VASCULAR SOCIETY OF SOUTHERN AFRICA

CONSTITUTION

v2.0

1. INTRODUCTION

The organisation, hereby constituted, is referred to as the VASCULAR SOCIETY of SOUTHERN AFRICA (referred to as VASSA or the Society).

VASSA is a Non-Profit Organisation (NPO) incorporated in terms of the relevant South African legislation and established for the benefit of its members. VASSA shall be registered as an exempt entity in terms of the relevant tax legislation and applicable regulations.

2. PURPOSE AND OBJECTIVES OF THE SOCIETY

2.1. Purpose

The purpose of VASSA is to promote and advance awareness regarding the prevention, diagnosis, and treatment of vascular diseases through education, advocacy, research, and professional collaboration.

The Society aims to improve vascular health outcomes by establishing guidelines and fostering interdisciplinary communication among healthcare professionals, supporting continuous medical education, and engagement with communities.

2.2. Vision

The vision of the Society is to be the preeminent source of vascular health information, education, training, inspiration and empowerment.

The objectives of the Society are:

- To raise awareness for vascular disease; and
- To work in collaboration with other societies, both local and international to provide educational programs for Vascular Surgical practitioners in South Africa and the rest of Africa.

3. SCOPE AND APPLICABILITY OF THE CONSTITUTION

3.1. Scope

This Constitution applies to all members, committees and affiliated bodies of the Society. It governs the activities undertaken by the Society including, but not limited to:

- Organising educational programs, seminars, conferences, and workshops;
- Promoting and supporting research in vascular health and related fields;
- Providing accurate and accessible vascular health information and guidelines to the public;
- Advocating for policy and systemic changes that enhance vascular care;
- Building a network of healthcare professionals, educators, and researchers dedicated to vascular health; and
- Collaborating with national and international organisations to expand the reach and impact of the Society's vision.

This Constitution establishes the authoritative framework governing the Society's structure, membership, operations, and ethical standards. In the event of any inconsistency or conflict between this Constitution and the Society's incorporation documents, the provisions of this Constitution shall take precedence.

3.2. Applicability

This Constitution applies to all activities, members, officers, committees, and affiliated groups operating under or in partnership with the Society. It serves as the foundational document that governs the Society's internal operations, external engagements, and strategic initiatives.

All members, regardless of role or seniority, are expected to adhere to the principles, rules, and ethical provisions outlined herein. This includes compliance with the Society's mission to promote vascular health and education, participation in its programs, and commitment to ethical and professional conduct.

The constitution is binding on all levels of the Society's structure and shall guide the interpretation of policies, the resolution of disputes, and the development of future vascular related publications.

3.3. Acceptance and amendments to the Constitution

This Constitution shall come into effect upon its formal adoption by a two-thirds majority vote of the Society's governing body and shall thereafter serve as the binding governing instrument for all matters relating to the Society's governance, membership, operations, and ethical standards. Any amendment to this Constitution shall likewise require the approval of at least two-thirds of the members at an appropriately constituted meeting of Society members.

4. MEMBERSHIP

4.1. Types of membership

A. Professional (Full) membership

A Professional Member is an individual who meets the eligibility criteria set by the Society and has been formally admitted. Professional Members are entitled to full voting rights and may participate in the governance of the Society.

Subcategories of Professional Membership include:

- Practicing Members (active professionals)
- Retired Members (former practitioners; eligible for 50% reduction in membership fees)

Professionals who typically apply for Professional Membership include, but are not limited to:

- Vascular Surgeons
- International Physicians
- Members of Allied Health Professions
- Healthcare Academia Professionals
- Healthcare Registrars and Trainees

B. Affiliated membership

An Affiliated member is an individual who aspires to practice as a Doctor in vascular related services (students), or is not a medical Doctor but practices (or previously practiced) as a vascular healthcare professional. Affiliated members are entitled to a 75% reduction in membership fees but are not granted voting rights.

C. Honorary Membership

An Honorary Member of the Society is an individual, group or organisation who, while not meeting the eligibility criteria for Professional membership, is recognised for their unique contributions, expertise, or support that is relevant to the Society's mission. Honorary members are entitled to a 100% reduction in membership fees but are not granted voting rights.

D. Corporate Membership

A Corporate member is a juristic entity that partners with the Society to advance the objectives of the Society as defined in this Constitution. Corporate members collectively appoint a representative to the Executive Committee who will serve as an advisor to the Committee. Corporate Members shall not possess voting rights within the Society.

4.2. Eligibility for admission as a member of VASSA

A medical practitioner who meets all the below criteria will be eligible for Professional membership:

4.2.1. Is registered with the applicable Health Professions body in the jurisdiction where they operate or reside (e.g. HPCSA), unless the member is approved as a retired member;

4.2.2. Demonstrates a particular interest in vascular conditions, through past (retired) or current clinical practice, research, or academic training;

Honorary Membership may be conferred upon distinguished practitioners who have made significant contributions to the field of vascular health, surgery, or allied disciplines. Eligibility is based on demonstrated excellence, leadership, or service that has had a meaningful impact on the profession, the Society, or the global vascular health community.

4.3. Admission as a member

4.3.1. A prospective member would need to complete an application form, to be accompanied with a curriculum vitae (CV), registration proof from the relevant professional body and any supporting documents. These documents need to be submitted to the Secretary General/ Treasurer or an appropriately delegated official of the Society

4.3.2. The Secretary General shall be responsible for the review and assessment process of all prospective membership applications. Upon completion of the vetting process, applicants will be either approved for membership or declined, based on the established eligibility criteria.

4.3.3. If an applicant is rejected, the applicant may provide additional information to support a revised application for reconsideration.

4.3.4. Successful applicants will receive a formal acceptance letter and be granted the rights and duties of the applicable membership of the Society.

4.3.5. The selection of Honorary Members shall be carried out by the Executive Committee, with Honorary Membership conferred upon distinguished international practitioners.

4.4. Termination of membership

4.4.1. A member may resign by submitting a written notice to the Executive Committee.

4.4.2. Where a member's fees are outstanding after 30 March of the relevant period, the Executive Committee may give notice to the member that their membership may be terminated. The member will have a period of 14 business days to respond and appeal the decision, and/or to remedy the cause of non-compliance, including the settlement of any outstanding fees.

4.4.3. During this period of cancellation of membership, the member will not have the right to vote and may not be elected to an office.

4.4.4. A member may be expelled by the Executive Committee for:

- Violating the Constitution;
- Misconduct, as defined by the Society's Code of Conduct (Annexed hereto);
- Conviction of a criminal offence related to medical malpractice or moral turpitude; or
- No longer meeting the membership eligibility criteria.

4.4.5. The member must be given 14 calendar days' written notice of their possible termination and be given an opportunity to respond and/or appeal to the executive committee.

4.5. Limitation of liability for members

4.5.1. Members in general, including Executive Committee Members of the Society, are not personally liable for the organisation's debts, obligations, or legal claims, provided they are not directly implicated in a particular matter, they act in good faith and that they have discharged their duties within their authorised roles.

5. MEMBER COMMITTEES

5.1. Executive Committee

5.1.1. The general administration and handling of the policies and interests of the Society is the responsibility of the Executive Committee who may then delegate the execution of the various activities to appropriate persons/ sub-committees.

5.1.2. The Executive Committee is elected for a period of two years and would typically consist of:

- President elect;
- President;
- Past president;
- Treasurer;
- Secretary General;
- Academic heads of department;
- Corporate representatives (elected by corporate members - non voting); and
- Other members.

5.1.3. Please refer to Annexure B: VASSA Committee roles and responsibilities, for more specific details relating to the composition and how the various Executive Committee participants create value for the Society and contribute to the advancement of the Society's mission.

5.1.4. The election of the Executive Committee takes place by means of an ordinary vote during the Annual General Meeting of the Society.

5.1.5. The President, in addition to their ordinary vote, has a casting vote in cases where the normal voting process has resulted in a tie.

5.1.6. The President-Elect serves a two-year term in that role, followed by a two-year term as President, and then a two-year term as Past President. After completing this six-year progression, the individual steps down from the Executive Committee unless re-elected as an ordinary member or appointed to another role, such as Secretary General or Treasurer.

5.1.7. Executive Committee members play a key role in making decisions to advance the mission and objectives of VASSA but the following roles will have added responsibilities:

5.1.7.1. The Secretary General of the Society is responsible for keeping minutes of all meetings of the Executive Committee and handles all correspondence of the Society. Note that the Secretary General will be appointed as the Information Officer (IO) in line with the requirements of POPIA. The duties of an IO are to oversee POPIA compliance, handle data requests and report data breaches to the Information Regulator. Where the Secretary General role is vacant, this responsibility shall be held by the Treasurer.

5.1.7.2. The Treasurer will be responsible for driving efforts related to ensuring that the Society has sufficient cash flows to meet its financial obligations and aspirations. This includes setting up bank accounts for the Society as well as for reviewing and approving Society cash flow transactions. The Treasurer will be responsible for compiling and monitoring a risk register that will highlight potential issues that the Society and its members may face and note the contingencies in place to mitigate the identified risks.

5.1.8. Multiple roles on the Executive Committee may be occupied by a single member (e.g. Academic Head and Secretary General). Multiple roles may be assigned to a member of the Executive Committee if and only if, it is practical to do so, the member has the capacity to effectively fulfill the assigned roles and there is no conflict of interest (actual or perceived) in the members ability to fulfill the assigned roles.

5.1.9. There is no embargo on multiple re-elections and repeated office bearing.

5.2. Other sub-committees

5.2.1. A subcommittee may be appointed by the Executive Committee to undertake specific tasks or projects as deemed necessary.

5.2.2. The Executive Committee shall retain primary responsibility for the oversight and execution of the organisation’s strategic and operational functions.

5.2.3. Duties and roles traditionally assigned to subcommittees may, at the discretion of the Executive Committee, be delegated directly to individual EXCO members to enhance efficiency and accountability.

5.2.4. Each subcommittee shall report at least quarterly to the Secretary General /Treasurer of the Society on all matters relating to its activities.

6. MEETINGS

6.1. A notice of any General Meeting should be sent to active members of the Society at least 15 business days prior to the scheduled date of the meeting.

6.2. The General Meeting shall proceed only if a quorum is present. A quorum shall consist of 25% of voting (Professional) members in good standing, present (in person or virtually) or by proxy. If the quorum is not met within 30 minutes of the scheduled start time, the meeting shall be adjourned and decisions may be finalised by round-robin written consent. The decisions being tabled must be communicated to voting members within five (5) business days after the scheduled meeting has been adjourned and responses are to be received within ten (10) business days after the communication has been sent out. Decisions will be based on the majority votes received from eligible voting members. Where the requirements for Round-robin, written consent decisions are not met, the process for the scheduling of a General meeting should start again from the beginning.

6.3. Other meetings or research discussions may from time to time be arranged by the Executive Committee. This will include meetings which will take place in cooperation with other societies that have an interest in vascular diseases.

6.4. Special General Meetings may be arranged if eleven (11) or more full members of the Society address such a request in writing to the Secretary General.

6.5. Voting by proxy will be allowed at the General Meetings and the form and fashion thereof must comply with guidelines issued by the Executive Committee.

6.6. The Executive Committee shall convene at least twice a year but may meet more frequently as required. The Secretary General shall send out the relevant invitations and information packs to the Executive Committee members ahead of scheduled meetings. Meetings may be held either in person or via virtual platforms.

7. AUTHORITY AND POWER

7.1. The Executive Committee is the highest decision-making body within the Society and, between General Meetings, is permitted to make bindings decisions on behalf of the Society

7.2. The Society may take legal and other steps, as considered by the Executive Committee, in all matters concerning the legal interests of its members.

8. CONFLICT RESOLUTION AND DISPUTE MECHANISMS

8.1. Internal Disputes

In the event of a dispute arising between members, or between a member and the Society, every reasonable effort shall be made to resolve the matter amicably through informal discussion, mediation, or facilitated dialogue under the guidance of a mutually agreed-upon neutral party.

8.2. Escalation to the Executive Committee

If a dispute cannot be resolved informally, the matter shall be submitted in writing to the Executive Committee (ExCo), which shall consider the matter in a fair and timely manner. The ExCo may invite the parties to present their positions and may appoint a subcommittee or independent advisor to investigate or mediate the issue.

8.3. Final Determination

The decision of the Executive Committee shall be final and binding within the Society, provided that the process followed is consistent with the Constitution and principles of natural justice.

8.4. Right to Appeal

Where a member believes that due process was not followed, an appeal may be submitted in writing to the President of the Society. The President, in consultation with at least two other Executive Committee members not previously involved in the matter, shall review the procedural aspects and issue a final determination.

9. CONFIDENTIALITY AND PRIVACY

To ensure compliance with the Protection of Personal Information Act (POPIA);

9.1. The Society shall implement and maintain a comprehensive Privacy Policy that fully complies with POPIA, ensuring the lawful, transparent, and secure processing of personal data of all individuals associated with the organisation, including employees, members, applicants and stakeholders. This policy shall be reviewed regularly to ensure ongoing compliance with relevant privacy laws and regulations

9.2. The Society shall establish and maintain appropriate security measures to protect its assets, resources, and data, including physical, technical, and administrative safeguards. These measures shall be regularly assessed and updated to ensure the security and integrity of the organization's operations, and to safeguard the safety and privacy of all individuals associated with the organisation

10. MEMBERSHIP FEES

10.1. Annual Membership Fees

10.1.1 All members of the Society are required to pay an annual membership fee.

10.1.2 Membership fees are to be paid upfront and are due no later than 60 days after 1 January of each calendar year.

10.2. Determination of Fees

10.2.1. Membership fees shall be determined by the Treasurer and shall be proposed in advance of the Annual General Meeting (AGM) or a duly convened Special Meeting of Members. The proposed fee structure must be submitted for inclusion in the meeting agenda circulated prior to the meeting.

10.2.2. The proposed fees shall be presented to the members during the meeting and are subject to approval by a majority vote of the members present and entitled to vote. Once approved, the fees shall apply for the forthcoming membership period.

10.3. Late Payment Penalties

Should a member fail to remit payment by the due date, a late penalty fee of **R100 per month** will be levied until the outstanding balance is settled.

10.4. Membership Termination for Non-Payment

If a member's subscription fee remains unpaid for the period after 30 March of the relevant calendar year, the Society reserves the right to initiate termination of membership. Prior to any final decision, the affected member shall be granted the opportunity to submit a written response or appeal to the Executive Committee for review.

11. ANNUAL REPORTS

11.1. The Treasurer of the Society shall be responsible for preparing and presenting an Annual Report, along with a set of audited or independently reviewed financial statements, to the General Meeting of the Society.

11.2. The Annual Report shall not be limited to financial reporting, but must also include a comprehensive overview of the Society's operations and strategic direction over the reporting period. This should encompass, at a minimum:

  a. Financial Overview: A summary of income, expenditure, assets, liabilities, and financial sustainability.
  b. Performance and Activities: Key achievements, initiatives undertaken, and progress against strategic objectives.
  c. Membership Overview: Changes in membership numbers, composition, and engagement.
  d. Governance: Notable decisions, committee activities, and compliance with governance standards.
  e. Strategic Priorities: Updates on current strategic plans and future focus areas.
  f. Risks and Challenges: Any significant risks, constraints, or external factors affecting the Society.
  g. Acknowledgements: Recognition of key contributors, partners, or supporters.

11.3. The Annual Report shall be circulated to members in advance of the General Meeting and presented formally during the meeting for discussion and acceptance.

12. OWNERSHIP AND CONFIDENTIALITY OF WORK PRODUCTS

12.1. All intellectual property, including but not limited to trademarks, copyrighted materials, research outputs, methodologies, concepts, presentations created as part of a VASSA working group, branding, and digital content, developed, created, or contributed by any member or group of members as part of work products delivered on behalf of the Society (VASSA), shall be the sole and exclusive property of VASSA.

12.2. No individual member or group of members shall have any ownership claim, entitlement, or proprietary interest in such intellectual property, nor shall they be entitled to receive any royalties, profits, or other forms of remuneration or reward arising from its use, reproduction, or commercialisation, unless expressly authorised in writing by the Executive Committee through a formal resolution.

12.3. Member Responsibility

All members, contributors, affiliates, and collaborators are obligated to respect and uphold this provision. Unauthorised use or disclosure of internal work shall be considered a breach of this Constitution and may result in disciplinary measures, including but not limited to suspension, expulsion, or legal action, as determined by the Executive Committee.

12.4. Continuing Obligation

The obligations outlined in this Section shall remain in effect beyond the duration of an individual's membership or affiliation with VASSA. Former members are bound by this clause indefinitely with respect to any work they had access to or participated in during their time within the organization

13. CODE OF ETHICS

13.1. Please refer to the Code of Ethics in the annexure for the applicable ethical guidelines for members of the Society

Sign off

1. Signed at __Johannesburg__ on __19-11-2025 | 15:48 SAST__(Date) __Immediate Past President__(capacity)

Signature ________________________ Name __Dr Pradeep Mistry________________

2. Signed at __Gqeberha__ on __19-11-2025 | 12:49 SAST__(Date) __President Elect__(capacity)

Signature ________________________ Name ___Dr Bhekifa Dube________________

3. Signed at __Bloemfontein__ on __19-11-2025 | 12:58 SAST__(Date) __President__(capacity)

Signature ________________________ Name ____Dr Asha Malan________________

4. Signed at __Pretoria__ on __19-11-2025 | 12:38 SAST__(Date) __19/11/2025__(capacity)

Signature ________________________ Name ___Dr Christopher Tsotetsi____________

ANNEXURE A

VASSA Code of Ethics

This Code of Ethics is adopted as an annexure to the Constitution of the Vascular Society of Southern Africa (VASSA) and shall be binding on all categories of membership, in line with the ethical standards of the Health Professions Council of South Africa (HPCSA).

1. PURPOSE
   - 1.1. The purpose of this Code is to establish the ethical framework governing the professional conduct of members of the Society.
   - 1.2. The Code aligns with the Constitution of the Society and the ethical rules, guidelines, and directives of the HPCSA.
   - 1.3. All members, irrespective of category or seniority, shall adhere to the principles contained herein.

2. CORE PRINCIPLES

   - 2.1. Respect for Human Dignity and Rights
     - 2.1.1. Members shall respect the dignity, autonomy, and rights of all patients and colleagues.
     - 2.1.2. Members shall protect patient confidentiality and ensure that informed consent is obtained for all clinical interventions.

   - 2.2. Beneficence and Non-Maleficence
     - 2.2.1. Members shall act in the best interests of patients and the public.
     - 2.2.2. Members shall avoid harm, negligence, exploitation, or discrimination in any professional activity.

   - 2.3. Professional Integrity
     - 2.3.1. Members shall act honestly and transparently in all dealings.
     - 2.3.2. Conflicts of interest must be declared promptly and managed appropriately.
     - 2.3.3. Members shall refrain from conduct that may bring the Society or the profession into disrepute.

   - 2.4. Competence and Lifelong Learning
     - 2.4.1. Members shall maintain and enhance their professional knowledge and skills through continuous professional development in line with HPCSA requirements.
     - 2.4.2. Members shall share knowledge and expertise with peers, trainees, and the public.

2.5. Collegiality and Collaboration

2.5.1. Members shall treat colleagues with fairness, respect, and courtesy.

2.5.2. Members shall foster interdisciplinary collaboration and avoid disparagement of colleagues or unfair competition.

2.6. Research and Academic Integrity

2.6.1. Research shall be conducted in compliance with recognised ethical standards and with all necessary approvals.

2.6.2. Members shall present research truthfully, acknowledge contributions fairly, and avoid plagiarism, data manipulation, or misrepresentation.

2.7. Confidentiality and Data Protection

2.7.1. Members shall respect patient confidentiality in accordance with POPIA and HPCSA guidelines.

2.7.2. Society information, resources, and intellectual property shall be used only for authorised purposes.

2.8. Service to Society

2.8.1. Members shall promote vascular health and equitable access to healthcare.

2.8.2. Members shall advocate for public health measures aimed at preventing and treating vascular disease.

3. RESPONSIBILITIES TO THE SOCIETY

3.1. Members shall uphold the Constitution and rules of VASSA.

3.2. Members shall represent the Society with professionalism in all public and professional engagements.

3.3. Members shall protect the assets, reputation, and intellectual property of the Society.

3.4. Members shall report, in good faith, any unethical conduct or breaches of this Code.

4. DISCIPLINARY PROVISIONS

4.1. Alleged breaches of this Code shall be investigated by the Executive Committee in accordance with due process.

4.2. Sanctions may include, but are not limited to, warnings, suspension, or termination of membership.

4.3. Where applicable, breaches shall be referred to the HPCSA or other relevant statutory bodies.

5. CONTINUING OBLIGATION

5.1. The obligations of confidentiality, integrity, and responsible representation of the Society shall survive the termination of membership.

5.2. Former members remain bound by the provisions of this Code in respect of any activities undertaken during their period of membership.

Annexure B

VASSA Committee Roles and Responsibilities

EXECUTIVE COMMITTEE

The VASSA Executive Committee (ExCo) is responsible for the stewardship and general administration of the Society.

VASSA is a not for profit organisation and the administration of the affairs of the society is primarily performed by volunteer members who generously offer their time and expertise to serve their fellow members.

To be effective in executing its role as steward and administrator of the affairs of VASSA, the following roles and responsibilities have been defined:

1. President
    a. Provides overall leadership and strategic vision for the Society.
    b. Chairs all ExCo meetings, the Annual General Meeting (AGM), and the annual congress.
    c. Acts as the official spokesperson and representative of VASSA nationally and internationally.
    d. Oversees implementation of decisions taken by the ExCo and membership.
    e. Ensures the Society adheres to its constitution, mission, and ethical standards.
    f. Signs off on official documents and correspondence.

2. President-Elect/Vice-President
    a. Supports the President in executing duties.
    b. Deputises for the President in their absence.
    c. Takes responsibility for specific strategic projects (e.g., advocacy, stakeholder engagement).
    d. Often acts as President-Elect, preparing for transition into the President role.

3. Immediate Past-President
    a. Provides continuity and institutional memory to the ExCo.
    b. Advises the President and ExCo based on past experience.
    c. Often chairs the Nominations Committee to ensure fair elections and succession planning.
    d. May lead special projects or represent the Society in external forums.

4. Secretary General
    a. Maintains accurate records of all meetings, minutes, and official correspondence.
    b. Issues notices of meetings (AGM, special meetings, ExCo sessions).
    c. Maintains and updates the Society's constitution and governance documents.
    d. Ensures compliance with regulatory requirements (e.g., NPO registration, CPD accreditation).
    e. Custodian of membership records and registers.

5. Treasurer
    a. Oversees all financial affairs of the Society.
    b. Maintains accurate and audited financial statements.
    c. Prepares annual budgets and financial reports for ExCo and the AGM.
    d. Authorises payments and ensures expenditure aligns with Society objectives.
    e. Liaises with sponsors, funders, and corporate partners on financial matters.
    f. Advises on membership fees and financial sustainability strategies.

6. Academic heads of department;
    a. Curriculum oversight
    b. Training and accreditation
    c. Examination and assessment
    d. Research and innovation
    e. Professional and ethical leadership
    f. Policy and governance roles to represent the Society
    g. Mentorship and Human Resource development
    h. National and international partnerships and collaboration
    i. Administrative and strategic input

7. Corporate representatives (elected by corporate members - non voting)
    a. Representation of corporate members

8. 4 other members
    a. Assist other office bearers where needed

9. With the exception of the Academic Heads of Department, Executive Committee members are elected by VASSA members at the Annual General meeting. The number

of delegates to fill the respective roles of ExCo (elected and non elected roles, where more than one position is available for that role, e.g. Corporate representatives or Fellow members) shall be at the discretion of the President elect who will be leading the elected ExCo for the upcoming period. The decision about the number of delegates should be based on the needs of the society at the time derived from an assessment of the capacity required at ExCo level to perform the necessary duties and to fulfil the society's mandate.

SUB COMMITTEES

A subcommittee may be appointed by the Executive Committee to undertake specific tasks or projects as deemed necessary.
Examples of Subcommittees that could support the work of the Exco are:

- Membership, Communications & Marketing Committee
- Research Committee
- Education & Training Committee
- Private Practice Committee
- Guidelines Committee
- Global & Regional Collaboration Committee

The Executive Committee shall retain primary responsibility for the oversight and execution of the organisation's strategic and operational functions.
Each subcommittee shall report at least quarterly to the Secretary General /Treasurer of the Society on all matters relating to its activities.