



# Mediation Society of South Africa

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# THE CONSTITUTION

MEDIATION SOCIETY OF SOUTH AFRICA

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### Preamble

*Whereas* recognition of the dignity and of the equal and inalienable rights of all people is indispensable for freedom, justice and peace;

*Whereas* the said rights include the right to civil and commercial mediation, alternative dispute resolution disciplines, as well as Restorative Justice, to engage with organisations, institutions and other parties promoting and engaging in the aforesaid, regardless of race, colour, ethnic origin, sex, religion, creed or social or economic status;

*Now therefore* we are determined to coordinate training opportunities according to national and international standards, to accredit mediators in Family, Civil/Commercial, Workplace, Labour and other disciplines appropriate for Alternative Dispute Resolution (ADR), to provide training opportunities to its members and interested parties for continuing professional development (CPD) purposes, to set standards and norms of performance and ethics and to ensure that these standards and norms of performance and ethics of its members are maintained;

We desire to promote amongst all of us the dignity of all individuals and the unity and integrity of our members among and in association with all ethnic groups and traditional leaders of our land.

We will strive to achieve national reconciliation and to be the preferred Mediation and Alternative Dispute Resolution (ADR) Society for Mediators and ADR practitioners in South Africa and promote mediation and Alternative Dispute Resolution disciplines in South Africa and Southern Africa;

Committed to unify the mediation industry in South Africa, set the benchmark in developing the mediation and ADR industry, be the public's first choice of referral for mediation and ADR practitioners, set and follow international acceptable standards for training, conduct and qualifications of mediators and ADR practitioners, collaborate with Government Departments, other organisations in the same industry, training institutions and places of learning including but not limited to universities;

## CHAPTER 1

### MEDIATION SOCIETY OF SOUTH AFRICA

- 1.1 The Organisation hereby constituted is called MEDIATION SOCIETY OF SOUTH AFRICA.
- 1.2 Its shortened name will be MSSA (hereinafter referred to as the Organisation).

## CHAPTER 2

### LEGAL IDENTITY

The Organisation shall:

- 2.1 Exist in its own right, separately from its members.
- 2.2 Continue to exist even when its membership changes and there are different Board Members.
- 2.3 Be able to own property and other possessions.
- 2.4 Be able to sue and be sued in its own name.

## CHAPTER 3

### DEFINITIONS

In this Constitution the following words and expressions shall have the following meanings: -

- 3.1 "Society" shall mean the Mediation Society of South Africa as herein constituted.
- 3.2 "Accredited" shall mean a paid-up member accredited by MSSA to practice in one or more disciplines of mediation and ADR;
- 3.3 "Alternative" shall mean a range of mechanisms and processes designed to assist parties in resolving their differences, apart from litigation.
- 3.4 "Board" Board of Governance of the Organisation comprising the Office Bearers (Board members) elected in terms of Clause 7 hereof.
- 3.5 "Court-Annexed Mediation" the procedure of Mediation by a mediator appointed by a Court of law.
- 3.6 "CPD" Shall mean Continuing Professional Development training, including mentoring;
- 3.7 "Members" Shall, where no specific category of member is mentioned, mean all the members of the Society and shall include ordinary, honorary, student and accredited members.

- 3.8 “Mediation” Shall mean the intervention in a dispute or negotiation by an acceptable, impartial and neutral third party, who has no authoritative decision-making power, to assist disputing parties in voluntarily reaching their own mutually acceptable settlement of issues in dispute and shall include alternative dispute resolution disciplines which include but are not limited to civil, commercial, family, labour and restorative justice and such other disciplines as may be developed and refined from time to time.
- 3.9 “Mediator” Shall include but not be limited to - Family Mediator; Labour/Workplace Mediator; Civil/Commercial Mediator, Restorative Justice Mediator and Parent Coordinator, who has undergone training in any field of mediation and ADR;
- 3.10 “Unaccredited” Shall mean a paid-up member who has not been accredited by MSSA to practice in any discipline of mediation or ADR, or whose accreditation has lapsed.

## CHAPTER 4

### OBJECTIVES

- 4.1 The Organisation’s main objectives are:

The primary objectives of the MSSA (Mediation Society of South Africa) are to professionalise mediation by collaboratively engaging the discipline in order to set standards of excellence and ethics and to promote the quality, consistency and accountability of professional mediation in South Africa through education, professional development, mentorship and peer support. This approach is aimed at empowering mediation to become a viable and acceptable dispute resolution process in society and an alternative to litigation by advocating for better standardisation and regulation of the field.

- 4.2 The Organisation’s secondary objectives will be to:

The secondary objectives of the MSSA (Mediation Society of South Africa) are to, through engagement with government, professional member organisations, encourage endorsement of the mediation field, with particular reference to awareness for magistrates’, clerks of the court, attorneys, social welfare officers and traditional leaders. To create awareness and access to justice through mediation for a South African society.

- 4.3 Authority and scope

- 4.3.1 The MSSA will be able to affiliate or be affiliated with any organization, nationally and internationally, in order to give effect to its primary and secondary objectives.
- 4.3.2 To determine standards of admission to the various grades of membership and accreditation of the Society and to provide means for evaluating the qualification of candidates for admission to the appropriate grades of membership and accreditation;
- 4.3.3 To promote and encourage the use of mediation services where required;
- 4.3.4 To provide a forum for the exchange of views and information on matters pertaining to mediation, ADR and related matters;
- 4.3.5 To print, publish and circulate among members of the Society and other interested persons, papers, books, periodicals, circulars and other literature dealing with

mediation, ADR and related matters where required to do so;

- 4.3.6 To refer or nominate persons as mediators or ADR practitioners for the settlement of disputes;
- 4.3.7 To ensure standards of professional competence and conduct on the part of its members are maintained;
- 4.3.8 To liaise with and to present the collective views of its members to related bodies, public authorities and to other interested organizations and persons;
- 4.3.9 To consider, originate, support and procure improvements in the law relating to mediation and ADR and the general practice of mediation;
- 4.3.10 To watch over, promote and protect the interests of its members;
- 4.3.11 To promote the professional status of mediators and ADR practitioners;
- 4.3.12 To do all things as are necessary and expedient to achieve the objectives referred to herein.

## CHAPTER 5

### GOVERNING STRUCTURE AND MECHANISM OF GOVERNANCE

- 5.1 Board Members are the Office Bearers of the Organisation and they will oversee the Organisation. They may be elected at the Annual General Meeting. The Office Bearers will be made up of at least five paid-up members of the Organisation. They are the Board of Governance of the Organisation.
- 5.2 **Term of office:** Board Members will serve for a term of two (2) years, which has been agreed to by the general membership at an AGM, and which shall not exceed three (3) years. They can, however, stand for re-election for another term in office again and again after that, for so long as their services are needed and they are ready to give their services.
- 5.3 **Vacancies:** The Board Members must, as soon as reasonably possible, appoint someone to fill any vacancy that reduced the number of Board Members.
- 5.4 **Resignation:** A Board Member may resign from office in writing.
- 5.5 **Disqualification or Removal:** A Board member ceases to be a member of the Board, if he/she ceases to be a member of the Organisation. If a Board Member does not attend three meetings in a row, without having applied for and obtaining leave of absence from the Board, then the Board will find a new member to take that person's place. Misconduct will be addressed by the Chairperson through a fair process that allows the Board Member to be heard.
- 5.6 The Board shall be entitled to co-opt a member to fill any vacancy that may occur on the Board between annual general meetings and the term of office of such co-opted member shall equal the unexpired term of office of the member whose vacated seat he/she is co-opted to fill.

- 5.7 The Board shall furthermore be empowered to co-opt any amount of persons with special expertise as members of the Board and such members shall have all the rights and powers of members of the Board as herein provided for such defined period as may be determined, and failing a defined period, their term of office shall expire on the next election.
- 5.8 The Board shall, at its first meeting after the annual general meeting, elect from among its members a Chairperson, Vice-Chairperson, a Treasurer and a Secretary and any other Board Members deemed necessary and such portfolios as deemed necessary or expedient from time to time, all of whom shall hold office until the successors are appointed at the first meeting of the Board after the annual general meeting in the next succeeding year.
- 5.9 The Board shall meet at least once every month, online at such time as it may from time to time determine, to deal with the business of the Organization in accordance with its powers and objectives.
- 5.10 The quorum at meetings of the Board shall be not fewer than one half of the number of its members. In the event that a quorum of members is not personally present when any meeting of the Board is due to commence and for 30 (thirty) minutes thereafter, the meeting shall be adjourned for 7 (seven) days and the members present at such adjourned meeting shall constitute a quorum provided that these resolutions shall not take effect until a subsequent quorate meeting of the Committee has adopted such resolution.
- 5.11 The Chairman of all Executive, General and Special meetings shall procure that accurate minutes of Executive, General and Special meetings shall be prepared and circulated to members of such meetings not less than 48 (forty-eight) hours prior to the next Executive, General or Special meeting and shall be approved, with or without amendment, at such subsequent meeting.
- 5.12 Board Members shall not be personally liable for any loss suffered by any person as a result of any act or omission which occurs in good faith and without negligence while the Board Member is performing duly authorized or implied functions for and on behalf of the Organisation.
- 5.13 The Board shall be entitled to determine sound and non-speculative investments of funds at a recognized banking or other investment institutions not immediately required for the furtherance of the Organisation's objectives and to make provision for future projects in accordance with the objectives of the Organisation.
- 5.14 The Board shall determine its procedures and processes subject to compliance with the requirements set out in the King IV Report and further versions thereof.
- 5.15 The Board may establish or agree to the establishment of Provincial and/ or Regional Committees in the various areas of the Republic of South Africa and Southern Africa in which the Society operates.
- 5.16 The Board may from time to time prescribe policies to be followed by such Committees in regard to the control, management, administration and regulation of such Committees. These policies may be rescinded, added to, and/or amended from time to time and only after approval by a quorum executive, General or Special meeting.

- 5.17 The Board may dissolve any Sub-Committee if, in its considered determination, the Sub-Committee in question has failed, refused and/or neglected to carry out any of the objectives of the Society and/or has failed, refused and/or neglected to comply with the prescribed policies. Prior to its dissolution, such Committee will be given an opportunity to show good cause to the Board as to why it should not be dissolved;
- 5.18 The Board shall be entitled to determine disciplinary procedures as may be required in order to discipline any of its members and unless it is entitled to summarily terminate membership of a member in terms of clause 11.3, the member shall be given an opportunity to show good cause to the Board in writing or in person (as may be required by the Board) why his/her membership should not be terminated.
- 5.19 A proper record, duly signed by the Chairperson or someone delegated by him, shall be kept of all decisions made by the Board;

## CHAPTER 6

### POWERS OF THE ORGANISATION

- 6.1 The Board shall carry out the powers on behalf of the Organisation and they shall manage the affairs of the Organisation in accordance with the resolutions and minutes of General meetings by Board Members, from time to time.
- 6.2 The Board is responsible for making decisions and acting on such decisions, which it believes it needs to make in order to achieve the objectives of the Organisation as stated in Chapter 4 of this Constitution. However, such decisions and their activities may not be against the regulations as stipulated in Chapter 5 and 6 of this Constitution or be in conflict with any law of the Republic of South Africa.
- 6.3 The Board shall have the general powers and authority to:
- 6.3.1 raise funds or to invite and receive contributions on behalf of and in the name of the organisation
  - 6.3.2 buy, hire or exchange for any property that it needs to achieve its objectives
  - 6.3.3 make by-laws for proper governance and management of the Organisation
  - 6.3.4 form sub-committees as and when it is necessary for proper functioning of the Organisation.
  - 6.3.5 provide assistance to an aggrieved party or member who claims an infringement of his/her rights, the scope of the assistance shall be governed by a resolution as agreed upon, on an Executive, General and Special meeting held by the Board members from time to time.
- 6.4 If the Board thinks it necessary, it can decide to set up one or more sub-committees.
- 6.5 The Board may delegate any of its powers or functions to a sub-committee provided that:
- 6.5.1 such delegation and conditions are reflected in the minutes of a meeting



- 6.5.2 at least one Board Member serves in the sub-committee
  - 6.5.3 there are three or more people on a sub-committee
  - 6.5.4 the sub-committee must regularly report back to the Board on its activities.
- 6.6 The Board must in advance approve all expenditure incurred by the sub-committee, and may revoke the delegation or amend the conditions of the delegation, provided that all expenditures above R10 000.00 shall be accompanied by quotations before it will be considered by the Board.

## CHAPTER 7

### MEETINGS

- 7.1 Annual General Meetings (AGM)
- 7.1.1 Members in good standing of the Organisation can attend its Annual General Meetings.
  - 7.1.2 The purpose of an Annual General Meeting (AGM) is to:
    - 7.1.2.1 Report back to members from the Board Members on the achievements and work over the year.
    - 7.1.2.2 Report on the Organisation's finances.
    - 7.1.2.3 Make any changes to the Constitution.
    - 7.1.2.4 Enable members to decide on the policies of the Organisation.
  - 7.1.3 The Annual General Meeting must be held once every year, after the end of the Organisation's financial year in order to report to the members on the previous financial year. Approximately within 6 (six) months thereof as in line with clause 13.4.
  - 7.1.4 The Organisation should deal with the following business, amongst others, at its Annual General Meeting:
    - 7.1.4.1 Agree to the items to be discussed on the agenda.
    - 7.1.4.2 Record in writing all the attendees and the absentees' apologies.
    - 7.1.4.3 Read and confirm the previous meeting's minutes with matters arising.
    - 7.1.4.4 Chairperson's report.
    - 7.1.4.5 Treasurer's report. – see remarks above in 7.1.2 and 7.1.3.
    - 7.1.4.6 Proposed amendments to the Constitution by its members Elect new Board Members.
    - 7.1.4.7 General.
    - 7.1.4.8 Close the meeting.
- 7.2 Special General Meetings
- 7.2.1 The Special General Meeting (SGM) or any other special meeting is held outside of the normal or regular meetings.

- 7.2.2 Special or extraordinary meetings can take the shape of an Annual General Meeting (AGM) or any ordinary meeting of members.
- 7.2.3 The Board or not less than one-third of the members may call a Special General Meeting of the Organisation.
- 7.2.4 Special meetings may be called when the Board needs the mandate or guidance of the general members of the Organisation to take up issues that require urgent attention and cannot wait until the next regular AGM or ordinary meeting.

### 7.3 Ordinary Meetings

- 7.3.1 Ordinary members' meetings are conducted to complete a standard order of business of the Organisation.
- 7.3.2 The meetings of the Board will be held at least once a quarter or when a need arises from time to time to conduct the business of the Board and shall be attended to by the Board.

### 7.4 Notices of Meetings

- 7.4.1 The Chairperson of the Board shall convene meetings. The Secretary must let all Board members know the date of the proposed meeting within a reasonable time, but not less than seven (7) days before it is due to take place.
- 7.4.2 However, when convening an AGM, or a Special General Meeting, all members of the Organisation must be informed of the meeting no less than fourteen (14) days before such a meeting.
- 7.4.3 Notices for all meetings provided for in this Constitution must be given to relevant members in writing by electronic communication or whichever manner is convenient, to the address or other similar particulars provided by the members.
- 7.4.4 The notices for all meetings must indicate the reasons for the meeting and the matters that will be discussed (agenda) in the meeting.
- 7.4.5 For confirmation of delivery, all notices sent to members, at the last known contact details, shall be deemed to have been duly served on members, unless it can be proven otherwise.
- 7.4.6 All members present in person at any meeting shall be deemed to have received notice of such meeting.

### 7.5 Quorums

- 7.5.1 Quorums for all meetings of the Organisation shall be a simple majority (**50% + 1**) of relevant members who are expected to attend.
- 7.5.2 However, for the purpose of considering changes to this Constitution, or the dissolution of the Organisation, then two thirds ( $\frac{2}{3}$ ) of the members shall be present at a meeting to make a quorum before a decision to change the Constitution is taken.
- 7.5.3 All meetings of the Organisation must reach a quorum before they can start.

- 7.5.4 If, however, a quorum is not present within fifteen minutes of the appointed time of the meeting, the meeting must be adjourned or postponed to another date, within fourteen (14) days thereafter.
- 7.5.5 If no quorum is present at the reconvened meeting within fifteen minutes of the appointed time, the members present shall be regarded to make up a quorum for that meeting and the meeting will continue as if a quorum is present.

## 7.6 Procedures at Meetings

- 7.6.1 The Board may regulate its meetings and proceedings as it deems fit, subject to the following:
  - 7.6.1.1 That the Chairperson shall chair all meetings of the Organisation, including that of the Board.
  - 7.6.1.2 That, if the Chairperson is not present, the Vice-Chairperson shall chair such meeting. In the event that both are absent, the Board members present at the meeting shall elect a chairperson for that meeting.

## 7.7 Making Decisions in Meetings

- 7.7.1 Where possible, the decisions of the Organisations shall be taken by consensus. However, when there is no consensus, then members will discuss all possible options and call for a vote.
- 7.7.2 All votes shall be counted and the majority votes on an issue shall be regarded as the decision of the meeting.
- 7.7.3 However, if opposing votes are equal on an issue, then the chairperson in that meeting has either a second or a deciding vote.
- 7.7.4 All members must abide by the majority decision.
- 7.7.5 Decisions concerning changes to this Constitution, or of dissolution and closing down of the Organisation, shall only be dealt with in terms of clauses 15 and 16 of this Constitution.

## 7.8 Records of Meetings

- 7.8.1 Proper minutes and attendance records must be kept for all meetings of the Organisation.
- 7.8.2 The minutes shall be confirmed as a true record of proceedings by the next meeting of the Board, or of general members as the case may be, and shall thereafter be signed by the Chairperson.
- 7.8.3 Minutes shall thereafter be kept safely and always be on hand for members to consult.

## CHAPTER 8

### MEMBERSHIP

- 8.1 There shall be the following categories of members of the Organisation:
- 8.1.1 Honorary members, who shall be members who have been elected honorary members by the Board on account of particular expertise, experience or contribution in the field of mediation and ADR;
  - 8.1.2 Accredited members, being members who have been granted accreditation by the Board of MSSA as mediators and ADR practitioners based on a successful application procedure in accordance to the MSSA standards required to accredit as an accredited mediator or ADR practitioner.
  - 8.1.3 Associated members: being members who have paid their membership fees, achieved the minimum required academic qualification standards and have not been granted accreditation by the Board of MSSA.
- 8.2 Application for membership shall be made to the Board who shall be entitled to reject applications and Applicants shall furnish such information as may be required by the Board, which shall have the right to require Applicants to confirm by affidavit any information submitted in support of an application for membership.
- 8.3 The name and address of every member shall be entered in a roll to be called the "Roll of Members" in which the various categories of members shall be listed separately.
- 8.4 Every member shall be entitled to:
- 8.4.1 receive all notices, circulars, balance sheets, agendas of general meetings and other documents issued to members;
  - 8.4.2 take part in any discussion on any matter at any general or special meeting of members;
  - 8.4.3 attend and participate in all conferences, lectures, workshops, symposia, courses or other activities organized or sponsored by the Society subject to such limitations and on such terms and on payment of such fees as the Board shall determine.
- 8.5 Only paid-up members shall be entitled to vote on any resolution at any general or special meeting of members and to vote for candidates for election to the Board.
- 8.6 Only paid-up members shall be eligible for election to the Board or hold any office in the Organisation.
- 8.7 The liability of each member shall be limited to the amount of any subscription or other debt owing by him to the Organisation.
- 8.8 Neither members nor Board Members have any rights in the property or other assets of Society solely by virtue of their being members or Board Members of the Organisation.

- 8.9 Neither members nor Board Members shall be liable for any of the obligations or the liabilities of the Society solely by virtue of their status as members or Board Members of the Society.

## **CHAPTER 9**

### **ACCREDITATION**

The Board shall be responsible for determining accreditation requirements from time to time.

## **CHAPTER 10**

### **ENROLMENT FEES AND SUBSCRIPTIONS**

- 10.1 Every application for membership shall be accompanied by the prescribed application fee, provided that where any application for membership is rejected, the application fee shall be refunded to the Applicant.
- 10.2 Enrolment fees and subscriptions shall be determined by the Board. The Secretary shall inform each member of the annual subscription and enrolment fees.
- 10.3 The amount of the subscription fees shall be determined from time to time by the Board.
- 10.4 The Board shall be entitled to determine a discount of the annual subscription fee at the discretion of the Board.
- 10.5 Annual subscription shall be payable on or before the 31 March in each year.

## **CHAPTER 11**

### **DURATION AND TERMINATION OF MEMBERSHIP**

- 11.1 The membership of any member:
- 11.1.1 shall terminate if he submits his resignation in writing to the Secretary;
  - 11.1.2 may terminate if such member fails to pay any annual subscription for which such member may be liable within three (3) months of the date upon which such subscription becomes due, subject to the provision that the Board may on good cause shown, permit the member additional time in which to pay his subscription.
- 11.2 No refund of any subscription or part thereof shall be made to a member ceasing to be a member and he shall in any event remain liable to the Society for any subscription or other debts or obligations due by such member.
- 11.3 The Society shall be entitled to terminate summarily the membership of any member if such member is not, in the opinion of the Board, a person in good standing who brings the Society into disrepute.

## CHAPTER 12

### INCOME AND PROPERTY

- 12.1 The Organisation will keep a record of all movable and immovable assets registered or bought in the name of the Organisation everything it owns.
- 12.2 The Organisation may not give any of its money or property to its members or the Board. The only time it can do this is when it pays for work that a Board Member or member has done for the Organisation. The payment must be a reasonable amount for the work that has been done and must be accompanied by an invoice or request for payment"
- 12.3 The Board or a member of the Organisation can only get money back from the Organisation for expenses that she or he has paid for on behalf of the Organisation, and for which authorisation has been granted.
- 12.4 The Board or members of the Organisation do not have any rights over any of the movable or immovable property that is registered or bought in the name of the Organisation.

## CHAPTER 13

### FINANCES AND REPORTS

- 13.1 **Bank Account:** The Board must open a bank account in the name of the Organisation with a registered Bank.
- 13.2 **Signing:** Payments, electronic transfers and other documents requiring signature on behalf of the Organisation shall be signed by at least two persons authorised by the Board. Whenever funds are taken out of the bank account, the chairperson and at least two other members of the Organisation must sign a withdrawal authorisation.
- 13.3 **Financial year-end:** The financial year end of the Organisation shall be end of February each year.
- 13.4 **Financial Report:** The Board must ensure that proper records and books of account which reflect the affairs of the Organisation are kept, and within six (6) months of its financial year a report is compiled by an independent registered Accounting Officer stating whether or not the financial statements of the Organisation are consistent with its accounting policies and practices of the Organisation.
- 13.5 The Treasurer is responsible for making sure that the money of the Organisation is safe and is accounted for.
- 13.6 The Treasurer must also make regular reports to the Board on the finances of the Organisation, which should include all incomes, expenditures and balances that remain according to accounting practices of the Organisation.

- 13.7 If the Organisation has funds that can be invested, the funds may only be invested with registered financial institutions. These institutions are listed in Section 1 of the Financial Institutions (Investment of Funds) Act, 1984, or as shall be amended. The Organisation may obtain securities that are listed on a licensed stock exchange as set out in the Stock Exchange Control Act, 1985 (as amended). The Organisation may also approach different banks to seek advice on investment of excess Funds.
- 13.8 The MSSA will be able to raise funds in the following ways:
- 13.8.1 Membership fees (monthly, quarterly, annually)
  - 13.8.2 Donations, grants, fundraising or awareness projects.

## CHAPTER 14

### CODE OF CONDUCT OF MEMBERS

- 14.1 Every member of the Society shall uphold the highest standards of integrity and shall conduct himself in accordance with the code of conduct consistent with the preamble recorded in this Constitution and in accordance with generally accepted norms and standards of accredited and non-accredited mediators or ADR practitioners and/or promulgated by this Society from time to time, which shall be binding on each and every member of the Organisation.
- 14.2 improper conduct on the part of a member shall consist of any act of commission or omission, either in respect of his activities as a accredited/ non-accredited mediator or ADR practitioner or of any business or undertaking of whatever nature in which he may be engaged, personal conduct which in the opinion of the Board is inconsistent with the standards of behaviour which are expected of a member of the Society or of a accredited/ non accredited mediator in the execution of his duties.
- 14.3 The Board shall inquire into any written allegation of improper conduct on the part of any member and shall afford such member adequate opportunity to answer any written allegations made against him.
- 14.4 The Board shall refer all written complaints of improper conduct on the part of any member to a designated Complaints Officer, appointed by the Board who shall investigate such complaint.
- 14.5 If the Complaints Officer finds that the member is guilty of improper conduct he/she is empowered in his/her own discretion to make an appropriate recommendation.
- 14.6 The Board may then act on the recommendation, alternatively may impose its own sanctions. Any decision by the Board shall be final and binding and not subject to appeal/ review.

## CHAPTER 15

### AMENDMENTS TO THE CONSTITUTION

- 15.1 The Constitution can only be changed by a resolution. The resolution has to be agreed upon and passed by not less than two thirds ( $\frac{2}{3}$ ) (or at least 67%) of the members who are at the annual general meeting or special general meeting. Members must vote at this meeting to change the Constitution.
- 15.2 For the purpose of considering changes to this Constitution, two thirds ( $\frac{2}{3}$ ) of the members shall be present at a meeting to make a quorum before a decision to change the Constitution is taken. Any Annual General Meeting may vote upon such a motion, if the details of the changes are set out in the notice referred to in clause 6 of this Constitution.
- 15.3 As provided for in clause 7, written notices must go out no less than fourteen (14) days before the meeting at which the changes to the Constitution are going to be proposed. The notice must indicate the proposed changes to the Constitution that will be discussed at the meeting.
- 15.4 No amendments may be made which would cause the Organisation to close down or stop to function or die away.

## CHAPTER 16

### DISSOLUTION/CLOSING DOWN

- 16.1 The Organisation may dissolve or close down if at least two thirds ( $\frac{2}{3}$ ) of the members present and voting at a meeting convened for the purpose of considering such matter, are in favour of closing down, providing that the Chairpersons and Vice President shall have a double vote, when it relates to dissolution or closing down of the association.
- 16.2 When the Organisation closes down it has to pay off all its debts. After doing this, if there is property or money left over it should not be paid or given to members of the Organisation. It should be given in some way shall be made available to another non-profit Organisation that has similar objectives. The Organisation's general meeting can decide what Organisation this should be.

**This Constitution was approved and accepted by members of Mediation Society of South Africa.**

At a special (general) meeting held on

\_\_\_\_\_  
*Day/Month/Year*

\_\_\_\_\_  
Chairperson

\_\_\_\_\_  
Vice- chairperson

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Treasurer