THE JOHANNESBURG ATTORNEYS' ASSOCIATION

CONSTITUTION

1. NAME

The name of the Association is the **JOHANNESBURG ATTORNEYS' ASSOCIATION**.

2. OFFICES

The offices of the Association shall be in Johannesburg.

3. OBJECTIVES ~~OBJECTS~~

The ~~objects~~ objectives of the Association are the following:

3.1. to co-operate with the Incorporated Law Societies, ~~and~~ Law Councils and/or their successors in title. (*As amended at the General Meeting on 15 October 1998*);

3.2. to watch and advance the interests of the legal profession;

3.3. to establish closer relations and associations between members of the legal profession;

3.4. to foster legal studies;

3.5. to co-operate with other associations or societies;

3.6. ~~to provide assistance to any members or past members or the families of any members or past members, who are in distress or are, for any reason, in need of such assistance, and to apply any funds of the Association for that purpose and to raise and collect any additional or special funds that may be required for that purpose; (Deleted as per Annual General Meeting 23 October 2003)~~

3.7. to mediate between members and adjust and settle differences between them, whenever called upon to do so by members;

3.8. to express its' views on matters of common concern to its' members and to make representations on behalf of its' members to any and all bodies and/or organisations including Law Societies, ~~and~~ Law Councils and/or their successors in title, provided that in doing so the Association will not express its' views or make representation on matters not directly or indirectly affecting its' members ~~of or~~ or their practices (*As amended at a General Meeting on 15 October 1998*);

3.9. to acquire rights or privileges which the Association may regard as necessary or convenient for its' purposes;

3.10. to purchase, take on lease, 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 Association;

3.11. to invest moneys of the Association upon such securities and unit trusts as may be from time to time determined; (*As amended at the Annual General Meeting of 7 November 2002*);

3.12. to raise or borrow money from time to time in such manner as the Association may think fit and to mortgage or hypothecate all or any of the property of the Association present as well as future;

3.13. to become incorporated or registered under the Companies Act, 1973, or any amendment thereof, or under any Act dealing with the incorporation of Societies of this kind;

3.14. to sponsor and supervise the making by members of gifts or donations in money or in kind to any person or organisation approved by the Committee;

3.15. to do all such other things as are incidental or conducive to the attainment of these ~~objects~~ objectives;

3.16. to conduct lectures, symposia, seminars and study courses for its' members;

3.17. to establish machinery for the settlement of disputes between members and between members and their clients concerning fees;

3.18. from time to time, at the discretion of the Committee, to make donations to institutions, bodies corporate, welfare organisations and/or universities 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 or the ~~objects~~ objectives for which it has been established; and upon its winding-up or liquidation, it shall be obliged to give or transfer its' assets remaining after the satisfaction of its' liabilities to some Association or Society with objectives ~~objects~~ similar to those of the Association;

3.19. to act in the general interest of members of the public who presently utilise and in future will utilise the services of ~~practicing attorneys~~Legal Practitioners so as to ensure that state mechanisms, including the Constitution of the Republic of South Africa, Act 108 of 1996, fundamental human rights, legislation, the judicial system, the common law and the Rule of Law are maintained, upheld and developed in such a manner as to ensure the maximum protection of the lawful interests of such members of the public;

3.20. to act in the general interest of members of the profession so as to ensure that state mechanisms, including the Constitution of the Republic of South Africa, Act 108 of 1996, fundamental human rights, legislation, the judicial system, the common law and the Rule of Law are maintained, upheld and developed in such a manner as to ensure the maximum protection of the general well-being of the profession, including safeguarding of the interest of ~~attorneys~~Legal Practitioners in their freedom to make their skills available to those requiring their legal expertise, in a profitable manner;

3.21. to engage the Association in legal proceedings in any capacity which the Committee 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. *(As amended at the Annual General Meeting held on 31 October 2007)*

4. MEMBERSHIP

The following persons shall be eligible for membership:

~~4.1. Attorneys practising in the Johannesburg area and any attorney, wherever his/her office may be situated in the Gauteng area, whose practice required requires attendance in the Johannesburg area. (*As amended at the Annual General Meeting on 20 September 1995*).~~ Any legal practitioner, wherever his/her office may be situated, who provides legal services in the greater Johannesburg area whether for their own account, in partnership or, as a member of a juristic entity and, any legal practitioner or, candidate legal practitioner in the employ of, or, serving with such persons.

~~4.2.~~4.1. ~~Attorneys employed by such attorneys.~~

~~4.3.~~4.2. ~~Clerks~~ Candidate Legal Practitioners or Pupil Legal Practitioners serving articles of clerkship with such ~~attorneys~~Legal Practitioner.

5. SUBSCRIPTIONS

5.1. An annual subscription, the amount of which shall be determined by the Committee with due consideration to the rate of inflation and to the requirements of the Association, and of which notice shall be given to members before the end of April each year, shall be paid by each member except those who are serving articles of clerkship. (*As amended at Extraordinary General Meeting of 12 April 1994*).

5.2. The financial year of the Association shall commence on the 1st day of June of each year and subscriptions shall be due and payable on such date.

6. MANAGEMENT

6.1. The affairs of the Association shall be managed by a Committee of ~~twelve~~fifteen, all of whom shall be elected from those members ~~The~~ referred to in Rule 4~~(a) and 4(b)~~ during ~~and~~ the Annual General Meeting of the Association or any other General Meeting specially called for such purpose. Each committee member shall hold office for a two-year period, but the retiring members shall be eligible for re-election. (*As amended at the Annual Meeting of 23 October 2003*)

6.1.1. At the first meeting following ~~the every years'~~ each Annual General Meeting, the Committee shall elect a Chairman, Vice-Chairman, Secretary and Treasurer, provided

that no member of the Committee shall hold office as Chairman for more than three consecutive years, if any of these offices shall become vacant between elections, the Committee shall be entitled to fill the vacancy. *(As amended at the Annual General Meeting 23 October 2003) (As amended at the Annual General Meeting 31 October 2007)*

6.1.2. All existing office-bearers and sub-committee members shall hold office until the formal appointments are made at the first Committee meeting after the Annual General Meeting.

6.2. All nominations for the Committee shall be in writing and shall be forwarded, with the nominee's acceptance, to the Secretary not less than twenty-one days before the date of the Annual General Meeting and the names of the persons nominated shall be notified to members not less than fourteen days before the date of the meeting. (*As amended at the Annual General Meeting of 7 November 2002*).

6.3. In the event of any vacancy or vacancies occurring on the Committee the remaining members of the Committee shall have the power to fill any such vacancy or vacancies. The member so elected shall hold office on the same terms as the member whose place he/she takes and shall serve only until the next Annual General Meeting.

6.4. The Committee shall be entitled to co-opt not more than two members, who shall be members of the Association referred to in Rule 4~~(a) and 4(b),~~ and who shall hold office on the same terms as the other members of the Committee and shall serve only until the next Annual General Meeting. At a Committee meeting five members shall be required to form a quorum.

6.5. Any member who misses 3 (three) consecutive meetings of the Committee, without leave of absence, shall automatically be disqualified from office and the Committee shall be entitled to replace such member in terms of Rule 6.2.1~~(d)~~. Any member attending less than 50% (fifty per cent) of Committee meetings from the date of election to the next Annual General Meeting, without prior leave of absence from the Committee, shall not be eligible to stand again for re-election to the Committee in the following year. (*As amended at General Meeting of 15 October 1998*).

6.6. The composition of the Committee shall be limited to no more than 2 (two) representatives of any one law firm. In the event of a law firm nominating more than two persons for election to the Committee, then only the two candidates who receive the most votes, in a contested election, will be eligible for membership of the Committee and, in the event of an uncontested election, the new Committee of the Association will, on a basis of votes, elect which two members of that firm take their place on the Committee. (*As amended at General Meeting of 3 November 2004*).

7. POWER AND DUTIES OF THE COMMITTEE

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

7.1. to convene meetings;

7.2. to appoint, remove and determine the duties, salaries and remuneration of ~~servants~~staff;

7.3. to hold and have the custody and control of the funds and other property of the Association;

7.4. to open a banking account which shall be operated on by the signatures of any two of the Chairman, Vice-Chairman, Treasurer or Secretary, or nominated committee member for the time being, or the secretary employed by the Committee (*As amended at General Meeting 15 October 1998*)

7.5. to appoint sub-committees and delegate any of its' powers to such sub-committees;

7.6. subject to the Constitution for the time being in force, to do all other things that it may consider conducive to the interests or good management or the promotion of its' ~~objects~~ objectives;

7.7. to review the annual subscription payable in terms of clause 5 of the Constitution, from time to time, the Committee being empowered at its' discretion to increase the subscriptions as it deems fit, due regard being given to the rate of inflation and the requirements of the Association (*As amended at Extraordinary Meeting on 12 April 1994*).

8. MEETINGS

8.1. The Committee shall have full power and authority at any time to call Special Meetings of the Association of which at least seven ~~days notice~~days' notice shall be given. (*As amended at the Annual General Meeting of 7 November 2002*).

8.2. An Annual General Meeting shall be held not later than 30 November ~~in~~ of each and every year, at which: ~~—~~ (*As amended at the General Meeting 15 October 1998)*

~~8.2.0.~~8.2.1. the election of the Committee shall take place;

~~8.2.1.~~8.2.2. the report of the Committee together with the Balance Sheet and Accounts shall be presented; and

~~8.2.2.~~8.2.3. any other business shall be dealt with of which notice is given to members not less than fourteen days before the date of the meeting. (*As amended at the Annual General Meeting of 7 November 2002*).

8.3. Notice convening the Annual General Meeting shall be given to members not less than 14 (fourteen) days before such meeting.

8.4. A quorum of members shall be not less than 15 (fifteen) of the members referred to in Rule 4~~(a) and 4(b)~~. Should there be no quorum present at any Annual or Special General Meeting, the meeting shall, subject to Rule 8.4~~(e)~~, stand adjourned until a date to be agreed upon at such

meeting (for which those present shall be a quorum) and at such resumed meeting those present shall form a quorum regardless of the number. At least seven ~~days notice~~days' notice of such adjournment shall be given to members.

8.5. Upon receipt of a requisition signed by not less than fifty members the Committee shall convene a Special General Meeting to consider the matters specified in the requisition. The meeting shall be upon not less than seven ~~days notice~~days' notice, which shall state the purpose of the meeting, and such Special Meeting shall be held within 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. (*As amended at the Annual General Meeting of 7 November 2002*).

~~8.5.~~8.6. A meeting may be held electronically as the discretion of the Committee.

9. DEFAULTERS

Any member whose subscription shall be in arrears for a period of six months, and who shall not thereafter pay such subscription within 14 (fourteen) days of the mailing ~~posting~~ to him/her of a written request for payment, may be removed from the list of members by the Committee.

10. RESIGNATIONS

Any member desiring to resign from the Association may do so on giving notice to the Secretary in writing via email or registered post but such person shall remain liable for any subscription or subscriptions and/or account ~~-~~which fell due prior to the date of such resignation.

11. VOTING

11.1. Every member of the Association, not being an articled clerk, present at a meeting and not in arrears with his/her subscription shall have one vote. No voting by proxy shall be permitted. In the event of an equality of votes, the Chairman shall have a casting as well as a deliberative vote.

11.2. The majority at any meeting may demand that voting be by ballot.

11.3. In completing the voting paper for the election of the members of the Committee, a member entitled to vote shall vote for not less than six and not more than twelve of the candidates proposed for election. If a voting paper does not comply with the above it shall be disregarded.

12. LEGAL PROCEEDINGS

The Association may sue or be sued in its own name in any Court of competent jurisdiction.

13. ~~FUNCTION~~

~~A function, the nature, cost and venue to be determined by the Committee in their discretion shall be held Members who attend the function shall be required to contribute an amount to be determined by the Committee to the cost of that function. (*As amended at Extraordinary General Meeting on 29 May 1990*).~~

14. AMENDMENTS

This Constitution may be amended, altered or added to at any Annual General Meeting or any General Meeting specially called for such purpose. Any such alterations or additions shall not be deemed to be passed unless approved by two-thirds of the members present at such meeting. No proposed alteration or amendment shall be considered at any meeting unless the proposed amendment or alteration has been notified to members in writing not less than fourteen days before the date of the meeting. (*As amended at the Annual General Meeting of 7 November 2002*).

15. LIABILITY OF MEMBERS

The liability of a member for the obligations of the Association shall be limited to the amount of his/her unpaid subscription. The Johannesburg Attorneys' Association is an Association not for gain, and a corporate body with legal personality separate from its' members, the assets and liabilities of which are separate from its' members and in which no member shall ever obtain an interest, which assets shall upon dissolution not evolve upon its' members but shall be donated to other associations not for gain with similar ~~objects~~ objectives and interests as the Association.

16. INTERPRETATION OF RULES

In the case of doubt as to the meaning or interpretation of the Constitution and any Rules framed thereunder the Committee shall be the final arbiter and its' decision shall be binding upon members.

17. MEANING OF JOHANNESBURG

The word "*Johannesburg*" wherever used in this Constitution shall mean of the Johannesburg Cluster ~~the magisterial districts of Johannesburg and Randburg.~~.

18. NOTICES

18.1. Whenever notice of any matter or thing is to be given to members it shall be deemed to have been duly given if posted or delivered to Docex or despatched by e-mail or via telefax to members at the address recorded in the Association's offices and shall be deemed to have been received two days after the date on which such notice was posted, delivered or despatched. (*As amended at General Meeting of 15 October 1998*).

~~18.1.~~18.2. The onus is on each member to notify the Association of any change in circumstances, status, contact details or change of address etc.