

MEMORANDUM OF INCORPORATION

OF

THE MURRAYSBURG SUSTAINABLE DEVELOPMENT COUNCIL NPC (Form CoR 15.1E – Long Standard Form for Non Profit Companies with Members)

Which is referred to in the rest of this Memorandum of Incorporation as “the Company”.

The Company is a Non Profit Company with members, with the following objects:

Murraysburg is arguably one of, if not the, most impoverished Districts in the Western Cape.

The Organisation’s primary objectives are:

1.1. To ensure the protection and sustainable development of Murraysburg’s natural and heritage resources in a manner that will be beneficial to all of its people.

To this end, in a manner that is devoid of race, gender and class distinctions, the Organisation aims to:

1.1.1. motivate and enable the people of Murraysburg to work together to protect and uplift the environment and heritage resources of Murraysburg for the benefit of the current generation and, in particular, future generations;

1.1.2. meaningfully contribute to environmental, social and economic issues arising from the exploitation of Murraysburg’s renewable resources;

1.1.3. meaningfully contribute to environmental, social and economic issues arising from the exploitation of Murraysburg’s non-renewable resources

1.1.4. enhance the ability of Murraysburg’s people to address environmental, social and economic issues.

1.2. To systematically alleviate poverty in Murraysburg through:

1.2.1. The development of an Integrated Long Range Environmental Plan (ILREP) for the Town and the District, in collaboration with the appropriate organs of state.

The implementation and/or management of sustainable short and long-term upliftment projects as identified in the ILREP.

1.1. The object of the proposed company is:

1.1.1.To protect and improve the natural environment of Murraysburg and its surrounds.

1.1.2.To systematically alleviate poverty in Murraysburg through the implementation of sustainable short and long-term upliftment projects.

1.1.3.To act as a vehicle through which Third Parties, both from the Public as well as the Private sectors, can route contributions and resources in support of the company's objectives.

The company will collaborate with all appropriate Local, Provincial and National Government agencies as well as Private benefactors.

INTEPRETATION

In this Memorandum of Incorporation:

- (a) A reference to a section by number refers to the corresponding section of the Companies Act 2008.
- (b) A reference in this Memorandum of Incorporation to 'the Act' is a reference to the Companies Act 2008 excluding Schedule 5 of this Memorandum of Incorporation where "the Act" refers to the Income Tax Act.
- (c) Words that are defined in the Companies Act 2008 bear the same meaning in this Memorandum as in that Act.
- (d) The Schedules attached to this Memorandum of Incorporation are a part of this Memorandum of Incorporation.

1. ARTICLE 1 - INCORPORATION AND NATURE OF THE COMPANY

1.1. INCORPORATION

- 1.1.1. The Company is incorporated as a Non Profit company, as defined in the Act.
- 1.1.2. The Company is incorporated in accordance with and governed by:
- 1.1.3. the unalterable provisions of the Act; and
- 1.1.4. the alterable provisions of the Act, subject to the limitations, extensions, variations or substitutions set out in this Memorandum of Incorporation; and
- 1.1.5. the provisions of this Memorandum of Incorporation.
- 1.1.6. the provisions as set out in **Part A of Schedule 1** of this Memorandum of Incorporation.

1.2. OBJECTS AND POWERS OF THE COMPANY

- 1.2.1. The Company is not subject to any provision contemplated in section 15(2) (b) or (c).
- 1.2.2. The purposes and powers of the Company are not subject to any restriction, limitation or qualification, as contemplated in section 19(1) (b) (ii).
- 1.2.3. Upon dissolution of the Company, its net assets must be distributed in the manner determined in accordance with:
- 1.2.4. Item 1(4) (b) of Schedule 1 of the Companies Act 2008; and
- 1.2.5. The provisions set out in Part C of Schedule 1 of this Memorandum of Incorporation.

1.2.6 POWERS OF THE COMPANY

- 1.2.6.1 The Company shall have all such powers as may be necessary in order to undertake and promote its objectives as hereinbefore stated.
- 1.2.6.2 Without derogating from the generality of the foregoing, the Company shall have the following specific powers:
- 1.2.6.3 The Board of Directors shall be entitled, from time to time, to deal with any assets or investments for the time being and from time to time, forming part of the Company's funds (being the Company's funds and assets), as they in their sole and absolute discretion may decide, with the intent and purpose that the Board of Directors shall have the same unrestricted power of investing and using available funds and transposing investments and altering the use thereof, as if they were absolute beneficial owners entitled thereto.

- 1.2.6.4 Without derogating in any way from the generality of the authority specified in 1.2.6.1 hereof, the Board of Directors shall have the following specific powers, privileges and discretions and the Board of Directors shall by majority vote be entitled:
- 1.2.6.5 to invest the Company's funds in such manner as they, in their sole and absolute discretion may consider fit, provided that such funds may only be invested with registered financial institutions listed in section 1 of the Financial Institutions (Investment Funds) Act, 1984;
- 1.2.6.6 to realise or vary any investments from time to time, forming part of the Company's funds and to re-invest the proceeds in any such investments hereby authorised, as the Board of Directors in their sole and absolute discretion may consider appropriate; for such period as they may determine, to allow all investments at any time forming part of the funds of the Company, to remain either un-invested or in their original state of investment;
- 1.2.6.7 to enter into donor funding arrangements with government, companies or individuals and to solicit and accept donations, bequests and contributions towards the funds of the Company;
- 1.2.6.8 To institute and defend legal proceedings.
- 1.2.6.9 to divide the Company's funds into separate portions, or to establish a separate Organisation or Organisations as may be required for the successful implementation of approved projects;
- 1.2.6.10 and, to exercise the powers and authorities herein granted to the Board of Directors in any part of the world and not only within the Republic of South Africa.

1.3. MEMORANDUM OF INCORPORATION AND COMPANY RULES

- 1.3.1. This Memorandum of Incorporation of the Company may be altered or amended only in the manner set out in sections 16, 17 or 152(6) (b), subject to the provisions contemplated in Section 16(1) (c) as set out in Part D of Schedule 1 of this Memorandum of Incorporation.
- 1.3.2. The authority of the Company's Board of Directors to make rules for the Company, as contemplated in section 15(3) to 15(5), is not restricted in any manner by this Memorandum of Incorporation.
- 1.3.3. The Board must publish any rules made in terms of section 15(3) to 15(5) by delivering a copy of those rules to each member by ordinary mail.
- 1.3.4. The Company must publish a notice of any alteration of the Memorandum of Incorporation or the Rules, made in terms of section 17(1), by delivering a copy of those rules to each member by ordinary mail.

1.4. OPTIONAL PROVISIONS OF THE COMPANIES ACT 2008

- 1.4.1. The Company does not elect, in terms of section 34(2), to comply voluntarily with the provisions of Chapter 3 of the Act.

1.5. MEMBERS OF THE COMPANY

- 1.5.1. As contemplated in item 4(1) of Schedule 1 of the Act, the Company has members, who are all in a single class, being voting members, each of whom has an equal vote in any matter to be decided by the members of the Company.
- 1.5.2. The terms and conditions of membership are set out in **Part E of Schedule 1** to this Memorandum.

2. ARTICLE 2 – RIGHTS OF MEMBERS

2.1. MEMBERS AUTHORITY TO ACT

If, at any time, every member of the Company is also a Director of the Company, as contemplated in section 57(4), the authority of the members to act without notice or compliance with any other internal formalities, as set out in that section is not limited or restricted by this Memorandum of Incorporation.

2.2. MEMBERS RIGHTS TO INFORMATION

A member of the Company has the right to access information set out in section 26(1) of the Act.

2.3. REPRESENTATION BY CONCURRENT PROXIES

The right of a member of the Company to appoint persons concurrently as proxies, as set out in section 58(3)(a), is limited to the appointment of one proxy

2.4. AUTHORITY OF PROXY TO DELEGATE

The authority of a member's proxy to delegate the proxy's powers to another person, as set out in section 58 (3) (b) is not limited.

2.5. REQUIREMENT TO DELIVER PROXY INSTRUMENT TO THE COMPANY

The requirement that a member must deliver to the Company a copy of the instrument appointing a proxy before that proxy may exercise the member's rights at a members meeting, as set out in section 58(3)(c) is varied by this Memorandum of Incorporation, and must be delivered to the registered office of the Company at least 48 hours before the time appointed for the meeting for which such proxy is appointed to begin.

2.6. DELIBERATIVE AUTHORITY OF PROXY

The authority of a member's proxy to decide without direction from the member whether to exercise, or abstain from exercising, any voting right of the member, as set out in section 58(7) is not limited or restricted by this Memorandum of Incorporation.

2.7. RECORD DATE FOR EXERCISE OF MEMBERS RIGHTS

If at any time the Company's Board of Directors fails to determine a record date, as contemplated in section 59, the record date for the relevant matter will be the date of the action or event.

3. ARTICLE 3 – MEMBERS MEETINGS

3.1. REQUIREMENT TO HOLD MEETINGS

The Company is not required to hold any members' meetings other than those specifically required by the Companies Act 2008.

3.2. MEMBERS RIGHT TO REQUISITION A MEETING

The right of members to requisition a meeting, as set out in section 61(3), may be exercised by 100 members representing not less than at least one twentieth of the voting rights entitled to be exercised in relation to the matter to be considered at the meeting.

3.3. LOCATION OF MEMBERS MEETINGS

The authority of the Company's Board of Directors to determine the location of any members meetings, and the authority of the Company to hold any such meeting in the Republic or in any foreign country, as set out in section 61(9) is not limited or restricted by this Memorandum of Incorporation.

3.4. NOTICE OF MEETING

3.4.1 The minimum number of days for the Company to deliver Notice of a members meeting to members is 15 business days, as provided for in section 62(1).

3.4.2 Notices of meetings of the Board of Directors and of Annual General Meetings shall be addressed to all persons entitled thereto, either personally, or by email, fax or registered post, and shall be addressed to the last address notified to the Company. The inadvertent omission to address notice/s to any individual member/s shall not invalidate the proceedings of any such meeting.

3.4.3 Members shall be deemed to have received notice as aforesaid five (5) days after the sending of the relevant notice or announcement as aforesaid.

3.5. ELECTRONIC PARTICIPATION IN MEMBERS MEETINGS

The authority of the Company to conduct a meeting entirely by electronic communication or to provide for participation by certain members in a meeting by electronic communication is not limited or restricted by this Memorandum of Incorporation.

3.6. QUORUM FOR MEMBERS MEETINGS

3.6.1. The quorum requirement for a members meeting to begin, or for a matter to be considered, shall be 20 members present or by proxy, provided that three members from each of the business units of the company, if more than one, are present or by proxy, also provided that at least ten members shall be personally present.

- 3.6.2. The time periods allowed in sections 64(4) and (5) and section 64(12) relating to an adjourned meeting shall be varied as set out in Parts D and E of Schedule 3.
- 3.6.3. The authority of a meeting to consider a matter, as set out in section 64(9) is not limited or restricted by this Memorandum of Incorporation.

3.7. ADJOURNMENT OF MEMBERS MEETINGS

The maximum period allowable for the adjournment of a Members meeting is as set out in Section 64 (13), without variation.

3.8. MEMBERS RESOLUTIONS

- 3.8.1. For an ordinary Resolution to be adopted at a members meeting, it must be supported by the holders of at least 50% of the voting rights exercised on the Resolution, as provided in section 65(7).
- 3.8.2. Special Resolutions shall require approval at a members meeting of 75% of voting rights present at such meeting, or by written approval of 75% of members entitled to attend and vote at such a meeting.
- 3.8.3. A special Resolution adopted at a members meeting is not required for a matter to be determined by the Company, except those matters set out in section 65(11), or elsewhere in the Act.

3.9 ANNUAL GENERAL MEETINGS

- 3.9.1 An Annual General Meeting of the Company shall be held within a period of fifteen (15) months of the adoption of this Memorandum of Incorporation, and subsequent Annual General Meetings shall be held as soon as possible, but in any event within three (3) months, after the end of each financial year; subject to the condition that not less than fourteen (14) days prior written notice of any such meeting shall be given to all members entitled as of right to attend the same.
- 3.9.2 The business of an Annual General Meeting shall include inter alia :
 - a. agree to the items to be discussed on the agenda;
 - b. write down who is there and who has sent apologies because they cannot attend;
 - c. the presentation and adoption of the Chairperson's Report;
 - d. the consideration of the Annual Financial Statements;

- e. the election of members entitled to serve as members of the Board of Directors for the ensuing year; and,
- f. such other matters as may be considered appropriate;
- g. Closing the meeting.

3.9.3 At all Annual General Meetings, a **Resolution** put to the vote of a meeting shall be decided by a poll. A poll shall be taken in such manner as the Chairperson of the meeting may direct, and the result of the poll shall be deemed to be the Resolution of the meeting.

3.9.4 Each Member present at such meeting shall be entitled to ONE (1) vote. In the event of an equality of votes the Chairperson shall be entitled to a second or casting vote.

3.10 ACCESS TO RECORDS

Any member of the Board of Directors shall be entitled to inspect the books of account of the Company of the Minutes of the proceedings of the Board of Directors or of General Meetings.

3.11 BOOKS OF ACCOUNT

3.11.1 The Board of Directors shall ensure that the Company keep proper books of account and financial statements be prepared in terms of IFRS for SME's.

3.11.2 The Board of Directors can on annual basis, decide if the financial statements must be independently reviewed or voluntary audited by an auditor that is a member of IRBA. This must be done as soon as possible after the financial year of the Company which is 28 February.

3.12 FINANCE

9.1 Finance

- (a) Any money obtained by the group shall be used only for the group.
- (b) Any bank accounts opened for the group shall be in the name of the group.
- (c) Any cheque issued shall be signed by at least two of any three nominated signatures.
- (d) The Management Committee will ensure that the group stays within the budget.
- (e) An accounting officer shall be appointed at the annual general meeting. His or her duty is to audit and check on the finances of the company.
- (f) The treasurer's job is to control the day to day finances of the company. The treasurer shall arrange for all funds to be put into a **bank account** in the name of the company. The

treasurer must also keep proper records of all the finances.

- (g) Whenever funds are taken out of the bank account, the chairperson and at least two other members of the company must sign the withdrawal or cheque.
- (h) If the company 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 the company can get securities that are listed on a licensed stock exchange as set out in the Stock Exchange Control Act, 1985. The company can go to different banks to seek advice on the best way to look after its funds.

4. ARTICLE 4 – DIRECTORS AND OFFICERS

4.1 COMPOSITION OF THE BOARD OF DIRECTORS

- 4.1.1. The Board of Directors comprises of four (4) Directors, who continue to serve.
- 4.1.2. The Board shall have a minimum number of four (4) Directors and a maximum of ten (10) Directors.
- 4.1.3. There are no appointed or ex-officio Directors of the Company as contemplated in section 66(4).
- 4.1.4. Appointment of Directors shall be in the manner as set out in Part A of Schedule 4 and non-executive Directors shall rotate as set out in Part B of Schedule 4.

4.2. AUTHORITY OF THE BOARD OF DIRECTORS

4.2.1 MANAGEMENT

- a. The authority of the Company’s Board of Directors to manage and direct the business and affairs of the Company, as set out in section 66(1) is not limited or restricted by this Memorandum of Incorporation.
- b. The powers of the Company shall be exercised by the Board of Directors, which shall comprise not less than 4 (four) nor more than 10 (ten) persons.
- c. All executive powers of the Company shall vest in and be exercised by the Board of Directors, which shall be entitled to act on behalf of the Company in pursuance of its objectives.
- d. There shall be elected and/or appointed at each Annual General Meeting of the Company a Management Committee, from amongst its members, the Board of Directors referred to in clause 2 above comprising:
 - i) Chairperson
 - ii) Vice-Chairperson
 - iii) Treasurer
 - iv) Secretary
 - v) Media Liaison
 - vi) Strategist/Planner
 - vii) Project co-ordinator
- e. Any member of the Company shall be eligible for appointment to the Board of Directors.
- f. If so desired, the decision as to who shall fill the position of Chairperson, Vice-Chairperson, Treasurer and any other office bearer, if elected, may be left to the incoming Board of Directors

to be taken at the first meeting after the Annual General Meeting.

- g. The Management Committee shall be responsible for the efficient management of the Company in accordance with policies determined by the Board of Directors and this Memorandum of Incorporation.
- h. The Management Committee shall have the right to form sub-committees and to determine the extent of their powers and the manner in which the Board of Directors will oversee the actions of such sub-committees.
- i. The Management Committee or the Board of Directors shall meet at least twice a year.
- j. At least four (4) Management Committee members must be present for the Management Committee meeting to take place.
- k. Voting at Management Committee meetings shall be by show of hands on a majority basis. If there is a tied vote then the Chairperson shall have a second vote.
- l. Power to set up sub-groups and working parties as deemed necessary who shall be accountable to the committee.
- m. Office bearers will serve for one year, but they can stand for re-election for another term in office after that. Depending on what kind of services they give to the company, they can stand for re-election into office again and again. This is so long as their services are needed and they are ready to give their services.
- n. A **quorum** constituting any **Annual General Meeting** of the Company shall comprise at least fifty per cent (50%) of the Company's membership who are actually present in person, and not merely represented at such meeting, to make decisions that are allowed to be carried forward.
- o. **Minutes** will be taken at every meeting to record the Management Committee's decisions. The minutes of each meeting will be given to Management Committee members at least two weeks before the next meeting. The minutes shall be confirmed as a true record of proceedings, by the next meeting of the Management Committee, and shall thereafter be signed by the chairperson.
- p. All members of the company have to abide by decisions that are taken by the Management Committee.

4.3 REMOVAL AND DISQUALIFICATION OF DIRECTORS

The office of a Director shall ipso facto be vacated if:

- 4.3.1 He becomes insolvent, is sequestrated, assigns his estate, suspends payment or compounds with his creditors, or

- 4.3.2 He becomes of unsound mind; or
- 4.3.3 By notice in writing to the Company he resigns his office; or
- 4.3.4 He ceases to be a Director under any provisions of this Memorandum of Incorporation
- 4.3.5 He is removed by an ordinary resolution of the Company; or
- 4.3.6 He ceases to be a Director by virtue of any provision of the Act or becomes prohibited from being a Director by reason of any order made under section 219 of the Act; or
- 4.3.7 Without leave of absence and without a valid excuse, he is absent from two consecutive meetings of the Board; or
- 4.3.8 The Director's conduct is not in the interests of the Company or in conflict with the objectives of the Company.
- 4.3.9 The Company may by ordinary resolution remove any Director before the expiration of his period of office.

4.4 APPEAL OF CERTAIN BOARD DECISIONS

- 4.4.1 Any member aggrieved by a decision of the Board may appeal such decision to a suitable Mediator. The person declaring the dispute and the Management Committee must agree on a suitable mediator and to the cost of such mediation. A mediator may recommend an appropriate resolution of the dispute.
- 4.4.2 In the absence of agreement regarding a mediator or should mediation not resolve the dispute, the dispute shall be referred to arbitration.
- 4.4.3 The arbitration shall be held on informal basis and the arbitrator shall have power to determine the procedure to be adopted subject to principles of natural justice.
- 4.4.4 The person declaring the dispute and the Management Committee, beforehand, may agree to share the costs of the arbitration. In the absence of such agreement the arbitrator shall decide which parties shall be liable for the costs.
- 4.4.5 The decision of the arbitrator shall be final and binding upon all parties and capable of being made an Order of Court on application by any of them.

4.5 BOARD OF DIRECTORS MEETINGS

- 4.5.1 Despite the provisions set out in section 73(1), the right to call a meeting of the Board of Directors may be exercised by any one of the Directors.
- 4.5.2 The **quorum** required for a Directors Meeting to make decisions is a majority of 50% plus one (1) Director.

- 4.5.3 A **resolution** put to the vote of the Board of Directors shall be decided by a poll. Each member of the Board of Directors present or represented at such meeting shall be entitled to one (1) vote. In the event of an equality of votes, the Chairperson shall be entitled to a second or casting vote. A poll shall be taken in such manner as the Chairperson may direct, and the result of the poll shall be deemed to be the Resolution of the meeting.
- 4.5.4 The Chairperson may, with the consent of a meeting of the Board of Directors at which a quorum is present (and shall if so directed by such meeting), adjourn the meeting from time to time and from place to place.
- 4.5.5 Each member of the Board of Directors shall have the power to name any other member of the Board of Directors to act as her/his alternate during her/his absence or inability to act as such. The appointment of any person other than a member of the Board of Directors shall require the prior approval of the Board of Directors (whose consent shall not be unreasonably withheld). Upon such appointment being made and approved (if necessary) as aforesaid, the alternate member shall in all respects be subject to the same terms, qualifications and conditions existing with reference to the other members of the Board of Directors.
- 4.5.6 A meeting of the Board of Directors may be convened at any time at the request of the Chairperson of the Board of Directors, and she/he shall be obliged to convene a meeting at any time upon written requisition signed by not less than 4 (four) members of the Board of Directors.
- 4.5.7 The Board of Directors may permit any other person having a special interest and concern in the activities of the Company, to attend meetings of the Board of Directors, or General Meetings, either personally or by representation, and to attend and speak at such meetings, but not to vote.
- 4.5.8 This Memorandum of Incorporation does not limit or restrict the authority of the Company's Board of Directors to:
- a. Conduct a meeting entirely by electronic communication, or to provide for participation in a meeting by electronic communication by one or more parties, as set out in section 73(3); or
 - b. Determine the manner and form of providing notice of its meetings, as set out in section 73(4); or
 - c. Proceed with a meeting despite a failure or defect in giving notice of the meeting as set out in section 73(5); or
 - d. Consider a matter other than at a meeting, and given written approval thereof as contemplated in section 74.

4.6 INDEMINIFICATION OF DIRECTORS

- 4.6.1 The authority of the Company's Board of Directors to advance expenses to a director, or indemnify a director, in respect of the defence of legal proceedings, as set out in section 78 (3) is not limited or restricted by this Memorandum of incorporation.
- 4.6.2 The authority of the Company's Board of Directors to indemnify a director in respect of liability, as set out in section 78 (5) is not limited or restricted by this Memorandum of incorporation.
- 4.6.3 The authority of the Company's Board of Directors to purchase insurance to protect the Company, or a director, as set out in section 78 (6) is not limited or restricted by this Memorandum of incorporation.
- 4.6.4 Subject to the provisions of any relevant statute, every member of the Board of Directors shall be indemnified by the Company in respect of all acts done by her/him in good faith on its behalf, and it shall be the duty of the members of the Board of Directors out of the funds of the Company to pay all costs and expenses which any such person may have incurred or become liable for by reason of any act or deed done by her/ him in her/his capacity as a member of the Board of Directors in the discharge of her/his duties on behalf of the Company.
- 4.6.5 Subject to the provisions of any relevant statute, no member of the Board of Directors shall be liable for the acts or omissions of the Company or any other member thereof.

4.7 DIRECTORS COMPENSATION AND FINANCIAL ASSISTANCE

This Memorandum of Incorporation does not limit the authority of the Company to:

- 4.7.1 Advance expenses to a Director, or indemnify a Director, in respect of the defence of legal proceedings as set out in section 78(3);
- 4.7.2 Indemnify a Director in respect of liability as set out in section 78(5); or
- 4.7.3 Purchase insurance to protect the Company, or a Director, as set out in section 78(6).

4.8 OFFICERS AND COMMITTEES

- 4.8.1 The Board of Directors may appoint any officers it considers necessary to better achieve the objects of the Company
- 4.8.2 The authority of the Board of Directors to appoint committees of Directors and to delegate authority to such committee as set out in section 72(1) and to include in such committees persons who are not Directors in terms of section 72(2)(a) is not limited by this Memorandum of Incorporation
- 4.8.3 The authority of a committee appointed by the Board of Directors as set out in section 72 is not limited by this Memorandum of incorporation.

5. ARTICLE 5 – GENERAL PROVISIONS

SCHEDULE 1 – INCORPORATION AND NATURE OF THE COMPANY

Part A

1. BODY CORPORATE

The Company shall:

- 1.1 Exist in its own right, separately from its members.
- 1.2 Continue to exist even when its membership changes and there are different office bearers.
- 1.3 Be able to own property and other possessions.
- 1.4 Be able to sue and be sued in its own name.
- 1.5 Members or office – bearers do not become liable for any of the obligations or liabilities of the company solely by virtue of their status as members or office bearers of the organisation.

2. INCOME AND PROPERTY

- 2.1 The income and property of the Company must be applied solely for the promotion of its main object and no portion thereof shall be paid or transferred directly or indirectly by way of dividends, bonus payments or otherwise to the members of the Company provided that nothing herein contained shall prevent the payment in good faith of reasonable remuneration to any officer or servant of the Company or to any member thereof in return for any services actually rendered to the Company.
- 2.2 The members or office- bearers have no rights in the property or other assets of the Company solely by virtue of their being members or office - bearers.

Part B

NOT APPLICABLE

Part C

1. DISSOLUTION / WINDING - UP

- 1.1 Any Resolution for the winding up or deregistration of the Company must be approved by the Commissioner of the S A Revenue Service.
- 1.2 On dissolution or liquidation the excess funds and remaining assets of the Company must be transferred to one or more of the following:
- 1.3 A similar organisation incorporated or established in the Republic which has been approved as a Public Benefit Organisation in terms of clause 30 of the Income Tax Act;

- 1.4 An organisation established under any law which is exempt from Tax in terms of section 10(1)(cA) of the Income Tax Act whose sole or principal object is the carrying on of an approved public benefit activity;
- 1.5 A department of State or Administration in the National, Provincial or Local sphere of Government of South Africa.
- 1.6 The Company may close down if at least two-thirds of the members present and voting at a meeting convened for the purpose of considering such matter, are in favour of closing down.
- 1.7 When the Company closes down it has to pay off all its debts.

Part D

1. AMENDMENT

- 1.1 Any Resolution for the Amendment of the Memorandum of Incorporation of the Company must be approved by The Commissioner of the South African Revenue Service.
- 1.2 No amendment to this Memorandum of Incorporation shall be valid unless reduced to writing and signed by the entire Board of Directors.

Part E

1. MEMBERSHIP

- 1.1 The Board shall admit to membership any person eligible in terms hereof to be members of the Company.
- 1.2 Any person shall be eligible to become a member of the Company:
 - 1.3 for one calendar year, if he/she pays the annual membership subscription fee as determined by the Board of Directors from time to time; or
 - 1.4 for life, if he pays the lifetime membership subscription fee as determined by the Board of Directors from time to time; on written application to the CEO, when the member's name will be entered into the Register.
- 1.5 The Board shall be entitled in its discretion to appoint any person as a lifetime member or honorary member of the Company, and such member shall not be required to pay a subscription fee.
- 1.6 Membership may be held by juristic persons, including profit companies;

- 1.7 Applications for membership shall be made on the prescribed form and Membership of the Company shall be conferred upon such persons as the Board of Directors, in its absolute discretion, deems appropriate.
- 1.8 The membership of a member shall terminate if;
- 1.8.1 The member resigns by giving 30 days written notice to the Company;
- 1.8.2 The member, being a natural person, dies or his/her estate is surrendered or sequestrated in terms of the insolvency Act 1936 as amended;
- 1.8.3 The member fails to pay the membership subscription fee on or before the date on which it is due, provided that the CEO, in consultation with the Executive Committee, may in its discretion reinstate any member who makes payment of arrear membership subscription fee within a period of three months after the date on which it is due;
- 1.8.4 In the case of a member being a company or close corporation, it is finally wound up or deregistered in terms of the Companies, or Close Corporation legislation in place from time to time.
- 1.8.5 Membership may only be cancelled by a decision of the majority of the Board of Directors where, in their opinion, such member's conduct is not in the interests of the Company or in conflict with the objectives of the Company provided that:
- a. At least fourteen (14) days prior written notice is given to all members of the Management Committee of the intention to terminate a membership; and
- b. At least fourteen (14) days prior written notice is given to the member concerned. The notice shall invite the member to make written or verbal representation to the meeting as the member may consider appropriate.
- c. It is hereby expressly recorded that the Board of Directors shall not be under any obligation to assign reasons for their decisions in relation to the admission or cancellation of membership.

SCHEDULE 2 – RIGHTS OF MEMBERS

NOT APPLICABLE

SCHEDULE 3 – MEMBERS MEETINGS

PART A

NOT APPLICABLE

PART B

NOT APPLICABLE

PART C

NOT APPLICABLE

PART D

If within 30 minutes from the time appointed for a general meeting, or at any time during the course of a general meeting a quorum is not present, the general meeting shall stand adjourned.

PART E

1. A meeting that has been adjourned as above shall stand adjourned to a date not earlier than seven days or later than twenty-one days after the date of the said adjourned meeting.
2. The Company must publish a notice in a newspaper circulating in the province where the head office of the Company is situated stating the date time and place to which the said meeting has been adjourned.
3. If at any adjourned meeting a quorum is not present within 30 minutes from the appointed time for such meeting to commence, the members who are present or represented by proxy and entitled to vote shall constitute a quorum and may proceed to transact the business of the meeting.

SCHEDULE 4 – DIRECTORS OF THE COMPANY

PART A

1. There shall at all times be a minimum of four (4) but no more than ten (10) Directors;
2. No less than three (3) shall be executive Directors, including the Chief Executive Officer (CEO) which shall be appointed by the Board of Directors;
3. At least three (3) of which shall be independent non-executive Directors who possess the requisite knowledge and skill to conduct the business of the Company;
4. At least two (2) non-executive Directors having the requisite knowledge and skill to conduct the business of the Company shall be nominated for appointment by the Council of Governors.

PART B

1. At each Annual General Meeting, one third of the non-executive Directors of the Board shall retire from office;
2. The non-executive Directors to retire shall be those longest in office;
3. Any non-executive Director who has held office for a period of three years since his appointment or his last election shall retire at such Annual General Meeting, either as part of the one third of Directors retiring by rotation or in addition thereto;
4. Non-executive Directors retiring as above shall be eligible for re-election at such meeting but may be appointed for no more than three (3) consecutive terms of three (3) years each.

REQUIREMENTS OF THE COMMISSIONER FOR THE SOUTH AFRICAN REVENUE SERVICE FOR EXEMPTION FROM TAXES AND DUTIES UNDER SECTION 30 OF THE INCOME TAX ACT.

1. The Company shall be conducted on a non-profit basis and with an altruistic or philanthropic intent with the sole object to carry on one or more public benefit activities as defined in Section 30(1) of the Income Tax Act (the Act).
2. No activity of the Company will directly or indirectly promote the economic self-interest of any fiduciary or employee of the Company otherwise than by way of reasonable remuneration for services actually rendered to or on behalf of the Company. The remuneration will be for actual costs, expenses and other commitments incurred on behalf of the Company.
3. No single person of the Company shall have the powers, directly or indirectly to make decisions for the Company. At least three persons, who accept fiduciary responsibility for the Company, will not be connected persons in relation to each other.
4. The funds of the Company must be applied solely for the main objects it was created for.
5. No funds shall be paid or transferred directly or indirectly by way of dividends, bonus payments or otherwise to any person or members of the Company provided that nothing herein contained shall prevent the payment in good faith of reasonable remuneration to any officer or servant of the Company or to any member thereof in return for any services actually rendered to the Company.
6. Any Resolution for the winding up or deregistration of the Company must be approved by the Commissioner of the S A Revenue Service.
 - 6.1 On dissolution or liquidation the excess funds and remaining assets of the Company must be transferred to one or more of the following:
 - 6.2 A similar organisation incorporated or established in the Republic which has been approved as a Public Benefit Organisation in terms of clause 30 of the Income Tax Act;
 - 6.3 An organisation established under any law which is exempt from Tax in terms of section 10(1)(cA) (i) of the Income Tax Act whose sole or principal object is the carrying on of an approved public benefit activity;
 - 6.4 A department of State or Administration in the National, Provincial or Local sphere of Government of South Africa.
7. No donations will be accepted by the Company which is revocable at the instance of the donor for reasons other than a material failure to conform to the designated purposes and conditions of such donations, including any misrepresentation with regard to the tax deductibility thereof in terms of Section 18A: Provided that a donor (other than a donor which is a approved public benefit organization or an institution, board or body which is exempt from tax in terms of Section 10(1)(cA)(i), which has as its sole or principal object the carrying on of any public benefit activity) may not impose any conditions which could enable such donor or any

connected person in relation to such donor to derive some direct or indirect benefit from the application of such donation.

8. The Company shall not use any recourses directly or indirectly to support, advance or oppose any political party.
9. Any amendment of the Memorandum of Incorporation or other written instrument of the Company will be submitted to the Commissioner of the South African Revenue Service.
10. The Company is not and will not be a party to, or does not knowingly permit, or has not knowingly permitted, itself to be used as part of any transaction, operation or scheme of which the sole or main purpose of the reduction, postponement or avoidance of liability for any tax, duty or levy which, but for such transaction, operation or scheme, would have been or would have become payable by any person under this Act or any other Act administered by the Commissioner.
11. The income and property of the Company must be applied solely for the promotion of its main object and no portion thereof shall be paid or transferred directly or indirectly by way of dividends, bonus payments or otherwise to the members of the Company provided that nothing herein contained shall prevent the payment in good faith of reasonable remuneration to any officer or servant of the Company or to any member thereof in return for any services actually rendered to the Company.
12. The Company will submit the required returns for income tax together with the relevant supporting documents.

ADOPTION OF MEMORANDUM OF INCORPORATION

This Memorandum of Incorporation was adopted by the incorporators of the Company, in accordance with section 13 (1) of the Companies Act, as evidenced by the following signatures made by each of them.

NAME OF INCORPORATOR	IDENTITY NUMBER	SIGNATURE	DATE
Christopher John Keith Barr	4604175096087		
Adri Smit	8202030037083		
Willem Reinhardt Avenant	8505265098087		
Izak Johannes Van der Merwe	5409245017080		