



THE CONSTITUTION OF THE NUTRITION SOCIETY OF SOUTH AFRICA

1. DEFINITIONS

In this Constitution, unless inconsistent with or otherwise indicated by the context:

- 1.1 **"The Chairperson"** means the Chairperson of the Society appointed from time to time;
- 1.2 **"The Constitution"** means the Constitution of the Society as amended from time to time;
- 1.3 **"The Council"** means the Council appointed in terms of the constitution to manage the affairs of the Society;
- 1.4 **"The Honorary Secretary/Treasurer"** means the Secretary/Treasurer or the Secretary and Treasurer of the Society appointed from time to time;
- 1.5 **"The Society"** means the Nutrition Society of South Africa;

- 1.6 **"Member"** means a member of the Society;
- 1.7 **"Membership"** means membership of the Society;
- 1.8 **"The President"** means the President of the Council appointed from time to time;
- 1.9 **"Regional Branches"** means regional branches of the Society as envisaged in the Constitution;
- 1.10 **"the Act"** means the Income Tax Act 58 of 1962 and their amendments.
- 1.11 Any reference to one gender includes the other gender;
- 1.12 Any reference to the singular includes the plural and vice versa;
- 1.13 Any reference to natural persons includes legal persons and vice versa;
- 1.14 The clause headings in the Constitution have been inserted for convenience only and shall not be taken into account in interpreting the Constitution;
- 1.15 Words and expressions defined in any clause of the Constitution shall, for the purpose of the clause in question, bear the meaning assigned to such words and expressions in that clause.

2. NAME

The name of the Society shall be **The Nutrition Society of South Africa.**

3. AIMS

3.1 The aims of the Society shall be:

3.1.1 to advance the scientific study of nutrition;

3.1.2 to promote objective dissemination of knowledge related to nutrition; and

3.1.3 to promote appropriate strategies for the improvement of nutrition well-being.

3.2 Without detracting from the main aims stated in 3.1. above, and without limiting the manner in which these main aims may be achieved, the following are subsidiary aims of the Society:

3.2.1 To provide such facilities for members of the Society as may assist in furthering the main aims of the Society;

3.2.2 To stimulate the interest of members by holding lectures, demonstrations, exhibitions and by making awards for meritorious contributions to the science of nutrition in Southern Africa;

3.2.3 To publish the proceedings of its scientific meetings as well as original contributions to the science of nutrition, and such other matter as the Council shall from time to time consider suitable, by means of advertising in the press, circulars and/or the

publications of books and periodicals. Papers published under the auspices of the Society must have prior approval of the Council;

- 3.2.4 To invest and apply monies not immediately required for the purposes of the Society in such manner as the Society may from time to time think fit;
- 3.2.5 To purchase, take on lease or in exchange, hire or otherwise acquire any movable or immovable property and any rights and privileges which the Society may think necessary convenient for the purposes of the Society, and to build, maintain, construct, alter or enlarge any buildings necessary or convenient for the purpose of the Society, or to demolish and remove or replace same;
- 3.2.6 To raise or borrow or provide or secure payment of monies and to receive and accept the sponsorships on behalf of members in such manner as may be thought fit and particular by mortgage or charge on all or any part of the property of the Society;
- 3.2.7 To negotiate for and accept grants and sponsorships, aids, donations and/or any other form of benefit offered by or obtainable from the Government, municipalities, public bodies, companies, societies or persons for the purpose of enabling the Society to further its main aims and to apply such money for

the use of individual members for the purpose of furthering the aims of the Society as the Society may deem fit.

- 3.2.8 The activities of the Society are to be carried on in a non-profit manner and with an altruistic or philanthropic intent.

4. MANAGEMENT

The Management of the Society shall be entrusted to the Council. The powers of the Council and the method of election of the members of the Council are set out below.

5. THE OFFICERS AND COUNCIL

- 5.1 The Council shall have **eight (8)** elected members consisting of a President, Chairperson, and Honorary Secretary/Treasurer and five (5) ordinary members;
- 5.2 The President shall be elected biennially and may not hold office for more than two consecutive terms, after which time shall not be eligible for re-election for four (4) years. The President shall give an Address at the Biennial General Meeting and shall be ex-officio member of all committees;

The President shall **act as** the leader among the members of the Nutrition Society ensuring that all activities of the Society are of the highest calibre,

provide scientific input and guidance regarding Nutrition Society programmes, and represent the Society within the international scientific community. In addition, the President shall have such duties as are assigned by the Chairperson and executive council, and shall assist the Chairperson as he/she may require.

- 5.3 The Chairperson shall be elected biennially and may not hold office for more than two (2) consecutive terms;

The Chairperson shall preside at all meetings (executive council and biennial general meetings). He/she shall be the chief executive officer of the Nutrition Society and as such shall be responsible for the general and active management of the Society and shall see to the carrying out of all the orders and resolutions of the executive council and the assembly of members.

- 5.4 The Honorary Secretary/Treasurer shall be elected biennially;

- 5.5 Ordinary members of the Council shall be elected biennially;

- 5.6 The officers and five (5) ordinary members of the Council shall be elected as provided under Clause 6 below at the Biennial General Meeting of the Society;

- 5.7 Should a casual vacancy occur among any of the members or officers of the Council, it may be filled for the unexpired period by co-option by the Council;

- 5.8 **Seven (7)** Council members shall constitute a quorum of the Council;
- 5.9 At the time of appointment each member of the Council may nominate an alternate who must be approved by the Council.
- 5.10 At least three persons will accept fiduciary responsibilities for the Society. They will not be connected persons in relation to each other, and no single person directly or indirectly controls the decision-making powers relating to the Society.

6. ELECTION OF PRESIDENT, OFFICE BEARERS & ORDINARY MEMBERS OF THE COUNCIL

- 6.1 The President and members of Council may be proposed and seconded by either Council or members of the Society;
- 6.2 Not less than **eight (8)** weeks prior to the date of the Biennial General Meeting, the Council shall notify all members of the Society of its candidates nominated for the office of President and for the Council and shall ask for further nominations which must be in the hands of the Honorary Secretary/Treasurer at least **four (4)** weeks before the date of the Biennial General Meeting. Any two members of the Society shall be at liberty to nominate a member to serve as President or on the Council.

The President and not more than seven (7) members shall be elected to the Council at such Biennial General Meetings;

- 6.3 To ensure representativity of branches on Council, each branch according to its branch rules and by-laws, shall elect one (1) representative on Council. The name(s) of the nominated branch representative must be in the hands of the Honorary Secretary at least **four (4)** weeks before the date of the Biennial General Meeting. The number of elected branch representatives will accordingly be in addition to the seven (7) members (in 6.2) to be elected to the Council at such a Biennial General Meeting.
- 6.4 In the event of there being more nominations than vacancies, voting will take place by ballot. Nominees for the office of the President shall automatically be eligible for election to the Council and shall accordingly also be listed among the nominees for the Council. Ballot papers must be sent to members at least **two (2)** weeks before the Biennial General Meeting. Returned ballot papers, for the votes to be valid, must reach the Honorary Secretary/Treasurer not later than thirty (30) minutes after the opening of the Biennial General Meeting;
- 6.5 In the event of a ballot being necessary the Council shall appoint as Scrutineers two members of the Society who are not members of, or candidates for election to the Council;

- 6.6 The Chairperson of the Biennial General Meeting shall announce the names of the next President and members of the Council, whether returned unopposed or elected by ballot;
- 6.7 In case an insufficient number of candidates are nominated, the Council as constituted subsequent to the election shall appoint members to fill remaining vacancies;
- 6.8 Immediately after the election of the President and members of the Council, the Council shall go into committee and shall elect from amongst themselves the Chairperson and Honorary Secretary/Treasurer of the Council.

7. POWERS OF THE COUNCIL

The Council shall have the following powers:

- 7.1 To pay costs, charges and expenses incidental to the promotion of the aims of the Society;
- 7.2 To purchase or otherwise acquire for the Society in the name of the Society any property, rights, privileges which the Society is authorised to acquire at such price and generally on such terms as it may think necessary and fit;

- 7.3 To secure the fulfilment of any contracts or agreements entered into by the Society by mortgage or charge of any or all of the property of the Society for the time being as it may think fit;
- 7.4 To appoint, and at its discretion, remove or suspend such clerks, agents and servants for permanent, temporary or special services as it may from time to time think fit, and to determine their powers and duties and fix their emoluments as it may think fit;
- 7.5 To appoint Committees and Sub-Committees as it may deem fit and to delegate any of the powers of the Council to such Committees and Sub-Committees;
- 7.6 To institute, conduct, defend, compound or abandon any legal proceedings by or against the Society in the name of the Society;
- 7.7 To make and give receipts, releases and other discharges for monies payable to the Society and for claims and demands of the Society;
- 7.8 To determine who shall be entitled to sign on the Society's behalf bills, notes, receipts, endorsements, cheques and releases;
- 7.9 To invest and deal with any of the monies of the Society not immediately required for the purposes thereof in such a manner as it may deem fit and from time to time to vary or realise such investments;

- 7.10 From time to time at its discretion to raise or borrow or secure payment of any sums or sum of money for the purpose of the Society;
- 7.11 To enter into such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things on behalf of the Society as it may consider expedient for and in relation to any of the matters aforesaid, or otherwise for the purposes of the Society;
- 7.12 To take such further steps as the Council may from time to time deem necessary to achieve the aims of Society.

8. MEMBERSHIP

Membership of the Society shall be open to any suitably qualified person or body of persons whose work, in the opinion of the Council, may contribute to scientific knowledge of nutrition or to its application to the promotion of human or animal health.

The election of members shall be conducted in terms of the procedures set out in clause 9 below. In addition to individual members, provision shall be made for the enrolment of organisations, institutions and other bodies as institutional or patron members of the Society.

Membership of the Society will therefore consist of the following categories:

- 8.1 ***Student Membership:*** Membership restricted to persons registered for diploma, undergraduate or postgraduate courses related to nutrition. Student members are to pay reduced subscription rates, but have no voting rights.
- 8.2 ***Full Membership:*** The normal membership of the Society, open to all persons interested in the advancement of the scientific study of nutrition.
- 8.3 ***Institutional Membership:*** Restricted to companies or institutes interested in promoting the aims of the Society.

The institutional member has no voting rights and may not stand for Council.

- 8.4 ***Patron Membership:*** Open to any individual wishing to advance the aims of the Society, on the payment of a special subscription.
- 8.5 ***Honorary Membership:*** Restricted to established nutritionists or individuals who have made significant contributions to nutritional science and to whom the Society wishes to give recognition.

Honorary membership must be proposed by a member of the Society and be approved by the majority of Council.

- 8.6 ***Life Membership:*** Life membership is restricted to an individual who has been a member of the Society for ten (10) consecutive years, and

who no longer earns a regular income. Life membership may be applied for by the individual member.

Annual subscription rates to the Society for each class of membership will be determined according to the procedure set out below.

Membership fees shall have an automatic annual inflation-linked increase.

9. ELECTION OF MEMBERS

9.1 The application for membership shall be made in writing and shall be in such form as the Council may from time to time determine. Completed application forms shall be lodged with the Honorary Secretary/ Treasurer of the Society.

9.2 No person shall be admitted as a member of the Society unless approved by the Council or its representatives consisting of the Honorary Secretary/Treasurer and at least one other executive Council member who shall have full discretion as to the admission of any person.

However, Council reserves the right to review an individual's membership if it is felt that the said membership contradicts the aims of the Society.

9.3 When a candidate has been accepted, the Honorary Secretary/Treasurer shall as soon as possible inform the candidate of such fact and request payment of his or her first annual subscription.

Upon payment of such first annual subscription, an elected candidate shall become a member of the Society, provided nevertheless that if payment is not made within two (2) calendar months after date of election, the Council may cancel such election.

9.4 The name of every candidate elected by the Council to membership of the Society shall be made known to a meeting of the Society as soon as possible after such election.

9.5 Institutional and patron members shall each nominate at least one person to represent them at meetings of the Society.

10. EXPULSION OF MEMBERS

The Council may, at its discretion, remove from membership of the Society any member whose conduct, in the Council's opinion, is detrimental to the interests of the Society, but such member may appeal to a General Meeting of the Society to reverse the Council's decision.

11. GENERAL MEETINGS

11.1 A Biennial General Meeting shall be held at such time as laid down in Clause 12 below, to receive from the Council a report on the Society's activities during the preceding two years and an account of the Society's finances, to confirm or complete the election of Officers and Council for

the following two years and to transact such other business as may be necessary.

- 11.2 An Extraordinary General Meeting of the Society shall be held not less than six (6) weeks after the receipt by the Council of a request from not less than ten (10) members for the holding of such a meeting for a stated purpose.

The Council may call a General Meeting of the Society at any time for a stated purpose, provided that notice of such meeting is sent to all members not less than four (4) weeks prior to the date of such meeting.

- 11.3 A quorum for any General Meeting shall be not less than twenty (20) members.

12. MEETINGS

- 12.1 The date, time and place of the Biennial General Meeting shall be fixed by the Council.

- 12.2 Not less than **six (6)** and not more than **eight (8)** weeks prior to the date of the Biennial General Meeting, the Council shall notify all members of the Society of the date of the Meeting and invite them to submit by a suitable date, items for its agenda.

- 12.3 Not less than **one (1)** week prior to the date of the Biennial General Meeting the Council shall send to all members of the Society the agenda

for the Biennial General Meeting and the report of the Council on the past two years' activities and an account of the finances of the Society.

- 12.4 The Council shall meet as often as shall be requisite for the transaction of the business of the Society.

The Council shall also meet whenever summoned by the Honorary Secretary/Treasurer who may convene a meeting at any time and shall do so on a requisition signed by two members of the Council.

13. FINANCE

- 13.1 Annual subscription rates to the Society, as determined by Council and approved at a General Meeting, will be due on the first of January of each year.

- 13.2 The Council shall appoint for the ensuing two years, one professional auditor for such fee as the Council shall determine. Duly audited accounts of Society expenditure shall be submitted to the Honorary Secretary/Treasurer in sufficient time for their inclusion in the Annual Report of the Council of the Society. The Biennial General Meeting may appoint an Honorary Auditor who can be a member of the Society, but not of the incoming Council.

- 13.3 The Nutrition Society hereby applies and accepts the conditions of Section 30 in terms of the Income Tax Act as a non-taxable organisation.

13.4 New members elected in any year between 1st October and 31st December and paying their annual subscription before 31st December of that year, shall be deemed for the purposes of Clause 13.1 to have been elected on the first of January immediately following.

All other rights and obligations of such members shall date from the day of their election.

13.5 Any member whose subscription has not, after such notification as the Council may consider necessary, been paid by **30th September** of any year, shall cease to receive any of the Society's publications or notices (other than further notifications of arrears).

If this subscription is still in arrears and the current subscription shall not have been paid by **31st March** following, shall cease to be a member of the Society.

Such lapsed members shall not be eligible for re-election to the Society except after paying the two years' subscription in default.

13.6 Resignation from the Society must be in the hands of the Honorary Secretary/Treasurer not later than 1st November of any year if it is to take effect from the following 1st January.

13.7 The Society will not be a party to, or does not knowingly permit, or has not knowingly permitted, itself to be used as part of any transaction,

operation or scheme of which the sole or main purpose is the reduction, postponement or avoidance of liability for any tax, duty or levy which, but for such transaction, operation or scheme, would have been or would have become payable by any person under this Act or any other Act administered by the Commissioner.

13.8 No resources will be used, directly or indirectly, to support advance or oppose any political party.

13.9 No remuneration will 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 has not and will not economically benefit any person in a manner which is not consistent with its objects.

13.10 The public benefit organisation will comply with reporting requirements as may be determined by the Commissioner for the South African Revenue Services.

14. HEAD OFFICE

The Head Office of the Society shall be in the Republic of South Africa at a place to be determined by the Council.

15. REGIONAL OFFICE

The Council when so requested in accordance with the provisions of Clause 16, shall provide for the establishment of Regional Branches in the manner laid down in that clause.

The Rules of each regional branch must be approved by the Council.

16. REGIONAL BRANCHES

16.1 **Ten (10)** members may demand in writing from the Council the formation of a Regional Branch.

16.2 On receipt of such a request the Council shall invite its signatories to set up a provisional Branch Committee to draft Rules for the conduct of the Branch's business. These Rules must be submitted to Council and when they have been finally approved by the Council, the provisional committee shall arrange to hold an inaugural meeting of the Branch, for the purpose of adopting its Rules and appointing Branch Officers and Committee.

16.3 A Regional Branch shall be responsible for arranging meetings of the Society within its area.

16.4 Alterations to the Rules of a Regional Branch must be made in accordance with the relevant provisions of those rules, but cannot come into force without the approval of the Council.

16.5 Expenses of a Regional Branch shall be met in whole or in part from the funds of the Society by means of grants made by the Council from time to time.

16.6 Duly audited accounts of Branch expenditure shall be sent to the Honorary Secretary/Treasurer in sufficient time for their inclusion in the Annual Report of the Council to the Society.

17. SCIENTIFIC SECTIONS

The Council may organise the formation of scientific sections.

18. NATURE OF THE SOCIETY

18.1 The Society shall be a corporate body, having separate legal persona with perpetual succession.

18.2 All title deeds, transfers, mortgages and other securities or documents of title or ownership, shall be granted, made and taken in the name of the Society.

18.3 The Society shall be entitled to sue and to be sued in its own name.

- 18.4 The property of the Society shall be vested in the Society in trust for the members of the Society, and no member shall possess any personal right in such property.
- 18.5 The income and the property of the Society from whatever source derived shall be applied solely towards the promotion of the aims of the Society as herein before set forth and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever, by way of profit, to any member or members of the Society, provided that nothing herein shall prevent the making of awards to a member or members of the Society in recognition of meritorious contributions to the science of nutrition in Southern Africa or the payment in good faith or remuneration to any officer or servant of the Society or to any member of the Society in return for any services actually rendered to the Society.
- 18.6 No donation will be accepted which is revocable at the instance of the donor for reasons other than a material failure to conform to the designated purposes and conditions of such donation, including any misrepresentation with regard to the tax deductibility thereof in terms of section 18A: Provided that a donor (other than a donor which is an approved public benefit organisation or an institution, board or body which is exempt from tax in terms of section 10(1)(cA)(i), which has as its sole or principal object the carrying on of any public benefit activity) may not impose any conditions which could enable such donor or any

connected person in relation to such donor to derive some direct or indirect benefit from the application of such donation.

- 18.7 All public benefit activities carried on by the Society will be for the benefit of, or widely accessible to, the general public at large, including any sector thereof, other than small and exclusive groups.

19. LIMITATION ON THE USE OF FUNDS OF THE SOCIETY

- 19.1 All funds of the Society shall be invested or held in the name of the Society.
- 19.2 The funds shall be administered and controlled by the Council.
- 19.3 Funds that are not immediately required for this purpose may be invested in the name of the Society.
- 19.4 The Society shall not carry on any profit-making activities; or participate in any business, profession or occupation carried on by any of its members; or provide any financial assistance, premises, continuous services, or facilities to its members for the purpose of carrying on any business, profession or occupation by them.
- 19.5 The funds of the Society will be used solely for the objects for which it was established.

- 19.6 No activity will directly or indirectly promote the economic self-interest of any fiduciary or employee of the organisation otherwise than by way of reasonable remuneration.
- 19.7 No funds will be distributed to any person, other than in the course of undertaking any public benefit activity.
- 19.8 No amendment to the provisions of this paragraph may be made without the prior approval of the Commissioner of the South African Revenue Services (SARS).
- 19.9 Upon dissolution of the Society, the current Council, or the last elected Council, shall pay over or transfer the remaining assets to:
- 19.9.1 Another public benefit organisation which has been approved in terms of section 30 of the Act. with objects similar to those of the Society.
 - 19.9.2 Any institution, board or body which is exempt from payment of income tax in terms of section 10(1)(cA)(i) of the Act, which has as its sole or principal object the carrying on of an public benefit activity; or
 - 19.9.3 Any department of state or administration in the national or provincial or local sphere of government of the Republic contemplated in section 10(1)(a) or (b) of the Act.

20. AMENDMENT OF THE CONSTITUTION

20.1 The Constitution may only be amended at a General Meeting of the Society, provided that written notice of the proposed amendment of the Constitution has been given **four (4)** weeks prior to the meeting and that 60% of those voting members at the Meeting vote in favour of the proposed amendment.

20.2 Members shall be entitled to vote in person or by proxy. Where any amendment to the Constitution is proposed, a proxy form shall be sent to the members with the notice envisaged in 20.1 above.

20.3 A copy of all amendments to the founding documents will be submitted to the Commissioner for the South African Revenue Service.

SIGNED: 
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President: Nutrition Society of South Africa

WITNESS: 
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DATE: 18 June 2024
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