THE GAUTENG ATTORNEYS' ASSOCIATION

CONSTITUTION

1. PREAMBLE

Whereas the Executive Board Members of the Pretoria Attorneys' Association ("PAA") and the Johannesburg Attorneys' Association ("JAA") had on the 2nd of February 2018 and at Midrand envisioned the formation of the Gauteng Attorneys' Association ("GAA");

And whereas the JAA and PAA recognise the common purpose and objects of the respective Associations and in light of the transformation and restructuring of the Legal Profession by the Legal Practice Act 28 of 2014 as consolidated or re-enacted from time to time, which Act shall include the reference to the Regulations.

And whereas the GAA intends to facilitate and enhance an independent legal profession for the Province of Gauteng, that broadly reflects the diversity of the Republic.

And whereas the founding members of the GAA recognise the constitutional right to freedom of trade, occupation and profession and to practice the trade of a legal practitioner;

And whereas the GAA will comprise a federation of the JAA , PAA and similar Associations, where each individual association shall keep its individual identity and members, and which Associations shall form part of this larger Association all of which shall work towards common goals and purposes as set out hereunder;

Now the signatories hereto constitute an attorneys' association and hereby adopt the constitution of the GAA.

2. **NAME**:

The name of the Association is the GAUTENG ATTORNEYS' ASSOCIATION ("GAA") hereinafter referred to as either "the GAA" or "the Association".

3. **DEFINITIONS:**

3.1. "Executive" or "Executive Member" of the Association means the steering committee approved at an AGM, SGM or Special Meeting called for this purpose and the aforesaid phrases are used interchangeably.

3.2 Any expression which denotes any gender, includes the other genders. A natural person includes a juristic person and *vice versa* and the singular includes the plural and *vice versa*.

3.3. Unless specifically otherwise provided, any number of days prescribed shall be determined by excluding the first and including the last day or where the last day falls on a day that is not a business day, the next succeeding business day

4. **OFFICE / PREMISES**:

The office / premises of the GAA shall be the office /premises of the JAA, or the PAA until such time as an office is identified and approved at the first Annual General Meeting ("AGM") of the GAA.

5. **OBJECTS**:

The objects of the GAA are the following:

5.1. To express its views on matters of common concern to its members and to make representations on behalf of members to any and all bodies and/or organisations such as Government Departments, professional structures in the legal profession and other bodies or persons, provided that in doing so, the Association shall not express its views or make representations on matters not directly or indirectly affecting its members or their practices.

5.2. To co-operate with other Attorneys' Associations as well as with other professional structures created by statute.

5.3. To make representations on behalf of its members to Government Departments, professional structures in the legal profession and other bodies or persons;

5.4. To establish closer relations and association between members of the legal profession whether professionally, socially or otherwise;

5.5. To foster legal studies and to grant bursaries to needy students;

5.6. To consider legislation and to make representations, if necessary, in connection therewith;

5.7. To promote transformation in the legal profession with emphasis on gender equality, people with disabilities and previously disadvantaged individuals;

5.8. To relieve cases of hardship and distress amongst members of the GAA and their families and to make donations in this regard to such members and to create a Benevolent Fund;

5.9. To mediate between members and adjust and settle differences between them whenever called upon by such members;

5.10. To afford opportunity for the expression of the views of members on matters affecting the legal profession;

5.11. To acquire any rights or privileges which the GAA may regard as necessary or convenient for its purposes;

5.12. To purchase, hire or otherwise acquire, any movable or immovable property and to erect buildings thereon and to sell, improve or lease or otherwise deal with all or any of the property or assets of the GAA;

5.13. To collect, canvass for and to accept subscriptions, donations, bequests, endowments and benefits of any nature for the GAA from any person or body and from any source whatsoever;

5.14. To raise or borrow money from time to time in such a manner as the GAA may think fit, and to mortgage or hypothecate all or any of the present or future property of the GAA;

5.15. To invest monies of the Association in such securities and unit trusts as may be determined by the executive from time to time.

5.16. To become incorporated or registered under the Companies Act 71 of 2008, as amended, consolidated or re-enacted from time to time including all schedules or regulations to such act, or under any Act dealing with the incorporation of societies of this kind.

5.17. To promote continuing legal education;

5.18. To keep members informed on matters affecting the legal profession.

5.19. To arrange meetings of its members for social, educational or professional purposes;

5.20. To conduct lectures, symposia, seminars and study courses for its members;

5.21. From time to time, at the discretion of the executive, to make donations to institutions, bodies corporates, Welfare Organisations and/or Universities or other Institutions of higher learning, where this is considered necessary to further the interests of the profession, or of its members, provided that the Association shall not be permitted to distribute any of its profits or gains to any person, but shall be required to utilise its funds solely for investment purposes, or to promote the objects for which it has been established and upon its winding up or dissolution, it shall be obliged to transfer its assets remaining after the satisfaction of its liabilities to a similar Association or ;

5.22. To act in the general interest of members and the profession and to ensure that state mechanisms, including the Constitution of the Republic of South Africa, fundamental human rights, legislation, the judicial system, the common law and the rule of law are maintained, upheld and developed in such a manner so as to protect and promote the general wellbeing of the profession, including safeguarding the interests of attorneys to make their skills available to those requiring their legal expertise in any manner whatsoever.

5.23 To engage the Association in legal proceedings in any capacity which the Executive may deem necessary so as to advance, protect, uphold or develop the objects and interests of the Association and/or the interests of its members;

5.24 To circulate information electronically, or otherwise, which may be of interest to members in their practices;

5.25 To establish a fund for the purposes of carrying out the objects of the GAA and to make such payments as may be deemed necessary;

5.26 To not distribute any of its profits or gains to any person and to utilise its funds solely for investment purposes or for the promotion of its objects and to make such representations and or donations to members and employees of the GAA, senior civil servants and other public officials associated with the profession and to make such monetary contributions towards functions organised by Government Departments associated with the profession and to give such tokens of appreciation and/or sympathy as the Executive in its absolute discretion may think fit;

5.27 To do all such other things as are incidental or conducive to the attainment of these objects.

6. **MEMBERSHIP**:

6.1. The members of the GAA shall be practising attorneys who are members of the individual associations forming part of the federation of associations, which comprise the GAA. The said members accept the principles contained herein and by being - members, accept to abide by this Constitution;

6.2. The honorary members of the GAA shall be those persons, who in discretion of the Executive, have by reason of their services, contributed to the legal profession generally or to its individual Attorney's Association. Honorary membership shall be for life and shall confer on such a person all the rights and privileges of membership and impose on such a person all the duties and obligations pertaining thereto, save for the fact that such a person shall not be required to pay any subscriptions;

6.3. The associate members of the GAA shall be practising attorneys who are not yet members of the individual associations, forming part of this Federation or Associations, on account of the fact that the area in which the said members practice does not have an attorney'

association. Such an associate member will join as a member of the PAA or JAA, or any other Association forming part of this Federation of Associations until such time as an Association has been formed in the jurisdiction in which the associate member is practising.

6.4 A candidate Attorney serving articles of clerkship with a Legal Practitioner who is a registered member of either of the individual associations, shall be eligible for GAA membership.

7. **CESSATION OF MEMBERSHIP**:

7.1. A member shall cease to be a member of the GAA if;

(a) He resigns as a member of his- individual Attorneys' Association and/or his resignation is accepted by the Executive;

(b) His subscription with either the GAA or his/ individual Attorneys' Association is in arrears for a period of 6 (six) months and he fails, notwithstanding demand for payment, to pay the amount of the arrears and the Executive resolves that his membership of the GAA be terminated;

(c) He is expelled from the GAA by resolution of the GAA at a General Meeting of the GAA, or expelled by his individual Attorneys' Association. The resolution for such expulsion shall only be deemed to have been passed if it is approved by a majority of the members present at a such meeting;

(d) Despite a warning and/or discussion and direction, is found guilty of unethical and/or improper and/or unseemly conduct and his membership is suspended or terminated by the Executive or his individual Attorneys' Association.

(e) He has been struck off or suspended from the Roll of Attorneys

(f) He is a member of another association of which the aims and objectives are found to be in conflict with the aims and objectives of this Association.

8. **SUBSCRIPTION**:

8.1. A subscription may be determined by the Executive if, and when it is deemed necessary to do so, which subscription from time to time, shall be paid by each member except for an honorary member.

8.2. The financial year-end of the GAA shall commence on the first day of June in each year and shall end on the last day of June each year and subscriptions shall be due and payable on such date: provided that for the purpose of this clause 8, a member shall not be regarded as being in arrears unless his subscription remains unpaid for 14 (fourteen) days after written notice has been given to him by the GAA that his subscription is actually in arrears.

8.3. The Executive shall take due consideration of the rates of inflation and the requirements of the Association, and shall give notice to its members before the end of April each year of any increase in subscriptions.

9. **MANAGEMENT**:

9.1. The affairs of the GAA shall be managed by an Executive consisting of the Chairperson and Vice-Chairperson (or their respective proxies) of each individual Association which forms part of the Federation. The first members of the Executive shall be elected by the signatories hereto, and will hold office for one year until the next AGM.

9.2. Out of these Executive Members a Chairperson, Vice Chairperson, Secretary and a Treasurer shall be nominated to manage the GAA,

assisted by an Executive of 8 (eight) members, all of whom shall be elected from those members eligible to be members of this Association, at the AGM of the GAA, or at any other meeting of the GAA specially called for such purpose. Each such nominee shall be both proposed and seconded and shall accept such nomination before he shall be regarded as a candidate for such office;

9.3. The Executive has the right to co-opt members to the Executive.

9.4. The Executive has the right to co-opt members from Associations who join this Association to effect proper representation of the new Associations.

9.5. Each Executive member shall hold office for a 2 (two) year period, but the retiring members shall be eligible for re-election;

9.6. The General Meeting shall first out of those persons nominated in terms of this clause 9, elect 12 (twelve) persons to hold office as members of the Executive until the next AGM.

9.7. No member of the Executive shall hold office as Chairperson for more than 3 (three) consecutive years. If any of these offices shall become vacant between elections, the Executive shall be entitled to fill the vacancy. All existing office bearers and sub-Executive members shall hold office until the formal appointments are made at the first Executive meeting after the AGM.

9.8. A member who, with the object of gaining election to the Executive, or of advancing his prospects of election, canvasses for votes, or offers any inducement or assistance, or in any other way promotes or is a party to the promotion of his own candidature, other than by accepting or indicating that he is prepared to accept nomination, shall be guilty of unprofessional conduct and shall not be allowed to take part in such an election. If however, such a member was elected and then found guilty,

and notwithstanding any punishment imposed on him, he shall summarily be removed from office at a special Executive meeting convened for the purpose of considering his removal, provided that the quorum at any such meeting shall be 8 (eight) members of the Executive, exclusive of the member whose removal is so considered, present at the commencement of the meeting.

9.9. No member shall be allowed to take part in an election as an Executive member, if such a member is doing so directly or indirectly in the name of a political party, union, pressure group, or cultural or religious organisation. If a member was elected with the support of any such organisation, the same removal procedure shall apply as stated in clause 9.8 above.

9.10. (i) If there is only one candidate nominated for any such office he shall be deemed to have been unanimously elected, but if there is more than one candidate nominated for such office, voting shall forthwith take place and the candidate receiving the greater or greatest number of votes shall be deemed to have been elected. If there is an equality of votes, the existing Chairperson shall have a casting vote-.

(ii) 6 (six) Executive members shall be required to form a quorum at an Executive Meeting;

(iii) The Executive may from time to time co-opt members- to serve on the Executive, as set out in clause 9.4 above.

(iv) Such co-opted member shall have the right to vote on all matters affecting the Association

9.11. Each Executive member shall hold office for only two years, but the retiring member shall be eligible for re-election, provided that if the Association fails at the AGM in any year to elect a new Executive, the

retiring Executive shall forthwith convene a further General Meeting for the purpose of holding such election and pending the holding of such further meeting, such member shall continue in office. If no new Executive is elected at such further meeting, or at an adjournment thereof, the retiring Executive shall be deemed to have been re-elected for a further year and the retiring officer shall continue to hold the same office for such further year.

9.12. All nominations for the Executive shall be in writing and forwarded with the nominee's acceptance to the Secretary not less than 14 (fourteen) days before the date of the AGM, and the names of the persons nominated shall be notified to members not less than 7 (seven) days before the date of the meeting;

9.13. In the event of any vacancy, or vacancies occurring on the Executive, or among the Executive Members of the GAA, the remaining members of the GAA shall have the power to fill any such vacancy or vacancies. The member or officer so elected shall hold office on the same terms and conditions as the member whose place he takes and shall serve only until the next AGM. If the remaining members of the Executive do not constitute a quorum they shall have no power to fill vacancies on the Executive and may only function until such time as a General Meeting to fill the vacancies can be convened. It shall be the duty of such remaining members to convene such General Meeting at the earliest possible date;

9.14. Any member of the Executive (including an officer of the GAA) may be removed from his office as such by a resolution passed by a two thirds majority of the members present at a General Meeting of the GAA called for such purpose;

9.15. Any member who misses 3 (three) consecutive meetings of the Executive, without leave of absence or reasonable excuse, shall automatically be disqualified from office and the Executive shall be

entitled to replace such member in terms of this constitution. Any member attending less than 50% of Executive Meetings from date of election to the next AGM, without prior leave of absence, or reasonable excuse from the Executive, shall not be eligible to stand again for re-election to the Executive the following year.

9.16. The composition of the Executive shall comprise at least one member representing an Association. In the event of an Association nominating more than 1(one) person for the election to the Executive, then only the candidates who received the most votes in a contested election, shall be eligible for membership of the Executive.

9.17. Minutes shall be taken at every meeting and be kept by the Secretary of the GAA. Minutes of each meeting are to be provided to Executive members 7 (seven) days before the following meeting. Said Minutes are to be confirmed at the said following meeting of the Executive.

10. **POWERS AND DUTIES OF THE EXECUTIVE**:

The Executive shall conduct all the affairs of the GAA and be entitled to attend to all matters and things not specially required to be done at a General Meeting, or not expressly required to be otherwise performed. Without limiting its rights of management, the Executive shall have the following special powers:

(a) To convene meetings;

(b) To appoint, remove and determine the duties, salaries or remuneration of employees of the GAA;

(c) To hold and have custody and control of the funds and other property of the GAA;

(d) To open a banking account which shall be operated on by the joint signatures of any 2 (two) of the following Executive Members, namely – The Chairperson, Vice-Chairperson, Treasurer and Secretary for the time being;

(e) To appoint sub-Executives and delegate any of its powers to such Executives;

(f) Subject to the constitution for the time being in force, to frame and promulgate regulations for the conduct of the business of the GAA and to do all other things that it may consider conducive to the interest or good management of the GAA or the promotion of its objects;

(g) To promulgate regulations regarding remuneration and calculation of an honorarium towards its executive.

(h) To direct and conduct any enquiry into any complaint received regarding a member's alleged conduct contrary to the provisions of this constitution;

(i) To compel any member of the GAA subjected to such enquiry to submit on demand all documentation and information required by the Executive to investigate such a complaint;

(j) To review the annual subscription payable in terms of this constitution, from time to time and to alter the subscription payable in terms of this constitution as it deems fits, due regard being had to the rate of inflation and the requirements of the Association.

(j) To impose special levies upon the members of the GAA from time to time should it be in the interest of promoting the objects of the GAA.

11. **MEETINGS**:

11.1. Unless otherwise decided by the Executive, there shall be held bi-monthly meetings of the members of the GAA of which at least 7 (seven) days' notice shall be given. The Executive shall have full power and authority at any time to call special meetings of the members of the GAA, of which at least 7 (seven) days' notice shall be given;

11.2. An AGM shall be held not later than the 30th of November in each and every year, at which –

(i) the election of the Executive shall take place; and

(ii) the report of the Executive, together with the balance sheet and accounts shall be presented;

11.3. Notice convening the AGM shall be given to members not less than 14 (fourteen) days before such meeting;

11.4. When requested by not less than 10 (ten) members, the Executive shall convene a Special General Meeting ("SGM") to consider the matters desired by the requisition, which meeting shall be upon not less than 7 (seven) days' notice, and shall state the purpose of the meeting, and such SGM shall be held within 20 (twenty) days from the date of requisition;

11.5. A quorum of members shall not be less than 8 (eight) members personally present. Should there be no quorum present at any AGM or SGM , the meeting shall, subject to this paragraph, stand adjourned until a date to be agreed upon at such meeting (for which purpose those present shall be deemed to be a quorum) and at such a resumed meeting, those present shall form a quorum, regardless of the number. At least 7(seven) days' notice of such adjournment shall be given to members.

11.6. Upon receipt of a requisition signed by not less than 15 (fifteen) members, the Executive shall convene a SGM to consider the matters specified in the requisition. The meeting shall be called upon not less than 7 (seven) days' notice, which shall state the purpose of the meeting and any such SGM shall be held within 21 (twenty) one) days from the date of receipt of the requisition. Should there be no quorum present at any such meeting, it shall be dissolved.

11.7. Associate Members shall be entitled to attend all meetings of members, but shall be obliged to retire therefrom when called upon to do so by the Chairperson;

11.8. All notices referred to in this paragraph shall be sent in writing via electronic mail.

11.9. If and when an urgent matter necessitates, decisions may be made via round robining, provided that the requisite quorum of Executive members have received written notice at least 24 (twenty four) hours prior to the consideration of the matter. A successful decision can only be taken with the approval of more than 50% (fifty percent) of the members having voted in favour of the decision.

12. **DEFAULTERS:**

Any member whose subscription is in arrears for a period of 6 (six) months and who shall not thereafter pay such subscription within 14 (fourteen) days of a written request for payment, may be removed from the list of members by the Executive.

13. **RESIGNATION:**

Any member desiring to resign from the Association may do so in writing to the Secretary of the GAA, but such person shall remain liable for any

subscription, or subscriptions which fall due prior to the date of such resignation.

14. **VOTING**:

14. Every member of the Association, not being an articled clerk / candidate attorney, present at a meeting and not in arrears with his subscriptions, shall have one vote. No voting by proxy shall be permitted. In the event of an equality of votes at any meeting, including an AGM, a SGM, a meeting of the Executive, or a meeting of any sub-Executive, the Chairman shall have a casting vote, as well as a deliberative vote. In completing the voting paper for the election of the members of the Executive, a member entitled to vote, shall vote for not less than 4 (four) and not more than 12 (twelve) of the candidates proposed for election. If a voting paper does not comply with the requirements of this Clause, it shall be disregarded;

14.2. The majority of members present in person at any meeting may demand that voting be by secret ballot.

15. **BODY CORPORATE**:

The Association is a body corporate, shall have perpetual succession, shall own all its property in its own name as distinct from its members, may sue or be sued in any competent Court of Law in its own name and shall not carry on any business that has for its object the acquisition of gain by the GAA.

16. **AMENDMENTS TO THE CONSTITUTION**:

The Constitution may be amended, or altered at any AGM or SGM specifically called for such purpose. Any such amendments, alterations, or additions must be approved by a two-thirds majority of the members present at such meeting. No proposed amendment, alteration, or addition shall be considered at any such meeting, unless the proposed amendment, alteration, or addition

has been notified to members in writing not less than 14 (fourteen) days before the date of the meeting.

17. **LIABILITY**:

17.1. Should it be found that any Executive Member has acted *mala fide* or was vexatious to such an extent that the Association had suffered damages, the Executive shall have the right to decide whether said Executive Member will be held responsible for the said damages.

17.2. The liability of a member for the obligations of the Association shall be limited to the amount of his unpaid subscriptions. The Association is an association not for gain, and a corporate body with legal personality distinct from its members, the assets and liabilities of which are separate from its members and in respect of which no member shall ever obtain an interest, which assets shall upon its dissolution, not devolve upon its members, but shall be transferred to another association, not for gain, with similar objects and interests as that of the Association.

18. **INTERPRETATION OF RULES**:

If there is any doubt as to the meaning or interpretation of this Constitution, and any rules or codes framed thereunder, the Executive shall be the arbiter, and its decision shall be binding upon the members of the Association, subject to an appeal made at a General Meeting of the Association.

SIGNED AT PRETORIA ON THIS 19TH DAY OF JULY 2018

ANTON THERON

CHANTELLE GLADWIN- WOOD

TIAAN JOUBERT

YUSUF WADEE

DAWIE BEYERS

KATHERINE GASCOIGNE

RIANA HEUNIS

JACQUES TARICA

DAWIE BEKKER

JESSIE NAICKER

MILLIE-SHANTALL LURIE