

**CONSTITUTION
OF THE WESTERN CAPE
ASSOCIATION OF LEGAL PRACTITIONERS**

| | |
|---|-----------|
| BACKGROUND | 2 |
| NAME AND AFFILIATION | 2 |
| GENERAL POWERS | 2 |
| AREA OF OPERATION | 3 |
| AIMS AND OBJECTIVES | 4 |
| MEMBERSHIP | 5 |
| TERMINATION OF MEMBERSHIP..... | 6 |
| MANAGEMENT | 7 |
| POWERS OF THE MANAGEMENT COMMITTEE | 10 |
| MEETINGS AND PROCEDURES OF THE MC AND EXCO | 11 |
| ANNUAL GENERAL MEETINGS | 13 |
| SPECIAL GENERAL MEETINGS | 15 |
| VOTING AT ANNUAL AND SPECIAL GENERAL MEETINGS AND PROXY VOTING | 15 |
| FINANCE | 16 |
| SUBSCRIPTIONS..... | 16 |
| AMENDMENTS TO THE CONSTITUTION | 17 |
| INDEMNITY..... | 17 |
| LIMITATION | 17 |
| BODY CORPORATE | 17 |
| DISSOLUTION | 18 |

BACKGROUND

WHEREAS:

- a. The Attorney Legal Practitioners of the WESTERN CAPE (hereinafter referred to as the Attorneys) have identified a need to establish an association of attorneys to promote, maintain and enhance the standards, prestige, image and general interests of the profession and to further related objectives in WESTERN CAPE and beyond; and
- b. The Law Society of South Africa (LSSA) has been constituted to promote, maintain and enhance the standards, prestige, image and general interests of the profession and to further related objectives throughout the Republic of South Africa; and
- c. The Attorneys wish to further and promote the aims of the LSSA on a provincial level and will form the provincial representative organization of the LSSA;

It is agreed to create the WESTERN CAPE ASSOCIATION OF LEGAL PRACTITIONERS as set out herein.

NAME AND AFFILIATION

1. The name of the association so constituted is the WESTERN CAPE ASSOCIATION OF LEGAL PRACTITIONERS. The WESTERN CAPE ASSOCIATION OF LEGAL PRACTITIONERS (hereinafter referred to as "the Association") will be a Provincial Association of the Law Society of South Africa but may act independently for the benefit of its members in the WESTERN CAPE or elsewhere.

GENERAL POWERS

2. The Association will have the following powers in addition to other powers specifically conferred upon it in terms of this Constitution:
 - 2.1. To buy, hire, exchange, accept donations of, receive grants and honoraria, or otherwise acquire, sell, let, exchange, mortgage, pledge, donate or otherwise dispose of movable and immovable property of all kinds or any rights or interest therein or any other asset of any kind;
 - 2.2. to borrow and, if deemed desirable, to secure the repayment of money in such manner as it may deem fit, to guarantee or secure the acts of and payments due by others, and to lend money against such security, if any, as it may deem fit;

- 2.3. to acquire, encumber, apply or dispose of and generally to deal with any funds in any manner as it may deem fit, but always in accordance with the aims and objectives of the Association as set out herein;
 - 2.4. to enter into all such contracts and do all such other acts and things as may be necessary or expedient from time to time to achieve the aims and objectives of the Association as set out herein;
 - 2.5. to institute, conduct, defend, settle or abandon any legal proceedings by or against the Association in any manner as it may deem fit, but always to achieve the aims and objectives of the Association as set out herein;
 - 2.6. to open, operate and close savings and other accounts with any financial institution, to buy or sell or otherwise deal with shares or stock or debentures or bonds or any other interest in any company or other body corporate or government agency, and generally to invest the funds and other assets of the Association in such a manner as it may deem fit, but always in accordance with the aims and objectives of the Association as set out herein.
3. The Association is not knowingly and will not knowingly become a party to, and does not knowingly and will not knowingly permit itself to be used as part of, an impermissible avoidance arrangement contemplated in Part IIA OF Chapter III, or a transaction operation or scheme as contemplated in section 103(5) of the Income Tax Act No 58 of 1962 (ITA).
 4. No member of the Association may directly or indirectly have any personal or private interest in the Association.
 5. The Association may not have a share or other interest in any business, profession or occupation which is carried on by its members or the members of the participating associations.
 6. The Association will function as provincial attorney's association of the Law Society of South Africa;
 7. Generally, to do all such things as may be necessary or expedient to carry out or further any of the aims or objectives of the Association.

AREA OF OPERATION

8. The main office of the Association will be situated in CAPE TOWN or any other place as the Association may decide from time to time.

9. The Management Committee (MC) may incorporate as members any existing Attorneys Associations in a province and any additional Associations in the province as may be formed from time to time.
10. The Association will operate throughout the territory of the WESTERN CAPE.

AIMS AND OBJECTIVES

11. The Association has the following fundamental, enduring and long-term aims and objectives, namely:
 - 11.1. to co-operate and negotiate with the Legal Practice Council and the Provincial Councils established in terms of the Legal Practice Act; and any other entities involved in the determination of laws and policies which impact on the aims and objectives stated herein;
 - 11.2. to monitor, advance and protect the interests of the legal profession;
 - 11.3. to promote on a regional and national basis the common interests of members having regard always to the broader interest of the public whom the member serves, and to endeavour to reconcile, where they may conflict, the interests of its members and the public;
 - 11.4. to safeguard and maintain the independence, objectivity and integrity of its members;
 - 11.5. to maintain and enhance the professional standards, prestige and standing of the profession and of its members nationally, which standards must be reviewed from time to time to take into account the objectives as set out above;
 - 11.6. to uphold and encourage the practice of law, and to promote and facilitate access to the profession;
 - 11.7. promote access to justice and the Courts;
 - 11.8. promote legal education and continuing legal education, practical legal training research in the science of law and in legal practice;
 - 11.9. to uphold, safeguard and advance the rule of law, the administration of justice, the Constitution and the laws of the Republic of South Africa;

- 11.10. to initiate, consider, promote, support, oppose or endeavour to modify legislation, whether existing or proposed;
- 11.11. to initiate, consider, promote, support, oppose or endeavour to modify proposed reforms or changes in law, practice, procedure and the administration of justice;
- 11.12. to strive towards the achievement of a system of law that is fair, just, equitable, certain and free from unfair discrimination;
- 11.13. to represent generally the views of its members on a regional and national basis and to appoint representative/s to any regional and national body it deems fit;
- 11.14. to promote and encourage unity, tolerance and respect between its members irrespective of race, colour, gender and creed.

MEMBERSHIP

- 12. The Association will be a voluntary umbrella body for the local attorneys' associations in the Western Cape and will represent all practicing attorneys except those that voluntarily opt out. As such its members will be the local attorney's associations as set out below:
 - 12.1. Cape Town Attorneys Association;
 - 12.2. Coastal Winelands Attorneys Association (Wellington, Paarl, Stellenbosch, Somerset West, Strand, Caledon, Hermanus, Bredasdorp);
 - 12.3. Worcester Attorneys Association (Worcester, Laingsburg, Montagu, Robertson, Wolsey, Tulbagh and Ceres);
 - 12.4. Garden Route Legal Practitioners Association (George, Mossel Bay, Uniondale, Ladismith, Calitzdorp, Oudtshoorn, Plettenberg Bay and Knysna);
 - 12.5. Prince Albert Attorneys Association (Beaufort West, Prins Albert, Fraserburg, Laingsburg);
 - 12.6. Moorreesburg Attorneys Association;
 - 12.7. Swellendam Attorneys Association (Riversdal and Heidelberg);
 - 12.8. Tygerberg Attorneys Association (Goodwood, Parow, Bellville, Durbanville and Kuilsrivier);

- 12.9. Southern Suburbs Attorneys Association (Wynberg and Simons Town); and
- 12.10. Malmesbury Attorneys Association (Moorreesburg and Piketberg)
- 12.11. The associations set out clauses 12.1 to 12.10 above, who, if they do not yet have a constitution, are each to adopt an inclusive constitution within six months from the adoption of the WCALSSA.
13. All other associations whose applications have been approved by the MC and subscribes to the values and principles of this constitution.
14. All reference to meetings in this Constitution will include meetings using electronic means, such as Zoom, Microsoft Teams, Google Meet, Wire, other such electronic platforms or conference calls. Meetings can also be held partly in person and partly by using electronic means, meaning either part of the agenda items is dealt with electronically or some of the members are present via an electronic platform.
15. Members may attend all general meetings of the association as set out below.
16. At a meeting of the MC of the Association, members may exercise their right to determine the policy of the organisation.
17. The MC of the Association may grant honorary status to attorneys in recognition of service to the profession and such honorary attorneys will not be liable for subscriptions.
18. Nothing in this constitution is to be interpreted so as to exclude attorneys of the Association from also being members of the BLA and NADEL.

TERMINATION OF MEMBERSHIP

19. The membership of an attorney of an affiliated association may be terminated under the following circumstances:
- 19.1. Resignation or voluntary termination;
- 19.2. Death;
- 19.3. expulsion;
- 19.4. removal from the roll of Attorneys or de-registration as a candidate Attorneys;

- 19.5. failure to pay his or her membership fee after being requested to do so inwriting; and/or
- 19.6. conducting himself or herself contrary to the aims and objectives of the Association or contrary to the provisions hereof or the Constitution of South Africa.
20. The MC of the Association may recommend to the general meeting of members expulsion of any member or individual attorney on just cause shown.
21. The general meeting of members may accept or reject the recommendation of the MC.

MANAGEMENT

22. The control and management of the Association vests in a Management Committee ("MC") which Committee must manage, govern and control the Association and which will comprise of not less than six (6) and not more than twelve (12) attorneys. The maximum number will be adapted upwards should it be required in the above-mentioned terms or should a new affiliate be admitted and have representation.
23. The initial MC will consist of one attorney nominated by each of the local attorneys' associations who are signatories to this constitution. The MC may expand as each new local attorneys' association nominates an attorney to represent it.
24. The MC must endeavour to ensure that representation to the MC will cover the geographical area of the Western Cape and will strive to include at least two females and at least two attorneys representing the previously disadvantaged attorneys of the WESTERN CAPE.
25. These local attorneys' associations will be encouraged to have a constitution with principles as close as possible to Annexure I of the Constitution of the Law Society of South Africa.
26. If there are no nominations from a particular area, or if a vacancy occurs, then the remaining MC representatives may, but will not be obliged to, co-opt one or more attorneys to fill the resultant vacancy or vacancies, until a nomination is made by the member association. Each such co-opted attorney shall be replaced by the nominated attorney from the local association which caused the vacancy.

27. Representation on the MC must be on the basis that any association with 50 (Fifty) attorneys or more may nominate one representative, with the provision that association with less than 50 (Fifty) attorneys may join with another association/s to obtain the minimum number of attorneys to appoint a representative. Any association with more than 500 (Five Hundred) attorneys may appoint two representatives to the MC.
 - 27.1. Once the MC has been elected, each elected member must declare whether he/she is a member of BLA or NADEL or of the Independents (Non BLA, Non NADEL). Once the total BLA, NADEL and Independents members on the MC is established, either the BLA or NADEL or the Independent members may nominate and elect so many members as required to increase the representation of their component on the MC to one third.
 - 27.2. All actions and decisions of the MC must be done via consensus so that there would be no dominance over any one constituent.
 - 27.3. The Association would adopt a progressive principle of governance, which would include amongst others, demographics, women leadership, geographic spread and youth, which shall ultimately be based on 'one person one vote'. The "no dominance over a constituency" principle would be carried forward into any new structure that may be created and would remain until the 'one practitioner one vote' system is instituted/introduced.
28. The MC will as soon as possible after formation, elect its executives, being a Chair, Vice-Chair, Secretary and treasurer. Once the EXCO has been elected, each elected member must declare whether he/she is a member of BLA or NADEL or of the Independents (Non BLA, Non NADEL). Once the total BLA, NADEL and Independents members on the MC is established, either the BLA or NADEL or the Independent members may nominate and elect so many members as required to increase the representation of their component on the EXCO to one third.
 - 28.1. Once the EXCO has been elected, each elected member must declare whether he/she is a member of BLA or NADEL or of the Independents (Non BLA, Non NADEL). Once the total BLA, NADEL and Independents members on the EXCO is established, either the BLA or NADEL or the Independent members may nominate and elect so many members as required to increase the representation of their component on the EXCO to one third.
 - 28.2. All actions and decisions of the EXCO must be done via consensus so that there would be no dominance over any one constituent.

- 28.3. The Association would adopt a progressive principle of governance, which would include amongst others, demographics, women leadership, geographic spread and youth, which shall ultimately be based on 'one person one vote'. The "no dominance over constituency" principle would be carried forward into any new structure that may be created and would remain until the 'one practitioner one vote' system is instituted/introduced.
29. These four executives will form the executive committee (Exco) and they will serve as members of the MC for three years but as members of the Exco for two years.
30. All other members of the MC will serve on the MC for a two-year period after which the relevant nominating attorneys' associations will each nominate who will represent them on the MC for the next two years.
31. A MC member may serve for three consecutive terms if nominated for each such term.
32. Despite the expiry of the term or termination of a MC or EXCO member as the case may be, decisions taken before the appointment of the replacing MC or EXCO member as the case may be, will still be valid.
33. The Exco must:
- 33.1. perform such tasks as the MC may assign or delegate to it and such tasks on behalf of the MC between MC meetings as may be necessary, and
- 33.2. meet as often as it may be necessary to give effect to its powers and duties as set out herein.
34. The Association may form sub-committees and appoint representatives from its members on such sub-committees. The term of office of a representative of a sub-committee will be three years and representatives may not serve more than three consecutive terms and will be subject to the provisions of the Constitution. These sub-committees must perform such duties as may be assigned or delegated to them by the MC. The Association may appoint non-MC representatives to such sub-committees.
35. The term of office of members of EXCO will coincide with the term of office the relevant member has on the MC. Members of EXCO may not serve more than three (3) consecutive terms.
36. Not less than seven (7) business days written notice of any meeting of the MC or of the EXCO must be given, except in cases of emergency. All reference to notice in this Constitution will include electronic mail and messaging.

POWERS OF THE MANAGEMENT COMMITTEE

37. The MC may do all that it requires to enable it to achieve the objectives set out in this Constitution.
38. The control is vested in the MC and MC members are responsible for the fiduciary responsibilities of the Association and they are not connected persons in relation to each other.
39. The Association will comply with such reporting requirements as may be determined by the SARS Commissioner from time to time.
40. No single person may directly or indirectly control the decision-making powers relating to the Association.
41. The MC may raise funds in such manner as it deems appropriate.
42. The MC may make rules for the proper management of the Association including procedures relating to the application, approval and termination of membership and the election of representatives of the MC.
43. The MC must determine the powers and functions of all MC office bearers.
44. The MC is vested with executive powers to take decisions on behalf of and in the best interests of the Association and its members, provided that it is understood that the MC is subservient to the Association and the Association may insist that decisions taken by the MC should be reviewed. The Association may by majority decision, instruct the MC to act or desist.
45. Before any new association is allowed, the procedures and constitution of such association must be approved by the MC.
46. The MC may:
 - 46.1. examine and take appropriate action regarding legislation and administration of justice;
 - 46.2. formulate evidence for submission to Government or any Commissions or Committees or other bodies;
 - 46.3. express, from time to time, its opinion in such quarters as it deems to be necessary or desirable;

- 46.4. make or join in making representations to Ministers or other persons or bodies on matters relating to the legal profession or members thereof;
- 46.5. appoint such committees or sub-committees and employees as it may consider to be necessary from time to time with power to co-opt or delegate to any committee or sub-committee or employee, such powers and functions as the MC may determine from time to time;
- 46.6. generally, take such steps as it deems necessary to promote the objects of the Association;
- 46.7. delegate such powers it deems fit to EXCO or an affiliated association;
- 46.8. appoint committees to investigate, inform on or advise the MC, an affiliated association or the Association on any matter referred to it by the Association;
- 46.9. exercise all powers as assigned to it in terms of this Constitution.
- 46.10. May decide with which bodies the association can affiliate with;
- 46.11. Have its independent (non-BLA and non-NADEL) attorneys appoint an independent (non-BLA and non-NADEL) attorney as representative of the Association to the House of Constituents of the Law Society of South Africa which representative will represent the independent attorneys of the association on all issues in the House of Constituents. The attorney will speak on behalf of the independent attorneys of the association and will not be obliged to liaise with non-independent attorneys in that regard. (Explanatory Note – The Constitution of the Law Society of South Africa provides for a House of Constituents consisting of 27 practising attorneys of whom 9 shall be nominated by the BLA; 9 by Nadel and 9 will be nominated by the Independent Attorneys in each of the 9 provinces).

MEETINGS AND PROCEDURES OF THE MC AND EXCO

- 47. The MC must meet at least twice per year and EXCO must meet as often as may be necessary but at least once in between MC meetings.
- 48. The majority of representatives on the MC or EXCO, present in person or by proxy, will form a quorum at any meeting of that committee, provided that if, within thirty (30) minutes from the time appointed for a meeting, a quorum is not present, the meeting will stand adjourned to the same day in the next week, at the same time and place or, if that day be a public holiday, to the next succeeding day other than a Saturday, Sunday or public holiday. If, at such adjourned meeting, a quorum is not present within thirty (30)

minutes from the time appointed for the meeting, the representatives then present in person or by proxy will be a quorum.

49. All matters at any meeting of the MC or EXCO will be determined by a majority of the nominated attorneys or their alternates of those present and voting, provided that the Chairperson will have a casting vote in addition to a deliberative vote.
50. Should a representative on the MC or EXCO fail to attend two (2) consecutive MC or EXCO meetings without having applied for and obtained leave of absence from the MC or EXCO as the case may be, then such representative will automatically cease to be a representative of the MC or EXCO. The relevant local Attorneys Association may then nominate a person to fill the resultant MC vacancy as the case may be. The MC may then nominate a person for the Exco. Until the local attorney association nominates an attorney to serve on the MC, the MC may co-op an attorney from that association to fill the vacancy in the meantime.
51. Minutes are to be taken at every meeting of the MC and the EXCO to record the proceedings and must be kept by the Secretary of the MC or EXCO. Minutes of each meeting are to be provided to members within four (4) weeks of the meeting. The Minutes are to be confirmed at the next meeting of the committee concerned.
52. The chairperson, or two (2) members of the MC or any two (2) members (local attorneys associations) of the Association, may call a special general meeting of the Association upon fourteen (14) days written notice. Such notice must list all issues to be discussed.
53. If the chairperson does not attend a meeting, the Vice-Chairperson must chair the meeting, or failing her or him, a person elected by those present. A quorum as prescribed as above is required.
54. If necessary and if urgent, decisions may be made via round robin or teleconference by the representatives on the MC or EXCO (as the case may be).
55. The members of the MC or EXCO (as the case may be) may vote upon and pass decisions by way of email or any electronic messaging programme, subject to the following conditions:
 - 55.1. each of the relevant members of the MC or EXCO (as the case may be) must be included in all email or any electronic messaging programme relating to any decision to be taken by the members of the MC or EXCO (as the case may be) by email or any electronic messaging programme;
 - 55.2. no decision shall be taken by email or any electronic messaging programme if any of the members of the MC or EXCO (as the case may be) requires that the matter be decided at a meeting of the members of the MC or EXCO;

- 55.3. the necessary quorum required for a decision to be taken by email or any electronic messaging programme will be achieved if a majority of the members of the MC or EXCO (as the case may be) vote in favour of the decision by return email to each of the other members of the MC or EXCO (as the case may be) however subject to clause 55.2 above;
- 55.4. All Resolutions passed by email or any electronic messaging programme shall be recorded in the minute book containing the minutes of the meetings of the members of the MC or EXCO (as the case may be) and shall be ratified at the following or any subsequent meeting of the members of the MC or EXCO (as the case may be).

ANNUAL GENERAL MEETINGS

56. An annual general meeting shall be convened by the MC at the end of October every year or such other date and time as may be determined by the MC.
57. The MC must call the annual general meeting on twenty-one (21) calendar days' notice to members.
58. Such notice must include the date, venue, time and an agenda of the business to be conducted at the annual general meeting.
59. Only in exceptional cases may the MC convene an annual general meeting on fourteen (14) days' notice. The members at the said annual general meeting must confirm that they accept the reasons for using fourteen instead of twenty-one days' notice.
60. The quorum of a general meeting shall be a minimum of 6 members of the Association.
61. Should the quorum fail to be obtained at the specified time, the meeting shall be postponed for at least 14 days, then reconvened at the same place and without a quorum being necessary for the validity of the meeting.
62. The MC shall draw up an agenda for every general meeting.
63. The Association shall conduct, *inter alia*, the following business at its annual general meeting, chaired by the out-going chairperson:
- 63.1. The secretary shall record who is present and shall note the proxies of members, proxies are counted for the quorum;

- 63.2. The members may discuss the matters on the agenda;
- 63.3. The members shall read and confirm the minutes of the previous annual general meeting;
- 63.4. The chairperson shall present a report, and allow questions, discussion and the adoption of the report;
- 63.5. The secretary may also present a report, and allow questions, discussion and the adoption of the report;
- 63.6. The treasurer shall present a report, and allow questions, discussion and the adoption of the report;
- 63.7. The members may approve a provisional budget (if any) presented by the treasurer;
- 63.8. The members shall approve the appointment of the auditors of the Association or vote and approve the appointment of new auditors to replace any current auditors;
- 63.9. Any acquisition, any exchange or transfer of immovable property in the name of the Association;
- 63.10. The mortgaging of any immovable property registered in the name of the Association;
- 63.11. Any contract or lease for a period of more than nine years;
- 63.12. Any loans to or by the Association.
- 63.13. The proposed changes to the constitution, if any, shall be discussed and adopted, amended or rejected as provided in the constitution then applicable;
- 63.14. The election of the new MC members, who shall take office immediately after closure of the annual general meeting;
- 63.15. General matters for discussion, if any;
- 63.16. The closure of the annual general meeting.

64. The annual report of the chairperson and the annual financial report of the treasurer are available in PDF format to the members of the Association on written request.

SPECIAL GENERAL MEETINGS

65. The MC or EXCO may, on such dates and at such times and places as they may determine, convene special meetings.
66. A minimum of 3 members (attorneys associations) may call for a special meeting and the secretary must determine a time and date for such meeting.
67. Notice of every special meeting must be sent to every member at least 10 (Ten) business days before the date of the meeting and must state:
- 67.1. the date and place and the time of commencement thereof; and
 - 67.2. the business for which the meeting is convened provided that:
 - 67.2.1. should it be a matter of urgency, as to which the MC or EXCO will be the sole judges, such shorter period of notice as the MC or EXCO may determine may be given;
 - 67.2.2. in the case of a meeting requisitioned under clause 66 the meeting must be convened for a date not more than 20 (Twenty) business days after the lodgement of the signed requisition with the secretary and must be held at such time and at such place as the MC or EXCO may determine.
68. No business other than that for which a special meeting has been convened may be dealt with at that meeting.

VOTING AT ANNUAL AND SPECIAL GENERAL MEETINGS AND PROXY VOTING

69. At all meetings, votes on any matter, shall be on a show of hands or such other means as determined by the MC from time to time.
70. Each member (attorneys association) attending a meeting and subject to what is stated herein shall have one vote.
71. In the event of an equality of votes at any meeting other than a Committee meeting, the chairman of the meeting shall have a casting vote in addition to his/her deliberative vote.

FINANCE

72. The funds of the Association shall be made up of all monies received by means of subscriptions, levies, donations, seminars fees, and in any other funds obtained in a legitimate manner via campaigns or training and other programmes approved by the Association.
73. The funds of the Association shall be deposited in a bank account decided upon by the MC.
74. The treasurer shall keep account of the funds and report on the funds to the executive and MC at every meeting and when called upon by the MC subject to the powers to invest as set out above.
75. The financial year of the Association ends on the last day of February each year.
76. If the Association has funds that can be invested, such funds may only be invested by the MC with registered financial institutions.
77. The Association shall utilise substantially the whole of its funds for the sole or principle object for which it has been established.
78. The Association may not directly or indirectly distribute any of its funds or assets to any person other than in the course of furthering its objectives.
79. Substantially the whole of the activities of the Association must be directed to the Furtherance of its sole or principal object and not for the specific benefit of an individual member or minority group.
80. Substantially the whole of the Association's funding must be derived from its annual or other long-term members or from an appropriation by the government of the Republic in the national, provincial or local sphere;

SUBSCRIPTIONS

81. The Association shall determine what fees shall be payable by the member associations from time to time. The member associations shall determine what fees / subscriptions shall be payable by its members. Nothing prevents member associations from determining all aspects relating to the collection of fees / subscriptions.
82. The MC will determine the amount and manner of subscriptions payable by the local Associations, if any.

83. The MC may pay a portion of the subscriptions to the Law Society of South Africa as determined by the MC from time to time, provided that the LSSA recognizes the Association as an affiliated body representing members of the LSSA.
84. Nothing in this constitution prevents attorneys of the members of this association to pay an annual subscription to the LSSA and the LSSA apportioning a portion thereof to this association as a local association of the LSSA.

AMENDMENTS TO THE CONSTITUTION

85. The Constitution may only be amended by unanimous decision of members (attorneys associations) during an Annual General Meeting where at least two thirds of paid up members are present.
86. The MC will submit any amendments of the constitution or written instruments of the Association to the Commissioner of the South African Revenue Services within 30 days of the its effective date of the amendment.

INDEMNITY

87. Every member, officer or servant of the Association or attorney in the association is indemnified by the Association against all claims, costs, losses and expenses which he or she may incur or become liable for by reason of any act or omission or thing done by him or her as such in the discharge of his or her duties on behalf of the association, unless the loss in question is caused by his or her own gross negligence, dishonesty or breach of trust. To that end, the Association will take out the necessary indemnity insurance.

LIMITATION

88. The liability of members is limited to the amount of their unpaid subscriptions or other monies owing by them to the Association.

BODY CORPORATE

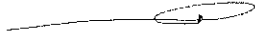


89. The Association is a body corporate, will have perpetual succession, will own all its property in its own name as distinct from its members, may sue or be sued in any competent Court of Law in its own name and may not carry on any business that has for its object the acquisition of gain by the Association.
90. Should the LSSA be terminated or no longer exist the Association will continue to exist.
91. The name of this association will then be the Western Cape Attorneys Association.

DISSOLUTION

- 92. Should the Association be dissolved for whatever reason the assets should be transferred to an organisation with similar aims and objectives.
- 93. A resolution to dissolve or transfer assets on dissolution should be a unanimous of the MC adopted at a meeting of which two thirds of the MC members are present.
- 94. The Association must as part of its dissolution transfer its assets to:
 - 94.1. Another entity approved by the Commissioner of the South African Revenue Services in terms of Section 30B;
 - 94.2. a public benefit organisation approved in terms of section 30 of the ITA;
 - 94.3. An institution, board or body which is exempt from tax under section 10(1)(cA)(i) of the ITA or other legislation applicable at the time; or
 - 94.4 the government of the Republic in the national, provincial or local sphere.

ADOPTED BY ATTORNEYS ASSOCIATIONS IN THE WESTERN CAPE AT A MEETING HELD AT 30 JUNE 2020

Signed on behalf of the following Associations:

| | |
|--|--|
| <p>Cape Town Attorneys Association</p> <p>Signature </p> <p>_____</p> <p>Name of person signing: Clive Sinclair Hendricks</p> | <p>Coastal Winelands Attorneys Association</p> <p>Signature _____</p> <p>Name of person signing: Sonja Labuschagne</p> |
| <p>Tygerberg Attorneys Association</p> <p></p> <p>Signature _____</p> <p>Name of person signing: Peter J Truter</p> | <p>Worcester Attorneys Association</p> <p></p> <p>Signature _____</p> <p>Name of person signing: Jean Fouché</p> |
| <p>Association _____</p> <p>Signature _____</p> <p>Name of person signing _____</p> | <p>Association _____</p> <p>Signature _____</p> <p>Name of person signing _____</p> |
| <p>Association _____</p> <p>Signature _____</p> <p>Name of person signing _____</p> | <p>Association _____</p> <p>Signature _____</p> <p>Name of person signing _____</p> |
| <p>Association _____</p> <p>Signature _____</p> <p>Name of person signing _____</p> | <p>Association _____</p> <p>Signature _____</p> <p>Name of person signing _____</p> |