



## **CONSTITUTION OF THE PAN AFRICAN THORACIC SOCIETY**

### **1. NAME AND ADDRESS**

- 1.1 The name of the Society shall be PAN AFRICAN THORACIC SOCIETY (hereinafter referred to as the SOCIETY). The Society has its Physical Address in Durban, South Africa and its current headquarters and registered office is in South Africa but may be moved elsewhere within Africa as determined by the Society.

### **2. AIM**

- 2.1 To promote lung health in Africa through education, training, research and advocacy.

### **3. VISION**

- 3.1 The PATS Vision is to be the trusted leader in protecting, promoting and advocating a strong unified respiratory care that meets the need of Africa and to create a society free from respiratory diseases.

### **4. MISSION**

- 4.1 The mission of PATS is to lead respiratory healthcare workers by advocating for its members and advancing the science and practice of respiratory medicine to improve lung health in Africa and help AFRICA BREATHE BETTER. Substantially the whole of the activities of the Society must be directed to the furtherance of its principal object and not for the specific benefit of an individual member or minority group.

### **5. GOAL**

- 5.1 PATS goal is focused squarely on efforts to grow member value by increasing member satisfaction.

### **6. CORE VALUES**

- 6.1 Ethical: Integrity, honesty and respect.
- 6.2 Inclusive: Represent and support all respiratory care workers in Africa.
- 6.3 Member-centric: Accountable to the needs of members.
- 6.4 Innovative: Promote, create and embrace change.

- 6.5 Science Based: Lead with science, provide trusted and evidence based respiratory medical information.

## **7. OBJECTIVES**

- 7.1 To create and maintain an up-to-date database of respiratory disease practitioners in Africa.
- 7.2 To establish and maintain a database on respiratory health related conditions in Africa.
- 7.3 To promote unity among respiratory practitioners and enhance collaboration between associations.
- 7.4 Support individual country units to develop capacity for lung health nationally and support individual lung health practitioners.
- 7.5 Advocate for African respiratory health in global forums.
- 7.6 To support development of capacity for research in respiratory health and establish partnerships with global research teams.
- 7.7 Promote and encourage use of evidence based best practices for the prevention and management of respiratory diseases.
- 7.8 Promote uninterrupted supply of drugs and contribute to setting treatment guidelines.
- 7.9 To support community engagement in the promotion of lung health.

## **8. LEGAL PERSONALITY AND POWERS OF THE SOCIETY**

- 8.1 The Society shall be vested with legal personality, be an autonomous body having perpetual succession may sue and be sued in its own name, may acquire and dispose of property, may enter into contracts and may in general do all that shall be, for its own account and will not in any way form part of the estate/property of any of its members.
- 8.2 The Society shall have all the legal powers and capacity of an individual:
- 8.2.1 except to the extent necessarily implied by its stated objects;
- 8.2.2 except to the extent that a juristic person is incapable of exercising such a power or having such a capacity; and
- 8.2.3 subject to such restrictive conditions and other limitations or qualifications, as are contained in this constitution.
- 8.3 The powers of the Society may only be executed in accordance with the main object of the Society.
- 8.4 The Society may not:

- 8.4.1 grant to any member any direct or indirect personal or private interest in the Society;
- 8.4.2 have a share or other interest in any business, profession or occupation carried on by any of its members;
- 8.4.3 knowingly become a party to, or knowingly permit itself to be used as part of an impermissible avoidance arrangement contemplated in Part IIA of Chapter III, or a transaction, operation or scheme contemplated in section 103(5) of the Income Tax Act 58 of 1962, as amended ("the Income Tax Act").

## 9. MEMBERSHIP

- 9.1 The following **categories of membership** shall exist:
  - 9.1.1 Full Individual Members:  
Health care professionals living in and outside Africa (both African citizens and non-Africans) and any individuals interested in promoting lung health in Africa;
  - 9.1.2 Full Corporate/Organizational Members:  
This is open to Thoracic Societies across Africa; pharmaceutical partners and patient interest groups.
  - 9.1.3 Associate Members:  
Health care professionals and other organisations, companies or persons who participate in or benefit from the work of the Society at any time shall, for the period during which they so participate or benefit, automatically become Associate (non-voting) members of the Society.
- 9.2 Annual membership is valid for a calendar year from 1 January through 31 December.
- 9.3 Persons wishing to become full members shall apply to the Society for inclusion as members, and their eligibility for admission as members and classification as members shall be determined by the Executive Committee (or a subcommittee appointed by the Executive Committee) in terms of criteria as agreed to and recorded by the Executive Committee from time to time.
- 9.4 The Secretary may from time to time require from a member of any category, details of his/her professional status, public appointments, published works or other details as may be required to assess continued eligibility for membership or in order to update the records of members.
- 9.5 **Voting Rights**
  - 9.5.1 Full, paid up members are entitled to one vote on all matters submitted to members for decision, except the PRESIDENT who will have an additional vote in the case of a deadlock.

## **9.6 Termination of membership**

- 9.6.1 The Executive committee may, by affirmative vote of two-thirds suspend a member's membership for a stated period or expel a member of the Society if he/she is found guilty of misconduct by the Executive committee.
- 9.6.2 The Executive committee may, by ordinary majority votes, terminate the membership of any member if such a member ceases to be eligible for membership of the Society.
- 9.6.3 A member shall cease to be a member of the Society if:
- 9.6.3.1 he/she submits a written resignation to the SECRETARY (elected in terms of Section VI of this Constitution);
- 9.6.3.2 if a resolution of a majority of members of the Society in general meeting deprives such person of such person's membership;
- 9.6.3.3 if such member dies or is declared insolvent or insane or is convicted of a criminal offence in respect of which a sentence of imprisonment without the option of a fine is imposed; or
- 9.6.3.4 if such member is a juristic person, and business rescue, insolvency, voluntary winding up or deregistration proceedings have begun in respect of that member.

## **9.7 Reinstatement**

- 9.7.1 The Executive committee may, by affirmative vote of two-thirds reinstate a former member.
- 9.7.2 The Executive committee may make any reinstatement subject to any conditions it deems fit.
- 9.7.3 Application for reinstatement shall be in writing and shall be signed by the former member and shall be filed with the Secretary for submission to the Executive committee.

## **10. EXECUTIVE COMMITTEE OF THE SOCIETY**

- 10.1 **Powers and duties:** The Executive Committee shall:
- 10.1.1 Oversee the proper functioning of the Society;
- 10.1.2 Formulate the long-range planning of the Society;
- 10.1.3 Ensure an orderly nomination and election process and transfer of the administration of the Society from the retiring Executive Committee to the incoming Executive Committee;
- 10.1.4 In general carry out the necessary functions to promote the objects and interests of the Society;

10.1.5 Carry out all the instructions of a special meeting of members of the Society; and

10.1.6 Assume direct responsibility for all financial aspects of the Society.

## **10.2 Executive Committee members:**

10.2.1 The Executive committee members will comprise 11 to 15 persons (at least three of whom are not 'connected persons' (as defined in the Income Tax Act) in relation to one another, and shall include the following:

10.2.1.1 President

10.2.1.2 2 Vice Presidents

10.2.1.3 One of the Vice Presidents will be designated President-Elect by the Executive Committee

10.2.1.4 General Secretary

10.2.1.5 Treasurer

10.2.1.6 5 Regional representatives

10.2.1.7 Immediate past President – Ex-Officio

10.2.1.8 4 Additional members may be co-opted

## **10.3 Rules for the formation of the Executive Committee**

10.3.1 The Executive Committee of PATS will consist of members drawn from the Executive committees of member societies or persons known to be active in the Society.

10.3.2 The President shall be appointed not by vote of members, but by virtue of having served as a Vice President, and being selected by the outgoing Executive Committee as President-elect. If the President-elect should be unable to serve, the second Vice-President shall become President in his/her stead.

10.3.3 Treasurer must be based in the country that holds the financial management system and financial accounts of the Society. This will be the Country in which the Constitution will also be vested.

10.3.4 The President, Vice-Presidents, treasurer, general secretary and regional representatives should be ordinarily resident in Africa.

10.3.5 The position of President shall be on a rotational basis every two years to promote inclusivity (geographic region/ linguistic – anglophone, francophone).

10.3.6 The Executive Committee shall have representation of Adult Physicians, Pediatricians, and Thoracic Surgeons.

- 10.3.7 Additional members may be co-opted onto the Executive Committee as determined by the Executive Committee.
- 10.3.8 For the purpose of equitable representation, the Executive Committee shall include at least one representative from each of the following regions, elected by the full members of that region:
- 10.3.8.1 SOUTHERN - Angola, Botswana, Lesotho, Malawi, Mozambique, Namibia, South Africa, Swaziland, Zambia, Zimbabwe.
- 10.3.8.2 ENGLISH CENTRAL AND WEST - Chad, Gambia, Ghana, Guinea, Liberia, Mauritania, Nigeria, Sierra Leone, São Tomé and Príncipe.
- 10.3.8.3 FRENCH CENTRAL AND WEST - Benin, Burkina Faso, Cameroon, Cape Verde, Central African Republic, Congo, Côte d'Ivoire, Democratic Republic of Congo, Equatorial Guinea, Gabon, Guinea-Bissau, Mali, Niger, Senegal, Togo.
- 10.3.8.4 EAST - Comoros, Eritrea, Ethiopia, Somalia, Djibouti, South Sudan, Sudan, Uganda, Kenya, Tanzania, Rwanda, Burundi, Mauritius, Seychelles, Madagascar.
- 10.3.8.5 NORTH - Algeria, Egypt, Libya, Morocco, Tunisia.
- 10.3.9 This division recognizes existing political regions but may be revised by the Executive Committee.
- 10.3.10 No single person may directly or indirectly control the decision-making powers of the Society.
- 10.3.11 In addition to the appointed officers:
- 10.3.11.1 The President-Elect shall serve as President; and
- 10.3.11.2 the Immediate past President shall serve on the Executive Committee of the Society, ex officio.
- 10.3.12 The term of office of an Executive Committee member shall be 2 years for a maximum of 2 consecutive terms.

#### **10.4 Election of Executive committee**

- 10.4.1 Voting for the Executive Committee will be by ELECTRONIC VOTING and results announced during the Annual General Meeting and by email communication. Subject to any other provisions to the contrary in this Constitution, an ordinary majority vote of full members voting shall be deemed the act of this Society. A member must cast his vote personally.
- 10.4.2 Each full member will be able to vote as follows:
- 10.4.2.1 For a Regional representative from the member's specific region to represent their region on the Executive Committee; and

- 10.4.2.2 For members of the Executive Committee up to a maximum of 4 people.
- 10.4.3 Once elections by members have occurred, The Executive committee (President, Immediate Past President, 5 Regional representatives, and 4 elected members) will elect 2 Vice-Presidents, a Secretary and a Treasurer.
- 10.4.4 The Executive Committee may co-opt 2 other members as it deems fit.
- 10.4.5 Election of the Executive Committee will be every 2 years.
- 10.4.6 The office of a member of the Executive Committee shall *ipso facto* be vacated:
- 10.4.6.1 if by one month's written notice to the Society, the member resigns from office;
- 10.4.6.2 if he/she serves ex officio and ceases to occupy the relevant position or office, unless the remaining members decide otherwise;
- 10.4.6.3 if the officer is directly or indirectly interested in any contract or proposed contract with the Society and fails to declare her/his interest and the nature thereof in the manner required by the Act;
- 10.4.6.4 if the Executive Committee member is removed from office by ordinary resolution of the members, provided that before the members may consider such resolution the Executive Committee member concerned shall be given notice of the meeting and the resolution and the director shall be given a reasonable opportunity to make a presentation, in person or through a representative, to the meeting, before the resolution is put to a vote;
- 10.4.6.5 if the Executive Committee member fails to attend three consecutive meetings of Executive Committee without being excused therefrom by the remaining Executive Committee member, and the remaining Executive Committee member resolve to exclude him/her from office.

## **10.5 Casual Vacancies**

- 10.5.1 Any casual vacancy that may arise in the Executive Committee, shall be filled by the Executive Committee co-opting a member of the Society in such vacancy for the unexpired term of office of the Executive Committee; provided that if the office of President becomes vacant, the vacancy shall be filled by one of the Vice-Presidents.

## **10.6 Powers and duties of the President**

- 10.6.1 The President of the Society shall:

- 10.6.1.1                   preside at all meetings of members of the Society;
- 10.6.1.2                   have a casting vote in the case of a tie of votes;
- 10.6.1.3                   in general carry out those tasks entrusted to him/her by members of the Society; and
- 10.6.1.4                   represent the Society in international forums.

**10.7           Powers and duties of the Vice-Presidents**

- 10.7.1                   One of the Vice-Presidents of the Society succeeds the President as President of the Society immediately after the conclusion of the term of the President.
- 10.7.2                   In the absence of the President, one of the Vice-Presidents shall preside at all meetings.
- 10.7.3                   The Vice-Presidents shall in general carry out those tasks entrusted to them by members of the Society.

**10.8           Powers and duties of the Treasurer**

- 10.8.1                   The Treasurer of the Society shall:
  - 10.8.1.1                   See to the settling of the accounts of the Society;
  - 10.8.1.2                   Keep the accounts and the books of the Society; and
  - 10.8.1.3                   Draw up the financial statements and submit them to the Executive Committee for approval on an annual basis; provided that the Executive Committee at its discretion may determine the way in which the funds of the Society shall be invested and/or withdrawn; provided further that all books and registers of the Society shall be open to inspection by any member of the Society at any reasonable time. The Society's financial year shall be from 1 March to the last day of February each year and the annual financial statements shall be finalised not later than 3 months after the end of the financial year.

**10.9           Powers and duties of the Secretary**

- 10.9.1                   The Secretary of the Society shall:
  - 10.9.1.1                   send out all agendas and keep all the minutes of meetings;
  - 10.9.1.2                   be responsible for correspondence on behalf of the Society;
  - 10.9.1.3                   preside at all meetings of the members of the Society and all meetings of the Council in the absence of both the President and the Vice-Presidents; and



- 10.9.1.4 in general carry out those tasks entrusted to him/her by the President and/or the Executive Committee.

## **10.10 Powers and duties of the Regional representatives**

- 10.10.1 The Regional representatives of the Society shall:
- 10.10.1.1 represent the interests of their region on the Executive committee; and
- 10.10.1.2 be responsible for appointing and overseeing the regional editor/s of the website for their region.

## **11. MEETINGS**

### **11.1 Meetings of the Executive Committee**

- 11.1.1 Virtual meetings of the Executive Committee may be conducted via the internet or telephone.
- 11.1.2 A meeting of the Executive Committee may be held annually depending on the need and funding.
- 11.1.3 The President may in his/her discretion call special meetings of the Executive committee at times designated by him/her.
- 11.1.4 A quorum at an Executive committee shall be 4 members of the Executive Committee.
- 11.1.5 A majority of the votes cast on a resolution will be sufficient to approve that resolution.
- 11.1.6 In the case of a tied vote, the Chairperson may cast a deciding vote, in addition to his/her deliberative vote.

### **11.2 Meetings of Members**

- 11.2.1 A Notice stating the place, day and hour of the annual general or a special meeting of members of the Society shall be posted the Website by the Secretary not less than 30 days before the meeting. The purpose for which a special meeting is called shall be stated.
- 11.2.2 A quorum at the annual or at a special general meeting shall be 25 full members or members holding not less than 25 votes provided that:
- 11.2.2.1 Two (2) Executive committee members are present.
- 11.2.2.2 If 30 minutes after the officially notified starting time of the meeting a quorum cannot be formed, then the meeting shall be postponed. The Executive committee members present shall advise of the time and place of the rescheduled meeting. If a quorum is not formed again at the next meeting, the

members present will be deemed to represent a quorum to deal with the business in hand.

- 11.2.3 The Society may conduct a meeting entirely by electronic communication, or provide for participation in a meeting by electronic communication, so long as the electronic communication facility employed ordinarily enables all persons participating in that meeting to communicate concurrently with each other without an intermediary, and to participate effectively in the meeting.

### **11.3 Annual General Meeting of Members**

- 11.3.1 The Society shall hold an Annual General Meeting. The Annual General Meeting shall deal with and dispose of all matters required, including:
- 11.3.1.1 the consideration of the Executive Committee's report;
  - 11.3.1.2 announcement of electronic voting results for election of members to the Executive Committee;
  - 11.3.1.3 the consideration of the annual financial statements and budget;
  - 11.3.1.4 any other business laid before it.

### **11.4 Special Meetings of Members**

- 11.4.1 A special meeting of members of the Society may be called by the Executive Committee or the President at a time and place as determined by the Executive Committee.

### **11.5 Voting**

- 11.5.1 The members may consider a matter other than at a meeting, and the members may, instead of voting to make a decision at a meeting, adopt a decision by written consent of the members, given in person or by electronic communication, provided that each full member has received notice of the matter to be decided upon. A decision so made shall have the same effect as if it had been approved at a meeting. Each decision so made shall be recorded in writing and included in the records of minutes of company meetings.
- 11.5.2 For a resolution to be adopted by vote of members it must be supported by:
- 11.5.2.1 at least 50% of the full members present or participating, in the case of an ordinary resolution; or
  - 11.5.2.2 at least 75% of the full members present or participating,, in the case of a special resolution.
- 11.5.3 Subject to any other provisions to the contrary in this Constitution, decisions of the Executive committee shall be taken by ordinary majority vote of the members present and voting.

## **12. SUB-COMMITTEES**

12.1 The Society will function through the following Sub-Committees with regional representation which may include the following:

- 12.1.1 Congress Planning Committee;
- 12.1.2 Sleep and respiratory physiology including non-invasive ventilation;
- 12.1.3 Paediatric/adolescent and neonatal group;
- 12.1.4 Environmental, occupational and population health;
- 12.1.5 Tobacco and its control;
- 12.1.6 Thoracic surgery and thoracic oncology;
- 12.1.7 TB and other respiratory infections;
- 12.1.8 Vascular and circulation/cardiac diseases;
- 12.1.9 Interstitial and Immune diseases;
- 12.1.10 Asthma and allergic diseases of the airway;
- 12.1.11 Respiratory Intensive Care;
- 12.1.12 Advocacy/patient groups /community outreach;
- 12.1.13 PATS MECOR Leadership;
- 12.1.14 AJRM Editorial Board;
- 12.1.15 Website Editors;
- 12.1.16 Sport medicine;
- 12.1.17 Behavioural Science and Health services research.

## **13. ANNUAL MEMBERSHIP FEES**

13.1 Membership fees shall be set by the Executive Committee from time to time as per the By-Laws of the Society.

## **14. ENDOWMENTS, GIFTS AND LEGACIES**

14.1 The Executive committee at their discretion or in terms of the endowments, gifts, legacies, medals, prizes, scholarships, or lectureships shall administer endowments, gifts and legacies donated to the Society. The disposal of such donations will at all times be strictly according to the terms under which the endowment/said donation was given and received.

- 14.2 No member shall benefit either directly or indirectly from the income or profits derived by the Society. No profits or gains shall be distributed to any person and the funds of the Society will be utilized solely for investment or the objects for which it was established.

## **15. FINANCIAL MATTERS**

- 15.1 The annual financial statements shall be prepared, and submitted to the members at the annual general meeting for approval. The records and books of account shall be preserved for a period of 5 years from the date of last entry or the date of completion of the transactions to which they relate, whichever is the earlier.
- 15.2 All funds received by a person or legal entity on behalf of the Society shall immediately be delivered to the secretary/treasurer who shall make a record of the receipt. The money shall be deposited into a bank or building society account in the name of the Society.
- 15.3 At least 2 persons shall be authorised by the Committee to operate any bank or building society account, and at least 2 persons shall be required to sign all documents relating to the operating of such accounts.
- 15.4 The income and property of the Society, whencesoever derived, shall be applied solely towards the promotion of its main object or invested and no funds will be distributed to any person other than in the course of undertaking its objects provided that nothing herein contained shall prevent the payment in good faith of reasonable remuneration to any officer or servant of the Society, for any services rendered to the Society.
- 15.5 No remuneration (as defined in the Fourth Schedule to the Income Tax Act) shall be paid to any employee, office bearer, member or other person which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered, and no person shall be economically benefitted in any way which is not consistent with the objects of the Society.
- 15.6 The Society may not have a share or other interest in any business, profession or occupation carried on by any of its members.
- 15.7 The Society shall comply with such reporting requirements as may be determined by the Commissioner for the South African Revenue Service from time to time under section 30(3)(e) of the Income Tax Act, as amended.

## **16. SOURCE OF FUNDING**

- 16.1 The Society will receive substantially the whole of its funding from its annual or other long-term members, or from appropriations by the government of the Republic in the national, provincial or local sphere.
- 16.2 The Executive Committee will determine, from time to time, rules for sources of funding, which shall take into account the ethics, independence and objects of the Society.
- 16.3 For purposes of financial sustainability, the Society shall engage in the following activities:

- 16.3.1 Training activities including courses on Tuberculosis, radiology, Asthma and spirometry, Sleep medicine workshops, ICU care, minimally invasive Thoracic techniques, bronchoscopy, research and publication courses, advocacy, media and communication skills, respiratory physiotherapy and allied health.
- 16.3.2 Conferences, workshops and symposiums
  - 16.3.2.1 Regional Conferences shall be held on a rotatory basis to all member regions.
  - 16.3.2.2 To keep members engaged, a regional symposium will be held in one of the regions not hosting the conference during the year.
  - 16.3.2.3 Registration fees charged on conferences and workshops shall form part of the Society's income.
- 16.3.3 Consultancy work for governments and other entities.
- 16.3.4 Advertisements on the website, Journal and newsletter subscription.
- 16.3.5 Corporate membership fees.
- 16.3.6 Research activities.
- 16.4 Funds will be sought to conduct regional research on Asthma, COPD, TB and other Infections, sleep disorders, indoor air pollution, cancer, thoracic surgery and other evolving health issues that affect lung health in general.

## 17. INDEMNITY

- 17.1 Every member of the Committee, chairperson, officer and every other person (whether an officer of the Society or not) employed by the Society shall be indemnified out of the funds of the Society against all liability incurred by them in such capacities, in defending any proceedings, whether civil or criminal, in which judgment is given in their favour, or in which they are acquitted.
- 17.2 No member, officer or employee of the Society shall be liable for:
  - 17.2.1 loss or expense incurred by the Society through the insufficiency or deficiency of any security in or upon which any of the moneys of the Society are invested;
  - 17.2.2 any loss or damage arising from the bankruptcy, insolvency or delictual acts of any persons with whom monies, securities or effects shall be deposited;
  - 17.2.3 any loss or damage occasioned by any error of judgment or oversight on his/her part; or
  - 17.2.4 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 same happened through his/her own negligence, default, breach of duty or wilful misconduct or wilful breach of trust.

## 18. AMENDMENTS TO THE CONSTITUTION

18.1 This Constitution may be repealed or amended only upon a decision supported by two thirds of the Executive committee members of the Society provided that written notice of the motion of repeal or amendment will have been emailed to all the members of the Executive at least 30 days prior to the meeting subject to the following:

18.1.1 if the Society is exempted from payment of normal tax a copy of any such amendment shall be sent to the Commissioner for the South African Revenue Service or his authorised representative within 30 days of its amendment;

18.1.2 if the Society is registered as a Nonprofit organisation then a copy of any amendments shall be sent to the Directorate of NonProfit Organisations.

## 19. EQUALITY OF LANGUAGES

19.1 English and French shall be the official languages of the Society.

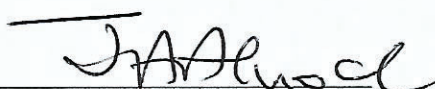
## 20. DISSOLUTION OF THE SOCIETY

20.1 The Society may be dissolved by way of a two-thirds majority vote taken at any special meeting of members; provided that notice of the motion to dissolve shall be delivered to all members of the Society at least 30 days prior to such a meeting. In the event of the Society dissolving, the remaining assets will be donated or transferred to another organization with objectives similar to those of the Society and which is another entity approved by the Commissioner in terms of section 10(1)(d) or otherwise exempt from Income Tax.

## 21. SIGNATURE

21.1 This is in its entirety the amended Constitution of the Society properly accepted and adopted by its members.

Certified as such and signed by: \_\_\_\_\_



Date: \_\_\_\_\_

26/08/2021