

**DRAFT CONSTITUTION OF THE
ADMINISTRATIVE JUSTICE ASSOCIATION OF SOUTH AFRICA (AdJASA)**

PART 1 - GENERAL

Name

1. There is established in accordance with this Constitution an association having legal personality with the name "Administrative Justice Association of South Africa", known as the AdJASA or the Association in what follows.

Interpretation

2 In this Constitution, unless the context otherwise requires:

“administrative justice” means the pursuit and achievement of accountability under the rule of law for the exercise of public power and the performance of public functions, both through the law and through other means of review;

"Executive" means the Executive of the AdJASA referred to in article 10;

"member" means a member of the Association;

"office-bearer" means a person referred to in article 10;

"organisation" means any body of persons, whether incorporated or unincorporated, and includes a government department or government authority;

"person" includes an organisation; and

“province” means one of the provinces into which South Africa is divided in terms of the Constitution of the Republic of South Africa, 108 of 1996.

Objects

3. The objects of the Association are:

(a) to promote knowledge of and interest in administrative justice;

- (b) to provide a forum for the exchange of information and opinions on aspects of administrative justice among persons involved in, affected by, or interested in, that area of public power;
- (c) to disseminate information about administrative justice and, in particular, current developments in the field;
- (d) to publish and encourage the publication of papers, articles and commentaries about administrative justice;
- (e) to arrange lectures, seminars and conferences about administrative justice;
- (f) to make and disseminate reports, commentaries and submissions on aspects of administrative justice, both to organs of State and to the public at large, through the media or other means;
- (g) to co-operate with institutions of academic learning, and with other institutions or persons having an interest in administrative justice, both within South Africa and abroad;
- (h) to protect and promote the rule of law and accountability in the public interest by means of advocacy, engagement and co-operation with appropriate public and private bodies, and through litigation, after due consultation with the membership; and
- (i) to explore mechanisms for the widening of access to administrative justice.

Powers

4. AdJASA has all such powers as are necessary or convenient to carry out its objects and, in particular, the authority:

- (a) to enter into contracts;
- (b) to open and administer bank accounts as necessary, and perform such functions associated with such accounts as are necessary;
- (c) to invest money of the Association not immediately required for any of its objects in any manner in which trustees are authorised by law to administer money held in trust;
- (d) to make grants or award scholarships and prizes to persons who are, or have been, studying, teaching or engaging in research in pursuit of the objects set out above;

- (e) to solicit and accept gifts, grants, and bequests, and to act as trustee of money or other property vested in the Association;
- (f) to employ staff;
- (g) to engage consultants and professional assistance; and
- (h) to sue and be sued in its own name.

Income

5.(1) The income of the Association must be applied solely towards the promotion of its objects in the manner determined by the Executive.

(2) No part of that income:

- (a) is to be paid or transferred to any member directly or indirectly by way of dividend, bonus or otherwise; or
- (b) is to be used for the purpose of trading or securing pecuniary profit to any member.

(3) No member is to be appointed to perform any function in respect of which there is payable any remuneration by way of salary, fees or allowances.

(4) No member is to be paid or given any remuneration or other benefit in money or money's worth (other than the reimbursement of expenses incurred on behalf of the Association).

(5) Nothing in this clause prevents the payment in good faith to a member of remuneration in return for services rendered, or goods supplied, to the Association by the member in the ordinary course of business, but such payments must be disclosed to the membership.

PART 2 - MEMBERSHIP AND FEES

Membership

6.(1) Any person who supports the objects of the Institute is eligible for membership of the Institute.

(2) A person who wishes to become a member must lodge with the Secretary a written application accompanied by the relevant membership fee.

(3) The Executive may, in its discretion, admit the applicant to membership or refuse the application

(4) The Executive may admit a person to honorary membership and may terminate such membership at its discretion.

(5) A person ceases to be a member other than an honorary member if the person does not pay the membership fee due by the person for a financial year within three months after the date on which membership fees for that financial year are determined or the date on which the person became a member, whichever is the later, or within such further period as the Executive in special circumstances allows.

(6) The Secretary must keep a membership register in which the names and addresses of members are recorded.

Membership fees

7.(1) The membership fees for a financial year are fixed annually by the membership in general meeting, after a proposal by the Executive, setting differential fees for at least the following categories of member: an organisation; an employed individual; a student or a person who is not engaged in paid employment; and a library.

(2) Membership of the Association as a student or a person not engaged in paid employment does not entitle the person to receive copies of the publications of the Association free of charge but such persons may purchase those publications at a reduced rate, determined by the Executive from time to time.

(3) Membership of the Association as a library entitles the library to receive copies of all publications provided to individual and organisational members but will not entitle the library to any of the other membership benefits.

Resignation

8.(1) A member resigns from the Association by written notice to the Secretary.

(2) Resignation of a member does not prejudice the right of the Association to recover any debt owed to AdJASA, or any money or other property of the Association held by that person at the date of resignation.

Cancellation of membership

9.(1) The Executive may cancel the membership of a member who the Executive has reason to believe has acted in a way contrary to the best interests of the Association.

(2) Before the Executive decides whether to cancel any membership, it must give to the member written notice stating that it is considering the cancellation of membership, setting out the matters which have given rise to this proposed action, and giving the member a reasonable opportunity to make any representations.

(3) Written notice of a decision of the Executive under this clause must be given by the Secretary to the member, by registered mail sent to the member's address as recorded in the register of members, or by electronic mail.

(4) A member aggrieved by a decision of the Executive under this rule may request the Secretary in writing to allow him or her to present reasoned arguments at the next general meeting of the Association why the decision should be reviewed.

(5) Cancellation of membership does not prejudice the right of the Association to recover from the person whose membership was cancelled any debt owed to the Association, or any money or other property of the Association held by that person at the date of cancellation.

PART 3 - MANAGEMENT

Executive

10.(1) The management of the affairs and property of AdJASA is vested in the Executive.

- (2) The following office-bearers comprise the Executive:
- (a) a President;
 - (b) two Vice-Presidents;
 - (c) a Secretary;
 - (d) a Treasurer; and
 - (e) not more than six other members.

(3) Membership of AdJASA is a prerequisite for service in the executive.

Tenure of office

11.(1) The Executive must be elected at each annual general meeting and hold office until the next annual general meeting.

- (2) Members of the Executive may be re-elected.

Powers of Executive

12.(1) The Executive may do whatever it considers necessary or convenient for the purpose of carrying out the objects of AdJASA, other than anything which this Constitution requires to be done by members at a general meeting.

- (2) The Executive must ensure that it acts with due diligence at all times.

(3) The Executive may appoint committees of members to perform such functions on its behalf as it deems fit and may give directions as to the procedures to be followed by a committee.

- (5) The Executive may:

- (a) co-opt the services of any person to assist it in the performance of its functions; and
- (b) authorise a committee to co-opt the services of any person to assist that committee in the performance of its functions;

but a person so co-opted does not have power to vote on any matter being considered by the Executive or the committee.

Vacation of office

13.(1) Subject to sub-clause (2), an office becomes vacant if the holder:

- (a) becomes of unsound mind; or
- (b) is convicted of an offence punishable by imprisonment; or
- (c) is absent from more than three consecutive meetings of the Executive without the consent of the Executive; or
- (d) ceases to be a member; or
- (e) resigns from the office by written notice given to the President.

(2) An office does not become vacant under paragraph (a), (b) or (c) until the Executive has given to the holder written notice stating that it is proposing to relieve such holder of their office, setting out the matters to which its proposal relates and giving to the holder a reasonable opportunity to make submissions on the matter.

Casual vacancies

14.(1) The Executive may appoint a member who is eligible to any office that becomes vacant before the next annual general meeting.

(2) The Executive continues to function despite any vacancy in its membership.

(3) Where an office is not filled at an annual general meeting, the Executive may at any time before the next annual general meeting appoint to the office a member who is eligible.

(4) A person appointed under this clause holds office until the next annual general meeting.

Meetings of Executive

15.(1) The Executive must hold such meetings as are necessary for the efficient performance of its functions.

(3) The President may convene a meeting at his or her discretion, but must, on receipt of a written request signed by at least two other office-bearers, convene a meeting.

(4) The President presides at all meetings at which he or she is present.

(5) Where the President is not present at a meeting, a Vice-President chosen by the office-bearers present presides, or, if neither Vice-President is present, those present are to choose one of their number to preside.

(6) At a meeting five office-bearers form a quorum.

(7) Decisions are made by a majority of those present and voting.

(8) The office-bearer presiding at a meeting has a deliberative vote and, if the votes are equal, also a casting vote.

(9) The Secretary is to keep minutes of meetings, which he or she must circulate to members with reasonable expedition.

(10) In exceptional and urgent circumstances, if a majority of the office-bearers (not being fewer than five in number) sign a document containing a statement that they support a resolution of the Executive in terms set out in the document, that resolution must be deemed to have been passed at a duly constituted meeting of the Executive held on the day on which the

document was signed or, if the office-bearers sign the document on different days, on the day on which the document was last signed by an office-bearer.

Disclosure of interests of officers

16.(1) An office-bearer who has a direct or indirect pecuniary interest in a matter being considered or about to be considered by the Executive must, as soon as practicable after the relevant facts have come to his or her knowledge, disclose the nature of the interest to a meeting of the Executive.

(2) A disclosure under sub-article (1) is to be recorded in the minutes of the meeting and the office-bearer must not, unless the Executive otherwise determines, be present during any deliberation of the Executive with respect to that matter, or take part in any decision of the Executive with respect to that matter.

PART 4 - FINANCE

Source of funds

16. The funds of the Association are derived from membership fees, income from any money invested and any money accepted as a donation or derived from any activities of the Association in furthering its objects.

Financial year

17. The financial year of AdJASA runs from 1 January to 31 December in any year.

Bank accounts

18.(1) The Treasurer is to receive all money paid to the Association and must deposit the money without deduction to the credit of a bank account in the name of AdJASA.

(2) Financial documents including cheques and other negotiable instruments must be signed by any two of the following: the President, a Vice-President, the Secretary, the Treasurer.

Books of account

19. The Treasurer must keep proper accounts and records of the financial transactions and financial affairs of the Association, which must be audited annually by an external agency appointed for that purpose at the Annual General Meeting of the Association.

PART 5 - GENERAL MEETINGS

Notices

20. A notice of a general meeting must contain the date, time and place of meeting and a list of matters (including the text of any motion of which the Secretary has received notice) to be considered at the meeting.

Quorum and proxies

21.(1) The quorum at a general meeting is twenty members or one-fifth of the total membership, whichever is the lesser, present in person or by proxy.

(2) If a quorum is not present, a date (not being later than 14 days after the date fixed for the original meeting) for an alternative meeting, must be fixed by the Executive, or the members present may continue with the business of the meeting, but any decisions made will only become valid after endorsement by the membership of the Association achieved through their express approval notified to the Secretary of the minutes of such inquorate meeting.

(3) A member that is an organisation may be represented by any one person and, when so represented, must be taken to be present in person but nothing prevents an organisation from appointing a proxy.

(4) An appointment of a proxy must be in writing given to the Secretary at or before the start of the meeting, and such proxy must be a member.

Presiding officer

22.(1) The President, or in her or his absence a Vice-President chosen by the Executive, presides at a general meeting.

(2) If at a general meeting neither the President nor a Vice-President is present within 15 minutes after the time fixed for holding the meeting, the members present must choose one of their number to preside.

Method of voting at general meetings

23.(1) At a general meeting, each member present in person has one vote, and each member present by proxy has one vote when a poll is taken.

(2) Voting on a motion moved at a general meeting is to be by a show of hands.

- (3) If a member so requests, voting is to be by secret ballot.

Decisions at general meetings

24.(1) Except as otherwise provided in this Constitution, decisions must be made by a majority of the members present in person or by proxy and voting.

(2) The member presiding has a deliberative vote only and, if the votes on an issue are equal, the question must be decided in the negative.

(3) A motion of censure moved at a general meeting in respect of any act or omission of the Executive is not to be taken to have been agreed to unless it is passed by a majority of at least two-thirds of the members present in person or by proxy and voting.

(4) The member presiding at a general meeting must determine whether a motion constitutes a motion of censure.

Effect of resolutions

25. Resolutions passed at a general meeting are binding on all members whether or not present at the meeting.

Minutes

26. The Secretary keeps minutes of general meetings.

Annual general meetings

27.(1) The Executive must hold an annual general meeting of the Association during the first four months of each financial year at such date, time and place as it determines.

(2) The Secretary must give at least 21 days' written notice of an annual general meeting to each member.

(3) The matters to be considered at an annual general meeting must include:

- (a) the report of the Executive for the previous financial year;
- (b) an audited statement of income and expenditure, and an audited balance sheet, for the previous financial year;
- (c) the election of officers;

- (d) the appointment of an auditor; and
- (e) motions of which notice has been given in accordance with this Constitution.

Notices of motion

28.(1) A member may give to the Secretary, not less than 14 days before the date fixed for the annual general meeting, written notice of a motion that the member intends to move at that meeting.

(2) A motion may not be moved at an annual general meeting unless:

- (a) notice of the motion has been given; and
- (b) in the case of a motion for amendment of this Constitution, the notice sets out the terms of the motion and states that it is proposed to move the motion at the meeting as a special resolution.

(3) This requirement does not prevent a motion (other than a motion for amendment of this Constitution) being considered if a majority of not less than two-thirds of the members present in person or by proxy and voting, approve.

Election of office-bearers

29.(1) The Secretary must call for nominations for election to the Executive by written notice sent to all members at least 14 days before the day on which the annual general meeting is to be held.

(2) A nomination for any office is invalid unless it is in writing, specifies the office to which the nomination relates and is signed by a proposer and a seconder (each being a member) and the nominee.

(3) If the number of nominations received for a category of office is equal to the number of vacancies in that category of office, the persons nominated are elected.

(4) If the number of nominations received for a category of office exceeds the number of vacancies in that category of office, a secret ballot must be held in such manner as the member presiding directs.

(5) Each member present, in person or by proxy, has one vote in respect of each office that is to be filled.

(6) If there is only one vacancy in a category of office, the candidate who receives the highest number of votes is elected but, if two or more candidates receive the highest number of votes, the President is to decide by lot which of them is elected. If this situation occurs in respect of the election of the President, the Secretary must decide by lot who is to be elected.

(7) If there is more than one vacancy in a category of office, the candidate who received the highest number of votes is elected, the candidate who received the next highest number of votes is also elected, and so on, until all the vacancies are filled but, if at any stage two or more of the remaining candidates receive the same number of votes and the number of those candidates exceeds the number of remaining vacancies, the President is to decide by lot which of them is or are elected.

Special general meetings

30.(1) The Secretary must convene a special general meeting when requested to do so upon the receipt of a written request from not fewer than ten members specifying the particular matter that they wish to have considered at the meeting.

(2) The meeting must be held within 28 days after the day on which the request was received.

(3) The Executive may, of its own motion, convene a special general meeting to consider such matters as the Executive determines.

(4) The Secretary must give at least 21 days' written notice of a special general meeting to each member.

(5) The notice must set out the terms of any motion proposed to be moved at the special general meeting and must state that it is proposed to move the motion as a special resolution.

(6) The matters to be considered at a special general meeting must be confined to the matters specified in the notice of the meeting given to members.

Auditor

31.(1) The meeting that adopts this Constitution and each annual general meeting must appoint an auditor.

(2) If the position of auditor is not filled at a general meeting or becomes vacant before the next annual general meeting, the Executive may appoint an auditor.

(3) An auditor holds office until the next annual general meeting.

PART 5 PROVINCIAL, REGIONAL OR SPECIAL INTEREST CHAPTERS

Executive may establish Chapters

32.(1) The Executive may establish a Chapter of the Association either in any province or region where sufficient interest justifies it, or for a special interest group of members, such as university teachers of administrative law or public servants, and may abolish a Chapter so established.

(2) A regional Chapter consists of the members who reside in the place, or one of the places, in respect of which the Chapter is established.

(3) A special interest Chapter is established on a national basis.

(4) A committee must be established to manage the affairs of a Chapter; and a bank account must be opened for the purposes of the Chapter.

(5) The financial transactions and financial affairs of a Chapter form part of the financial transactions and financial affairs of the Association.

PART 6 - MISCELLANEOUS

Service of notices

33. A notice to be given to a member may be sent by post, by facsimile or by electronic mail, provided that every member must specify the most appropriate means of communicating with her or him.

Custody of books

34(1) The Secretary is to have custody of any books of the Association other than books relating to financial matters, which are the responsibility of the Treasurer.

(2) A member is entitled, upon reasonable notice to the Secretary or Treasurer, to inspect at any reasonable time any books of AdJASA in the custody of the Secretary or Treasurer, and to make copies at her or his own expense.

Personal indemnity

35. The Institute is required to indemnify any member in respect of any liability incurred by the member, with the authority of the Executive, on behalf of the AJASA.

Rules

36.(1) The Executive may make rules, not inconsistent with this Constitution, for the internal management of the Association and may at any time alter or revoke such rules.

(2) The Secretary must give written notice of the making, alteration or revocation of a rule to all members of the Association.

PART 7 - AMENDMENT AND DISESTABLISHMENT

Amendment of Constitution

37.(1) This Constitution must be amended in accordance with this article.

(2) A motion to amend this Constitution must be passed at an annual general meeting or a special general meeting convened for that purpose only, must be supported by at least three-quarters of the members present in person or by proxy and voting; and must be a motion of which written notice has been given to members by the Secretary at least 21 days before the date of the meeting.

Disestablishment

38.(1) The Association may be disestablished if a resolution to that effect is passed at a special general meeting convened for that purpose only by a majority of not less than three-quarters of the members present in person or by proxy and voting.

(2) No member or former member is required to contribute towards the settlement of the debts or liabilities of the Association, or the costs, charges and expenses of its disestablishment but this provision does not affect any obligation of a person to pay a debt owed

to the Association or to account for any money or other property of the Association held by that person.

(3) If, on the disestablishment of the AdJASA, there remains any money or other property after the satisfaction of its debts, that money or other property must not be distributed in any way among or for the benefit of members but, subject to any applicable legislation, is to be disposed of by way of gift or otherwise to such organisation having similar objects, as is determined by the members present in person or by proxy at the meeting that passed the resolution for the winding up, or, if those members determine that there is no such organisation, to such public educational institution as those members determine.

THIS CONSTITUTION IS SUBSCRIBED TO BY THOSE WHOSE NAMES AND SIGNATURES APPEAR BELOW, AT THE FOUNDATIONAL MEETING OF THE AdJASA HELD AT THE UNIVERSITY OF CAPE TOWN ON WEDNESDAY 25TH JANUARY 2012.

ALL THOSE PRESENT WHO SUBSCRIBE TO THIS CONSTITUTION ARE DEEMED TO HAVE ACCEPTED MEMBERSHIP OF THE ASSOCIATION . IN ADDITION, THOSE PERSONS WHOSE NAMES APPEAR ON THE ATTACHED LIST, WHO COULD NOT BE PRESENT, ARE DEEMED TO HAVE BECOME INAUGURAL MEMBERS OF AdJASA.

FURTHER IN ADDITION, IT IS NOTED THAT THE FOUNDATIONAL GENERAL MEETING HAS RESOLVED TO SEEK THE ESTABLISHMENT OF THE FOLLOWING REGIONAL CHAPTERS: EASTERN CAPE, GAUTENG, KWA-ZULU NATAL, NORTH WEST, AND WESTERN CAPE, AS WELL AS A SPECIAL INTEREST CHAPTER FOR TEACHERS OF ADMINISTRATIVE LAW.

[About 50 founding members signed to indicate their support, and a further dozen or so did so *in absentia*.]