

The SASLAW Constitution

THE SOUTH AFRICAN SOCIETY FOR LABOUR LAW

1. NAME

The name of the association is the South African Society for Labour Law, referred to in this constitution as “the Society”.

2. LEGAL PERSONA

The Society is a body corporate with perpetual succession, which may sue or be sued in its own name. It is not a society for gain.

3. OBJECTS

3.1. The main objects for which the Society is established are -

3.1.1. to advance and promote labour law as a legal and academic discipline in South Africa;

3.1.2. to advance and promote the practice of labour law in South Africa;

3.1.3. to promote the exchange of ideas and information concerning labour law;

3.1.4. to promote collaboration between lawyers and other experts within the field of labour law;

3.1.5. to advance knowledge about and to promote training in labour law in South Africa;

3.1.6. to represent and articulate the interests of South African labour lawyers and others engaged in the field of labour law;

3.1.7. to promote and facilitate a representative labour law profession;

3.1.8. to promote ethical stands and integrity in the practice of labour law; and

3.1.9. to promote interaction between persons engaged in the field of labour law and private dispute resolution agencies, the dispute resolution departments of the

various bargaining councils, the Commission for Conciliation, Mediation and Arbitration, the Labour Court and the Labour Appeal Court.

3.1.10. to advance and promote the rendering of Pro Bono legal services at the Labour Courts, directly or indirectly.

3.2. The Society is entitled in furthering its objects to -

3.2.1. initiate conduct and support conferences, exhibitions and programmes aimed at improving understanding and awareness by Government, industry, commerce, labour organisations, educational establishments and the public of the objectives of the Society;

3.2.2. co-operate with bodies whose purpose is consistent with some or all of the objects of the Society;

3.2.3. affiliate with and maintain relationships with regional and international bodies whose objects are consistent with some or all of those of the Society;

3.2.4. make representations to appropriate parties and authorities concerning – the content of draft and proposed labour legislation, labour legislation and laws and practices relevant to labour relations; the training of labour lawyers; the provision of Pro Bono services at the Labour Courts and the practice of labour law;

3.2.5. initiate and conduct seminars and training programmes in labour law; and

3.2.6. take any other action that may be necessary or expedient in support of its objects.

4. MEMBERSHIP

4.1. Membership of the Society is open to all persons engaged in the field of labour law and who subscribe to the Society's objects.

4.2. Any person who wishes to become a member of the Society may apply either to the General Manager of the Society or to the Administrator of the chapter in whose area of operation that person resides and, in the discretion of the Committee, be enrolled as a member. The member shall be enrolled in the chapter in whose area of operation

he or she resides, and shall pay the membership contribution, fee, levy or subscription to that chapter, provided that the Committee may determine, from time to time, what percentage of such membership contribution, fee, levy or subscription shall be allocated to the main banking account of the Society for the purposes of ensuring the proper administration and day to day operation of the Society. Where this constitution refers to a member of a chapter, it means a member of the Society who is enrolled in a chapter in terms of this clause.

- 4.3. Once enrolled, a member is bound by this constitution.
- 4.4. Every member must timeously pay all contributions, fees, levies or subscriptions for which the member may be liable in accordance with this constitution and any rules made in terms of this constitution.
- 4.5. The Committee may admit any person as an honorary member if it thinks that it is in the interests of the Society to do so. Honorary members have all the privileges of ordinary membership, but are not required to pay membership dues.
- 4.6. Membership of the Society is terminated by –
 - 4.6.1. the death of the member;
 - 4.6.2. written notice of termination addressed by the member to the General Manager of the Society or the administrator of the chapter in whose area of operation the member resides;
 - 4.6.3. the member's failure to pay the membership contribution, fee, levy or subscription within a period of three months from the date upon which such payment becomes due; or
 - 4.6.4. a resolution of the Committee.
- 4.7. The liability of any member of the Society is limited to the amount of that member's outstanding subscriptions, if any.
- 4.8. No member is personally liable for any debts, obligations or liabilities incurred by the Society.

5. POWERS

To carry out the objectives in this constitution, the Society has the power –

- 5.1. to accept donations;
- 5.2. to organise meetings, lectures, displays, exhibitions and allied undertakings;
- 5.3. to collect funds and raise revenues for the purposes of the Society through membership fees, donations, collections, grants and all other lawful means;
- 5.4. to receive, acquire and hold immovable or other property for the purposes of the Society and to sell, lease or otherwise dispose of or deal with any such property;
- 5.5. to open, maintain and operate accounts and to invest monies in securities or on fixed deposit in banks, building societies or other financial institutions or in any other such manner that may be determined;
- 5.6. to lend and borrow money and secure the repayment of that money by mortgage, hypothecation, debentures, debenture bonds or pledge or any of the assets of the Society, whether they are movable or immovable;
- 5.7. to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, or other negotiable or transferable instruments for the purposes of the Society;
- 5.8. generally to carry on, do or transact any business, act, scheme or enterprise deemed necessary by the Society for furtherance of any of its objects and which may advantageously be employed in the interest of the Society;
- 5.9. to do all or any of the above things as principal, agents, contractors, trustees or otherwise, or by and through trustees, agents or otherwise and either alone or in conjunction with others;
- 5.10. to admit any persons to be members of the Society;
- 5.11. to promote or assist in the promotion of, or to take over the whole of the property or organisation of any other association, society or organisation or company having objects similar to the objects of the Society or which enhance the value of any

property or business of the Society and to place or guarantee the placing of, subscribe for or otherwise acquire, all or any part of the shares or securities of any such association, society, organisation or company;

5.12. to make ethical rules; and

5.13. to make representations and to appear as amicus curiae in the Constitutional Court, the Labour Appeal Court and the Labour Court in litigation concerning labour matters.

6. GOVERNANCE AND STRUCTURES

6.1. Meetings of the Society

6.1.1. A General Meeting of members of the Society must be held at least once a year, at a date and place to be determined by the Committee.

6.1.2. Members must be given fourteen (14) days' written notice of the holding of the General Meeting of the Society. The notice must specify the place, the day and hour of the meeting and, in the case of special business, the nature of that business.

6.1.3. The business of the General Meeting of the Society includes –

6.1.3.1. receiving the annual report of the Society's affairs and the audited financial balance sheet and accounts of the Society;

6.1.3.2. the election of auditors;

6.1.3.3. the election of a President and a Vice-President of the Society;

6.1.3.4. the election of Committee members, other than members nominated by any chapter established in terms of clause 7;

6.1.3.5. the determination of membership fees; and

6.1.3.6. the transaction of any other business which the Committee may deem necessary.

6.1.4. The Committee or 50 members may at any time, but on not less than fourteen (14) days' written notice to each member, call a Special Meeting of the Society.

6.1.5. For any General or Special Meeting of the Society, a minimum of one-tenth of the members present or by proxy constitutes a quorum. If there is no quorum present thirty (30) minutes after the time for which the meeting was called, the meeting must be postponed to a future date.

6.1.6. If no quorum is obtained at the reconvened meeting, the members then present constitute a quorum and may proceed to transact the business on the agenda.

6.1.7. Each member present at the meeting of the Society has one vote

6.1.8. With the exception of an amendment to this constitution referred to in clauses 12 and 13, voting is by simple majority.

6.1.9. A member of the Society may appoint a proxy to attend any meeting of the Society and to vote. The proxy must be authorised, in writing, by the member concerned. Members present by proxy must be included as members present for the purposes of obtaining any quorum required by this constitution.

6.1.10. The President must chair all General and Special Meetings of the Society. If the President is unable to chair a meeting, the Vice-President or other member present elected for that purpose, may do so.

6.2. Office Bearers

6.2.1. The General Meeting of members convened in terms of clause 6.1 must elect a President, who holds office for a period of twelve (12) months.

6.2.2. After the election of the President, the General Meeting must elect a Vice-President, who holds office for a period of twelve (12) months.

6.2.3. Any office bearer elected in accordance with this sub-clause is eligible for re-election on expiry of his or her term of office, except that no office bearer may hold office for more than two consecutive years. However, an office bearer may hold office for more than one such two-year period, provided that at least two years have elapsed between the end of the previous period of office and the beginning of the next.

6.3. Committee

6.3.1. The financial management and control of the day to day affairs of the Society vest in an Executive Committee consisting of the President, Vice-President and General Manager of the Society. The President, Vice President and General Manager shall make up the Executive Committee (EXCO) of the Society.

6.3.2. Five (5) committee members must be elected by the General Meeting convened in terms of clause 6.1. In addition to the five elected members, each chapter established in terms of clause 7 must appoint one member and an alternate to the Committee. However, only the President, Vice-President, elected committee members and a member appointed by the Committee to fill a casual vacancy in terms of clause 6.3.4 and the members appointed by each chapter may vote at meetings of the Committee. The committee members shall each hold a portfolio, and the portfolio given shall be decided at the first committee member of the year. The holder shall report on the portfolio's activities at the committee meetings.

The General Manager shall not be entitled to vote at a committee meeting, or AGM.

6.3.3. Committee members hold office for a period of one year, from the date of their election or appointment, as the case may be, unless they resign or are removed from office before the expiry of that period. A Committee member who has not been removed from office is always eligible for re-election upon the expiry of his or her term of office.

6.3.4. A casual vacancy caused by an office bearer or elected member of the Committee ceasing to hold office for any reason may be filled by the Committee for the unexpired portion of the period of office of the office bearer or member concerned. If a vacancy is caused by a member appointed to the Committee ceasing to hold office, the chapter which appointed that member has the right to fill the vacancy for the unexpired portion of the period of office of the member concerned.

6.3.5. The Committee has the power and duty to execute and realise all the powers of the Society as set out in this constitution.

6.3.6. The Committee has the power to delegate any or all of its powers and functions to an Executive Committee, comprising the President, the Vice President and the General Manager.

6.3.7. In particular, the Committee has the following powers and duties –

6.3.7.1. The determination of the general policy, the direction and control of the operations of the Society.

6.3.7.2. By a resolution passed by a majority of two thirds of their number present at a meeting called for that purpose, the Committee may remove any Committee member(s) from office on good cause shown.

6.3.7.3. The appointment of a General Manager, who need not be a member of the Society, and who shall perform the functions of secretary and treasurer of the Society. The Committee shall determine the remuneration of such General Manager.

6.3.7.4. The Committee must determine the rules governing –

- a) membership of the Society;
- b) the convening of meetings of the Committee and of the Society;
- c) proceedings at meetings;
- d) voting at meetings and the manner in which votes may be exercised; and
- e) subscriptions or fees payable by members.

6.3.8. The General Manager shall be required to attend all committee meetings, special meetings and the AGM, however, the General Manager shall not be entitled to vote.

6.4. Administration

6.4.1. The day to day administrative functions of the Society are under the control of the Executive Committee who shall report to the Committee.

6.4.2. The Committee must act and manage the affairs of the Society in accordance with the objects set out in this constitution.

6.4.3. The Committee has the following powers –

6.4.3.1. to pay, at its discretion, all costs and charges incidental to the promotion, further growth and establishment of the Society, and to pay or refund all costs and expenditure incurred for the benefit of the Society and any of its businesses or ventures, including but not limited to, Pro Bono;

6.4.3.2. to award, at its discretion, bursaries and prizes relating to the study of labour law;

6.4.3.3. to carry out and further all or any of the objects of the Society set out in this constitution;

6.4.3.4. to borrow and raise money, subject to the provisions of this constitution and to execute in the name of the Society any mortgage, deed of sale, lease and other contracts and also to make, draw, accept and endorse bills, notes and other instruments;

6.4.3.5. to institute and also to defend action for the Society and to submit matters to arbitration and enter into any composition, and to delegate authority to represent the Society in such proceedings;

6.4.3.6. to delegate to any chapter established in terms of clause 7 such powers as are necessary and expedient to ensure the proper administration and functioning of the Society in the area in respect of which that chapter has been established; and

6.4.3.7. to delegate to any sub-committee, whether composed of members of the Committee or not, any of its powers and to invest them respectively with any other powers that are expedient for the due conduct, management and regulation of any of the business or affairs of the Society, and to remunerate them for special services rendered by them in such manner as approved by the Committee.

6.4.4. The Committee must maintain minutes of its meetings and the resolutions taken at those meetings as well as records of –

6.4.4.1. all appointments of members of the Committee and officers of the Society; and

6.4.4.2. the names of elected Committee members.

7. PROVINCIAL CHAPTERS

- 7.1. The Committee may approve the establishment of chapters of the Society.
- 7.2. Chapters may be established in respect of any of the provinces of the Republic, or in respect of one or more regions within a province. It is recorded that, as at 2018, chapters have been properly established for the provinces of Gauteng, Free State, Limpopo, Western Cape, Eastern Cape and KwaZulu-Natal.
- 7.3. When the Committee considers any application to establish a chapter of the Society, it must take into account the number of persons eligible for membership of the chapter intended to be established, the interests of any existing chapter, and the degree to which the intended chapter is likely to be broadly representative of persons in the province or region who are eligible for membership of the Society.
- 7.4. The chapters shall operate solely in accordance with this constitution and shall neither be required nor entitled to adopt their own constitutions. All individual chapter constitutions currently in place will cease to be of any force or effect upon adoption by the Society's membership of this constitution.
- 7.5. The Committee shall have the power to delegate such of its powers as it considers necessary to a chapter established in terms of this constitution.
- 7.6. Each chapter of the Society shall convene an annual general meeting as soon as possible after the end of the financial year and, in any event, before 31 July, and the rules concerning meetings of the Society, set out in clause 6.1, with the exception of clauses 6.1.3.2, 6.1.3.5, 6.1.4 and 6.1.8, shall apply, mutatis mutandis, to meetings of a chapter.
- 7.7. The committee of a chapter or 15 members of a chapter may at any time, but on not less than fourteen (14) days' written notice to each member of the chapter, call a special meeting of the chapter.
- 7.8. Voting at chapter meetings shall be by simple majority.
- 7.9. The annual general meeting of a chapter shall elect a chapter committee of not more than 10 members, including a President and a Vice-President and the provisions of

clauses 6.2 and 6.3 relating to office bearers and committee members shall apply, mutatis mutandis, and with the exception of clauses 6.3.2, 6.3.5, 6.3.7.1 and 6.3.7.4, to office bearers and committee members of a chapter.

- 7.10. A chapter committee has the power and duty to execute and realise all the powers of the Society set out in this constitution that have been delegated to it in terms of clause 6.4.3.6.
- 7.11. A chapter committee must maintain minutes of its meetings and all resolutions taken at those meetings and keep records of all appointments of members of the chapter committee and officers of the chapter.
- 7.12. The provisions of clauses 9.1, 9.2, 9.3, 9.4 and 9.5 shall apply, mutatis mutandis, to each chapter.

8. DOMICILIUM

The offices of the Society will be located at a place determined by the Committee.

9. FINANCIAL

- 9.1. The financial year of the Society shall be from 1 March to 28 February each year.
- 9.2. Proper books of account of the Society's affairs must be kept by the General Manager.
- 9.3. The funds of the Society must be used solely for investment or in the service of the objects of the Society. Surplus profits or gains may not be distributed to members, employees or any other person.
- 9.4. At least once every year, the accounts must be examined and the correctness of the statement of income and expenditure and balance sheet must be ascertained by the Society's auditors.
- 9.5. The Society's audited financial statements shall be presented to the membership at the Society's Annual General Meeting or, in the case where they are not available at such Annual General Meeting, at a Special General Meeting convened for that purpose.

9.6. The appointment of the auditors of the Society must be made at the Annual General Meeting.

10. IMMOVABLE PROPERTY

All immovable property of the Society, whether purchased or otherwise acquired, must be registered in the name of the Society. No sale, transfer, mortgage, or other alienation of immovable property may take place without the approval of the Society.

11. BANK ACCOUNTS

12. The Society must open and operate such bank accounts as are necessary to conduct its business, save that the accounts must be opened only in its own name at a registered commercial bank.

13. AMENDMENTS

This constitution may be amended by a resolution passed by not less than two-thirds of members of the Society present at the General Meeting or at a special meeting called for the purpose, by written notice, specifying the amendment proposed to be effected or the resolution to be taken.

14. DISSOLUTION

14.1. The Society may be wound up or liquidated by a resolution passed by not less than two thirds of the members of the Society present at a special meeting called for that purpose, by written notice, specifying the resolution proposed to be taken at the meeting.

14.2. If upon winding up or dissolution of the Society there remains, after the satisfaction of its debts and liabilities, any property or assets, they must not be paid to or distributed among the members of the Society. Any remaining amount may be given or transferred to any other institution having objects similar to those of the Society as may be determined by the Society at or before the time of dissolution, provided that the institution qualifies or raises funds in terms of the Fundraising Act (No. 107 of 1978).