

**REPUBLIC OF SOUTH AFRICA
COMPANIES ACT 71 OF 2008, AS AMENDED**

**MEMORANDUM OF INCORPORATION
OF A COMPANY NOT HAVING A SHARE CAPITAL**

(The “MOI”)

BUCCLEUCH RESIDENTS AND RATEPAYERS ASSOCIATION NPC

(abbreviated as BRA)

(hereinafter referred to as “the Association”)

Approved at BRA Board meeting on 2 November 2017 for distribution to Members for adoption.

Approved by members at Special General Meeting on 18 November 2017

1. Preliminary

The Memorandum of Incorporation contained in the Companies Act shall not apply to the Company. The Memorandum of Incorporation of the Association shall be as set out hereunder.

2. Definitions

2.1. In the interpretation of this Memorandum of Incorporation, unless inconsistent or otherwise expressly stated or unless the context otherwise indicates:

2.1.1. **“Act”** means the Companies Act 71 of 2008, as amended;

2.1.2. **“the Board”**, means the Board of Directors of the Association as appointed from time to time, and **“director”** means one or more of them;

2.1.3. **“Buccleuch”** means the suburb of Buccleuch, in the city of Johannesburg;

2.1.4. **“Chairman”** means the Chairman of the Board of Directors;

2.1.5. **“in writing”** means legible writing in English and includes written or printed or partly one or partly another, and other modes of representing words in a visible form, including post, email and fax;

2.1.6. **“Member”** means a Member of the Association as set out in clause 5 below;

2.1.7. **“MOI”** means the Memorandum of Incorporation of the Association;

2.1.8. **“month”** means one calendar month and **“Day”** means working day;

2.1.9. **“give notice” or “notify”** shall mean to communicate notice in writing to the recipient’s last known postal address, fax number, or email address;

2.1.10. **“the Office”** means the registered office of the Association and/or its secretariat.

2.2. Words that are defined in the Companies Act, 2008, bear the same meaning in this Memorandum as in that Act.

2.3. Words importing the masculine gender include the feminine and the neuter gender and words in the singular number include the plural, and words in the plural number include the singular, unless the context requires otherwise.

2.4. The headings above any clauses in this MOI are for information purposes only and are not provisions of this Memorandum.

3. Incorporation

3.1. The Association is incorporated as a Non Profit Company, as defined in the Companies Act, 2008.

3.2. The Association is incorporated in accordance with and governed by:

3.2.1. the unalterable provisions of the Companies Act, 2008 that are applicable to Non Profit Companies; and

3.2.2. the alterable provisions of the Companies Act, 2008 that are applicable to Non Profit Companies, subject to any limitations, extensions, variations or substitutions set out in this Memorandum, and

3.2.3. the provisions of this Memorandum.

4. Objectives

- 4.1. The object for which the Association is established is to protect, promote and advance the communal interests of all Buccleuch residents, organisations, businesses, schools, faith based institutions, or associations of persons, and without limiting the generality of the foregoing:
 - 4.1.1. To do all such things as are conducive to the attainment of the object which may be conveniently done and which may be calculated directly or indirectly to enhance the values, benefits and interests of the Members;
 - 4.1.2. To provide open platforms for the communication and exchange of information on local matters relevant to the residents of Buccleuch;
 - 4.1.3. To watch over, promote and protect the interests of its Members and to oppose any matter deemed detrimental thereto;
 - 4.1.4. To assist the authorities in the maintenance of peace, security and the well-being of all residents in the Buccleuch neighbourhood and to work in close co-operation with the SAPS, Community Policing Forum, security companies and any other body to achieve the objectives;
 - 4.1.5. To carry out, or arrange the provision of, legal measures deemed feasible and necessary to reduce crime, and to establish and maintain security procedures in accordance with the needs and wishes of Members;
 - 4.1.6. To work and co-operate with any other body to achieve the objectives of the Association and to foster and promote strong community spirit, co-operation and awareness;
 - 4.1.7. To keep itself and its Members informed of the affairs of the Johannesburg City Council and Metropolitan Municipality and other public bodies, especially on matters which affect property owners and/or residents in Buccleuch;
 - 4.1.8. To represent the collective views of Members to related bodies, public authorities and other interested organisations or persons;
 - 4.1.9. To suggest and promote improvements in policy and administration and to promote or oppose policy making or other regulations affecting the Association or any of its Members or to contribute to the promotion or the opposing thereof;
 - 4.1.10. To instill in councilors and public officials an awareness of the wishes and needs of the residents of Buccleuch;
 - 4.1.11. To establish and/or administer social and/or sporting groups and/or facilities and/or activities as and when required;
 - 4.1.12. To protect, preserve and enhance the environment of the area in keeping with its present and open natural character, including all trees, flora and fauna.

MEMBERSHIP

5. Membership eligibility

- 5.1. Membership shall be open to all legal persons or bodies who have joined the Association and who have expressly subscribed to its objects and who:
 - 5.1.1. are resident in formal housing in Buccleuch; or
 - 5.1.2. own property in Buccleuch; or

- 5.1.3. are an organisation, business, body corporate, school, faith based institution, or association of persons, that is based in Buccleuch.
- 5.2. The admission of any applicant to membership shall be subject to such reasonable conditions as the Board may determine, not in conflict with the objects of the Association.
- 5.3. Membership of the association shall be divided into two classes being:
 - 5.3.1. **Full Members**, which shall include all eligible natural or juristic persons who have paid the requisite membership fee. In the case of an organisation, business, body corporate, school, faith based institution, or association of persons the nominee of such body shall exercise the rights of membership.
 - 5.3.2. **Associate Members**, which shall include all eligible persons or bodies who have not paid the requisite membership fee. Associate Members may participate in all meetings of the Association but may not vote except as a proxy for a Full Member and shall not, save as such proxy, be considered in determining a quorum.
- 5.4. The Board may with Member approval create and distinguish between different sub-classes of Members within each class, or reduce the sub-classes.
- 5.5. Certificates of membership and/or other membership collateral may be issued under the authority of the Board in such manner and form as the Board may from time to time determine.
- 5.6. All Members who are eligible to vote shall have the right to do so pursuant to providing proof of identity and residence, and in the case of clause 5.1.1 after they have been Full Members of the Association for an uninterrupted period of at least 3 months.

6. Membership fees

- 6.1. Annual fees for membership shall be recommended by the Board and ratified at the AGM, and shall be payable when invoiced.
- 6.2. The Board may with Member approval determine different fees in respect of different classes and subclasses of Members.
- 6.3. In the event of a membership of the Association ceasing for any reason, the Association shall not be required to refund any portion of Membership fees paid.
- 6.4. The Board may with Member approval allow discounts in respect of membership fees provided they are reasonable and consistent with good business practice. This shall include inter alia discounts for membership fees paid in advance, discounts for Body Corporates, discounts for Members receiving a government pension or grant, and discounts for Members with other proven affordability challenges.

7. Membership levies

- 7.1. The Board may at a General Meeting impose Member levies which shall be payable by Full and Associate Members when invoiced, provided that:
 - 7.1.1. Such levies shall not exceed the amount reasonably required by the Association to defray urgent expenses up to the end of the financial year in which such levy is raised;
 - 7.1.2. At least thirty (30) days notice of the payment of such levies shall be given;

- 7.1.3. The Board may in determining levies differentiate between classes and subclasses of Members.
- 7.1.4. If a Member fails to pay a levy within one (1) month of the due date their membership shall automatically revert to Associate Membership until such time as the levy is paid.

8. Membership conduct and rules

- 8.1. The Board may with Member approval make reasonable rules regarding the running of the Association, the conduct of its Members in respect of their membership of the Association and generally in respect of any subject that the Board considers conducive to the attainment of the Association's objects.
- 8.2. Notice of the Board's intention to make rules, together with a draft copy of such rules shall be distributed to each Member of the Association for comment twenty-one (21) days prior to adoption.
- 8.3. Rules to which Members commit themselves while engaging in activities related to the Association or within any of its forums include:
 - 8.3.1. Members shall always act in a manner that promotes the objects of the Association.
 - 8.3.2. The Association shall not be aligned to any political party and Members shall not use structures of the Association to promote the aims and objectives of any political party.
 - 8.3.3. No Member shall display behaviour that is inconsistent with the Law or the Constitution, or in a disorderly or unruly manner.
 - 8.3.4. Members shall not behave in a manner or make any utterances which bring or have the potential to bring or as a consequence thereof bring the Association into disrepute.
 - 8.3.5. Members shall not to the detriment of the Association or its objects exploit their membership of the Association to their own personal advantage.
 - 8.3.6. Members shall declare any conflict of interest and not participate on matters where there is a conflict of interest.
 - 8.3.7. Members shall not engage in Association activities whilst under the influence of liquor, drugs and all other illegal intoxicating substances.
 - 8.3.8. Members shall not divulge to any other person any confidential or privileged information that they may have acquired because of their membership.
 - 8.3.9. Members may not speak on behalf of the Association without the authority of the Board.

9. Disciplinary proceedings

- 9.1. The objectives of disciplinary proceedings are to:
 - 9.1.1. address instances of unacceptable conduct by Members;
 - 9.1.2. effectively manage conflict in the Association;
 - 9.1.3. ensure that before disciplinary steps are taken:
 - 9.1.3.1. a member has a reasonable opportunity to state his/her case; and
 - 9.1.3.2. all relevant circumstances are fully, fairly and objectively considered.
- 9.2. In the event of any Member being, in the opinion of the Board, in breach of this MOI or any rules framed thereunder the Board may take disciplinary proceedings against the Member as follows:

- 9.2.1. The Board shall convene a hearing to present the alleged breach to the Member and to afford the Member an opportunity to present their case. The Board shall give notice in writing to the Member's last known postal, fax, physical or email address. The notice shall:
 - 9.2.1.1. advise the Member of the alleged breach;
 - 9.2.1.2. specify a date of the hearing which shall be not less than twenty-one (21) days after the date of dispatch of the notice to the Member;
 - 9.2.1.3. invite the Member to submit to the Chairman, within 14 days of receipt of the notice, acknowledgement of the invitation and written representations regarding the alleged breach. On receipt of any representation the Board may withdraw the complaint in writing, failing which the hearing will proceed.
- 9.2.2. In serious cases which reasonably warrant such action the Board may, subject to a majority vote, immediately suspend the Member from participation in all Association activities and forums pending the notice and hearing. Such suspension shall not preclude the Member from exercising their vote by proxy.
- 9.2.3. Within seven days after the hearing and in consideration of the information before it the Board may impose a sanction upon the Member in terms of the rules of the Association, including:
 - 9.2.3.1. suspend the Member from participation in meetings of the Association and from the utilisation of any social media or communication channels of the Association for a period as it may deem fit, not exceeding 12 months, save that the Member shall still be entitled to exercise his/her vote on matters before the membership by proxy;
 - 9.2.3.2. suspend the Member from Membership of the Association for such period as it may deem fit, not exceeding 12 months. In such event, such Member shall not be entitled to any of the benefits nor to exercise any of the privileges of the membership of the Association during such period of suspension;
- 9.2.4. The Board shall within 10 days of the hearing give notice to the Member of the outcome of the hearing and may, at the same time or thereafter, publish details of the complaint, and any action taken or sanction imposed. If it is necessary in the circumstances or in the interests of the Association and the Members to do so, the Board shall have the right, but not the obligation, to publish the name of the Member so disciplined. A decision to publish the name of a disciplined Member shall be subject to the unanimous vote of all directors present at the meeting at which such decision is taken.
- 9.3. The Board shall, in exercising its functions, comply with the tenets of natural justice.
- 9.4. A Member who has been sanctioned by the Board in any disciplinary matter shall have the right to appeal to an Appeal Committee comprising two directors and two Members in good standing.
 - 9.4.1. A Member shall exercise the right to appeal within 14 days of being notified of the sanction;
 - 9.4.2. The Board shall appoint the directors who shall sit on the Appeal Committee.
 - 9.4.3. The Board and the Member may propose and agree which Members shall be appointed to the Appeal Committee. Failing agreement the Board shall call a General Meeting within 14 days of being notified of the appeal, and the General Meeting shall by vote appoint two Members to the Appeal Committee.

- 9.5. An accused Member in any disciplinary or appeal proceeding:
- 9.5.1. may only be assisted by any other Member;
 - 9.5.2. shall not have the right to be represented by a legally qualified person, but may request such representation and the Board shall consider such request considering the complexity and potential consequences of the matter.
- 9.6. In all disciplinary and appeal processes the Board shall endeavour to ensure a fair balance of representation between the Association and the Member.

10. Termination of membership

- 10.1. Except where otherwise determined by the Board, membership of the Association shall cease:
- 10.1.1. if the Member resigns;
 - 10.1.2. if the Member ceases to meet the requirements for membership;
 - 10.1.3. upon the winding up of the Association, whether voluntary or compulsory.
- 10.2. A Full Member wishing to resign must give notice before membership fees are due. If such notice is not received by the Association the Member shall be liable to pay fees for the period during which they have enjoyed the benefits of Full membership.
- 10.3. In the event of non-payment of membership fees, membership shall automatically be amended to Associate Membership. The Board shall upon payment of arrear fees or levies automatically reinstate such Member's Full membership.

GOVERNANCE

11. Board of directors

- 11.1. Responsibility for the management and governance of the Association shall vest in the Board.
- 11.2. The Board shall be elected by Full Members at the Annual General Meeting (AGM) and shall consist of not less than three (3) directors.
- 11.2.1. Subject to clause 11.10 below, all directors shall be required to be Full Members of the Association.
 - 11.2.2. The directors shall be entitled, by ordinary resolution, to determine such maximum number of directors as they may from time to time deem appropriate.
 - 11.2.3. If the number of directors falls below three the remaining directors shall as soon as possible and in any event not later than 60 days from the date that the number fell below three, fill the vacancies in accordance with this MOI or convene a general meeting of Members to fill the vacancies.
 - 11.2.4. The failure of the Association to have the minimum number of directors does not limit or negate the authority of the Board nor invalidate anything done by the Board while their number is below three.
- 11.3. At the Board meeting immediately following the AGM the Board shall elect from among its number a Chair, one or more Deputy Chairs, and a Treasurer.
- 11.4. The Chair shall be the spokesperson for the Association and shall have the right to delegate this role to other directors as necessary. As far as is practical the Chair shall distribute all public statements to the Board twenty-four (24) hours prior to dissemination.

- 11.5. Directors shall hold office for a term of three (3) years, and shall then retire but be eligible for re-election. No director shall serve for more than three (3) consecutive terms.
- 11.6. If the Association merges with another body all terms of office already exercised by a director in the Association and merging bodies shall be considered in respect of clause 11.5 above.
- 11.7. Prior to appointment as a director, every person nominated shall signify acceptance of such nomination by notice in writing delivered to the Office.
- 11.8. In the event of a director ceasing to hold office during their term, the Board may co-opt a replacement who shall, subject to confirmation at the next AGM, retire when the director in whose place they have been appointed would have retired, but be eligible for re-election.
- 11.9. The Board may by majority resolution co-opt additional Full Members to the Board of Directors. The appointment of any director so co-opted shall be subject to confirmation at the next AGM.
- 11.10. The Board may co-opt directors who are not Full Members or who are from sources other than the membership to bring specific knowledge, expertise or relationships to the Board. Such directors shall have no voting rights at Board Meetings or at General Meetings of Members, except in the exercise of proxies.

12. Powers of directors

- 12.1. The affairs and business of the Association shall be managed and controlled by the Board who may exercise all such powers of the Association as are not required to be exercised by a general meeting, subject nevertheless to this MOI, to the provisions of the Act, and to such regulations not inconsistent with this MOI as may be prescribed by the Association in a general meeting;
- 12.2. No new regulation made by the Association in a general meeting shall invalidate any prior act of the Board that would have been valid if such new regulation had not been made.
- 12.3. The Board shall not make any non-revocable financial decisions that do not have prior Member approval, except in the case of emergencies where there is insufficient time to advise Members.
- 12.4. The Board shall be vested with the sole power to borrow or raise money on behalf of the Association and for the purpose thereof to mortgage, hypothecate or pledge assets of the Association and to issue debenture bonds; provided that the directors shall not exercise this power without a unanimous Board decision and without the sanction of the Members in General meeting.
- 12.5. The Board may with Member approval appoint employees or outsourced persons or a Management Company to manage the affairs of the Association subject to such terms and conditions as it may deem fit, and may remunerate such person or company for its services.
- 12.6. The Board may with Member approval appoint an executive director responsible for managing the affairs of the Association and executing and supervising the policies and decisions of the Association. Such executive director shall be responsible for management of the daily operations and representation of the Association and shall be mandated to commit the Association to legally binding contracts necessary for the daily running of the Association.
- 12.7. The Board may delegate any of its powers to an executive director on such terms and subject to such conditions as it may deem fit.
- 12.8. An executive director shall be a member of the Board, and have all the powers and duties of a director in terms of the Act and this MOI.

13. Proceedings of directors

- 13.1. The Board shall meet for the dispatch of business, adjourn or otherwise regulate its meetings as the directors think fit, save that:
- 13.1.1. A member of the Board shall be deemed to be present if he or she is present in person, by proxy or by means of audio and/or visual communication where all directors participating can simultaneously fully participate throughout the meeting.
 - 13.1.2. Decisions of the Board shall be decided by consensus, alternatively by majority vote;
 - 13.1.3. In the case of an equality of votes the chair shall not have a second or casting vote. If a decision can not be made by consensus or majority vote it shall be taken to the Members for a final decision;
 - 13.1.4. The Chairman may, and the Office on a written requisition from two or more directors shall, convene a meeting of the Board.
 - 13.1.5. A meeting of the Board shall be called in writing by the Office at least two (2) days before the meeting is to take place.
- 13.2. The quorum necessary for the transaction of business of the Board shall be a majority of the directors, who shall be present as defined in clause 13.1.1 above, provided that at least three directors are present in person or by means of audio and/or visual communication.
- 13.3. The Chair shall preside at all meetings of the Board; provided that if the Chair is not present within ten (10) minutes after the time appointed for a meeting, or is unwilling to act as Chair, the Deputy Chair shall act in his stead. If the Deputy Chair is not present, or being present is not willing to act as Chair, the directors present shall choose one of their members as Chair.
- 13.4. Any director who has a conflict of interest shall absent himself from the relevant discussions and not vote in respect of any such matter, and if he does so his vote shall not be counted.
- 13.5. Subject to the provisions of the Act, a resolution signed by all the directors at the time present within the borders of the Republic of South Africa shall be as valid and effectual as if it had been passed at a meeting of the directors duly called and constituted. Any such resolution may consist of several documents in like form each signed by one or more of the signatories to the resolution. A resolution of directors passed in terms of this article shall be confirmed and minuted at the next succeeding meeting of directors.
- 13.6. All minutes or decisions of the Board shall be communicated to the Buccleuch community within seven working days, subject that the Board shall not be required to communicate day to day operational decisions which are in accordance with the Act, or this MOI, or a decision previously approved by Members.

14. Rotation and removal of directors and officers

- 14.1. At the three (3) annual general meetings of the Association following the merger of the Association, one third of the directors shall retire but be eligible for re-election, such that at the end of the third annual general meeting each of the directors will have retired once. Unless the directors have determined amongst themselves who shall retire at each of the annual general meetings, this shall be determined by lot. Thereafter, directors shall retire at the end of their term of office.
- 14.2. The office of director shall be vacated by any director:
- 14.2.1. If he becomes disqualified from holding the office of a director of a company in terms of the provisions of the Act; or

14.2.2. If he resigns by notice in writing to the Association; or

14.2.3. If he becomes of unsound mind; or

14.2.4. If he engages in conduct unbecoming of a director of the Association to bring it into disrepute; or

14.2.5. If he is directly or indirectly interested in any contract with the Association or participates in the profits of any contract with the Association; provided however that a director shall not be required to vacate his office due to his being a member of any company or firm which has contracted with or done work for the Association if he shall have in advance declared the nature of his interests to the Board. This shall not apply to an executive director appointed by the Association.

14.2.6. If he is removed from office by an ordinary resolution at a general meeting of Members.

14.3. A director shall ipso facto cease to be such and shall be deemed to have been disqualified from being a director if he absents himself from the meetings of the Board for three (3) meetings in a year. Such disqualification shall take effect seven days after the third meeting at which the director was not present, unless the Board shall decide otherwise.

15. Directors' remuneration and expenses

15.1. A director shall not directly or indirectly, save for an executive director, receive any remuneration for services rendered, and any director who shall have received remuneration in contravention of this Memorandum shall ipso facto cease to be a director.

15.2. Notwithstanding the above clause, in the event of the Association requiring any director to undertake extraordinary duties on behalf of the Association, such director may be reimbursed for reasonable expenses incurred. Any such reimbursement shall be subject to:

15.2.1. the unanimous approval of all directors, and

15.2.2. the approval of Members at a duly constituted general meeting of the Association.

16. Committees and delegation

16.1. The Board may establish or disband Committees to assist in the running of the Association and the achievement of the Association's objectives.

16.2. The Board may delegate powers to Committees to ensure that they operate effectively. The Board shall not delegate powers that would remove the responsibilities of the Board to function effectively for the benefit of the total membership. The Board shall in delegating its authority explicitly state whether a Committee has the power to make binding decisions on the Association or is restricted to making recommendations.

16.3. The Board shall appoint a Member of the Association to chair each Committee, who shall be responsible for appointing committee members.

16.4. The Board may nominate any further persons as members of the Committee.

16.5. A Committee may by majority vote co-opt further members.

16.6. Persons who are not Members of the Association may be appointed members of any Committee.

16.7. Decisions shall be decided by consensus or failing that by majority vote of all the members present, including Associate Members. In the case of an equality of votes the chair shall not have a second or casting vote.

MEETINGS OF THE ASSOCIATION

17. General meetings

- 17.1. The Association shall hold an Annual General Meeting within six (6) months after the expiration of each financial year of the Association. Not more than fifteen (15) months shall elapse between the date of one annual general meeting and the next.
- 17.2. Other general meetings of the Association may be held at any time and shall be held at such time and place as the Board shall determine, or at such time and place as is determined if the meetings are convened in terms of the Act. Notwithstanding this clause, the Association shall convene a general meeting of Members at least quarterly.
- 17.3. A general meeting may be called on the requisition of Members as determined in terms of Section 61 of the Act, provided that only Members entitled to vote at any general meeting shall be entitled to require a general meeting.

18. Notice of meetings

- 18.1. An annual general meeting or a meeting called for the passing of a special resolution shall be called with at least fifteen (15) working days' notice, and a meeting of the Association, other than an annual general meeting or a meeting for the passing of a special resolution, shall be called on with at least ten (10) working days' notice.
- 18.2. A meeting of the Association may be called by shorter notice than specified if:
 - 18.2.1. in the case of a meeting called as the annual general meeting, by a majority in number of all the Members entitled to attend and vote; and
 - 18.2.2. in the case of any other general meeting, by a majority in number of not less than 10% (ten per cent) of the Members having the right to attend and vote at the meeting.
- 18.3. Notice of all general meetings shall be published on the Association's website and announced via social media or email channels. Notice of any Annual General Meeting or a Special General Meeting or a general meeting at which a decision or resolution by Members is required, shall be addressed in writing to each Member's last provided postal address or fax number or email address, if any, furnished to the Association for such purpose. The notice shall be exclusive of the day on which it was served or deemed to have been served and of the date for which the meeting is called, and shall specify the place, date and hour of the meeting, the agenda, and in the case of special business, the general nature of that business.
- 18.4. A notice shall be deemed to have been received and brought to the notice of the addressee at the time when the notice was posted, faxed or emailed and, in proving the giving of the notice it shall be sufficient to prove that the notice was properly addressed and posted, faxed or emailed.
- 18.5. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting.
- 18.6. The Association shall not be responsible for the loss in transmission of documents sent through the post to the address furnished by any Member to the Association whether or not it was so sent at the Member's request.

19. Proceedings at general meetings

- 19.1. The Chair shall preside at all general meetings of the Association; provided that if at any meeting the Chair is not present within ten (10) minutes after the time appointed for holding the meeting or is unwilling to act as Chair, the Deputy Chair shall act in his stead. If the Deputy Chair is not present, or being present is not willing to act as Chair, the Members present shall choose one of their numbers to chair the meeting.
- 19.2. Decisions shall be made by a majority of those present in person or by proxy, provided that a decision shall not be accepted if a majority of Members present in person or by proxy abstain.
- 19.3. All business transacted at a special general meeting shall be deemed special. All business transacted at an annual general meeting shall be deemed special, excepting the following:
 - 19.3.1. The confirmation of the minutes of the previous annual general meeting;
 - 19.3.2. The consideration of the financial statements;
 - 19.3.3. The reception and consideration of the report of the Board;
 - 19.3.4. Vote on the directors of the Association.
- 19.4. General meetings may only discuss issues that appear on the agenda as previously distributed.
- 19.5. No business shall be transacted at a general meeting unless a quorum is present at the time when the meeting proceeds to business.
- 19.6. Minutes of general meetings shall be distributed within seven (7) working days of the meeting.

20. Quorum at general meetings

- 20.1. A General Meeting shall be validly constituted if at least 10% of Members in good standing with voting rights at the time of the meeting are present in person or by proxy.
- 20.2. If within thirty (30) minutes after the time appointed for any general meeting meeting that requires a resolution by Members a quorum is not present
 - 20.2.1. the meeting, if convened upon the requisition of Members, shall be dissolved.
 - 20.2.2. In any other case the meeting shall automatically stand adjourned to the same day of the following week, at the same venue, and at the same time, and if at such adjourned meeting a quorum is not present within thirty (30) minutes after the time appointed for the meeting the Members with voting rights present in person or by proxy shall be a quorum.
- 20.3. Where a meeting has been adjourned as above, the Association shall, not later than five (5) days after the adjournment, publish a notice on the Association's website stating:
 - 20.3.1. the date, time and place to which the meeting has been adjourned;
 - 20.3.2. the matter before the meeting when it was adjourned; and
 - 20.3.3. the grounds of adjournment, and
 - 20.3.4. shall further give written notice to all Members informing them of the adjournment of the meeting and stating the information referred to above.
- 20.4. The Chair may with the consent of any meeting at which a quorum is present adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

21. Voting at general meetings

- 21.1. All Full Members in good standing shall have the right to exercise one vote, plus proxies.
- 21.2. At any general meeting, a resolution put to the vote shall be taken as the Chair directs, provided that prior to or immediately after the declaration of the result of any vote, any Full Member may demand a poll.
- 21.3. On a poll at a general meeting, such poll should be taken in such manner as the Chair directs, and the minutes shall reflect the number of votes recorded in favour of, against, and as abstaining from such resolution.
- 21.4. Scrutinisers shall be elected to declare the result of the poll and their decision, which shall be given by the Chair of the meeting, shall be deemed to be the resolution of the meeting.
- 21.5. On a show of hands at a general meeting, a declaration by the Chair as to the result of the voting and an entry to that effect in the minutes shall be conclusive proof of the result, and shall not require disclosure of the number or proportion of votes recorded in favour of, against, and as abstaining from such resolution.
- 21.6. The Chair of a general meeting shall not be entitled to a second or casting vote.

22. Electronic voting

- 22.1. The Board may in terms of the Act set up an electronic voting system in which directors or Members may vote, and the results of such electronic vote shall be a resolution of the Board or Members.

23. Proxies at general meetings

- 23.1. Every Member shall be entitled to attend any general meeting either personally or represented by proxy. Members unable to attend a meeting may give their proxy to any other Member of the Association who is attending, or to the Chairman.
- 23.2. Proxy forms shall be in writing, signed by or on behalf of the Member and in such form as is approved or accepted by the Board.
- 23.3. Any proxy form for use at any general meeting shall:
 - 23.3.1. be received at the Office not less than forty-eight (48) hours (excluding weekends and public holidays) before the time appointed for the general meeting, or the resumption of an adjourned meeting at which the person named therein proposes to vote;
 - 23.3.2. in addition to the authority conferred by the Act, except insofar as it otherwise provides, be deemed to confer the power generally to act at the general meeting in question, subject to any specific direction as to the manner of voting.
 - 23.3.3. be valid at every resumption of an adjourned meeting to which it relates, unless the contrary is stated therein;
 - 23.3.4. not be used at the resumption of an adjourned general meeting if it could not have been used at the general meeting from which it was adjourned for any reasons other than it was not lodged timeously for the meeting from which the adjournment took place, or that the grantor of the proxy was personally present at the meeting;
 - 23.3.5. not be valid after the expiry of two (2) months after the date when it was signed unless it specifically provides otherwise.

- 23.4. A vote cast or act done in accordance with the terms of a proxy form shall be deemed to be valid notwithstanding:
- 23.4.1. the previous death, insanity or other legal disability of the person appointing the proxy; or
- 23.4.2. the revocation of the proxy unless a notice as to any of the abovementioned matters shall have been received by the Association at the office or by the Chair of the meeting at the place of the general meeting if not held at the office, before the commencement or resumption (if adjourned) of the general meeting at which the vote was cast or the act was done or before the poll on which the vote was cast.

24. Resolution in writing by Members and directors

- 24.1. Subject to the provisions of the Act a resolution in writing, by all eligible Members or directors and inserted in the minute book, shall be as valid and effective as if it had been passed at a general meeting or Board meeting duly called and constituted.
- 24.2. A resolution in terms of this clause may consist of several physical or electronic documents of the same form, each of which is signed by one or more Members or directors, and shall be deemed to have been passed on the date of signature thereof by the last Member or director entitled to sign same.

ADMINISTRATION

25. Minutes and inspection

- 25.1. The directors shall cause a record to be made of all minutes and resolutions of the Board and of Committees and of Members in a general meeting, in a book provided for that purpose.
- 25.2. The minutes shall be signed by the Chair of the Board or of the Committee or by any director and shall be prima facie evidence of the matters therein stated.
- 25.3. The minute book shall be open for inspection and may be copied as provided in the Act.

26. Accounts and records

- 26.1. The company shall maintain in its Office a register of Members.
- 26.2. The directors shall cause to be kept such accounting records as prescribed by the Act and necessary to fairly present the state of affairs and business of the Association and to explain the transactions and financial position of the Association.
- 26.3. The Association's records shall be kept at the Office or such other place or places as the directors think fit and shall at all reasonable times be open to inspection by current and past directors but, in the case of the latter, only in respect of periods during which they held office.
- 26.4. The directors shall from time to time determine whether, and to what extent, and at what times and places and under what conditions or regulations, the accounting records of the Association or any of them shall be open to the inspection of Members.
- 26.5. Members shall have the right to inspect accounting records or documents of the Association as conferred by the Act, subject only to reasonable notice and process as determined by the directors.

- 26.6. Auditors shall be appointed if required by the Act (and if necessary removed and replaced) and their duties regulated in accordance with the Act.
- 26.7. The Board may establish any reserve fund for meeting contingencies or for the furtherance of any of the objects of Association and such funds may be invested as the directors deem fit.
- 26.8. The Board shall not later than the last day of February of each year adopt detailed estimates of income and expenditure of the Association for the ensuing financial year. A copy of such estimate shall be recorded in the Minutes of the Board meeting held to approve such budget.

27. Financial statements

- 27.1. The Board shall cause to be prepared and laid before every AGM such financial statements as are referred to in the Act or are required fairly to present the financial position of the Association.
- 27.2. A copy of such financial statements which are to be laid before the Association in general meeting, together with a copy of the report of the Board and the report of the auditors, if any, shall not less than fifteen (15) days before the date of the meeting be sent to every Member of the Association or be made available on the Association's website. In this case, each Member shall be advised that the documents are so available.

28. LIMITATION OF LIABILITY AND INDEMNITY

- 28.1. The liability of each Member shall be limited to the amount of any membership fee or other debt owed by such Member to the Association.
- 28.2. No person shall, subject to the provisions of the Act, solely by reason of being a Director or Member of the Association be liable for any liabilities or obligations of the Association.
- 28.3. Subject to any contrary provision of the Act, every director and officer of the Association shall be indemnified out of the Association funds against all authorised and approved costs, expenses and liabilities properly incurred by them in the course of the Association's business.
- 28.4. Every director or employee of the Association and every other person (whether an officer of the Association or not) employed by the Association, shall be indemnified out of the funds of the Association against all liability incurred by him in the exercise of his duties for the Association in defending any civil or criminal proceedings in which judgment is given in his favour, or in which he is acquitted or in connection with any matter in which relief is granted to him by the Court.
- 28.5. The Association shall secure appropriate insurance to give effect to this clause.

29. INCOME AND ASSETS OF THE ASSOCIATION

- 29.1. The income and property of the company whencesoever derived shall be applied solely towards the promotion of its objects and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to any Fiduciary, Employee or Members of the Association; provided that nothing herein contained shall prevent the payment in good faith of reasonable remuneration to any officer or servant of the Association or to any Member thereof in return for any services actually rendered to the Association.
- 29.2. No resources will be used directly or indirectly to support, advance or oppose any political party.
- 29.3. No donation will be accepted 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 donation, 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 an approved public benefit organisation or institution, board or body which is exempt from tax in terms of section 10(1)(cA)(i) which has as its sole or principle objective 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.

- 29.4. If the Association is wound-up, whether voluntarily or compulsorily, or deregistered or dissolved, the assets remaining after payment of the liabilities of the Association and the costs of winding-up shall be given or transferred to some other company or institution of companies or institutions having objects similar to the main object of the Association, to be determined by the Members of the Association at or before the time of its dissolution, or failing such determination by any court of competent jurisdiction.

30. AMENDMENT AND DISSOLUTION

- 30.1. The Association may by special resolution do anything which in terms of the Act may be done only if authorised by this MOI and, may alter its MOI in any way permitted by law subject to any restriction in that regard contained in the MOI.
- 30.2. This MOI may be changed or the Association may be dissolved by a special resolution adopted at a special general meeting by those present or represented by proxy.
- 30.3. A general meeting may only decide on modifications to the MOI or the dissolution of the Association if a majority of two thirds of those present in person or by proxy vote in favour.