

Constitution
Society of Environmental Toxicology and Chemistry (SETAC) Africa

CONSTITUTION

Article I: Name

The name of this organisation shall be the **Society of Environmental Toxicology and Chemistry Africa (SETAC Africa)**. This Geographic Unit (GU) shall be an **independent** non-profit **scientific** and **professional** organisation, which is **affiliated** with the Society of Environmental Toxicology and Chemistry (SETAC).

Article II: Purpose

1. To **promote** *research, education, training and development* of the environmental sciences, specifically **environmental toxicology** and **chemistry**, **hazard assessment** and **risk analysis**.
2. To **encourage** interactions among **environmental scientists** and *disseminate information* on **environmental toxicology** and **chemistry** and its **application** to the **disciplines of hazard and risk assessment**.
3. To **sponsor** *scientific and educational programmes* and **provide a forum for communication** among professionals in government, business, academia and other segments of the environmental science community involved in the **use, protection, and management** of the environment, and the protection and welfare of the general public.
4. To **promote** the development and adjustment of principles and practices for sustainable environments, considering appropriate ecological, economic and social aspects **adapted to African problems and conditions**.

Article III: Membership

1. The membership of SETAC Africa shall consist of: **Regular, Emeritus and Student members**. Regular and Emeritus members must be current members of the Society of Environmental Toxicology and Chemistry.
 - a) **Regular Members** are *professionals* who **share the stated purpose of SETAC Africa and who have education, research or applied experience in environmental toxicology and/or chemistry**.
 - b) **Student Members** are persons who share the **stated purpose** of SETAC Africa and are students showing promise of becoming qualified for **Regular** status at a later date.
 - c) **Emeritus Members** are those **qualified voting** Members **selected** and honoured in **recognition** of their **contribution** to environmental toxicology and/or chemistry by SETAC Africa.
 - d) All Members can choose to be voting members of SETAC Africa in which case they should indicate when registering; **only Regular Members may be elected as officers of SETAC Africa**.
2. Membership of all of the above membership classes requires the payment of dues as determined by SETAC.

3. Application for any category of membership of SETAC Africa must be made in the format prescribed by SETAC – see www.setac.org

Article IV: Management and Elections

1. The **affairs of SETAC Africa** shall be managed by the membership through a **Council and Executive Committee** in accordance with the Constitution and Bylaws.
2. The **Council** shall consist of at **least seven (7)**, and **no more than thirteen (13) Regular Members**. The immediate **past president** of SETAC Africa will serve as a **member** of the Council. **One student** representative member can be included in the Council.
3. Nominations for membership of **SETAC Africa Council** shall be solicited from the voting membership. Candidates for the **Council** will be nominated either by the **nominations committee (if established)** or by **membership proxy** and **elected by ballot** by the voting membership. There shall be **no vote cast by proxy**.
4. The **members of the Council** shall serve for a **three (3) year term** with a possible second term of three years. The terms of office to be staggered so that **no more than 3 council members retire in any one-year**. However, the **student** representative member of the Board will hold **office for a 1-year term**. To initiate the process, approximately one-third of the board members shall be elected for a 1-year term, approximately one-third elected for a 2-year term, and approximately one-third elected for a 3-year term.
5. The **Officers** of SETAC Africa (the Executive Committee) comprise the vice president, president, past president, secretary and treasurer and will be elected by the *members of the Council*.
6. Except for the treasurer, and secretary, they **shall be elected for 2 years**.
7. The **Vice-President** shall be elected for **2 years** and will then serve as president for another 2 years, followed by two years as immediate past president. The **Secretary and Treasurer** shall be elected for a term of three (3) years with the possibility of renewal once.
8. If a **vacancy, except that of President, occurs between terms, the Council** shall appoint a **successor to serve the remainder of the term. Should the post of President** become vacant for any reason the **Vice-President shall assume the post of President and serve the remainder of the term as acting President** and shall succeed to the Presidency.
9. The **President** shall serve as **Chairman of the Executive Committee**.
10. The SETAC Africa **Council** shall determine the *number, times and places* of SETAC Africa meetings.

Article V: Alternate or Substitute Members of Council

1. A member of the Council who is not able to serve the full term will be replaced following the normal voting procedure.

Article VI: Removal of Member from Council

1. SETAC Africa in a General Meeting may by resolution remove any member of the Council from their office before expiration of the member's term of office and may by

resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

Article VII: Powers and Duties of the Council

1. The duties of the President, Vice-President, immediate past president, Secretary and Treasurer are those customarily performed by such officers, unless otherwise directed by the Council.
2. The duties of the **Council** shall be:
 - a) To **manage** the business, functions, programmes, and activities of SETAC Africa
 - b) To **establish a policy** and **take such action** as seems desirable and appropriate to promote the objectives of SETAC Africa.
 - c) To appoint committees when necessary
 - d) To nominate a SETAC Africa representative to the SETAC World Council for a period of three years.
3. The Council shall produce minutes of all meetings and a record:
 - a. Of all appointments of officers
 - b. Of the names of members of the Council present at all general meetings of the Council

Article VIII a) Quorum at an annual meeting

A majority vote of the membership **in attendance** shall constitute a quorum. If a member cannot be present at a meeting, voting by proxy will be allowed. A maximum of **two proxies** can be held by one voting member.

Article VIII b) Quorum at council meetings

At council meetings (face to face or conference calls) two-third (2/3) of the council members eligible to vote constitutes a quorum. A maximum of **two proxies** can be held by one voting member.

Article VII: Amendments

An amendment to the Constitution and Bylaws may be proposed **in writing** by the **Council** or **the voting membership** of SETAC Africa. An amendment is **consummated** and **ratified** when approved by a **quorum vote of the membership** of SETAC Africa and **additionally** approved by the **Council** of SETAC Africa.

Article VIII: Relationship with SETAC

1. SETAC Africa is an independent, non-profit scientific and professional organisation, which is affiliated to SETAC and administrative functions will be supported by the SETAC Brussels office.
2. SETAC Africa shall provide **reports of activities** as **requested** by SETAC.

3. Before SETAC Africa publishes **technical information** or otherwise publicly issues any **statement upon a policy matter**, which purports to represent the opinion of the SETAC, it must obtain the **consent** of the **Publications Advisory Committee of SETAC**. Use of the SETAC logo must comply with the Standard Operating Procedure of SETAC.
4. SETAC Africa also will **not** conduct any meetings or conferences, which conflict with the Geographic Annual Meetings of SETAC.

Article IX: Dissolution

Dissolution of SETAC Africa, for any cause, shall follow the same procedure as Constitutional amendments and must be in accordance with the applicable regulations of the countries of incorporation in collaboration with SETAC.

All funds, assets and liabilities of SETAC Africa, including any rights to funds, present or future, contingent or action, shall be **irrevocable, assigned, and transferred to SETAC World Council**.

Society of Environmental Toxicology and Chemistry Africa

BYLAWS

Bylaw I: Membership

Application for Regular or Student Member shall be made on an **application** form authorized by the **Council** of SETAC Africa. An **Emeritus** Member is **selected** and so **honoured by the Council** of SETAC Africa in recognition of contributions to science within SETAC and to SETAC Africa.

Qualifications and benefits are as follows:

A. Regular Member

1. Must:
 - a) share the stated purpose of SETAC Africa;
 - b) have applied experience, education or conducted research in environmental toxicology and/or chemistry;
 - c) pay member dues;
2. *Benefits*
 - a) May vote on SETAC Africa affairs;
 - b) May hold office and/or serve on the Council; and
 - c) May participate in SETAC Africa functions, programmes, and activities at reduced rates.
 - d) Will receive all other benefits of SETAC membership

B. Student Member

1. *Qualifications*

Must:

 - a) share the stated purpose of SETAC Africa
 - b) be a student and show promise of being qualified for Regular or Regional Member status at a later date
 - c) pay Student Member dues
2. *Benefits*

May:

 - a) apply for Regular Member status when qualified,
 - b) participate in SETAC Africa functions, programmes, and activities, at reduced rates and
 - c) serve on the Council if the student is active in the SETAC Africa National/Regional branch.
 - d) vote on SETAC Africa affairs

C. Emeritus Member

1. *Qualifications*

Must:

 - a) share the stated purpose of SETAC Africa;
 - b) be nominated by the **Council** of SETAC Africa;
 - c) be recognized for service to SETAC Africa and science within SETAC;
 - d) pay Emeritus member dues; and
 - e) be a current SETAC member

2. *Benefits*
May:
 - a) vote in SETAC Africa affairs
 - b) participate in SETAC Africa functions, programmes and activities at membership rates
 - c) hold office and/or serve on the Council

Bylaw II: Dues and Finances

1. All dues shall be established by the SETAC.
2. Any Regular, Emeritus, or Student Member in arrears in dues for **two years** will **lose membership** in SETAC Africa. Members failing to pay their fees may be **reinstated** by the Council **provided all indebtedness to SETAC Africa is re-imbursed**.
3. Membership will run for one year following the date of joining the society. Three year membership options are also available with a 10% discount.
4. Membership dues shall be collected locally in local currency equivalents and administered by SETAC Europe.
5. All cheques, drafts, or other orders for the payment of money in the name of SETAC Africa shall be signed by the **Treasurer** or by any council member elected by the Executive Council residing in the country of bank account (if needed). The limitations of authorisations are to be set by SETAC Africa Council.
6. All **funds** of SETAC Africa, not otherwise employed, shall be **deposited** from time to time to the credit of SETAC Africa in such banks or other depositories as the **Council** may select.
7. The **annual budget** and end of year financial statement shall be subject **to approval by the SETAC Africa Council**.
8. SETAC Africa annual budget will be reviewed by SETAC World Council at the North America meeting in November.

Bylaw III: Elections and Formation of Committee(s)

1. A **Council** shall consist of at least seven (7), and **no more than thirteen (13)** voting Members with an *approximate equal representation from government, academia, and business*.
2. The terms of the Officers and Council members shall be established according to the constitution.
3. The **President** will **appoint a Nominations Committee** of not less than two (2) Executive Committee members. Nominations for the Council will be made by the Nominating Committee, and by membership **petition**. A nomination is considered valid if the person fulfills the qualifications of Council membership and has been **named by three (3) or more voting members**. The **list** of nominees prepared by the Nominating committee will be **submitted to the Council for approval**. The **Secretary** shall submit the nominees for the Council to the **membership for election**.
4. The **Council** shall be responsible for the **formation and dissolution** of all standing **committees**.
5. The **President** may form **ad hoc committees** *which serve at his/her discretion or term of office*.

Bylaw IV: Meetings

1. The **Council** shall determine the number, times and places of the **regular meetings** and conference calls of SETAC Africa Council.
2. **At least four (4) weeks** before a regular council meeting, the **Secretary** shall send to each member a notice of the time and place of the meeting.
3. A SETAC Africa meeting will be held once every two years. At this meeting, there shall be an executive session for the **reports of officers**, for a **report on the election of officers** and **Council**, and other items of business. However, each region can organise annual meetings.
4. The **Council** shall determine **rules** relative to the conduct of scientific sessions and presentation of scientific papers at all meetings.
5. There shall be **at least one (1) meeting of the Council in each year**, either in person or by telephonic conference
6. The **President** shall convene the Council at a special meeting whenever the affairs of SETAC Africa require it.
7. **A request to the President**, made in writing, signed and approved by **three (3) members of the Council** shall render the convocation of an extraordinary SETAC Africa Council meeting **obligatory**.

Bylaw V: Relationship with SETAC

The relationship with SETAC shall be established in the Constitution.

Bylaw VI: Amendments

Amendments to the Constitution and Bylaws shall be conducted according to the Constitution.

Bylaw VII: General Statements

Notwithstanding any provision of the Constitution and Bylaws which might be susceptible to a contrary construction:

1. SETAC Africa *shall be organised in accordance with the purposes defined in the constitution.*
2. No part of the net earnings of SETAC Africa shall or may, under any circumstance, benefit any private stakeholder/shareholder or individual.
3. SETAC Africa shall not participate in, or intervene in (including the publishing or distribution of statement) any political campaign on behalf of any candidate for public office.
4. SETAC Africa shall not be organised or operated for **profit**.
5. SETAC Africa **shall not**:
 - a) Lend any part of its assets without the receipt of adequate security and reasonable rate of interest to any person.
 - b) Pay any compensation in excess of a reasonable allowance for salary or other compensation for personal services actually rendered to any person.
 - c) Make any part of its services available on a preferential basis to any person.
 - d) Make any purchase of securities or any other property, for more than adequate consideration in money or monies worth from any person.
 - e) Sell any securities or other property for less than adequate consideration for money or monies worth to any person.

f) Engage in any other transactions which result in substantial diversions of its income, to any person.

Bylaw VIII: Distribution on Dissolution

Upon dissolution of any regional branch of SETAC Africa, the Council shall distribute the assets and incurred income to one (1) or more organisations as determined by the Council of SETAC Africa and the SETAC World Council.