**PAN AFRICAN HYPERTENSION SOCIETY CONSTITUTION**

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| **1. NAME** | | | |
|  | 1.1 The organization hereby constituted is a non-profit organization, and shall be called the PAN AFRICAN SOCIETY OF HYPERTENSION Incorporation (a corporation being a legal entity that is effectively recognized as a person under the law). Abbreviated as PASH Inc. 1.2 Its shortened name will be PASH INC (hereinafter referred to as the organization).  **1.3 BODY CORPORATE** The organization shall:   * Exist in its own right, separately from its members. * Continue to exist even when its membership changes and there are different office bearers. * Be able to own property and other possessions. * Be able to sue and be sued in its own name. | | |
| **2. OBJECTIVES** The objectives of the PASH INC are to: | | | |
|  | 2.1 Promote awareness and education in the management of hypertension, related risk factors and clinical conditions amongst all health professional groups, related disciplines and the public especially those with hypertension.  2.2 Promote research into hypertension.  2.3 Promote the quality of hypertensive care through the implementation and evaluation of national clinical guidelines.  2.4 Promote communication between national and international bodies on the management of hypertension. | | |
| **3 MORAL DECLARATION.**  The PASH INC is committed to the maintenance of the highest professional and ethical standards in clinical practice and research and in all its affairs and activities. The Society strongly endorses internationally recognized human rights standards, particularly in medical practice and research as set out in the Declaration of Tokyo, 1975 and Declaration of Helsinki, 1964. The Society is opposed to all forms of discrimination on the grounds of nationality, race, religion or sex. | | | |
| **4. INCOME AND PROPERTY** | | | |
|  | 4.1 The organization will keep a record of everything it owns.  4.2 The organization may not give any of its money or property to its members or office bearers. The only time it can do this is when it pays for work that a member or office bearer has done for the organization. The payment must be reasonable for the work that has been done.  4.3 A member of the organization can only get money back from the organization for expenses that she or he has paid for on behalf of the organization.  4.4 Members or office bearers of the organization do not have rights over property that belong to the organization. | | |
| **5 MEMBERSHIP AND GENERAL MEETINGS** | | | |
|  | 5.1 The membership consists of honorary life membership and ordinary members.  5.2 An ordinary member is a person who completes an application form or registers on the website.  5.3 Membership is open to any person with an interest in the field of hypertension.  5.4 A membership fee may be levied at the discretion of the Board of Directors.  5.5 An honorary life member is a person whom the PASH INC wishes to distinguish.  **5.6 OBLIGATIONS OF MEMBERS** | | |
|  |  | 5.6.1 All members are required to subscribe to the objectives and principles of the PASH INC and its Constitution.  5.6.2 Honorary life members shall enjoy all privileges of the Society but shall not have the right to vote, and will not be obliged to pay subscriptions. | |
| **6. GOVERNANCE STRUCTURES.** | | | |
|  | **6.1 ADVISORY PANEL (AP)** | | |
|  |  | 6.1.1 The business of the PASH INC shall be conducted by an AP consisting of up to 30 PASH INC members nominated electronically or in writing before the General Meeting.  6.1.2 The AP, if feasible, shall be representative of various geographic regions, various health professions, disciplines and sectors important for the care of hypertension and its risk factors.  6.1.3 The AP may co-opt members if it perceives that a particular discipline or sector is not represented. | |
|  |  |  | 6.1.3.1 Co-option onto the AP is for the current term of the AP until the next general meeting.  6.1.3.2 Term of office is two years.  6.1.3.3 Every two years the members shall by nomination, fill the vacancies on the AP. |
|  |  |  | 6.1.3.4 In the case of any incidental vacancy occurring, this may be filled by co-option by the AP. The co-opted member shall until the next General Meeting when renomination by the ordinary members is admissible. |
|  |  | 6.1.4 The functions of the AP is to:   * Provide regional representation and input; * Consider policy issues related to hypertension; * Ensure that governance meets the requirements of members and the current health care environment; * Consider guideline content and implementation; * Nominate members of the AP to serve as Directors on the Board of Directors; · To elect the President.   6.1.5 The AP shall meet once a year.  **6.1.6 Election of the President:** The AP shall nominate a president by secret ballot from a list of the AP members. | |
|  | **6.2 BOARD OF DIRECTORS (BOD)**  The primary functions of the Board of Directors shall be to:   * Provide strategic leadership to the PASH INC..; * Ensure adequate governance; * Raise funds for research awards. | | |
|  |  | 6.2.1 The business of the PASH INC shall be managed by the Directors who, at their sole discretion, may be paid all expenses incurred in the promotion, formation, establishment and registration/incorporation of the PASH INC.., and may exercise all such powers of the PASH INC as are not prohibited by the Act and as will be laid out in the legal documents required by the Act.  6.2.2 The AP shall elect at least 6 of its members to serve as Board Members in terms of the Companies Act of 1973 ("the Act") and carry out such duties  6.2.3 The President and the Executive Director are ex-officio members.  6.2.4 The term of membership of the Board is for 4 years. | |
|  |  |  | 6.2.4.1 The Past President shall remain on the board for a further 2 years following the presidential term.  6.2.4.2 Directors can stand for re-election for another term in office. Depending on the services they give to the organization, they can stand for re-election into office again and again. This is so long as their services are needed and they are ready to give of their services. |
|  | **6.3 MANAGEMENT COMMITTEE (MC)** The MC will oversee the management of the organization between AP meetings. | | |
|  |  | 6.3.1 The MC will be made up of not less than 4 members of the AP.  6.3.3 The President and the Executive Director are ex-officio members.  6.3.4 The term of office will be for 2 years.  6.3.5 If a member of the MC does not attend 3 MC meetings in a row, without having applied for and obtaining leave of absence from the MC, then the MC will find a new member to take that person's place.  6.3.6 The MC will meet at least 3 times a year. More than half of the members constitute a quorum. Meetings may be telephonic. | |
|  | **6.4 COMMITTEES.** The PASH INC has the right to form committees. The decisions that committees take must be given to the MC. The MC must decide whether to agree to them or not at its next meeting. By agreeing to decisions the MC ratifies them. | | |
|  |  | 6.4.1 Chairpersons of committees should be members of the AP and should be appointed from among the members of the AP.  6.4.2 Two standing committees are: | |
|  |  |  | 6.4.2.1 The Guideline Committee whose purpose is to foster the development and implementation of clinical guidelines in an on-going basis including education to health professionals and the public.   * A new guideline committee is nominated by the Advisory Panel for each new edition of the guideline. * The Committee will follow accepted guideline development processes: evidence-based, collaboration, consultation and transparency. * Minutes will be taken at every meeting to record the BOD's decisions. The minutes of each meeting will be available to Directors at least two weeks before the next meeting. The minutes shall be confirmed as a true record of proceedings at the next meeting of the BOD and shall thereafter be signed by the President   6.4.2.2 Congress Scientific Committee whose purpose is to ensure that the congress programme meets the standards of the PASH INC...   * A new committee is nominated by the AP for each congress. * The Executive Director is responsible for the congress financial planning, logistics, exhibition and promotion. * The Committee approves the budget for the congress. * The Committee is involved in publicity and fundraising. * Decisions about the next congress venue will follow PASH INC established practice and will be made by the AP. |
| **7 OFFICE BEARERS** | | | |
|  | **7.1 PRESIDENT** . The term of office shall normally be two years. Thereafter, the President may not be normally re-elected until two years have elapsed since the previous term. The President shall be responsible for the following for the duration of the term:   * Chairing the AP, BOD and MC; * Representation on national or international bodies, committees and boards; * Wide consultation in line with the objectives of the PASH INC and policy decisions; * Delegation of certain tasks and responsibilities to members of the PASH INC..; * Ex-officio membership of any committees of the PASH INC..; * Present a report at the GM and the AP.   **7.2 EXECUTIVE DIRECTOR** | | |
|  |  | 7.2.1 The terms of employment of the Executive Director shall be determined by the BOD.  7.2.2 The Executive Director shall be responsible for the following:   * Implementing strategic initiatives as approved by the BOD; * Managing the secretariat functions for the PASH INC.; * Communication with members, media, professional organizations, government, funders and international groupings. * Financial management; * Logistic arrangements for the congress; * Management of meetings of all organizational / governance structures; * Project management of guideline development and implementation; * Lobby activities; * Other tasks as may be assigned by the BOD; * Membership of governance structures including the BOD, AP, MC and Committees; * Development of the annual report. * Fundraising in collaboration with the members.   7.2.3 The position shall only exist so long as there are financial resources for the Executive Director's salary.  7.2.4 Should no funding exist for such a post then the PASH INC will elect a voluntary Secretary from amongst its members. | |
| **8 POWERS OF THE ORGANIZATION** | | | |
|  | 8.1 The BOD may take on the power and authority that it believes it needs to be able to achieve the objectives that are stated in point number 2 of this constitution. Its activities must abide by the law.  8.2 The BOD has the power and authority to raise funds or to invite and receive contributions.  8.3 The BOD has the power to buy, hire or exchange for any property that it needs to achieve its objectives.  8.4 The BOD has the right to make by-laws for proper management, including procedure for application, approval and termination of membership.  8.5 Organizations will decide on the powers and functions of office bearers. | | |
| **9 BOARD MEETINGS & PROCEDURES OF THE COMMITTEES** | | | |
|  | 9.1 The President, and at least two members of the BOD, can call a special BOD meeting if they want to. However, they must let the other BOD members know the date of the proposed meeting not less than 21 days before it is due to take place. They must also tell the other BOD members which issues will be discussed at the meeting. If, however, one of the matters to be discussed is to appoint a new management committee member, then those calling the meeting must give the other committee members not less than 30 days notice.  9.2 The President shall act as the chairperson of the BOD, MC and AP. If the chairperson does not attend a meeting, then members of the BOD, MC and AP who are present choose which one of them will chair that meeting. This must be done before the meeting starts.  9.3 There shall be a quorum whenever such a meeting is held.  9.4 When necessary, the BOD, MC and AP will vote on issues. If the votes are equal on an issue, then the chairperson has either a second or a deciding vote.  9.5 Minutes of all meetings must be kept safely and always be on hand for members to consult.  9.6 If the MC thinks it is necessary, then it can decide to set up one or more subcommittees. The sub-committee must report back regularly to the MC on its activities.  9.7 Minutes will be taken at every meeting of the AP, BOD, MC, GM, committees and subcommittees to record decisions. The minutes of each meeting will be available to that committee's members at least 2 weeks before the next meeting. The minutes shall be confirmed as a true record of proceedings at the next meeting of that committee or panel and shall thereafter be signed by the President or chairperson. | | |
| **10 GENERAL MEETINGS (GM)** | | | |
|  | 10.1 The GM must be held every second year approximately at the time of the PASH INC's congress.  10.2 Twenty ordinary members shall constitute a quorum.  10.3 Any member may bring before a GM any matter of business which that member considers requires the attention of the PASH INC. Notice of such business shall be made to the Executive Directors at least 8 weeks before the meeting at which the business is to be discussed. Notice of such business shall be given on the agenda.  10.4 The following matters should be dealt with the following business, amongst others, at its GM:   * Agree to the items to be discussed on the agenda; * Keep an attendance register including apologies; * Read and confirm the previous meeting's minutes with matters arising; * President's and/or Executive Director's report(s); * Considering the financial statements; * The appointment of an auditor; * Changes to the constitution that members may want to make; * Nominate new members of the AP and hold a ballot if necessary; * Deal with any other matters placed before it; * Close the meeting.   10.5 An extraordinary GM shall be called by the Executive Director on the written request of at least 20 ordinary members of the PASH INC... | | |
| **11 FINANCE** | | | |
|  | 11.1 An accounting officer shall be appointed at the AP meeting and the auditor shall be appointed at the GM. | | |
|  |  | 11.1.1 The accounting officer's duty is to maintain a record of the finances of the PASH INC...  11.1.2 The auditor's duty is to ensure that the financial records are in order. | |
|  | 11.2 The Executive Director's duty is to control the day to day finances. The Executive Director shall arrange for all funds to be put into bank account(s) in the name of the PASH INC and ensure that proper records are kept of all financial transactions and investments.  11.3 Whenever funds are taken out of the bank account using a cheque, then the President and the Executive Director must sign the withdrawal or cheque.  11.4 The financial year of the organization ends on 31 March of each year.  11.5 The organization's accounting records and reports must be ready and handed to the Director of Nonprofit Organizations within six months after the financial year end.  11.6 The BOD is empowered to invest in trust such capital of the PASH Inc. as it considers advisable. The funds may only be invested with registered financial institutions. These institutions are listed in Section 1 of the Financial Institutions (Investment of Funds) Act, 1984. Or, the PASH INC can get securities that are listed on a licensed stock exchange as set out in the Stock Exchange Control Act, 1985. | | |
| **12 CHANGES TO THE CONSTITUTION** | | | |
|  | 12.1 The constitution can be changed by a resolution. The resolution must be agreed upon and passed by not less than two thirds of the members who are present at the GM or special general meeting. Members must vote at this meeting and electronically up to 1 week before the meeting to change the constitution.  12.2 A written notice must go out (postal and electronic) not less than fourteen (14) days before the meeting at which the proposed changes to the constitution are to be considered. The notice must indicate the proposed changes to the constitution that will be discussed at the meeting.  12.3 No amendments may be made which would have the effect of making the organization cease to exist. | | |
| **13 DISSOLUTION/WINDING-UP** | | | |
|  | 13.1 The organization may close down if at least two-thirds of the members present and voting at a meeting convened for the purpose of considering such matter, are in favour of closing down.  13.2 When the PASH INC closes down it has to pay off all its debts. After doing this, if there is property or money left over, it should not be paid or given to members of the PASH Inc. It should be given in some way to another nonprofit organization that has similar objectives. The PASH Inc.'s GM can decide which organization this should be. | | |