



 **CONSTRUCTION
ADJUDICATION**
Association of Southern Africa

**Constitution
of
The Construction Adjudication Association of Southern Africa**



1. Name and Status

The name of the Society is 'The Construction Adjudication Association of Southern Africa NPC', a non-profit company with registration number 2022/387630/08. Its address for the time being shall be 33 West Street, Houghton, Johannesburg, Gauteng, Republic of South Africa, 2198. It is a voluntary association established under South African law on the date of signature hereof by the Founders, with a juristic existence independent of its Members, and the right to sue or be sued in its own name.

2. Interpretation of Terms

- 2.1 The "Act" shall mean the Southern African Income Tax Act, 58 of 1962
- 2.2 A "day" shall mean a calendar day, unless otherwise stated.
- 2.3 The "Executive Committee" shall mean the Executive Committee of the Society as provided for under Clause 9 herein.
- 2.4 "Founder" or "Founders" shall mean the founding members of the Society.
- 2.5 "Member" or "Members" shall mean those provided for under Clause 6 herein.
- 2.6 The "Society" shall mean the "The Construction Adjudication Association of Southern Africa NPC".

3. Administration

Subject to the matters set out below the Society and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee. Until otherwise determined by an amendment to this constitution, the Society shall comply with the requirements of the Act to enable it to qualify as a tax-exempt association in terms of Section 10 of the Act.

4. Objects

The Society's objects are:

- 4.1 to promote for the public's and the individual Member's benefit, education, training, study and research (and publication of the useful results of such research) in the field of adjudication law, practice and procedure and related subjects in South Africa and Southern Africa;



- 4.2 to advocate the use of adjudication processes in all fields where these can be usefully employed;
- 4.3 to lobby those in authority, in both the State and private institutions, to protect and advance the interests of adjudication and adjudicators;
- 4.4 to develop and recommend best adjudication practices to its Members;
- 4.5 to develop and maintain a panel of adjudicators for the purposes of being appointed to act as adjudicators on request from the public or a Member; and
- 4.6 to implement such suitable quality assurance procedures to qualify its Members for membership when and in such manners as this becomes possible and practical.

5. Powers

In furtherance of the objects of the Society the Executive Committee shall have all the powers of a discreet juristic entity, like any individual, subject to the provisions of this constitution, and in particular, but without derogating from the generality of the foregoing, it may exercise the following powers:

- 5.1 to raise funds and to invite and receive contributions over and above membership subscriptions, provided that in raising funds the Executive Committee shall conform to any relevant requirements of the law and in particular of the Act;
- 5.2 to buy, take on lease or exchange any property and to maintain and equip it for use;
- 5.3 subject to any consent required by law to sell, lease or dispose of all or any part of the property of the Society;
- 5.4 subject to any consents required by law to borrow money and to charge all or any part of the property of the Society as security for the due repayment of the money so borrowed;
- 5.5 to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objects;
- 5.6 to co-operate with other bodies and statutory authorities operating in furtherance of the objects or for similar purposes and to act in joint venture or to exchange information and advice with them;
- 5.7 to establish or support any subsidiary organisations of itself, trusts, associations or institutions formed for all or any of the objects, provided that if the support is by way of donation the donee shall be duly recognised under the Act as a public benefit organisation or other body entitled to receive



- donations free of donations tax;
- 5.8 to appoint and constitute such advisory or sub-committees as the Executive Committee may think fit, subject to Clause 12.7 herein;
 - 5.9 to do all such other lawful things as are necessary for the achievement of the objects;
 - 5.10 to promote, support, organise or participate in conferences, seminars, exhibitions, scholarships, courses, lectures and similar projects;
 - 5.11 to instigate research, studies and working parties, obtaining information on all aspects of adjudication practice and procedure (including case law) and publishing the useful results thereof;
 - 5.12 to publish or communicate by any desirable and effective means information relating to adjudication practice or procedure and all matters relating thereto;
 - 5.13 to establish relationships, association and liaison with other persons and other bodies (including professional and trade associations) worldwide with similar or related objects and exchange information and studies and results concerning all matters related thereto;
 - 5.14 to facilitate the giving of advice, assistance and representation to or of Members or other persons;
 - 5.15 to employ agents or servants (not being members of the Executive Committee) as may be necessary to further the objects of the Society or to protect its interests;
 - 5.16 to charge and collect entrance fees, appointment fees for the purposes of appointing adjudicator(s) from the panel of adjudicators, subscriptions, donations and grants; and
 - 5.17 to establish branches of the Society in such centres and on such terms as the Executive Committee may determine.

6. Membership

- 6.1 Membership of the Society shall be open, subject to admission by the Executive Committee, to any person or organisation interested in furthering the objects. The Executive Committee may lay down criteria for membership and an application process; it shall determine admission to and termination of membership by the Society, save in the latter case the provisions of clause 6.3 shall apply.
- 6.2 Every Member shall have one vote. Any division of the membership into different categories, or any allocation of different voting rights for different categories of membership shall first be approved by the Executive Committee and thereafter approved by a general meeting of Members.



6.3 The Executive Committee may by majority vote and for good reason terminate the membership of any individual Member: Provided that the individual concerned shall have the right to be heard by the Executive Committee before a final decision is made.

7. Membership Fees

- 7.1 The annual membership fee for each Member shall be such sums as shall from time to time be recommended by the Executive Committee and approved by the Society in a General Meeting. Membership fees are payable to the Society.
- 7.2 Subject as herein provided entrance fees shall fall due immediately upon election. Subscriptions shall fall due on 1st March in each year and such subscriptions shall be for the ensuing calendar year. Where election to membership occurs during a year, the subscription shall be prorated according to the number of months remaining in that year (the month in which election takes place counting as the first such month).
- 7.3 Any Member who attains membership in any year shall become liable to pay the entrance fee and his first annual subscription forthwith upon notification of election as a Member.
- 7.4 If a Member shall be elected on or after the 1st October in any year that Member's subscription shall also cover the next following year.
- 7.5 Any Member who does not pay his entrance fee and/or subscription within three calendar months after the same shall fall due, shall be required in writing by the Society to pay the same, and if that Member fails to pay for 30 (thirty) days thereafter, such membership may be terminated by the Executive Committee without the right of a hearing, provided that such termination shall not disqualify the Member from making application for re- admission as a Member on such terms as the Executive Committee may decide.
- 7.6 Any Member wishing to resign membership shall give written notice to the Society on or before 30th November in any year; otherwise he or she shall be liable to pay his subscription in respect of the next year, as a reasonable and agreed pre-estimate of the Society's damages, as it will have budgeted on income from that Member for the next year.



8. Officers

- 8.1 Prior to the Annual General Meeting of the Society the Members shall elect the Honorary Officers from amongst themselves for such posts as are not already filled in accordance with clause 9.2, such officers being a Chairperson, Deputy Chairperson, a Secretary, and a Treasurer.
- 8.2 Insofar as nominations for these posts are concerned:
- 8.2.1 Nominations for the election of Executive Committee shall be sent to the Secretary and may be accompanied by an election statement by the nominated person of no more than 100 words in a form stipulated by the Secretary. Election statements will not be published unless sent with the nomination and in the form stipulated. The nominations (which) shall be by electronic ballot and in one or more separate documents from the proposers and nominee, must be made by two Members of the Society in electronic writing (one acting as proposer and the other as seconder) and such nomination signed, in electronic writing, by them and the nominee (the latter as accepting the nomination).
 - 8.2.2 Nominations for the Honorary Officers shall be subject to the same requirements as those for the Executive Committee, as set out in Clause 8.2.1.
 - 8.2.3 Nominations for the Honorary Officers and the Executive Committee must be received by the Secretary at least 14 (fourteen) days before the AGM.
 - 8.2.4 Nominations and election statements will be posted on the Society's website together with a ballot paper not later than 7 (seven) days before the AGM. The ballot will close 24 hours prior to the AGM.
 - 8.2.5 The result of the ballot for the Honorary Officers and Executive Committee will be announced at the AGM.
- 8.3 The appointments of the Executive Committee and (when applicable and subject to clause 9.2) the Honorary Officers shall take effect at the end of the AGM or any general meeting called for this



purpose next following. Previous appointees shall continue in office until the end of the AGM or general meeting (as the case may be).

- 8.4 The Executive Committee may appoint a person (who need not be a Member of the Society) as Honorary President to serve for such period(s), usually 3 (three) years, as may be decided by the Executive Committee. The Honorary President shall not be a member of the Executive Committee.

9. Executive Committee

The first Executive Committee shall be constituted by the Founders. The numerical make-up and office-bearing shall be as determined by the Founders. The first Executive Committee shall have all like powers and authority as the Executive Committee. The Honorary Officers appointed to the first Executive Committee by the Founders shall be the Chairperson and Treasurer only. The Deputy Chairperson and Secretary shall be appointed the following year, when the following provisions shall apply henceforth:

- 9.1 The Executive Committee shall consist of not less than 8 (eight) Members plus any co-opted Members in terms of clause 9.1.3, being:
- 9.1.1 the Honorary Officers, four (4) in number as specified in the preceding clause;
 - 9.1.2 not less than 4 ordinary Members.
 - 9.1.3 the Executive Committee may in addition appoint not more than 2 (two) co-opted Members.
- 9.2 All ordinary members of the Executive Committee shall retire from office together at the end of the annual general meeting next after the date on which they came into office (i.e. one term) but they may be re-elected or re-appointed. The Honorary Officers shall serve for three terms (a single term beginning on the appointment of the Member to the post concerned and terminating at the end of the AGM (or any general meeting called for this purpose) next following.



- 9.3 Subject to Clause 12.3 herein, the proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a Member.
- 9.4 Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who is disqualified from acting as a director of a company in terms of the Companies Act.
- 9.5 Where the Executive Committee is of the opinion that any of its functions, duties and/or responsibilities could be carried out by delegating these to any Member or committee, the Executive Committee may delegate specified functions, duties and/or responsibilities, provided always that nothing in this clause shall be taken to permit the delegation of all the functions, duties and/or responsibilities of the Executive Committee.

10. Determination of Membership of Executive Committee

- 10.1 A member of the Executive Committee shall cease to hold office if he or she:
- 10.1.1 is disqualified from acting as a director of a company in terms of the Companies Act;
 - 10.1.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - 10.1.3 is absent without the permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolves that his or her office be vacated; or
 - 10.1.4 notifies to the Executive Committee of a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect).



11. Conflicts of Interest

- 11.1 Subject to the provisions of sub-clause (2) of this clause no member of the Executive Committee or of the Society shall acquire any interest in property belonging to the Society (otherwise than as a trustee for the Society), or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by Executive Committee, or receive any remuneration other than as reasonable salary for services rendered.
- 11.2 Any member of the Executive Committee for the time being who is an attorney, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed by the Executive Committee to act in a professional capacity on behalf of the Society.

12. Meetings and Proceedings of the Executive Committee

- 12.1 The Executive Committee shall meet on a monthly basis. A special meeting may be called at any time by the chairman or by any two members of the Executive Committee upon not less than 10 (ten) days' notice being given to the other members of the Executive Committee of the matters to be discussed. An urgent special meeting may be similarly called on less notice, provided a quorum is present and at least half the number of members of the Executive Committee agree. Meetings may be held in a physical place, or via audio-visual or tele-conferencing means. A written resolution signed by all members of the Executive Committee shall be deemed to be a decision of the Committee.
- 12.2 The Chairperson shall act as chairperson at meetings of the Executive Committee. If the Chairperson is absent from any meeting the Deputy Chairperson shall act as chairperson. If both are absent, the members of the Executive Committee present shall choose one of their number to be chairperson of the meeting before any other business is transacted.



- 12.3 There shall be a quorum when at least half the number of members of the Executive Committee for the time being are present at a meeting.
- 12.4 Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question, but in the case of equality of votes the chairperson of the meeting shall have a second or casting vote,
- 12.5 The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any subcommittee.
- 12.6 The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- 12.7 The Executive Committee may appoint one or more sub-committees consisting of at least one of the Executive Committee members (who shall chair the sub-committee) for the purpose of making any inquiry or supervising or performing any function or duty: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported in writing to the Executive Committee.

13. Receipts and Expenditure

- 13.1 The funds of the Society, however accruing, shall be paid into an account operated by the Executive Committee in the name of the Society at such bank as the Executive Committee shall from time to time decide. The Executive Committee shall have power to appoint a deputy Honorary Treasurer during any extended absence of the Honorary Treasurer.
- 13.2 The funds belonging to the Society shall be applied only in furthering its objects.

14. Property

All property of whatsoever kind of the Society shall be held by it, in its name, or by trustees on its behalf and for its benefit according to the founder of any such trust.



15. Accounts

- 15.1 The Executive Committee shall comply with their obligations as the governing body of the Society in relation to its assets and liabilities, income and expenditure, with regard to:
- 15.1.1 the safekeeping of all the assets of the Society;
 - 15.1.2 the keeping of accounting records;
 - 15.1.3 the preparation of annual statements of account;
 - 15.1.4 the auditing or independent examination of the statements of account; and
 - 15.1.5 the transmission of the statements of account of the Society to the Members for the AGM and to the South African Revenue Service ("SARS").

16. Annual Report

The Executive Committee shall report annually at each AGM for their administration during the year under review.

17. Annual Return

The Executive Committee shall ensure that the necessary returns are made to SARS, as may be required from time to time. In addition, if the Society is registered as tax exempt by SARS, the Committee shall ensure that the Society complies with all SARS' requirements in this regard.

18. Annual General Meeting

- 18.1 There shall be an annual general meeting of the Society, which shall be held within 6 (six) calendar months of each financial year end.
- 18.2 Every annual general meeting shall be called by the Executive Committee. The Secretary shall give at least 21 (twenty-one) calendar days' notice of the annual general meeting to all the



Members of the Society. All the Members of the Society shall be entitled to attend and vote at the meeting.

18.3 The Executive Committee shall present to each annual general meeting the report and accounts of the Society for the preceding financial year.

19. Special General Meetings

The Executive Committee may call a special general meeting of the Society at any time. If at least 10 (ten) Members request such a meeting in writing stating the business to be considered the Secretary shall call such a meeting. At least 21 (twenty-one) calendar days' notice must be given. The notice must state the business to be discussed. Nothing else may be discussed at such a meeting.

20. Procedure at General Meetings (including AGM's)

20.1 The Secretary or other person specially appointed by the Executive Committee shall keep a record of proceedings at every general meeting of the Society.

20.2 There shall be a quorum when at least 25 (twenty five) per cent of Members of the Society for the time being or 10 (ten) Members of the Society, whichever is the greater, are present or represented at the general meeting personally or by proxy (or other form authorising representation, as may be agreed by the Executive Committee).

21. Notices

Any notice required to be served on any Member of the Society shall be in writing and shall be served by the Secretary or the Executive Committee on any Member either personally, by email, by fax or by sending it through the post. Any letter sent by email or fax shall be deemed to have been received on the day that it was sent and any letter sent by post shall be deemed to have been received within 10 (ten) days



of posting.

22. Retired Members

The Executive Committee may, at the request of any Member wishing to retire from the Society, resolve that such Member shall cease to be a Member and shall become instead a retired Member. Such retired Member shall after the ensuing 1st January pay an annual subscription to be determined from time to time by the Executive Committee. Retired Members shall be entitled to attend and speak, but not to vote, at any general meeting of the Society and to receive all communications to Members not in retirement, but shall not be reckoned in counting a quorum, nor be included in the number of Members entitled to requisition an Extraordinary General Meeting. A retired Member shall not be eligible to serve as a member of the Executive Committee. Save as aforesaid, a retired Member shall be deemed a Member of the Society. For the avoidance of doubt, the Executive Committee is unlikely to pass the necessary resolution unless it is evident that the Member has retired from full-time employment (either self-employment or with or for another).

23. Expulsion or Suspension of Members

23.1 Any Member, being charged with or suspected of misconduct such as in the opinion of the Executive Committee renders it desirable that an enquiry be held, shall be invited to attend a meeting of the Executive Committee, and the Executive Committee shall then enquire into the nature of the allegations made against him or her. If after enquiry, the Executive Committee finds by the majority set out in clause 23.2 that the allegations are established either in whole or in part against the Member, he or she may be cautioned or suspended, or his or her membership terminated. The decision may be published by the Executive Committee in such manner as it thinks fit.

23.2 No Member shall be suspended, or have his or her membership terminated, except by a resolution supported by at least three-quarters of the members of the Executive Committee present at the time of the decision being made. No action or other proceedings shall lie



against the members of the Executive Committee or any of them in respect of any of the matters dealt with under this clause 23 and no Member against whom the Executive Committee has made a decision to suspend or to have his or her membership terminated shall have any claim in respect of his or her subscription or otherwise howsoever.

24. Regions

- 24.1 The Society may operate in branches within regions, such regions being approved by the Executive Committee as it deems fit. The Executive Committee may from time to time prescribe the area to be comprised in each of the regions.
- 24.2 The Executive Committee shall, pursuant to Clause 5.17 herein, have the power to appoint regional committees (Regional Committees). Members of Regional Committees shall be Members of the Society and shall be responsible, inter alia, for promoting the objects of the Society and for generally managing the activities of the Society within the region.
- 24.3 The assets of any branch shall be in the beneficial ownership and control of the Society. All monies raised in the region shall be paid into the Society's account in terms of clause 13. Every branch shall account to the Executive Committee for such assets and monies in such manner and at such times as the Executive Committee shall direct. Every branch and the elected Members and officers thereof shall act as fiduciaries to the Society for such monies and other assets of the Society under their immediate control.

25. Alterations to the Constitution

- 25.1 Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the Members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the

alteration proposed.

25.2 The Executive Committee should promptly send to SARS a copy of any amendment made under this clause, should that be a requirement of its tax-exemption status (if that is applicable).

26. Dissolution

If the Executive Committee decides that it is necessary or advisable to dissolve the Society it shall call a meeting of all Members of the Society, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting, the Executive Committee shall have power to realise any assets held by or on behalf of the Society. Any assets remaining after the satisfaction of the Society's debts and liabilities shall be given or transferred to such other tax-exempt institution as the Members of the Society may determine or failing that the Executive Committee, or failing that as determined by the applicable provisions attached to its tax exemption.

Signed by the current Chairman of CAASA  at BENONI on this
day 11 NOVEMBER 2024