



**PHARMACEUTICAL & TECHNOLOGY CLINICAL MANAGEMENT
ASSOCIATION**

Company registration number 1997/017503/08

VAT nr: 4610170690

CONSTITUTION

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1. DEFINITION, VISION, MISSION AND OBJECTIVES

1.1. DEFINITION

The Pharmaceutical & Technology Clinical Management Association (referred to as the PTCMA) a non-profit company duly registered in terms of the Companies Act, 71 of 2008.

The PTCMA is dedicated to the support, education and development of healthcare professionals.

1.2. VISION

Thinking critically; acting practically – joining the dots...

1.3. MISSION

To facilitate clinically relevant, evidence-based practice for optimal patient care and access to affordable medicine and technology, by providing continued professional development and healthcare education.

1.4. OBJECTIVES

1.4.1 To encourage the understanding of evidence-based medicine with an outcome in evidence-based practice

1.4.2. To provide a neutral network forum for stakeholders who have an interest in managed care principles and health economics

1.4.3. To provide on-going educational programmes in the form of:

- Continuing Professional Development (CPD's); CPD accredited presentations
- Filmed CPD presentations available online through the TalkED programme
- Online Certificate Courses
- Workshops on relevant topics
- Online Journal Club

2. MEMBERSHIP

2.1. TYPES OF MEMBERSHIP

There shall be four types of membership – Individual, Standard, Corporate and Executive Members.

2.1.1. INDIVIDUAL MEMBERSHIP

- Healthcare Professionals working in a managed care environment
- Academic staff of medical, pharmaceutical, technological or other scientific university faculties
- Medical research scientists
- Healthcare Professionals in private practice
- Students in a medical or other scientific field

2.1.2. STANDARD MEMBERSHIP

- Persons, partnerships or bodies corporate carrying on business as pharmaceutical benefit management companies
- Manufacturers or distributors of medicines, medical devices and other healthcare technologies
- Organisations or companies operating in the healthcare industry
- Medical Schemes, Employer Groups that operate Medical Schemes, Health Management Organisations and similar organisations **with ten or less employees sharing in the benefits of membership**

2.1.3. CORPORATE MEMBERSHIP

- Persons, partnerships or bodies corporate carrying on business as pharmaceutical benefit management companies
- Manufacturers or distributors of medicines, medical devices and other healthcare technologies
- Organisations or companies operating in the healthcare industry
- Medical Schemes, Employer Groups that operate Medical Schemes, Medical Scheme administrators, Health Management Organisations and similar organisations
- Basic Corporate Membership package will be defined by ExCo and posted on the PTCMA website
- Differentiated (additional products) by identifying specific educational programmes agreed to by ExCo

2.1.4. EXECUTIVE MEMBERSHIP

- Persons, partnerships or bodies corporate carrying on business as pharmaceutical benefit management companies / MHC Companies
- Manufacturers or distributors of medicines, medical devices and other healthcare technologies
- Organisations or companies operating in the healthcare industry
- Medical Schemes, Employer Groups that operate Medical Schemes, Medical Scheme administrators, Health Management Organisations and similar organisations
- Basic Executive Membership package will be defined by ExCo

2.1.5. ADDITIONAL TYPES OF MEMBERSHIP

Additional types of membership may be instituted by agreement and amendment to the constitution at a General Meeting of the PTCMA.

2.1.6. HONORARY LIFE MEMBERSHIP

Honorary Life Membership of the PTCMA may be awarded, from time to time, to individuals who have contributed substantially to the existence /evolutionary process and progress of the PTCMA. The

Executive Committee should make this decision of appointment unanimously.

2.2. APPLICATION FOR MEMBERSHIP

Application for membership shall be made on a prescribed form (online) as agreed and updated from time to time by the Executive Committee (hereafter called **ExCo**).

The type of membership applied for will depend on the current list of benefits as posted on the PTCMA website. Unique agreements may be set up for companies not based in the main regions as agreed to and updated by the ExCo.

2.3. MEMBERSHIP LIST

2.3.1. A list of all types of memberships as listed in point 2.1 of the constitution shall be kept by the Accounts Manager of the PTCMA management team.

2.3.2. This list will contain the details of contact person(s) from the membership company - one for Individual and Standard Members and three for Corporate and Executive Members – for the sake of continuation and optimal communication.

2.3.3. The list will be updated once a year with membership renewals.

2.3.4. The designated contact person(s) should notify the Accounts Manager by email of any changes.

2.3.5. Any notice dispatched by email to the address last registered with the PTCMA shall be deemed to have been duly served on the Member.

2.4. MEMBERSHIP DATABASE:

2.4.1. A database of the names, contact details and occupations of individuals from member companies shall be recorded and kept on the online PTCMA Portal according to POPI regulations.

2.4.2. Individuals can log onto the portal to update their own details.

2.4.3. A reminder to review personal information will be sent once a year.

2.4.4. Any communication dispatched by email to the address registered on the PTCMA Portal shall be deemed to have been duly delivered.

2.5. MEMBERSHIP SUBSCRIPTIONS

2.5.1. Annual subscriptions shall be in accordance with the scale posted on the PTCMA website to be adjusted annually according to inflation effective from the 1st of January each year.

2.5.2. Notice of resignation from the PTCMA to be made by email 60 days before the end of the membership term.

2.5.3. Membership subscriptions shall be due on first day of the month following the end of the previous membership term.

- 2.5.4. The privileges of any Member whose subscriptions are not paid within 60 days of due date shall lapse automatically.
- 2.5.5. Where privileges or membership have lapsed, ExCo may affect full reinstatement of privileges and/or membership upon payment of all subscriptions due and any penalties, which may, at the discretion of the ExCo, be levied.
- 2.5.6. Newly enrolled Members' subscription will start at the beginning of the month following the invoicing of membership – they will have access to the benefits within 3 workdays of invoicing.
- 2.5.7. There shall be no refund of subscriptions to Members resigning their membership.
- 2.5.8. Honorary Life Members shall not pay membership fees
- 2.5.9. All new Members will:
 - 2.5.9.1. be encouraged to register on the PTCMA Portal in order to keep up to date with forthcoming events
 - 2.5.9.2. be informed to read the Constitution on the website

3. CONTROL

Subject to the Constitution, the management and control of the affairs of the PTCMA shall be vested in a central Executive Committee and Management Committee whose elected Members shall hold office until their successors have been elected.

3.1. EXECUTIVE COMMITTEE

- 3.1.1. Each vote is deemed equal, regardless of type of membership
- 3.1.2. Voting cannot be swayed by a dominance of representation of Members within one organisation
- 3.1.3. There shall be central control of the Regional Groups by the Executive Committee
- 3.1.4. The Officers of ExCo shall consist of:
 - 3.1.4.1. The Chairperson
 - 3.1.4.2. The Past Chairperson (in the event of a change in Chairperson)
 - 3.1.4.3. The Vice-Chairperson
 - 3.1.4.4. The Secretary
 - 3.1.4.5. The Treasurer
 - 3.1.4.6. The Marketing Officer
 - 3.1.4.7. The Educational Officer
 - 3.1.4.8. Regional Chairpersons
- 3.1.5. Duration of service on ExCo:
 - All elected Members of ExCo shall normally serve for a period of two years and shall be eligible for re-election.
 - All elected Members of ExCo shall not serve for a period of longer than five years without a year's break, unless unanimously voted to continue by the ExCo.
- 3.1.6. Not more than one Member of the ExCo should be employed by the same Company, unless ExCo unanimously votes in an additional Member. Not more than one third of the ExCo should be employed by the same stakeholder.

- 3.1.7. Should an ExCo Member resign or change professional status during their year of office, the Executive Committee may elect a replacement Executive Member to take up office until the next AGM.
- 3.1.8. Meeting frequency: Regular as deemed necessary.

3.2. MANAGEMENT COMMITTEE

The day to day management of the PTCMA will be carried out by the management team under the guidance of the Management Committee (ManCo).

3.2.1. The ManCo Committee Members

- 3.2.1.1. Chairperson
- 3.2.1.2. Vice-Chairperson - optional
- 3.2.1.3. Treasurer
- 3.2.1.4. Secretary
- 3.2.1.5. At least one member of the management team in an advisory capacity

3.2.2. Number of Members

At least three Committee Members (to be agreed at first meeting after the AGM)

3.2.3. Quorum

Two-thirds of the committee needs to be present to constitute a quorum.

3.2.4. Meeting frequency: once every quarter

3.3. SUB-COMMITTEES

ExCo may, at its discretion, approve the formation of special interest sub-committees and regional groups upon receipt of reasonable representation from Members concerned, e.g. Education Task Team, Marketing Task Team.

3.4. RIGHT OF CO-OPTION

ExCo may co-opt person(s) whose expertise can be regarded as beneficial to the Association.

Co-opted Members can be voted into ExCo positions if nominated.

3.5. DIRECTORS

Three Directors must be elected from ExCo and shall serve for one year.

If individuals are deemed to be suitable Non-Executive Directors and are not elected ExCo members, those individuals may be co-opted as consulting members.

The Directors can continue to hold office for another year if re-elected by ExCo and for no longer than five years consecutively.

4. MEETINGS

4.1. EXCO MEETINGS:

50% of the voting members of ExCo shall constitute a quorum.

4.2. GENERAL MEETINGS:

- 4.2.1. A general meeting known, as the **Annual General Meeting (AGM)**, shall be held at a date and place decided upon by ExCo, provided that it shall take place annually - not later than six (6) months from the end of the financial year.
- 4.2.2. Additional meetings, other than delineated in the previous point shall be designated **General Meetings**.
- 4.2.3. At General Meetings only such business as specified in the notices convening the meetings shall be transacted.
- 4.2.4. Should a quorum not be realised the meeting shall be adjourned for a period at the discretion of the Chairperson. When the meeting is reconvened those Members, who are present, provided they do not number less than ten shall be regarded as a quorum.
- 4.2.5. Motions may be proposed and seconded by any Member and, with exceptions of changes of the Constitution and the by-laws, shall be adopted based on a simple majority vote.
- 4.2.6. Voting shall normally be by a show of hands, except when a secret vote shall be permitted if requested by not less than two Members, or if so ruled by the Chairperson.
- 4.2.7. The Chairperson or, in his/her absence, the Vice-Chairperson shall preside over all meetings.
- 4.2.8. In the absence of both the Chairperson and the Vice-Chairperson, the meeting shall elect its own Chairperson.
- 4.2.9. ExCo may, at any time, convene a General Meeting.
- 4.2.10. All paid up members of PTCMA shall be entitled to vote at any of the PTCMA general meetings. Such votes shall carry equal weight, provided that each member, whether Individual, Standard, Corporate or Executive, is allowed to carry only one vote.
- 4.2.11. Any PTCMA Member may attend and speak at any meetings.
- 4.2.12. Email and proxy votes shall be allowed at all General Meetings.

5. AMENDMENTS TO THE CONSTITUTION

- 5.1. Amendments to this Constitution, by way of addition, alteration or repeal, may be made at a General Meeting in the first year of its application. There after only at an Annual General Meeting.
- 5.2. A proposed change, which is carried, becomes effective immediately.

- 5.3. Any proposed change shall be deemed carried if there is at least a two-thirds vote in its favour, counted out of voting Members present, valid postal, email and proxy votes.

6. MEMBERSHIP DISCIPLINARY ACTION

- 6.1. Any Member shall be liable to an enquiry into his/her conduct with a view to disciplinary action.
- 6.2. PTCMA may from time to time develop codes of ethics and standards of practice. Such codes and standards shall be approved by the AGM and shall be binding upon all Members. PTCMA shall have the right to institute processes, which uphold such codes and standards. The process shall be approved by the AGM.

7. DISSOLUTION

- 7.1. ExCo shall have the power to dissolve the PTCMA provided that:
 - 7.1.1. A proposal for the dissolution of PTCMA is:
 - 7.1.1.1. agreed by PTCMA ExCo, or,
 - 7.1.1.2. submitted by a PTCMA Member with the supporting signatures of not less than 25% of Individual, Standard and Corporate Members, each Standard and Corporate Member being counted as one Individual Member.
 - 7.1.2. All Members are informed by email regarding such intention at least 8 weeks prior to the intended date of dissolution, such notification to include appropriate ballot forms.
 - 7.1.3. All paid up Members of the PTCMA shall be entitled to vote. Member's votes shall carry equal weight, provided that each Standard and Corporate Member shall be allowed only one vote.
 - 7.1.4. At least two thirds of those Members responding to the ballot vote needs to be in favour of dissolution.

8. FINANCE

- 8.1. PTCMA is authorised to levy, fix and amend annual subscriptions. Evidence supporting the necessity to make these changes will be presented at the Annual General Meeting.
- 8.2. The financial affairs of the PTCMA shall be under control of PTCMA through the Treasurer.
- 8.3. PTCMA is authorised to open such banking accounts as it deems suitable for the lodgement of funds belonging to or controlled by the PTCMA.

- 8.4. Separate accounts may be opened for the lodgement of funds acquired by the PTCMA for special purposes.
- 8.5. The signatories on the PTCMA banking accounts shall be:
 - 8.5.1. the designated Director, and,
 - 8.5.2. one or two PTCMA Members decided upon by the ExCo.
- 8.6. PTCMA is authorised to invest surplus funds at its discretion.
- 8.7. PTCMA is authorised, at its discretion, to allocate funds for the following purposes:
 - 8.7.1. To cover expenses incurred by PTCMA Members/ExCo for attending PTCMA meetings or for any other official business of the PTCMA.
 - 8.7.2. Financing of guest speakers.
 - 8.7.3. Financing of receptions, seminars, conferences, and other meetings relevant to its business.
 - 8.7.4. To cover the expenses of official delegates of the PTCMA to national and international conferences, seminars or meetings, whether in part or full.
 - 8.7.5. For the establishment of fellowship funds.
- 8.8. The PTCMA's year-end shall be the last day of business in December.
- 8.9. A statement of the accounts of the association for the preceding financial year shall be presented for approval at each Annual General Meeting.

9. BY-LAWS OF PTCMA

9.1. ELECTION OF EXECUTIVE COMMITTEE

9.1.1. Election Process

- 9.1.1.1. Nominations for new ExCo Members shall be called for no less than 6 weeks prior to the Annual General Meeting (AGM).
- 9.1.1.2. Should there be no nominations forthcoming, nominations can be called for from the floor at the AGM.
- 9.1.1.3. All nominations for ExCo shall be proposed and seconded by members only, such nominations to be accompanied by email acceptance of nomination by the nominee.
- 9.1.1.4. Each Member may vote only once for each nominee.
- 9.1.1.5. Each Member may vote for no more than the number of new Members required for ExCo.
- 9.1.1.6. In conformity with point on duration of service in the Constitution, elected Members of the ExCo shall serve for no longer than five years, unless 60% of ExCo challenge the election.
- 9.1.1.7. Each and every vote carries the same weight.
- 9.1.1.8. In the event of retirement or resignation of a Member ExCo shall invite an appropriate number of Members to fill the remaining vacancies.
- 9.1.1.9. An ExCo Member filling a vacancy shall serve until an ExCo election is held at the next Annual General Meeting.

9.1.2. Election of officers of ExCo

9.1.2.1. The Chairperson

- 9.1.2.1.1. The Chairperson shall be elected by ExCo from among its Members at the first ExCo meeting after the annual election.
- 9.1.2.1.2. The Chairperson shall hold office for two years and be eligible for re-election.
- 9.1.2.1.3. The Immediate Past Chairperson shall remain as an ExCo Member for the sake of continuity

9.1.2.2. The Vice-Chairperson

- 9.1.2.2.1. The Vice-Chairperson shall be elected by ExCo from among its Members at the first ExCo meeting after the annual election.
- 9.1.2.2.2. The Vice-Chairperson shall hold office for two years and be eligible for re-election.

9.1.2.3. The Secretary

- 9.1.2.3.1. The Secretary shall be elected by ManCo at the first meeting after the annual election, but not necessarily from among its Members.
- 9.1.2.3.2. Should the elected secretary not be an elected Member of ExCo he/she shall be regarded as filling one of the co-opted Member positions provided for in Section 3.4.
- 9.1.2.3.3. The Secretary shall hold office for two years and be eligible for re-election.

9.1.2.4. The Treasurer

- 9.1.2.4.1. The Treasurer shall be elected by ExCo at its first meeting after the annual election, but not necessarily from among its Members.
- 9.1.2.4.2. Should the elected Treasurer not be an elected Member of ExCo he/she shall be regarded as filling one of the co-opted Member positions Section 3.4.
- 9.1.2.4.3. The Treasurer shall hold office for two years and be eligible for re-election.

9.1.2.5. The Marketing Officer

- 9.1.2.5.1. The Marketing Officer shall be elected by ExCo at its first meeting after the annual election.
- 9.1.2.5.2. The Marketing Officer shall hold office for two years and be eligible for re-election.

9.1.2.6. The Educational Officer

- 9.1.2.6.1. The Educational Officer shall be elected by ExCo at its first meeting after the annual election.
- 9.1.2.6.2. The Educational Officer shall hold office for two years and be eligible for re-election.

9.1.2.7. Regional Chairpersons

- 9.1.2.7.1. The Regional Committee shall elect the Regional Chairperson/s at the first meeting after the Regional Committee election.
- 9.1.2.7.2. The Regional Chairperson shall hold office for two years and be eligible for re-election.

9.2. DUTIES OF THE EXECUTIVE COMMITTEE

9.2.1. ExCo shall:

- 9.2.1.1. Manage the Association on behalf of the Members.
 - 9.2.1.2. Promote the vision, mission, and goals of the PTCMA.
 - 9.2.1.3. Ensure that resolutions taken at general meetings are carried out.
 - 9.2.1.4. Promote the activities of sub-groups.
 - 9.2.1.5. Promote the activities of regional groups.
 - 9.2.1.6. Examine and either authorise, amend or reject proposals made for the organisation of conferences or meetings held under the aegis of the PTCMA.
 - 9.2.1.7. Examine and either authorise, amend or reject constitutions of proposed PTCMA sub-groups and regional groups.
 - 9.2.1.8. Lay down any annual subscriptions and define the monetary value tabulated in Member's subscriptions.
- 9.2.2. Officers of PTCMA in accordance with the Constitution are authorised in case of urgency where there is insufficient time to constitute a full ExCo meeting and where immediate action on behalf of the PTCMA is called for, to take decisions and such actions as are deemed necessary, provided that:
- 9.2.2.1. 50% Of the ExCo officers shall constitute a quorum;
 - 9.2.2.2. Decisions and any actions taken shall be reported to the full ExCo as soon as possible.
- 9.2.3. The Chairperson or, in his or her absence, the Vice-Chairperson, or any other Member of ExCo nominated by the ExCo, shall be ex-officio a Member of all sub-groups and regional groups, and of the committees of such groups, and of any other committees or sub-committees that may be formed under the auspices of the PTCMA.

9.3. DUTIES OF THE MANAGEMENT COMMITTEE (ManCo)

9.3.1. The ManCo shall:

- 9.3.1.1. Oversee day to day operations as executed by the Management Team.
- 9.3.1.2. Propose services, projects and proposals.
- 9.3.1.3. Present ManCo report at ExCo Meetings (ManCo Chair to report).

- 9.3.1.4. Approve and sign off all payments (one Director and one ManCo Member).
- 9.3.1.5. Propose and review salaries; wages; commissions; project fees; etc.
- 9.3.1.6. Propose resolutions e.g. office move.
- 9.3.1.7. Review and propose lease agreements i.e. equipment; office rent; contracts; etc.
- 9.3.1.8. ManCo to authorize mandates for memberships.
- 9.3.1.9. Reviewing of Constitution - mission, vision, registrations, employee contracts - for presentation to ExCo and adoption at AGM.
- 9.3.1.10. Managing of grievances between Executives and/or staff.

9.3.2. The Secretary shall:

- 9.3.2.1. Conduct all correspondence in consultation with the Chairperson or, if he/she be absent, the Vice-Chairperson.
- 9.3.2.2. Call all meetings of the PTCMA.
- 9.3.2.3. Attend to the formalities of general meetings and elections.
- 9.3.2.4. Ensure that there is a call for motions or nominations for ExCo from Members, on such prescribed forms as agreed from time to time by the ExCo, not less than 6 weeks prior to the annual general meeting.
- 9.3.2.5. Circularise to Members notices convening meetings, proxy votes, statements of motions, and names of nominees for ExCo, not less than 4 weeks prior to the date decided upon for the meeting.
- 9.3.2.6. Circularise to Members the final agenda for general meetings not less than 2 weeks prior to the date decided upon for the meeting.
- 9.3.2.7. Call all ExCo meetings.
- 9.3.2.8. Circularise to all ExCo Members' proxy votes and the final agenda for ExCo meetings not less than 2 weeks prior to the date decided upon for the meeting.
- 9.3.2.9. Following the election of the officers of Exco, notify all Members within 2 weeks of the election of the officers of ExCo.
- 9.3.2.10. Ensure the maintenance of suitable records of all meetings of the ExCo and ManCo.

9.3.3. The Treasurer shall:

- 9.3.3.1. Appoint an individual agreed to by ExCo to: request, receive, bank and arrange for the disbursement of all monies pertaining to the PTCMA, and maintain the financial affairs in order by keeping appropriate books in accordance with the constitution.

- 9.3.3.2. Approve and sign off on the annual financial report for presentation to the Annual General Meeting.
- 9.3.3.3. Delegate the duties of the Secretary to an individual, approved of by the ExCo, should the Secretary be precluded from carrying out such duties.
- 9.3.3.4. Ensure that accounts pertaining to annual subscriptions due are dispatched to all Members in good time (30 days before end of membership term).

9.4. MEETINGS OF THE COMMITTEES

- 9.4.1. ExCo shall meet not less than 3 times a year, one meeting to be approximately halfway between Annual General Meetings.
- 9.4.2. The Chairperson or, in his/her absence, the Vice-Chairperson shall preside over all meetings.
- 9.4.3. In the absence of both the Chairperson and the Vice-Chairperson, the meeting shall elect its own Chairperson.
- 9.4.4. Resolutions taken at ExCo meetings shall be deemed carried by simple majority vote in their favour.
- 9.4.5. Voting shall normally be by a show of hands, except that a secret vote shall be permitted if requested by not less than two voting Members, or if so ruled by the Chairperson.

9.5. DISSOLUTION

- 9.5.1. Should ExCo decide upon dissolution of the Constitution, all outstanding debts of the PTCMA shall be settled forthwith from existing funds, and assets shall be applied as determined by a simple majority vote of all Members according to one or more of the following;
 - 9.5.1.1. To all Members in good standing on the basis to be determined by ExCo on type and years of membership.
 - 9.5.1.2. To any sub-groups or regional groups of the PTCMA should any of these continue functioning as independent bodies.
 - 9.5.1.3. To charitable institutions proposed and voted for by all Members.
 - 9.5.1.4. Any other process proposed by ExCo or by Members and agreed upon by ExCo.