

CAUSE FOR JUSTICE

CONSTITUTION

June 2013

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PREAMBLE

This written Constitution represents a recordal of the basis upon which the association, Cause for Justice, was founded and provides for certain matters incidental to its coming into existence and its continued operation.

1. NAME

1.1 The name of the association hereby constituted is “Cause for Justice” (hereinafter referred to as “CFJ”).

2. LEGAL NATURE AND FORMATION

2.1 CFJ is a voluntary association of persons, also referred to as a *universitas personarum*, with *inter alia* the following characteristics:

2.1.1 It is a juristic person (body corporate) with legal personality and existence distinct from its office bearers, members, associates and sponsors.

2.1.2 CFJ has a not-for-profit character and does not exist for the purpose of obtaining gains for itself or its office bearers, members, associates or sponsors.

2.1.3 CFJ has the capacity both to own property and to sue and be sued in its own name.

2.1.4 The continued existence of CFJ is not affected by changes in the composition of its membership and/or office bearers. It can only be dissolved as provided herein.

2.2 CFJ was formed by the founding members who, being desirous to establish the association, reached mutual agreement regarding its legal nature and objectives. As evidence of this mutual agreement the founding members hereby record and adopt the instant Constitution by affixing their signatures

on the final page hereof. (Refer to 5.1 below for a description of the founding members.)

3. VISION, MISSION AND OBJECTIVES

3.1 The VISION of CFJ is:

The establishment and preservation of a South African society in which justice is dispensed to all through the protection and promotion of the constitutional rights and freedoms of each member of society.

3.2 MISSION STATEMENT:

To advance constitutional justice in South Africa, through litigation, public awareness, participation in the legislative process and decision making structures, or by any other appropriate means.

3.3 OBJECTIVES:

3.3.1 The primary objectives of CFJ are as follows:

- To defend and actively promote constitutional justice in South Africa, especially in instances where it is threatened, denied or has not been given effect to.
- To ensure that the exercise of constitutional rights and freedoms are not hindered in any sphere of South African society.
- To stand against the abuse and/or misappropriation of constitutional rights and freedoms, especially where it occurs at the expense of constitutionally protected persons or groups, or offends against the public interest.

3.3.2 CFJ has the following secondary objectives:

- To take all necessary steps, as determined in the discretion of the Management Committee, to achieve the above stated primary objectives,

in particular through litigation (by applying the law of the Republic of South Africa and international law, to the extent applicable), creating public awareness, influencing policy making and participating in the legislative process.

- To assist (within the limits of CFJ's capacity) individuals or organisations that ascribe to the core values endorsed by CFJ or are subject to the violation of such values, either with the help of donors (to provide for the possibility to offer pro bono assistance) or for compensation, provided that the non-profit character of CFJ and the altruistic or philanthropic intent with which assistance is provided, is not compromised.
- To collaborate and co-operate with other organisations and members of society in South Africa, Africa and the rest of the world that have objectives and core values similar or complementary to those of CFJ.
- To mentor, equip and mobilise law students and legal professionals to fulfil CFJ's primary objectives and promote the core values endorsed by CFJ in their spheres of influence.

4. POWERS AND ACTIVITIES

CFJ shall have the following powers and entitlements: (This is not an exclusive list of powers and activities.)

- 4.1 Obtain funds in order to enable it to fulfill its primary and secondary objectives, including acquiring, making and disposing of investments.
- 4.2 Adopt rules and/or procedures to regulate the process and means of obtaining funds.
- 4.3 Acquire property or the use of property, whether movable or immovable, for the purposes of conducting its day-to-day operations.
- 4.4 CFJ may only use and distribute its funds in the course of undertaking activities to fulfill the objectives for which it has been established.

- 4.5 CFJ may not accept any donation which is revocable at the instance of the donor, except for material failure on the part of CFJ to conform to the designated purpose and conditions of such donation. A donor may however not impose conditions to a donation which could enable him/her or any connected person in relation to him/herself to derive some benefit (direct or indirect) from the application of the donation.
- 4.6 Operate a bank account/s in the name of CFJ. CFJ's financial transactions must be conducted by way of such banking account/s.
- 4.7 CFJ's financial year will end on the last day February.
- 4.8 Conclude contracts and any other commercial acts in its own name in order to conduct its operations, including administering CFJ's funds, assets, liabilities, income and expenses applying a reasonable duty of care and keeping books of account.
- 4.9 Appoint the Executive Members holding office on the Management Committee and any other staff, whether formally employed or co-opted or contracted on an ad-hoc basis from time to time as required.
- 4.10 Pay reasonable remuneration or compensation to office bearers, employees, contractors or members for work done for CFJ. Except as provided in this subparagraph, CFJ's income and property are not distributable to its members or office bearers.
- 4.11 Adopt rules and/or procedures to address discipline of members and the resolution of conflict or disputes between members.
- 4.12 Take the necessary steps to register CFJ as a nonprofit organisation in terms of the Nonprofit Organisations Act, 71 of 1997 (as amended) and Regulations (GNR 1104 of 31 August 1998).
- 4.13 Take the necessary steps to register CFJ as an approved public benefit organization in terms of both section 30 and section 18A of the Income Tax Act, 58 of 1962 (as amended).

5. FOUNDING MEMBERS

5.1 The founding members of CFJ are:

5.1.1 Wynand Wentzel Viljoen

5.1.2 Sybrand Abraham Smit (Ryan)

5.1.3 Dieter Peter von Fintel

5.1.4 Norris Craig Snyders (Craig)

6. MANAGEMENT FUNCTION AND OFFICE BEARERS

6.1 A Management Committee will be responsible for exercising CFJ's powers and manage its operations (refer to paragraph 4 above). The Management Committee will be made up of not less than three members, referred to as the Executive members. They are the office bearers of CFJ and carry fiduciary responsibility in respect of CFJ. At least three of the Executive members will not be connected persons in relation to each other, for purposes of the Income Tax Act, 58 of 1962. The Chairperson will be the head of the Management Committee.

6.2 The Executive members of the Management Committee of CFJ as at the date of its inception are (designation/office in brackets):

6.2.1 Wynand Wentzel Viljoen (Chairperson)

6.2.2 Sybrand Abraham Smit (Vice-Chairperson)

6.2.3 Dieter Peter von Fintel (Ex officio Executive member)

6.2.4 Norris Craig Snyders (Ex officio Executive member)

6.3 Office bearers will serve for one year (one term), but they may stand for re-election for unlimited further terms in office after the first term in office.

- 6.4 The Management Committee is responsible for electing new or further Executive members and for removing existing Executive members from the Management Committee. Election and removal of Executive members will be done through a majority vote of the Management Committee.
- 6.5 The Management Committee will meet at least once every four months. More than half of the Executive members have to attend meetings in order for any decisions taken to have any force and effect. This constitutes a quorum. Any decision of the Management Committee will be validly taken if accepted by a majority of the quorum of Executive Members present at the relevant meeting. Decisions taken without a quorum may be ratified within seven business days after the date of the relevant meeting by any other Executive member(s) necessary to constitute a quorum.
- 6.6 Minutes will be taken at every meeting to record the Management Committee's decisions. The minutes of each meeting will be given to Executive members at least one week before the next meeting. The minutes shall be confirmed as a true record of proceedings at the next meeting of the Management Committee and shall thereafter be signed by the Chairperson.
- 6.7 All members of CFJ (including members (as such), sponsors and associates) have to abide by decisions made by the Management Committee.
- 6.8 To the extent that the matters dealt with in this paragraph 6 are deficient to address any practical situation, the Management Committee will either amend this Constitution to provide for the deficiencies or may adopt interim measures to address any deficiencies.
- 6.9 The Executive members cannot be held personally liable for any loss suffered by any person as a result of an act or omission which occurs in good faith in the performance of their functions for or on behalf of CFJ.

7. MEMBERSHIP

- 7.1 The acceptance of further members to CFJ will be strictly within the discretion *of*, upon invitation *from* and upon approval *by* the Management Committee.
- 7.2 The membership of any member (including any Executive member) may be terminated by a majority vote taken by a quorum of the Management Committee. A member's membership may be terminated if reasonable grounds exist for such termination. Reasonable grounds shall include, but not be limited to:
- 7.2.1 The member making him/herself guilty of conduct which brings CFJ into disrepute.
- 7.2.2 The member deviating from CFJ's core values and despite notice and reprimand refusing to align his/her conduct to CFJ's core values within seven business days from the date of notice and reprimand.
- 7.3 Before any decision referred to in 7.2 above is taken by the Management Committee, the member in question must be given a fair hearing by the Management Committee in accordance with the principles of natural justice.
- 7.4 Any member may resign from being a member of CFJ, subject to the following conditions:
- 7.4.1 The member must give written notice to the Executive members of his/her intention to resign; and
- 7.4.2 The member must attend a consultation meeting with the Executive members to discuss the member's intended resignation; and
- 7.4.3 The Management Committee must formally terminate the member's membership after consultation referred to in 7.4.2 above, by accepting the member's written resignation.

7.5 Members and office bearers shall have no rights in the property or other assets of CFJ, nor become liable for the obligations and liabilities of CFJ, solely by virtue of their being members or office bearers.

8. MEETING OF MEMBERS

8.1 An annual meeting of the members of CFJ will be held during April, commencing in April 2014 (hereinafter referred to as the 'AGM').

8.2 Members will be informed by way of electronic communication of the date, time, venue and any other relevant information in relation to the conduct of the AGM, not less than one calendar month prior to the date of the AGM.

8.3 More than half of the members have to attend the AGM in order for any decisions taken to have any force and effect. This constitutes a quorum. Any decision of the AGM will be validly taken if accepted by a majority of the quorum of members present at the AGM. Members who are not able to attend the AGM may deliver a proxy to one of the Executive Members. Proxy votes must also be counted for purposes of constituting a quorum.

8.4 Minutes will be taken at every AGM to record any decisions taken at the AGM. The minutes of each AGM will be distributed to members at least one calendar month before the next AGM. The minutes shall be confirmed as a true record of proceedings at the next AGM and shall thereafter be signed by the Chairperson.

9. ADVISORY BOARD AND CO-OPTED LIMITED MEMBERS

9.1 In addition to the powers listed in paragraph 4 above, the Management Committee may appoint an Advisory Board or appoint any person for specific duties or assignments, as required from time to time and upon such terms as it deems reasonable and necessary, to assist the Management Committee in the performance of its functions.

10. PUBLIC BENEFIT ORGANISATION

10.1 The founding members of CFJ hereby confirm, with reference to the aforementioned provisions of this Constitution, that:

10.1.1 CFJ will carry on all its activities in a non-profit manner and with an altruistic intent;

10.1.2 None of CFJ's activities are intended to either directly or indirectly promote the economic self-interest of any office bearer, member or employee of CFJ (otherwise than by way of the payment of reasonable remuneration);

10.1.3 CFJ's activities are carried on in the Republic of South Africa for the benefit of the general public, including any sector thereof; and

10.1.4 No single person controls the decision making powers of CFJ.

10.2 The founding members are furthermore of the view that:

10.2.1 CFJ's activities in fulfillment of its vision, mission and objectives will constitute the promotion or advocacy of human rights and democracy as contemplated in items 1(j) of both Part I and Part II of the Ninth Schedule to the Income Tax Act, 58 of 1962.

11. AMENDMENT OF CONSTITUTION

11.1 The Constitution of CFJ may only be amended by way of a written resolution passed and signed by ALL of the Executive members of the Management Committee.

11.2 A written notice must be sent to all members of CFJ not less than fourteen business days before the date of the meeting at which the resolution to amend the Constitution will be considered for decision.

- 11.3 The notice must indicate the proposed changes to the Constitution that will be considered at the meeting and indicate that members are entitled to comment on the proposed changes by no later than two business days prior to the relevant meeting.
- 11.4 Members' comments must be sent to any Executive member and have to be considered at the meeting of the Management Committee prior to passing the resolution to amend the Constitution.
- 11.5 CFJ must submit a copy of each amendment to this Constitution to the Commissioner for the South African Revenue Service as soon as possible after the adoption of such amendment.

12. DISSOLUTION

- 12.1 CFJ may be dissolved if ALL of the Executive members are present at a meeting of the Management Committee convened for the purpose of considering such matter AND vote in favour of the dissolution.
- 12.2 Following a decision to dissolve CFJ, it has to first apply its cash and/or assets towards settling its debts. If, after doing so, there is an excess of property, cash or other assets, it may not be paid/distributed to or divided between the members of CFJ. Such assets must be transferred to another nonprofit organisation, which has been approved as a public benefit organisation in terms of section 30 of the Income Tax Act (Act 58 of 1962) and has objectives and core values similar to that of CFJ. A general meeting of the members of CFJ may decide by way of majority vote on the organisation to be benefited.

13 GOVERNING LAW

- 13.1 The interpretation of this Constitution and the execution, exercise and implementation of any of its provisions shall be governed by the laws of the Republic of South Africa.

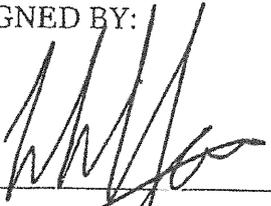
This constitution was approved and accepted by the founding members of

CAUSE FOR JUSTICE

(the not-for-profit *universitas personarum* hereby constituted)

By each founding member affixing his signature hereto on the date(s) indicated below.

SIGNED BY:



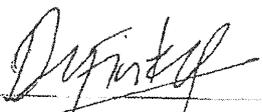
Wynand Wentzel Viljoen (Chairperson)

24/6/2013
Day / Month / Year



Sybrand Abraham Smit (Vice-Chairperson)

24/6/2013
Day / Month / Year



Dieter Peter von Fintel
(Ex Officio Executive Member)

24/6/2013
Day / Month / Year



Norris Craig Snyders
(Ex Officio Executive Member)

24/6/2013
Day / Month / Year