

**SOUTH AFRICAN
TRANSPLANT SPORTS
ASSOCIATION
(SATSA)**

CONSTITUTION

October 2014

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SECTION I - GENERAL

1. The Organisation shall be called “South African Transplant Sports Association “ hereinafter called SATSA or the Association.
2. **SATSA is:** A non profit organisation representing transplant recipients, donor families (including living donors), Health Care professionals involved in organ donation and transplantation, corporate businesses involved in transplantation and corporate business involved in funding and sponsorships. It is registered and has a Fund-raising number.
3. **SATSA VISION**
Our vision as a purpose driven sports organisation is to be a leader in optimising the quality of life of organ transplant recipients, and through sports and other physical activities, promote organ donation and transplantation.
4. **MISSION STATEMENT**
The mission of SATSA is to provide, through sports and other physical activities, an information and support network for members to promote quality of life of organ transplant recipients, recognize contributions made by donors and families, and to create more public awareness of the need for and benefits of organ donation and transplantation.
5. **OBJECTIVES:** In the act of representing the above specified groups the objectives of SATSA are:
 - 5.1. To demonstrate the improved quality of life following transplantation through arranging, involvement with and participation in sports and other physical activities;
 - 5.2. To provide support services for members;
 - 5.3. To show recipients’ gratitude towards and recognition of living donors and families of deceased donors;
 - 5.4. To facilitate, through a Transformation and Development plan the participation of persons from previously disadvantaged communities, in the activities of SATSA;
 - 5.5. To promote awareness, educate and inform the general public with regard to the need for organ and tissue donation and transplantation and;
 - 5.6. To co-operate with persons / organisations concerned with and involved in organ donation and transplantation.
6. **POWERS:** In furtherance of the above objectives, SATSA shall have the following powers:
 - a. To arrange regular sporting and recreational events on a national and regional basis where members and their families will have the opportunity to participate. The culmination of these events will be the “*Transplant Games of South Africa*” which will be held every two years (with due consideration given to the date of the World Transplant Games) and which will act as a qualifying event for the World Transplant Games held by the WTGF in various countries around the world. It is understood that transplantees will be able to take part in the Transplant Games and represent South Africa at the World Transplant Games;
 - b. To arrange events to further the awareness of the need of organ donation and transplantation in the country;

- c. To raise funds from individuals, groups or companies by means of Membership subscriptions, donations, sponsorships, fund-raising drives or any other legal means.
- d. **SATSA Affiliation** – The Association shall apply for affiliation to all such organisations as shall be necessary to satisfy the requirements of the authorities for participation in International Sporting events.

Continued affiliation to the following will be maintained:

- * SA Sports Confederation and Olympic Committee - (SASCOC)
- * World Transplant Games Federation - (WTGF)

7. **LANGUAGE:** English shall be the language of choice in the proceedings of the Association as well as its promotional and educational material.

SECTION II - MEMBERSHIP

1. **MEMBERSHIP:**

The Membership of the Association will consist of the following categories:

- (a) **Full Members** – Transplant Recipients (Heart, Lung, Liver, Kidney, Pancreas & Bone marrow) – *only transplantees will be able to represent SA at the World Transplant Games;*
 - (b) **Associate Members** - Family members of recipients; Donor Families; Individual professionals / corporate individuals and the general public (including friends of patients, interested individuals, etc.);
 - (c) **Affiliated Members** – National & International organisations & Societies;
 - (d) **Honorary Life Members** – Individuals upon which this membership was conferred due to their contributions of exceptional merit made to the knowledge of transplantation or to the Association. They shall be nominated by the members and/or recommended by the Committee and shall be elected by majority vote of the members at the Annual General Meeting of the Association. They shall be exempt from dues and shall retain full voting rights.
 - (e) **Life Members** – Life membership will be conferred upon Full members after ten (10) consecutive years of membership in good standing. They shall be exempt from dues and shall retain full voting rights.
- 1.1 Membership of SATSA shall be open to any person who agrees to align him/herself with the aims and objectives of the Association.
 - 1.2 A Membership Application for each person wanting to join the Association shall be duly completed and handed to a Regional Representative and/or the SATSA Secretariat;
 - 1.3 An **Entrance Fee**, to be agreed upon at the Annual General Meeting, will be due on a once off basis upon joining the Association;
 - 1.4 A **Membership Fee**, to be agreed upon at the Annual General Meeting, will be due on an annual basis and become payable 30 days after the Financial Year end and/or before the Annual General Meeting is held.
 - 1.5 Membership of the Association will continue and fees be due and payable until the Association is advised in writing to the contrary;

- 1.6 In the case of a member making him/herself guilty of misconduct a Disciplinary Procedure will come into effect – See Sect. II [1.10].
- 1.7 Members undertake to disclose any sponsorship they may receive for attending the National or World Transplant Games or other events staged under the auspices of SATSA. *Only funds received from family members and employers need not be disclosed.*
- 1.8 It is the express purpose of SATSA to make financial assistance available to its members who participate in the National and World Games. This can only be done through sponsorships and financial contributions from various government and sport organisations as well as corporate organisations. These funds will be used to ensure that as many participants as possible are able to participate in these events.
- 1.9 All members of the Association shall be deemed to have been indemnified and held harmless in his/her personal capacity against any loss which the Association or its members may suffer by reason of the actions of the Committee or any member of the Association, save where such action has been taken in breach of good faith.

SECTION III - COMMITTEES

1. THE MANAGEMENT COMMITTEE:

The Management Committee will consist of the following persons who are members of SATSA in good standing and were duly elected at an AGM:

- a. The **Chairman** who shall be the administrative head of SATSA and act as Chairman at all meetings;
- b. The **vice-Chairman** who will assist the Chairman in his duties and who will act as Chairman at meetings in his/her absence;
- c. The **Treasurer** who shall be responsible for keeping the finances of the SATSA in good order as well as meeting all legal requirements. He/she shall also be responsible for preparing and presenting the audited accounts to the Annual General Meeting of SATSA;
- d. **Regional Representatives** – The rest of the Committee will be made up of one (1) and a maximum two (2) member/s from a Regional Committee, duly nominated by each Region prior to the AGM. These members will assist with matter concerning the efficient running of the affairs of SATSA.
- e. **Co-opted Members** – In the case of the SATSA Committee needing a person/s with specific expertise, the Committee may co-opt such a person to perform a specific task and for a specific period, to ensure the efficient running of the Association. Such co-opted members will not have the right to vote except on matters specifically pertaining to their co-option.
- f. **The Executive Secretary** who shall be responsible for the daily administration of SATSA; keeping minutes of meetings and ensuring compliance with all legal requirement regarding the Association. As an employee, the Executive Secretary will not have any voting powers on the Management Committee although he/she will be expected to attend all meetings – See Sect. III paragraph 4 (4.5)
- g. **Sub-Committees** – There will be three (3) standing sub-Committees in the Association and the Chairman will, ex officio, serve on each of these and all other sub-committees that might be established:

- (i) **Finances** – This Committee will consist of the Chairman, Treasurer, vice-Chairman and Executive Secretary . Other members may be co-opted onto this committee from time to time. It will be responsible for the effective management of the Association’s financial matters;
- (ii) **Communication** – This Committee will consist of the Chairman, Executive Secretary and three other members who will be responsible for generating regular Newsletters and create other cost effective ways of communication with members as well as the media and other transplant & donor organisations & associations;
- (iii) **Membership** – This Committee will consist of the Executive Secretary and three other elected members who will be responsible for the maintenance of the Membership Database as well as finding effective ways of generating a larger and wider membership for the Association.
- (iv) In the case of the SATSA Committee needing a person/s with specific expertise, the Committee may co-opt such a person to perform a specific task. A Specific sub-Committee may be set up for this purpose. The Committee must determine the sub-committee’s powers and Terms of Reference (TOR) very clearly. A sub-committee may co-opt members, provided that it is communicated to the SATSA Management Committee;

2. **EXECUTIVE COMMITTEE (EXCO):**

- 2.1 **Membership** - The Executive Committee shall consist of the following members of the Management Committee: Chairman, vice-Chairman and Treasurer. The Executive Secretary will be a part of all EXCO Meetings but, as an employee, will not have any voting powers.
- 2.2 **Additional members** – The EXCO may invite any person to attend specific meetings of this committee should they require some expertise or a person with specialized knowledge in order to make a decision or form an opinion.

3 **ADVISORY PANELS:**

Advisory Panels may be appointed by the Management Committee to deal with specific issues as and when required. The Management Committee will determine the composition, tenure and Terms of Reference of such panels.

4. **POWERS & RESPONSIBILITIES OF THE MANAGEMENT COMMITTEE:**

- 4.1 The Management Committee shall not consist of less than seven (7) members, including the elected officials;
- 4.2 The members of the Management Committee shall ensure that the Aims & Objectives of the Association is pursued vigorously and is never compromised;
- 4.3 No member of the Management Committee may have a direct or indirect interest in or benefit from any contract or agreement concluded by the Management Committee unless it is unanimously approved by the full Management Committee and ratified at the AGM;
- 4.4 The Management Committee is empowered to make any by-laws considered necessary but which are not inconsistent with the Constitution. These could relate

to the day to day running of the Association as well as the conduct of full-time or part-time employees or members;

- 4.5 Paid officials of SATSA may serve on the Management Committee in an advisory capacity but will have no voting rights;
- 4.6 In the case of SATSA making use of a fund-raiser or fund-raising organisation for the specific purpose of generating funds for the Association, the total remuneration/commission (including expenses) paid to such a person or organisation shall not be more than twenty five percent (25%) of the total funds collected unless otherwise agreed to by the Committee **and** a General Meeting of SATSA;
- 4.7 The Management Committee may appoint staff to carry on the purposes for which the Association was formed and to warn, suspend or dismiss the same;
- 4.8 All Committee Members of SATSA (National & Regional) shall act in an honorary capacity save as provided for in Sect. VII [1 (1.4 & 1.5)]
- 4.9 Upon and by virtue of having elected the Committee, the Association shall be deemed to have indemnified and held harmless each of the members of the Committee in his/her personal capacity and the Committee as a whole against any loss which the Association or its members may suffer by reason of the actions of the Committee or any member thereof, save where such action has been taken in breach of good faith.

5. POWERS & RESPONSIBILITIES OF THE EXECUTIVE COMMITTEE:

- 5.1 The EXCO shall be responsible for the day to day running of the Association and making such decisions as will be necessary for the smooth and effective running of the Association between meetings of the Management Committee;
- 5.2 All decisions by the EXCO should be in line with the Constitution and must be ratified at the next Management Committee Meeting;
- 5.3 Should the EXCO have any doubt about a specific decision, the advice of members of the Management Committee should be sought.
- 5.4 Signing of agreements: In the light of possible future agreements that will need to be signed the following was decided: That any one member of the Executive Committee, after consultation with and receiving approval of the rest of the members of the Management Committee, is empowered to sign documents related to Agreements between the Association and other bodies that are required for the general running of the Association's business. Any such documents signed by the member of the Executive will be binding on the Association for the period of the agreement.

6 THE AUDITOR:

- 6.1 The Auditor will be proposed by the Management Committee and formally appointed at the Annual General Meeting of the Association;
- 6.2 The Auditor's remuneration shall be proposed by the Management Committee and approved at the Annual General Meeting of the Association;
- 6.3 The Auditor shall not be a member of the Management Committee and must be a member in good standing of the Institute of Chartered Accountants of SA.

SECTION IV – REGIONS AND POWERS

1. REGIONS:

It is foreseen that as membership increases, and in accordance to the policies of the Department of Sport & Recreation and SASCOC, Provincial structures will be established.

- (a) Eastern Cape
- (b) Free State
- (c) Gauteng
- (d) KwaZulu-Natal
- (e) Mpumalanga
- (f) Northern Cape
- (g) North West
- (h) Limpopo
- (i) Western Cape

Each of these Regions will be allowed one (1) and a maximum of two (2) representatives on the Management Committee. Sect. III [1 (e)]

2. OPERATIONAL POWERS OF REGIONS:

- 2.1 Regional Committees shall elect their own members at a General Meeting of the Region, constituted for that purpose;
- 2.2 Regions shall decide on their own number of members to be elected to the Regional Committee according to their needs;
- 2.3 The representative/s of a Region on the Management Committee shall be a member of a Regional Committee;
- 2.4 The Chairman of SATSA will *ex officio* be a member of all of the Regional Committees.

SECTION V – TERMS OF OFFICE AND ELECTION

1. TERMS OF OFFICE (Regional & National):

- 1.1 The term of office for SATSA and Regional committee members shall be two (2) years and at the end of the period they may stand for re-election for another period of two (2) years;
- 1.2 The same person may not hold the office of Chairman or Vice-Chairman or Treasurer for longer than three (3) terms – six (6) years. The person may however continue to serve on the Management Committee in another capacity or as an ordinary elected member;
- 1.3 Should a Regional Committee member leave his/her respective region for whatever reason, their position on the SATSA Management Committee will be vacated and the region will have the right to nominate another person to fill the vacancy until the next election. The person will then retire but will be eligible for re-election;
- 1.4 Should a SATSA Management Committee member resign for whatever reason, they may continue to serve on their Regional Committee and their

vacancy will be filled by the Regional Committee nominating a member from that Committee.

- 1.5** In exceptional circumstances and only when recommended by the Management Committee and voted on by the Annual General Meeting with a 66% approval, can a person hold office for a period longer than stated in 1.2 above.

2. ELECTION OF SATSA AND REGIONAL COMMITTEE MEMBERS:

- 2.1** The election of SATSA and Regional Committee members will take place at the respective Annual General Meetings;
- 2.2** Nominations should be with the SATSA National Office or Regional Secretary not less than fourteen (14) days before the date of the Annual General Meeting;
- 2.3** Nominations must be presented on the prescribed form; be in writing and contain the names and signatures of the Proposer and Seconder and a written, signed consent of the nominee;
- 2.4** A nominee for the SATSA Management Committee must also be a member of a Regional Committee.

SECTION VI – MEETINGS

1. SATSA MEETINGS:

- 1.1** The Annual General Meeting will be held at a date, time and venue to be decided by the Management Committee and so communicated to the membership by way of Notice {Sect.VI [4]} but not more than six (6) months after the end of the financial year;
- 1.2** The AGM shall have the powers to raise, discuss and decide on any matter whatsoever subject to notice having been given as set out in Sect. VI (4)
- 1.3** A Special General Meeting may be called by fifteen percent (15%) of the membership requesting such a meeting and giving notice of the business they wish to be transacted at the meeting. Notice of such a meeting must be posted (date stamped) at least twenty-eight (28) days before the proposed date and should contain the date, time and venue for the meeting as well as the Agenda stating the specific subject to be discussed at the meeting;
- 1.4** A Special General Meeting can also be called by at least fifty percent (50%) of the members of the SATSA Management Committee. The same procedure as in Sect VI (4) must be followed in giving notice of such meeting.

2. QUORUM AT SATSA MEETINGS:

- 2.1** A quorum at any Committee Meeting of SATSA will comprise 50% of the committee plus one (1). No business shall be transacted unless a quorum is present;
- 2.2** If a quorum is not present 30 minutes after the appointed time for two properly called Committee meetings in succession, the Chairman appointed for the second meeting will re-convene the meeting 60 minutes after the initially appointed time. The number of members present at this time will constitute a quorum and decisions taken will take effect and be binding;

2.3 A quorum at SATSA General Meetings will comprise 15% of the membership plus one (1);

2.4 In the case of a quorum not being present at a General Meeting 30 minutes after the appointed time, the Chairman may re-convene the meeting 60 minutes after the appointed time and the number of members present will then constitute a quorum. All decisions taken will take effect and be binding.

3. VOTING:

3.1 All resolutions must be in writing, proposed and seconded before being put to the vote;

3.2 A resolution must be forwarded to the Executive Secretary before the date of the meeting;

3.3 Voting will always be by show of hands unless the Chairman requires a secret ballot or a motion by a member is passed and duly seconded;

3.4 At SATSA Annual General, Special General & General Meetings:

3.4.1 Each member of SATSA has one vote. In the case of equal votes, the Chairman will have a deliberative and casting vote;

3.4.2 Members may vote by proxy. Written proxies stating who is to vote on their behalf (the Appointer), to be lodged with the Executive Secretary of the meeting not less than one (1) hour before the appointed time of the meeting. It is understood that the Appointer has to be present at the meeting and cannot transfer his/her rights and responsibilities to another person;

3.5 Proposals & Counter Proposals - In the case of a counter proposal or a number of counter proposals being put to the meeting, the members will vote on the last proposal and if that receives a majority, it is carried. If it does not receive a majority the second last proposal is voted on and so on, until one proposal receives a majority vote.

4. NOTICE OF MEETINGS:

Notice of all SATSA General Meetings shall be posted (date stamped) to all members at least twenty-eight (28) days before the proposed date and shall contain the following:

- a. Date and time of Meeting
- b. Venue for the Meeting
- c. A proposed Agenda covering business to be transacted.
- d. Any proposals / Motions to be dealt with at the time of giving notice.

SECTION VII - FINANCES

1. FINANCIAL MATTERS - National:

1.1 The SATSA Financial Year shall end on 31st March of every year. The Treasurer will be required to prepare a set of audited accounts to be presented to the members at the Annual General Meeting. The audited accounts to be distributed to Regions as soon as they are available;

1.2 The SATSA Management Committee may open or close banking accounts at such banks or financial institutions as they see fit. All cheques and orders for

payment of money shall be signed by not less than two (2) members of the Committee – one to be the Treasurer;

- 1.3 Surplus funds of the Association may only be deposited in registered financial institutions as defined in Section 1 of the Financial Institutions (Investment of Funds) Act, 1984
- 1.4 Any member engaged in any profession shall be entitled to charge and be paid a fair market related charges for work done by him/her or their firm in connection with the execution of his office. All this on condition that there was prior unanimous agreement in SATSA Management Committee;
- 1.5 Members may be reimbursed for any reasonable and legitimate expenses, including any travelling or other expenses, incurred by him/her in carrying out his/her duties as a member or Committee Member. All this on condition that such expenses were approved by the Management Committee prior to incurring them and claimed on an Official Expenses Claim Form;
- 1.6 No profits or gains will be distributed to members but will be retained for the sole purpose of pursuing the objectives of SATSA as set out in this document - Sect. I (4);
- 1.7 Sponsorships received: Any funds received from any source other than family or an employer MUST be declared to SATSA {Sect II 1 (1.7)} who will take this into consideration in the apportioning of funds for the National or World Games or any other event for which sponsorship has been received;
- 1.8 SATSA shall consider any request for financial support from a Region within reasonable time and communicate the decision in writing through the Secretary. Requests should be made in writing and must include exact budgets and financial implications to the association as well as the timing of assistance required. The reply to the Region shall state the type of support and the exact amounts allocated to such projects.

2. **FINANCIAL MATTERS – Regional:**

- 2.1 The Financial Year of the Regions will end on 31st March of every year. Each Region in the person of its Treasurer will be responsible for its own fund-raising and control of its finances;
- 2.2 The Treasurer of each Region to submit an audited set of accounts to the SATSA Annual General Meeting for approval;
- 2.3 Regions may open bank accounts and the same conditions shall apply as in Sect VII 2 (2.2) above;
- 2.4 Regions may invest surplus monies and the same conditions shall apply as in Sect VII 2 (2.3) above.

SECTION VIII - GENERAL

1. **EMPLOYMENT OF STAFF:**

SATSA shall be at full liberty to employ and remunerate accordingly, any person or agent to perform specific tasks or to transact such business as the Management Committee may deem necessary to pursue the aims and objectives of the Association. See Sect. III (8.7)

2. **THE CONSTITUTION:**

2.1 Changes to Constitution:

- 2.1.1 Any changes to the Constitution can only be made at an Annual General Meeting or a Special General Meeting called for that specific purpose;
- 2.1.2 Any proposed changes must have a Proposer & Seconder and must be submitted in writing to the Secretary of SATSA at least thirty five (35) days prior to the AGM or Special General Meeting in order to be included in the Notice of Meeting and Agenda;
- 2.1.3 The Constitution shall change in the case of a 75% majority vote of those present (including proxy votes) having been recorded in support of the proposed changes;
- 2.1.4 Changes to the Constitution must be submitted to the Department of Social Development, SASCO, National Department of Sport & Recreation and the SA Revenue Services
- 2.1.5 Notwithstanding anything in this Constitution, at least two (2) Regional Committees, as defined in Sect. IV 1 & Sect. V 2, may compel SATSA to convene an extraordinary SATSA General Meeting, after receipt of a written submission detailing the proposal which needs to be discussed by the Meeting. Such an extraordinary meeting must be convened within eight (8) weeks after receipt of such a motivated proposal;

2.2 Dispute Resolution

- 2.2.1 Any dispute arising out of or in connection with the enforceability of this Constitution, or the application and interpretation of the provisions hereof, or any dispute between any members of SATSA or between a member and the SATSA Management Committee, shall be referred to the Arbitration Foundation of South Africa (AFSA) for resolution through mediation or expedited arbitration in terms of the Rules and Procedures of the Resolution of Disputes in Sport, prevailing at the time of such dispute is so referred. In the event of arbitration in terms of the foregoing such resolution shall be final and binding on the parties to the dispute.
- 2.2.2 The laws of South Africa shall be final in the event of any dispute of differences arising amongst the members of SATSA or the regions.

3 SECTION IX – DISSOLUTION

1. DISSOLUTION OF ASSOCIATION

- 1.1 The Association may be dissolved for the following reasons and upon fulfilment of the following conditions:
- 1.1.1 As a result of a resolution passed by two-thirds majority of the members present at a duly constituted General Meeting of members;
 - 1.1.2 If as a result of the Association becoming dormant and not able to fulfil its aims and objectives any longer, a motion is passed by two-thirds majority of the members present at a duly constituted General Meeting of members.
- 1.2 In the event of the dissolution of the Association, then after repaying all loans or other legally due amounts to all creditors, being members or otherwise, the balance of the Association's assets shall be placed in trust with a suitable entity to be held in safe custody pending the formation of a replacement organisation with similar aims and objectives and itself exempt from payment of income tax in terms of the laws of the Republic of South Africa – Section 10 (1) (cA) of the Income Tax Act; 58 of 1962
- 1.3 The transfer of the balance of the funds may also be decided upon at the meeting where the dissolution of the Association was agreed upon. The decision to be agreed by a two-thirds majority of members present;
- 1.4 In the case where agreement cannot be reached, the decision will revert to an Interim Committee of a minimum of five persons, to be appointed by the members present through a show of hands and a simple majority.

We, the undersigned, being members of SATSA Management Committee hereby accept this Constitution, on behalf of the present and all future members of SATSA after its acceptance at the General Meeting of the Association held at the Fountains Hotel, Cape Town on Thursday 9th October 2014

Chairman

Secretary

Vice-Chairman

Treasurer

Committee Member

Committee Member