



VERENIGING VAN ADVOKATE

SOCIETY OF ADVOCATES

MOKHGATLO WA BAEMEDI

Centaur Chambers, 38 Ingersoll Avenue, Lynnwood Glen, Pretoria

Constitution

of the

Gauteng Society of Advocates

Ratified by a Quorum of the Society

at an

Annual General Meeting of the society held at Pretoria on

March 13th 2021

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Preamble

We, the Gauteng Society of Advocates, commit to the protection and the enhancement of the rule of law and to the advancement of democracy and the protection of fundamental human rights and freedoms as enshrined in the Constitution of the Republic of South Africa - duly cognizant of our duties and responsibilities as inducted counsel in law to the Courts of the Republic of South Africa.

The Name of the Society

The Society shall be known as:

The Gauteng Society of Advocates	-	in English
Die Gauteng Vereeniging van Advokate	-	in Afrikaans
Gauteng Mokhgatlo wa Baemedi	-	in Sesotho
The acronym for the name of the society shall be	-	GSA

The Slogan of the Society

“Terar Dum Prosim” meaning:	-	Beneficial in Litigation
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The Main Business of the Society

To serve as a voluntary association of duly qualified and admitted Advocates and to deal with all matters relating to the profession of advocates in the Republic of South Africa.

The Heraldic Emblem of the Society

The Heraldic emblem of the Society - reflected below - is based on the original emblem of the Society, which was designed and adopted in circa 2004. The current emblem incorporates the original design elements of the original, which have, since inception reflected the tradition of Universal, Historical and Contemporary Legal Symbolism in international and continental context.

The design of the Heraldic emblem of the Society [incorporated in 2017] is as follows:



Detail of the Heraldry of the design is available on the GSA Website at:
<https://www.gautengadvocates.co.za/gsa-emblem-heraldry/>

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Definitions & Interpretation

In this Constitution, except in a context indicating that some other meaning is intended,

- 'The Society' means - The Gauteng Society of Advocates;
- 'Executive Committee' means - The Executive Committee appointed i.t.o Clause 17.1;
- 'Qualified Person' means - a duly admitted Legal Practitioner practising in the style of an independent Legal Practitioner in terms of the provisions of the Legal Practice Act;
- 'Senior Member' means - an advocate or trust advocate as defined in Section 1 of the Legal Practice Act 28 of 2014 with 15 (fifteen) years' experience – as to be ratified by the GSA Executive;
- 'Junior Member' means - an advocate or trust advocate as defined in Section 1 of the Legal Practice Act 28 of 2014 less than 15 (fifteen) years' experience – as to be ratified by the GSA Executive;
- 'Days' means - calendar days and when this Constitution provides for the happening of one event and another, the number of days must be calculated by: excluding the date on

which the 1st (first) such event occur; including the date on or by which the 2nd (second) event is to occur; excluding any public holiday, Saturday or Sunday that falls on or between the days contemplated in articles 1.3.1.1 and 1.3.1.2, respectively; and if that day is not a business day, then same shall be the 1st (first) succeeding business day;

- Save where the context otherwise requires, singular works are deemed to import the plural and vice versa.
- **Words and phrases** denoting natural persons refer also to juristic persons, and vice versa;
- **Pronouns** of any gender include corresponding pronouns of the other gender; and
- **Headings** shall not be treated as forming part of the Constitution; as such headings are for convenience of reference only;
- In case of bona fide dispute as to the meaning and interpretation of any of the rules and by-laws of the Society, the Executive Committee shall be the arbiter thereon.
- The decision of the Executive Committee is binding upon the members of all classes of the Society, subject to any resolution of a general meeting of the Society thereon.

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Principles of the Society

The Society in carrying out its objectives and in all its activities and functions in all its endeavours and at all levels shall observe the principles that:

- **the Society** shall be managed, administered and promoted in accordance with business principles on a non-racial, non-political and democratic basis and in accordance with the

Constitution, Rules, Rulings, policies, frameworks and directives of **The Society** and the Legal Practice Council;

- all members of **the Society**, irrespective of race, colour, creed, gender, religion or association, shall have the right, in whatever capacity, to participate in the activities of **the Society**;
- **the Society** shall forbid any form of discrimination based on race, colour, creed or gender.

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Legal Status

Notwithstanding anything to the contrary herein contained:

- 4.1 **The Society** is an Association not for gain. Concurrently it is not formed and does not exist for the purpose of carrying on any business that has for its object the acquisition of gain by the Society or its individual members.
- 4.2 **The Society** has and continues to hold the power to acquire, to hold and to alienate property of every description whatsoever, and with the capacity to acquire rights and obligations and having perpetual succession.
- 4.3 Individual members might, because of their services rendered as individual advocates, receive honorarium from clients, but the Society does not exist for the purpose of its individual members carrying on a business for gain. No member is obliged to carry on a business for gain.
- 4.4 **The Society** is and shall be a juristic person and can act and be acted against in its own name.
- 4.5 The property and funds of **the Society** vest in **the Society** as a juristic person and no member of **the Society** shall be liable for the debts of **the Society** nor can any member be held personally liable for the conduct of or consequences of the conduct of the **Society**.

- 4.6 The income and assets of the Society must be applied solely for the promotion of and investment in the objects for which the Society was established.
- 4.7 No part of the income or assets of the Society may be paid directly or indirectly, by way of dividend, donation or otherwise, to any person.
- 4.8 The Society is not entitled to carry on any trading or other profit-making activities or participate in any business, profession or occupation carried on by any of its members or provide financial assistance to any of its members, or any premises, or continuous services or facilities for the purpose of carrying on any business, profession or occupation.
- 4.9 Accounting records of the Society's income, expenditure, assets and liabilities must be kept and within six months after the end of its financial year, financial statements must be drawn up which statements must include at least a statement of income and expenditure for that financial year and a balance sheet showing its assets, liabilities and financial position as at the end of that financial year. The accounting records (accounts, records, registers and financial statements) of the Society must be audited annually by an Accountant.
- 4.10 The financial year of the Society lasts from October 1st (first) in any year to September 30th (thirtieth) in the next years.

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Affiliation

- i. **The Society** shall be and remain affiliated to The Legal Practice Council;
- ii. **The Society** may seek membership status of International Bar Associations;
- iii. **The Society** may enter into co-operation agreements, affiliations and/or alliances with other professional bodies.
- iv. **The Society** may advocate and facilitate the establishment of an umbrella organisation for Bar associations and informal groupings of Legal Practitioners in South Africa and globally.

Objects of the Society

The objects of the Society shall be as follows:

- i. To maintain and enhance the dignity, status and prestige of the Society and of all members;
- ii. To encourage and promote efficiency and responsibility of the Society and of all members inter sé;
- iii. To uphold and improve the standards of professional conduct and qualifications of advocates in general and especially members;
- iv. To facilitate accredited Continued Professional Development of members as regularly as practically possible;
- v. To provide for the effective control of the conduct of members;
- vi. To encourage the new and continued study of the law within the society itself and i.r.o. new participants commencing their study of the law;
- vii. To initiate and promote reforms and improvements in the law and to co-operate with Organs of State, the Judiciary, the Legal Practice Council of South Africa and other Bar Associations and Societies to achieve this object;
- viii. To actively promote and facilitate forums for the exchange of views on matter of common interest and to assume a leadership role herein;
- ix. To communicate and represent the interests of all members on matters pertaining to their endeavours as advocates;
- x. To establish a broad- based Silks committee of no more than 7(seven) members comprised of a Silk member from the GSA and one member each from other Gauteng based Bar Associations, not affiliated to the General Bar Council of South Africa, a retired Judge or Senior Magistrate, an Academic in Law and an Academic in Management Sciences;

- xi. To establish the criteria and process for the nomination of GSA members for the conferment of Silk status

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Powers & Objectives of the Society

Subject to the provisions of clause 3 (three) above, and with the view to the proper achievement of the objectives set out in clause 6 (six) above, the Society shall have all such required powers including the following express powers:

- 7.1 To facilitate the exchange of ideas and act as a clearing house for ideas, priorities and problems in respect of legal matters;
- 7.2 To administer, promote, foster, encourage and provide facilities for members to practise as Advocates and members of The Society.
- 7.3 To establish and publish a newsletter for the benefit of its members and/or interested persons;
- 7.4 To acquire and/or rent any movable or immovable property for the Society calculated to benefit the Society and to advance its objects and to maintain, improve and alter any of the Society's property;
- 7.5 To institute, conduct, defend, compound or abandon any legal proceedings by or against the Society or its officers, or otherwise concerning the affairs of the Society.
- 7.6 To open bank accounts in the name of the Society and to draw, accept, endorse, make and execute bills of exchange, promissory notes, EFT's and other negotiable instruments connected with the business and affairs of the Society;
- 7.7 To invest and deal with any moneys of the Society not immediately required for the purpose of the Society;
- 7.8 To secure the fulfilment of any contracts or engagements entered into by the Society by the mortgage of all or any part of the property of the Society;
- 7.9 To establish, promote or assist in establishing or promoting and to subscribe to or become a member of any organisation whose objects are similar or partly similar to the

objects of the Society, or the establishment or promotion of which may be beneficial to the Society, provided that no subscription be paid to any such other society out of the funds of the Society except bona fide in furtherance of the interests of the Society;

- 7.10 To support and subscribe to any organisation which may be for the benefit of the Society or for its employees whether past or present;
- 7.11 To borrow or raise funds and give security for money by the issue of bonds, debentures, debenture stock, bills of exchange, promissory notes or other obligations or securities of the Society or by mortgage of all or any part of the property of the Society;
- 7.12 upon such terms and conditions as the Society may deem fit, to purchase, sell, hire, let or otherwise acquire or dispose of or deal with any property, movable or immovable, which may be required for the purposes of, or be capable of being used in connection with, any of the objects of the Society, including, without limiting the objects and powers of the Society:
- 7.13 the procurement and provision of resources, amenities and other conveniences considered by the Society to be necessary for fulfilling the objects of the Society;
- 7.14 Subject to the provisions of clause 3 (three) and/or 4 (four) above, to make donations, loans, exchanges, leases and any other forms of contract whatsoever including sales and purchase of property of any kind whatsoever; and
- 7.15 To establish policies on various aspects relating to the Society;.

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Ancillary Powers & Objectives of the Society

In pursuance of the main objects and powers of **the Society** and subsidiary thereto, the further objects and powers of **the Society** are and shall be:

- 8.1 to enter into such arrangements with appropriate authorities or entities as **the Society** may deem conducive to its objects or any of them, and to obtain from such authorities any rights, privileges and concessions which **the Society** may deem advisable to obtain; and, whenever **the Society** deems it necessary, to apply to any authority or entity to

authorise the doing and performing of any object of **the Society**, or for any authority deemed necessary in connection therewith;

8.2 to accumulate capital for any purpose of **the Society**, either by capitalising unexpended income or otherwise, and to appropriate any of **the Society's** assets for specific purposes, either conditional or unconditional;

8.3 to subscribe, administer and invest the funds of **the Society** in:

8.3.1 any recognised banking, trust and other financial institution;

8.3.2 mortgage bonds, participation bonds and securities issued or guaranteed by government, municipal and local authorities or public utility corporations in South Africa;

8.3.3 the purchase of land, buildings, debentures, securities and all kinds and descriptions of movable and immovable property, and in savings accounts and fixed deposits, and in pension and growth funds, and in shares in government and municipal stock, with specific power to sell, lease, dispose of, give in exchange, work, develop, build, improve and deal with all or any part of the property and rights of **the Society**, on any terms which may from time to time be deemed fit by **the Society**;

8.4 subject to the provisions of paragraph 7.4 above, to invest and deal with any monies of **the Society** not immediately required for carrying on the business of **the Society**, upon such securities and in such manner as may from time to time be determined by **the Society**, and to realise, vary, reinvest or otherwise deal with such securities;

8.4.1 notwithstanding the provisions of par 7.4 above to borrow, raise and secure the payment of money and to pledge, mortgage or otherwise secure, for the repayment of such monies, all or any of the property and assets of **the Society** after approval by the General Meeting;

- 8.4.2 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments, and to open and operate banking and other accounts in the name of **the Society**;
- 8.4.3 to effect assurances of all descriptions, including assurances against accidents of any description, against liability to pay compensation for injuries happening to or sustained by any employee of **the Society**, against liability to pay damages to any person in consequence of such accident, and to pay the premiums and other monies required to keep such policies of assurance of full force and effect;
- 8.4.4 to make payment towards medical aid of any employee and to grant pensions, allowances and ex gratia payments;
- 8.4.5 to do all such other things as are incidental or conducive to the attainment of the above objects, whether main or subsidiary.

8.5 Limitations

The income and property of **the Society** whencesoever derived, shall be applied solely towards the promotion of its objects;

No portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever, to any of the members of **the Society**:

Provided that nothing herein contained shall prevent the payment in good faith of reasonable remuneration to any officer or employee of **the Society** or to any member thereof in return for any legitimate service actually rendered or expenses incurred on behalf of **the Society** as explicitly pre-approved by the Executive.

Classes of Membership

The Society has three classes of memberships namely:

- i. Ordinary membership;
- ii. Associated membership.
- iii. Honorary life membership;

9.1 Ordinary membership:

Any person who has completed pupillage and the Practical Vocational Programme as prescribed by the Society and the Legal Practices Council and who has been admitted as an Advocate in the Republic of South Africa, is eligible for membership as an ordinary member of the Society subject to the conditions set by the executive from time to time - provided:

- i. Such person must practice as an Advocate in the Republic of South Africa.
- ii. Such person has not been convicted of an offence of which dishonesty is an element.
- iii. Such person has not been disqualified under any law from practising his/her/ profession.
- iv. Such person is proposed and supported by a member of the Society who has been a member of the Society for no less than 3 (three) years.

9.2 Associated membership:

Any person who has been admitted as an advocate of the High Court of South Africa and who has retired from practicing law or an academic in Law, or any other person deemed on the merits of such person at the discretion of the Exco may apply on the prescribed form to become an associated member of the Society - provided:

- i. Such person has not been convicted of an offence of which dishonesty is an element.
- ii. Such person has never been disqualified under any law from practising his/her/ profession.

- iii. Such person is in a position to provide as Letter of Good Standing from the Legal Practices Council & a Bar Association or Society, Academic Institution or Commercial Enterprise he/she previously was a member of.
- iv. Such person is proposed and supported by a member of the Society who has been a member of the Society for no less than 3 (three) years.

9.3 An Associated Member:

- i. Shall - subject to this Constitution - have the same privileges as ordinary members and may participate in all activities of the Society.
- ii. Shall not be eligible to vote in any matter concerning the Society - but shall be entitled to participate in debates and make recommendations concerning all activities of the Society.
- iii. Must be prepared to be consulted and to render *ex gratia* legal and other advice to the Executive Committee of the Society – should the need arise at any point in time.
- iv. Shall be exempt from paying membership fees.

9.4 Honorary life membership:

9.4.1 Honorary Status for Retired GSA Members:

Any existing member of-, and in good standing with-, the Society who is a duly admitted as an advocate of the High Court of South Africa, who has decided to retire, may in his or her non-practicing capacity qualify to become an Honorary Life Member of the Society - provided:

- i. The member's application is proposed and supported by two of his peers in the Society;
- ii. The member has a record of good standing in the Society and the profession i.e. as ratified by the Legal Practices Council;

May - at the discretion of a quorum of the Executive Committee be bestowed Honorary Membership status of the Society and be inducted accordingly.

9.4.2 Honorary Status bestowed on Non-Members

Any non-member of the Society practising law as an academic or otherwise or as a duly admitted advocate of the High Court of South Africa, (hereinafter referred to as 'candidate') in either a practicing or non-practicing capacity, may qualify to become an Honorary Member of the Society - provided:

- i. Such candidate has made an exemplary contribution to the practice of law, and who has distinguished exceptional legal prowess, albeit academically or in the direct practice of law – and –
- ii. having been proposed and supported by any member of the Society - furnishing full motivation for such nomination

May, at the discretion of a quorum of the Executive Committee be bestowed Honorary Membership status of the Society and be inducted accordingly.

9.5 Dual membership of South African Bar Associations:

Members **are not permitted** to hold dual-membership with any other Bar Association or Society of Advocates in South Africa, unless due permission, upon application in writing to the Executive, is granted by the Executive at the earliest possible Executive meeting;

9.6 Dual membership of International Bar Associations:

Members **are permitted** to hold dual-membership with a Bar Association or Society of Advocates Internationally, provided such body ascribes to the principles, codes and morality of the Society, and due permission, upon application in writing to the Executive, is granted by the Executive at the earliest possible Executive meeting;

9.7 Membership of ancillary Statutory & Professional Bodies:

Clauses 9.5 & 9.6 above do not preclude a member of the Society from accepting membership or appointment to any Statutory Body, committee of panel or any professional industry specific association or interest group except as mentioned in 9.5 & 9.6 above.

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Application for membership

- 10.1 Any person applying for membership shall be required to complete such membership application form as may be prescribed by the Executive Committee from time to time and contain all the required supporting documents.
- 10.2 The application shall in all respects comply with the provisions of this Constitution.
- 10.3 Applicants for membership shall be obliged to agree to be bound by this Constitution and the rules and regulations made in terms thereof.
- 10.4 Application for membership shall be considered by the Executive Committee of the Society at a Special Meeting.
- 10.5 The Executive Committee shall scrutinise an application for membership, conduct a comprehensive qualifying interview with a candidate prior to making a recommendation to the general membership who shall by secret ballot vote on the application.
- 10.6 A candidate may withdraw or amend his application at any time before the special general meeting called to consider the same.

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Qualification for membership

- 11.1 An application for membership that has secured a simple majority of the Executive members voting shall be accepted as a member of **the Society**
- 11.2 Any qualified person whose written application for membership of **the Society** has been accepted shall be and become an ordinary member of **the Society**, after payment of the

entrance fee as determined by the Executive Committee from time to time and after signature of the Code of Professional Conduct of **the Society**.

- 11.3 The Executive Committee may impose conditions i.r.o the membership of a particular applicant. Until such conditions are met the membership shall be a preliminary membership.
- 11.4 Should the conditions not be met within the period prescribed by the Executive Committee the preliminary membership shall be suspended with immediate effect.

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Application, and Monthly Membership Fees

12.1 Application fee:

All applicants for membership shall pay a non-refundable application fee with their submission of their membership applications which shall be such sum, as the Executive Committee shall from time to time determine.

12.2 Monthly Membership fee:

- i. All members shall be liable to pay a monthly membership society fee which shall be such sum, as the Executive Committee shall from time to time determine.
- ii. Newly admitted members shall be liable to commence paying their monthly membership fee within 30 (thirty) days after admission and monthly thereafter
- iii. The Executive Committee shall give at least one month's notice to all members of its intention to increase any monthly levy and such increase shall be effective on the date stipulated by the Executive Committee.

12.3 Annual Subscriptions:

The annual subscription membership fees shall be such sum as the Executive Committee Members may elect to pay their subscriptions either by:

12.4 Payment of Fees - methods:

Monthly debit order in the course of the Society's Financial Year or in a once-off fully paid upfront annual subscription due on the last day of January of each year.

12.5 Monthly Accounts:

- i. **The Society** shall render to each member a monthly levy account, which shall be due and payable in full by not later than the 7th (seventh) day of each month.
- ii. If the 7th (seventh) day of the month falls on a weekend or public holiday, the account shall be due and payable not later than the preceding business day.

12.6 Changes to Fee Structures:

At least 30 (thirty) days' due notice in advance shall be given by the Finance Sub Committee as and when changes to the fee structure or additional levies may be approved.

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Member's Rights, Privileges & Limitations

A member whose application for membership has been accepted shall be bound by the Constitution, Rules and Code of Conduct of the Society, concurrently in force at the time of his or her application and admission to the Society.

A member who has discharged all his duties in terms of this Constitution shall be:

- i. entitled to speak and vote at a General Meeting of the Society;
- ii. eligible to be elected as a member of any Sub-Committee of **the Society** and/or any sub-committee established by the Executive Committee of **the Society**; and
- iii. entitled to all the rights and privileges derived from his membership of **the Society**.
- iv. Membership of the Society does not and shall not give to any member any right, title, interest, claim, demand in or to any of the monies, properties or assets of the Society.

- v. Membership only confers upon such members the privilege of membership subject to such charges and reasonable restrictions as the Executive Committee may from time to time impose.
- vi. Membership shall further be subject to prevailing laws and regulations pertaining to the legal profession generally.
- vii. It is explicitly recorded that the Constitution, Rules and Code of Conduct of the Society may subsequently be amended subject to the ratification thereof by a quorum of the Society's members at a duly scheduled Annual General Meeting or Special General Meeting of the Society.
- viii. All members shall comply with such Constitution, Rules and Code of Conduct, duly ratified and in force at any given or future date.
- ix. No person will be absolved from the effect and application of the Constitution, Rules and Code of Conduct, by reason of the fact that he/she may not have received a copy thereof.
- x. All members must communicate their e-mail addresses where they wish to receive notices from time to time to the secretary who must keep a register of the names of members and of their addresses
- xi. Each member may obtain a current copy of the Constitution, Rules and Code of Conduct, from the Secretary of the Society and must acquaint him- herself with the determinations and the precepts thereof.

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Liability of Members

The liability of members to the Society of any class is limited to the amount of unpaid subscriptions or other moneys owing by them to the Society. Each member is personally responsible for his or her liabilities to third parties and is accordingly encouraged to insure independently against such liability.

15

Membership Applications, Revocation & Fees

15.1 Applications:

- i. Except in the case of honorary members, applications for membership must be in writing upon such form or forms as the Executive Committee may from time to time decide and must contain such information and particulars, together with such verification thereof, as the Executive Committee may require.
- ii. The Executive Committee has the right from time to time to vary, amend or alter the form or forms of application and/or proposal for membership.
- iii. Any application for ordinary membership of the Society must be proposed and supported by a member of the Society with a tenure of no less than 2 (two) years.
- iv. Application forms and supportive documents must be submitted by an applicant to the Secretary of the Society, who will present the same for consideration and decision by the Executive Committee.
- v. Candidates for membership shall be subjected to an interview by the Executive Committee.
- vi. Candidates are elected by a majority vote of the Executive Committee of the Society. For the purpose of the election of candidates for membership, the quorum of the Executive Committee or of the subcommittee is three members.
- vii. The founding members of the Society automatically are honorary members of the society.

15.2 Revocation or Rejection of Applications:

- i. If at any time after the election of a candidate it appears that he/she has been elected under a misrepresentation or mistake as to identity or owing to incorrect or misleading information having been given, the Executive Committee has the power to revoke such election with immediate effect.
- ii. Any person whose election has thus been revoked in terms of this clause ceases to be a member of the Society and his/her name shall accordingly be erased from the register of members.

- iii. Concurrently such person shall have no claim against the Society for damages, return of entrance fee, deposit or subscription, on any grounds whatsoever.
- iv. The Executive Committee is however entitled to make such ex gratia refund of the application fee, deposit or subscription, as it may consider proper under the specific circumstances.
- v. Any candidate whose application for membership has been rejected or revoked will not be entitled to seek re-admission within one year of the date of such event.
- vi. If, however, at any time after the rejection of a candidate, it should appear that such rejection has been made under a misapprehension or mistake as to identity, or owing to incorrect information having been given, the Executive Committee has the power to reconsider such application forthwith.

15.3 Application Fees:

The membership application fees of the Society are such sums as the Executive Committee may from time to time determine. Such fees are paid with the lodging of the application for membership. Fees not so paid, renders such application invalid.

16

Resignation, Suspension or Termination of Membership

16.1 Resignation:

A member may resign from **the Society** on written notice given 2 (two) months in advance. A resigning member shall not be entitled to a refund of any fees or amounts paid in respect of any period after the date of resignation.

16.2 Termination of Membership:

16.2.1 Failure to pay Monthly Membership Fees:

If any member should fail timeously to pay any amount of whatever nature owing to **the Society**, then his membership of **the Society** may be terminated and/or all Society services to that member suspended on 7 (seven) days written

notice delivered by the Secretary [upon decision and instruction by the Executive Committee] to the defaulting member's e-mail address as contained in his application for membership.

16.2.2 Sanction i.r.o Default - Arrears Subscriptions:

Members whose subscription payments are in arrears for three months shall forthwith, without further notice cease to be a member of the Society.

16.2.3 Sanction i.r.o Non-Compliance – Constitution & Rules:

- i. The Executive Committee shall have the power to take such steps as it may deem fit against any member failing to comply with or contravening this Constitution, any of the regulations, rules or policies of **the Society**, any resolutions adopted and rulings made by **the Society** or its Executive Committee or any contract entered into by **the Society**; and in general, to take such steps against any member, whose actions, or lack of action in its sole opinion are/is detrimental to the best interests of **the Society**.
- ii. The term “such steps” shall specifically include (but not to the exclusion of any other measure) expulsion, suspension or the imposition of a monetary fine, the amount/s whereof shall be determined by the Executive Committee from time to time.
- iii. The Executive Committee also may cause the name of any member whose membership is terminated or who has had Society services suspended to be posted on the Society notice board.

16.2.4 Society's Right to pursue Legal Remedies;

- i. The institution of the above-mentioned measures shall not prevent the Executive Committee from instituting proceedings against such member in any Court of Law for the recovery of any outstanding membership fees.
- ii. Notwithstanding anything to the contrary contained in this Constitution, the Executive Committee may delegate its powers in terms of this paragraph

to a committee, tribunal or an ad hoc committee established from time to time for a specific purpose and for a specific period of time, and may for this purpose issue a mandate regarding any matter which shall or may be prescribed in terms of this paragraph, including procedure to be observed in the conduct of hearings, the right of appeal, and in general, with regard to any other matter which it deems necessary or expedient to prescribe in order to achieve or promote the objects of this paragraph

16.2.5 Reinstatement and Re-admission of defaulting or other Members:

- i. The Executive Committee may in its discretion reinstate such person on the payment of all arrear amounts and upon such terms as the Executive Committee may decide.
- ii. Concurrently the Executive Committee has the power to re-admit a member, who for any reason has relinquished membership of the Society, on such terms and conditions as the Executive Committee determines in each particular case

17

Composition, Election & Tenure of the Executive Committee

17.1 The Executive Committee shall comprise:

- i. Founding members who are ex officio members of the Executive Committee with full voting capacity - may without prejudice from time to time at their sole discretion elect to attend any meeting of the Executive Committee and will hold full voting rights at such meetings;
- ii. Honorary members shall be ex officio members of the Executive Committee in advisory capacity, but without voting capacity;
- iii. Eight ordinary members of the GSA i.e. eligible candidates*, nominated and elected in accordance with the prescribed nomination and election procedure at clause 17.3 and clause 17.4 respectively below; [*eligible candidate is defined at clause 17.2 below]

- iv. The Executive Committee shall comprise the following office bearers whom shall each acquire separate and specific responsibility & capacity in one of the following portfolios – to wit:
- Chairperson;
 - Secretary;
 - Members Affairs & Discipline;
 - PVT & CPD training & development
 - Deputy Chairperson;
 - Treasurer;
 - Public Liaison, Marketing & Website Optimisation;
 - Resource development.
- v. The Executive Committee has the *ex officio* delegated authority to create any independent advisory portfolio sub-committees immediately or as the need arises.
- vi. To ensure continuity, the immediate past society chairperson, Deputy Chairperson and secretary will retain an advisory capacity with voting rights on the Executive Committee for a period of 6 (six) months - post their tenure as Executive members;

17.2 Eligible Candidate - defined:

- i. Eligible Candidate for nomination to the Executive shall mean: any member of the Society in good standing, which, in context shall mean:
- whose monthly membership account is current & up-to-date;
 - who is in good standing with the Society and the Legal Practice Council;
 - against whom no internal or external criminal, civil or disciplinary action or sanction may be pending or persists;
 - who has not, in any manner or form or at any stage of his or her tenure as member of the Society, brought the Society into ill repute;
 - has achieved prominence as member of the Society or in his or her profession as an advocate;
 - No member who is subject to disciplinary action is eligible to be elected, appointed or co-opted onto the Executive Committee or any of its portfolio-committees.

17.3 Entitlement to nominate & nomination procedure:

- i. Any member of the Society who is in good standing as described in clause 17.2(i) above, shall be entitled to nominate-, second-, and vote for the appointment of any

eligible member to the Executive Committee by direct nomination or nomination by proxy and/or proxy seconder, where such member is unable to attend the election ceremony in person;

- ii. Bar the Founding & Honorary members who are ex officio permanent members of the Executive Committee - the eight portfolio members of the Executive Committee shall be nominated i.t.o. the following procedure:
 - a. any nominator in good standing may nominate two members to the Executive;
 - b. each nomination must be made on the prescribed nomination form provided by the Secretary of the Society;
 - c. each nomination must be seconded by at least one member of the Society who is in good standing;
 - d. nomination shall **not be** for a specific portfolio position on the Executive;
 - e. nominations must be submitted to the sitting Secretary of the Society physically or by electronic mail 21 (twenty-one) calendar days prior to the Annual General Meeting of the Society;
 - f. The Secretary shall be responsible to ratify the good standing and entitlement of the nominator or proxy nominator, the seconder or proxy seconder and the nominee / candidate - at least 14 (fourteen) calendar days prior to the election at the AGM of the Society;
 - g. The Secretary shall further be responsible to circulate the names of the nominees to all eligible members of the Society who are in good standing as described in clause 17.2(i) above - at least 7 (seven) calendar days prior to the election at the AGM of the Society;

17.4 Election procedure of the Executive Committee:

- i. Members of the Executive are elected by confidential ballot at the Annual General Meeting of the Society to be held as prescribed in article 22.1.1 - or at any other alternative time - if so deemed appropriate and necessary by the Executive, and as practically possible.

- ii. Only members who are in good standing, as described in clause 17.2(i) above, shall be entitled to: nominate candidates for the Executive, and shall do so no less than 21 (twenty-one) days prior to the Annual General Meeting;
- iii. Each voter member or proxy voter [in the prior's stead] in good standing, shall individually be entitled to vote for eight different candidates at the AGM;
- iv. Duplicate votes by any one voter member for a particular candidate, spoilt ballots & votes by members not in good standing, shall be void with immediate effect.
- v. The nominees obtaining the highest number i.e. the top eight number of votes, shall be deemed duly elected by a quorum of the members of the Society at the AGM.
- vi. The candidate with the highest number of votes shall be deemed duly elected as Chairperson and with the second highest number of votes as the Deputy Chairperson of the Executive & Society by a quorum of the members in good standing, of the Society.
- vii. The appointment of elected members in the remainder of the Executive Portfolios, shall mindful of the talent, prowess, skills and capacity of any remaining members, be the prerogative of the Chairperson and Deputy Chairperson of the Society at the first meeting of the Executive after the AGM.

17.5 Capacities & Tenure of the Executive Committee members:

- i. Members of the Executive Committee serve in a personal capacity and not as representatives of any members or other organizations.
- ii. All acts performed by any meeting of the Executive Committee or by any person acting as a member of the Executive Committee remain valid, notwithstanding subsequent discovery of any defect or disqualification in the appointment of such member or members acting as aforesaid.
- iii. The proceedings of the Executive Committee are valid notwithstanding any temporary vacancy in the Executive Committee.
- iv. Each elected member of the Executive Committee holds office for a period of three years concluding at the end of the Annual General Meeting of the Society as prescribed in article 22.1.1 of the 3rd (third) year of his or her tenure.

- v. Any sitting Executive Member in good standing shall be entitled to be nominated and re-elected for any consecutive or subsequent term;
- vi. Bar being re-elected to the Executive [which may ensue], continuity in execution and in the transfer of expertise to the newly elected executive, post completion of tenure as contemplated in 'iv' above, is of critical importance.

Accordingly, post their designated tenures, Executive Members in the following portfolios shall remain to be part of the Executive in a managerial and consultative capacity to the newly elected executive for minimum periods as indicated below:

Chairperson	-	6 months;	Treasurer	-	6 months;
PVT & CPD training, development & pupillage programme	-	3 years;			
Discipline	-	6 months;	Secretary	-	3 months;
Members' affairs	-	3 months;	Resource Dev.	-	3 months.

17.6 Termination of the Office of Executive Committee Members:

17.6.1 Any member of the Executive Committee ceases to be a member of the executive without further notice or depending on the circumstances by disciplinary action at the discretion of the Disciplinary Committee - or - of his or her own compunction - in instances where such member:

- without supervening circumstance or without leave by the Executive Chairperson or Deputy Chairperson fails to attend more than three consecutive Executive meetings of which due notice has been given,
- ceases to hold the necessary qualifications or regulatory accreditation from the LPC;
- without reasonable explanation neglects or fails to fulfil the function or mandate of his/her designated or appointed office on the Executive Committee
- resigns his office by notice in writing to the Society;
- is or becomes of unsound mind;

- is convicted of an offence which involves dishonesty;
- he ceases to be a member of **the Society**.

17.6.2 Where the tenure of an Executive Member had been terminated under the circumstances listed above, the Executive Committee will have power to fill such vacancy with a duly qualified candidate at its sole discretion for the remainder of the period of office of such member, provided that the grounds and intention for voting upon his removal from office was specified in the notice convening the meeting;

17.6.3 The Executive Committee shall have the right to co-opt any member of **the Society** as a member of the Executive Committee to fill any vacancy should a member cease to hold office as stated in clause 17.6.1 above.

17.7 Termination of the Office of the Chair- or Deputy Chairperson of the Executive:

17.7.1 The Chairperson or Deputy Chairperson shall be suspended as Society Chairperson or Deputy, only after a vote of no confidence has been carried at a Special General Meeting constituted for this purpose.

17.7.2 Chairperson or Deputy Chairperson may be subjected to disciplinary action by the Disciplinary Committee duly appointed by the Executive.

17.7.3 The termination of the tenure of either of these executive members in their respective capacities may only be sanctioned after they have been subjected to disciplinary enquiry by the Disciplinary Portfolio Committee and found guilty or responsible for any act, omission or transgression alleged against either.

17.7.4 Upon institution of disciplinary action by the Disciplinary Committee against the Chairperson or the deputy, it shall be incumbent upon the Chairperson or the deputy to immediately vacate the bestowed office.

- 17.7.5 Pending the finalisation of the disciplinary action the Deputy Chairperson or a founding member – depending on the circumstances - shall act as the Chairperson of the Society.
- 17.7.6 Within 2 (two) months after the institution of the disciplinary action a new Chairperson or Deputy Chairperson shall be elected by the membership at a Special General Meeting constituted for that purpose.
- 17.7.7 Such meeting shall be chaired by the acting Chairperson or a Founding Member – depending on the circumstances,
- 17.7.8 No member who is subject to disciplinary action is eligible to be elected, appointed or co-opted onto the Executive Committee or any of its sub-committees.

18

Executive Committee Meetings & Meetings Generally

18.1 Inaugural Meeting:

Upon completion of the electoral processes described in clause 17.4 above – the Chairman shall by due notice convene the inaugural meeting of the Executive and cause the allocation of Executive Portfolios to be effected as provided for in clause 17.1(iv) herein above.

18.2 Presiding Chair over all Executive Committee Meetings:

- 18.2.1 The Chairperson, or in his absence the Deputy Chairperson shall act as the Chairperson of the Executive Committee.

- 18.2.2 Should both the Chairperson and the Deputy Chairperson not be present at any meeting of the Executive Committee the members thereof present shall elect a Chairman from their number, to stand in at such meeting.

18.3 Bi-monthly, Special Purpose and Emergency Meetings:

- 18.3.1 The Executive shall at the inaugural meeting, schedule no less than 4 meetings per year.
- 18.3.2 Once accordingly scheduled and circulated by the Secretary, giving written notice to the executive members via e-mail, no further notices of meeting will be required to be given by the Secretary;
- 18.3.3 Should the need arise to schedule special purpose-, or emergency-, meetings, the Secretary shall give at least 5 (five) days' notice i.r.o. special purpose meetings - and - at least 3 (three) hours' notice i.r.o. emergency meetings. Such notices shall be in electronic format i.e. e-mail and/or which may include notice on WhatsApp or similar platform – unless a quorum of members of the Executive Committee agree to accept shorter notice.
- 18.3.4 The secretary of the Society convenes a special purpose or emergency meeting of the Executive Committee on the instructions of the chairperson of the Society or upon the written request of at least two members of the Executive Committee.

18.4 Quorum, Decisions & Voting i.r.o. Executive Committee Meetings:

- 18.4.1 **Quorum:** A majority of the members of the Executive Committee shall comprise a quorum which members shall be present at the commencement of and throughout the meeting;
- 18.4.2 **Agenda:** The agenda as well as any supporting documents shall be distributed among members of the Executive Committee no less than 3 (three) days before the date of the meeting.

No agenda point shall be entered onto the agenda unless it is accompanied by an explanatory memorandum. Should the proposed agenda point entail financial implications such implications shall be addressed

18.4.3 Decisions: Decisions shall be taken by majority vote by show of hands or by confidential ballot of those present, at the discretion of the Chairperson;

18.4.4 Voting: Any decision by the Executive Committee shall be by majority vote by show of hands of the members present at the meeting.

Each person entitled to be present and to vote has one vote and the chairperson of the meeting has a casting vote in addition to his/her deliberative vote.

No voting by proxy is permitted in executive meetings, unless a quorum of the executive permits such exception at their collective discretion i.r.o. exceptional circumstances or needs.

In such instance the rules pertaining to the appointment of a proxy – as described herein – shall mutatis mutandis apply.

18.4.5 Minutes: The Chairperson-, Deputy Chairperson and Secretary shall cause minutes to be kept of the names of the members of the Executive Committee present at any meeting.

The Chairperson-, Deputy Chairperson and Secretary shall further cause all resolutions and all proceedings taken at such meeting to be kept in conjunction with the minutes.

All such minutes shall be duly entered into books properly kept and provided for that purpose.

Any such minutes or an extract therefrom, signed by the Chairman shall be prima facie evidence of the matters therein stated.

- 18.4.6 **Resolution:** A resolution in writing which is signed by all the members of the Executive Committee and inserted in the minute book of the Executive Committee shall be as valid and effective as if passed at a meeting of the Executive Committee.

Any such resolution may consist of several documents in the same form, each of which is signed by one or more of the members of the Executive Committee and shall be deemed (unless the contrary appears from the resolution) to have been passed on the date it was signed by the last member of the Executive Committee entitled to sign it.

The proponent, of the resolution and the Chairperson [or Deputy Chairperson or Secretary in the place-and stead of the Chairperson in his or her absence] shall be so entitled and shall jointly sign such document,

18.5 **Voting at Meetings other than Executive Meetings**

- 18.5.1 All members in good standing with the GSA shall be entitled to vote at an Annual or Special General Meeting of the members of **the Society** and each such member shall have one vote.
- 18.5.2 Voting shall be by way of show of hands or by way of confidential ballot in the discretion of the Chairman.
- 18.5.3 Voting by proxy shall be permitted.

- 18.5.4 A member in good standing with the GSA may in writing appoint any member in good standing with the GSA as proxy to participate in, speak and vote at a General Meeting or Special General Meeting on behalf of that member provided that a member may not appoint more than one proxy and a member may not hold more than one proxy.
- 18.5.5 A proxy instrument shall identify the proxy holder with reference to the name as well as the identity number of the proxy holder and shall be signed by both the grantor and the holder.
- 18.5.6 Proxies shall be submitted no less than 14 (fourteen) days before any meeting at which they intend making use of the proxy for verification by the society's secretary or any person specifically appointed for such purpose.
- 18.5.7 The member shall reduce the proxy appointment to writing.
- 18.5.8 The proxy appointment shall be dated and signed by the member awarding the proxy and the recipient thereof and shall remain valid only for purposes of the particular meeting or its postponed.
- 18.5.9 A Confidential Ballot may be demanded by not less than 5 (five) members present at the meeting.
- 18.5.10 Should any such ballot be demanded it shall be taken by means of a confidential ballot at the particular meeting without delay.
- 18.5.11 A declaration by the Chairman of a meeting, of the result of the vote by a show of hands or a ballot, as the case may be, shall be conclusive.
- 18.5.12 Counting of votes albeit by show of hands or ballot shall be conducted by no less than 3 (three) members of the Executive Committee specially designated to act as such before the start of the meeting.

Administrative Functions of the Executive Committee

Whilst the Executive Committee bears responsibility for all aspects of the Management of the Society, the Secretary shall prominently be responsible for taking care of the administrative functions of the Executive – which includes – but is not limited to:

- i. cause due notice to be given of all meetings and activities of the Executive and the Society;
- ii. The inadvertent omission to give notice of any meeting of the Executive Committee does not invalidate the proceedings at any such meeting.
- iii. cause a register of all members of the Association, together with their addresses, and proper accounting records, to be kept;
- iv. cause minutes to be kept - referencing:
 - the appointment of officers and names of members of the Executive Committee present and any meeting,
 - all resolutions and all proceedings taken at any such meeting, which minutes must be duly entered into books properly kept and provided for that purpose, and which minutes, or an extract thereof, signed by the chairperson, shall be prima facie evidence of the matters stated therein and shall be is valid and effective as if passed at a meeting of the Executive Committee.
- v. cause minutes to be:
 - signed by all members of the Executive Committee and inserted in the minute book of the Executive Committee as a permanent record of the proceedings and resolutions of Executive Committee meetings;

- signed - albeit that the minutes may also include several documents in the same form, each of which is signed by 1 (one) or more members of the Executive Committee and is deemed (unless the contrary appears from that resolution) to have been passed on the date on which it was signed by the last member of the Executive Committee entitled to sign it.

20

Executive Powers to Manage the Affairs of the Society

- 20.1 The management and control of the affairs of the Society vests in the Executive Committee which has full power and authority to perform any act, matter or thing, which could or might be lawfully done by the Society excepting such matters as are in this Constitution specially reserved to be dealt with at a General Meeting of members and to do all such other things as may be necessary for the proper carrying out of the objects of **the Society**.
- 20.1.1 The Executive Committee shall have the powers and authority required to achieve the objects of **the Society**.
- 20.1.2 **The Society** may in General Meeting repeal, approve or amend any decision of the Executive Committee but no such decision of **the Society** shall invalidate any action taken by the Executive Committee in accordance with this Constitution.
- 20.2 In addition to the general powers and authorities hereby conferred on the Executive Committee, and without in any way limiting such powers and authorities, the committee has the following further delegated powers:
- 20.2.1 To make, vary and repeal by-laws for the regulation of the affairs of the Society, its officers and servants, or the members of any class of the Society,

provided that such are not inconsistent with or contrary to the Constitution of the Society;

- 20.2.2 to invest, re-invest and deal with any moneys of **the Society** not immediately required for the purposes of **the Society** upon such securities and on such terms as it may think fit; and from time to time to vary or realise such investments; to lease and/or purchase any movable or immovable property for the benefit or advancement of **the Society's** objects;
- 20.2.3 to sell, lease, alienate or otherwise dispose of part or parts of the movable or immovable properties of **the Society** as it may think most beneficial to the members and to apply the consideration arising therefrom as it may think most advantageous for **the Society**;
- 20.2.4 to purchase, hire, take on lease or in exchange or otherwise acquire any movable or immovable property or rights and to sell, dispose of, turn to account or otherwise deal with all or any of the movable or immovable property or rights of **the Society**;
- 20.2.5 to purchase, hire, provide and maintain equipment, tools, utensils and other resources required or which may conveniently be used by the members of **the Society** in conducting their profession as Advocates;
- 20.2.6 to collect money in such manner as the Executive Committee shall think fit for the sole purpose of carrying out the objects of **the Society**, and in particular by means of subscriptions, contributions, levies, and entrance fees;
- 20.2.7 to utilize the assets and funds of **the Society** solely for investment or for the objects of **the Society** as set out in this Constitution; and
- 20.2.8 to co-opt any member of the Society in good standing so as to augment the capacity of the Executive Committee i.r.o. the Society's concurrent responsibilities, generally or specifically in respect of the several Executive Committee Portfolio responsibilities;

- 20.2.9 to establish portfolio committees dedicated to enhancing and executing the responsibilities of the Executive Committee in each of the identified permanent portfolios of the Executive Committee as defined in clause 17.1(iv) above - and to - bestowing such powers as may be conferred on it at the time of appointment or thereafter by the Executive Committee - subject in all respects to such rules and by-laws or instructions as may from time to time be framed, given or approved by the Executive Committee and delegate to any such portfolio committee all or any of the authorities concurrent to the determinations of this Constitution.
- 20.2.10 to delegate powers to such sub-committees and to delegate to any sub-committee or sub-committees all or any of the authorities conferred on the Executive Committee by this Constitution;
- 20.2.11 to appoint the executive member entrusted with the responsibilities of an executive portfolio, to act as Chairperson of his or her Portfolio Committee.
- 20.2.12 Such executive member is authorised to nominate and co-opt any proficient member or members of the Society to assist him or her in the execution of his or her duties,
- 20.2.13 to form or appoint additional sub-committees for special or general purposes and
- 20.2.14 to appoint the members of any sub-committee with such powers as may be conferred on it at the time of appointment or thereafter by the Executive Committee, to be subject in all respects to such rules or instructions as may from time to time be framed, given or approved by the Executive Committee;
- 20.2.15 To make and give receipts, releases and other discharges for moneys payable to the Society and for the claims and demands of the Society;
- 20.2.16 To appoint persons who are entitled, on behalf of the Society, to sign and/or issue bills of exchange, EFT's, receipts and negotiable instruments;

- 20.2.17 To appoint such bookkeepers, agents, officers, clerks and servants for permanent, temporary or special services as it thinks fit, and to invest them with such powers as it may think expedient, and to determine their duties and fix and vary their salaries or emoluments (if any) and to require security in such instances, and to such amounts, as it may think fit, and to suspend or discharge any such persons at its discretion;
- 20.2.18 to define and determine the conditions of such appointment and to control and/or terminate any such appointment;
- 20.2.19 To negotiate and determine the remuneration of the Society's bookkeeper, accounting officials;
- 20.2.20 to cause **the Society's** books of account to be audited by a duly elected accountant and auditor who shall audit the books of **the Society** at such intervals as the Executive Committee may require and at least once in each financial year;
- 20.2.21 to establish and to fix or vary the remuneration of **the Society's** accountant and auditor;
- 20.2.22 to appoint employees of **the Society** upon such terms and conditions and salaries as it thinks fit and control all such employees;
- 20.2.23 To execute, in the name of the Society, any contracts;
- 20.2.24 To refer any claim or demand by or against the Society to arbitration and to perform, or refuse to perform, the award;
- 20.2.25 to decide on points of dispute; and the Executive Committee's ruling thereon shall be final and binding;
- 20.2.26 to institute, conduct, defend, oppose, settle or abandon any legal proceedings by and against **the Society**, or its officers or otherwise concerning the affairs of **the Society**; and also to settle and allow time for

payment in satisfaction of any debts due, and of any claims or demands by or against **the Society**;

20.2.27 to refer any claim or demand by or against **the Society** to arbitration;

20.2.28 The Society, in a general meeting, may review, approve or amend any decision of the Executive Committee, but no such decision of the Society invalidates any action taken by the Executive Committee in accordance with these rules.

21

Financial Management of the Affairs of the Society

21.1 Income of the Society:

The Society shall generate income from membership fees paid by duly admitted Members of the Society and from fees generated in respect of further and ongoing education and training of members as well as course fees paid by admitted advocates undergoing pupillage training under the auspices of the Society.

21.1.1 The income and assets of the Society must be applied solely for investment purposes and for the promotion of the objects of the Society;

21.1.2 No part of the income or assets of the Society must be paid directly or indirectly by way of dividend, donation or otherwise, to any person except for the provision of an academic annual Academic Prize to be bestowed during graduation, under the Name of the Society, sounding in money;

21.1.3 The amount of such academic prize shall be determined by the Executive Committee and paid to the dux final year student in the Faculty of Law of a formal acknowledged South African University, which dux student shall be

determined in co-operation with the Dean of the selected University's Faculty of Law..

21.2 Accounting Records of the Society:

- 21.2.1 The Executive Committee shall cause proper books and records to be kept in which a true and satisfactory account of all transactions shall be recorded. Any statements required shall be extracted and prepared therefrom and certified by the Chairman or auditor.
- 21.2.2 All moneys received must be deposited to the credit of **the Society** in its banking account and all disbursements must be by EFT as designated in the clauses on Financial Management herein
- 21.2.3 The Treasurer - in co-operation with the duly appointed bookkeepers and auditor of the Society, shall keep accurate financial records of all income, expenditure, assets, and liabilities of the Society.
- 21.2.4 The duly appointed bookkeepers of the Society, shall record and keep accurate financial records of all income, expenditure, assets, and liabilities of the Society.
- 21.2.5 The accounting records (accounts, records, registers and financial statements) of the Society must be audited annually by an Accountant appointed by the Society in co-operation with the appointed bookkeepers of the Society.
- 21.2.6 The Treasurer must within four months after the end of the financial year of the Society, being September 30th (thirtieth) annually cause audited financial statements to be drawn up by the Society's Bookkeepers and Auditors, which must include at least a statement of income and expenditure for the preceding financial year and a balance sheet showing its assets, liabilities and financial position as at the end of that financial year - to be presented to the Executive Committee by no later than February 28th (twenty-eighth) annually.

21.2.7 The Treasurer shall further cause interim financial statements to be drawn up by the Bookkeepers of the Society for the period October 1st (first) 'til September 30th (thirtieth) annually for the purposes of presentation to the Annual General Meeting scheduled to be held as prescribed in article 22.1.1.

21.3 Financial Year of the Society:

The Financial Year of the Society shall be from October 1st (first) 'til September 30th (thirtieth) annually.

21.4. Procurement Policy and Procedure i.r.o Goods & Services supplied to the Society:

In order to ensure sound management of the financial affairs of the Society the following policies will apply with immediate effect of the ratification of this constitution.

This Procurement Policy and Procedure shall be adhered to by all members of the Executive Committee when goods and services are procured for and on behalf of the Society.

21.5 Definitions & Procedures:

➤ **approved procurement:**

shall refer to goods and services formally approved by the Executive i.t.o the stipulated procedures highlighted herein below;

➤ **approved supplier:**

shall refer to a supplier whose price, service and quality was found to be competitive among 3 (three) competitors;

➤ **approved tender/quote:**

shall refer to a supplier whose price tender or quote has been approved by the Executive;

➤ **contracts & agreements:**

shall refer to a signed written agreement between the Society and a Supplier subsequent to the acceptance of a tender or quote by the Society for the supply of specifically identified goods or services;

➤ **archive of contracts & agreements:**

shall refer to an archive of contracts and agreements to be held by the Treasurer for a term as required by relative legislation;

➤ **standing committee finance:**

shall comprise the Chairperson or Deputy Chairperson, Treasurer and Secretary of the Society - a quorum of which shall comprise 3 members

➤ **delegated powers - standing committee finance:**

shall comprise the discretion to approve a quote and subsequent expense obtained from a single preferential supplier by any member of the Executive to a maximum of R7,500.00 (Seven thousand five Hundred Rand);

➤ **delegated powers - full quorum of the Executive Committee:**

shall comprise a full quorum of the Executive shall hold the discretion to solicit and consider 3 (three) or more competitive quotes from 3 (three) or more proficient suppliers, presented for consideration by any member of the Executive, for goods or services above R7,500.00 (Seven thousand five Hundred Rand) but less than R35,000.00 (Thirty-Five Thousand Rand);

➤ **delegated powers - Executive Committee & Two Founder Members:**

shall comprise a full quorum of the Executive plus Two Founder Members shall hold the discretion to solicit and consider 3 (three) or more competitive quotes from 3 or more proficient suppliers, presented for consideration by any member of the Executive, for goods or services above R35,000.00 (Thirty-Five Thousand Rand) but less than R100,000.00 (One hundred thousand Rand);

➤ **delegated powers – Special General Meeting:**

save provisions of procurement stipulated above and applying mutatis mutandis, any expenditure above R100,000.00 (One hundred thousand Rand) shall be decided at a Special General Meeting comprising a quorum of all members of the Society and properly called and convened by the Secretary of the Society.

22

Annual General Meetings

22.1 Scheduling and Notices:

- 22.1.1 The Annual General Meeting of members of the Society shall be held at such time and place as the Executive Committee may determine, but not later than 6 (six) months after the end of the financial year of **the Society**.
- 22.1.2 An Annual General Meeting shall be convened by the Secretary giving notice in writing to all members.
- 22.1.3 Notice of the date, time and place for the holding of the Annual General Meeting shall shall be given in writing and be mailed electronically by the Secretary to each of the members of the Society at e-mail address as appearing in the register of members, at least 21 (twenty-one) calendar days before the date fixed for the holding of such meeting.
- 22.1.4 The omission to send by e-mail any such notice to any member does not invalidate the holding of the meeting, or the passing of any resolution thereat.
- 22.1.5 Notice of the terms of any resolution to be proposed at an Annual General Meeting, other than concerning ordinary and general business, shall be lodged with the secretary not less than 15 (fifteen) calendar days before the date fixed for such meeting.

22.1.6 Such notice to be accompanied by an explanatory memorandum explaining the nature, purpose and implications of the proposed resolution as well as a draft resolution.

22.1.7 Notice of any proposed resolution adding to, repealing or amending any of these rules or any part of the Constitution is given as provided in clause 22.5 below.

22.2 The Chairperson at General Meetings:

22.2.1 The chair at all General or Special General meetings of the members of the Society is taken by the chairperson of the Society or, in his/her absence, by the vice-chairperson;

22.2.2 Should both be absent, the members present must elect a chairperson for that meeting from among the other members of the Executive Committee present, if any, or, failing their presence, a chairperson must be elected, being a person who is entitled to vote at an annual general meeting, from among those members present.

22.3 Quorum at Annual-, or Special- General Meetings:

After due written notice by e-mail to all members of the Society, by the Secretary or designated member of the Executive Committee, at 21 (twenty one) days prior to the scheduling of an Annual-, or Special- General Meeting of all members, and after a further written reminder by e-mail has been forwarded to all members of the Society at 14 (fourteen) days prior to either of these meetings - therefore:

22.3.1 the members in attendance at either of these meetings, in person or by ratified written proxy, shall constitute a quorum for either an AGM or any Special General Meeting of all members of the Society.

22.4 Proceedings at Annual General Meetings:

The ordinary business to be performed at an annual general meeting shall be as follows:

- 22.4.1 The Chair at an Annual General Meeting shall be taken by the Society Chairperson or in his absence by the Deputy Chairperson. Should both be absent, the members shall elect a Chairman for the meeting from among the other members of the Executive Committee present, if any or, failing their presence, the Chairman shall be elected being a person in good standing with the Society who is entitled to vote at an Annual General Meeting from among those members present.
- 22.4.2 Determination of Quorum and proper Constitution of the AGM
- 22.4.3 To receive and consider the Society's Annual Report of the Chairperson, which shall traverse the reports of the respective portfolio sub-committees, including the financial statements for the preceding financial year with the auditor's report thereon - and if requires - to elect the Society's Auditor;
- 22.4.4 to confirm the minutes of the previous Annual General Meeting and any Special General Meeting held since the previous Annual General Meeting;
- 22.4.5 To consider and to pass, with or without modification, any resolutions concerning the affairs of the Society of which due and proper notice has been given and any other business concerning the affairs of the Society – which may include to consider and to pass, with or without modification, any resolution adding to, rescinding or amending any part of the Constitution;
- 22.4.6 To conduct the annual election of the succeeding Executive Committee for the next Society's calendar year – commencing December 1st annually.
- 22.4.7 At the Annual General Meeting any decisions shall be taken by voting as provided in clause 18.5 above.
- 22.4.8 In instances of a deadlock in votes the Chairperson of the Special General Meeting shall have a casting vote additional to his/her deliberative vote.

22.5 Amendments to the Constitution:

- 22.5.1 The Constitution of the Society, or any part thereof, as contained in these rules, will not be repealed, rescinded, added to or amended, save by a resolution adopted by a majority of two thirds of the members of the Society present at an Annual or a Special General Meeting of members of the Society, of which due and proper notice has been given.
- 22.5.2 Notice tabling a draft resolution setting out the terms of such proposed resolution of the intention to repeal, rescind, add to or amend the Constitution, must be given by the intending mover thereof and be submitted in writing to the Secretary of the Society, not later than 21 (twenty-one) days prior to the date fixed for an Annual or a Special General Meeting as contemplated in clause 22 above.
- 22.5.3 The Secretary shall forthwith notify the Executive Committee whom will call a Special General Meeting of the Society and instruct the Secretary to send a copy of such written notice by electronic mail to each member of the Society at the address of each member appearing in the register of members at least ten (10) days prior to the date of the relevant meeting.

22.6 Special General Meetings:

- 22.6.1 The Executive Committee may at any time, through the secretary, call a Special General Meeting of members by giving not less than 10 (ten) calendar days' notice to members specifying for what object or objects the meeting is called.
- 22.6.2 The secretary convenes a Special General Meeting of members of the Society, within ten (10) days of receiving a requisition in that behalf signed by not less than ten (10) ordinary members, specifying any resolution or resolutions proposed to be moved or other business to be discussed or other business to be discussed, by giving not less than twenty (20) days' notice in writing to members. – scheduling the Special Meeting.

- 22.6.3 The secretary shall give due notice to each member at his/her registered e-mail address a copy of such notice at least twenty-one (21) days prior to the holding of the meeting, specifying for what object or objects the meeting is called.
- 22.6.4 Any omission to send by electronic mail any such notice to any member does not invalidate the holding of the meeting, or the passing of any resolution thereat.
- 22.6.5 The Chair at a Special General Meeting shall be taken by **the Society** Chairperson or in his absence by a member of the Executive Committee designated by **the Society** Chairperson to act as such.
- 22.6.6 Should both be absent, the members shall elect a Chairman for the meeting from among the other members of the Executive Committee present, if any or, failing their presence, the Chairman shall be elected being a member in good standing who is entitled to vote at a Special General Meeting from among those members present.
- 22.6.7 In instances of a deadlock in votes the Chairperson of the Special General Meeting shall have a casting vote additional to his/her deliberative vote.
- 22.6.8 At the Special General Meeting any decisions shall be taken by voting as provided in clause 22.7 below.

22.7 Voting at Annual General or Special General Meetings:

- 22.7.1 Ordinary and honorary members in good standing – as defined in clause 17.1(ii) above - are eligible and entitled to vote at an annual or special general meeting of members of the Society and each such member has one vote.
- 22.7.2 Save as otherwise provided in this Constitution, any business, resolution or question submitted to such a meeting for decision must be decided by majority vote of those present and entitled to vote and, in the first instance, by a show of hands.

- 22.7.3 The chairperson of any such meeting has a casting as well as a deliberative vote, provided, however, that a ballot may be demanded by not less than four ordinary or honorary members present at the meeting.
- 22.7.4 Should any such ballot be demanded, it must be taken in such a manner and at such time and place as the chairperson of the meeting may direct.
- 22.7.5 A declaration by the chairperson of the meeting of the result of a show of hands or a ballot, as the case may be, is conclusive.

22.8 Adjournment of General Meetings:

- 22.8.1 The Chairperson of any general meeting may, with the consent of the meeting decided by majority vote, adjourn the meeting from place to place and from time to time, but no business shall be transacted at any adjourned and consequently rescheduled meeting other than that business left unfinished at the meeting from which the adjournment took place.

23

Misconduct of Members

23.1 Misconduct:

A member of the Society is guilty of misconduct if he/she, in the opinion of the Executive Committee:

- 23.1.1 Commits any breach of this Constitution or the Code of Conduct, Rules or By-Laws of the Society, the Legal Practice Act & Regulations & Codes of the LPC;
- 23.1.2 Fails to make payment of any money due to the Society after due notice; or
- 23.1.3 Introduces into the Society or any meeting of the Society any person whose presence therein will be prejudicial to the interests and reputation of the Society or objectionable to the members as a whole; or
- 23.1.4 Behaves in a manner unbecoming a member of the Society or prejudicial to the interests and reputation of the Society, whether within the Society's premises or

outside them, or without cause or justification behave in a manner which is offensive or unbecoming towards any other member, or guest, or the staff employed by the Society.

23.1.5 Without explicit permission from the Executive Committee of the Society:

- divulges confidential intellectual property, strategic or day-to-day confidential information of any kind pertaining to the activities or members of the Society to any party or third party not entitled to such information;
- consults with-, divulges to-, or communicates with-, the media on any topic which may affect the standing and public image of the Society negatively.

23.2 Investigation & Hearing Procedures:

The hearing and investigation of any complaint as to the conduct of a member, and the procedure to be adopted in connection therewith, are in the sole discretion of the Executive Committee, provided, however, that:

23.2.1 the member whose conduct is the subject of complaint and investigation, is informed of the nature of the complaint;

23.2.2 the Executive Committee takes any reasonable steps to bring to his/her notice the nature thereof, by e-mailing a letter to the members registered e-mail address or posting a registered letter to his/her registered or residential address or otherwise - and –

23.2.3 provided that such member is afforded an opportunity to reply to any such complaint, whether in writing or in such other manner as the Executive Committee may determine.

23.3 Delegated Disciplinary Powers:

23.3.1 The powers and duties of the Executive Committee as set out in this rule may be delegated to the Disciplinary Portfolio Committee of the Executive, comprising at two Founding and/or Senior members and an Executive Member delegated to the Disciplinary Portfolio Committee;

23.4 Sanction of the Executive Committee:

The Executive Committee, after investigation by-, and/or upon finding and recommendation of-, the Disciplinary Portfolio Committee, has the power in regard to a member who, in its considered opinion, has been guilty of misconduct as described in sub-clause 23.1 above

- 23.4.1 To expel such member, who will not be eligible for re-election; or
- 23.4.2 To deprive such member of any or all of the rights, benefits and privileges of his/her membership during such time or period as the Executive Committee in its absolute discretion may deem fit; or
- 23.4.3 To call upon such member in writing, through the secretary, to resign and, if he/she fails to tender his/her resignation within seven days of the date of such request, to expel such member, who will then be ineligible for re-election; or
- 23.4.4 To reprimand and/or censure such member;
- 23.4.5 To caution such member;
- 23.4.6 To apply for the removal of the member or any advocate from the roll of practicing advocates in a court of law; - or -
- 23.4.7 To impose such condition upon such member as to the use of the facilities of the Society as the Executive Committee may in its sole discretion determine.
- 23.4.8 The decision of the Executive Committee under this rule shall be notified to such member by posting a registered letter to such member at his/her registered or residential and e-mail address.

23.5 Right of Appeal:

Any member who is expelled or called upon to resign or otherwise dealt with by the Executive Committee in terms of clause 23.4 above has the right to lodge an appeal in writing against the decision of the Executive Committee;

- 23.5.1 The appeal must be lodged within twenty-one (21) calendar days after the date of posting to him/her by the secretary a notice under this clause.
- 23.5.2 After receipt of the appeal and the deposit of a sum of money by the appellant sufficient, in the opinion of the Executive Committee, to cover the expenses which may be incurred in the convening and holding of such a meeting, The secretary must convene a special general meeting of members to hear the appeal;
- 23.5.3 Such deposit shall be returned to such member in the event of his/her appeal proving successful;
- 23.5.4 If such an appeal fails either wholly or in part, the expenses which may be incurred in the convening and holding of such meeting must be borne by such member and any refund of the deposit or part thereof is in the sole discretion of the Executive Committee.
- 23.5.5 The notice of an appeal will not have the effect of suspending the operation of such decision pending the hearing of the appeal.

24

General

- 24.1 A copy of this Constitution and any rules, regulations, policies, by-laws or resolutions and of any rescinding, addition or amendment thereto or new rule or regulation effected from time to time shall be available for the inspection of members upon application to the Secretary.
- 24.2 Every person, upon becoming a member of the Society will receive on request a copy of the rules of the Society as embodied in this Constitution, or as amended from time to time, together with such by-laws as may be in force.

- 24.3 A special notice or account to a member must be properly delivered by electronic mail or posting it to the member's registered address as appearing in the register of members.
- 24.4 All members shall communicate their addresses from time to time to the Secretary who shall keep a register of the names of such members and of their addresses.
- 24.5 In the event of any member failing to register his/her address, or in the event of letters posted to the registered address being returned, such notice will be considered as having been properly given by electronic mail from any Executive Member of the Society.

25

Exclusion of liability and indemnity

- 25.1 Neither **the Society** nor the members of the Executive Committee of **the Society** shall be responsible or may be held liable for any loss, damage or injury including consequential losses, suffered by or caused to any person, whether or not such loss, damage or injury is occasioned by any act or omission of **the Society**, the members of the Executive Committee of **the Society**, or anyone else for whose actions they or any of them would be liable in law.

26

Winding Up

- 26.1 The Society may be dissolved by a resolution passed at a Special General Meeting called for that purpose, provided that such resolution is passed by a majority of two-thirds of the members present and entitled to vote at such meeting and entitled to vote at such a meeting
- 26.2 Provided further that such resolution is confirmed at a Special General Meeting held not less than thirty (30) days thereafter by a majority vote of members entitled to be present and vote thereon.

26.3 In the event of such resolution being passed at the second Special General Meeting, that meeting also has the power to pass resolutions by a majority vote for the appointment of a liquidator and the disposal of the surplus funds and assets of the Society after winding-up and after the payment of all the debts and obligations of the Society, provided that any surplus assets are given or transferred to some other society or institutions, with objects similar to those of the Society, exempt from tax under the laws relating to income tax and donations tax.

27

Interpretation

The interpretation of this Constitution and of all bye-laws, regulations, rules, policies, resolutions or decisions of **the Society** shall rest entirely with the Executive Committee, whose interpretation shall be final and binding on all members of **the Society**.

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Adoption of this Constitution

The signatories hereto - being current members of the Executive of the Society hereby confirm that this Constitution of the Gauteng Society of Advocates as amended, has been adopted by majority vote at an Annual General Meeting of the Society, held at Woodhill Golf Estate, Pretoria, on this the 13th (thirteenth) day of March 2021.

Proposed by: Adv.

Signature:

Seconded by: Adv.

Signature:

Confirmed by Founding Member Adv.

Signature:

Confirmed by Chairperson: Adv.

Signature:
