

Constitution of the
International Society of Pharmacoeconomics and Outcomes Research South Africa
ISPOR SOUTH AFRICA

International Society of Pharmacoeconomics and Outcomes Research South Africa [ISPOR SOUTH AFRICA] is an organisation of professionals with an interest in the study and practice of Pharmacoeconomics and Outcomes Research. Its mission is to improve the standard of pharmacoeconomic and outcomes research by promoting research, education, training and providing leadership towards optimal healthcare policies and standards.

1. Name

The name of this organization is the International Society of Pharmacoeconomics and Outcomes Research South Africa, herein referred to as ISPOR SOUTH AFRICA.

2. LEGAL STATUS

The society has been established not for gain and is and shall continue to be a body corporate, with perpetual succession and power to sue and be sued in its own name. The liability of members shall be limited to the amount of subscription due by them and they shall have no right to the property of the Society. The Society shall operate primarily in the Republic of South Africa.

3. PURPOSE

The purpose of the Society is to advance the development of Pharmacoeconomics and Outcomes Research in all its aspects.

4. Objectives

The objectives of the ISPOR SOUTH AFRICA are to:

- 4.1. Provide an environment where researchers, healthcare practitioners, and decision-makers interested in pharmacoeconomics and outcomes research can share knowledge at a national and international level.
- 4.2. Serve as a neutral forum in bringing together researchers, healthcare practitioners, and decision-makers interested in pharmacoeconomics and members of the pharmaceutical industry, health-related organizations, public health and academia.
- 4.3. Act as a facilitator at a local level for individuals interested in pharmacoeconomics and outcomes research.
- 4.4. Provide an opportunity for country-specific chapter members to become more familiar with the activities of ISPOR as well as participate in its activities.
- 4.5. Endorse training/education programmes in pharmacoeconomics and outcomes research
- 4.6. To promote local development and monitor implementation of guidelines in pharmaco-economics and outcomes research.

5. Affiliation and Indemnification

- 5.1. This ISPOR SOUTH AFRICA maintains affiliation as a component chapter of the International Society of Pharmacoeconomics and Outcomes Research (ISPOR).
- 5.2. ISPOR SOUTH AFRICA will indemnify ISPOR from liability for injury or damage, cost or expense resulting from or which arises out of or in connection with the use by ISPOR SOUTH AFRICA of the ISPOR name, logo, or arising from the relationship or affiliation between the parties.

6. Membership

- 6.1. Active membership is open to any individual interested in the Society and supports the mission of the Society.
- 6.2. At least three of the officers are ISPOR international members.
- 6.3. There will be an ongoing membership recruitment program to encourage membership into the Chapter as well as ISPOR.
- 6.4. Register of Members
 - 6.4.1. When the Executive Committee has granted membership, particulars of the names, addresses, telephone numbers and other relevant information relating to the member and the member's representatives, if any, shall be entered in the register of members which shall be deemed to be a correct record.
 - 6.4.2. A member shall inform the Executive Committee of all changes in the information recorded in the register and shall be responsible for ensuring that the correct information is so recorded.

7. Termination of membership

Membership shall terminate: -

- 7.1. When the member's resignation is submitted in writing to the President of the Society or
- 7.2. When the membership fee of the member has remained unpaid for a period of 1 year from the date upon which it was due and payable, or
- 7.3. When, for any reason, the Executive Committee terminates the membership by giving the member written notice so that effect posted to the last address of the member in the register. The provisions set out in this constitution relating to discipline shall apply to termination for the purpose of discipline. Such matters shall be defined as acts that are outside or contrary to the objectives of the Society or have brought the Society to disrepute or caused serious financial irregularities within the activity of the Society.
- 7.4. A copy of the constitution shall be kept in the minute book and at the office of the Society and shall be available for inspection by members at any time during normal office hours.

8. Annual General Meeting of Members

- 8.1. The Executive Committee shall convene an annual general meeting of members upon not less than 21 day's notice, within 6 months of the end of each financial year to consider the following matters: -
 - The minutes of the previous meeting;
 - The annual report to be presented by the President or his nominee and the annual financial statement.
 - The general policy of the Society;
 - Election of the Executive Committee members;
 - Other business of which due notice has been given, whether described specifically or as general business.
- 8.2. The Executive Committee or a group of at least 10% of regular members may convene further general meetings upon not less than 21 day's notice to consider the business specified in the notice of the meeting, when it deems fit.
- 8.3. Notice of any general meeting of members or of an Executive Committee meeting, given in writing and posted to the last address recorded in the register of members, shall be deemed to have been received seven days after posting.

8.4.A quorum for the purposes of voting on any matter, not otherwise specified, shall be a minimum of 10 regular members in good standing.

8.5.The Annual General Meeting of the Group shall serve as the Annual Business Meeting of the Group.

9. Executive Committee

9.1.The Executive Committee shall be responsible for the management of the affairs of the Society and for the employment of the policy of the Society accepted at the Annual General Meeting. If a new issue or a necessary change arises the Executive Committee is authorised to take necessary steps to ensure the successful accomplishment of the goals of the Society but shall seek the approval of the members at the next Annual General Meeting.

9.2.The election of the Executive Committee should be by secret ballot whenever there is more than a single nominee. All members of the Executive Committee shall be elected to hold office for a two-year period. The names of the newly elected officers are emailed to: mdsmith@ispor.org.

9.3. There shall be 7 members of the Executive Committee elected as follows: -

9.3.1. The President will be elected directly by regular members at the Annual General Meeting. The President will be a member of the Executive committee and shall, when there is an equality of votes have a casting vote. The office of the President could be held for two consecutive periods only (i.e. 4 years) and then to sit ex officio for the following two years without voting rights.

9.3.2. The members of the Annual General Meeting shall elect seven members of the Executive Committee.

9.3.3. To fill casual vacancies not more than 3 additional members might be co-opted by the Executive Committee to hold office until the end of the following annual general meeting.

9.3.4 The Executive Committee shall elect the President-Elect, Treasurer, Secretary and such other officers as it deems fit.

9.4 The Executive Committee shall keep proper minutes of its meetings and, subject to the other provision of this constitution, shall convene and conduct its meetings in the manner that it from time to time decides.

9.5 Four members of the Executive Committee shall constitute a quorum.

9.6 Membership of the Executive Committee shall terminate if the member fails to attend 50% of the meetings of the committee in one year, without having been granted prior leave of absence.

9.7 Organization

9.7.1. The President of ISPOR SOUTH AFRICA:

- Conducts and presides over all meeting of ISPOR SOUTH AFRICA.
- Represents ISPOR SOUTH AFRICA when called upon to do so.
- Appoints an individual to any office that becomes vacant subject to the ISPOR SOUTH AFRICA Executive Committee approval.
- The office of the President is open to any member of ISPOR SOUTH AFRICA.
- Provides a report of activities and financial transaction to the ISPOR Board of Directors annually.

9.7.2. The President-elect of ISPOR SOUTH AFRICA:

- Succeeds to the office of the President upon completion of a two-year term of President-elect.
- Conducts and presides over all meetings of ISPOR SOUTH AFRICA in the absence of the President.
- Assists the President with the responsibilities of ISPOR SOUTH AFRICA.
- The office is open to any member of ISPOR SOUTH AFRICA.

9.7.3. The Secretary of ISPOR SOUTH AFRICA:

- Records the minutes of ISPOR SOUTH AFRICA meetings. An official copy of the minutes should be kept in the ISPOR SOUTH AFRICA records and a copy emailed to: mdsmith@ispor.org
- Handles ISPOR SOUTH AFRICA correspondence as necessary
- Is responsible for any financial transactions of ISPOR SOUTH AFRICA.
- Keeps and maintains the ISPOR SOUTH AFRICA records.
- Keeps and makes available to the members of ISPOR SOUTH AFRICA and the ISPOR Board of Directors a record of all monies received and spent by ISPOR SOUTH AFRICA.
- Reports the financial status of ISPOR SOUTH AFRICA at meetings.

- Assists the President in the preparation of an annual budget.
- Oversees the financial activities of ISPOR SOUTH AFRICA.
- The office is open to any member of ISPOR SOUTH AFRICA.

10. Finance

- 10.1. The Executive Committee shall appoint a Treasurer who shall be responsible to the Executive Committee to ensure the proper operation of a bank account in the name of the Society and that the financial affairs of the Society are properly recorded.
- 10.2. The treasurer, in consultation with the Director, if any, shall prepare a budget annually to be presented to the Executive Committee for approval.
- 10.3. The signatures of not less than two of its members appointed for the purpose by the Executive Committee shall be required to sign cheques and operate on bank or building society accounts.
- 10.4. The prior consent of the Executive Committee shall be required for expenditure that has not been provided for in a budget.
- 10.3 An annual audited statement of the assets of the Society and of its income and expenditure shall be prepared within six months of the end of each financial year, and shall be submitted to the Executive Committee and the Annual General Meeting of members. A registered accountant and auditor who is not a member of the Executive Committee shall audit the statement.
- 10.5. The financial year of the Society shall end on last day of February each year.

11. Director

The Executive Committee may at any time appoint a Director as the Chief Executive officer of the Society and may terminate his or her appointment.

The Director shall report to the Executive Committee and shall attend Executive Committee meetings and Annual General Meetings of members whenever so required.

12. Powers

The Society shall have all the powers needed to fulfil its objective and, without prejudicing the generality of its powers may: -

- 12.1. Provide courses, seminars and education resources of every description to provide all-round training in the field of pharmaco-economics and outcomes research at a level conforming to international standards.
- 12.2. Develop a database and provide other ancillary resources for such training and co-operate with and assist agencies involved in pharmaco-economics and outcomes research services and training.
- 12.3. Make recommendations or negotiate on professional standards of direct concern to pharmaco-economics and outcomes research.
- 12.4. Acquire movable and immovable property from any source and invest and reinvest its funds in property of every description; insure, preserve or turn to account, alienate and encumber assets; open and operate on accounts with reputable financial institutions.
- 12.5. Employ, pay and discharge staff, professional advisers, agents and contractors for any purpose.
- 12.6. Borrow, lend, lease, hire, let mortgage and pledge assets, provide guarantees and suretyships in connection with its assets, and engage in legal proceedings of any description.
- 12.7. Establish branches and co-operate with, establish or promote any other body or person for any purposes which may be calculated to benefit the Society directly or indirectly.
- 12.8. Establish special educational funds.

13. Limitations of Powers

In order to obtain the approval of the Minister of Finance and to qualify for a certificate of exemption from taxes, the Society;-

- 13.1. Shall direct its activities wholly or mainly to the furtherance of its principal objectives.
- 13.2. May not engage in any speculative transactions, business, trade or let property on a regular basis.
- 13.3. Shall expend at least 75% of its net income in the furtherance of its objects within a period of twelve months of the end of the financial year during which it accrued, provided that where funds are to be accumulated for a specific capital project, the permission of the Receiver of Revenue should be obtained.
- 13.4. May accept donations subject to the conditions of the constitution, and provided that donations shall be irrevocable.

- 13.5. May make no loans to a member, a donor or to any of their relatives or to a private company in which the above-mentioned persons are shareholders or directors; no donor, trustee and/or any of their relatives may receive any direct pecuniary benefit from the funds or the income of the trust. No buildings owned by the trust may be occupied free of charge by an person, except the beneficiaries.
- 13.6. May only invest surplus funds with registered financial institutions as defined in section 1 of the Financial institutions (Investment of Funds) Act, 1984, and in securities listed on a licensed stock exchange as defined in the Stock Exchanges Control Act, 1985 (Act No 2 of 1985). Where shares (other than shares as mentioned above) have been donated or bequeathed to an exempt institution or fund, the shares may be held without jeopardising the exempt status of the institution or fund.

14. Non Profit Organisation Act

In order to meet the requirements of the Non-profit Organisations Act number 71 of 1997 and of the Director of Fundraising, the following provisions shall apply:-

- 14.1. The Society shall operate throughout Africa.
- 14.2. No member of the Executive committee may have a direct interest in or benefit from any contract that the Society may conclude with any company.
- 14.3. Paid officials of the Society may serve on the management in an advisory capacity but will have no voting rights.
- 14.4. Should the services of a professional fund-raiser be used for the collection of contributions, the expenses (remuneration and/or commission included) may not exceed 40% of the total proceeds of the collection.
- 14.5. The financial year of the Society shall end on the last day of February each year.
- 14.6. A Quorum of all Executive Committee meetings shall be submitted to the Director of Fund-Raising for approval.
- 14.7. All proposed amendments to the constitution shall be submitted to the Director of Fund-Raising for approval.
- 14.8. If upon dissolution there remain any assets whatsoever after the payment of all debts and liabilities, such assets shall not be paid to or distributed among its members, but shall be given to such other non-profit organisations having similar objects as may be decided either by the members at the general meeting at which it was decided to dissolve the Association, failing such decision, as may be decided by the Director of Fund-Raising.

15. Amendment of the Constitution

- 15.1. The constitution may be amended with the approval of two-thirds of the members present (or by proxy) at an Annual General Meeting of members, of which 21 days notice has been given. The notice shall state the nature and reasons for the proposed amendments.
- 15.2. The amended constitution shall be submitted to the Commissioner of Inland Revenue, if that official has confirmed tax-exempt status.

16 Dissolution

- 16.1. Society may be dissolved in terms of a resolution passed by two-thirds of the members present at a meeting of which 21 day's notice has been given. The notice shall state that the question of dissolution of the Society, the reasons and the disposal of the assets shall be considered.
- 16.2. If there is no quorum at such a meeting, the meeting shall stand adjourned for not less than one week and the members attending the adjourned meeting of which further notice shall be given, shall constitute a quorum.
- 16.3. On dissolution the net assets of the Society shall be paid to another non profit institution in the Republic of South Africa, which has similar aims and is itself exempted from the payment of income tax, donations tax and estate duty.

17. Disciplinary Proceedings

Any person may lay a complaint against any member of the Society, staff person, officer or Executive Committee member or officer with the Executive Committee, which shall without delay call for a full statement from the complainant. If the Executive Committee considers there is merit in the complaint it shall follow the following procedure until the matter has been resolved.

- 17.1. The Executive Committee may forthwith or at any later time suspend the office bearer or staff person and make other arrangements for the performance of his or her powers and duties.
 - 17.2. The Executive Committee shall call for a full response from the accused, which may respond in writing or in person.
 - 17.3. The response shall be considered at a properly constituted Executive Committee meeting; when the Executive Committee may call for further evidence in such form as it considers fit and the accused shall be informed of and be allowed to respond to all such evidence.
 - 17.4. When the Executive Committee decides that it has sufficient information and a fair hearing has been given, it may forthwith terminate the office, or terminate the appointment of the office bearer or find the person not guilty. In the case of a staff person the Executive Committee shall follow similar procedure, amplified by the labour laws, which may apply from time to time.
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