20.1. English shall be the language used in the proceedings of the Society and communications shall be in English.

## 21. DISSOLUTION

- 21.1. In the event of the Society being unable to exercise its functions in terms of this Constitution, for any reason, the last duly elected Committee Members shall wind up the affairs of the Society.
- 21.2. The Society may only be dissolved by a two-third majority vote of the Members.
- 21.3. After settling of all debts, the remaining assets at the dissolution of the Society may not be distributed amongst Members, but shall be given or transferred to another organisation (as decided by Members present at a constituted Special Meeting held for this purpose) with objectives similar to those of the Society.

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### Steering committee/NPO directors:



2021/11/15

Prof Chrisna Gouws

Date

## IvdB

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2021/11/15

Dr Iman van den Bout

Date



2021/11/12

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Dr Clarissa Willers

Date

**Scheme of development:**

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<b>Date / Initials</b>	<b>Version No.</b>	<b>Description of changes</b>
20210520/CG	01	The draft constitution presented to the AGM
20211111/CG	02	Edited and financial advisor approved draft presented to steering committee for approval