

**REPUBLIC OF SOUTH AFRICA**  
**COMPANIES ACT, 2008**  
**MEMORANDUM OF INCORPORATION OF A NON-PROFIT COMPANY**  
**Name of company: AFRICA SOCIETY FOR BLOOD TRANSFUSION NPC**  
**Registration no.: 2011/008414/08**  
**("the Society")**

**ADOPTION OF MEMORANDUM OF INCORPORATION**

This Memorandum of Incorporation was adopted by the Society on[    ]. The former Memorandum of Incorporation of the Society (being its "Memorandum of Association" and "Articles of Association" which were adopted in terms of the Companies Act 61 of 1973) was repealed in its entirety and simultaneously replaced by this Memorandum of Incorporation in accordance with the Companies Act 71 of 2008.

**DEFINITIONS AND INTERPRETATION**

1. In this Memorandum of Incorporation, unless the context otherwise requires, the following words shall have the following meanings:
  - a. "the Act" means the Companies Act 71 of 2008, as it may be amended from time to time. If the Act is replaced by any other legislation, reference to the Act shall be construed as a reference to the legislation from time to time in force relating to companies;
  - b. "Board" means the board of directors of the Society as it may be constituted from time to time;
  - c. "CIPC" means the Companies and Intellectual Property Commission established by the Act;
  - d. "Date of Record" shall mean the date established for purposes of determining which members are entitled to participate in and vote at the general meeting of the membership.
  - e. "Executive Director" means a director who is appointed by non-executive members of the Board to carry out specifically identified functions, including financial functions, management functions and other identified functions, and who may be compensated for fulfilling these duties;
  - f. "Financial Director" means an Executive Director of the Board who shall assist the Board with duties relating to the finances of the Society;
  - g. "Financial Services Board Act" means the Financial Services Board Act 97 of 1990, as it may be amended from time to time. If such Act is replaced by any other legislation, reference to such Act shall be construed as a reference to the legislation from time to time in force relating to financial services;
  - h. "Independent Director" means a director who has no material relationship to the Society that may interfere with the exercise of his objective independence and obligation to operate in the best interests of the Society.
  - i. "Income Tax Act" means the Income Tax Act 58 of 1962, as it may be amended from time to time. If such Act is replaced by any other legislation, reference to such Act shall be construed as a reference to the legislation from time to time in force relating to income tax;
  - j. "Managing Director" means an Executive Director of the Board who shall function as the Chief Executive Officer and oversee the operations of the Society and all of the Society's employees and officers;
  - k. "Past President" means the individual who was President of the Society immediately before the current President commenced office as such;

- l. "President" means the current President of the Society who shall perform all duties normally allocated to the office of Chairperson of the Board;
  - m. "President-Elect" means the individual who will become President of the Society when the term of the current President ends who shall perform all duties normally allocated to the office of Deputy Chairperson of the Board;
  - n. "Region" means an aggregate of members of the Society in any area demarcated by the Board geographically, politically or by virtue of any language or political company;
  - o. "Regional Committee" means a Committee which oversees the affairs of a Region;
  - p. "Securities Services Act" means the Securities Services Act 36 of 2004 as it may be amended from time to time. If such Act is replaced by any other legislation, reference to such Act shall be construed as a reference to the legislation from time to time in force relating to securities services;
  - q. "the Society" means the Africa Society for Blood Transfusion NPC, registration no. 2011/008414/08, the company which has adopted this Memorandum of Incorporation;
  - r. "Vice-President" means a Chairperson of a Regional Committee, who is an *ex officio* member of the Board;
  - s. "written" or "in writing" includes words printed, autographed, represented or produced in any mode in a visible form and further includes a data message being information generated, sent, received or stored by electronic, optical or similar means including, but not limited to, electronic mail;
2. In this Memorandum of Incorporation, unless the context otherwise requires:
    - a. words signifying the singular shall include the plural, and *vice versa*;
    - b. words signifying one gender shall include the other gender;
    - c. words signifying persons shall include any individual, firm, company, association or body of persons, whether corporate or incorporate;
    - d. reference to any provision of any legislation shall be construed as a reference to such provision as modified or re-enacted by any legislation for the time being in force;
    - e. words that are defined in the Act bear the same meaning in this Memorandum of Incorporation.

## **INCORPORATION AND NATURE OF THE SOCIETY**

### **Incorporation**

3. The Society is a non-profit company with members.
4. The Society is incorporated in accordance with and governed by:
  - a. the unalterable provisions of the Act that are applicable to non-profit companies or any higher standard, greater restriction, longer period of time or similarly more onerous requirement set out in this Memorandum of Incorporation;
  - b. the alterable provisions of the Act that are applicable to non-profit companies, subject to any limitation, extension, variation or substitution set out in this Memorandum of Incorporation; and
  - c. the provisions of this Memorandum of Incorporation.

### **Objectives and Powers of the Society**

5. The objectives of the Society are to:
  - a. pursue, promote and maintain the highest level of ethical and professional standards relating to blood collection, processing, testing and transfusion, from donor education and mobilization through transfusion of blood into a recipient, and to related disciplines;
  - b. contribute to the advancement of knowledge in the field of blood transfusion;

- c. provide opportunities for the presentation and discussion of research and development in blood transfusion;
- d. facilitate the exchange of information between its members relating to blood transfusion;
- e. act as a resource institute accessible to individual blood transfusion services or national governments on blood transfusion;
- f. encourage regional collaborative programmes dealing with, *inter alia*, manpower development, donor recruitment, safety in donor screening and general transfusion practice;

provided that such objectives shall at all times focus on the African continent and the Indian Ocean Islands.

6. Except to the extent necessarily implied by the objectives of the Society and subject to articles 7, 8, 9, 10 and 11 below, the Society shall have all the powers and capacity that are capable of being exercised or possessed by a juristic person.

7. The Society shall apply all of its assets and income, however derived, solely to advance its objectives.

8. The Society shall not, directly or indirectly, pay any portion of its income or transfer any of its assets, regardless of how the income or asset was derived, to any person who is or was an incorporator of the company, or who is a member or director or person appointed as a director of the Society except

- a. as reasonable remuneration for goods delivered or services rendered to, or at the direction of, the Society; or payment of, or reimbursement for, expenses incurred to advance a stated objective of the company;
- b. as a payment of the amount due and payable by the Society in terms of a bona fide agreement between the Society and that person or another;
- c. as a payment in respect of any rights of that person, to the extent that such rights are administered by the Society in order to advance a stated objective of the Society; or
- d. in respect of any legal obligation binding on the Society.

9. The Society shall not distribute any of its funds to any person otherwise than in the course of undertaking any public benefit activity; and shall utilise its funds solely for the objective for which it has been established or to invest such funds of the Society:

- a. with a financial institution as defined in section 1 of the Financial Services Board Act;
- b. in securities listed on an exchange as defined in section 1 of the Securities Services Act;
- or
- c. in such other prudent investments in financial instruments and assets as the Commissioner for the South African Revenue Service may determine after consultation with the Executive Officer of the Financial Services Board and the Director of Non-Profit Organisations;

provided that the Society shall not be prohibited from retaining investments (other than any investment in the form of a business undertaking or trading activity or asset which is used in such a business undertaking or trading activity) in the form that it was acquired by way of donation, bequest or inheritance.

10. The Society shall not carry on any business undertaking or trading activity unless specifically permitted in terms of section 10(1) (cN) of the Income Tax Act or the corresponding provision of any supervening legislation.

11. The Society shall not accept any donation 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 of the Income Tax Act or the corresponding provision of any supervening legislation; provided that a donor (other than a donor which is an approved public benefit organisation or an institution or board or body which is exempt from tax in terms of section 10(1)(cA)(i) of the Income Tax Act, which has as its sole or principal object the carrying on of any public benefit activity) may not impose conditions which could enable such donor or connected person in relation to such donor to derive some direct or indirect benefit from the application of such donation.

12. Upon the winding-up or dissolution of the Society, its net assets shall be distributed to one or more non-profit companies, registered external non-profit companies carrying on activities in any African country, voluntary associations or non-profit trusts having similar objectives to the objectives of the Society and as determined by its members or the Board at or immediately before the time of its dissolution.

13. If any such Society, association or trust to which any of the assets of the Society are distributed is carrying on activities in South Africa, that entity must itself be:

- a. a similar public benefit organisation which has been approved in terms of section 30 of the Income Tax Act;
- b. any institution, board or body which is exempt from tax under the provisions of section 10(1)(cA)(i) of the Income Tax Act, which has as its sole or principal objective the carrying on of any public benefit activity; or
- c. the government of the Republic of South Africa in the national, provisional or local sphere, contemplated in section 10(1)(a) of the Income Tax Act.

#### **Variation of Memorandum of Incorporation**

14. This Memorandum of Incorporation may be amended by a special resolution of the members of the Society; and the filing of a copy of such resolution, along with a notice of the amendment, with CIPC.

15. A copy of any amendment to this Memorandum of Incorporation shall be submitted to the Commissioner for the South African Revenue Service and the Directorate of Non-Profit Organisations.

16. The Board shall have the power to alter this Memorandum of Incorporation to the extent necessary to correct patent errors in spelling, punctuation, reference, grammar or similar defects. The Society must publish a notice of any such alteration by sending a copy of such alteration to each director by ordinary mail, facsimile, electronic mail or in any other manner; and filing a notice of the alteration with CIPC.

#### **Rules for Governance**

17. The Board shall have the authority to make any necessary or incidental rules for the governance of the Society in respect of matters not addressed in the Act or in this Memorandum of Incorporation (hereinafter referred to as "Rules") and to amend or repeal any such Rules.

18. The Board must publish a copy of any Rule made, amended or repealed by sending a notice thereof to each director by ordinary mail, facsimile, electronic mail or in any other manner.

19. Any Rule will take effect ten (10) business days after the filing of that Rule or on a later date specified in such Rule.

20. Any Rule that takes effect as contemplated above will be binding on an interim basis until put to vote at the next general meeting of the Society and will become permanently binding if ratified by an ordinary resolution of members.

## **MEMBERS OF THE SOCIETY**

### **Membership**

21. There shall be two (2) classes of members of the Society: voting members and non-voting members.

22. Voting members shall be Individual Members; Honorary Members, and Associate Members.

23. Non-voting members shall be Corporate Members.

24. Each member must notify the Society in writing of an electronic mail address, a fax number, and a physical or postal address; and if he has not notified the Society of at least one of the above, he shall be deemed to have waived his right to be served with any notice or document from the Society.

25. The Board has the right to reject an application for, or withdraw, membership. This applies to all categories of membership.

### **Individual Membership**

26. Admission of natural persons as Individual Members of the Society shall be by way of application as set out in articles 25 and 28 below.

27. The criteria for eligibility of an applicant for Individual Membership shall be the following:

- a. academic and/or scientific qualifications in the field of blood transfusion and related disciplines; and/or
- b. active and practical work in the field of blood transfusion and related disciplines; and/or
- c. eminent stature in the field of blood transfusion and related services.

28. Any natural person desiring to be admitted on request from the Society shall complete an application form for this purpose, available on request from the Society.

29. Each Individual Member shall have voting rights, subject to article 80 below.

### **Honorary Membership**

30. In recognition of natural persons who have rendered distinguished services to the Society or the general field of blood transfusion and related disciplines in Africa or beyond, such persons may be appointed as Honorary Members of the Society as set out in articles 31 and 32 below.

31. Any Member may nominate candidates for Honorary Membership by written notice to the Society.

32. The Board shall consider all such nominations and may appoint any such nominee as an Honorary Member of the Society, subject to such nominee's consent. The Board may decide not to appoint any such nominee as an Honorary Member.

33. Newly appointed Honorary Members shall, in addition to any rights in terms of this Memorandum of Incorporation, be presented by the President with an appropriate certificate reflecting their status as such. Such presentation shall, where possible, be made at a suitable time during an International Congress.

34. Each Honorary Member shall have voting rights.

35. Honorary membership entitles the awardee to lifelong membership in the Society.

### **Associate Membership**

36. Non-profit companies and other non-commercial juristic persons that are engaged in any activity relating to blood collection, processing, testing and transfusion, from donor education and mobilization through transfusion of blood into a recipient, shall be eligible to be admitted as Associate Members of the Society.

37. Any non-profit company or other non-commercial juristic person desiring to be admitted as an Associate Member shall complete an application form for this purpose, available on request from the Society.

38. Each Associate Member shall have voting rights, subject to article 80, below.

### **Corporate Membership**

39. Profit companies and other commercial juristic persons, which support the Society by annual grants above a minimum level determined by the Board, shall be eligible to be admitted as Corporate Members of the Society.

40. Any profit company or other commercial juristic person desiring to be admitted as a Corporate Member shall complete an application form for this purpose, available on request from the Society.

41. Save for preference being given to them at commercial exhibitions held at Congresses organised by the Society and an acknowledgement of their support by publication of their names in appropriate publications, no further rights and/or privileges shall accrue to Corporate Members. Corporate Members will accordingly have no voting rights or powers of nomination.

### **Members' Meetings**

42. The Board may convene a general meeting of the Society at any time and shall convene a general meeting at least biennially.

43. The Board shall call a general meeting of the Society upon receipt of one (1) or more written and signed demands for such a meeting, each which demand describes the specific purpose for which the meeting is proposed and, in aggregate, demands for substantially the same purpose are made and signed by members, as of the earliest time specified in any of those demands,

representing not less than ten (10) per cent of the total voting rights of all the members of the Society. No other matter or subject shall be considered at such meeting.

44. The Board may determine the time and place of any general meeting of the Society, which may be held in the Republic of South Africa or in any African country.

45. Not less than sixty (60) calendar days shall be given of any general meeting of the Society; provided always that any meeting called upon shorter notice than that prescribed above shall be deemed to have been validly called if it be so agreed by all the voting members of the Society.

46. Subject to the provisions of the Act, if there was a material defect in the giving of the notice of a general meeting, the meeting may proceed only if every person who is entitled to exercise voting rights in respect of any item on the meeting agenda is present at the meeting and votes to approve the ratification of the defective notice. An immaterial defect in the form or manner of giving notice of a general meeting, or an accidental or inadvertent failure in the delivery of the notice, to any particular member to whom it was addressed, does not invalidate any action taken at the meeting.

47. The President of the Society or, in his absence, the President-Elect or, in both of their absence, the Past-President of the Society shall take the chair at every general meeting. If at any meeting no such persons are present within ten (10) minutes after the time appointed for holding the meeting, the directors may choose one of their number to chair the meeting; and, in default of their doing so, the members present shall choose one of the directors to be the chairperson of the meeting.

48. A general meeting may be conducted entirely by electronic communication, or one or more members may participate by electronic communication in all or part of any general meeting that is being held in person, so long as the electronic communication employed ordinarily enables all persons participating in that meeting to communicate with each other without an intermediary and to participate reasonably effectively in the meeting.

49. A notice of any general meeting at which it will be possible for members to participate by way of electronic communication shall inform members of the ability to so participate and shall provide any necessary information and means to enable members to access the available medium or means of electronic communication, provided that such access shall be at the expense of the member concerned.

### **Quorum and Adjournments**

50. The quorum requirement for a general meeting to begin is sufficient persons to exercise, in aggregate, more than five (5) per cent, or twenty (20) members in good standing, of all of the voting rights that are entitled to be exercised in respect of at least one matter to be decided at the meeting; as amended from time to time; provided that if, at any time, the Society has more than two (2) members, a quorum shall not be established unless there are at least three (3) members present at the meeting.

51. A particular matter to be decided at a general meeting may not begin to be considered unless there are sufficient persons present to exercise, in aggregate, more than five (5) percent, or twenty (20) members in good standing, of all of the voting rights that are entitled to be exercised on that matter at the time the matter is called on the agenda, as amended from time to time; provided that if, at any time, the Society has more than two (2) members, the matter may not begin to be considered unless there are at least three (3) members present at such time.

52. Subject to article 54 below, if within half an hour after the appointed time for a meeting to begin, the quorum requirements for that meeting to begin have not been satisfied, is postponed,

without any motion, vote or further notice, for a further half an hour (in other words, until one hour after the time originally appointed for the meeting to begin).

53. Subject to article 54 below, if within half an hour after the appointed time for a meeting to begin, the requirements for consideration of a particular matter to begin have not been satisfied, then:

- a. if there is other business on the agenda of the meeting, consideration of that matter may be postponed to a later time in the meeting without any motion or vote;
- b. if there is no other business on the agenda of the meeting, the meeting is adjourned, without motion or vote, for half an hour.

54. The person intended to chair a meeting may extend the half hour limits referred to in articles 52 or 53 above, as the case may be, for a reasonable period on the grounds that exceptional circumstances affecting weather, transportation or electronic communication have generally impeded or are generally impeding the ability of members to be present at the meeting, or that one or more particular members, having been delayed, have communicated an intention to attend the meeting and those members, together with others in attendance, would constitute a quorum.

55. The chairperson of a general meeting may, with the consent of the meeting (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

56. The Society shall not be required to give further notice of a meeting that has been postponed or adjourned unless the location for the meeting is different from the location of the postponed or adjourned meeting, or the location announced at the time of the adjournment in the case of an adjourned meeting.

57. If at the time appointed for a postponed meeting to begin, or for an adjourned meeting to resume, the minimum quorum requirements for the commencement of a meeting or consideration of a matter have not been satisfied, the members present in person or by proxy will be deemed to constitute a quorum.

58. After a quorum has been established for a meeting, or for a matter to be considered at a meeting, the meeting may continue, or the matter may be considered, so long as at least one(1) member with voting rights entitled to be exercised at the meeting or on that matter, as the case may be, is present at the meeting.

59. The maximum period allowable for an adjournment of a general meeting is one hundred and twenty (120) business days after the record date, or sixty (60) business days after the date on which the adjournment occurred, whichever is the earlier.

#### **Representation by Proxies**

60. Any member may at any time appoint any person, including a person who is not a member of the Society, as a proxy to:

- a. participate in, and speak and vote at, a general meeting on behalf of that member; or
- b. give or withhold written consent on behalf of that member to a decision adopted otherwise than at a meeting as contemplated in article 76 below.

61. A member may appoint two (2) or more persons concurrently as proxies.



62. A proxy instrument must be in writing, dated and signed by the member; and, subject to article 63 below, remains valid for one (1) year after the date on which it was signed or any longer or shorter period expressly set out in the appointment, unless it is revoked in writing or substituted by a later inconsistent appointment and a copy of the revocation instrument to the Society.

63. If the Society has issued an invitation to members to appoint one or more persons named by the Society as a proxy, or has supplied a form or instrument for appointing a proxy (other than a generally available standard form supplied on a member's request), the invitation must be sent to every voting member of the Society and must contain adequate blank space immediately preceding the name of any person named in it to enable the member to write in the name of the proxy and, if so desired, an alternative name, as well as adequate space for the member to indicate whether the appointed proxy is to vote in favour of or against any resolution at the meeting or is to abstain from voting. Notwithstanding article 62 above, a proxy appointment initiated in this manner shall be valid only until the end of the meeting it was intended to be used.

64. Every instrument of proxy shall, as far as circumstances permit, be substantially in the generally available standard form approved by the Board from time to time, which will be supplied to a member on request.

65. A member or his proxy must deliver to the Society a copy of the instrument appointing a proxy at least forty eight (48) hours before the commencement of the meeting at which the proxy intends to exercise that member's rights, failing which such member or his proxy may deliver to the chairperson of the meeting a copy of such instrument at any time before the start of such meeting.

66. A proxy is entitled to exercise, or abstain from exercising, any voting right of the member without direction, except to the extent that the instrument appointing the proxy provides otherwise.

67. A proxy may delegate the proxy's authority to act on behalf of the member to another person, subject to any restriction set out in the instrument appointing the proxy.

68. The appointment of proxy is suspended at any time, and to the extent that, the member chooses to act directly and in person in the exercise of any rights as a member.

69. A vote in accordance with an instrument of proxy or power of attorney shall be valid notwithstanding the previous death of the principal, or revocation of the proxy or power, provided that no intimation in writing of the death or revocation is received by the chairperson of the meeting before the vote is given.

### **Votes by Members**

70. Subject to article 81 below, each voting member of the Society who is present or duly represented at a general meeting shall be entitled to one (1) vote, whether on a show of hands or on a poll.

71. At any meeting of the Society a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least five (5) members or by members who together are entitled to exercise at least ten (10) per cent of the voting rights entitled to be exercised on that matter and, unless a poll is duly demanded, a declaration by the chairperson of the meeting that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or defeated, and an entry to that effect in the book containing the minutes of the proceedings of the Society, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

72. If a poll is duly demanded, it shall be taken in such manner as the chairperson of the meeting directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

73. In the case of an equality of votes, whether on a show of hands or on a poll, if the chairperson of the meeting did not initially have or cast a vote, he or she may cast a deciding vote; in any other case, the matter being voted on fails.

#### **Members' Resolutions**

74. For an ordinary resolution to be adopted at a general meeting, it must be supported by the holders of more than fifty (50) per cent of the voting rights exercised on the resolution.

75. For a special resolution to be adopted at a general meeting, it must be supported by the holders of at least sixty five (65) per cent of the voting rights exercised on the resolution.

#### **Decisions Adopted Other than at a Meeting**

76. A resolution that could be voted on at a general meeting may instead be submitted by the Board to the members of the Society for their consideration and voted on in writing by such members within a period of twenty (20) business days after the resolution was submitted to them. Such a resolution will have been adopted if it is supported by members entitled to exercise sufficient voting rights for it to have been adopted as an ordinary or special resolution, as the case may be, at a properly constituted general meeting; and, if adopted, will have the same effect as if it had been approved by voting at a meeting.

77. An election of a director that could be conducted at a members' meeting by reason of failure to obtain a quorum or because of postponement of the meeting pursuant to Section may instead be conducted by written polling of all of the members entitled to exercise voting rights in relation to the election of that director.

78. Within ten (10) business days after adopting a written resolution or conducting a written election of directors in terms of articles 76 or 77 above, as the case may be, the Society must deliver a statement describing the results of the vote, consent process or election to every voting member of the Society.

#### **Membership Dues**

79. Individual Members and Associate Members of the Society shall pay annual dues, the amount and conditions of which shall be established by the Board.

80. For as long as any Individual or Associate Member has paid membership dues in full for the current calendar year or at least one calendar day in advance of the day the vote is to be taken or voting is to be closed, he shall be entitled to vote on any matter to be decided by the Society. The Date of Record for voting members shall be one calendar day in advance of a vote to be taken.

81. Honorary Members shall be exempt from paying dues.

82. Corporate Members shall renew their respective grants, annually, to the Society.

#### **Termination of Membership**

83. A member of the Society shall cease to be a member upon the occurrence of any one of the following events:
- a. by resignation, duly stated, in a letter of resignation addressed to the Board; in the case of an Individual Member, in the event of the member being in default as regards payment of the membership dues for the current calendar year. Such member may be reinstated as a member upon application to the Board;
  - b. in the case of an Associate Member, in the event of the member being in default as regards payment of its membership dues for the current calendar year. Such member may be reinstated as a member upon application to the Board, provided the member qualifies as such.
  - c. in the case of a Corporate Member, in the event that the member no longer qualifies as such. In other words, if such company or other juristic
  - d. person no longer supports the Society by annual grants above the minimum level
  - e. determined by the Board in respect of Corporate Members ;
  - f. by a decision of the Board, provided that the member concerned shall have the right to a hearing, as envisaged by the Laws of Natural Justice;
  - g. upon the death or final winding-up or dissolution of such member.

## **REGIONS**

84. For the purposes of this Memorandum of incorporation, the Society is divided into Regions.
85. The Board may from time to time by resolution divide, consolidate or re-delineate the area of any Region for the purposes of improving, facilitating and promoting the Society's activities in Africa.
86. Regions are organisational, not governance structures, comprising an aggregate of members that are linked and grouped for the purposes of communication, regional support and identification and implementation of regional activities and needs. Regions must align to the goals and aims of the Society.
87. The members of the Society in each Region shall elect from among them a Regional Committee and a Chairperson of such Committee.
88. The Regional Chairperson of the Society has a term of office of two (2) years and may serve for two additional terms, as long as they hold the office, title or designation which qualifies them as such.
89. The Chairperson of each Regional Committee will be an *ex officio* non-executive director and Vice-President of the Society. No other member of a Regional Committee is an *ex officio* director of the Society, nor is he deemed to be a director of the Society, nor may he act as though he is a director of the Society; and his power and authority shall be limited to activities that relate to the particular affairs of the region of which he is a Committee member.
90. The Society shall not be responsible for any debt that may be incurred by any member, Region or Regional Committee in respect of activities which did not have the prior written approval of the Board. Any such debtor/s shall be individually responsible therefor.

## **BOARD OF DIRECTORS**

### **Powers and Functions of the Board**

91. The Board shall manage and direct the business and affairs of the Society and has the authority to exercise all the powers and perform any of the functions of the Society except to the extent that the Act or this Memorandum of Incorporation provides otherwise.

92. The functions of the Board shall include, but are not limited to:

- a. determining the place where, and the calendar year during which, International Congresses are to be held;
- b. appointing representatives of the Society to other organisations or bodies, in its discretion;
- c. retaining and evaluating and delegating authority to the Managing Director.

93. The Board shall report to the members of the Society regarding the affairs of the Society as and when appropriate.

94. The official languages of the Society are English, French and Portuguese. English shall be the primary business language. Reference documents shall be translated into French and Portuguese.

### **Composition of the Board**

95. The Board shall comprise not less than three (3) persons who are not connected persons (as defined in the Income Tax Act) in relation to each other and, unless the Society in general meeting decides otherwise, not more than fourteen (14) persons.

96. The Board shall comprise non-executive directors and executive directors.

97. The non-executive members of the Board shall be:

- a. the Past President, who shall be an *ex officio* member of the Board;
- b. the President of the Society, who shall be elected by the members of the Society as a director and, if not having been previously elected as President-Elect, as the President of the Society;
- c. the President-Elect, who shall be elected by the members of the Society both as a director and as the President-Elect of the Society;
- d. the Vice-Presidents, being the Chairpersons of the Regional Committees, who shall be *ex officio* members of the Board;
- ...e. at least two other individuals who, due to their specialised expertise shall contribute to the collective knowledge, skills and experience which are required for conducting the business of the Board, are appointed by the non-executive members of the Board as independent directors of the Society
- f. a person appointed by the Board as a director to fill a vacancy on the Board on an interim basis pursuant to article 105 below.

98. The executive members of the Board shall be directly appointed by the non-executive directors of Board and may include:

- a. a Financial Director;
- b. a Managing Director;
- c. a Programmes Director;
- d....other executive Directors as the Board shall determine.

99. Voting members of the Society shall be entitled to nominate persons to fill non-executive vacancies on the Board pursuant to a nomination procedure approved by the members in general meeting from time to time.

100. When choosing the persons to nominate, elect or appoint as directors of the Society, the members or the directors shall base their decision on the collective knowledge, skills and experience which are required for conducting the business of the Board, good governance and values in line with the ethos of the Society.

101. Directors who are elected by the members of the Society (non-executive directors) shall serve for a term of two years and may thereafter be re-elected for two additional terms.

102. *Ex officio* directors shall serve as directors for two (2) years and may serve for two additional terms, as long as they hold the office, title or designation which qualifies them as such. Point 89 above, refers.

103. Executive Directors shall serve on the Board in conformance with the terms of their respective contracts of .employment.

104. The Board may fill a non-executive vacancy on the Board at any time. Directors appointed in this manner shall serve as such until the next following election of directors by the members of the Society.

105. All Directors of the Board shall be individual members, in good standing, of the Society.

#### **Board Committees**

106. The Board has the authority to appoint any number of committees and to delegate to any such committee any authority of the Board.

107. Committee members of the Society shall be members, in good standing, of the Society.

108. The term of office of a committee member is determined by the terms of reference of the committee concerned, as agreed by the Board or in the case of committees appointed by the Management Office, as agreed by the Executive Directors.

109. A committee of the Board may include persons who are not directors of the Society, but any such person must not be ineligible or disqualified to be a director and no such person has a vote on a matter to be decided by the committee.

#### **Board Meetings and Decisions**

110. A director authorised by the Board may convene a meeting of the Board at any time. He must convene such a meeting if required to do so by:

- a. the President of the Society; or
- b. at least two (2) directors

111. The Board must determine the manner and form of providing notice of its meetings. If all of the directors acknowledge actual receipt of a notice, are present at the meeting or waive notice of the meeting, the meeting may proceed even if the Society failed to give the required notice of that meeting.

112. At all meetings of the Board, the President of the Society or, in his absence, the President-Elect or, in both of their absence, the Past President, shall take the chair. If at any meeting no such persons are present within ten (10) minutes after the time appointed for holding the meeting, the directors may choose one of their number to chair the meeting.

113. The quorum for Board meetings shall be a majority of the directors.

114. Each non-executive director present at a meeting of the Board shall be entitled to one (1) vote. The votes of the majority of the directors present at the meeting shall prevail. In the case of a tied vote, if the chairperson of the meeting did not initially have or cast a vote, he or she may cast a deciding vote; in any other case, the matter being voted on fails.

115. The Board has the authority to conduct a meeting entirely by electronic communication, or one or more directors may participate 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.

116. In the event that any Vice-President of the Society or his representative is not able to be present at a Board meeting, he may submit electronically, input into any item on the agenda, to express his opinion on the matter to be discussed. No vote shall be ratified by the Board until this Vice-President has cast his vote electronically, which must be done within one (1) month of the meeting.

117. The Board may invite any or all of the following observers to be present at any Board meeting:

- a. the Africa Region Representative of the International Society of Blood Transfusion;
- b. representatives of the World Health Organization or of other International Organisations;
- c. the Chairperson of the Editorial Board of the official journal of the Society;
- d. representatives from organisations with which the Society has concluded Memoranda of Understanding.

118. Observers may be invited to attend board meetings, provided they meet their own costs of attendance, or are subsidised to attend by AfSBT if the financial status of the Society allows and the attendance and participation of the observer is essential to item(s) on the agenda.

119. A decision that could be voted on at a meeting of the Board may instead be adopted by written consent of a majority of the directors, given in person, or by electronic communication, provided that each director has received notice of the matter to be decided and votes on the matter. A decision made in this manner is of the same effect as if it had been approved or rejected by voting at a meeting.

#### **AUDITORS AND AUDIT**

120. The Society elects to comply voluntarily with the requirement to have its annual financial statements audited and to be subject to the provisions of the Act governing the appointment of a registered auditor, auditor resignation, rotation of auditors and the rights and restricted functions of auditors.

#### **INDEMNITY**

121. Any member, director, director appointed to temporarily fill a Board vacancy, former director, prescribed officer, member of a Board or Management Office committee or of a statutory committee (if any), company secretary, other officer or servant of the Society shall be indemnified against all liabilities incurred by them in the execution of their duties or the exercise of their powers under this Memorandum of Incorporation, subject always to the provisions of the Act.