



CONSTITUTION

SOUTH AFRICAN CLINICAL RESEARCH ASSOCIATION

Version 5:	27/05/2010
Version 4:	20/11/2006
Version 3:	19/05/2005
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Version 1:	26/03/2001

CONSTITUTION

1. NAME

The name of the association shall be SOUTH AFRICAN CLINICAL RESEARCH ASSOCIATION (SACRA).

1.1. Address

The address shall be that of the Administrator or Treasurer

2. OBJECTIVES

- 2.1. To stimulate and promote discussion and interaction between the members of the association in order to promote greater professionalism in the field of pharmaceutical clinical, bio-ethical and other related research in South Africa.
- 2.2. To establish and maintain contact between clinical research and other related research personnel employed in the pharmaceutical industry.
- 2.3. To consider and act upon such professional matters as may be of concern to members of the association.
- 2.4. To arrange informative meetings with speakers who are leaders in their field in order to promote the development of expertise in clinical research.
- 2.5. To take such action as may be deemed necessary in matters affecting the legitimate interests of its members.
- 2.6. To inform all members about new developments in industry.

3. SUBSCRIPTION

- 3.1. The subscription shall consist of either an individual or company membership. The annual membership fees will be decided by the Executive on an annual basis.
- 3.2. A reduced membership fee will be offered to full-time students.
- 3.3. Annual membership will start on the day the first membership fee is paid. Subsequent subscriptions must be paid no later than the seven days after the annual membership expires.
- 3.4. Members of the Executive Committee shall not charge for their services and shall endeavour to serve members at minimal cost to the Association, including covering their their travel costs to and from meetings.
- 3.5. Employees of the Association may be paid for services. Salaries paid to employees must be approved by the Executive Committee.
- 3.6. The Executive and employees of the association shall administer the funds of the Association according to standard accounting practices.
- 3.7. The financial year shall be from the 1st January to the 31st of December of that year.

4. MEMBERSHIP

- (i) Any company involved in Clinical Research in any way may apply for membership.
- (ii) Any person involved in Clinical Research in any way either through the Pharmaceutical Industry, Academia, Contract Research Organisations (CROs), Site Management Organisations (SMOs) any other organisation involved in any way in clinical research, or any student studying towards a career in clinical research may apply for membership. Persons involved in bio-ethical or other related fields of research shall also be considered.
- (iii) At least one member of the Executive must approve such application.

4.1. Full membership

Those members that are fully paid-up members shall be called full members and have the right to vote at meetings.

The Executive Committee will offer free membership to members of the medicines regulatory authority.

4.2. Part Time Membership

Part time membership at a fee set by the Executive Committee will be permitted. These members will receive all e-mail communications from the Executive Committee but will not be allowed to attend meetings unless a "visitors" fee is paid. Part-time members may not vote at meetings.

4.3. Honorary Life Membership

The full members present at a properly constituted meeting of the Association may by a majority vote of at least two-thirds of the members present and provided such a proposal was included in the agenda of the meeting issued to members, elect anyone to honorary membership.

4.4. Termination of Membership

Membership may be lost either by:-

- a) Resignation from the Association,
OR
- b) If a member's status changes so as to make him/her ineligible for continued membership,
OR
- c) After a decision by the Executive to that effect adopted by majority vote at general meeting,
OR
- d) Being in arrears in payment of membership fees for more than one month after fees become due,
OR
- e) A member found guilty in a South African court of law, applicable governing council or pharmaceutical company of unethical/negligent conduct during the performance of their duties.

4.5. Register of members

The name, address and relevant contact information of every member shall be entered in a register to be called the "Register of Members". Each member is obliged to inform the Association of any change of particulars.

4.6. Rights of members

- (i) Members shall have the right to participate in any discussion on any matter affecting their interests at any meetings (except Executive meetings) of this association. Members will always retain the right to communicate directly with the Chairman, Executive members or employees of the Association regarding problem areas experienced with clinical research. This right refers to general problems and no confidential information of any company in the pharmaceutical industry may be revealed.
- (ii) The members of the Association will have the right to dismiss all members of the Executive, provided a Special General Meeting has been convened for this purpose (point 6.2). On presentation of a ballot of all full members taken prior to the meeting, gathered by a credible electoral officer selected for this purpose and which shows that at least 60% of all full members are in favour of the dismissal, the motion will be carried. It is understood that all full members have the right to be fully informed of all events that may have led up to such an unusual ballot before they are asked to cast their vote. This will be the duty of the electoral officer. In the event of the dismissal of the whole Executive, the electoral officer must arrange a new election within 14 days.

4.7. Duration of membership

The duration shall run for the full financial year as specified in section 3.6 above unless membership is terminated – see 4.3 above.

5. ALTERATIONS TO THE CONSTITUTION

The constitution should be reviewed on an annual basis by the Executive Committee. The amended constitution must be made available for members to review during a SACRA meeting and via the website for at least 6 weeks. Alterations to the constitution will be accepted provided two thirds of the votes are cast in favour of the changes.

6. MEETINGS

At least three meetings will be held each year in the Johannesburg/Pretoria regions – the Annual General Meeting and two or more others. At least three meetings shall be held annually in the Cape Town region. Where possible and feasible the agenda will "mirror" that of the agenda for the meeting held in Johannesburg/Pretoria region. At least one meeting per year should be held in other regions such as Durban and Bloemfontein once the SACRA co-opted member has been established in these 2 new regions.

Financial Statements are to be presented at the first meeting of every year since the financial year runs from 1st Jan to 31 Dec.

6.1. The Annual General Meeting

This shall be held no later than December of each year. The time and place of the meeting shall be determined by the Executive. The purpose shall be to carry out business as may appear on the agenda of such a meeting and in particular the following:

To read and confirm the minutes of the previous Annual General Meeting and of any Special General Meetings which may have been held during the year under review.

To receive the report of the Executive covering the activities of the Executive for the same period.

To meet the Executive members for the following year. Names, addresses and telephone numbers of the Executive members will be circulated to members via the SACRA website.

To consider any other business.

6.2. Special General Meetings

The chairperson may at any time convene a Special General Meeting and shall call a Special General Meeting if petitioned to do so by not less than two thirds of the members who are in good standing.

6.3. Notice of Meetings

The Administrator or any Executive Committee Member shall issue notice of meetings at least 14 days prior to a meeting. This will be announced via the SACRA website. In the case of a Special General Meeting, the secretary will contact and inform members directly of the date and venue of such a meeting as soon as possible.

6.4. Quorum

Twenty percent (20%) of the full members shall constitute a quorum. The act of the majority of the members present at any such meeting shall be the act of the membership at large.

6.5. Voting

Whether at a meetings of the members or via the SACRA website, each full member shall have the right to cast one vote, also when electing the Executive Committee.

In the event of equality of voting the Chairperson shall have the casting vote.

Any resolution involving alteration, amendment or addition to this Constitution shall be carried by the vote as provided in Section 5 of this constitution.

Each member is entitled to one vote either at a meeting by a show of hands or by ballot, or via the SACRA website. No proxy votes may be cast.

7. ELECTION AND COMPOSITION OF THE EXECUTIVE

7.1. The Executive

- 7.1.1. The Executive Committee shall be composed of 5 (five) or more members. The Executive Committee shall have the power to co-opt additional members, and to increase the number of Executive Committee members.
- 7.1.2. The Chairperson, Vice-Chairperson and Treasurer will be elected by the Executive Committee.
- 7.1.3. The members of the Executive Committee be representative of the different disciplines, interest or working groups within the clinical research industry.
- 7.1.4. The executive should preferably consist of members from varied company and social backgrounds. There should not be more than 1 (one) member of a company forming part of the major executive.

7.2. Election

- 7.2.1. Full members will elect the members of the Executive Committee prior to the final AGM. Nominations should occur during the end of the third quarter of that year so that a full handover can be conducted at the final AGM. Available members will be nominated in writing. Nominations are to reach the secretary 30 days prior to voting and will be posted on the SACRA website.
- 7.2.2. The outgoing Executive Committee shall determine what proportion of incoming Executive Committee must be representatives from the various regions in which SACRA has a presence, to ensure that the constitutional obligations can be met in all areas.

7.3. Term

Each elected member of the Executive shall hold office for a term of one year. No member of the Executive shall serve more than three consecutive terms of office in a single portfolio.

7.4. Chairperson

For the purpose of continuity it shall be customary, although not mandatory for an incoming Chairperson to have served as an Executive member in a preceding term of office.

7.5. Duties and powers of the executive

The duties and powers of the Executive shall be:

- 7.5.1 To preside at each member and executive member meeting (at least 3 Executive members must be present at each meeting)
- 7.5.2 To arrange and convene meetings
- 7.5.3 To issue notices of meetings in due time
- 7.5.4 To keep an accurate record of the minutes of the meetings
- 7.5.5 To have in safe-keeping all the general written records of the Association
- 7.5.6 To receive all monies payable to the Association and to pay the same into the banking account of the Association as soon as possible thereafter
- 7.5.7 To keep a proper record of the financial transactions of the Association, and to issue and obtain proper documents for the payment and receipt of monies respectively
- 7.5.8 To keep an up to date record of full and honorary members also reflecting subscriptions paid
- 7.5.9 To prepare an annual financial statement
- 7.5.10 To ensure that all financial obligations are met
- 7.5.11 To keep members informed of new developments.
- 7.5.12 To create appropriate sub-committee(s) and co-opt members to serve on the sub-committee(s)

7.6. Filling vacancies

Should an Executive Committee Member cease to serve on the Executive Committee before their term of office expires, the Executive Committee shall have the power to co-opt or elect another Executive Committee Member for the remaining term of office, should this be considered to necessary by the remaining Executive Committee Members.

Should any Executive member be absent from any three (3) consecutive Executive Committee Meetings without reasonable excuse, the Executive shall be empowered to declare the position vacant. Due notice will be sent to the member so removed from office.

8. WEBSITE

The official website address for the association is www.sacra.za.net. The website will contain all information relevant to the association, its functions, meetings, executive as well as information related to research. The website will be maintained by a webmaster, appointed by the Executive.

9. DISSOLUTION

In the event of dissolution of the Association, the assets of the Association shall be transferred to an organisation(s) as selected by the Executive, provided that such organisation(s) is an association recognised by the pharmaceutical industry.