

# Biotech South Africa

## CONSTITUTION

### 1. GENERAL

#### 1.1 Name

The name of the Association shall be **Biotech South Africa (BioSA)** hereinafter referred to as the "Association".

#### 1.2 Head Office

The head office of the Association shall be determined by the duly elected Management Team of the Association, hereafter referred to as the "Management" from time to time.

#### 1.3 Fundraising

The Association shall be entitled to raise contributions for the attainment of its objectives.

### 2. POSITION STATEMENT

**to** BioSA's members, as well as business partners and public institutions, BioSA  
**is** the collaborative network and independent voice  
**that** actively supports and represents private biotech SMMEs  
**because** we are committed to the growth of the South African biotech and life sciences sectors in the global market.

### 3. OBJECTIVES

The Objectives of the Association are to:

3.1 Support and represent the interests of private biotech SMMEs in the biotechnology and life sciences industries in South Africa.

3.2 Offer membership to all organisations and/or individuals sharing its objectives.

- 3.3 Foster awareness in industry, government, educational institutions and other bodies in South Africa on the application and potential of biotechnology and life sciences based on scientific facts.
- 3.4 To be a source of information for the public on private biotech SMMEs in the biotechnology and life sciences industries in South Africa and their activities, as well as to encourage full and open public debate on biotechnology and its implications.
- 3.5 Liaise and co-operate, when considered appropriate, with organisations with similar objectives in the attainment of the objectives of the Association.
- 3.6 Provide a forum for the exchange of information and policy debate amongst private SMMEs in the biotech and life sciences sectors and Association members.

#### **4. MEMBERSHIP AND AFFILIATION**

- 4.1 Membership of the Association shall be open to all persons who subscribe to its Objectives. The following classes of membership may be granted, refused, awarded or cancelled by the Management:
  - 4.1.1 Full member: Membership is open to any private biotech SMME operating in South Africa. This class of membership has full voting rights at Annual General Meetings and Special General Meetings, or when required.
  - 4.1.2 Associate member: This form of membership is open to any person. This class of membership does not have voting rights at Annual General Meetings and Special General Meetings.
  - 4.1.3 Student member: This form of membership is open to any natural person who is a registered student at an educational institution. This class of membership does not have voting rights at Annual General Meetings and Special General Meetings.
- 4.2 The Management shall have the authority to create a further class or classes of membership and to define the terms of such membership.
- 4.3 The Association may upon application admit by affiliation other bodies having as their aim in whole or in part the objectives of BioSA. Any body so admitted shall contribute towards the funds of the Association a sum

which may be determined by Management in consideration for such affiliation.

- 4.4 Subscriptions are payable by the members in categories 4.1.1, 4.1.2 and 4.1.3 and shall be determined by the Management from time to time.
- 4.5 Members shall be admitted upon ratification by Management and on the payment of their subscription, to be renewed annually. The Management's authority to refuse or cancel membership shall not be arbitrarily exercised.

## **5. MANAGEMENT TEAM**

- 5.1 The Management of the Association shall consist of:
  - 5.1.1 Four (4) members elected at the Annual General Meeting, one (1) of whom will be President of the Association. Other portfolios, may including but are not limited to Vice-President, Secretary and Treasurer.
  - 5.1.2 No more than two (2) additional members co-opted by the four (4) elected members.
- 5.2 The Management shall be invested with the following powers:
  - 5.2.1 To administer, manage and control all the affairs of the Association including its assets and to invest and re-invest the same as it deems fit.
  - 5.2.2 To frame such regulations as it may think fit for the good management of the Association, which regulations shall be subject to confirmation by an Annual General Meeting or a Special General Meeting.
  - 5.2.3 To engage staff members and service providers as it may deem fit.
  - 5.2.4 To remunerate management, staff members and service providers when necessary, to fulfil the mandate of the Association.

- 5.2.5 To open and operate accounts with banks, building societies or other financial institutions and to draw, make, accept, endorse, discount, issue and negotiate cheques, promissory notes or other negotiable and transferable instruments for the purpose of the Association.
  - 5.2.6 To acquire, administer, manage and control the fixed assets of the Association and if duly authorised by Resolution of a Special or General Meeting of the Association, to lease, sell, mortgage, exchange, donate, acquire or grant servitude rights or obligations or otherwise to alienate the same.
  - 5.2.7 To borrow, raise or secure payment of money upon pledge or mortgage of the assets of the Association, movable or immovable or in such other manner as the Management shall deem fit.
  - 5.2.8 Generally, within the framework and with the powers expressed and implied in all the paragraphs of the Constitution, to do all things necessary to fulfil the Objectives of the Association.
- 5.3 Election of Members of Management shall be as follows:
- 5.3.1 Subject to the Provisions of this sub-paragraph, members of the Management shall be elected for a period of two (2) years.
  - 5.3.2 After every two (2) year period, the elected members of the Management shall retire from office at the Annual General Meeting.
  - 5.3.3 A retiring member shall be eligible for re-election.
  - 5.3.4 The names of all members of the Management and their compulsory retiring dates shall be sent to members with the notice of the Annual General Meeting.
  - 5.3.5 Nominations for the election of all Management members due for election at an Annual General Meeting must reach the President of the Association not less than twenty eight (28) calendar days before the date set down for the Annual General Meeting. Nominations must be signed by the proposer and seconder and the person nominated, to signify her or his acceptance of the nomination. In the absence of sufficient

nominations to fill the vacancies, the newly elected Management shall have the power to fill the vacancy/ies by co-option.

- 5.4 At its first meeting after its election, Management:
  - 5.4.1 May elect from amongst its members a President, Vice-President, Secretary and Treasurer or other portfolios as deemed necessary.
  - 5.4.2 May nominate from amongst its members or from members of the Association, Working Committees and Service Providers for special purposes as it may deem fit, and delegate to the said Committees or Providers such of the Management's powers and functions as may be considered desirable and related to their terms of reference.
- 5.5 The Management shall be entitled at any time to establish committees sub-committees or service providers for special purposes as it may deem necessary in accordance with clause 5.4.2 above.
- 5.6 Proceedings of Management shall be in accordance with the following rules and practice:
  - 5.6.1 If a member thereof fails to attend two (2) consecutive meetings without leave, she or he will, at the discretion of the President, be considered to have vacated his seat and he shall be informed accordingly in writing by the Association. The Management may, however, grant leave of absence to any of its members of a period not exceeding one (1) year.
  - 5.6.2 Should a vacancy occur in its membership or in the membership of any of its committees after having assumed office, the Management shall have the power to fill such a vacancy for the rest of the period remaining before the next Annual General Meeting.
  - 5.6.3 At least four (4) meetings of the Management shall be held a year at such times and places as the President may appoint. Fourteen (14) days written notice of all meetings, containing the agenda to be discussed, shall be sent via email to each member, and proper minutes of all meetings shall be kept by the Secretary of the Association or deputy, who shall attend all Management meetings.

5.6.4 Three (3) elected members shall form a quorum at any meeting, the majority vote shall count and the President shall have both a casting and a deliberative vote.

5.6.5 Proper books and accounts of the business and affairs of the Association shall be kept and with the President's permission shall be available on request to members of the Management which shall cause same to be audited annually by a registered public accountant and auditor, and the financial year shall be from 1 January to 31 December.

## **6. LEGAL STATUS**

6.1 The Association is a juristic person and shall have all the powers of a persona-in-law including the power in its name to acquire property, both movable and immovable.

6.2 All legal proceedings by and against the Association may be brought and defended in the name of the Association whose President shall have the power to institute and defend any such proceedings on its behalf and in its name when authorised thereto by the Management.

6.3 The liability of its members is limited to the unpaid amount of their subscriptions.

## **7. ANNUAL GENERAL MEETING**

7.1 The Annual General Meeting of members of the Association shall be held in the third quarter of each calendar year at such time and place as the Management may determine after giving members twenty eight (28) calendar days email notice containing the agenda for the meeting, the financial statement, audited accounts and the Management's annual report.

7.2 The business of the Annual General Meeting shall be:

7.2.1 Adoption with or without modification of the Annual Report of Management and the Financial Statement with Audited Accounts.

- 7.2.2 Consideration of notices of motion which have been submitted in writing to the Association fourteen (14) calendar days prior to the date of the Annual General Meeting.
  - 7.2.3 Election of Auditors for the ensuing year: should a member wish to nominate alternative Auditors, written notice of intention to do so shall be submitted to the Association fourteen (14) calendar days prior to the Annual General Meeting.
  - 7.2.4 Election of Management Members as provided for in sub-paragraph 5.3.
  - 7.2.5 Any other business with the permission of the President.
- 7.3 The quorum of an Annual General Meeting shall be ten (10) members with voting rights. If a quorum is not present the meeting shall stand adjourned until such time and place as the Management may determine when those present shall form a quorum. No resolution shall be valid unless passed by a simple majority of members with voting rights who have voted in person or by proxy vote.
- 7.4 The President for the time being, or in his absence, the Vice-President, shall preside at an Annual General Meeting and, if the President and Vice-President be absent, a member of the Management shall preside. In the event of all Management members being absent, the meeting shall elect one (1) of its members present to be chairman.

## **8. SPECIAL GENERAL MEETING**

- 8.1 A Special General Meeting of the Members of the Association may be called by the Management, on twenty eight (28) calendar days written notice, for such purpose and at such time and place as the Management may decide, and it shall be called on twenty eight (28) calendar days written notice after receipt of a requisition to the Association signed by at least ten (10) members with voting rights. Such requisition and subsequent notice of meeting shall state specifically the reason for which such meeting is desired and the motions to be submitted thereat. If the necessary quorum of ten (10) members with voting rights be not present at the Special Meeting so called, the notice thereof and any requisition therefore shall lapse and the motions to be considered shall fall away.

8.2 Ten (10) members with voting rights shall form a quorum at any Special General Meeting and the business of the meeting shall be confined to that for which it was specifically called.

8.3 Special General Meetings shall be presided over as prescribed in clause 7.4 and the majority vote shall count for any Resolution to be carried.

## **9. DISSOLUTION OF THE ASSOCIATION**

On its Dissolution the assets of the Association shall be taken into possession by a liquidator, appointed by a General Meeting of the Association, who will discharge all liabilities incurred by the Association and shall transfer all assets remaining thereafter to a company, society or association with objectives similar to those of the Association and registered in terms of the Fund Raising Act.

## **10. CHANGES TO THIS CONSTITUTION**

A motion to amend this constitution at an Annual General Meeting or a Special General Meeting must be passed by a two-thirds majority of the members with voting rights who have voted in person or by proxy vote at such meeting.