



CONSTITUTION OF THE ANATOMICAL SOCIETY OF SOUTHERN AFRICA

AS ADOPTED AT THE FIRST ANNUAL GENERAL MEETING OF THE SOCIETY HELD ON 17TH MAY, 1969,
IN THE MEDICAL SCHOOL, DURBAN, NATAL, AMENDED UP TO APRIL, 2021.

1. DEFINITIONS

- 1.1 **Anatomy:** Anatomy is defined as a science concerned with the bodily structure of humans, animals, and other organisms, as revealed by dissection and microscopy. The scope of Anatomy referred to hereafter will therefore include both human and animal based sub-fields such as Macroscopic Anatomy, Clinical Anatomy, Forensic Anthropology, Physical Anthropology, Cell and Molecular Biology, Histology, Developmental Biology, Osteology, Comparative Anatomy as well as Anatomical and Medical Education.
- 1.2 **Southern Africa:** The region Southern Africa for purposes of this document includes South Africa and its neighboring countries which constitute Angola, Botswana, eSwatini, Lesotho, Malawi, Mozambique, Namibia, Zambia and Zimbabwe.

2. NAME

The name of the Society shall be "The Anatomical Society of Southern Africa"; the Afrikaans version of the title to be "Anatomiese Vereniging van Suider-Afrika", and the Latin version "Societas Anatomica Africae Australis", herein after referred to as the Society.

3. OBJECTIVES

The objectives of the Society shall be to:-

- 3.1 promote the study of Anatomy;
- 3.2 encourage Anatomical research in Southern Africa;
- 3.3 promote the intercourse of Societies and individuals engaged in, or interested in, the science of Anatomy;
- 3.4 represent the Anatomists of Southern Africa at the international level;

- 3.5 do all such things as are or may be ancillary to, or conducive to, the advancement of Anatomical sciences and the better carrying out of such objects.

4. HEADQUARTERS

The Society was established in 1969. The headquarters of the Society shall be in such place in Southern Africa, and for such length of time, as the Council may, from time to time, decide.

5. MEMBERSHIP

The Society shall consist of Student, Regular, Life and Honorary members.

5.1 Membership categories

- 5.1.1 Student members: Any person who is a full-time student at a recognised educational institution in Southern Africa shall be eligible for Student membership. A fee is associated with this category of membership.
- 5.1.2 Regular members: Any person who desires to join the Society and is nominated by an existing member shall be eligible for Regular membership. A fee is associated with this category of membership.
- 5.1.3 Life members: Any person who has been a Regular member for six (6) consecutive years, has the desire to join the Society for life and is nominated by an existing member, shall be eligible for Life membership. A once-off fee is associated with this category of membership.
- 5.1.4 Honorary members: Any person who has rendered distinguished service to the science of Anatomy and to the Society, may be elected as an Honorary Member. No fee is associated with this category of membership.

5.2. Election of members

- 5.2.1 Any person desirous of joining the Society and whose application is supported by an existing member of the Society, can apply for Student, Regular or Life membership.
- 5.2.2 All Student, Regular or Life member applications (new or grade transfer) shall be granted by Council and ratified at the next General Meeting of the Society.
- 5.2.3 Any member of the Society shall have the right to submit to the Council, or to an Annual General Meeting, a nomination for Honorary membership, provided the proposal is accompanied by a statement of motivation. When an Honorary Member has been elected by the Council, the candidate's election shall be ratified at the next Annual General Meeting of the Society.

5.3 Privileges of members

- 5.3.1 Student members: Shall enjoy all the rights and privileges of membership. Student members (except as indicated in Clause 6.1.3) shall however, a) not be eligible to serve as an Office-bearer on Council and b) not have the right to vote. All rights and privileges will operate during the years in which the student continues to pay their subscriptions.
- 5.3.2 Regular, Life and Honorary members: Shall enjoy all the rights and privileges of membership, shall be eligible to serve on Council and shall have the right to vote at all General Meetings of the Society. All rights and privileges for Regular members will operate during the years in which the members referred to in this clause continue to pay their subscriptions.

5.4 Termination of membership

- 5.4.1 Members may resign from the Society at any time, by giving written notice to the Honorary Secretary, but members resigning after the 30th April in any year shall be liable for the subscription fee for that year.
- 5.4.2 Reminders regarding current and outstanding subscription payments will be sent out annually utilising the contact information submitted by the member. The Council shall have the right to delete from the membership of the Society, the names of members whose subscriptions are three years in arrears.
- 5.4.3 After due enquiry and after due notice has been sent to the Member concerned, the Council shall have the right to remove from the membership of the Society, the name of any member whose membership is found to be inconsistent with the objects and interests of the Society. This type of termination of membership is dependent on no fewer than six members of the Council voting in favour of this action at a meeting of Council, and that this decision is confirmed by a majority at a subsequent meeting of the Council. This decision by Council must be announced at the next Annual General Meeting.

5.5 Liability of members

Any financial claims against members of the Society shall not exceed the subscription due by them to the Society in the current year.

6. MANAGEMENT

The management of the Society shall be vested in the Council, which after due consideration on matters of debate or contention, consult the members of the Society to carry out all or any of the objects of the Society, and shall transact all business on its behalf, subject to the Constitution.

6.1. Council

The Council shall consist of:

6.1.1 Officers of the Society, namely:

- (i) President
- (ii) Immediate Past President
- (iii) Vice-President
- (iv) Honorary Secretary
- (v) Honorary Treasurer
- (vi) Honorary Editor of Proceedings
- (vii) Honorary Editor of Newsletter (& Plexus Representative)
- (viii) Honorary Editor of Website
- (ix) Technical Representative

6.1.2 Councilors:

Not more than 10 Councilors

6.1.3 Student representative (at least one)

6.1.4 Council may also invite participation of Representatives as applicable or required, including but not restricted to:

- (i) Clinical Anatomy Interest Group (CAIG)
- (ii) Forensic Anthropology Interest Group (FAIG)
- (iii) ASSA Education Special Interest Group (ASSA Education SIG)
- (iv) Ethics Interest Group (EthIG)
- (v) Journal of Clinical Anatomy representative

6.2. Eligibility for Office-bearers and Councilors

6.2.1 Any member of the Society who is in good standing, except as provided in Clauses 5.3.1 and 5.3.2, shall be eligible for nomination as an Office-bearer, save that the President and the Honorary Secretary shall be nominated from among those who have served on the Council previously.

- 6.2.2 Any member of the Society who is in good standing, except as provided in Clauses 5.3.1 and 5.3.2 shall be eligible for nomination as a Councilor or Representative.
- 6.2.3 Representatives (Clause 6.1.4) shall be elected by Council and ratified via electronic communication to all ASSA members or by the Annual General Meeting of the Society.

6.3. Nomination procedure

- 6.3.1 Except for the student representative (Clause 6.3.7), the Council positions that would be available for ASSA management (for the following year) will be announced at the Annual General Meeting of the Society.
- 6.3.2 The Honorary Secretary shall distribute the call for nominations electronically to all ASSA members each year, clearly indicating current Council members and their affiliation as well as details regarding the available positions for the subsequent year.
- 6.3.3 ASSA members shall submit to the Honorary Secretary, seconded nominations for applicable available positions. Submissions for the applicable nomination period will therefore close at a deadline clearly indicated by the Honorary Secretary.
- 6.3.4 The Honorary Secretary shall contact all nominees to confirm acceptance of nomination.
- 6.3.5 The nominee shall submit to the Honorary Secretary supporting documents (e.g. an academic curriculum vitae) to be included under the academic profile of the candidate.
- 6.3.6 The Honorary Editor of Website will post all candidates' information and academic profile on the ASSA website. A period of up to three months will be allowed for ASSA members to consider the candidates.
- 6.3.7 The local organising committee of the upcoming conference is responsible for nominating a student representative from their institution. They will present the nominated member to the Council at the last Council meeting of the preceding year.

6.4 Voting and Elections procedure

- 6.4.1 Except for the student representative (Clause 6.4.7), the Honorary Secretary shall distribute the call for voting electronically to all ASSA members each year, clearly indicating nominated candidates on a voting sheet.
- 6.4.2 Fully paid-up members of ASSA will be eligible to vote except as indicated by Clause 5.1.1.
- 6.4.3 Votes will be received via electronic submissions to the Honorary Secretary in March/April of each year. The voting period will therefore close at the time indicated by the Honorary Secretary.
- 6.4.4 Votes will be counted and finalised by the Honorary Secretary.

- 6.4.5 Results of the voting process will be presented at the first Council Meeting and ratified at the Annual General Meeting of the Society.
- 6.4.6 The new Council shall assume office immediately after ratification of election at the Annual General Meeting.
- 6.4.7 The nominated student representative will be presented at and ratified by Council at the second Council Meeting of each year. The new student representative will assume office immediately after the second Council Meeting. This term of office will overlap with the last six months of the outgoing student representative's term.

6.6 Vacancies

The Council shall have the right to temporarily fill any vacancies among the Council of the Society which remain after the Annual General Meeting, or which occur between two successive Annual General Meetings. Members of the Society will be consulted of this decision and the position will be filled through the normal nomination and voting process.

6.7 Term of office

6.7.1 Office-bearers

(i) President:

Shall serve a period of three years with a maximum of two consecutive terms.

(ii) Immediate Past President:

Shall serve for a period of one year after serving as President.

(iii) Vice-President:

The host of the particular year's conference shall serve for a period of one year.

(iv) Honorary Secretary:

Shall serve a period of three years with a maximum of two consecutive terms.

(v) Honorary Treasurer:

Shall serve a period of three years with a maximum of two consecutive terms.

(vi) Honorary Editor of Proceedings:

Shall serve a period of three years with a maximum of two consecutive terms.

(vii) Honorary Editor of Newsletter:

Shall serve a period of three years with a maximum of two consecutive terms.

(viii) Honorary Editor of Website:

Shall serve a period of three years with a maximum of two consecutive terms.

(viii) Technical representative:

Shall serve a period of three years with a maximum of two consecutive terms.

6.7.2 Councilors:

Shall serve a period of two years with a maximum of three consecutive terms.

6.7.3 Student representative

Shall serve a period of 18 months with a maximum of one term. The first six months will be served together with the outgoing student representative, while the final six months of the term shall be served together with the incoming student representative.

6.7.4 Representatives:

Shall serve a period of two years with a maximum of three consecutive terms.

6.7.4 At each Annual General Meeting, those Council members whose term of office shall have expired shall retire, but shall be immediately eligible for re-election, except when the maximum consecutive terms of office have been reached.

6.7.5. Under prevailing circumstances and at the discretion of the membership of the Society, the term of office of the above Council members may be extended for a further, final one term.

6.8 Meetings of Council

6.8.1 The Council shall meet at least twice a year and shall be presided over by the President, or in his/her absence by the Vice-President or, in the absence of both of them, by a Chairperson appointed by the meeting from its own number.

6.8.2 Ordinary meetings of the Council shall be held biannually. The first is to take place before the Annual General Meeting. Either meeting could be held in person or via other means such as video-conferencing. Council may, from time to time, decide on additional meetings.

6.8.3 Extraordinary meetings of the Council shall be held on the written request of not fewer than four members of the Council, or if the President, after consulting with the Vice-President and the Honorary Secretary, thinks fit to call such a meeting. At all Extraordinary Meetings, only the business for which such Meeting has been called and which has previously been notified to members of Council, shall be transacted, unless by the unanimous consent of the members of Council present at such meeting.

6.8.4 Due and proper notice of all Council Meetings shall be given to all members of Council.

6.8.5 At all meetings of Council, two thirds of members of the current Council shall form a quorum.

6.8.6 At all meetings of the Council, all matters, other than those specified in Clause 5.4.3, shall be decided by a majority of votes cast. The voting shall be decided by a show of hands in which case the Chairperson shall have a deliberative and, in the case of a tie, a casting vote. A secret

ballot may be demanded by any member, and shall thereupon be taken in which case the Chairperson shall have a deliberative vote only.

6.9 Functions of Council

- 6.9.1 Council shall appoint committees for such purposes and with such functions as the Council shall determine.
- 6.9.2 Subject to the provisions of the Constitution, the Council may regulate its own procedure and, for the better functioning of the Society, shall have the right to make by-laws which shall be consistent with the laws of the Constitution, and to repeal and amend existing by-laws; and to draw up standing orders for the conduct of its business and meetings.
- 6.9.3 All funds, property and assets of the Society shall be vested in the Council, which shall stand possessed thereof in trust for the Society. The funds of the Society shall be used for the promotion of the objects of the Society in such manner as the Council may, from time to time, determine. All such expenditures shall reflect in the report from the Honorary Treasurer. The Council shall be the legal trustee of the Society and shall have the direction of all gifts or bequests made to the Society.
- 6.9.4 The Council shall have the function to appoint a secretariat and to remunerate officials thereof. The secretariat shall hold office during the pleasure of the Council and shall perform such duties as the Council shall set forth.
- 6.9.5 The Officers of the Society shall cause a complete register of the names, addresses and grades of all members to be kept.
- 6.9.6 The Council, on behalf of the Society, shall institute and defend legal proceedings in the name of the Society. Any matter in dispute may be referred by the Council to arbitration.
- 6.9.7 The Council shall arrange for the publication, in the name of the Society, of the scientific proceedings of general or regional meetings of the Society.
- 6.9.8 The Council shall arrange an Annual Scientific Conference of members of the Society, coupled with a business session, the latter to be known as the Annual General Meeting.
- 6.9.9 The Council shall cause minutes to be kept of all meetings.
- 6.9.10 The Council shall submit to each Annual General Meeting of the Society an Annual Report, together with an audited financial statement and balance sheet reflecting the finances of the Society at the end of the previous financial year.

7. FINANCES

7.1 Subscriptions

- 7.1.1 Unless otherwise determined by the Council, there shall be no entrance fee for new applicants. The amount of all fees shall be determined by Council and ratified at an Annual General Meeting. The first subscription of a member shall be due on election and subsequent annual subscriptions shall be payable not later than the 31st December of each year.
- 7.1.2 Student members: Shall pay an annual subscription fee.
- 7.1.3 Regular members: Shall pay an annual or 3-yearly subscription fee. Retired persons shall not be liable to pay any subscription fee.
- 7.1.4. Life members: Regular members of the Society of good standing may become Life members after serving as a Regular member for six (6) consecutive years and if nominated by an existing member. The nomination must also be seconded by an existing member. A once-off fee of an amount equivalent to the subscriptions for a period of fifteen years at current rates is associated with this type of membership.
- 7.1.5 Honorary members: Shall not be liable to pay any subscription fee.

7.2 Management

- 7.2.1 The financial year shall end on the 28th February of each year.
- 7.2.2 All transactions shall be signed by the Honorary Treasurer and by one other person authorised by the Council.
- 7.2.3 The Investment account shall be invested by the Council in the manner provided for in Clauses 7.2.5 and 7.2.6. Interest arising therefrom may be applied by the Treasurer to the uses of the Society; if not so used, the interest shall be added to the Investment account. This fund may be drawn upon for the uses of the Society only by resolution of the Council, such resolution being voted upon either at a meeting of the Council or through an electronic ballot.
- 7.2.4 Whenever the balance in the hands of the Honorary Treasurer shall exceed the sum requisite for the probable or current expenses of the Society, the Council may invest the excess on fixed deposit with the Bankers to the Society, or in such securities as may from time to time be approved by the Council, or apply it to the increase of the Special Purposes Fund.
- 7.2.5 The accounts of the Society shall be audited annually by an auditor appointed by the Council through the Honorary Treasurer.
- 7.2.6 The balance sheet and Auditor's report shall be submitted to the Annual General Meeting of the Society.

8. TRUSTEES

- 8.1 The Council shall have the right to appoint any person or persons to accept or hold in trust for the Society any money or property belonging to the Society, and to execute and to do all such deeds and things as may be requisite in relation to any such trust. The Council shall have the right from time to time to fill any vacancy, provided always that the appointment of any trustees shall be subject to confirmation of members at the next Annual General Meeting. The Society, in Annual General Meeting, upon recommendation of the Council, providing due notice of three months has been given, may, if such course be deemed expedient, cancel the appointment of any trustee or trustees.
- 8.2 The Society shall sue or be sued in the name of the Society, and service of process shall be made at the headquarters of the Society.
- 8.3 The Council may appoint one or more of its members to take charge of any contemplated or pending litigation, and may empower them to do all such things and sign all such documents as may be necessary to safeguard the rights and interests of the Society.

9. MEETINGS OF THE SOCIETY

- 9.1 A Scientific Conference and an Annual General Meeting of the Society shall be held at such time and place as may be determined each year by the Council, and ratified at a previous Annual General Meeting.
- 9.2 The Council shall have the right at any time to convene a Special General Meeting of members to consider and deal with any matters of importance to the Society, provided that notice of such meeting shall be given to the members at least one month prior to the holding thereof, and provided that the matter to be considered shall be set out in such notice.
- 9.3 The Council shall summon a Special General Meeting of Members upon receipt of a requisition in writing to that effect signed by not fewer than ten members of the Society; such requisition shall specify the matter or matters to be considered and dealt with at the meeting. Notice of such meeting shall be given to members at least one month prior to the holding thereof.
- 9.4 The business of any Special General Meeting shall be confined to the matters set out in the notice or in the requisition, unless by unanimous resolution of those present at such meeting. Members unable to attend any Special General Meeting may record their votes in writing or may indicate their choice to vote by proxy prior to the holding of such meeting.
- 9.5 The quorum at an Annual and a Special General Meeting shall be one third of fully paid-up members of the Society. In the case where an Annual or Special General Meeting is not quorate, where there are items on the Agenda that require a vote, all members of the Society will be asked to cast an electronic vote in this regard prior to a final decision being made.

- 9.6 The President shall preside at all Annual and Special General Meetings of the Society, or in his/her absence, the Vice-President, or in the absence of both of them, a Chairperson appointed by the meeting, save that at Scientific Conferences, the Conference Organising Committee shall be empowered to appoint any member to preside over any such session.
- 9.7 Any business at an Annual and a Special General Meeting, other than that specified in Clause 9.4, shall be decided by a majority of votes cast. The voting shall be decided by a show of hands of the members entitled to vote and for members who are unable to attend such a meeting by making use of a vote by proxy, in which case the Chairperson shall have a deliberative and a casting vote (in the case of a deadlock or tied vote). A secret ballot may be demanded by any six such members and shall thereupon be taken, in which case the Chairperson shall have a deliberative vote only. Two members appointed by the attendees shall oversee the secret voting process.
- 9.8 At each Annual and Special General Meeting, each member in good standing shall be entitled to one vote.
- 9.9 The voting shall be conclusive for the purpose of the decision of the matter in respect of which the votes are tendered, provided that no objection is lodged at the same meeting on the grounds of any infringement of the Constitution.
- 9.10 In special cases, the Council shall have the right to institute an electronic vote or ballot.

10. AMENDMENTS TO THE CONSTITUTION:

Alterations in or additions to the Constitution shall be made either by an electronic vote by members of the Society. An amendment may be submitted to an Annual or Special General Meeting only after due notice has been given to all members of the Society. If an amendment is submitted to an Annual or Special General Meeting, such amendment shall be made if seventy-five percent or more of the votes cast by members in good standing and voting at such meeting or by written vote prior to such meeting (as provided for in Clauses 9.4, 9.7, & 9.8), are in favour of the amendment.

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