

CONSTITUTION
OF THE
PRETORIA SOCIETY OF ADVOCATES

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A. PREAMBLE

WE, THE MEMBERS OF THE PRETORIA SOCIETY OF ADVOCATES,

STRIVE TOWARDS building a centre of excellence and professionalism in the practice of law,

RECOGNISE the need to develop and enhance ethical and professional conduct by our members,

ACCEPT the principles of non-racialism, non-sexism, non-discrimination, human dignity and equality as enshrined in the Constitution of the Republic of South Africa,

ARE CONSCIOUS that in the past there was not equal opportunity nor equal access to the profession for all advocates and further that there is a need to redress these past imbalances and to ensure that there is now equal opportunity for all advocates, and

HEREBY COMMIT OURSELVES, in the Constitution, to take effective steps to -

- promote professionalism and excellence in legal practice, irrespective of the race, colour, religion or gender of its members;
- increase the effective participation of historically disadvantaged members in the profession;
- transform the Bar and the legal profession;
- promote the Constitutional right of equality and eliminate unfair discrimination in the legal profession;
- ensure effective skills transfer to members of all seniority through pupillage and continuing training;
- work towards gender and race representativity; and
- ensure that members act ethically and with integrity.

B. NAME, DEFINITIONS AND OBJECTS

1. The name of the Society shall be "Pretoria Society of Advocates" and it is hereinafter referred to as "the Society".
2. The Society is a voluntary association with legal personality (a *universitas personarum*), with the right to acquire, hold and dispose of property and to incur liabilities separately from its members, with perpetual succession despite changes in its membership, and which is capable of suing and being sued in its own name.
3. In the Society's Constitution ("the Constitution"), unless the context otherwise requires -
 - 3.1. "advocate" means a person who is admitted by the High Court of South Africa as a referral advocate in terms of section 34(2)(a)(i) of the LPA, and who is enrolled as such with the LPC;
 - 3.2. "advocate who normally practises in the Division" means any advocate who is recognised for the time being by the Bar Council as

normally practising in the Division, provided that no person shall be so recognised who:

- (i) does not occupy chambers within the Division; and/or
- (ii) does not hold himself or herself available to undertake work appertaining to an advocate on behalf of a member of the public; and/or
- (iii) is not willing and available to accept the normal duties of the profession including *pro bono* work at the request of the Society or the court;

3.3. "*chambers*" means office accommodation allocated to a member, for his or her own use or joint use with other members, by a group;

3.5. "*Bar Council*" means the Bar Council of the Society for the time being in office;

3.6. "*day*" or "*days*" mean business days and exclude Saturdays, Sundays and public holidays;

3.7. "*Division*" means the High Court of South Africa, Gauteng Division, Pretoria;

3.8. "*GCB*" means the General Council of the Bar of South Africa as constituted at Johannesburg on the 21st of September 1946;

3.9. "*group*" means a group of members who hold chambers collectively in one or more buildings, or on one or more floors of one or more buildings, and share accommodation, facilities, administrative infrastructure or staff, which is recognised by the Society in terms of clause 43.28;

- 3.10. "LPA" means the Legal Practice Act 28 of 2014, as amended from time to time;
- 3.11. "LPC" means the South African Legal Practice Council established in terms of section 4 of the LPA;
- 3.12. "*paid-up member*" means an ordinary member who has paid all amounts which are due and payable by him or her to the Society and the group at which he or she holds chambers;
- 3.13. "*pupil*" or "*pupil member*" means a person who meets the requirements set out in clause 7 and whose pupil membership has not ceased as set out in clause 31.

4. The objects of the Society are -

- 4.1. the promotion of the interests of the Society and its members;
- 4.2. the promotion of professionalism and excellence in the practice of law, irrespective of race, colour, religion or gender;
- 4.3. to advance transformation by *inter alia* increasing the effective participation of historically disadvantaged members in the advocates' profession;
- 4.4. the supervision of the conduct of members;
- 4.5. the consideration and promotion of improvements in the teaching and the practice of law and the administration of justice;
- 4.6. to provide quality training for pupils and continuous and specialised training to members; and

- 4.7. to derive profits and gains solely from transactions with or on behalf of its members as envisaged in section 10(1)(e) of the Income Tax Act 58 of 1962.
5. While the Society is a constituent bar of the GCB -
- 5.1. the GCB shall have no jurisdiction over the Society or its members, except -
- 5.1.1. to hear and decide appeals by members of the Society from decisions of the Society in any disciplinary proceedings in respect of members, save where the decision concerned is to approach the High Court of South Africa to take disciplinary steps against that member;
- 5.1.2. to hear and decide appeals from the Society in connection with any investigation into a member's fees;
- 5.1.3. to hear and decide any matter in respect of which provision is made for the GCB's jurisdiction in the Constitution of the Society, or when such a hearing and decision are requested by a majority vote of the members of the Society;
- 5.2. the Society and its members shall abide by and conform to the lawful decisions of the GCB, insofar as they are not in conflict with the provisions of the Constitution, and provided that the GCB may not otherwise bind the Society or its members to perform or refrain from performing any act without their consent;
- 5.3. the Bar Council shall from time to time appoint representatives to represent the Society on the GCB. Such representatives must be members of the Society.

C. MEMBERSHIP

6. The Society shall have the following categories of members:

- 6.1. pupil members;
- 6.2. ordinary members;
- 6.3. associate members; and
- 6.4. honorary members.

a) Pupil Membership

7. Any person who -

- 7.1. has been registered as a pupil advocate on application made to the LPC, in terms of the rules promulgated by the LPC, or
- 7.2. has been admitted as and enrolled as an advocate, but has not previously been a member of a constituent bar of the GCB, and
- 7.3. intends to practise in the Division as an advocate as contemplated in section 34(2)(a)(i) of the LPA,

shall be eligible for pupil membership of the Society.

8. Any person wishing to be admitted as a pupil member of the Society shall apply in writing to the Bar Council, which, on being satisfied that the applicant complies with the requirements of sub-clauses 7.1 or 7.2 and 7.3 above and is a fit and proper person to become a pupil member of the Society, may admit such person to pupil membership, subject to such conditions as the Bar Council may reasonably impose, which may include, in the case of a person who has not been admitted as an advocate, to enter into a written vocational

training contract with an advocate who is an ordinary member of the Society, on terms as prescribed or approved by the LPC.

9. During his or her period of pupil membership, a pupil member shall -

- 9.1. subject to the payment of the prescribed fees, have access to the facilities of the Society and the group to which the pupil member has been assigned, with the consent of the group;
- 9.2. not be entitled to accept briefs from attorneys or to act as an advocate, save (a) in respect of pupils as listed in clause 7.1 to the extent and in the circumstances which may be provided for from time to time by the LPC and approved by the Bar Council, and (b) in respect of pupils as listed in clause 7.2 to the extent and in the circumstances which may be approved by the Bar Council from time to time;
- 9.3. not be in any salaried employment except with the prior written approval of the Bar Council and in circumstances where the pupil member concerned has obtained leave of absence from his or her employer;
- 9.4. not be entitled to attend or vote at any general meeting of the Society; and
- 9.5. comply with all the provisions of the vocational training contract, and all requirements relating to training as an advocate which are laid down from time to time.

b) Ordinary Membership

10. Any person who -

- 10.1. is an advocate as contemplated in clause 3.1 and is an advocate who normally practises in the Division as contemplated in clause 3.2;

- 10.2. has satisfied the Bar Council that he or she has complied with the requirements of the LPC and the Society relating to the practical training of advocates, or has been exempted wholly or in part therefrom by the Bar Council;
- 10.3. is prepared to accept the Constitution as binding on him or her;
- 10.4. has been provisionally accepted as a member of a group; and
- 10.5. has not during the preceding year been found guilty of professional misconduct, and is not subject to any inquiry into professional misconduct by any body exercising jurisdiction over him or her,

may make application for membership of the Society in writing, in a manner prescribed by the Bar Council, to the honorary secretary of the Society, who shall submit the application to the next meeting of the Bar Council. If the Bar Council is satisfied that the applicant has satisfied all the requirements referred to above, is of good character and that his or her membership will promote the objects of the Society, the Bar Council may, in its discretion, but shall not be obliged to, authorise his or her admission to membership of the Society.

c) Associate Membership

- 11. The Bar Council may, upon written application by a member, exempt such member from the requirement to hold chambers as part of a group and instead permit such member to be an associate member -
 - 11.1. where a member requests to practise from home on the grounds that-
 - 11.1.1. the member wishes to enter into semi-retirement due to ill-health; or
 - 11.1.2. the member is older than 65 years and wishes to enter into semi-retirement;

- 11.2. where a member requests to practise from, and is employed by, a legal resources centre or university;
 - 11.3. where a member is a full member of a constituent bar of the GCB and holds chambers approved by that constituent bar;
 - 11.4. where a member practises as an advocate or its equivalent in a foreign jurisdiction; and
 - 11.5. in exceptional circumstances, including an inability for the time being to obtain membership of a group.
12. A member facing potential termination of his or her membership due to an inability to pay his or her Bar account or amounts payable to a group, and who will voluntarily vacate his or her chambers, may, upon application to the Bar Council, and with the consent of the relevant group, be permitted temporarily to become an associate member, provided that such member:
- 12.1. makes full disclosure of his or her financial position to the Bar Council;
 - 12.2. enters into an arrangement with the Society and with his or her group to pay off any outstanding amounts within a specified period but not exceeding six months; and
 - 12.3. shall be permitted to re-apply for ordinary membership if he or she has complied with such arrangements.
13. All associate members, save for temporary associate members, shall be liable to pay the amount annually determined by the Bar Council in respect of associate members' monthly subscriptions, failing which the Bar Council shall be entitled to terminate such member's associate membership.

d) Honorary Membership

14. The Bar Council may, as a reward for an outstanding contribution to the Society or the legal profession, by unanimous decision declare any present or past member an honorary member. Honorary members shall not be eligible for election to the Bar Council and shall not be required to pay any bar fees to the Society.

e) Membership : General

15. The Bar Council shall forthwith notify a successful applicant for membership of the Society that he or she is permitted to become a member subject to signing the roll, and the applicant shall be a member with effect from the date of signing the roll.
16. The Society shall open and maintain a roll of members at the office of the Society. The roll shall be kept up to date by deleting the names of those who have ceased to be members and by entering the names of the persons who upon their signature become members. Upon signing the roll of members, the signatories become bound by the provisions of the Constitution. The roll shall be headed:

"We, the undersigned, having read the Constitution of the Pretoria Society of Advocates, undertake to abide by that Constitution (and any amendments thereof as and when duly made) and by all decisions and actions lawfully taken thereunder."

f) Group Membership

17. Members shall be required to join a group, with the consent of that group, provided that such group is recognised by the Bar Council in terms of clause 43.28.
18. A group and its members must advance the objects of the Society and adhere to its Constitution.

19. The members who practice in the following buildings will be provisionally recognised as groups for a period of 11 months from the date mentioned in clause 95, during which period they must take steps to ensure compliance with the Constitution and apply for recognition from the Bar Council:
 - 19.1. High Court Chambers;
 - 19.2. New Court Chambers;
 - 19.3. Brooklyn Chambers;
 - 19.4. Circle Chambers;
 - 19.5. Parc Nouveau Chambers;
 - 19.6. Groenkloof Chambers;
 - 19.7. Club Chambers;
 - 19.8. Group 33 Chambers.
20. Each group shall have the sole right to determine whether or not to admit a member to that group and to determine the terms of admission to and exclusion from the group, subject to the provisions of the Constitution.
21. Groups may not admit any person as a member who is not a member of the Society.
22. Groups collectively and their members individually may not share accommodation, facilities, administrative infrastructure or staff with legal practitioners who are not members of the Society.
23. Each group shall acquire suitable premises to allocate chambers to its members.
24. No member, either individually or as a member of a group, shall occupy chambers that have not been approved by the Society.

25. Each group shall at its own expense and risk employ such personnel and incur such expenses as may be required to administer the affairs and interests of the group.
26. The Bar Council shall have no jurisdiction over the financial and administrative affairs of the groups.
27. Each group shall at the time of recognition and thereafter before the end of January of each year furnish the Bar Council with:
 - 27.1. a certified copy of its constitution, association agreement, trust deed or memorandum of incorporation; and
 - 27.2. a list of members of the group containing each member's email address, telephone number and chamber number and which list shall be updated if and when any changes in its membership occur.

g) Cessation of Membership

28. Membership of the Society shall forthwith cease –
 - 28.1. upon written resignation duly accepted by the Bar Council provided that a member shall give a minimum of one calendar month's notice to the Bar Council of his or her resignation as a member;
 - 28.2. upon termination by the Bar Council –
 - 28.2.1. on the grounds that the member is no longer an advocate who normally practises in the Division;
 - 28.2.2. on the grounds that the member has lost the necessary qualification for membership prescribed in clause 10;
 - 28.2.3. upon application by a group if such a member is in arrears with payment of amounts due by him or her to such group;

28.2.4. in terms of clause 29; or

28.2.5. on other grounds stipulated in the Constitution.

28.3. if his or her name has been ordered to be struck off the roll of legal practitioners (advocates) of the LPC, or he or she is subject to an order suspending him or her from practising as an advocate in terms of the LPA.

29. The Bar Council may terminate the membership of a member -

29.1. if such member fails within 30 days after delivery of a demand to his or her registered chambers, or by email to the address registered with the Society, to pay any sum due by that member to the Society, in respect of -

29.1.1. membership subscriptions, fees or levies; or

29.1.2. any amount disbursed by the Society for and on behalf of that member and which has been claimed by the Society from the member; or

29.1.3. any amount due by the member to the Society, arising from any cause of indebtedness whatsoever; and

29.2. if such member fails within the said period of 30 days to conclude a written agreement with the Bar Council, signed by the chairperson of the Bar Council, to pay the said sum in monthly instalments not exceeding a period of 6 months from the date of the agreement, or, in the event of the member having concluded a written agreement as aforesaid, fails to comply with any of his or her obligations in terms of the agreement.

30. The termination of membership shall in no way affect the member's liability for amounts owing to the Society or a group or for any actions or conduct during his or her membership.

31. Pupil membership of the Society shall cease -

31.1. upon resignation communicated in writing to the Bar Council;

31.2. upon termination in the manner prescribed by the Constitution;

31.3. if the Bar Council decides that the pupil member has lost the necessary qualification for membership prescribed in clause 7.

32. Cessation of pupil membership shall in no way affect the pupil member's liability for amounts owing to the Society or a group, or for any actions or conduct during his or her pupil membership.

D. BAR COUNCIL

33. The management of the affairs of the Society shall vest in the Bar Council.

34. The Bar Council shall be constituted annually and shall remain in office until a new incoming Bar Council has been constituted in terms of the Constitution.

35. A quorum of the Bar Council shall at all times be one half plus one of its members.

36. The Bar Council shall at its first meeting, under the supervision of the chief electoral officer and by secret ballot, elect its chairperson and deputy-chairperson, provided that the quorum for such a meeting shall be not less than 80% of the elected members.

37. If the chairperson ceases to be a member of the Society or resigns as chairperson, a new chairperson shall be elected by the Bar Council and the deputy-chairperson shall act as chairperson until a new chairperson is elected.

If the chairperson is temporarily absent, the deputy-chairperson shall act as chairperson and if both are temporarily absent, the most senior member present shall act as chairperson.

38. The chairperson or in his or her absence, the deputy-chairperson, shall have a casting vote.

a) Election of the Bar Council

39. The election of members of the Bar Council shall take place in the following manner:

39.1. The Bar Council shall be constituted and elected by paid-up members of the groups and the Society.

39.2. The Bar Council shall consist of elected representatives of groups, half of whom shall be paid-up members who are black people as defined in section 1 of the Broad-Based Black Economic Empowerment Act 53 of 2003 and the other half of whom shall be paid-up members who do not fall within the aforesaid definition of black people.

39.3. Only groups with 25 or more paid-up members may elect members to the Bar Council.

39.4. The paid-up members of each group may elect paid-up members from their own group or from any other group to represent that group on the Bar Council.

39.5. Groups with 25 to 75 paid-up members may elect one senior and one junior paid-up member to the Bar Council, one of whom shall be a paid-up member who falls within the definition of black people in section 1 of the Broad-Based Black Economic Empowerment Act 53 of 2003 and the other one of whom shall be a paid-up member who does not fall within the aforesaid definition.

- 39.6. Groups with more than 75 paid-up members may elect two senior and two junior members to the Bar Council, two of whom shall be paid-up members who are black people as defined in section 1 of the Broad-Based Black Economic Empowerment Act 53 of 2003 and two of whom shall be paid-up members who do not fall within the aforesaid definition of black people.
- 39.7. Each eligible group shall, under the supervision of the chief electoral officer, hold an internal election annually to elect its members to the Bar Council, provided that such election must be held within ten business days after the annual general meeting.
- 39.8. The paid-up members of the Society shall at the annual general meeting appoint a panel of five (5) electoral officers to oversee the nominations and elections in the groups, one of whom shall be the chief electoral officer. The chief electoral officer may delegate his functions to members of the panel. The panel of electoral officers may carry out any function necessary or pertaining to the nominations and elections.
- 39.9. On the day after the annual general meeting, the chief electoral officer shall by notice to the paid-up members of the groups call for nominations which shall be handed to him or her not more than five (5) business days after the annual general meeting.
- 39.10. Nominations shall be in writing and shall be signed by one proposer and one seconder, and the chief electoral officer shall accept no nomination unless the nominee has signed a consent to his or her nomination.
- 39.11. Not more than seven (7) business days after the annual general meeting, the chief electoral officer shall publish to the paid-up members of each group the list of members whose nominations have been accepted, and the dates on which voting shall take place.

- 39.12. Notwithstanding any such nomination and consent, any person nominated shall be entitled to withdraw his or her candidature at any time before voting commences.
- 39.13. Members in each group shall record their votes on ballot papers or electronically, as may be arranged by the chief electoral officer concerned, not more than ten (10) business days after the annual general meeting, which ballot papers or electronic votes will be counted by the electoral officers.
- 39.14. The positions which an eligible group is entitled to fill shall be filled by the member or members obtaining the highest number of votes among the nominated candidates, taking into account clauses 39.5 and 39.6.
- 39.15. In the event of a tie in the voting for candidates, the candidate who has been a member of the Society for the longer period shall be declared elected.
- 39.16. The outcome of each group's election must be declared by the chief electoral officer on the first business day after the votes have been counted.
- 39.17. Should any group fail to comply with provisions of clauses 39.5. or 39.6, such group shall not be represented on the Bar Council.
40. The members of the Bar Council shall retire annually on the date on which the incoming Bar Council is constituted. All retiring members shall be eligible for re-election.
41. In the event of -
- 41.1. the death or resignation of any member of the Bar Council, the eligible group from which that member was elected must elect another member to serve on the Bar Council until the next annual

election of members of the Bar Council, taking into account the provisions of clauses 39.5 and 39.6;

41.2. temporary incapacity or absence of any member of the Bar Council, the Bar Council may co-opt another member of the Society to serve on the Bar Council during such incapacity or absence, taking into account the provisions of clauses 39.2;

41.3. a member of the Bar Council being found guilty of professional misconduct by the Society or by the LPC, such member shall immediately vacate his or her seat on the Bar Council in which event clause 41.1 applies.

42. The Bar Council may annually appoint a member of the Society to act as honorary secretary to the Bar Council. He or she may attend Bar Council meetings but may not vote. Any vacancy occurring during the year may be filled by the Bar Council.

b) The Bar Council's powers and duties

43. The Society, and the Bar Council as the management body of the Society, shall, subject to any directions that may be given to the Bar Council by the Society in general meeting, have the following powers and duties:

43.1. to give such rulings as may in its opinion be necessary for giving effect to the provisions of the Constitution and any ruling given by the Bar Council as to the proper interpretation of the Constitution shall be binding on members unless and until revoked or amended by members in general meeting;

43.2. to acquire and hold assets and incur liabilities in the name of the Society, separately from its members;

43.3. to admit members to the Society in its sole discretion and, in regard to pupil members, to determine the number of pupils to be accepted

for training from time to time and to decline a prospective pupil despite him or her being eligible for pupillage;

- 43.4. to protect the interests of members in their professional capacity;
- 43.5. to supervise the conduct of all members;
- 43.6. to provide training to pupil members and other members in the practice of the law and in the administration of justice;
- 43.7. to seek and maintain accreditation with the LPC as a training institution authorised to conduct practical vocational training and administer examinations for prospective legal practitioners (advocates);
- 43.8. to seek and maintain affiliation as a constituent bar of the GCB;
- 43.9. to be affiliated to or associated with associations of advocates or bodies representing the interests of advocates, including the GCB, and to collaborate with and to assist in the furtherance and promotion of their objects insofar as they are not in conflict with the objects of the Society;
- 43.10. to frame and implement a transformation policy;
- 43.11. to frame such rules and to give such rulings relating to the members and pupil members in their professional capacity as it from time to time may deem advisable, and in particular to specify the books or records which shall be kept by members in respect of their professional activities;
- 43.12. to frame regulations and rules relating to pupillage and determine whether a pupil member has completed his or her pupillage satisfactorily;

- 43.13. to compel groups recognised by the Society to accept a specified number of pupils for pupillage (vocational training);
- 43.14. to represent the members of the Society in any matter of general concern to the Society;
- 43.15. to exercise supervision over all members in matters affecting their professional status, rights, privileges and conduct and, subject to the provisions of this Constitution, to take such action as it deems fit;
- 43.16. to hear and settle disputes between members and other persons as to fees due to any member, or as to any other matter affecting their professional relations;
- 43.17. to maintain a list of defaulting attorneys and to prescribe sanctions in regard to such attorneys in their relationship with members of the Society;
- 43.18. to regulate and control the finances of the Society, subject to administrative expenses being limited to the central administration of the Society;
- 43.19. to collect and enforce payment of fees and levies (as approved by members in general meeting) due to the Society by its members;
- 43.20. to employ such administrative and clerical staff as may reasonably be required to administer and attend to the functions of the Society;
- 43.21. to conclude contracts on behalf of the Society in regard to the Society's affairs and property, provided that no lease agreement will be concluded on behalf of the Society other than for -
 - 43.21.1. offices required for the central administration of the Society;

- 43.21.2. premises required for pupil training and lectures; and
- 43.21.3. the bar library, if any, for common use of members;
- 43.22. to appoint sub-committees from members to assist the Bar Council in carrying out the objects of the Society;
- 43.23. to establish and maintain a bar benevolent fund for the purposes of assisting members and ex-members of the Society and members of their families and employees and ex-employees of the Society who, in its opinion, are in need of financial assistance and ought to receive assistance from such fund;
- 43.24. subject to the provisions of the Constitution and the LPA, to maintain discipline among members and to prescribe and enforce sanctions for breaches of discipline;
- 43.25. to represent the Society in court and in legal proceedings insofar as may be permitted by law, in regard to any matter affecting the Society and any member or other advocates practising in the Division;
- 43.26. to institute and defend legal proceedings on behalf of and in the name of the Society, to appoint any member to represent the Society in such proceedings and to appoint legal practitioners (attorneys and advocates) in such proceedings;
- 43.27. to regulate and control access to and the use of the Society's facilities excluding the facilities established and funded by groups recognised by the Society;
- 43.28. to require and permit members to form groups wherein members collectively hold chambers in one or more buildings, or on one or more floors in one or more buildings and to recognise a group as forming part of the Society where such group and its members comply with the provisions of clauses 21 to 23 of the Constitution and

with such reasonable requirements as may be set by the Bar Council from time to time for the formation and recognition of groups;

- 43.29. to approve chambers to be occupied by members of a group;
- 43.30. to require groups to take responsibility for and pay their own rent, staff, administrative and other costs in relation to the building(s) and/or floor(s) they occupy;
- 43.31. to require that groups adhere to and advance the objects of the Society as set out in the Constitution, failing which the Bar Council may terminate a group's recognition;
- 43.32. in the event of dissolution of a group, to allow or make such interim arrangements as are necessary for the accommodation of the members on such conditions as it may deem appropriate;
- 43.33. to decide on appropriate accounting policies from time to time;
- 43.34. to terminate a member's membership to the Society in terms of the Constitution;
- 43.35. to supplement and maintain the Society's law library;
- 43.36. to do all such other things as may, in its opinion, further the objects of the Society or are necessary for or incidental to the carrying out of those objects, or for the above-mentioned powers,

provided that the Bar Council shall not be entitled to exercise any power which it may have in relation to any particular matter and which would involve the incurring of any liability for the Society or the imposition of any liability on its members, other than for a cumulative or aggregate value of a set amount determined at a general meeting, or in accordance with a budget approved at a general meeting, unless the incurring of such liability has first been approved

by resolution of members taken at a general meeting of the Society, or approved in writing by a vote of a majority of paid-up members.

44. The Society, by resolution adopted at an annual general meeting, or at a special general meeting requisitioned by written request of at least 20 of the paid-up members of the Society, shall have the right -

44.1. to vary or rescind any decision taken by the Bar Council;

44.2. to limit or prescribe conditions for the exercise of any power by the Bar Council;

44.3. to take any action it deems fit within the scope of the Constitution.

c) Bar Council meetings

45. The Bar Council shall meet from time to time on such dates, times and venues as it may decide. The chairperson, or in his or her absence, the deputy-chairperson, or in his or her absence, the most senior member present shall preside.

46. Members may attend Bar Council meetings in the capacity of observers except if invited to attend in another capacity, save in respect of items on an agenda of the Bar Council which the chairperson, the deputy-chairperson or senior member due to preside at the meeting deem to be confidential.

E. MEETINGS OF MEMBERS

47. General meetings of members of the Society shall be held:

47.1. once a year during the month of February on such date as the Bar Council shall decide, such meeting being the annual general meeting;

47.2. when so decided by the Bar Council;

- 47.3. on a requisition signed by not less than 20 paid-up members and handed to the Chairperson stating the purpose for which the meeting is required, on a date to be fixed by the Bar Council.
48. A general meeting may be conducted by members attending in person or by electronic communication, so long as the electronic communication facility employed ordinarily enables all persons participating in that meeting to communicate concurrently with each other without an intermediary, and to participate effectively in the meeting.
49. At all meetings, every paid-up member shall be entitled to vote and the Chairperson, or in his or her absence the Deputy-chairperson, or in his or her absence the most senior member present, shall preside. The person chairing the meeting shall have a deliberative, but not a casting vote. The quorum shall be 25% of the paid-up members.
50. If within half an hour after the time appointed for the meeting, the quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day not earlier than 7 days and not later than 21 days after the date of the meeting and if at such adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the members present shall be a quorum.
51. The business of any meeting shall be such business as is specially mentioned in the notice convening the meeting and such other business as the chairperson may allow having regard to the notice convening the meeting.
52. At least seven days' clear notice shall be given of every meeting of members, provided that in cases of urgency and if the matter to be considered is not a proposed amendment to the Constitution, shorter notice may be given subject to the approval of more than half of the members of the Bar Council. All such notices shall be in writing and shall be sent to every member, provided that no action or decision of the meeting shall be invalidated by the mere fact that such notice has not been received by any member.

53. Voting at general meetings attended by members in person shall be by a show of hands and, in the event of a meeting by electronic communication, shall take place during the meeting by such electronic means as may be provided by the electronic communication facility utilised, provided that at any meeting of members, a paid-up member present can request that any issue to be decided at the meeting, including a resolution tabled, should not be decided by a vote at the meeting, but rather by a vote (whether by secret ballot or electronic vote) by all paid-up members after the meeting. If the majority of the paid-up members at the meeting polled are in favour of the issue being decided by such a vote by all paid-up members, voting will take place accordingly, after the meeting, and for which purpose the percentage of votes cast in favour of, against and declared abstentions shall be calculated as a percentage of the total votes so cast.

F. FINANCES AND ADMINISTRATION

54. The property and funds of the Society shall be vested in the Bar Council on behalf of the Society, which shall be capable of suing and being sued on behalf of the Society in the name of the Pretoria Society of Advocates.
55. No member, nor the members collectively, shall be personally liable for the debts of the Society.
56. The honorary secretary and the chairperson for the time being in office shall accept service of process and, when authorised thereto by the Bar Council, the chairperson or deputy-chairperson shall sign all necessary documents and processes for purposes of instituting or defending legal proceedings on behalf of the Society.
57. Each member shall be liable to pay such amounts as may be determined by resolution of the members taken at a general meeting, namely:
- 57.1. a monthly fee payable with effect from the month in which a person becomes a member of the Society; and

57.2. such special levies as may be approved at general meetings or Special general meetings of the Society.

58. The Society may determine different amounts for different members or categories of members, and the Bar Council may on good cause grant any member or category of members remission of payment of those amounts in whole or in part.
59. Each member shall be liable to pay such further levies for a specified purpose, as may be decided upon by resolution of members taken at a general meeting.
60. The Society shall open and maintain one or more banking accounts in the name of the Pretoria Society at such bank as the Bar Council shall determine and the Bar Council shall also decide how such banking account(s) shall be operated upon.

G. DISCIPLINE

61. Members of the Society acknowledge the disciplinary jurisdiction of the Legal Practice Council and its authority to enquire into and deal with any complaint of misconduct in terms of Chapter 4 of the LPA.
62. The provisions of Part II, IV and VI of the LPC's Code of Conduct issued under the authority of section 36(1) of the LPA apply to all members of the Society and must be adhered to.
63. Members must comply with the Uniform Rules of Professional Conduct of the GCB. In the case of conflict between the LPC Code of Conduct and the GCB Uniform Rules, the LPC Code of Conduct shall prevail, but the member concerned should seek guidance from the Bar Council in respect thereof.
64. The Bar Council shall take cognizance of and enquire into any complaint lodged against any member or pupil member and shall have the right to enquire into the conduct of a member irrespective of whether or not a complaint has been lodged.

65. The Bar Council shall determine the manner in which such an enquiry shall be made, provided that the member concerned shall be given an opportunity to raise any defence he or she may have or any mitigating circumstances which he or she may wish to place before the Bar Council.

66. The Bar Council may delegate any enquiry to a committee consisting of a member or members of the Society or any present or past member of any similar Society affiliated to the GCB.

a) Professional and Ethics Committee

67. The Bar Council shall annually appoint a professional and ethics committee consisting of sufficient paid-up members to investigate all complaints against members of the Society.

68. The professional and ethics committee will consider and investigate all complaints against members of the Society received and, where necessary, refer the complaint to the disciplinary committee.

b) Disciplinary Committee

69. The Bar Council shall annually appoint a disciplinary committee consisting of a sufficient number of pro forma prosecutors and committee members to consider and prosecute, when necessary, all complaints referred to it by the professional and ethics committee or by the Bar Council. Upon the resignation, death or incapacity of a member of the committee, the Bar Council may appoint another paid-up member in his or her place.

70. The disciplinary committee shall elect its own chairperson.

71. The disciplinary committee shall consider every complaint referred to it and the evidence provided to it by the professional and ethics committee or by the Bar Council and shall –

71.1. inform the member concerned of the complaint;

- 71.2. invite the member concerned to give a written response to the complaint within a reasonable period.
72. If the disciplinary committee concludes that the complaint taken together with the member's answer calls for a hearing, it shall assign a pro forma prosecutor and a disciplinary panel consisting of three committee members to conduct a disciplinary hearing of the member concerned.
73. In the case of a disciplinary hearing against a senior member, the disciplinary committee shall assign a senior pro forma prosecutor and the panel shall consist of three senior members of the Society (whether they are members of the disciplinary committee or not).
74. Notwithstanding the above mentioned provisions, the Bar Council may in its discretion appoint an *ad hoc* disciplinary panel consisting of a senior paid-up member, a senior who is a member of another society of advocates affiliated to the GCB and a judge or retired judge, provided that the Bar Council shall consider any decision by such an ad hoc panel in terms of clause 81.
75. A disciplinary panel shall appoint its own chairperson.
76. The disciplinary hearing must take place in the presence of the member concerned after the member was timeously provided with particulars of all allegations and charges against him or her and the date, time and venue of such hearing and the member may be represented by a member or members of the Society. Should the member not attend after having been so advised the committee shall, at its discretion, be entitled to proceed with the trial in the absence of such member.
77. At the hearing, all evidence placed before the panel shall be recorded in a manner deemed fit by the chairperson of the panel.
78. In the event of the conviction of a member by a disciplinary panel, the panel will have the powers to (a) admonish, (ii) impose a fine not exceeding

R50 000.00, (iii) temporarily suspend or (iv) terminate a member's membership.

79. A member shall have the right to appeal to the Bar Council in respect of a decision of a disciplinary panel to impose a fine in terms of sub-clause (ii) of clause 78.
80. Any decision by a disciplinary panel to temporarily suspend or terminate a member's membership in terms of sub-clause (iii) or (iv) of clause 78 will only take effect after having been considered by the Bar Council in terms of clause 81 and upon being ratified by at least two-thirds of the Bar Council.
81. When the Bar Council considers a decision of an *ad hoc* disciplinary panel appointed in terms of clause 74 or a decision of any disciplinary panel to suspend or terminate a member's membership in terms of sub-clause (iii) or (iv) of clause 78 -
 - 81.1. it shall not be necessary to try the matter *de novo*;
 - 81.2. the Bar Council shall be entitled to consider the matter and deal with it on the basis of the record of the proceedings during the hearing provided that the Bar Council may, in its discretion, allow further evidence or recall any witness;
 - 81.3. the member concerned shall have the right personally, or through a legal representative, to address written or oral representations to the Bar Council;
 - 81.4. the Bar Council may ratify, amend or replace the decision of the disciplinary committee to suspend or expel a member provided that a member shall only be temporarily suspended or expelled upon ratification by two thirds of the Bar Council.

82. The member concerned or any complainant is entitled to appeal to the GCB against the Bar Council's decision in terms of clause 81, in accordance with the GCB's appeal procedure.
83. No member of the Bar Council shall be disqualified from taking part in any process under clause 81 merely by reason of the fact that he or she has received information otherwise than in the course of the matter forming the subject matter of the disciplinary hearing.
84. It shall be the duty of every member to furnish the Bar Council or the disciplinary committee or any disciplinary panel with all such information as he or she may be called upon to furnish, and to produce all such books, documents or other records as he or she may be called upon to produce.
85. No member shall be relieved of his or her obligations under clause 84 by reason of the fact that the information, books, documents or records called for will or may relate to his or her conduct in respect of which no charge has yet been formulated.
86. Members are obliged to report any misconduct of which they become aware to the Bar Council as soon as possible.

H. GENERAL

87. Any matter affecting the Society or any member may be brought before the Bar Council in writing by any person and the Bar Council may, subject to the provisions of the Constitution, take such action thereon as it shall deem fit.
88. The Bar Council shall, not less than seven days before the annual general meeting, present to the members a report dealing with matters affecting the Society, the financial position of the Society and generally the activities of the Bar Council during the year. A copy of such report shall be sent by the honorary secretary to each member.

89. All notices of the Society sent to a member's chambers or by electronic mail to the email address registered with the Society, shall be deemed to have been duly sent and delivered for the purposes of the Constitution.
90. The Constitution may be amended by means of a proposal tabled at a general meeting provided that -
- 90.1. not less than 14 days' notice shall be given of any proposal to amend the Constitution;
- 90.2. voting shall take place in accordance with clause 53 above; and
- 90.3. two-thirds of the paid-up members vote in favour of the amendment, subject to the provisions of clause 53.
91. Any profits or gains made by the Society shall be used by the Society solely for investment or the attainment of its objects hereinbefore set out, and no part of such profits or gains shall be distributed to members or any other person.

I. DISSOLUTION

92. In the event of the Society being dissolved, all assets of the Society remaining after satisfaction of its liabilities shall be transferred to some other association or associations having objects similar to those of the Society and which has been approved in terms of section 30 and/or 30B of the Income Tax Act 58 of 1962 as amended from time to time.
93. The Society shall not, directly or indirectly, distribute its funds or assets to any person, other than in the course of furthering its objectives.
94. The Society shall utilise substantially the whole of its funds for its principal object and no member shall directly or indirectly have any personal or private interest in the Society's funds or assets.

J. COMMENCEMENT

95. This amendment to the Constitution shall take effect on 16 February 2021.
96. Every decision and action that was validly taken under the Constitution of the Society prior to the amendment thereof, shall remain in operation and binding on members as though made or taken under the Constitution as amended except insofar as they are at variance with the Constitution as amended and until rescinded in terms of the Constitution.