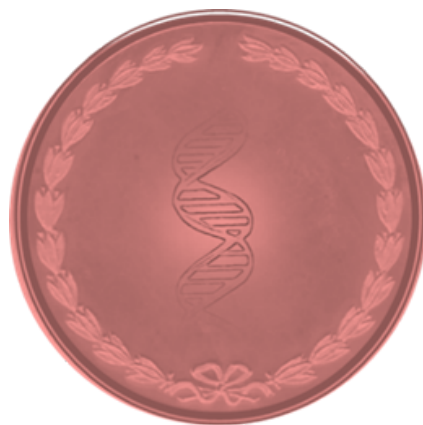




Constitution

of the

South African Genetics Society



The SAGS is a recognised Voluntary Association of SACNASP in terms of Section 26 of the Natural Scientific Professions Act, 2003 (Act 27 of 2003)

Preamble

Genetics, in its essence - the study of how biological information is encrypted, translated and transmitted - is the foundation of modern bio-sciences. To paraphrase from Theodosius Dobzhansky: "Nothing in biology makes sense, except in light of evolution... It can be argued that nothing in evolution makes sense, except in light of Genetics..."

Genetics encapsulates the very element of biological existence and permeates throughout modern civilisation, a cornerstone of agriculture, medicine, industry and legality

The South African Genetics Society is the custodian and bearer of Genetic knowledge and wisdom to all the united people of South Africa

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1. NAME, LEGAL STATUS, MISSION, OBJECTIVES & ACTIVITIES

- 1.1. Name - The name of the organisation is the “South African Genetics Society” and the legal seat of the Society is where the Secretariat is located.
- 1.2. Legal Status the SAGS:
- 1.3. It is a juristic person and the bearer of its own rights and duties;
 - 1.3.1. It is a voluntary association in terms of Section 26 of the Natural Scientific Professions Act, 2003 (Act 27 of 2003, Republic of South Africa).
 - 1.3.2. Mission - The Mission of the SAGS is to advance and promote all sub-disciplines and aspects of genetics as a science and to advocate the appropriate and ethical application of Genetics.
 - 1.3.3. In compliance with Statute II of the International Science Council, the SAGS endorses the right of scientists throughout the world to associate with and participate in international scientific activities without discrimination on the basis of race, religion, political or other opinion, ethnic origin, citizenship, language, disability, sexual orientation or gender identity.
- 1.4. Objectives – The Objectives of the SAGS is to:
 - 1.4.1. insist and advise on high standards of education, research, technology and science based public policy pertaining to genetics;
 - 1.4.2. ensure the scientific and professional status of members by insisting on continuous training of members;
 - 1.4.3. encourage high standards of service to the public, institutions and the industries concerned by upholding professional integrity and ethical code;
 - 1.4.4. provide a podium for geneticists on all matters relating to genetics which could enhance multidisciplinary and multi-institutional scientific cooperation in genetics locally and internationally;
 - 1.4.5. exchange scientific and educational information amongst members through regular meetings (congresses), symposia, workshops, newsletters and other published material;
 - 1.4.6. present scientific information in perspective and in a responsible way to the general public.
- 1.5. Fields of Activity
 - 1.5.1. Apart from activities to support and encourage counselling and research in Genetics, the Society shall be engaged in:
 - 1.5.2. Educational and training opportunities and development of human resources in the interest of Genetics, the profession and the public;
 - 1.5.3. Services of professional geneticists in private and public institutions and industry;

- 1.5.4. International programmes and co-operation with mutual benefits.
- 1.5.5. Disseminating information to society as to improve public understanding of Genetics.

2. DEFINITIONS

2.1. Unless the context indicates a contrary intention where meanings have been assigned to any words in the Act, those meanings shall apply for the purposes of this Constitution and, unless a contrary intention appears, words referring to any gender includes all other genders and the singular includes the plural and *vice versa*.

- 2.1.1. Act – Natural Scientific Professions Act No. 27 of 2003.
- 2.1.2. Constitution – Constitution of the South African Genetics Society (SAGS).
- 2.1.3. Council – the governing body of the Society, elected at the Biennial General Meeting (BGM).
- 2.1.4. Executive Committee of Council (ExCo) – A committee elected from the Members of Council at a BGM that performs the executive and administrative affairs of the Society. The ExCo reports to the council.
- 2.1.5. Genetics – The science concerned with the study and application of inherited biological variation in living organisms – the core disciplinary code of the SAGS.
- 2.1.6. Geneticist – A person suitably qualified to conduct research, offer professional consultation and issue instruction related to Genetics and who qualifies to be registered in an appropriate field of practice in terms of the Act.
- 2.1.7. President – A member elected at a General Meeting of the Society to preside over meetings of the Council, ExCo, General Meetings and any other meetings of the Society.
- 2.1.8. Registrar – The Registrar of Act 27 of 2003, the National Scientific Professions Act of the Republic of South Africa.
- 2.1.9. Rules and Regulations – Rules set up according to the terms of Article 4, section 4.2, par. 4.2.1.1 of the Constitution.
- 2.1.10. Secretariat – The official administrative headquarters of the SAGS overseen by the Secretary, the ExCo Member so charged.
- 2.1.11. Society – South African Genetics Society.
- 2.1.12. SACNASP – South African Council for National Scientific Professions, established under the Act 27 of 2003 of the Republic of South Africa.
- 2.1.13. Treasurer – The ExCo Member charged with the financial affairs of the SAGS

3. MEMBERSHIP: CATEGORIES, RIGHTS, APPLICATION, RESIGNATION, DISCIPLINE & TERMINATION

3.1. There shall be the following categories of membership:

- 3.1.1. Ordinary Member – A person suitably qualified as a geneticist (par. 2.1.6) may apply in this category.
- 3.1.2. Associate Member – A person who is formally engaged in advanced study or training to be qualified as a Geneticist (*i.e.* registered for postgraduate level studies or as a candidate scientist), may apply in this category.
- 3.1.3. Affiliate Member – A person who has limited training as a Geneticist (*e.g.* an undergraduate student or lay hobbyist) or is trained in a complementary discipline, but nevertheless has shown a keen interest in Genetics or the SAGS may apply in this category.
- 3.1.4. Fellow of the SAGS – A Fellow is a special lifetime member recognised by the council for their outstanding contribution to Genetics and/or to the SAGS, with at least ten (10) years uninterrupted membership of the Society. Proposals for Fellowship shall be submitted to the ExCo in writing by two members fully setting out the detail and nature of the distinguishing services rendered to the society, research, teaching, industry etc. Fellows shall continue to share in all the privileges of the Society and shall be exempted from membership fees.
- 3.1.5. Retired Member – Upon reaching retirement from professional duties, a paid-up member may apply for retired membership of the Society at a nominal fee at the discretion of the ExCo.
- 3.1.6. Honorary Member – any professional person, that has rendered distinguished or supportive services to Genetics or to the SAGS upon whom the council bestows membership for a single membership cycle. Such a member shall be entitled to the same privileges of membership as ordinary members. They shall not be required to pay membership fees for the membership cycle in which the honour was granted.
- 3.1.7. Honorary Fellow of the SAGS - a worthy previously non-member of the Society, but who is a qualified Geneticist, with outstanding contribution to Genetics or related discipline and recognised by the council. Proposals for Honorary Fellowship shall be submitted to the ExCo in writing by two members fully setting out the detail and nature of the distinction of the individual in research, teaching, industry etc., or rendered a service to the Society beyond regular expectations. Honorary Fellows shall share in all the privileges of the Society and shall be exempted from membership fees. Application for membership categories 3.1.1 to 3.1.4 must be on a prescribed form obtainable from the Secretariat.

- 3.1.8. A prospective Honorary Member's application must be supported by two members of the Society.
- 3.1.9. A prospective Associate or Affiliate Member's application must be endorsed by his or her Study leader, Supervisor, Promotor or Mentor (Whom themselves must be a Member of the Society, if not the application must be supported by two Members).
- 3.1.10. Application fees will be equal to membership fees for the membership cycle.
- 3.1.11. All applications will be considered by the ExCo and recommendations will be presented to Council for ratification.
- 3.1.12. A successful applicant's application fee becomes the paid membership dues upon approval of membership.
- 3.1.13. If an application was unsuccessful, application fees will not be refunded.
- 3.1.14. Any applicant whose application is denied may file an appeal with the Council, through the Secretariat, the ruling thereafter will be final.
- 3.2. All non-Honorary Members shall pay the required fees to maintain membership (par. 9.7).
- 3.3. Certification and Bearing of Post-Nominal Letters Credential
 - 3.3.1. The ExCo shall issue certificates to duly registered members on request, in accord to their respective category of membership that shall serve as proof of the rights and privileges of the Member.
 - 3.3.2. Certified Members may show their affiliation with the Society in accord to their category of membership by bearing the following post-nominal letters:
 - 3.3.2.1. Ordinary Member: M.S.A.G.S. (Ord.)
 - 3.3.2.2. Associate Member: M.S.A.G.S. (Assoc.)
 - 3.3.2.3. Affiliate Member: M.S.A.G.S. (Affil.)
 - 3.3.2.4. Fellow of the SAGS: F.S.A.G.S.
 - 3.3.2.5. Retired Member: M.S.A.G.S. (Ret.)
 - 3.3.2.6. Honorary Member: Hon.M.S.A.G.S.
 - 3.3.2.7. Honorary Affiliate Member: Hon.M.S.A.G.S. (Affil.)
 - 3.3.2.8. Honorary Fellow of the SAGS: Hon.F.S.A.G.S.
- 3.4. Voting Rights
 - 3.4.1. Members mentioned in paragraphs 3.1.1, 3.1.2, 3.1.4, 3.1.5, 3.1.6 and 3.1.7 shall have voting rights.
 - 3.4.2. Voting by proxy is allowed, with due prior written notice to the Secretariat no less than 24 hours prior to such a vote.
 - 3.4.3. Electronic votes may be cast according to procedures approved by ExCo.
 - 3.4.4. Any member, irrespective of category, shall have only one vote.
- 3.5. Resignation
 - 3.5.1. Any member may resign from the Society by giving written notice directed to the Secretariat.

3.5.2. The member shall remain liable for the payment of all remaining dues.

3.6. Discipline and Termination

3.6.1. The Society demands scientific integrity, ethical conduct and professional practice to the highest standards from all of its Members.

3.6.2. The SAGS prescribes to the Code of Conduct of SACNASP.

3.6.3. Council may enact in the Rules and Regulations, guiding principles for par. 3.7.1 and in addition to par. 3.7.2, a specific code of conduct or ethics, and standards for best practice that does not contradict the Act.

3.6.4. A member acting contrary to the interest of the Society or any of its Members, or violates any of its Rules or Regulations and thereby deliberately violates the Constitution of the Society or if guilty of any improper, dishonourable or unworthy conduct which is in conflict with the ethics of the profession or who fails to pay their dues to the Society shall be subjected to the disciplinary action by Council, who may:

3.6.4.1. Terminate membership of such a member for a period of time deemed appropriate by Council and inform the Registrar (in the event that the member is a registered professional scientist in terms of the Act), or

3.6.4.2. Suspend rights and privileges pertaining to membership for such a period as the Council may deem appropriate, or

3.6.4.3. Request such a member in writing to appear before Council (or a sub-committee for disciplinary matters) and there to explain his/her conduct and, failing such an appearance by a member to suspend him/her or deal with the member otherwise as herein provided.

3.6.4.4. Any person whose membership is terminated, remains liable for payments of any dues.

4. GOVERNANCE: COUNCIL & THE EXECUTIVE COMMITTEE

4.1. Council

4.1.1. The governing body of the SAGS is the Council, elected by the enfranchised (voting) members at Biennial General Meetings (BGMs), and shall consist of any number of individuals deemed appropriate by the Assembly of Members at a BGM that broadly represent various stakeholders or interest groups amongst the membership; these may entail:

4.1.1.1. Members from the various Universities or other Higher Education Institutions;

4.1.1.2. Members from National Research Councils or other Statutory Bodies;

4.1.1.3. Members from the Civil Service;

4.1.1.4. Members from Private or State-owned Industry;

- 4.1.1.5. Members from the various categories of membership.
- 4.1.2. The functions of Council:
 - 4.1.2.1. To put forth from its members, candidates for the election to the Executive Committee of Council (ExCo);
 - 4.1.2.2. To provide representation of various stakeholders, amongst the membership, in providing guidance, advice, and final assent to the ExCo in matters relating to policy development, the enactment of Rules and Regulations of the Society.
 - 4.1.2.3. On behalf of the membership of the Society hold the ExCo responsible for the management of the Society' affairs.
- 4.2. The Executive Committee of Council (ExCo)
 - 4.2.1. The ExCo is a subcommittee of the Council that is empowered to manage the Society's affairs in accordance with the terms and requirements of the Constitution, other Rules and Regulations, and give effect to the Mission and Objectives of the Society, including the following:
 - 4.2.1.1. to promulgate the Rules and Regulations of the Society and when necessary to amend or repeal such Rules and Regulations;
 - 4.2.1.2. to call General Meeting;
 - 4.2.1.3. to decide on the hosting of congresses;
 - 4.2.1.4. to supervise and manage the financial affairs of the Society;
 - 4.2.1.5. to decide upon the admission of new members and the cancellation of membership;
 - 4.2.1.6. to appoint sub-committees, which shall include at least one Exco member who shall serve as convener.
 - 4.2.1.7. to circulate notices amongst members of the Society and to authorise the Society's publications;
 - 4.2.1.8. to decide upon recognising individuals by conferring awards of the Society herein mentioned
 - 4.2.1.9. to publish resolutions of the Society as may be deemed necessary
 - 4.2.1.10. to exercise discipline when and where necessary in accordance with paragraph 3.5
 - 4.2.1.11. to appoint members of the Society to represent the Society at any organisation, or on anybody or committee, requesting such representation
 - 4.2.1.12. to attend to any other matters in the interest of the Society, and
 - 4.2.1.13. to delegate any of its powers to a subcommittee.
- 4.3. Office Bearers of the ExCo, and their Powers and Responsibilities
 - 4.3.1.1. The President
 - 4.3.1.1.1. Shall preside at meetings of the Exco, Council, BGM, and all other meetings of the SAGS;

- 4.3.1.1.2. Shall have the decisive vote in the event of a tie;
- 4.3.1.1.3. Provide oversight of the activities of the ExCo;
- 4.3.1.1.4. Generally perform any duty or task entrusted to him/her by Council
- 4.3.1.2. The Vice-President,
 - 4.3.1.2.1. In the absence of the President, shall serve in an acting capacity and perform such duties;
 - 4.3.1.2.2. Generally perform any duty or task entrusted to him/her by Council
- 4.3.1.3. The Secretary
 - 4.3.1.3.1. Curate and archive the Society's documentation and other records
 - 4.3.1.3.2. Maintain and administer the membership register, in consultation with the Treasurer
 - 4.3.1.3.3. In consultation with the President set and send-out agendas for meetings
 - 4.3.1.3.4. Take minutes during meetings
 - 4.3.1.3.5. Ensure the circulation of notices, in consultation with the Communications officer
- 4.3.1.4. The Treasurer
 - 4.3.1.4.1. In consultation with the Secretary, ensure the collection of membership dues and other revenues
 - 4.3.1.4.2. Exercise control over expenditures
 - 4.3.1.4.3. Ensure that the Society's financial liabilities are met
 - 4.3.1.4.4. Oversee the general management of the Society's accounts
 - 4.3.1.4.5. Provide oversight in terms of the Society's financial management policy
- 4.3.1.5. Communications Officer
 - 4.3.1.5.1. Curate the Society's website, and other online/digital platforms
 - 4.3.1.5.2. Execute the marketing strategy for the Society
 - 4.3.1.5.3. Edit the newsletter
- 4.3.1.6. Conference Chair
 - 4.3.1.6.1. Spearhead the conference organising committee
 - 4.3.1.6.2. Chair the proceedings of the conference
- 4.3.1.7. Student Affairs
 - 4.3.1.7.1. Facilitate communication with postgraduate students
 - 4.3.1.7.2. Participate in organising student centered SAGS activities
- 4.4. Nomination, Election and terms of Office of the Council and the ExCo
 - 4.4.1. At the BGM the presiding-officer must call for nominations (with seconds), from the floor, for an Electoral Commissioner (hereafter the Commissioner) from the members in attendance.

- 4.4.1.1. If more than one candidate for Commissioner is nominated, a vote will take place (votes may be open or closed ballot at the discretion of the presiding-officer that must adhere to the will of the Assembly of Members).
- 4.4.1.2. The Commissioner will not make him/herself available for a seat on Council.
- 4.4.2. Once appointed as Commissioner by the BGM, the Commissioner will oversee and minute the voting procedures and election results for seats on Council and the ExCo, as follows:
 - 4.4.2.1. The Commissioner must call, from the floor, for nominations (with seconds) to Council from the various stakeholder groups (par. 4.1.1.1 – 4.1.1.5)
 - 4.4.2.2. If more than one candidate for a Stakeholder Representative is nominated, a vote will take place (votes may be open or closed ballot at the discretion of the Commissioner that must adhere to the will of the Assembly of Members).
 - 4.4.2.3. Once all the seats on Council has been filled, the Commissioner must call, from the floor, for nominations (with seconds) for the election of ExCo office-bearers (to be appointed from the members of Council, as in par. 4.1.2.1 and 4.2.2).
 - 4.4.2.4. If more than one candidate for an Office is nominated, a vote will take place (votes may be open or closed ballot at the discretion of the Commissioner that must adhere to the will of the Assembly of Members).
 - 4.4.2.5. All candidates must accept nominations for election
- 4.4.3. Terms of Office
 - 4.4.3.1. A term is defined as two calendar years, from the one BGM to the next.
 - 4.4.3.2. Members of Council may be re-elected indefinitely, as long as the candidate is willing to serve.
 - 4.4.3.3. Officer-bearers of the ExCo may be re-elected in the same office for a maximum of three consecutive terms.
 - 4.4.3.4. After the three terms, a period of at least one term must lapse before a member can be elected to ExCo in the same office.
- 4.5. Filling vacancies in Council or the ExCo:
 - 4.5.1.1. The Council may fill a vacancy until the next election by co-opting a member of the Society. A co-opted member has all the rights and responsibilities of a duly elected Member of Council or ExCo Office-bearer. ExCo will seek approval from the Council.

5. MEETINGS OF THE SOCIETY

- 5.1. All meetings shall be held at such a time and at such a place as the ExCo with approval from Council may decide.
- 5.2. Unless otherwise stated the Secretary will be responsible for distributing the agenda and taking minutes.
- 5.3. Biennial General Meetings
 - 5.3.1. Due written notice of a Biennial General Meeting shall be given well in advance thereof and should preferably be held in conjunction with the Biennial Congress, in which case notice should be given at least six (6) months in advance.
 - 5.3.2. A final agenda should be mailed to members a week (7 days) before the Biennial Meeting.
- 5.4. Special General Meetings
 - 5.4.1. Should the need arise, or if so requested in writing by at least 10 members, the Council may decide to call a Special General Meeting, in which case, a written notice and agenda shall be sent to each member of the SAGS, at least two weeks (14 days) prior to such meeting.
 - 5.4.2. Only matters pertaining to the request for calling a Special General Meeting shall be dealt with at such a meeting.
- 5.5. Quorum for General Meetings
 - 5.5.1. With due observance of the preceding stipulations, members present at any General Meeting shall constitute a quorum.
- 5.6. Motions for a decision by a General Meeting must be in writing and must be supported and signed by at least two members. Motions must reach the Secretary at least sixty (60) days before the meeting.
- 5.7. The Presiding-Officer may, with consent of the Assembly of Members, allow observers to attend any General Meeting.
- 5.8. Meetings of Council and ExCo
 - 5.8.1. Council can meet as frequently as deemed required, but at least twice a year to allow the ExCo to give account of affairs to Council.
 - 5.8.1.1. Quorum for Council meetings will consist of the Presiding-Officer (President or Vice-President), two other members of the ExCo and at least half of the remaining non-office-bearing members of Council.
 - 5.8.2. The ExCo may meet as frequently as deemed necessary in order to execute the operational administration and other affairs of the Society, but must meet in Council at least twice a year to seek Council assent (par. 5.1.1).

- 5.8.2.1. Quorum for ExCo meetings will consist of the Presiding-Officer (President or Vice-President), and at least two other members of the ExCo.
- 5.8.3. Voting in Council and ExCo: In the event of a vote on any issue, voting may take place either publicly, by show of hands, or confidentially by ballot paper, should any member request the latter procedure. In the event of a tie, the Presiding-Officer shall have the deciding vote.
- 5.9. Meetings of Sub-committees
 - 5.9.1. The ExCo or Council may appoint a sub-committee to tend specific matters.
 - 5.9.1.1. This sub-committee will be chaired by a Member of Council
 - 5.9.1.2. The sub-committee must appoint a scribe (if the Secretary is not a sub-committee member), whom shall minute the meetings.
 - 5.9.1.3. The sub-committee may consist of any number of co-opted Members from the Society
 - 5.9.1.4. The sub-committee may meet as frequently as needed to complete the assigned task within the prescribed timeframe
 - 5.9.1.5. Quorum for meetings will consist of the Chair, the scribe and at least one other member.
 - 5.9.1.6. The sub-committee will report to the ExCo or Council.
- 5.10. Language Medium
 - 5.10.1. The language used by speakers at any meeting of the Society shall be in English.
 - 5.10.2. For the purpose of records, an English copy of all executive decisions should be available.
 - 5.10.3. Notices exclusively concerning the ExCo may be in the language of choice of the ExCo.
 - 5.10.4. All international notices and contributions to the Newsletter shall be in English.

6. AWARDS & HONOURS

- 6.1. Council reserves the right to issue awards and honours to Members or non-Members of the Society in a prescribed manner for contributions to Genetics or service to the SAGS.
- 6.2. ExCo must present Rules and Regulations to Council for ratification that shall govern how awards and honours will be granted and what such awards or Honours will entail.

7. CONTINUOUS PROFESSIONAL DEVELOPMENT PROGRAMME

- 7.1. Council must ensure that the Society remains a registered recognised voluntary association in terms of the Act.
- 7.2. As such, ExCo must present to Council a programme for continuous training, education and professional development to ensure the competency and ability of its professional Members in terms of natural scientific practice that prescribes to the requirement of the Act or regulations thereof.

8. AFFILIATIONS, BRANCHES, CHAPTERS AND INTEREST GROUPS

- 8.1. The SAGS may affiliate with similar organisations and Council may grant consent for the establishment of branches, chapters or interest groups. Council shall hold jurisdiction over branches, chapters and interest groups as laid down in the Rules and Regulations (- Regulation 4).

9. FINANCIAL AFFAIRS

- 9.1. Council is responsible for the financial standing of the Society.
- 9.2. The Treasurer, is the authorised person administrating accounts, executing financial management, and implementing financial policy, under the direction of the ExCo that accounts to Council.
- 9.3. The seat of the Treasurer, is the official billing address of the SAGS.
- 9.4. The SAGS does not pursue any financial gain through its members and no member is entitled to any of the assets of the Society by reason of membership, either before or after the dissolution of the SAGS.
- 9.5. No member is liable for the fulfilment of a duty or the payment of any debt, which might be incurred by the Society.
- 9.6. Council, through the operations of the ExCo may raise funds (including through membership fees, par.9.7) to ensure the operational viability and financial sustainability of the Society.
- 9.7. Membership Fees
 - 9.7.1. The ExCo shall determine the appropriate fees for the various membership categories subject to approval by the Biennial General Meeting (BGM).
 - 9.7.2. Membership fees are due by a date set by the ExCo.
 - 9.7.3. Any member who is in arrears with annual dues by a date set by ExCo, shall be suspended automatically, but may be reinstated by paying of dues.

- 9.7.4. A member who is in arrears with membership fees for more than one year shall forfeit being a member and may only be reinstated after reapplying for membership in the prescribed manner (par. 3.2.1).
- 9.8. The financial year of the Society shall extend over a calendar year (1 January to 31 December). However, ExCo (through the Treasurer) shall be responsible for the submission of a financial report (including financial statements) to the Biennial Meeting, covering the period between the meetings (normally a two year cycle).
- 9.9. Council may request an audit of the Society's accounts for verification and certification, by an approved auditor appointed at a General Meeting of Council before accepting the ExCo report.
- 9.10. Funds of the Society shall be used exclusively for investment and for promoting the stated objectives and activities of the Society.

10. AMENDMENTS TO THE CONSTITUTION

- 10.1. The Constitution may be amended by a Biennial or Special General Meeting, or special vote.
- 10.2. Notice of such proposed amendments must be submitted according to procedures described in Article 5, par. 5.6.
- 10.3. A two-thirds majority is required to approve an amendment.
- 10.4. Approved amendments shall take effect immediately unless otherwise authorised by a General Meeting.

11. INTERPRETATIONS OF THE CONSTITUTION

- 11.1. In the case of any dispute regarding the interpretation of the Constitution, the decision of the Presiding-Officer will be binding and final, except where such decision is in conflict with the Act.

12. VALID CONSTITUTION

- 12.1. For purposes of interpretation, the English version of the Constitution shall be considered the authentic version.

13. DISSOLUTION

- 13.1. The Society can be dissolved only in accordance with a motion passed during a Biennial or Special General Meeting by a two-third's majority of the members present or by proxy.
- 13.2. In the event of disbandment, for what reason whatsoever, all assets of the Society, after liabilities have been met, shall be transferred or bequeathed to an institution, organisation or society with similar objectives, nominated and approved by the General Meeting.