

CONSTITUTION

Black Conveyancers Association

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1. NAME

The name shall be the ***BLACK CONVEYANCERS ASSOCIATION***

2. LEGAL STATUS

- 2.1 The Association shall be a body corporate with perpetual succession.
- 2.2 The Association shall also be liable for its debts and obligations.

3. OBJECTIVES

- 3.1 To advance and represent the interests of BLACK CONVEYANCERS practicing for own accounts, and conveyancers employed by *bona fide* Black owned Legal Practices.
- 3.2 To advance, promote and represent the interests of all black conveyancers private companies, developers, private individuals and the general public and to do such other things as are incidental and conducive to the attainment of the foregoing objectives; and to ensure compliance by all institutions with Black Economic Empowerment legislation, regulations, charters and codes.
- 3.3 To advance the reservation of conveyancing work in all spheres of practice government, local councils, financial institutions, corporates, private companies, developers for specific firms accredited by the Black Conveyancers Association.

4. POWERS OF THE ASSOCIATION

Subject to the provisions of clause 3 above, the Association shall have all such powers as are necessary for the proper attainment of the objects set out in clause 3 above and shall, in particular have the following express power:

- 4.1 to acquire any movable or immovable property for the Association calculated to benefit the Association and to advance its objectives and to maintain, improve and alter any of the Association's property;
- 4.2 to secure the fulfillment of any contracts or engagements entered into by the Association by the mortgage of all or any part of the property of the Association.
- 4.3 to open bank and building society accounts in the name of the Association and to draw, accept, endorse, make and execute bills of exchange,

promissory notes, cheques and other negotiable instruments connected to the business and the affairs of the Association.

- 4.4 to invest and deal with any monies of the Association not immediately required for the purpose of the Association;
- 4.5 to institute, conduct, defend, compound or abandon any claim and legal proceedings by or against the Association or its officers, or otherwise concerning the affairs of the Association.
- 4.6 to borrow or raise and give security for money by issue of bonds, debentures, debenture stock, bills of exchange, promissory notes or other obligations or securities of the Association or by mortgage all or any part of the property of the Association;
- 4.7 to make donations, loans, exchanges, leases and any other forms of contracts whatsoever including sales and purchase of property of any kind whatsoever.

5. MEMBERSHIP

5.1 Membership shall be:

5.1.1 Full membership is open to all admitted and practicing black conveyancers who practice for their own account or are employed by wholly owned *bona fide* and accredited Black Legal practices.

5.1.2 Associate membership shall be open:

to all attorneys who are senior partners at wholly owned accredited black firms, which firms have established ***bona fide*** conveyancing practices.

5.1.3 Observer Status Membership shall be open to black candidate attorneys and black attorneys who is employed at wholly owned black legal firms, which membership shall entitle the said member observer status in specifically sanctioned meetings.

5.2 All members shall be bound by this Constitution and all amendments hereto as may be made from time to time. Membership of the National Executive Committee does not and shall not give any member any right to any of the monies, income, property or assets of the Association.

5.3 Members shall have the right to attend, vote and participate in general meetings while only Full Members are eligible for election as members of the Executive Committee.

5.4 Membership of the Association shall cease where:

5.4.1 A member dies;

5.4.2 A member resigns his/her membership by notice in writing to the secretary of the National Executive Committee;

5.4.3 The National Executive Committee or any other committee designated by it, on good cause, terminates the membership of any member and a member firm;

5.4.4 A member cease to comply with clause 5.1.1 and 5.1.2.

5.5 Failure by all members and affiliated members to pay the membership fees as decided from time to time by the National Executive Committee will preclude such member from meetings and voting during such period that the membership fees remains unpaid.

6 NON-CIRCUMVENTION AND CONFIDENTIALITY

The members and/or affiliate members, their staff and associates whether permanent or temporary, shall hold in the strictest confidence and shall not divulge to any other party, all and any confidential information that comes into their possession or that they may become aware of as a result of being a member during the cause of discussions with members or meetings of the executive committee, save where it is in pursuance of the objectives of the Association.

7. NATIONAL EXECUTIVE COMMITTEE

The Executive Committee shall comprise of :-

Chairperson;

Deputy Chairperson;

Secretary;

Deputy Secretary;

Treasurer;

Two additional members;

- 7.1 At the annual general meeting, the persons comprising of National Executive Committee shall be elected by the members of the Association, which members must be accredited with full membership to be eligible for election.
- 7.2 At the annual general meeting, voting for the election of members of the Executive Committee shall be by way of ballot of those members present and eligible to vote.
- 7.3 At no time shall there be fewer than five (5) members of the Executive and, in the event that any member of the National Executive Committee should cease to be a member of such committee during his/her period of office, the National Executive Committee shall have the power to fill such vacancy for the remainder of the period of office of such member.
- 7.4 The National Executive Committee shall facilitate the election and appointment of Regional Committees as the need arises from time to time.
- 7.5 The National Executive Committee shall accredit member firms for the reservation of conveyancing work with the various institutions.
- 7.6 The term of office for the Executive Committee shall be a period of 1 year.

8 REGIONAL EXECUTIVE COMMITTEE

- 8.1 There will be a Regional Executive Committee established in each region.
- 8.2 It will comprise of 5 committee members with the following designations:-
 - (i) Chairperson
 - (ii) Vice Chairperson
 - (iii) Secretary
 - (iv) Treasurer
 - (v) Additional Member
- 8.3 The Regional Committee would have the power to appoint Sub-Committees as they may deem fit to deal with issues on a regional level.
- 8.4 The Regional Committee will conduct general body meetings at least on a quarterly basis, while
- 8.5 The Regional Committee will meet at least on a monthly basis or at the discretion of the chairperson who may convene a meeting to deal with any matter on an urgent basis.
- 8.6 The Regional Executive Committee will report to the National Executive Committee on all matters relevant to the association.

9 TERMINATION OF OFFICE OF THE EXECUTIVE COMMITTEE MEMBERS

- 9.1 Any member of the Executive Committee absenting himself/herself without leave of such committee for more than two (2) consecutive meetings, of which due notice has been given, shall cease to be a member of the Executive Committee.
- 9.2 Any member of the Executive Committee who ceases to be a member of the Association shall cease to be an Executive Committee Member.
- 9.3 The Executive Committee shall have the power on good cause, to terminate any person's membership of such committee.
- 9.4 Any Executive Committee member who fails to qualify as a full member in terms of clause 5.1.1 will cease to be a member of the Executive Committee with immediate effect.

10 MANAGEMENT OF THE AFFAIRS OF ASSOCIATION FOR BLACK CONVEYANCERS

The Management and control of the affairs of the Association shall vest in the Executive Committee which shall have full power and authority to do any act, matter or thing which could or might be done by the Association provided that the Executive Committee shall, where applicable, and cause proper books of account to be kept. In addition to the general powers and authorities hereby conferred on the Executive Committee, and without in any way limiting such powers and authorities hereby conferred on the Executive Committee, and without in any way limiting such powers and authorities, the Executive Committee shall have the following further powers:

Execute any contracts in the name of the Association;

- 10.1 To make and give receipts, releases and other discharges for monies payable to the Association and for the claims and demands of the Association;
- 10.2 To appoint members of the Executive Committee who shall be entitled, on behalf of the Association, to sign cheques and negotiable instruments provided that all cheques and negotiable instruments issued by the Association shall be signed by at least two (2) such appointed members;

- 10.3 To make, vary and repeal rules and by-laws for the regulation of the affairs of the Association, provided that such are not inconsistent with this constitution;
- 10.4 To appoint, and to affix the remuneration of Association's auditors and other professionals and employees engaged by Association.

11 MEETING OF THE EXECUTIVE COMMITTEE

- 11.1 The Executive Committee shall meet as often as it deems necessary. Notice of all meetings of the Executive Committee shall be given to all members of the Executive Committee unless such members agree to dispense with notice.
- 11.2 The Executive Committee shall cause books of account to be kept in accordance with the provisions of Clause 15 below.
- 11.3 The quorum for the meeting of the Executive Committee shall be three of the total number of the Committee and shall be the majority vote by show of hands of those present. Each member of the Executive Committee shall have one vote and, in the event of an equality of votes, the Chairperson shall order a 30-minute adjournment to enable members to lobby amongst themselves and thereafter the Chairperson shall put up the same matter for voting.
- 11.4 The Secretary of the Association shall convene a meeting of the Executive Committee on the instructions of the Chairperson or upon the written request of at least two (2) members of the Executive Committee.
- 11.5 The Executive Committee shall cause and register all members of the Association together with their addresses, to be kept and it shall further cause minutes to be kept of all proceedings and all resolutions taken at any meeting of the Executive Committee and at any other meeting of members of the Association. All such minutes shall be duly entered into books properly kept and provided for that purpose.
- 11.6 A resolution in writing, which is signed by all members 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 members of the Executive Committee, and shall be deemed (unless the contrary appears from the resolution) to have been passed on the date on which it was signed by the last member of the Executive Committee entitled to sign.

12 ANNUAL GENERAL MEETING

- 12.1 The annual general meeting of members of the Association shall be held once in every calendar year at such time and place as the Executive Committee may determine but as soon as may be after the end of the financial year.
- 12.2 Notice of the date, time and place for the holding of the annual general meeting shall be posted by letter to each of the members of the Association at his/her registered address as appearing in the register of members, at least three (3) weeks before the date fixed for the holding of such meeting, provided that nothing in this clause contained shall prevent the Executive Committee from employing any other form of notice should such Committee under the circumstances then prevailing, deem fit to do so.
- 12.3 The inadvertent omission to send any notice to any member shall not invalidate the holding of the meeting, or the passing of any resolution.
- 12.4 The annual general meeting shall:
- 12.4.1 receive and consider the report of the executive committee and the audited financial statements for the preceding financial year;
 - 12.4.2 consider and pass, with or without modification, any notice or proposed resolution which has been submitted to the Secretary of the Association at least two (2) weeks prior to the date fixed for the holding of the annual general meeting;
 - 12.4.3 transact any other competent business.
- 12.5 The quorum at the Annual General Meeting of the Association shall be twenty five percent (25%) of the members of the Association as reflected in its books on the day prior to the holding of the Annual General Meeting.
- 12.6 Membership of the Association will entitle such member voting rights in accordance with the type of membership:
- | | | |
|-------------------|---|---------|
| Full Members | - | 2 votes |
| Associate Members | - | 1 vote |
- Any business resolution or question submitted to a meeting for decision shall be decided by majority vote of those members present, by ballot and proxies shall be permitted. In the event of an equality vote the Chairperson shall order an adjournment to enable members to lobby among themselves and he/she shall thereafter put the same matter to voting by members.
- 12.7 Election of the members of the Executive Committee shall take place during an Annual General Meeting, which takes place every year after the election of the initial members of the Executive Committee.

13. GENERAL MEETING

- 13.1 The Executive Committee may at any time, through the Secretary of the association, call a General Meeting of members by giving not less than fourteen (14) days notice to members specifying for what purpose the meeting is called.
- 13.2 The Secretary of the Association shall convene a general meeting of members of the Association upon receiving a requisition on their behalf, signed by not less than one third of the total number of members, specifying any resolution or resolutions proposed to be moved or other business to be discussed. The Secretary of the Association shall post or copy such notice to each member at his registered address at least fourteen (14) days prior to the holding of the meeting provided the Secretary may, with the approval of the Executive Committee, employ such other form of notice as may be expedient in the circumstances.
- 13.3 The inadvertent omission to send any notice to any other member shall not invalidate the holding of the General Meeting, or the passing of any resolution thereat.
- 13.4 The Chairperson of any General Meeting may, with the consent of the meeting decided by the majority vote, adjourn the meeting from place to place and from time to time, but no business shall be transacted after any adjournment took place.
- 13.5 The conduct and proceedings of any General Meeting as well as the voting procedure to be adopted at such meeting shall be determined by the Chairperson, but voting shall be by ballot.

14. AMENDMENT OF THE CONSTITUTION

- 14.1 The Constitution of the Association, or any part thereof shall not be repealed or amended save by a resolution adopted by seventy five percent (75%) of the members of the Association present at an annual or general meeting or members of the Association of which due and proper notice has been given.
- 14.2 Fourteen (14) days notice of the intention to propose and move a resolution to the repeal or amendment or addition of any clause of this constitution, or part thereof and setting out the terms of such proposed resolution, shall be given to the Secretary of the Association, who shall immediately notify the Executive Committee and post a copy of such notice to each member appearing in the register of members, provided that the Secretary

may, with the approval of the Executive Committee, employ such other form of notice as may be expedient in the circumstances.

15. FINANCIAL YEAR

The financial year of the Association shall end on the 31st of August of each year.

16. BOOKS OF ACCOUNT

16.1 The Executive Committee shall keep separate accounting records when necessary in order to fairly present the state of affairs and business, and to explain the transaction and financial position of the Association, including:

16.1.1 records showing all assets and liabilities;

16.1.2 records showing details of all fund raising ventures, as well as a detailed account of how such monies have been utilized by the Association;

16.1.3 records containing entries from day to day in sufficient detail of all cash received and paid out and of the matters in such respect of which receipts and payments take place.

16.2 The Treasurer shall cause to be prepared, in respect of each financial year of Association, such financial and other statements, which complies with the provisions of the Companies Act 1973 as amended.

16.3 The Treasurer shall appoint (and may remove) an auditor to the Association and shall cause the annual financial statements of the Association to be audited by the auditor. Such auditor shall be a person duly registered as an accountant and auditor in terms of the Public Accountants and Auditors Act 80 of 1990 as amended.

16.4 The financial statements shall be presented to the auditor for the purpose of drawing up and the presentation of a report. In the event of the accountant and auditor unable to make such report, or to make it without qualification, he shall include in his report a statement to that effect and set forth the facts or circumstances that prevent him from so making his report making it without qualification.

17. REGISTER OF MEMBERS

All members shall be responsible to communicate their addresses and contact details from time to time to the Secretary who shall keep a register of the names of members and their addresses and contact details.

18. GENERAL

18.1 A Copy of the rules and by-laws of any repeal or amendment thereto or new rules effected from time to time shall be available for inspection by members and members shall receive on request a copy of the rules of the Association as embodied in this Constitution.

18.2 A special notice or account to a member shall be properly delivered by posting it to the member's registered addresses as appearing in the register of members. In the event of any other member failing to register his address, or in the event of letters posted to the registered addresses returned, such notice shall be considered as having been properly given by placing the same on a notice board of the Association.

19. MISCONDUCT OF MEMBER

19.1 A member of the Association shall be guilty of misconduct should he/she, in the opinion of the Executive Committee:

19.1.1 commit any breach of this Constitution of the rules or by-laws of the Society;

19.1.2 be guilty of an improper conduct;

19.1.3 fail to make payment of any money due to the Association after due notice;

19.1.4 be guilty of conduct which is in the opinion of the Executive Committee offensive to members of the Association;

19.1.5 introduce into the Association or any meeting of the Association, any person whose presence therein shall be prejudicial to the members of the Association or the objects or interests of the Association.

19.1.6 be guilty of behaving in a manner unbecoming of a member of the Association or prejudicial to the interests and reputation of the Association, whether within the Association'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 Association.

- 19.2 The hearing and investigation of any complaint as the conduct of the member, and the procedure to be adopted in connection therewith, shall be in the sole discretion of the Executive Committee, provided, however, that the member whose conduct is the subject of complaint and investigation, shall be informed of the nature of the complaint, or the committee shall take any reasonable steps to bring to his notice the nature thereof, by posting a registered letter to his/her registered or residential address or otherwise, and provide that such member shall be afforded an opportunity of replying to such complaint, whether in writing or in such other manner as the Executive Committee may determine.
- 19.3 The powers and duties of the Executive Committee as set out in this clause shall not be delegated to any subcommittee or body.
- 19.4 The committee after investigation, shall have the Power in regard to the member who, in its own opinion have been guilty of misconduct as described in this clause:
- 19.4.1 to expel a member, who shall be ineligible for re-election;
 - 19.4.2 to deprive such member of any rights, benefits and privileges of his membership during such time and period as the Committee in its absolute discretion may deem fit;
 - 19.4.3 to call upon such member in writing, through the Secretary to resign, and if he fails to tender his resignation within seven (7) days of date of such request, to expel such member, who shall then be ineligible for re-election;
 - 19.4.4 to reprimand and/or censure such member;
 - 19.4.5 to caution such member;
 - 19.4.6 to impose such condition to such member as to use of the facilities of the Association as the Committee in its sole discretion determine;
- 19.5 The decision of the Committee under this rule shall be notified to such member by posting a registered letter to his/her registered or residential address.

20. DISSOLUTION OF THE ASSOCIATION

- 20.1 The Association shall dissolve by way of resolution adopted by the majority of seventy five percent (75%) of the members present at an Annual General Meeting.
- 20.2 Notice of the proposed dissolution shall be posted to all members at least three weeks prior to the date set forth for the holding of the meeting.
- 20.3 Upon winding up and the dissolution of the Association, the assets of the Association remaining, after satisfaction of its liabilities, shall be given to transferred to such other company, association, society or institution which:
 - 20.3.1 has objectives similar to the Association's objectives;
 - 20.3.2 is educational, ecclesiastical or charitable in nature and of a public character;
 - 20.3.3 is in the Republic of South Africa;
 - 20.3.4 is exempted from tax under the laws relating to income tax and donation tax;
 - 20.3.5 is determined by the Executive Committee in consulting with the members of the Association at or before the time of the Association's dissolution.

21. INTERPRETATION

- 21.1 Save where the context otherwise requires, singular words shall be deemed to import the plural and vice-versa, and the masculine gender shall be deemed to include the feminine and neuter genders and vice-versa.
- 21.2 In case of doubt or dispute, as to the meaning and interpretation of any of the rules and by-laws of the Association, the Executive Committee for the time being in office, shall be the arbitrator and its decision shall be binding on members of the Association.

22. DISCIPLINE

The Executive Committee shall have the sole right and discretion to suspend or expel any member where such member infringes the spirit or enactment of any of the laws and regulations of the Association or its constitution or acts in a manner

which is detrimental to the interests of the Association. The Executive Committee shall have the right to expel or suspend such members, a simple majority being obtained in favour thereof.