

**CONSTITUTION
OF THE
CRITICAL CARE SOCIETY
OF
SOUTHERN AFRICA**

AMENDED JUNE 2017

TABLE OF CONTENTS:

	Page
SECTION 01 – Name	3
SECTION 02 – Terms & definitions	3
SECTION 03 – Vision, Aims & Objectives	4
SECTION 04 – Legal Personality	6
SECTION 05 – Membership	7
SECTION 06 – Council	10
SECTION 07 – Meetings of the Society	16
SECTION 08 – Branches	17
SECTION 09 – Finance	18
SECTION 10 – Amendments to the Constitution	19
SECTION 11 – Language	19
SECTION 12 – Dissolution	19
SECTION 13 – Bylaws of the Society	20

SECTION 01: NAME

The official name of the society shall be **THE CRITICAL CARE SOCIETY OF SOUTHERN AFRICA** (hereinafter referred to as the Society and abbreviated to CCSSA).

SECTION 02: TERMS & DEFINITIONS

- 2.1. The interpretation of this constitution and the rights, duties and obligations of the parties shall be governed by and be construed in accordance with the laws of the Republic of South Africa, regardless of the place of execution or the performance of the parties' respective obligations under this constitution.
- 2.2. In this agreement, unless the context clearly indicates another intention:
 - 2.2.1. Reference to one gender includes all other genders;
 - 2.2.2. Reference to the singular includes the plural and vice versa;
 - 2.2.3. Reference to writing includes fax, electronic mail and similar means of communication.
- 2.3. The term Critical Care shall be used and encompasses all aspects of the process of care of critically ill patients extending from initial emergency care through to rehabilitation and including Intensive Care Medicine.
- 2.4 "the Council" shall mean the members of the executive Council of the Society elected to exercise control over the affairs of the Critical Care Society of Southern Africa.
- 2.5 "the Society" shall mean the Critical Care Society of Southern Africa.

SECTION 03: VISION, AIMS & OBJECTIVES

3.1. VISION

High quality, appropriate critical care services for all Southern Africans

3.2. AIMS

- 3.2.1. To advocate for the highest quality, appropriate care for all critically ill patients
- 3.2.2. To develop, empower and represent the interests of health care workers in the field of intensive and critical care medicine.
- 3.2.3. To develop the discipline of intensive and critical care medicine in Southern Africa.
- 3.2.4. To foster a culture of learning in critical care
- 3.2.5. To promote research in critical care.

3.3. OBJECTIVES

- 3.3.1. To promote professional conduct, appropriate delivery of care and and ethical practice for all practitioners in Critical Care
 - i. to contribute to the setting of ethical guidelines for the practice of care for the critically ill.
 - ii. To engage with, and make recommendations to, authorities in respect of appropriate allocation of critical care resources.
 - iii. To provide support and advice to standards generating and implementing bodies.
- 3.3.2. To ensure effective communication (including electronic media) within the Society with respect to all matters.
- 3.3.3. To promote wellness of people working in critical care.
- 3.3.4. To seek affiliations and collaborations with national and international organizations and professional bodies of similar interests to achieve the objectives of the society.
- 3.3.5. To develop, implement and collaborate in educational training activities.

3.3.9. To support and develop research in the field of critical care across the region.

3.3.10. To create and develop platforms for sharing of education and research.

3.3.11. To take such action as shall be considered important to achieve the vision and further the aims of the Society.

SECTION 04: LEGAL PERSONALITY

4.1. The Society shall be vested with legal personality. It may sue or be sued in its own name, may acquire or dispose of property, and may enter into contracts.

4.2. It may in general perform all that is necessary to promote its aims and objectives to achieve its vision and protect the interests of the Society and its membership.

4.3 The Society is registered as a Non Profit Company in terms of the Laws of the Republic of South Africa with all right in law.

4.3.1. The Executive of the Council (defined in 6.8 below) shall form the board of the Not-for-Profit Company (NPC) of the Society

4.3.2. The board of the NPC will report to the Council (defined in Section 6 below)

4.4 No member of the Society shall have any right to the assets of Society and the liability of the members shall be limited to the amount of their unpaid subscription, if any.

SECTION 05: MEMBERSHIP

5.1. Any person involved in any aspect of critical or intensive care medicine may apply for membership of the Society.

5.2. TYPES OF MEMBERSHIP

5.2.1. FULL MEMBER

5.2.1.1. Any person, able to register with the Health Professionals Council of South Africa (HPCSA) or the South African Nursing Council (SANC), and involved in any aspect of critical care medicine, may become a full member of the Society

5.2.1.2. A Full member shall pay membership fees, shall have voting rights, and may stand for office.

5.2.2. AFFILIATE MEMBER

5.2.2.1. Any person not meeting criteria in 5.2.1. may become an affiliate member of the Society.

5.2.2.2. An Affiliate member shall pay a reduced membership fee, shall not have voting rights, and may not stand for office.

5.2.3. LIFE MEMBER

5.2.3.1. A life membership shall be awarded to any member in good standing for thirty years, on the thirty-first anniversary of joining the Society.

This period may be reduced on a year-for-year basis for any member in good standing, who has been an active member of Council.

5.2.3.2. A life member shall be ratified by a majority vote at a General Meeting of the Society.

5.2.3.3. A life member shall not pay membership fees, shall have voting rights, and may stand for office.

5.2.4. HONORARY MEMBERS

5.2.4.1. An honorary membership shall be awarded to:

- i. any person deemed by the Council to have served the interests of the Society in an outstanding manner
- ii. any person whose membership will enhance the Society greatly in achieving its vision, aims and objectives.

5.2.4.2. Such membership shall be ratified by a majority vote at a General Meeting of the Society.

5.2.4.3. An honorary member shall not pay membership fee, shall have voting rights, and may stand for office.

5.3. MEMBERSHIP ENROLMENT

5.3.1. Candidates for membership must complete a written or electronic application, duly nominated and seconded by two full members of the Society in good standing.

5.3.2. Such applications shall require ratification by the Council of the Society.

5.3.3. The Council shall inform the next Annual General Meeting of the names of the new members.

5.4. MEMBERSHIP TERMINATION

5.4.1. Membership of the Society will be terminated by the Council if:

- 5.4.1.1. A member tenders their resignation in writing.
- 5.4.1.2. A member ceases to be eligible for membership.
- 5.4.1.3. A member fails to pay their membership fees for two (2) years.

5.4.1.4. A member is considered by the Council, after appropriate consideration and due process, to be guilty of misconduct or bringing the Society into disrepute

5.4.2. A member rejoining the Society after having had their membership terminated, will be subject to a penalty fee, as determined by the Council.

5.5. Exclusions

5.5.1. A member would be disqualified to hold office, either on Council or the Board of the NPC, if they are disqualified to hold office in terms of the Companies Act, 2008 on the basis of misconduct, or for any other reason that that the Council in its discretion may deem appropriate.

5.5.2. Any member, who has not paid their membership fees, shall forfeit their right to vote and/or nominate or second candidates and/or be nominated for or stand for office, until such outstanding fees are paid.

5.6. MINIMUM MEMBERSHIP

The activities of the Society shall be suspended if at any time its membership shall be less than the number of councilors plus one.

5.7. RETIREMENT

When a full member retires from practice, their membership subscription will be reduced to an affiliate member rate on submission of an affidavit confirming retirement from any form of practice.

5.8. INDEMNITY

Every member indemnifies the Society from all liabilities arising out of the official duties of the Society and agrees that the Society shall not be liable and/or held responsible for the conduct of the members.

SECTION 06: COUNCIL

6.1. The Role of Council

6.1.1. The control over the affairs of the Society shall be vested in the Council of the Society.

6.1.2. The Council will function as the highest decision making body of the Society

6.2 The Duties of the Council shall be to:

6.2.1. Oversee the proper functioning of the Society.

6.2.2. Ensure the proper administration of the Society.

6.2.3. Ensure that the aims and objectives of the Society are carried out.

6.2.4. Carry out the instructions of the general meetings of the Society.

6.2.5. Submit annual reports on its activities to the Annual General Meeting of the Society.

6.2.6. Oversee the fiscal affairs of the Society and to appoint auditors for the Society.

6.2.7. Assist local branches of the Society in their proper functioning and administration.

6.2.8. Formulate and alter Bylaws for the conduct and management of the affairs of Society. These changes shall become operative immediately and be confirmed at the next Annual General Meeting of the Society.

6.2.9 Ensure that the society shall have all the relevant accreditations and shall be registered and comply with the relevant regulatory and statutory bodies, pertaining to the carrying on and conduct of its affairs.

6.3. Members of the Council of CCSSA:

The Council shall consist of:

6.3.1. The President of the Society

6.3.2. The President-Elect of the Society

- 6.3.3. The Immediate Past-President of the Society (ex-officio)
- 6.3.4. ONE Councillor representing each of the designated branches
- 6.3.5. ONE Councillor representing the nursing membership of the Society
- 6.3.6. ONE Councillor representing the allied health care professional membership of the Society
- 6.3.7. ONE Councillor representing the medical doctor membership of the Society

6.4. Co-option onto Council

- 6.4.1. Council may co-opt additional members for specific portfolios or projects.
- 6.4.2. Such co-option will be for a pre-defined period of up to 12 months and may be renewed at the discretion of Council.
- 6.4.3. Co-opted members of council shall have no voting rights.

6.5. Election of Councillors

- 6.5.1. The President-Elect shall be elected at an Annual General Meeting of the Society, having been nominated and seconded by any member of the Society in good standing, and voted for by the membership of the Society.
- 6.5.2. The THREE councillors representing each of the nursing, allied health professional and medical doctor memberships shall be elected at an Annual General Meeting of the Society, having been nominated and seconded by any member in good standing from their respective constituencies, and voted for by that constituency of the Society only.
- 6.5.3. The councillors representing each of the designated branches will be elected at an Annual General Meeting of the respective Branch, having been nominated and seconded by any member of the respective Branch in good standing, and voted for by that Branch of the Society only.
- 6.5.4. All nominations to the Council must be submitted to the National and/or the Branch Secretary three (3) months prior to the National/Branch AGM, the prescribed nomination form having been

signed by the candidate accepting nomination and the proposal and seconding of the nomination being made by two full members of the Society in good standing.

6.5.5. Voting will take place electronically and/or by ballot at the AGM and/or postal votes as determined by Council.

6.5.6. Should no nomination for a vacant position on the Council have been lodged prior to the respective AGM as required, nominations may then be accepted for such vacancies at the AGM with subsequent voting.

6.6. Term of Office

6.6.1. All Councillors shall serve a 3-year term of office.

6.6.2. To ensure continuity, the election of Councillors shall be structured to allow a proportion of councillors to be elected each year.

6.6.3. Councillors may serve for a maximum of TWO consecutive terms after which they will be required to step down.

6.6.4. Councillors may be subsequently re-elected after a term during which they were not on Council.

6.7. Council members are elected in an honorary capacity and as such shall not receive any remuneration for their services, with the exception of reimbursement from the Society for travel and related expenses to attend Council meetings and official Society commitments.

6.8. Executive of the Council:

6.8.1. The Executive of the Council shall consist of:

- i. the President
- ii. the President-Elect
- iii. the Immediate Past-President
- iv. the Honorary Secretary

v. the Honorary Treasurer

6.8.2. The Executive of the Council shall form the board of the Not-for-Profit Company (NPC) of the Society

6.8.3. The President shall

- represent the Society in all external activities
- preside over all meetings of the Council and general meetings of the Society
- carry out the tasks entrusted by the Society
- have a casting vote in any tied vote of the Council or Society.
- act as chairman of the board of the NPC

6.8.4. The President-Elect shall deputise for the President when required.

6.8.5. The Honorary Secretary of the Society shall have oversight and, together with the appointed secretariat, be responsible for:

- all daily administrative and correspondence functions within the Society
- the compilation of agendas for all meetings of the Society and Council
- the recording and archiving of all minutes of meetings and correspondence of the Society and Council and
- control of the membership records of the Society.

6.8.6. The Honorary Treasurer of the Society shall have oversight and, together with the appointed secretariat, be responsible for:

- the conduct of all financial matters of the Society and Council
- the compilation of an annual financial report and balance sheet for the AGM of the Society
- ensuring that the Society fulfils all its legal financial

obligations, with reference to taxation liabilities and audit.

6.9. MEETINGS OF COUNCIL

6.9.1. The Council shall meet in person at least two (2) times per annum.

6.9.2. The Council shall meet by teleconference at least two (2) times per annum.

6.9.3. Notice of all Council meetings shall be posted at least one (1) month in advance by the Secretary of the Society detailing the place, date, time and agenda of the meeting.

6.9.4. A quorum for Council meetings shall be six (6) members.

6.9.5. Council decisions shall be made by a simple majority vote of the members present, the President having a casting vote in the event of a tied vote.

6.9.6. Additional Council meetings may be called at the discretion of the President.

6.10 Indemnity

Every Council member indemnifies the Society from all liabilities arising out of the official duties of the Society and agrees that the Society shall not be liable and/or held responsible for the conduct of the Council member.

6.11. Insurance

The Council shall procure insurance in respect of the assets of the Society.

6.12. Any member of the Council who fails to attend three consecutive meetings without leave of absence shall cease to be a member of the Council.

6.13. All members of Council will adhere to the norms of corporate governance and declare any conflict of interest in writing, while serving on Council.

6.14. The President of the Society may, with the consent of Council, co-opt persons to fill any vacancies arising on the Council, until such positions are filled by elections at the following AGM.

6.15. Portfolios on Council

6.15.1. Relevant portfolios shall be defined on Council to allow achievement of the aims and objectives of the Society.

6.15.2. Such portfolios, as they develop, shall be fully defined in the bylaws.

SECTION 07: MEETINGS OF THE SOCIETY

7.1. The Annual General Meeting (AGM) of the Society shall take place once per year, usually during the annual congress.

7.2. A special general meeting of the Society may be called at any time by the President, the Council or by the written request of ten (10) percent of the membership of the Society.

7.3. Notice of any general meeting of the Society shall be posted by the Secretary at least sixty (60) days before the meeting; detailing the place, date, time and agenda of the meeting.

7.4. A quorum for a general meeting of the Society shall be ten (10) percent of the full members of the Society, including all proxy forms received at the start of the meeting by the Secretary, as at 31 December of the previous calendar year.

7.5. Should a quorum not be present, the meeting shall be dissolved and reconvened fifteen (15) minutes later, after attempting to achieve the prescribed quorum. Should the quorum still not be attained, the meeting may proceed with routine business without a quorum, however no constitutional amendments may then be adopted.

7.6. Voting at a general meeting may be by a show of hands, straw poll or secret ballot. The election of office bearers shall be by secret ballot. Proxy votes and postal votes shall be counted, provided these can be authenticated.

7.7. Decisions at a general meeting will be decided by a simple majority vote, with the exception of constitutional amendments, which will require a two-thirds majority.

7.8. The Agenda for the Annual General Meeting shall include:

- I. Attendance Register.
- II. Minutes of the previous meeting.
- III. Matters arising from the previous meeting.
- IV. President's report.
- V. Treasurer's report.
- VI. Any business items as requested by any member of the Society, received by the Secretary, in writing at least fourteen (14) days prior to the meeting.
- VII. General and urgent matters.
- VIII. Election of Office Bearers.

SECTION 08: BRANCHES

8.1. The Council may approve the formation of Branches, provided that approval shall be ratified at the succeeding Annual General Meeting of the Society.

8.2. All Branches must be formally constituted, and are subject to the Constitution of the Society. Any amendments or addenda to the constitution applicable at the level of the branch must be forwarded to the Council for ratification.

8.3. Membership of Branches will be open to members of the Society only. Branches may charge their members a separate, nominal membership fee.

8.4. Each Branch shall elect a Committee consisting of:

8.4.1. A Chairperson

8.4.2. A Honorary Secretary

8.4.3. A Honorary Treasurer

8.4.4. At least 3 additional full members

8.5. The Society will support Branches financially, according to the guidelines for funding of the Society.

8.6. The Branches may be allowed independent action in purely domestic matters, provided such action is consistent with the general policy of the Society.

8.7. The Annual General Meetings of the Branches shall be held at least 2 (two) months prior to the Society Annual General Meeting.

8.8. Revenues generated from joint ventures of the Society with a Branch, such as Refresher Courses and Congresses, will be divided according to the Society's guidelines on funding and conferences.

8.9. The Branches of the Society are obligated to submit an annual report on their activities and finances to the Council of the Society for presentation to the AGM. Failure to submit such reports, may result in the Branch not receiving financial support from the Council and from being barred from hosting official Society conventions and functions.

SECTION 09: FINANCE

9.1 Membership fees shall be determined by the Council on an annual basis and these should be paid by the member by the end of February each year.

9.2 The Society is a non-profit organisation and its revenues are to be utilised only for the furthering of its aims, goals, objectives and obligations as defined in this Constitution.

9.3 The Society will, at all times, keep or cause to be kept in proper books all the usual accounts of all receipts, payments, transactions and dealings in the ordinary course of business. The said books shall not be removed from the premises where the Company carries on its business or administration without the authority of the Board of Directors and shall, during business hours, be open to inspection of any Director or the Secretary of the Company.

9.4 The Society may employ staff members for specific jobs and projects, as determined by the Council.

9.4.1. Office bearers of the Council may not be employed by the Society.

9.4.2. The Council shall employ an Administrative Secretary, whose job description shall include the routine duties of an administrative officer. The Administrative Secretary shall attend all Council and General Society Meetings, in an observer capacity, to facilitate the efficient operation of the Society.

SECTION 10: AMENDMENTS TO THE CONSTITUTION

10.1 The Constitution of the Society may only be amended by a two-thirds majority at a constituted General Meeting of the Society, including proxy and postal and electronic votes.

10.2 Notice of proposed amendments to the Constitution must be given to the membership of the Society at least sixty (60) days before a General Meeting. To facilitate this requirement, all proposed amendments must be received by the Secretary of the Society four (4) months before said meeting.

10.3 Any Constitutional changes proposed at the AGM, without appropriate prior notice, shall be put to the vote and if accepted, shall be formally accepted as proposed, but may only be ratified at the following year's AGM.

SECTION 11: LANGUAGE

The language of formal communication of the Society shall be English. This includes the language of presentation and conversation at conferences, the language of official documentation of the Society, and the language of the Society's journal and newsletter.

SECTION 12: DISSOLUTION

12.1 The Society may be dissolved by a two-thirds majority vote of the entire membership of the Society. Such a proposal must also fulfil the constitutional requirements for all constitutional amendments in terms of notice.

12.2. Upon dissolution of the Society:

12.2.1. All assets of the Society shall be sold and liabilities discharged.

12.2.2. Any surplus funds after the liabilities have been met shall be donated to an organization with similar aims to those of the Society which is itself exempt from the payment of income tax and the decision as to which organization shall receive the funds shall be agreed at the meeting at which the dissolution of the Society is decided.

SECTION 13 BYLAWS

13.1. BYLAW 01 of 2017: BRANCHES

13.2. BYLAW 02 of 2017: SOCIETY AND COUNCIL PORTFOLIOS

13.3. BYLAW XX of XXXX : CONFERENCE GUIDELINES

13.4. BYLAW XX of XXXX : RULES FOR AWARDS

13.5. BYLAW XX of XXXX : FUNDING GUIDELINES

13.6. BYLAW XX of XXXX : DISCIPLINARY CODE AND DISPUTES

13.7. BYLAW XX of XXXX : OTHER

BYLAW 01 of 2017: BRANCHES (SEPARATE DOCUMENT)

To form section 13.1. of the Constitution of CCSSA

1. The Society will be made up of branches, each formally constituted.
2. Branches will be constituted on a provincial basis, as per the geographical arrangement of South Africa, with each province eventually having its own branch.
3. In the first instance, there will be some merging of provinces to allow for a more effective branch structure. This arrangement is an attempt to ensure appropriate representation on CCSSA Council with consideration to relative population sizes, facilities, critical care personnel, academic presence, and teaching and training programmes within each province.
4. The country shall be divided into six (6) branches, with each branch entitled to one representative on the Council of the Society.
5. The branches will be defined as follows:
 - 5.1. Eastern Cape
 - 5.2. Free State (incorporating North West & Northern Cape)
 - 5.3. Gauteng North (to incorporate Limpopo)
 - 5.4. Gauteng South (to incorporate Mpumalanga)
 - 5.5. KwaZulu Natal
 - 5.6. Western Cape
6. Chapters
 - 6.1. To allow for more effective functioning, Branches may have subunits, called Chapters.
 - 6.2. The functioning of such Chapters, and their relationship with their Branch will need proper, written definitions to be captured in a Memorandum of Understanding that needs to be lodged with the Council.