

# **CONSTITUTION**

## **SOUTH AFRICAN UNIVERSITY LAW CLINICS ASSOCIATION**

### **1. NAME**

The name of the Association is the South African University Law Clinics Association (hereinafter referred to as "SAULCA").

### **2. VISION**

SAULCA's vision is to be a professional and efficient organisation committed to the values of the South African Constitution and dedicated to promoting excellence in clinical legal education and access to justice.

### **3. MISSION**

In the pursuit of its vision, SAULCA's mission is to:

- 3.1 promote clinical legal education of law students by members of the association;
- 3.2 promote and support access to justice in the context of clinical legal education;
- 3.3 foster, maintain and extend public confidence in the law and the administration of justice.

### **4. OBJECTIVES**

- 4.1 Provide financial and program support to its members;
- 4.2 Promote quality Clinical Legal Education programs at Universities in South Africa;
- 4.3 Encourage and assist member law clinics to promote social justice;
- 4.4 Provide legal services to the indigent, and
- 4.5 Foster and encourage values of integrity, professionalism and dedication to human rights within the legal profession.

### **5. LEGAL PERSONALITY**

- 5.1 The Association is a legal person which may acquire rights and obligations in its own name; and may sue and be sued.

5.2 The Association is entitled to own assets.

5.3 The legal liability of the Association is limited to the assets in its possession at any given time.

5.4 The Association will continue to exist notwithstanding change in the composition of the Association and members or office bearers.

## **6. GOVERNANCE**

6.1 The executive committee will manage the association.

6.2 The executive committee will consist of the following office bearers, elected in accordance with the process as set out in this constitution:

6.2.1 the president;

6.2.2 the vice-president;

6.2.3 the general secretary;

6.2.5 the treasurer; and

6.2.6 no more than 2 additional members.

## **7. POWERS**

SAULCA is empowered to anything lawful to promote its vision, mission and objectives and, including but not limited to the following, it may:

7.1 negotiate, liaise and co-operate with the organised legal profession; government institutions, non-governmental organisations and the private sector;

7.2 raise funds and receive donations;

7.3 convene general meetings and any other gatherings in order to promote the vision, mission and objectives of SAULCA;

7.4 produce publications;

7.5 initiate, stimulate and support, including financial support, any research, which is related to the vision, mission and objectives of SAULCA.

## **8. MEMBERSHIP**

8.1 Full membership of the Association is limited to law clinics of South African Universities, and other public or private Higher Education Institutions;

8.2 A law clinic means a body that is formally approved of by the University, public or private Higher Education Institution and/or Law Faculty or School of Law to which it is attached;

8.3 The Executive Committee of SAULCA may admit a law clinic as a full member on receipt of a written application which shows that the law clinic:

- a) is formally approved by its University, public or private Higher Education Institution and/or Law Faculty or School of Law to which it is attached;
- b) endorses the vision, mission and objects of the SAULCA;
- c) undertakes to pay membership fees levied by SAULCA; and
- d) is accredited by the Legal Practice Council as a Law Clinic.

8.4 Membership of the Association may be terminated as follows:

- a) by written notice of the member concerned to the Secretary of SAULCA;
- b) by written notice to the member by the executive committee, should the member fail to pay any outstanding fees, provided that two written demands for payment have first been delivered to the member;
- c) by written notice to the member by the executive committee should a member act contrary to the vision, mission and objectives of SAULCA.

8.5 Associate membership

- a) The executive committee of SAULCA may grant associate membership to any institution that does not qualify for full membership, taking into consideration the vision, mission and objectives of SAULCA.
- b) An associate member shall not be entitled to vote at any meetings of SAULCA.
- c) An associate member shall have the right to participate in the activities of SAULCA to the extent that the executive committee grants such rights, to promote the vision, mission and objectives of SAULCA.

## **9. GENERAL MEETINGS**

- 9.1 A general meeting of SAULCA shall be held at least every 2 years, at a time and place and on a date determined by the executive committee.
- 9.2 The executive committee may convene any other meeting and shall convene an extraordinary meeting at the written request of at least 2 members of SAULCA.
- 9.3 The president or vice-president shall chair all meetings. Should both be unavailable, the meeting shall elect a chairperson for that meeting from the members' delegates present.
- 9.4 One third of the full members shall form a quorum.
- 9.5 A member is permitted to send as many delegates to any meeting as that member deems fit. Only two delegates, however, may vote on any decision.
- 9.6 The executive committee may allow observers at any meeting, in order to promote the vision, mission and objectives of SAULCA.
- 9.7 To be a delegate at any meeting or an office bearer of SAULCA, a person must be an admitted advocate, attorney or candidate attorney employed by a full member.
- 9.8 Decisions at any meeting, including elections, shall be made by majority vote. The chairperson of the meeting shall have a casting vote.
- 9.9 The business of the each General Meeting must include:
- a) the President's report on the activities of SAULCA for the preceding year/s since the last general meeting;
  - b) the General Secretary's report;
  - c) the Treasurer's report which includes the Annual Financial Statements;
  - d) the election of Executive Committee members for the following term;
  - e) other appropriate matters.
- 9.10 At the general meeting the members shall elect an executive committee to manage SAULCA.
- 9.11 The Executive Committee shall include, subject to paragraph 13 below, a delegate from each of the regions set out in the regulations of this constitution and at least one delegate who is not a Director of a law clinic.

9.12 The general meeting shall elect to the Executive Committee:

9.12.1 a president;

9.12.2 a vice- president;

9.12.3 a general secretary;

9.12.5 a treasurer; and

9.12.6 no more than 2 additional members.

9.13 A properly convened and quorate General Meeting of the Association is competent to carry out all the objectives and to exercise all the powers of the Association as set out in this Constitution.

9.14 The members in General Meeting may review, approve or amend any decision taken by the Executive Committee but no such resolution of the Association shall invalidate any prior action taken by the Executive Committee in accordance with the provisions of this Constitution.

## **10. PROCEDURE OF ELECTION OF EXECUTIVE COMMITTEE MEMBERS**

The following procedures shall apply to the election of the Executive Committee:

10.1 No later than 2 months before the general meeting the secretary shall send a notice to the members calling for nominations to the executive committee.

10.2 No later than 1 month before the general meeting, the general secretary shall receive written nominations with the prior consent of the nominee, from the members for positions on the executive.

10.3 Should no non- Director or no one from any of the regions set out in the regulation be nominated, the general secretary shall, within one week of nominations having closed, send the members notice of this fact.

10.4 Within one week of this notice, the general secretary may receive additional nominations solely to provide for these nominations, if any.

10.5 Should no nomination for any one or more of the available positions be received, the general secretary shall, within one week of nominations having closed, send the members notice of this fact.

10.6 Within one week of this notice, the general secretary may receive additional nominations solely to provide for these nominations, if any.

- 10.7 If, between closing of nominations and the meeting, no additional nominations are received for the positions for which no nominations were received, then and only in that event, additional nominations for that positions may be made at the meeting, by the delegates present at the meeting and with the consent of the person nominated.
- 10.8 10 days before the general meeting, the general secretary shall send the list of nominations to the members.
- 10.9 If, between closing of nominations and the meeting, one of the nominees becomes unavailable, then and only in that event, additional nominations for that position may be made at the meeting, by the delegates present at the meeting and with the consent of the person nominated.
- 10.10 The ballot shall be a secret one.
- 10.11 The general secretary shall ensure that voting takes place in an open and fair manner and as provided for in this section.
- 10.12 If no non-Director is elected, the executive committee shall appoint one of themselves to represent the interests of the non-Directors.
- 10.13 If no one from any of the regions as stipulated in the regulations is elected to the executive committee, the executive committee shall appoint one of themselves to represent the interests of that region.

## **11. EXECUTIVE COMMITTEE**

- 11.1 The executive committee shall be obliged to conduct the business of SAULCA between general meetings and shall be entitled to do whatever is necessary to give effect to its mandate, obligations and the vision, mission and objectives of SAULCA.
- 11.2 The executive committee shall be obliged to inform all members, within 14 days, of any important resolution or any other matter that affects the rights, duties and interests of the members.
- 11.3 Decisions of the executive committee shall be by majority vote with the chairperson having a casting vote.
- 11.4 Half of the members of the executive committee shall constitute a quorum.
- 11.5 A vacancy, which arises on the executive committee, shall be filled by the executive committee co-opting one of the employees of the members in good standing.

11.6 The executive committee may, at its own discretion, appoint an ad hoc member or ad hoc members to serve on the executive committee to fulfil a specific role should this appointment be in the interest of SAULCA.

11.7 The executive committee shall be entitled to dismiss anyone of its members for good cause and by way of a two third majority vote of the executive committee.

## **12. DISQUALIFICATION AND REMOVAL OF EXECUTIVE COMMITTEE MEMBERS**

An Executive Committee member shall be removed from office if she/he:

12.1 resigns; or

12.2 a successor is elected;

12.3 ceases to be an admitted legal practitioner or candidate legal practitioner employed by a full member of the Association in good standing;

12.4 becomes incapable of performing his/her duties;

12.5 misses three (3) or more Executive Committee meetings without having informed the General-Secretary prior to the meeting; or

12.6 is removed through a resolution adopted by at least two thirds (2/3<sup>rd</sup>) of the Executive Committee, being not less than four [4].

## **13. PROCEDURES AT EXECUTIVE COMMITTEE MEETINGS**

The Executive Committee may regulate its meetings and proceedings as it finds convenient, subject to the following:

13.1 The President shall chair all meetings of the Executive Committee.

13.2 In the event of the President being absent, the Vice-President shall chair the meeting. In the event of both the President and the Vice-President being absent, the Committee members present at the meeting shall elect a chairperson for the purposes of that meeting.

13.3 The President shall convene a meeting of the Executive Committee at least twice a year or at the written request of any two (2) members of the Executive Committee.

13.4 The quorum for a meeting of the Executive Committee shall be two-thirds (2/3) of the serving Executive Committee members.

- 13.5 If no quorum is present, the Executive Committee may make no decision, except to preserve the assets of the Association, to call a meeting of the general members or to postpone the executive committee meeting in accordance with the procedure set out below.
- 13.6 Any member who is unable to attend any meeting shall notify the General Secretary prior to the commencement of the meeting.
- 13.7 Each Committee member present or represented through written proxy shall have one (1) vote.
- 13.8 Questions arising shall be decided by a majority of votes. In the event of a deadlock the Chairperson shall have a casting or second vote.
- 13.9 Proper minutes and attendance records shall be kept of all meetings of the Executive Committee. The chairperson for the meeting shall sign the minutes which shall be available at all times for inspection or copying by any member of the Association on two (2) days' notice to the General-Secretary or the Deputy Secretary.
- 13.10 A resolution signed by all members of the Executive Committee shall be as valid and effectual as if passed at a duly convened meeting of the Executive Committee.
- 13.11 The Executive Committee may appoint officers and employees as it may consider necessary upon such terms and conditions as it may consider appropriate.

#### **14. DELEGATION OF POWERS**

The Executive Committee may delegate any of its powers or functions to a committee or member(s) of SAULCA subject to predetermined conditions, provided that:

- 14.1 such delegation and conditions are reflected in the minutes for that meeting;
- 14.2 a committee must include at least one Executive Committee member;
- 14.3 no expenditure may be incurred on behalf of SAULCA except in accordance with the budget approved by the Executive Committee; and
- 14.4 the Executive Committee may revoke the delegation or amend the conditions at any time.

#### **15. FINANCIAL TRANSACTIONS**

SAULCA's financial transactions shall be conducted by means of a banking account

**16. INCOME AND PROPERTY**

- 16.1 SAULCA shall be entitled to receive donations and to impose financial obligations on members.
- 16.2 Financial obligations of whatever nature shall only be imposed on members by resolution of a general meeting of SAULCA.
- 16.3 SAULCA funds shall be deposited in one or more accounts with registered financial institutions.
- 16.4 Funds may only be invested with registered financial institutions as listed in section 1 of the Financial Institutions (Investment of Funds) Act, 1984 or to get securities listed on licensed stock exchanges set out in the Stock Exchange Control Act, 1985.
- 16.5 Cheques and other documents requiring signature on behalf of SAULCA shall be signed by at least two (2) persons authorised by the Executive Committee.
- 16.6 The fact that the Association shall be entitled to receive donations shall not disallow any member to raise, receive or handle funds on its own behalf to promote the objectives of SAULCA.
- 16.7 Record will be kept of all assets of the Association.
- 16.8 No payment of money shall be made to member or office bearers, except for payment for work done and provided that such payment will be reasonable in respect of the work done.
- 16.9 Money may be refunded to members for expenses incurred on behalf of the Association.
- 16.10 Members and office bearers do not have rights over the property of the Association.
- 16.11 An accounting officer should be appointed by the general meeting of SAULCA to audit the finances of the Association.
- 16.12 The treasurer is responsible for managing the day to day finances of SAULCA and for record keeping.
- 16.13 Financial reports should be submitted to the Director of Non-Profit Organisations within six (6) months of the financial year end.
- 16.14 The financial year end of the Association will be the end of December.

**17. ACCREDITATION**

To qualify as a delegate to a general meeting of the SAULCA, a person shall be a member of the professional staff or a candidate attorney employed by the member.

## **18. RULES AND REGULATIONS**

The Executive Committee may, in order to ensure proper management of SAULCA, draft and amend regulations, which shall require ratification by the general meeting before implementation.

## **19. AMENDMENTS**

19.1 This Constitution shall be amended by a simple majority of the members of SAULCA present at any general meeting, provided that:

19.2 At least one month prior to the general meeting, full details of the proposed amendment (moved and seconded) shall be forwarded to the General Secretary; and

19.3 The General Secretary shall circulate the proposed amendment to members at least 2 weeks prior to the meeting concerned.

## **20. DISSOLUTION**

20.1 SAULCA may be dissolved by the adoption of a resolution to that effect, by a majority vote of all the members of SAULCA at a general meeting specially convened for such purpose, and of which notice has been given.

20.2 If there are not enough members present at a meeting convened for the dissolution of SAULCA, to adopt a valid resolution to that effect, the Executive Committee shall act as the liquidators of SAULCA.

20.3 Upon the dissolution of SAULCA, after all debts and commitments have been paid, any remaining assets shall not be paid to or distributed amongst members, but shall be transferred by donation to some other non-profit organisation which the Executive Committee (and failing which any division of the High Court) considers appropriate and which has objectives the same or similar to the objectives of SAULCA, and should SAULCA be exempt from the payment of any taxes and duties, the remaining assets shall be transferred to:

20.3.1 Any similar public benefit organization which has been approved in terms of section 30 of the Income Tax Act;

20.3.2 Any institution, board or body which is exempt from tax under the provisions of section 10 (1)(cA)(i) of the Income Tax Act, which has its sole or principal object the carrying on of any public benefit activity; or

19.3.3 Any department of state or administration in the national or provincial or local sphere of government of the Republic

**21. INDEMNITY**

- 21.1 Subject to the provisions of any relevant law, members of the Association or appointed delegates shall be indemnified by the Association for all acts done by them in good faith on its behalf.
- 21.2 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.

**Duly dated and signed at Broederstroom on this 19<sup>th</sup> day of November 2019**



President: EJ Hanekom



General secretary: EAC Landsberg

## **REGULATIONS**

Regulations in terms of section 11 of the Constitution of the Association of University Legal Aid Institutions adopted at the General Meeting of the Association held at the University of Durban Westville in July 2000, as amended in terms of Clause 18 of the Constitution of the South African Universities Law Clinics Association at the General Meeting of the Association held at the Venue Country Hotel, Broederstroom on 19 November 2019.

### **1. REGULATIONS: INTRODUCTION**

These regulations aim to ensure the more effective functioning of the Association by establishing regions within which members in a particular geographical region can operate, taking account of their specific circumstances and conditions.

### **2. ESTABLISHMENT OF REGIONS**

The Universities within South Africa listed below will form part of the following regions, provided that their law clinics are members in good standing:

Any law clinic of a South African University or of any public or private Higher Education Institution that is not listed in these Regulations, that is admitted by the Executive Committee of SAULCA as a full member, will be allocated to a region by the Executive Committee, and the Regulations shall subsequently be amended at the next general meeting to include such South African University or public or private Higher Education Institution.

#### **2.1 Eastern Cape**

Rhodes University  
University of Fort Hare  
Nelson Mandela Metropolitan University  
Walter Sisulu University

#### **2.2 Western Cape**

University of Cape Town  
University of Stellenbosch  
University of the Western Cape

#### **2.3 Kwazulu Natal**

University of Kwa-Zulu – Natal: Howard College Campus  
University of Kwa-Zulu – Natal: Pietermaritzburg Campus  
University of Zululand

#### **2.4 Central Region**

North –West University Potchefstroom Campus

North –West University Mafikeng Campus  
 University of Johannesburg  
 University of Free State  
 University of the Witwatersrand

## **2.5 Northern Region**

University of Limpopo  
 University of Pretoria  
 University of South Africa  
 University of Venda

## **3. OBJECTS AND POWERS WITHIN THE REGIONS**

The objects and powers in the different regions will be similar to that set out in the Constitution of the Association, on the following conditions:

- 3.1 That, at all times, any member or members adhere to the provisions set out in the Constitution of the Association;
- 3.2 That the members in the different regions will only act in matters which are of importance in the particular region;
- 3.3 That any and/or all actions by the members within a region will be subject to the approval or condonation of the Executive Committee of the Association and/or the General Meeting of the Association;
- 3.4 That matters concerning the Association on the national level will be referred to the Executive Committee for attention.

## **4. MANAGEMENT**

The members within a particular region will decide on the management structure appropriate for the particular region.

## **5. FINANCES**

The finances for a particular region will be according to the provisions set out in section 8(5) of the Constitution of the Association and the members will decide on the handling of any funds.

## **6. REPORTS**

At the general meeting of the Association each region will submit a report as to the activities within the particular region since the previous general meeting.