

CONSTITUTION

Personal Injury Plaintiff Lawyers Association

1. NAME OF THE ASSOCIATION

1.1. The name of Personal Injury Plaintiff Lawyers Association (“the Association”).

1.2. The shortened name is PIPLA.

2. OBJECTIVES

2.1. The Association is a non-profit organisation established for the following public benefit objectives:

2.1.1. To represent the interests of attorneys, advocates and medical and other experts who represent and/or assist persons who have been injured in motor vehicle accidents.

2.1.2. To make submissions in respect of legislative and administrative framework for the compensation of the victims of road accidents, as well as any issue related thereto.

2.1.3. To encourage and promote ethical conduct by all who work in the field and to make submissions and representations in that regard to bodies including, amongst others, the Legal Practice Council.

2.1.4. To engage in media campaigns in support of the interests of its members as well as any other issue related thereto.

2.1.5. To engage with and cooperate with any other organisation or person that may share the same values and objectives as the Association.

2.1.6. To raise funds as required in order to carry out its work.

3. LEGAL STATUS

The Association is a body corporate with its own legal identity which is separate from its office-bearers and members. The Association will continue to exist even if the members change.

4. INCOME AND PROPERTY OF THE ASSOCIATION

4.1. Members and office-bearers have no rights in the property or other assets of the Association solely by virtue of their being members or office-bearers.

4.2. The income and property of the Association shall be used solely for the promotion of its stated objectives and shall not be paid or distributed directly or indirectly to any person, or any member of the Association or office-bearers, except as reasonable compensation for services actually rendered to the Association, or reimbursement of actual costs or expenses reasonably incurred on behalf of the Association.

5. TAXATION OF ASSOCIATION

The Association may apply to the Commissioner for the South African Revenue Service for approval as a Public Benefit Organisation in terms of section 30 of the Income Tax Act.

6. POWERS OF THE ASSOCIATION

The Association shall have the same powers as that of a company under the Companies Act, as amended. Such powers include, but are not limited to:

6.1. To perform any act necessary to the advancement of the objectives of the Association.

6.2. To institute and defend any legal or other proceedings and to settle any claims.

6.3. To prudently invest funds of the Association.

6.4. To buy, attain, maintain, manage, lease, sell, or in any way deal with property and assets of the Association.

6.5. To donate and transfer the property and assets of the Association to public benefit organisations with similar objectives.

- 6.6. To borrow and to use the property or assets of the Association as security for borrowing.
- 6.7. To execute any act or deed in any deeds registry, mining titles or other public office.
- 6.8. To exercise all the management and executive powers ordinarily vested in the Board of Directors of a company.
- 6.9. To carry out all the powers and authority of the Association in South Africa and in any other part of the world.

7. **THE GOVERNING BOARD (the “Board”)**

- 7.1. Management of the Association shall be undertaken by the Board.
- 7.2. A minimum of six members shall serve on the Board bearing the following portfolios: Chairperson, Vice-Chairperson, Treasurer, Secretary, Liaison Officer and Chief Operating Officer.
- 7.3. Further portfolios may be created by resolution of the Board.
- 7.4. Election:
 - 7.4.1. The first Board shall be elected by those founding members who subscribe to the Constitution and attend the founding meeting of the Association.
 - 7.4.2. The term of office of the first Board and each subsequent Board shall be 5 years.
 - 7.4.3. All members of the Governing Board shall be members of the Association.
 - 7.4.4. Subsequent Boards shall be elected by the Board as and when the need arises.
- 7.5. The Board must, as soon as reasonably possible, appoint someone to fill any vacancy.
- 7.6. Co-option: The Governing Board may co-opt additional non-voting members as it may consider appropriate.

- 7.7. A Governing Board member may resign from office in writing. A Governing Board member shall be disqualified from office upon termination of membership to the Association and becoming incapable by reason of mental illness. A member can be removed from office through a two-thirds resolution of the remaining Governing Board members, consisting of not less than three members.
- 7.8. The Governing Board may delegate any of its powers or functions to a committee or member(s) of the Association, provided that such delegation and conditions are reflected in the minutes for that meeting, at least one Board member serves on the committee, the Board in advance approves all expenditure incurred by the committee or member and the Governing Board may revoke the delegation or amend the conditions.
- 7.9. Procedures at meetings: the Governing Board may regulate its meetings and proceedings as it finds fit, subject to the following:
- 7.9.1. The Chairperson shall chair all meetings of the Governing Board and if the Chairperson is not present, then the Vice-Chairperson. In both their absence, the Board members present at the meeting shall elect a Chairperson for that meeting.
 - 7.9.2. Meetings of the Governing Board should be conducted face-to-face, but at the discretion of the Chairperson may be conducted electronically which would allow the Governing Board members to be present and to participate through electronic means.
 - 7.9.3. The Chairperson shall convene a meeting of the Governing Board when required and at the written request of any two members of the Governing Board.
 - 7.9.4. The quorum of a meeting of the Governing Board shall be three of the serving Governing Board members.
 - 7.9.5. If no quorum is present, the Governing Board may make no decision, except to preserve the assets of the Association and to call a meeting of the general members.

- 7.9.6. Questions arising shall be decided by a majority of votes. Should there be an equality of votes, the Chairperson shall have a casting or second vote.
 - 7.9.7. Proper minutes and attendance records must be kept of all meetings of the Governing Board. The Chairperson for the meeting shall sign the minutes.
 - 7.9.8. A resolution signed by the Secretary affirming the consent of all Board members shall be as valid as if passed at a duly convened meeting of the Governing Board.
 - 7.9.9. The Governing Board may appoint employees of the Association.
- 7.10. All matters pertaining to litigation, security measures, contractual negotiations, employment matters and any other matters deemed confidential by the Governing Board must be treated as confidential and only the actual decisions may be disclosed to the general public.

8. **MEMBERSHIP**

- 8.1. First and subsequent Members: The Governing Board may admit natural persons over 18 [and legal persons] as members to the Association.
- 8.2. The first members of the Association shall sign Schedule A of this Constitution and their names shall be listed as founding members.
- 8.3. Applications by subsequent members must be in writing or electronically via the website, and their names shall be listed as subsequent members.
- 8.4. The Board may in its sole and absolute discretion decline any application for membership.
- 8.5. Membership is not transferable.
- 8.6. Register of Members: The Governing Board must keep a register with the names and addresses of all the members, which may be kept electronically.

- 8.7. Membership automatically terminates upon the receipt by the Association of a notification of the death of a natural member or dissolution of an organisational member, and written resignation.
- 8.8. Membership terminates if a member is removed by a resolution of the Governing Board, provided that the member has been given an opportunity to make written or verbal representations at a meeting of the Governing Board pertaining to the proposed termination. The Board's decision shall be final.

9. **NOTICES OF MEETINGS**

- 9.1. All notices terms of this constitution must be given to members in writing (personally, post or electronic communication) to the address, which may be an e-mail address, provided by the members.
- 9.2. The accidental omission to address notices to any member shall not nullify the proceedings of any meeting.
- 9.3. A member present in person at any meeting shall be deemed to have received notice of such meeting.
- 9.4. If posted, notices shall be deemed to have been received seven days after posting.

10. **FINANCES AND REPORTS**

- 10.1. The Governing Board must open a bank account in the name of the Association with a registered Bank.
- 10.2. The financial year end of the Association shall be end of February.
- 10.3. Financial Report: The Governing Board must ensure that proper records and books of account which fairly reflect the affairs of the Association are kept, and within six months of its financial year a report is compiled by an independent practicing auditor registered in terms of the Auditing Profession Act stating whether or not the financial statements of the Association are consistent with its accounting records, the accounting policies are appropriate and have been appropriately applied with in preparing the financial statements and the Association has complied with the financial provisions of this constitution.

11. **AMENDMENTS AND DISSOLUTION**

- 11.1. This Constitution may be amended, the name of the Association may be changed, and the Association may be dissolved by unanimous resolution of the Board.
- 11.2. If the Board intends to dissolve the Association, it must give 14 days' notice to members and if 10 or more members upon such notice call for a general meeting the decision shall be put to the general meeting.
- 11.3. Upon the dissolution of the Association, after all debts and commitments have been paid, any remaining assets shall be distributed to a similar organisation, in terms of Section 30B(2)(b)(x) of the Income Tax Act, to be determined by the Board, and which promotes the interests of personal injury attorneys.

12. **INDEMNITY**

- 12.1. Subject to the provisions of any relevant law, members, office-bearers or appointed delegates of the Association shall be indemnified by the Association for all acts done by them in good faith on its behalf.
 - 12.2. Subject to the provisions of any relevant law, no member of the Association or appointed delegates shall be liable for the acts, receipts, neglects or defaults of any other member or office bearer, or for any loss, damage or expense suffered by the Association, which occurs in the execution of the duties of his or her office, unless it arises as a result of his or her dishonesty, or failure to exercise the degree of care, diligence and skill required by law.
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