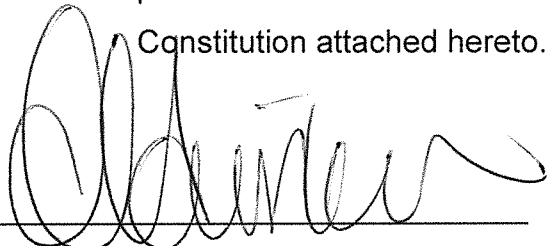


PERSONAL INJURY PLAINTIFF LAWYERS ASSOCIATION

RESOLUTION OF THE BOARD

On 13 October 2020 the Board having considered the needs of the Association resolved as follows:

1. That a Board Portfolio entitled Chief Operating Officer is created.
2. That Michael de Broglio shall serve as the Chief Operating officer with immediate effect.
3. That the Constitution of the Association be amended to reflect the new portfolio and the needs of the Association as contained in the Amended Constitution attached hereto.



MS D DELPORT

Association Secretary

Constitution

Personal Injury Plaintiff Lawyers Association

1. NAME OF THE ASSOCIATION

- 1.1. The name of Personal Injury Plaintiff Lawyers Association (the "Association")
- 1.2. The shortened name is: PIPLA

2. OBJECTIVES

- 2.1. The Association is a non-profit organisation established for the following public benefit objectives:
 - 2.1.1. To represent and the interests of attorneys, advocates and medical and other experts who represent and/or assist persons who have been injured in motor vehicle accidents.
 - 2.1.2. To make submissions in respect of legislative and administrative framework for the compensation of the victims of road accidents, as well as any issue related thereto.
 - 2.1.3. To encourage and promote ethical conduct by all who work in the field and to make submissions and representations in that regard to bodies including, amongst others, the Legal Practice Council;
 - 2.1.4. To engage in media campaigns in support of the interests of its members as well as any other issue related thereto.



2.1.5. To engage with and cooperate with any other organisation or person that may share the same values and objectives as The Association.

2.1.6. To raise funds as required to carry out its work.

3. LEGAL STATUS

3.1. The Association is a body corporate with its own legal identity which is separate from its office-bearers and members. The Association will continue to exist even if the members change.

4. INCOME AND PROPERTY OF THE ASSOCIATION

4.1. Members and office-bearers have no rights in the property or other assets of the Association solely by virtue of their being members or office-bearers.

4.2. The income and property of the Association shall be used solely for the promotion of its stated objectives and shall not be paid or distributed directly or indirectly to any person, or to any member of the Association or office-bearers, except as reasonable compensation for services actually rendered to the Association, or reimbursement of actual costs or expenses reasonably incurred on behalf of the Association.

5. TAXATION OF ASSOCIATION

5.1. The Association may apply to the Commissioner for the South African Revenue Service for approval as a Public Benefit Organisation in terms of section 30 of the Income Tax Act.

6. POWERS OF ASSOCIATION



6.1 The Association shall have the same powers as that of a company under the Companies Act, as amended. Such powers include but are not be limited to:

6.1.1 To perform any act necessary to the advancement of the objectives of the Association.

6.1.2 To institute or defend any legal or other proceedings and to settle any claims,

6.1.3 To prudently invest funds of the Association.

6.1.4 To buy, attain, maintain, manage, lease, sell, or in any way deal with property and assets of the Association.

6.1.5 To donate and transfer the property and assets of the Association to public benefit organisations with similar objectives.

6.1.6 To borrow and to use the property or assets of the Association as security for borrowing.

6.1.7 To execute any act or deed in any deeds registry, mining titles or other public office.

6.1.8 To exercise all the management and executive powers ordinarily vested in the Board of Directors of a Company.

6.1.9 To carry out all the powers and authority of the Association in South Africa and in any other part of the world.

7. THE GOVERNING BOARD (the "Board")

7.1 Management of the Association shall be undertaken by the Board.



- 7.2 A minimum of six members shall serve on the Board bearing the following portfolios: The Chairperson, the Vice-Chairperson, the Treasurer, the Secretary, Liaison Officer and the Chief Operating Officer.
- 7.3 Further portfolios may be created by resolution of the Board.
- 7.4 Election:
- 7.4.1 The first Board shall be elected by those founding members who subscribe to the constitution and attend the founding Meeting of the Association.
- 7.4.2 The term of office of the first Board and each subsequent Boards shall be 5 years.
- 7.4.3 All members of the Governing Board shall be members of the Association.
- 7.4.4 Subsequent Boards shall be elected by the members of the Association at an Annual General Meeting.
- 7.5 The Board must, as soon as reasonable possible, appoint someone to fill any vacancy. The next General Meeting must confirm the office of any board member appointed, otherwise it will lapse.
- 7.6 Co-option: The Governing Board may co-opt additional non-voting members as it may consider appropriate.
- 7.7 A Governing Board member may resign from office in writing. A Governing Board member shall be disqualified from office upon termination of membership to the Association and becoming incapable by reason of mental illness. A member can be removed from office through a two-thirds



resolution of the remaining Governing Board members, consisting of not less than three members.

- 7.8 The Governing Board may delegate any of its powers or functions to a committee or member(s) of the Association provided that such delegation and conditions are reflected in the minutes for that meeting, at least one Board member serve on the committee, the Board in advance approves all expenditure incurred by the committee or member, and the Governing Board may revoke the delegation or amend the conditions.
- 7.9 Procedures at Meetings: The Governing Board may regulate its meetings and proceedings as it finds fit, subject to the following:
- 7.9.1 The Chairperson shall chair all meetings of the Governing Board and if the chairman is not present by the Vice Chairman. In both their absence, the Board members present at the meeting shall elect a chairperson for that meeting.
- 7.9.2 Meetings of the Governing Board should be conducted face-to-face but at the discretion of the Chairman may be conducted electronically which would allow Governing Board members to be present and participate through electronic means.
- 7.9.3 The Chairperson shall convene a meeting of the Governing Board at least quarterly and at the written request of any two members of the Governing Board.
- 7.9.4 The quorum for a meeting of the Governing Board shall be three of the serving Governing Board members.
- 7.9.5 If no quorum is present, the Governing Board may make no decision, except to preserve the assets of the Association and to call a meeting of the general members.



- 7.9.6 Questions arising shall be decided by a majority of votes. Should there be an equality of votes the Chairperson shall have a casting or second vote.
- 7.9.7 Proper minutes and attendance records must be kept of all meetings of the Governing Board. The Chairperson for the meeting shall sign the minutes.
- 7.9.8 A resolution signed by Secretary affirming the consent of all board members shall be as valid as if passed at a duly convened meeting of the Governing Board.
- 7.9.9 The Governing Board may appoint employees of the Association.
- 7.10 All matters pertaining to litigation, security measures, contractual negotiations, employment matters and any other matters deemed confidential by the Governing Board, must be treated as confidential and only the actual decisions may be disclosed to the general public.

8. MEMBERSHIP

- 8.1 First and Subsequent Members: The Governing Board may admit natural persons over eighteen [and legal persons] as members to the Association.
- 8.2 The first members of the Association shall sign Schedule A of this Constitution and their names shall be listed as founding members.
- 8.3 Applications by subsequent members must be in writing and if accepted the subsequent member shall sign Schedule A of this Constitution, in writing or electronically via the website, and their names shall be listed as subsequent members.



- 8.4 The Board may in its sole and absolute discretion decline any application for membership.
- 8.5 Membership is not transferrable.
- 8.6 Register of Members: The Governing Board must keep a register with the names and addresses of all the members, which may be kept electronically on the website.
- 8.6 Membership automatically terminates upon the receipt by the Association of a notification of the death of a natural member or dissolution of an organisational member, and written resignation.
- 8.8 Membership terminates if a member is removed by a resolution of the Governing Board. Provided that the member has been given an opportunity to make written or verbal representations at a meeting of the Governing Board pertaining to the proposed termination. The Boards decision shall be final.

9. MEETINGS OF MEMBERSHIP

- 9.1 An Annual General Meeting (AGMs) must be held within three months of the Association's financial year-end, such year end to end on 31 December each year, commencing with the first AGM in 2021 after the year ending 31 December 2020. At least fourteen days' written notice must be given to all members stating the date, time, place and business of the AGM, which business must *inter alia* include:
- 9.1.1 The Chairperson's report;
- 9.1.2 The presentation of the Association's Annual Financial Statements.



- 9.2 The Governing Board or not less than one-third of the members may call a Special General Meeting of the Association. At least fourteen (14) days' written notice must be given to all members stating the date, time, place and business of the Special General Meeting. If the Board fails to give notice within seven days of the request of one-quarter of the members, such members shall be entitled themselves to give notice of and to convene the meeting.
- 9.3 The members in a properly convened General Meeting of the Association is the highest decision-making structure of the Association as set out in this Constitution. The members in General Meeting may review, approve or amend any decision taken by the Board but no such resolution of the Association shall nullify any earlier resolution taken by the Governing Board in accordance with the provisions of this Constitution.
- 9.4 The Chairperson shall chair all General Meetings and may decide on the procedure to be followed at the meeting.
- 9.5 General Meetings of the Association must be conducted face-to-face unless the Chairperson in his or her sole discretion decides otherwise.
- 9.6 If the Chairperson is not present within 15 minutes of the appointed time of the meeting, the Vice-Chairperson shall chair such meeting. In both their absence, the members present at the General Meeting shall elect a chairperson for that meeting.
- 9.7 The quorum for General Meetings of the Association shall be at least 10 members of the Association.
- 9.8 If a quorum is not present within fifteen minutes of the appointed time of the meeting, the meeting must be adjourned to another date, within fourteen days thereafter. Notice, as provided for under the constitution, must be given to all members of the Association of such adjournment



- 9.10 If no quorum is present at the reconvened meeting within fifteen minutes of the appointed time the meeting shall lapse.
- 9.11 A resolution put to the vote shall be decided by means of a show of hands. Each member present or represented by proxy shall be entitled to one (1) vote.
- 9.12 Except where this constitution requires a higher threshold, questions arising shall be decided by a majority of votes. Should there be an equality of votes the Chairperson shall have a casting or second vote.
- 9.12 Proper minutes and attendance records must be kept of all General Meetings. The chairperson must sign the minutes which shall be available at all times for inspection or copying by any member of the Association on 5 working days' notice to the Secretary.

10. NOTICES OF MEETINGS

- 10.1 All notices terms of this constitution must be given to members in writing (personally, post or electronic communication) to the address, which may be an email address, provided by the members.
- 10.2 The accidental omission to address notices to any member shall not nullify the proceedings of any meeting.
- 10.3 A member present in person at any meeting shall be deemed to have received notice of such meeting.
- 10.4 If posted, notices shall be deemed to have been received seven days after posting.



11. FINANCES AND REPORTS

- 11.1 The Governing Board must open a bank account in the name of the Association with a registered Bank.

- 11.3 The financial year end of the Association shall be end of February.

- 11.4 Financial Report: The Governing Board must ensure that proper records and books of account which fairly reflect the affairs of the Association are kept, and within six months of its financial year a report is compiled by an independent practicing auditor registered in terms of the Auditing Profession Act stating whether or not the financial statements of the Association are consistent with its accounting records, the accounting policies are appropriate and have been appropriately applied with in preparing the financial statements and the Association has complied with the financial provisions of this constitution.

12. AMENDMENTS AND DISSOLUTION

- 12.1 This Constitution may be amended, the name of the Association may be changed and the Association may be dissolved by resolution of two-thirds of the members present at a General Meeting.

- 12.2 At least twenty-one days' notice of the Meeting stating the nature of the resolution to be proposed must be given to all the members of the Association.

- 12.3 Upon the dissolution of the Association, after all debts and commitments have been paid, any remaining assets shall be distributed pro rata amongst members who have made donations to the Association in the past 36 months.



13. INDEMNITY

- 13.1 Subject to the provisions of any relevant law, members, office-bearers or appointed delegates of the Association shall be indemnified by the Association for all acts done by them in good faith on its behalf.
- 13.2 Subject to the provisions of any relevant law, no member of the Association or appointed delegates shall be liable for the acts, receipts, neglects or defaults of any other member or office bearer, or for any loss, damage or expense suffered by the Association, which occurs in the execution of the duties of his or her office, unless it arises as a result of his or her dishonesty, or failure to exercise the degree of care, diligence and skill required by law.
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