

CONSTITUTION OF THULAMELA

Preamble

1. We recognize that:
 - 1.1. The establishment of Thulamela was inspired by the need to create a group of advocates whose composition, current and future, is broadly representative of the society in which we live and practise as advocates;
 - 1.2. While efforts have been made to promote transformation of the legal profession, including the advancement of skills of legal practitioners who suffered and continue to suffer as a result of historical disadvantage and discrimination, a concerted effort of a specially focused group of advocates to realize the goals of transformation can serve to enhance these efforts;
 - 1.3. The sustainable pursuit of advocacy skills and excellence in legal practice requires a direct and regular intervention through focused training activities;
 - 1.4. A meaningful contribution of access to legal services by indigent persons may effectively be made when practitioners at the Johannesburg Bar undertake more *pro bono* work;

- 1.5. A meaningful contribution to social transformation and access to justice and legal services may effectively be made when practitioners at the Johannesburg Bar assist public interest organisations in their work;
 - 1.6. A transformed group of advocates which pursues the goals of excellence in legal practice has the capacity to inspire individuals and society to pursue a career in legal practice;
 - 1.7. The advocates' profession plays an essential role in securing the independence of the judiciary and the maintenance of the rule of law and the realisation of a society based on equality, dignity and freedom under the Constitution of the Republic of South Africa;
 - 1.8. Women advocates at the Bar face numerous challenges and the group will implement measures and policies in order to address those challenges.
2. We now therefore resolve to:
- 2.1. establish Thulamela as a group of advocates who are committed to the principles of non-racialism, non-sexism, non-discrimination, human dignity and equal treatment of its members and staff members;

- 2.2. promote the attainment of excellence in advocacy and maintenance of the highest ethical standards in the pursuit of legal practice;
- 2.3. promote equal access to and promote the transformation of the profession of advocates based on the principles of non-racism, non-sexism and non-discrimination;
- 2.4. foster the ethos of *pro bono* work and promote access to justice by facilitating access by indigent persons to legal services;
- 2.5. contribute to the maintenance of a constitutional democracy, which includes advancement and maintenance of the rule of law and the independence of the judiciary and the realisation of a society based on equality, dignity and freedom;
- 2.6. contribute to and promote the independence of the advocates' profession;
- 2.7. maintain a working environment based on non-discrimination, mutual respect, equality and dignity;
- 2.8. establish a group based on democratic principles, accountable and transparent leadership and promote equal and broad participation in decision-making on matters that affect Thulamela;

- 2.9. undertake on-going professional development of all members of Thulamela, and where necessary, members of other groups, including through regular training and development and mentoring of junior advocates;
- 2.10. subject to the rules governing professional practice, promote access to work by members of Thulamela and seek to redress discriminatory briefing patterns;
- 2.11. establish institutional links with educational institutions and public interest organisations on matters of mutual professional interest and to facilitate members' ability to assist public interest organisations with their work;
- 2.12. to be sensitive to the needs of women in the group.

Mission statement

3. Our mission is to provide effective advocacy with the highest level of care and professionalism to those who entrust us with their matters. Our goal is to develop and transform the legal system in South Africa through continuous training, exemplary advocacy and the pursuit of justice. We are committed to upholding the values of the Constitution and to provide access to justice.

Identity and legal character

4. The name of the group is Thulamela Group of Advocates (“Thulamela”).
5. Members of Thulamela shall be entitled to hold chambers at, and practise from, Thulamela Chambers, 1A Protea Place, Sandton, Gauteng Province.
6. Members of Thulamela may, at a special meeting convened for that purpose, decide to hold chambers and practise from any other place which is approved by the Bar Council of the Society of Advocates (Witwatersrand Local Division) (“the Johannesburg Bar”).
7. Thulamela is established as a voluntary association of advocates who are –
 - 7.1. admitted and qualified to practise as advocates;
 - 7.2. members of the Johannesburg Bar or any other Bar which is affiliated to or recognized by the General Council of the Bar (“The GCB”); or
 - 7.3. admitted as door, special or honorary members in accordance with this Constitution.
8. A corporate entity, Mentoprox (Pty) Ltd (“Mentoprox”) has been established, on behalf of Thulamela, and shall have the following powers,

functions and duties which shall be exercised subject to the direction of Thulamela:

- 8.1. to open and operate a bank account for the purpose of receiving payments made for the benefit of Thulamela, and to make payments due by it pursuant to any transaction(s) lawfully concluded by it;
- 8.2. to raise any loan(s) from suitable financial institution(s) for and on behalf of Thulamela save that any loan exceeding R1 million may only be raised with the approval of members of Thulamela by special resolution at a special or general meeting of members supplied in advance;
- 8.3. to make appropriate arrangements for repayment of such loan(s) by Mentoprox, to which end it may call upon and require such members of Thulamela to sign and execute sureties or such other securities as may be required to secure the said loan(s) provided that any such surety or other security may only be required of a member if approved by members of Thulamela by special resolution at a special or general meeting of members supplied in advance;
- 8.4. to negotiate or conclude any lease agreement, or such other transaction as is necessary for the accommodation of members of

Thulamela and its staff members provided that any such lease agreement or other transaction is approved by members of Thulamela by special resolution at a special or general meeting of members, supplied in advance of its conclusion;

- 8.5. to terminate, amend or vary any such lease agreement or similar transaction provided that any termination or material amendment or variation is subject to the approval of the membership of Thulamela by special resolution at a special or general meeting of members supplied in advance;
- 8.6. to acquire, own or dispose of property for the benefit of Thulamela and its members, and to that extent, keep a register of asset(s) provided that no transaction with a value in excess of R100 000 and no immovable property may be acquired or disposed of without the approval of the members of Thulamela by special resolution at a special or general meeting of members supplied in advance
- 8.7. to employ, and conclude contract(s) of employment with staff members of Thulamela;
- 8.8. to keep proper books of accounts which shall fairly and accurately reflect the financial condition of Mentroprox at all times, which

books shall be available for inspection by any member of Thulamela on reasonable notice;

8.9. to report regularly to Thulamela regarding the financial status of Mentoprox, its activities and any material decisions taken by Mentoprox;

8.10. to comply with all regulatory legal requirements applicable to the entity;

8.11. take such further actions, and conclude such other transactions as its board of directors may determine, but subject always to the directions of the Executive Committee and the general meeting of Thulamela.

9. In addition to the restrictions placed on the powers, functions and duties of Mentoprox in paragraph 8 above, no decision that has a material bearing on the financial liabilities of members may be taken by Mentoprox without the approval of members of Thulamela by special resolution at a special or general meeting of members which approval shall be supplied in advance.

10. Members of the Executive Committee shall be shareholders of the corporate entity established as contemplated by Clause 8, and shall, in their capacity as shareholders appoint at least two persons as directors of the corporate entity.

Membership of the Group

11. Thulamela shall have the following categories of members:
 - 11.1. Full time membership which shall be conferred on each member who holds chambers and practises from Thulamela Chambers;
 - 11.2. Door membership which shall be conferred on an advocate who does not keep chambers at Thulamela chambers, but wishes to associate with Thulamela, and to utilize its facilities in the course of his or her practice as an advocate;
 - 11.3. Special or honorary membership which may be conferred by Thulamela to a legal practitioner for his or her distinguished ability, well-established contribution to the development of the law, and professional eminence.

Acquisition of membership

12. Advocates whose names appear on annexure "A" are full time members of Thulamela at the date of adoption of this Constitution.
13. Advocates whose name appear of annexure "B" are door members of Thulamela at the date of adoption of this Constitution.

14. Any other person who wishes to apply for and become a full time or door member of Thulamela shall apply in writing and submit his or her application to the Group Administrator.
15. The Group Administrator shall forward the relevant application to the Membership Committee for evaluation, consideration and recommendation. Applications will be evaluated quarterly or as required by the exigencies of the situation.
16. Before it makes a recommendation, the Membership Committee shall circulate any application received by it to all members of Thulamela who shall be requested to indicate whether he or she supports or opposes the application and who shall be entitled to express any further comment on the suitability or not of an applicant under consideration. Where more than one candidate is under consideration, members shall also be requested to indicate their order of preference together with comment on the needs of the group in respect of the applications for membership.
17. The Membership Committee shall determine the time-period, and the procedure which shall apply in respect of the comments by members.
18. After the receipt of comments, if any, the Membership Committee shall consider them, and thereafter submit a written recommendation to the Executive Committee to either accept or reject the application and the

reasons therefore, which recommendation shall be circulated to all members of Thulamela.

19. The Executive Committee shall then consider the recommendation, and thereafter make a decision on the application. It may, if it so elects, call upon the Membership Committee to make such further inquiries and submit such further information concerning the recommendation before it makes a decision thereon. The Executive Committee shall not select any applicant for membership in circumstances where more than 10 members have opposed the relevant application without referring the application to a vote by members, which may be conducted by a procedure determined by the Executive Committee.
20. Subject to any vote as contemplated by Clause 19 above, the decision of the Executive Committee to accept or reject application for membership to Thulamela shall be final. Upon making any decision to accept or reject an application for membership, the Executive Committee shall inform members of its decision and the reasons therefore.
21. The recommendation of the Membership Committee and the decision of the Executive Committee shall take into account the objective of Thulamela to promote broad representivity in its membership, taking into account considerations of race, gender, seniority and expertise of a candidate.

22. Within a reasonable period after making its decision, the Executive Committee shall in writing inform the applicant of the outcome of his or her application.

Rights and privileges of membership

23. In addition to the rights of members in the Constitution, a member of Thulamela is entitled to:

- 23.1. utilize the name and image of Thulamela in the pursuit of his or her practice;

- 23.2. utilize all of the facilities of Thulamela, and, within reasonable bounds, to invite any other person to make use of those facilities together with him or her;

- 23.3. participate in all of the activities of Thulamela, including training activities, initiated by or conducted under the auspices of Thulamela or its relevant committee;

- 23.4. be elected and take part in any standing or ad hoc committee of Thulamela established in terms of this Constitution or by the Executive Committee; submit to the Executive Committee any complaint or grievance he or she has and require the Executive Committee to deal with and determine that complaint or grievance;

- 23.5. inspect the books of account and financial records of Thulamela and Mentoprox kept by the Group Administrator;
 - 23.6. petition for a special meeting of members of Thulamela, should he or she be able to obtain the support of at least 15 members of Thulamela, for his or her petition;
 - 23.7. vote at any general or special meeting of members of Thulamela and in any of its committees in which he or she is a member.
24. In addition to the above rights and privileges, a member of Thulamela may request the Executive Committee to initiate any training program he or she considers necessary or desirable, to promote the interests of Thulamela and to make any other proposals about the effective functioning, policies and programmes of Thulamela.

Obligations and responsibilities of membership

25. In order to enable Thulamela to comply with its financial commitments, each member is obliged to:
- 25.1. pay his or her portion of group contributions and group expenses as are determined by the Executive Committee on the recommendation of the Finance Committee (“the group dues”) within the time period prescribed by the Executive Committee;

- 25.2. pay his or her portion of the rental obligations of Mentoprox as are determined by the Executive Committee on the recommendation of the Finance Committee (“the rental dues”) within the time period prescribed by the Executive Committee;
 - 25.3. sign and execute such guarantees and other securities as are approved by Thulamela pursuant to Clause 8 above.
 - 25.4. comply with any condition determined by the Executive Committee on the recommendation of the Finance Committee relating or attaching to the loan or loans raised on behalf of Thulamela subject to any approval by Thulamela that is required pursuant to Clause 8;
 - 25.5. pay any special levy which the Executive Committee may determine, on the recommendation of the Finance Committee, whenever circumstances require the imposition of such a levy as contemplated in clause 80.7.
26. In order to protect and promote the integrity, stability and cohesion of Thulamela, and also to engender a culture of common identity, each member is obliged to:
- 26.1. adhere to the foundational values of this Constitution, in his or her dealings with his or her fellow members and staff members;

- 26.2. display the highest degree of collegiality and respect for his or her fellow members, their attorneys and other guests;
- 26.3. comply with the Thulamela Code of Conduct;
- 26.4. respect and implement decisions of Thulamela made by duly established committees established in terms of the Constitution or by the Executive Committee, or made at general or special meetings of members of Thulamela;
- 26.5. participate in the training activities or advocacy projects initiated by or held under the auspices of Thulamela or any of its relevant committees;
- 26.6. undertake, within a reasonable degree and subject to the group's policies, *pro bono* work recommended to him or her by the *Pro Bono* Committee, in addition to his or her obligation to undertake and perform *pro bono* work in terms of the Rules of the Bar Council;

Financial obligations of members

- 27. The financial obligations of each member of Thulamela will be determined in accordance with a percentage ("the Liability Percentage") to be determined by the Executive Committee on the recommendation of the

Finance Committee and approved annually by members of Thulamela by special resolution.

28. The Liability Percentage will be determined in such a manner that:
 - 28.1. each member of Thulamela has a percentage assigned to him or her;
 - 28.2. as at the commencement of each financial year, the total of the percentages assigned to each individual member adds up to 100;
 - 28.3. save in special circumstances and in accordance with group policy accepted at a general meeting, the percentages assigned to more senior members are higher than the percentages assigned to more junior members in accordance with a sliding scale;
 - 28.4. financial obligations be determined to be as affordable as possible so that affordability is not a barrier to access.

29. In respect of common areas, the rental dues of each individual member will be that percentage of the budgeted rental obligations of Mentoprox for that month determined by the Liability Percentage for that member. In respect of their own chambers, as well as space occupied by members' own staff, members are responsible for the cost of that space to Mentoprox.

30. The group dues of each individual member will be that percentage of the budgeted expenses of Mentoprox and/or Thulamela for that month determined by the Liability Percentage for that member.

31. The liability of members towards Mentoprox:
 - 31.1. Members of Thulamela are obliged to pay their rental dues to Mentoprox by no later than the 10th of the month.

 - 31.2. Members of Thulamela are obliged to pay their group dues to Thulamela by no later than the 10th of the month. Each member shall be deemed to have offered the benefit of this obligation to Mentoprox, which shall be deemed to have accepted such benefit.

 - 31.3. Non-payment of any financial obligation to Thulamela and / or Mentoprox by any member for a period exceeding three months shall be sufficient cause for the termination of that member's membership by the Executive Committee.

 - 31.4. If a member ceases to be a member of Thulamela:
 - 31.4.1. he or she will remain liable to pay the rental dues to Mentoprox and the group dues to Thulamela for a notice period, which shall be three months (or such shortened period as determined by the Executive Committee if warranted by exceptional circumstances),

or until a successor (or successors) has (or have) become liable in place of that former member, whichever is the shorter;

31.4.2. he or she will be obliged to restore his or her chambers to the same good order and condition in which it was when occupation was taken by for the former member;

31.4.3. the Executive Committee shall take reasonable steps as are necessary to cause the member concerned to be released from any guarantee or security provided by that member within a reasonable time.

32. The rights and obligations of members *inter se*:

32.1. As at the adoption of this Constitution:

32.1.1. Each member will be required to give an individual guarantee to the Truzen 62 Trust, being the landlord of Mentoprox in respect of 1A Protea Place, in order to guarantee the obligations owed by Mentoprox to the Truzen 62 Trust in terms of the contract of lease entered into by Mentoprox on 18 October 2013. Provided that the liability of each member to the

Truzen 62 Trust will be capped at the Liability Percentage and shall not be joint and several.

32.1.2. Each member will be required to give an individual guarantee to Investec Bank Limited (“Investec”) in order to guarantee the obligations owed by Mentoprox to Investec. Provided that the liability of each member to Investec will be capped at Liability Percentage and will not be joint and several.

32.2. In the event that Mentoprox were to default on its obligations to the Truzen 62 Trust and/or to Investec, the Truzen 62 Trust and/or Investec may seek to enforce the guarantees given by individual members. In such an event, each member of Thulamela will have the following rights against all other members and each member of Thulamela will owe the following obligations to all other members:

32.2.1. As between the members of Thulamela, the liability of each individual member to pay the amount claimed by the Truzen 62 Trust shall be that percentage of the total amount claimed by the Truzen 62 Trust determined by the Liability Percentage allocated to that member. If a member pays more than the aforementioned amount to the Truzen 62 Trust, he or

she shall have a right to recover the extent of that overpayment (“the overpayment”) from each other member subject to the proviso that the liability of any member to contribute to the overpayment shall not exceed such amount as represents the percentage of the amount claimed by the Truzen 62 Trust determined by the Liability Percentage allocated to that member.

- 32.2.2. As between the members of Thulamela, the liability of each individual member to pay the amount claimed by Investec shall be such percentage of the total amount claimed by Investec determined by the Liability Percentage allocated to that member. If a member pays more than the aforementioned amount to Investec, he or she shall have a right to recover the extent of that overpayment (“the overpayment”) from each other member subject to the proviso that the liability of any member to contribute to the overpayment shall not exceed such amount as represents the percentage of the amount claimed by Investec determined by the Liability Percentage allocated to that member.

32.2.3. In order to recover the overpayment, each member appoints the Executive Committee to act on his or her behalf as follows:

32.2.3.1. The Executive Committee shall divide the total amount claimed by the Truzen 62 Trust and/or Investec between members in accordance with their respective Liability Percentages in order to determine the pro rata obligation of each member (“the pro rata amount”).

32.2.3.2. To the extent that any member has paid less than the pro rata amount to the Truzen 62 Trust and/or to Investec (“the underpayment”), he or she will be obliged to pay the extent of the underpayment to the Executive Committee which shall collect it on behalf of all members who have made the overpayments.

32.2.3.3. The Executive Committee shall distribute the amounts collected from the members who have made the underpayments to the members who have made the overpayments

in such a manner that each member is reimbursed as closely as possible for the extent of his or her overpayment.

Code of Conduct, Dispute Resolution, Termination and Reinstatement of membership

33. Thulamela will adopt a Code of Conduct to foster the founding values of the group. The Code of Conduct will be adopted by special resolution. The Code of Conduct:

33.1. will identify conduct that is required of members and conduct that, if committed, warrants remedial action.

33.2. will, subject to the Constitution, determine procedures for the investigation of and taking of remedial action.

34. Whenever allegations of a serious breach of the Thulamela Code of Conduct have been made against a member of Thulamela, have come to the attention of or have been reported by any person to the Executive Committee, the latter shall initiate proceedings against such a member to determine whether such allegations are true and whether his or her membership should, as a result, be terminated.

35. The nature and extent of the investigation into serious allegations of breach of the Code of Conduct, the procedure to be adopted in the

proceedings against a member shall be determined by the Executive Committee but be subject to the requirements of fairness and, if appropriate, confidentiality.

36. Upon completion of its investigations and conclusion of proceedings against the affected member, the Executive Committee shall make a finding on whether a member is guilty or not guilty on the allegation of a serious breach of the Code of Conduct.
37. Where the Executive Committee concludes that a member is not guilty on the allegations of impropriety, then, it shall notify the affected member of its outcome, and if necessary, request the Group Administrator to notify all other members of the Group of that outcome.
38. In the event the affected member was on suspension, in terms of Clause 50 below, when the Executive Committee concludes that he or she is not guilty on the allegations of impropriety, the suspension will there and then fall away.
39. Where the Executive Committee concludes that a member is guilty of allegations of impropriety, the Executive Committee shall prepare a recommendation and motivation on whether the membership of a member so found guilty should be terminated.
40. The Executive Committee shall immediately convene a special meeting of members of Thulamela to consider and decide on the recommendation. In

the event the special meeting of members accepts the recommendation of the Executive Committee, then the membership of the member shall be terminated.

41. The termination of membership pursuant to the special meeting of the members of Thulamela shall take effect immediately when the Executive Committee notifies the member concerned of that decision.
42. In order to protect and promote the interests and image of Thulamela, the Executive Committee may notify the Bar Council, the GCB or any other person or entity of the decision to terminate the membership of a member.
43. After the termination of his or her membership, the affected person will immediately cease to enjoy rights and privileges that flow from membership of Thulamela.
44. The termination of membership shall not preclude the Executive Committee or any other person authorized by it to enforce any financial or other obligations owed by him or her to Thulamela.
45. A person whose membership of Thulamela has been terminated in terms of this Constitution may apply for re-instatement of his or her membership. The Executive Committee shall consider the application for re-instatement of membership and make a recommendation whether to re-instate or not.

46. The recommendation of the Executive Committee shall be considered by a special meeting of members of Thulamela convened by the Executive Committee for that purpose.
47. The decision of the special meeting on the recommendation of the Executive Committee shall be final and the Executive Committee shall immediately notify the applicant of that decision.
48. In the event the special meeting of members decides to re-instate, then, the membership of the affected person will be re-instated and the re-instatement shall become effective when the Executive Committee notifies him or her of that decision.
49. If it is in the interests of Thulamela, the Executive Committee may notify the Bar Council, the GCB or any other person or entity of the decision to re-instate the membership of a former member.

Suspension of membership

50. The Executive Committee may suspend a member of Thulamela with or without condition(s), where there is or there are good grounds that justify a suspension, pending the outcome of an inquiry into the conduct of such a member, in order to determine whether his or her membership of Thulamela should be terminated.

51. Before it makes a decision to suspend a member, the Executive Committee shall inquire into the facts and circumstances in order to determine whether there is good cause which justifies the decision to suspend, and only after it has afforded the affected member an opportunity to respond to those facts and circumstances.
52. The nature and extent of the inquiry to establish the existence or absence of good cause will be determined by the Executive Committee having regard to the nature of allegations against a member, the effect of those allegations on the image of Thulamela, the response of the affected member to those allegations and the urgency with which those allegations must be dealt with.
53. The duration of a suspension and the conditions, if any, attached thereto, shall be determined by the Executive Committee, having regard to both the interests of Thulamela, the affected member and any third party who is affected by the relevant allegations.
54. Unless the Executive Committee directs otherwise, the suspension shall not relieve a member from the obligation to pay Group dues, rental dues and other financial contributions required from him or her.

Governing Structure of Thulamela

55. The highest governing structure of Thulamela in respect of all matters is its members constituted at general, special or annual general meetings.

Annual general meeting

56. The Executive Committee shall call an annual general meeting of members in order to decide on, *inter alia*,

56.1. election of;

56.1.1. a Group Chair of Thulamela;

56.1.2. a Deputy Group Chair of Thulamela;

56.1.3. members of the Executive Committee of Thulamela;

56.1.4. members of standing committees established in terms of this Constitution;

56.2. adoption or ratification of any policy for Thulamela;

56.3. adoption of any ordinary or special resolution proposed by a member or members of Thulamela in terms of the procedure prescribed by the Executive Committee;

- 56.4. consideration and approval of an annual report prepared by the Executive Committee on the affairs of Thulamela and Mentoprox;
 - 56.5. consideration of the annual financial statements of Mentoprox;
 - 56.6. consideration and approval of the annual financial statements of Thulamela;
 - 56.7. consideration and approval of minutes of the previous annual general meeting, if any, presented to it by the Executive Committee.
 - 56.8. any matter of importance to the Group.
57. In the election of the members of the Executive Committee and the standing committees established in terms of this Constitution, members present at the annual general meeting shall have regard to the need to promote race, gender, and widest participation by all members of Thulamela in the committees.
58. The Executive Committee shall give at least one month's notice to all the members of the date, time, place and agenda of the annual general meeting which shall be held in the last quarter of every year.

59. It is within the competence of the members at the annual general meeting to give such strategic direction to Thulamela as they may consider necessary or desirable.

General meeting

60. The Executive Committee is obliged to hold a general meeting of members during the months of March, June and September of each year.
61. A notice calling for a general meeting shall be given by the Executive Committee to all members of the Group at least two weeks before the date of the meeting.
62. The notice of the meeting shall set out the date, time and place, as well as the business to be transacted at the general meeting.

Special meeting

63. A member is entitled to call for a special meeting of members, providing that such a member submits a petition to the Executive Committee which enjoys the support of at least 15 members of Thulamela.
64. The petition shall set out the issue or question which a member requires the special meeting to consider and the proposed resolution which a member requires the meeting to adopt.

65. The Executive Committee shall, pursuant to a petition submitted by a member in terms of this Constitution, and may, of its own accord, convene a special meeting of members to consider and decide upon the question or questions described in the notice of that meeting.
66. Whenever the Executive Committee convenes a special meeting on its own initiative, it shall give notice of the meeting to all members of Thulamela at least two weeks in advance, and set out the agenda, date, time and place of the meeting, as well as the special resolution, if any, it requires the meeting to consider and adopt.

General requirements of meeting of members

67. All proceedings of the annual general meeting, the general or special meetings shall be properly minuted and minutes thereof shall be considered and approved at the subsequent annual general meeting, general or special meetings, as the case may be.
68. The Executive Committee shall appoint a scribe to take minutes of the meetings and who shall then compile the minutes and submit them to the Executive Committee for safe keeping.
69. A quorum at the annual general meeting, general or special meetings of members of Thulamela shall be 51% of members who are in good standing as at that date.

70. Should the prescribed quorum not be achieved at the annual general meeting, general or special meetings, then, that meeting shall stand adjourned to a date determined by the Chairperson of the meeting. On the date of adjournment, members present at the meeting so adjourned, shall constitute a quorum and will be entitled to transact on the business set out in the relevant notice of that meeting.
71. Decisions made at the annual general meeting, general or special meetings of members of Thulamela shall be by ordinary majority of members present at the relevant meeting. Provided that:
- 71.1. ordinary resolutions proposed and adopted at the meeting shall be carried by ordinary majority of members present and entitled to vote;
- 71.2. special resolutions shall be passed by a special majority of two-thirds of members present and entitled to vote at the meeting.
72. Resolutions and decisions passed at the annual general meeting, general or special meetings shall become effective immediately upon being passed at the relevant meeting and members will be obliged to comply with them, as soon as the Executive Committee notifies them by email of those resolutions and decisions.
73. The following matters shall be decided by a special resolution:

- 73.1. A change of name of Thulamela;
 - 73.2. A change of the place for the holding of chambers by members of Thulamela;
 - 73.3. The imposition of a special levy or levies on members;
 - 73.4. The amendment of this Constitution;
 - 73.5. The dissolution of Thulamela.
 - 73.6. Other matters prescribed under the Constitution
74. The business of any meeting shall be such business as is mentioned in the notice convening the meeting and such other business as the Chair may allow having regard to the notice convening the meeting.
75. Members shall be entitled to:
- 75.1. Place matters on the agenda at any annual general meeting at least one week in advance of date of the meeting; and
 - 75.2. To vote at the meeting, including by means of sending a written proxy to the Chair.

The Governance Structure of the Group

76. The Group's governance structure shall be comprised as follows:
- 76.1. the Executive Committee;
 - 76.2. the Group Chair who is part of the Executive Committee;
 - 76.3. the Deputy Group Chair who is part of the Executive Committee;
 - 76.4. the standing committees of the Group (i.e. Membership and Housing Committee, Finance Committee, Human Resource Committee, Advocacy and Training Committee, Junior Development Committee and Pro Bono and Public Interest Law Committee).

The Executive Committee

77. The Executive Committee is hereby established as the highest management and administrative organ of Thulamela. It is also established as the highest decision-making body on the affairs of Thulamela, between the annual general meeting, general meeting and special meeting of members.
78. The Executive Committee shall be constituted as follows:
- 78.1. 8 members comprised of 4 silks and 4 juniors;

- 78.2. 4 alternates comprising 2 silks and 2 juniors who shall participate in all activities of the Executive Committee save that such alternatives shall only exercise a vote in the event of a member being unable to vote.
79. The Executive Committee should be properly representative and ensure a proper balance between juniors and seniors, and be gender and racially sensitive.
80. In order to fulfil its functions and duties of managing and administering the affairs of Thulamela, the Executive Committee is entitled, and where appropriate shall be obliged, to:
- 80.1. appoint staff members of Thulamela, and conclude a contract of employment with each staff member;
- 80.2. appoint a Group Administrator, to manage the daily affairs of Thulamela, and to account and report to the Executive Committee, and other appropriate committees on his or her duties;
- 80.3. establish a corporate entity which shall be entitled, subject to the approvals contemplated by Clauses 8 and 9 above, to:
- 80.3.1. conclude a lease or similar transaction that is necessary for the housing or accommodation of members of Thulamela;

- 80.3.2. conclude any loan or funding agreement with a financial institution(s) to raise funds that are required to meet the capital requirements and other expenses of Thulamela;
 - 80.3.3. operate a bank account for and on behalf of Thulamela;
 - 80.3.4. acquire, own or dispose of property owned by Thulamela;
 - 80.3.5. take such steps as are necessary to recover funds due to Thulamela and enforce any liability against a member or third party due to Thulamela;
 - 80.3.6. keep proper books of account duly audited at the financial year-end of such an entity.
- 80.4. propose financial requirements which each member of Thulamela is required to fulfil and comply with, in order to enable the corporate entity to raise a loan or other forms of funding and to repay the loan or other financial borrowing as is required by a financial institution which provides the loan or funding;
- 80.5. propose the nature and extent of group contributions which each member is required to make in each month in line with the approved budget;

- 80.6. subject to Clause 31, determine the due date by which each member is required to pay his or her group contributions, and the extent of interest, if any, which shall accrue on payments made after due date;
- 80.7. determine and impose special levy or levies which may be required in order to meet the financial requirements of Thulamela. The Executive Committee shall not give effect to the imposition and payment of the special levy or levies until such time as a special meeting of members is convened and decides on the imposition of the special levy or levies;
- 80.8. determine any policy for Thulamela, subject to adoption of such a policy by members at the annual general meeting, general meeting or special meeting. Provided that in determining any policy for Thulamela, the Executive Committee shall follow a transparent and participative procedure;
- 80.9. facilitate the election of members to the standing committees of Thulamela, in a manner that is sensitive to considerations of race, gender and wide participation by all members of Thulamela;
- 80.10. establish an ad hoc committee or committees of Thulamela in order to carry out a specific project of a short term nature. For that purpose, the Executive Committee shall be entitled to co-opt

any member to participate in the ad hoc committee or committees so established;

80.11. ensure, and call upon, the standing committees or ad hoc committees to account to and submit reports to it on the activities undertaken by those committees, and do so at such intervals as the Executive Committee may determine.

81. The term of members of the Executive Committee may be no more than 2 years.

The Group Chair / Deputy Group Chair

82. The Group Chair and the Deputy Group Chair will be elected by members of the Group at its Annual General Meeting. The term of the Group Chair and the Deputy Group Chair may be no more than 1 year.

83. The Group Chair's functions include:

83.1. Convening meetings of the Executive Committee and the Group, as and when required, and chairing those meetings.

83.2. Taking decisions in respect of matters that do not require Group or Executive Committee approval.

- 83.3. In consultation with the Executive Committee, co-ordinating the formulation of policy regarding the functioning of the Group and its future direction in relation to all the issues mentioned above.
 - 83.4. Representing the Group in relation to the Bar and the profession generally.
 - 83.5. Ensuring that Group matters are conducted in a transparent and participative manner.
84. The Deputy Group Chair shall assist the Group Chair in all of his or her functions.

The standing committees of the Group

85. The standing committees of Thulamela which are hereby established are the following:
- 85.1. Membership and Housing Committee;
 - 85.2. Finance Committee;
 - 85.3. Human Resource Committee;
 - 85.4. Advocacy and Training Committee;

85.5. Junior Development Committee;

85.6. Pro Bono and Public Interest Law Committee.

86. The Finance Committee, in consultation with the Executive Committee, is required to prepare an annual budget. The budget is to be approved and adopted by ordinary resolution by the members of Thulamela prior to the beginning of the relevant financial year.

86.1. The budget to be put to the members for approval at the annual general meeting must include, inter alia, the following:

86.1.1. The basis of the determination of the Liability Percentage;

86.1.2. The basis of the anticipated group dues referred to paragraph 30;

86.1.3. The basis of the anticipated extent of the financial requirements referred to at paragraph 80.4, for the year;
and

86.1.4. The basis of the determination of the nature and extent of group contributions required from each member, referred to at paragraph 80.5.

87. The mandate of each of the standing committees shall be determined by the Executive Committee, and may be reviewed by members at the annual general meeting. Provided that members shall be entitled to make proposals to the Executive Committee about the mandate of standing committees at any time.
88. Each standing committee shall meet at least twice a month to carry out its mandate. The convenor of each committee may call a meeting of his or her committee at any time he or she considers necessary.
89. Each standing committee shall, at regular intervals determined by the Executive Committee, submit a report to the Executive Committee on progress in carrying out its mandate.
90. The term of the members of the standing committees may be no more than 2 years.

General

91. This Constitution shall be adopted by members of Thulamela at a special meeting convened for that purpose. Once adopted, the Constitution shall govern the management affairs of Thulamela and regulate the interests of the members.
92. Despite the adoption of the Constitution, the interim governing structures shall continue to operate until the Executive Committee and the standing

committees established in terms of this Constitution take over the functions and duties of those committees.

93. The Executive Committee shall consider and propose any amendment to the Constitution which is necessary in order to promote the objectives and interests of Thulamela in a manner which is effective and efficient.

**ADOPTED BY MEMBERS OF THULAMELA AT ITS SPECIAL MEETING HELD ON
THE 14th DAY OF NOVEMBER 2013.**

Annexure A:

Ori Ben-Zeev	Tshepo Mofokeng
Jonathan Berger	Phillip Mokoena SC
Bogoshi Bokaba SC	Emmanuel Mokutu
Jason Brickhill	Les Morison SC
Peter Buirski	Kgomotso Moroka SC
Alfred Cockrell SC	Byron Morris
Susannah Cowen	Gcobani Ngcangisa
Gaby Damalis	Dewaal Nigrini
Jenilee Daniels	Lindi Nkosi-Thomas SC
Watson David	Thandi Norman SC
Farhana Docrat	Nkhensani Ntuli
Nick Ferreira	Ingrid Opperman
Adrian Friedman	Kenny Pheto
Leah Gcabashe	Stanley Pincus
Anthony Gotz	Phoswa-Lerotholi
Adila Hassim	Warren Pye
Frances Hobden	Hephzibah Rajah
Kate Hofmeyr	Magafe Ramaepadi
Pumeza Jara	Tony Rubens SC
Basil Joseph	Stanley Sitole
Raylene Keightley	Danie Smit
Moipone Kgatla	Carol Steinberg
Karabo Kgoroadira	Xola Stemela
Mpumi Khanyeza	Mkhululi Stubbs
Dabi Kumalo SC	Shem Symon SC
Adam Laser	Ayesha Tiry
Reza Latib	Wim Trengove SC
Brian Lecoge	Stephen Vivian
Bruce Leech SC	Gethin Wilks
Bobby Levin SC	Seena Yacoob
Emmanuel Limberis SC	
Piet Louw SC	
Eulenda Mahlangu	
Monare Makoti	
Vincent Maleka SC	
Kenny Manyage	
Gilbert Marcus SC	
Rudolf Mastenbroek	
Frank Mathibedi SC	
Nicole Mayet	
Ngedwani Mgcina	
Saul Miller	

Annexure B

Simmy Lebala SC
Max Du Plessis