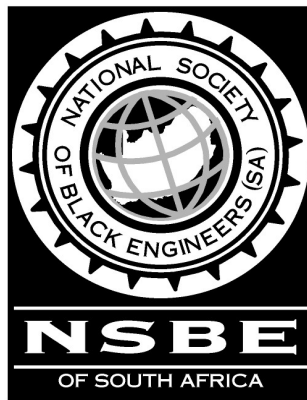


**NATIONAL SOCIETY OF BLACK ENGINEERS
OF
SOUTH AFRICA**



MEMORANDUM OF INCORPORATION

GOVERNANCE



NATIONAL SOCIETY OF BLACK ENGINEERS OF SOUTH AFRICA

Quality Management System

Governance Manual

DOCUMENT TITLE:	NSBE Memorandum Of Incorporation	REV. NO.:	01
		EFFECTIVE DATE:	30 September 2022
APPROVED:	Member Approved	1st ISSUE DATE:	28 October 2022

Quality Management System

ORIGINATOR	CUSTODIAN	UNIQUE IDENTIFIER
General Secretary	National Executive Committee	GS/MOI//01

Document Revision Control

REVISION NUMBER	REVISION DESCRIPTION	REVISION DATE
01	Original	30 September 2022

Document Approval

REVISION	NAME & SURNAME	DESIGNATION	DATE	SIGNATURE
01	Ratified by NEC:		07 September 2022	
	Approved by Members:		30 September 2022	
	Mduduzi Mlaba	President	28 October 2022	
	Lwazi Goqwana	Deputy President	3/11/22	
	Freddy Mugeru	General Treasurer	31 October 2022	
	Portia Nkuna	General Secretary		28 October 2022



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PART 1: INTERPRETATION

1 INTERPRETATION

1.1 In this Memorandum of Incorporation, unless the context clearly indicates a contrary intention, the following words and expressions bear the meanings assigned to them and cognate expressions bear corresponding meanings –

1.1.1 “**AGM**” means annual general meeting of Members called once every calendar year and every adjournment thereof;

1.1.2 “**Auditors**” means the Company’s auditors from time to time;

1.1.3 “**Associate Member**” means a Member who shall have satisfied the qualification requirements for membership set out in clause 10.4;

1.1.4 “**Board**” means the board of directors from time to time of the Company;

1.1.5 “**BBBEE Act**” means the Broad-Based Black Economic Empowerment Act, No 53 of 2003 as amended, replaced or substituted;

1.1.6 “**BEE Codes**” means the Codes of Good Practice on Broad-Based Black Economic Empowerment, published under section 9(1) of the BBBEE Act;

1.1.7 “**Black People**” shall have the meaning given to such term in Schedule 1 to the BEE Codes, and “**Black Person**” and the word “**Black**” followed by any term that has been defined in this MOI shall be construed accordingly;

1.1.8 “**Category**” means a sub-class of membership in the Company into which each Member falls, consisting of –

1.1.8.1 Associate Members;



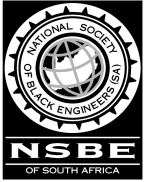
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- 1.1.8.2 Corporate Members;
- 1.1.8.3 Ordinary Members; and
- 1.1.8.4 Student Members;
- 1.1.9 “**Commission**” means the Companies and Intellectual Property Commission established by section 185 of the Companies Act;
- 1.1.10 “**Commissioner**” means the commissioner of the South African Revenue Service;
- 1.1.11 “**Companies Act**” means the Companies Act, No. 71 of 2008, as amended, consolidated or re-enacted from time to time, and includes all Schedules to such Act and the Regulations;
- 1.1.12 “**Company**” means National Society of Black Engineers of SA NPC, registration number 2004/021983/08, a non-profit company duly incorporated in accordance with the laws of the Republic;
- 1.1.13 “**Company Policies**” means all and any policies, procedures, principles, Rules, codes of conduct and/or guidelines formulated or adopted by the Company, including but not limited to those pertaining to ethical conduct, diversity and transformation, travel and reimbursement of costs, the governance of Regional structures and Student Chapters of the Company and “**Company Policy**” shall be construed accordingly;
- 1.1.14 “**Corporate Member**” means a Member of the Company who shall have satisfied the qualification requirements for membership set out in clause 10.3;
- 1.1.15 “**Current Directors**” means the directors of the Company as at the date



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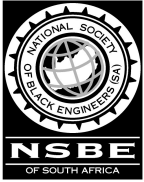
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of adoption of this MOI, namely –

- 1.1.15.1 Mduduzi Michael Mlaba (identity number 7410245280080);
- 1.1.15.2 Frederick Livhuwani Mugeru (identity number 7402225324087); and
- 1.1.15.3 Lwazi Leon Goqwana (identity number 7507075518081);
- 1.1.16 “**Director**” means a member of the Board as contemplated in section 66 of the Companies Act, or an alternate director, and includes any person occupying the position of a director or alternate director of the Company, by whatever name designated;
- 1.1.17 “**ECSA**” means the Engineering Council of South Africa, a regulatory body established in terms of the EPA;
- 1.1.18 “**Effective Date**” means the date on and time at which this MOI takes effect in terms of section 16(9)(b) of the Companies Act;
- 1.1.19 “**EIC**” means **Engineering Investments Collective 2019/066559/07**;
- 1.1.20 “**Elective AGM**” means each of the AGMs occurring after every four year period, reckoned from the AGM of the year 2022;
- 1.1.21 “**Electronic Communication**” has the meaning set out in section 1 of the Electronic Communications and Transactions Act, No 25 of 2002;
- 1.1.22 “**Engineers**” means professionals as defined in section 1(xii) of the EPA;
- 1.1.23 “**EPA**” means the Engineering Professional Act, No 46 of 2000 as amended;
- 1.1.24 “**General Meeting**” means any meeting of the Members of the Company



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other than an AGM;

- 1.1.25 “**Higher Education Act**” means the Higher Education Act No 101 of 1997 as amended;
- 1.1.26 “**Higher Education Institution**” shall have the meaning ascribed to that term in the Higher Education Act;
- 1.1.27 “**Income Tax Act**” means the Income Tax Act, 58 of 1962 as amended;
- 1.1.28 “**IFRS**” means the International Financial Reporting Standards, as adopted from time to time by the Board of the International Accounting Standards Committee, or its successor body, and approved for use in the Republic from time to time by the Financial Reporting Standards Council established in terms of section 203 of the Companies Act;
- 1.1.29 “**Member**” means a person who holds membership in, and specified rights in respect of, the Company in accordance with the provisions of this MOI;
- 1.1.30 “**Membership Fees**” means the annual fees payable by the Members in accordance with clause 11;
- 1.1.31 “**Membership Register**” means the register of Members established or maintained by the Company in terms of the Companies Act;
- 1.1.32 “**MOI**” means the memorandum of incorporation of the Company, being this document as amended or substituted from time to time;
- 1.1.33 “**National Executive Committee**” means a committee of Voting Members as elected in terms of clause 16;
- 1.1.34 “**Objects**” shall have the meaning ascribed to that term in clause 2;



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- 1.1.35 “**Ordinary Member**” means a Member of the Company who shall have satisfied the qualification requirements for membership set out in clause 10.2;
- 1.1.36 “**Prescribed Officer**” bears the meaning ascribed to that term in section 1 of the Companies Act;
- 1.1.37 “**Public Benefit Activities**” means (i) any activities listed in Part I of the Ninth Schedule of the Income Tax Act; or (ii) any other activity determined by the Minister of Finance from time to time by notice in the Government Gazette to be of a benevolent nature, having regard to the needs, interests, and well-being of the general public;
- 1.1.38 “**Public Benefit Organisation**” means a public benefit organisation defined in, and compliant with, the provisions of section 30 of the Income Tax Act;
- 1.1.39 “**Region**” means each of the provinces within the Republic, namely –
- 1.1.39.1 Gauteng;
 - 1.1.39.2 Western Cape;
 - 1.1.39.3 Kwa-Zulu Natal;
 - 1.1.39.4 Free State;
 - 1.1.39.5 Eastern Cape;
 - 1.1.39.6 Northern Cape;
 - 1.1.39.7 North West;



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1.1.39.8 Mpumalanga; and

1.1.39.9 Limpopo,

and “**Regional**” or “**Regions**” shall be construed accordingly;

1.1.40 “**Regional AGM**” shall have the meaning given to it in clause 17.12;

1.1.41 “**Regional Executive Committee**” means a committee of Voting Members in respect of each Region, as elected in terms of clause 17;

1.1.42 “**Regional Elective Meeting**” shall have the meaning assigned to that term in clause 17.4;

1.1.43 “**Regulations**” means the regulations published in terms of the Companies Act from time to time;

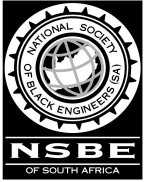
1.1.44 “**Republic**” means the Republic of South Africa;

1.1.45 “**Rules**” means any rules made in respect of the Company from time to time as contemplated in section 15(3) to (5) of the Companies Act and clause 7 of this MOI;

1.1.46 “**SAQA**” means the South African Qualifications Authority, established in terms of the South African Qualifications Authority Act, No 58 of 1995, as amended;

1.1.47 “**Student**” shall have the meaning ascribed to that term in the Higher Education Act;

1.1.48 “**Student Chapter**” means a structure of the Company which is established or recognised by the Company for the purposes of achieving



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or furthering the Objects in one or more Higher Education Institutions and to which all Student Members shall be members;

1.1.49 **“Student Member”** means a Member of the Company who shall have satisfied the qualification requirements for membership set out in clause 10.5; and

1.1.50 **“Voting Member”** means an Ordinary Member whose Membership Fees are duly paid up from time to time.

1.2 In this MOI, unless the context clearly indicates otherwise –

1.2.1 words and expressions defined in the Companies Act and which are not defined herein shall have the meanings given to them in the Companies Act;

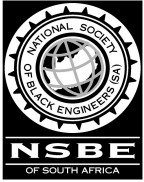
1.2.2 the words **"clause"** or **"clauses"** and **"annexure"** or **"annexures"** refer to clauses of and annexures to this MOI;

1.2.3 words and expressions defined in this MOI will bear the same meaning if used in any annexure;

1.2.4 a reference to a **"section"** of the Companies Act by number refers to the corresponding section of the Companies Act notwithstanding the renumbering of such section of the Companies Act after the date on which this MOI is adopted by the Company;

1.2.5 in any instance where there is a conflict between a provision (be it expressed, implied or tacit) of this MOI and –

1.2.5.1 an alterable or elective provision of the Companies Act, the provision of this MOI shall prevail to the extent of the conflict; and



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- 1.2.5.2 an unalterable provision of the Companies Act, the unalterable provision of the Companies Act shall prevail to the extent of the conflict, unless this MOI imposes on the Company a higher standard, greater restriction, longer period of time or similarly more onerous requirement, in which case the latter enhanced requirement shall apply;
- 1.2.6 clause headings are for convenience only and are not to be used in its interpretation;
- 1.2.7 an expression which denotes -
- 1.2.7.1 any gender includes the other genders;
- 1.2.7.2 a natural person includes a juristic person and *vice versa*; and
- 1.2.7.3 the singular includes the plural and *vice versa*;
- 1.2.8 if the due date for performance of any obligation in terms of this MOI is a day which is not a business day then (unless otherwise stipulated), the due date for performance of the relevant obligation shall be the immediately succeeding business day;
- 1.2.9 any words or expressions defined in any clause shall, unless the application of any such word or expression is specifically limited to that clause, bear the meaning assigned to such word or expression throughout the whole of this MOI; and
- 1.2.10 any reference to a notice shall be construed as a reference to a written notice, and shall include a notice which is transmitted electronically in a manner and form permitted in terms of the Companies Act and/or the Regulations.



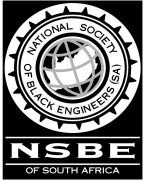
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- 1.3 Any reference in this MOI to –
- 1.3.1 **"days"** shall be construed as calendar days unless qualified by the word "business", in which instance a "business day" will be any day other than a Saturday, Sunday or public holiday as gazetted by the government of the Republic from time to time;
- 1.3.2 **"law"** means any law of general application and includes the common law and any statute, constitution, decree, treaty, regulation, directive, ordinance, by-law, order or any other enactment of legislative measure of government (including local and provincial government) statutory or regulatory body which has the force of law and a reference to any statutory enactment shall be construed as a reference to that enactment as amended or substituted from time to time; and
- 1.3.3 **"writing"** means legible writing and in English and includes printing, typewriting, lithography or any other mechanical process, as well as any electronic communication in a manner and a form permitted in terms of the Companies Act and/or the Regulations.
- 1.4 The words **"include"** and **"including"** mean "include without limitation" and "including without limitation". The use of the words **"include"** and **"including"** followed by a specific example or examples shall not be construed as limiting the meaning of the general wording preceding it.
- 1.5 Unless otherwise provided in this MOI or the Companies Act, defined terms appearing herein in title case shall be given their meaning as defined, while the same terms appearing in lower case shall (except where defined in the Companies Act) be interpreted in accordance with their plain English meaning.



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- 1.6 Unless specifically otherwise provided, any number of days prescribed in this MOI shall be determined by excluding the first and including the last day, or where the last day falls on a day that is not a business day, the next succeeding business day.
- 1.7 Where figures are referred to in numerals and in words, and there is any conflict between the two, the words shall prevail, unless the context indicates a contrary intention.
- 1.8 All provisions and the various clauses of this MOI are, notwithstanding the manner in which they have been grouped together or linked grammatically, severable from each other. Any provision or clause of this MOI which is or becomes unenforceable in any jurisdiction, whether due to voidness, invalidity, illegality, unlawfulness or for any other reason whatever, shall, in such jurisdiction only and only to the extent that it is so unenforceable, be treated as *pro non scripto* and the remaining provisions and clauses of this MOI shall remain of full force and effect.
- 1.9 Whenever any person in terms of this MOI is required to act "*as an expert and not as an arbitrator*", then unless this MOI provides otherwise –
- 1.9.1 the determination of the expert shall be in writing with reasons given for the determination and such determination shall (in the absence of manifest error) be final and binding;
- 1.9.2 subject to any express provision to the contrary, the expert shall determine the liability for his or its charges, which shall be paid accordingly;
- 1.9.3 the expert shall be entitled to determine such methods and processes as he or it may, in his or its sole discretion, deem appropriate in the circumstances provided that the expert may not adopt any process which



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is manifestly biased, unfair or unreasonable and provided further that each relevant party is afforded an opportunity to make written representations to the expert and to comment in writing on the initial written representations made by any other party to the expert;

- 1.9.4 the expert shall consult with the relevant parties in each other's presence (provided that the extent of the expert's consultation shall be in his or its sole discretion) prior to rendering a determination; and
- 1.9.5 having regard to the sensitivity of any confidential information, the expert shall be entitled to take advice from any person considered by him or it to have expert knowledge with reference to the matter in question.

PART 2: THE COMPANY

2 OBJECTS OF THE COMPANY

2.1 The main purpose and Objects of the Company are to –

- 2.1.1 mobilise Black Engineers into an influential organisation which will champion and influence economic policy-making decisions, which favour transformation and shared growth of the South African economy;
- 2.1.2 cultivate a positive image of Black Engineers;
- 2.1.3 grow and sustain Members in good standing;
- 2.1.4 influence the strategic positioning, offer support, develop and promote professional advancement of Black Engineers in the corporate world;



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- 2.1.5 create a platform and climate that is conducive to full participation of Black Engineers in decision making and wealth creation;
 - 2.1.6 organise, inspire and provide mentorship in Higher Education Institutions;
 - 2.1.7 influence Higher Education Institution curriculum in line with the latest developments in the engineering profession;
 - 2.1.8 create awareness of the engineering profession amongst the black youth in order to increase the number of Black Students enrolled in engineering at Higher Education Institutions;
 - 2.1.9 identify and address barriers encountered by Black Engineers, technicians and artisans;
 - 2.1.10 actively advocate for the development and advancement of Black Engineers, technicians and artisans;
 - 2.1.11 empower, harness and promote the advancement of Black women in engineering;
 - 2.1.12 establish solid international links with strategic partners and alliances; and
 - 2.1.13 conduct the affairs of the Company in a professional, non-racial and non-discriminating manner in line with the constitution of the Republic.
- 2.2 The Company must ensure that its activities are directed to the furtherance of its Objects.

3 INCORPORATION

- 3.1 The Company is a non-profit company with Members, as contemplated in the



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Companies Act and is further constituted in terms of section 19(1)(c) of the Companies Act in accordance with and governed by –

- 3.1.1 the unalterable provisions of the Companies Act;
- 3.1.2 the alterable provisions of the Companies Act, subject to the limitations, extensions, variations or substitutions set out in this MOI; and
- 3.1.3 the provisions of this MOI.

4 AMENDMENTS OF MOI

- 4.1 Save for the amendments contemplated in clause 4.2, this MOI may only be altered or amended in the manner set out in sections 16, 17 or 152(6)(b) of the Companies Act.
- 4.2 The Board, or any individual authorised by the Board, may alter this MOI in any manner necessary to correct a patent error in spelling, punctuation, reference, grammar or similar defect on the face of the document by filing a notice of the alteration.
- 4.3 An amendment of this MOI will take effect from the later of –
 - 4.3.1 the date on, and time at, which the Commission accepts the filing of the notice of amendment contemplated in section 16(7) of the Companies Act; and
 - 4.3.2 the date, if any, set out in the said notice of amendment,

save in the case of an amendment that changes the name of the Company, which will take effect from the date set out in the amended registration certificate issued by the Commission.



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5 POWERS OF THE COMPANY

5.1 The Company has all of the legal powers and capacity contemplated in the Companies Act, and the legal powers and capacity of the Company are not subject to any restrictions, limitations or qualifications, as contemplated in sections 15(2)(b) or (c) and 19(1)(b)(ii) of the Companies Act.

5.2 The Company shall be able to own property and other possessions.

5.3 Notwithstanding any other provision of this MOI, the following provisions apply specifically to the Company –

5.3.1 the Company shall carry out its activities in a non-profit manner and with an altruistic or philanthropic intent;

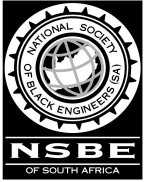
5.3.2 the Company may establish and/or hold shares in a private entity which conducts a business that, in the reasonable opinion of the Board is consistent with the Object including without limitation holding shares in EIC;

5.3.3 as contemplated in the Income Tax Act –

5.3.3.1 at least 3 (three) persons who are not connected persons (as defined in the Income Tax Act) in relation to each other shall be Directors and accept fiduciary responsibility for the Company;

5.3.3.2 no single person directly or indirectly shall control the decision making powers of the Company;

5.3.3.3 the Company is prohibited from directly or indirectly distributing any of its assets and funds to any person (otherwise than in the course of undertaking any Public Benefit Activity) and is required to utilise its



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assets and funds solely for advancing its Objects;

5.3.3.4 upon winding up or dissolution of the Company, no past or present Member or director of the Company is entitled to any part of the net value of the Company after its obligations and liabilities have been satisfied;

5.3.3.5 the Company shall on dissolution transfer its remaining assets to –

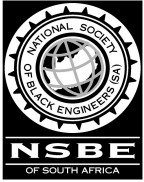
5.3.3.5.1 any public benefit organisation which has been approved in terms of section 30 of the Income Tax Act;

5.3.3.5.2 any institution, board or body which is exempt from tax under the provisions of section 10(1)(cA)(i) of the Income Tax Act, which has as its sole or principal object the carrying of any Public Benefit Activity; or

5.3.3.5.3 the government of the Republic in the national, provincial or local sphere, contemplated in section 10(1)(a) of the Income Tax Act,

which is required to use those assets solely for purposes of carrying on one or more Public Benefit Activities;

5.3.3.6 the Company shall be able to receive and accept donations but is prohibited from accepting any donation 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 of the Income Tax Act, provided that a donor (other than a donor which is an approved Public Benefit Organisation or an institution board or body which is exempt from tax



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in terms of section 10(1)(cA)(i), which has as its sole or principal object the carrying of any Public Benefit Activity) may not impose 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;

- 5.3.3.7 the Company shall not pay any remuneration (as defined in the Fourth Schedule of the Income Tax Act) to any Director, Prescribed Officer, employee or other person which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered, and has not and will not directly or indirectly economically benefit any person in a manner which is not consistent with its Objects;
- 5.3.3.8 the Company must comply with such reporting requirements as may be determined by the Commissioner; and
- 5.3.3.9 the Company must not use its resources directly or indirectly to support, advance or oppose any political party.
- 5.3.4 The Company may not provide a loan to secure a debt or obligation of, or otherwise provide direct or indirect financial assistance to, a Director or of a related or inter-related company (“**related**” and “**inter-related**” have the meaning ascribed to such terms in the Companies Act), or to a person related to any such Director. The foregoing does not prohibit a transaction if it –
 - 5.3.4.1 is for fair value;
 - 5.3.4.2 seeks to achieve or promote one or more of the Objects of the Company; and/or

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5.3.4.3 constitutes an accountable advance to meet –

5.3.4.3.1 legal expenses in relation to a matter concerning the Company; or

5.3.4.3.2 anticipated expenses to be incurred by the person on behalf of the Company;

5.3.4.3.3 is to defray the person's expenses for removal at the Company's request; or

5.3.4.3.4 is in terms of an employee benefit scheme generally available to all employees or a specific class of employees.

6 LIMITATION OF LIABILITY

No person shall, solely by reason of being an incorporator or Director of the Company, be liable for any liabilities or obligations of the Company.

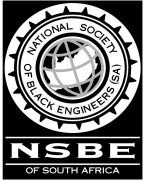
7 COMPANY RULES

7.1 The Board is authorised to make, amend or repeal any necessary or incidental rules relating to the governance of the Company in respect of matters that are not addressed in the Companies Act or in this MOI by –

7.1.1 publishing a copy of any Rules or amendments to such Rules made in terms of section 15(3) to 15(5) of the Companies Act by delivering a copy of such Rules or amendments to each Member by e-mail; and

7.1.2 filing a copy of those Rules.

7.2 Any Rules so made shall take effect and become binding in the manner contemplated in section 15(4) of the Companies Act.



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7.3 The Board, or any individual authorised by the Board, may alter the Rules, in any manner necessary to correct a patent error in spelling, punctuation, reference, grammar or similar defect on the face of the document by –

7.3.1 publishing a notice of any alteration made by delivering a copy of such amendments to each Member by e-mail or as otherwise permitted by the Rules; and

7.3.2 filing a notice of the alteration.

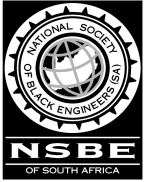
8 FINANCIAL YEAR

The financial year end of the Company will be the last day of February of each year or such date as may be determined by the Board from time to time.

9 APPLICATION OF OPTIONAL PROVISIONS OF THE COMPANIES ACT

9.1 The Company does not elect, in terms of section 34(2) of the Companies Act, to comply voluntarily with the extended accountability provisions set out in Chapter 3 of the Companies Act. However, the Company may, but is not obliged to, appoint a person to serve as company secretary and/or appoint a person to serve as an auditor, and/or establish an audit committee.

9.2 Where the circumstances of the Company require it to have its annual financial statements audited in terms of sections 30(2) and (7), read with regulation 28, it shall comply with the provisions of Chapter 3 of the Companies Act.



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PART 3: MEMBERS

10 CATEGORIES OF membership and eligibility

10.1 Membership in the Company shall consist of voting and non-voting Members. Members who are entitled to vote shall be the Voting Members and non-voting Members shall be Corporate Members, Associate Members and Student Members.

10.2 **Ordinary Members**

Membership as an Ordinary Member of the Company shall be open to any natural person who is in possession of an accredited engineering qualification that is recognized by ECSA and who may be duly registered with ECSA under any category of registration (as defined in section 18 of the EPA).

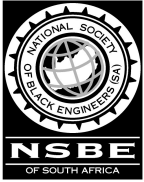
10.3 **Corporate Members**

Membership as a Corporate Member of the Company shall be open to any juristic person which in the opinion of the Board or based on assessment against the Rules relating to membership (if any), supports the public benefit Objects of the Company.

10.4 **Associate Members**

10.4.1 Membership as an Associate Member of the Company shall be open to a natural person in the engineering or other profession –

10.4.1.1 who does not qualify as an Ordinary Member or holds an NQF Level 5



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or lesser qualification (as defined in the SAQA developed Level Descriptors for the National Qualifications Framework); and

10.4.1.2 who is approved by the Board and/or based on an assessment against the Rules relating to membership (if any).

10.5 Student Members

10.5.1 Membership as a Student Member shall be open to a Student who –

10.5.1.1 is registered to study an engineering qualification recognized by ECSA, in any Higher Education Institution; and

10.5.1.2 shall have been accepted as a member of a Student Chapter if there is a Student Chapter in the Student's Higher Education Institution.

11 APPLICATIONS FOR MEMBERSHIP AND MEMBERSHIP FEES

11.1 Applications for membership in respect of each Category shall be made online on the website of the Company www.nsbe.org.za or in such manner as designated by the Board from time to time.

11.2 Any person applying for membership of the Company shall be required to provide written proof as may be required by the Board, that it complies with the requirements for acceptance for membership in the relevant Category.

11.3 The Board may, in their absolute discretion and having regard to the Objects of the Company, accept a person qualifying for membership as a Member on such terms and conditions, for a specified period and falling into such Category, as the Board may determine from time to time.

11.4 The granting and continuation of membership of the Company shall be at the



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discretion of the Board, and the Board shall not be obliged to divulge or justify reasons for any refusal to grant such membership.

11.5 The Members shall pay Membership Fees as may be determined by the Board from time to time.

11.6 All Membership Fees shall be payable in advance upon a person becoming a Member and shall thereafter become due on the 1st day of March in each year or on such dates as the Board may determine.

12 MEMBERS' RIGHTS AND RESPONSIBILITIES

12.1 Each Member shall have the rights to receive notice of and to attend and speak at meetings in accordance with the provisions of this MOI, provided that only Voting Members shall have the right to vote in meetings of Members.

12.2 Each Member will also have the right to inspect and receive copies of –

12.2.1 the MOI and any amendments to it;

12.2.2 the Company Policies;

12.2.3 the Company's records on Directors including a list of other directorships each Director may hold;

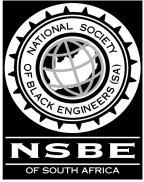
12.2.4 reports presented at the AGM;

12.2.5 the annual financial statements of the Company;

12.2.6 the Membership Register; and

12.2.7 the notices and minutes of Members' meetings.

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12.3 A Member requesting access to any record held by the Company should do so in writing in terms of section 26 of the Companies Act.

12.4 No rights or privilege of any Member is in any way transferable or transmissible and all such rights and privileges shall cease upon the termination of a Member's membership.

12.5 Members shall –

12.5.1 adhere to the MOI;

12.5.2 adhere to the Company Policies as adopted by the Board and amended from time to time;

12.5.3 adhere to the decisions of the Board;

12.5.4 take an active role in the activities of the Company; and

12.5.5 at all times, act in good faith as it relates to the Company and avoid committing any acts that will be detrimental to the interests of the Company.

13 TERMINATION OF MEMBERSHIP

13.1 Membership shall terminate either automatically or non-automatically, as set out in this clause 13.

13.2 Automatic Termination

13.2.1 Membership shall terminate automatically upon –

13.2.1.1 the death of a Member, or upon the Member being declared by a court to be insane or incapable of managing his/her affairs;



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13.2.1.2 the Member being sequestrated or surrendering his/her estate, or a Corporate Member, being liquidated or placed under business rescue. Upon rehabilitation, a fresh application for membership must be made if the former Member wishes to become a Member again;

13.2.1.3 the submission by the Member of a written letter of resignation as a Member; and

13.2.1.4 the Member is convicted of any criminal or civil offences involving dishonesty or which in the opinion of the Board is of a serious nature to warrant termination, and fails to appeal such conviction or was not successful after having made an appeal.

13.3 Non-Automatic Termination

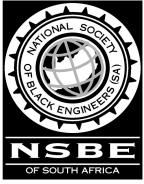
13.3.1 Membership shall terminate upon –

13.3.1.1 the Member defaulting in payments of Membership Fees, or any other monies which may be due from them to the Company and failing to remedy such default within 14 (fourteen) days of having been called upon, in writing, to do so by the Board;

13.3.1.2 the Member being expelled after the Member has been found guilty of misconduct; and

13.3.1.3 the Member acting contrary to the provisions of this MOI, Rules or Company Policies after being requested, in writing, to refrain from doing so by the Board.

13.3.2 A non-automatic termination of membership as contemplated in this clause 13.3 shall become effective upon the Members being issued with



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a notice from the confirming that their membership has terminated.

13.4 A Member whose membership has been terminated remains liable for all sums that may at the date of termination of his/her/its Membership be due by him/her/it to the Company and has no claim on the Company or its officers, its property or any party related or inter-related (as defined in the Companies Act) to the Company or any officer or agent of the Company.

14 MEMBERSHIP REGISTER

14.1 The Board, and in respect of each Region, the Regional Executive Committees, shall maintain a Membership Register, in the form of an electronic database or such other form as the Board may determine from time to time, wherein shall be entered –

14.1.1 the name and identifying numbers or company registration numbers, if any, of the Members;

14.1.2 each Member's business address, residential address or postal address

14.1.3 each Member's email address;

14.1.4 the date on which each person became a Member and if applicable, the date in which such person ceased to be a Member;

14.1.5 the Category of each Member; and

14.1.6 any other additional information prescribed in terms of the Companies Act from time to time or approved by the Board.

14.2 The Board shall –

14.2.1 update the Membership Register regularly and remove the names of



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persons who ceased to be Members in accordance with the provisions of this MOI; and

14.2.2 provide the Regional Executive Committees with such updated Membership Register on a quarterly basis.

15 MEMBERS' MEETINGS

15.1 Requirements to hold Meetings

15.1.1 The Company shall convene an AGM once (1) in every calendar year, but no more than fifteen (15) months after the date of the previous AGM, or within an extended time allowed by the Companies Tribunal (as defined in the Companies Act), on good cause shown which must, at a minimum, provide for the following business to be transacted –

15.1.1.1 presentation of –

15.1.1.1.1 an annual report by the Board;

15.1.1.1.2 the financial statements for the immediately preceding financial year;

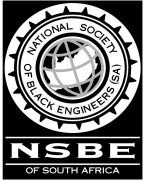
15.1.1.1.3 the appointment of the Auditors (to the extent applicable);

15.1.1.1.4 the approval of the remuneration to Directors for their services as Directors;

15.1.1.1.5 the report of any standing committee;

15.1.1.1.6 the consideration of the Company Policies;

15.1.1.1.7 any matters raised for discussion by Members, with or without



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advance notice to the Company; and

15.1.1.2 the election of the National Executive Committee (in the case of an Elective AGM) and/or the election of Directors contemplated in clause 19.5, as the case may be.

15.2 A General Meeting may be called either –

15.2.1 by resolution of the AGM;

15.2.2 by resolution of the Board; or

15.2.3 at the request of Voting Members holding not less than 10% (ten percent) of the voting rights provided for in this MOI.

15.3 Subject to section 60 of the Companies Act, the Company must hold a Members' meeting –

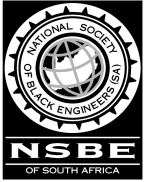
15.3.1 at any time that the Board is required by the Companies Act or this MOI to refer a matter to the Members for decision;

15.3.2 whenever required in terms of section 70(3) of the Companies Act to fill a vacancy on the Board; and

15.3.3 when otherwise required in terms of section 61(3) of the Companies Act.

15.4 **Members' Rights to Request a Meeting**

15.4.1 The right of Members to requisition the Board to call a Members meeting may be exercised if, in aggregate, written and signed demands for substantially the same purpose are made by the holders of at least 10% (ten percent) of the voting rights entitled to be exercised in relation to the



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matter to be considered at the meeting, provided that each such demand describes the specific purpose for which the meeting is proposed.

15.5 Location of Members' Meetings

The authority of the Company's Board as set out in section 61(9) of the Companies Act to determine the location of any Members meeting, and the authority of the Company to hold any such meeting is not restricted in terms of this MOI.

15.6 Notice of Members' Meetings

15.6.1 The minimum number of days for the Company to deliver a notice of a Members meeting to the Members, as required by section 62 of the Companies Act, is at least 10 (ten) business days before the meeting is to begin.

15.6.2 A notice of a Members meeting must be in writing and must include –

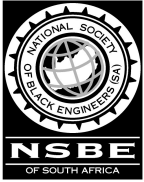
15.6.2.1 the date, time and place for the meeting and the record date for the meeting;

15.6.2.2 the general and/or specific purpose of the meeting (as applicable); and

15.6.2.3 a copy of any proposed resolution of which the Company has received notice, and which is to be considered at the meeting, and a notice of the percentage voting rights that will be required for that resolution to be adopted;

15.6.2.4 in the case of an AGM –

15.6.2.4.1 a summarised form of the annual financial statements to be



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presented;

- 15.6.2.4.2 directions for obtaining a copy of the complete annual financial statements for the preceding financial year;
- 15.6.2.4.3 a reasonably prominent statement that a Member who is entitled to attend and vote at the meeting is entitled to appoint a proxy who must be a Member of the Company with voting rights to attend, participate in and vote at the meeting in place of the Member; and
- 15.6.2.5 in the case of an Elective AGM, the details of individuals nominated for election into the National Executive Committee.
- 15.6.3 If the Company fails to give the required notice of a Members meeting, or if there was a material defect in the giving of the notice, the meeting may proceed if all the Members who are entitled to exercise voting rights in respect of each item on the agenda of the meeting acknowledge actual receipt of the notice, are present at the meeting, waive notice of the meeting or in the case of a material defect in the manner and form of giving notice, ratify the defective notice.
- 15.6.4 If a material defect in form or manner of giving notice relates only to one or more particular matters on the agenda for the meeting –
 - 15.6.4.1 any such matter may be severed from the agenda, and the notice remains valid with respect to any remaining matters on the agenda; and
 - 15.6.4.2 the meeting may proceed to consider a severed matter, if the defective notice in respect of that matter has been ratified.

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15.6.5 An immaterial defect in form and manner of giving notice of a Members meeting, or an accidental or inadvertent failure in the delivery of the notice, to any particular Member to whom it was addressed, does not invalidate any action taken at the meeting.

15.6.6 A Member who is present at the meeting, either in person or by proxy, is regarded to have received or waived notice of the meeting, if at least the minimum notice was given; and has a right –

15.6.6.1 to allege a material defect in the form of notice for a particular item on the agenda for the meeting;

15.6.6.2 to participate in the determination whether to waive the requirements for notice, or ratify a defective notice; and

15.6.6.3 except to the extent set out in 15.6.6.1 and 15.6.6.2 is regarded to have waived any right based on an actual or alleged material defect in the notice of the meeting.

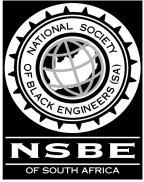
15.7 **Members' Meetings By Electronic Communication**

15.7.1 The Company may conduct a Members' meeting entirely by Electronic Communication or provide for participation in a meeting by Electronic Communication, as set out in section 63 of the Companies Act, and the power of the Company to do so is not limited or restricted by this MOI. Accordingly –

15.7.1.1 any Members' meeting may be conducted entirely by Electronic Communication; or

15.7.1.2 one or more Members, or proxies for Members, may participate by

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Electronic Communication in all or part of any Members' meeting that is being held in person,

15.7.1.3 so long as the Electronic Communication employed ordinarily enables all persons participating in that meeting to communicate concurrently with each other and without an intermediary, and to participate reasonably effectively in the meeting.

15.7.2 Any notice of any meeting of Members at which it will be possible for Members to participate by way of Electronic Communication shall inform Members of the ability to so participate and shall provide any necessary information to enable Members or their proxies to access the available medium or means of Electronic Communication, provided that such access shall be at the expense of the Member or proxy concerned.

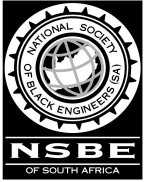
15.8 Quorum for Members Meetings

15.8.1 Subject to the provisions of clause 15.8.3, the quorum requirement for a Members' meeting to begin, or for a matter to be considered, shall –

15.8.1.1 if the Company has, as at the time of that meeting, 200 (two hundred) or less Voting Members, be 20% (twenty percent) of the Voting Members or their proxies present; or

15.8.1.2 if the Company has, as at the time of that meeting, more than 200 (two hundred) but less than 500 (five hundred) Voting Members, be 10% (ten percent) of the Voting Members or their proxies present; or

15.8.1.3 if the Company has, as at the time of that meeting, 500 (five hundred) or more Voting Members, be 5% (five percent) of the Voting Members or their proxies present.



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15.8.2 If, within 1 (one) hour after the appointed time for a meeting to begin, the requirements of clause 15.8.1 –

15.8.2.1.1 for that meeting to begin have not been satisfied, the meeting is postponed without motion, vote or further notice, for one week; and

15.8.2.1.2 for consideration of a particular matter to begin have not been satisfied –

15.8.2.1.2.1 if there is other business on the agenda of the meeting, consideration of that matter may be postponed to a later time in the meeting without motion or vote; or

15.8.2.1.2.2 if there is no other business on the agenda of the meeting, the meeting is adjourned for one week, without motion or vote.

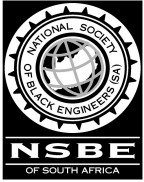
15.8.3 The person intended to preside at a meeting, where the quorum requirements in clause 15.8.1, are not satisfied, may extend the 1 (one) hour limit allowed for a reasonable period on the grounds that –

15.8.3.1 exceptional circumstances affecting weather, transportation or Electronic Communication have impeded, or are impeding, the ability of Members to be present at the meeting; or

15.8.3.2 one or more delayed Members have communicated an intention to attend the meeting, and those Members, together with others in attendance, would satisfy the quorum requirements; or

15.8.3.3 any other reason such person considers appropriate.

15.8.4 After a quorum has been established for a meeting, or for a particular matter, the meeting may continue, or the matter may be considered.



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15.8.5 If the quorum requirements in clause 15.8.1 have not been satisfied at the time appointed for a postponed meeting to begin, or for an adjourned meeting to resume, the Voting Members present in person or by proxy shall be deemed to constitute a quorum.

15.9 **Adjournment of Members' Meetings**

15.9.1 Subject to clauses 15.8 and 15.9.2, a Members' meeting or the consideration of any matter at the meeting, may be adjourned from time to time, on a motion supported by persons entitled to exercise, in aggregate, a majority of the voting rights held by all of the persons who are present at the meeting at the time and that are entitled to be exercised on at least one matter remaining on the agenda of the meeting, or on the matter under consideration, as the case may be.

15.9.2 An adjournment of a meeting, or the consideration of a matter at the meeting, in terms clause 15.9.1, may be either to a fixed time and place or until further notice, as agreed at the meeting. The meeting may be adjourned to the same date.

15.10 **Members Resolutions**

15.10.1 For an ordinary resolution to be approved by Members it must be supported by the votes of at least 51% (fifty-one percent) of the Voting Members present at a meeting where there is a quorum.

15.10.2 For a special resolution to be approved by Members, it must be supported by the votes of at least 67% (sixty-seven percent) of the Voting Members present at a meeting where there is a quorum.

15.10.3 No matter, except those matters required by the Companies Act or by this



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MOI require a special resolution adopted at a Members' meeting of the Company.

15.10.4 The Board may propose any resolution to be considered by Members and may determine whether that resolution will be at a meeting or by vote or by written consent. A resolution signed in writing by Voting Members entitled to and holding sufficient voting rights in relation to the resolution concerned, whether by means of an Electronic Communication or given in person, shall be as valid and effectual as if passed at a properly constituted meeting of the Members, provided that –

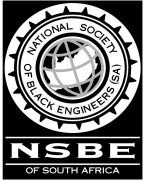
15.10.4.1 the resolution has been submitted for consideration to all the Voting Members; and

15.10.4.2 the resolution has been signed by Voting Members holding sufficient voting rights in relation to the resolution concerned within 20 (twenty) business days after the resolution was submitted to all of them for consideration.

15.10.5 A resolution adopted by written vote may consist of several documents each signed by one or more of the Voting Members and shall be deemed to have been passed on the date on which it was signed by the last Voting Member who signed it (unless a statement to the contrary is made in that resolution).

15.10.6 Each Voting Member undertakes in favour of the other Members to exercise its voting rights in the Company, to implement and observe the provisions of this MOI.

15.10.7 A proposed resolution must be –



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15.10.7.1 expressed with sufficient clarity; and

15.10.7.2 be accompanied by sufficient information or explanatory material to enable Members who are entitled to vote on the resolution to determine whether to participate in the meeting and to seek to influence the outcome of the vote on the resolution.

15.10.8 Once a resolution has been approved, it may not be challenged or impugned by any person in any forum on the grounds that it did not satisfy the provisions of clause 15.10.7.

15.11 **Voting of Members**

At a every Members meeting, each Voting Member or its proxy shall have one vote. Voting at Meetings of members will be by show of hands or by way of a secret ballot if it is demanded by a majority of the Voting Members present in a meeting.

15.12 **Proxies**

15.13 A Member may at any time appoint any Member in its Category or the chairperson of the Board, as a proxy to –

15.13.1 participate in, and speak and vote (to the extent applicable in terms of this MOI) at, a Members' meeting on behalf of that Member; or

15.13.2 give or withhold written consent on behalf of that Member to a decision contemplated in section 60 of the Companies Act,

provided that a Member that is entitled to vote may not appoint more than 1 (one) proxy to exercise voting rights held by that Member.



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15.14 A proxy appointment –

15.14.1 must be in writing, dated and signed by the Member; and

15.14.2 remains valid for –

15.14.2.1 1 (one) year after the date on which it was signed; or

15.14.2.2 any longer or shorter period expressly set out in the appointment,

unless it is revoked in a manner contemplated in the Companies Act or expires earlier as contemplated in the Companies Act.

15.15 Subject to the provisions of the Companies Act, a form appointing a proxy may be in any usual or common form. The Company shall supply a generally standard form of proxy upon request by a Member entitled to vote.

16 NATIONAL EXECUTIVE COMMITTEE ("NEC")

16.1 On each Elective AGM, the Voting Members shall elect a National Executive Committee consisting of the following members –

16.1.1 a president;

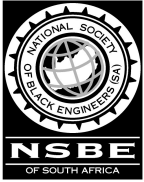
16.1.2 a deputy president;

16.1.3 a general secretary;

16.1.4 a treasurer; and

16.1.5 two additional members.

16.2 The chairpersons of each of the Regions as well as the chairperson of the board of directors of EIC, shall by virtue of their office become members of



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the National Executive Committee.

16.3 The NEC shall, at any time during their term of office, be entitled to co-opt, by majority vote, any one Voting Member into the National Executive Committee.

16.4 The purpose of the National Executive Committee shall be to provide guidance on strategic and policy issues relating to the Company. Its functions shall *inter alia* include –

16.4.1 assisting the Board in any such manner as the Board may designate;

16.4.2 assist the Board in developing Company Policies;

16.4.3 assisting the Board in the establishment of Regional and Student structures of the Company and developing Rules in relation to the governance of such structures; and

16.4.4 any other functions and powers as may be assigned to it in the Rules.

16.5 The Directors of the Company shall be appointed from the members of the National Executive Committee as more fully set out in clause 19.

16.6 In order to be eligible for election into the National Executive Committee and to continue being a member of the National Executive Committee, a Member must –

16.6.1 be a Voting Member; and

16.6.2 not be ineligible or disqualified from acting as a director of a company in terms of section 69 of the Companies Act.



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16.7 In order to be eligible for election as a president of the National Executive Committee, a Voting Member must have been a member of the National Executive Committee for at least two years.

16.8 The National Executive Committee shall serve for a period of four years, commencing from an Elective AGM in which they were elected until a following Elective AGM.

16.9 Members of the National Executive Committee shall be eligible for re-election after the end of each four-year term, provided that the president and deputy president can only serve in such capacity for a maximum of two consecutive terms. Notwithstanding the foregoing, a former president or deputy president of the National Executive Committee shall be eligible for election for any subsequent two consecutive four-year terms provided that they have been out of office for at least one four-year term after each two consecutive four-year terms.

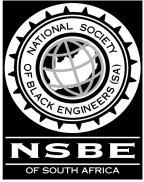
16.10 Nomination and election of Members of the National Executive Committee

16.10.1 No later than 10 (ten) days before an Elective AGM, the Board shall give notice to Voting Members to propose individuals for nomination into the National Executive Committee.

16.10.2 A Member wishing to nominate an individual to the National Executive Committee shall submit to the Board the details of the nominee in such form as may be prescribed by the Board from time to time. The said form shall, as a minimum, contain –

16.10.2.1 the curriculum vitae of the nominee;

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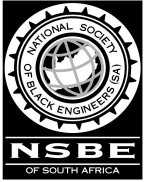
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- 16.10.2.2 the names and signatures of the proposer;
- 16.10.2.3 the office for which they are being nominated;
- 16.10.2.4 the names and signature of the seconder;
- 16.10.2.5 the name, consent and signature of the individual proposed;
- 16.10.2.6 a declaration by the nominee, stating they have no conflict of interest, and neither are there any circumstances which would make them ineligible to serve in the National Executive Committee;
- 16.10.2.7 a declaration of past and current directorships in any entity; and
- 16.10.2.8 a declaration by the person nominating that, to the best of their knowledge, the nominee is eligible to be a member of the National Executive Committee.
- 16.10.3 On receipt of the nominations contemplated in clause 16.10.2, the Board shall determine if the nominees provided to it are eligible for election into the National Executive Committee and thereafter include the names and curriculum vitae of eligible nominees into the notice of such upcoming Elective AGM.
- 16.10.4 In each Elective AGM, the nominee to be elected in respect of each office shall be the nominee receiving the most number of votes.
- 16.10.5 As at the date of adoption of this MOI, the National Executive Committee shall consist of the following persons, who shall act in such capacity until a new National Executive Committee is elected in the Elective AGM falling immediately after the Effective Date –



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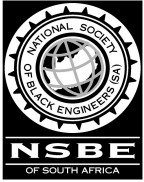
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- 16.10.5.1 the Current Directors, with –
 - 16.10.5.1.1 Mduzuzi Mlaba, being the president;
 - 16.10.5.1.2 Lwazi Goqwana, being the deputy president;
 - 16.10.5.1.3 Portia Nkuna, being the general secretary; and
 - 16.10.5.1.4 Frederick Livhuwani Mugeru, being the treasurer;
- 16.10.5.2 Tumi Tsehlo being chairman of EIC;
- 16.10.5.3 Kwazi Mabaso being chairman of KwaZulu-Natal Region;
- 16.10.5.4 Lungi Maminza being chairman of Gauteng;
- 16.10.5.5 Thato Selebogo being chairman of Western Cape Region;
- 16.10.5.6 Bongumusa Thusi being chairman of Mpumalanga Region; and
- 16.10.5.7 Simphiwe Mbanga being chairman of Eastern Cape Region;
- 16.10.5.8 Chrizelle Isaacs, additional NEC member.

17 REGIONAL EXECUTIVE COMMITTEE ("REC")

- 17.1 Each Region shall have a Regional Executive Committee.
- 17.2 Each Member domiciled in a particular Region shall have the right to participate in the activities of the Company in respect of that Region.



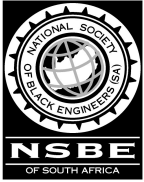
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- 17.3 A Regional Executive Committee shall be elected by Voting Members domiciled in that Region.
- 17.4 The Board shall, every four years, convene a meeting of Voting Members domiciled in each Region in terms of which the Voting Members shall elect a Regional Executive Committee in accordance with the terms of this MOI ("**Regional Elective Meeting(s)**").
- 17.5 The Board shall determine the procedure(s) relating to the notice and conduct of Regional Elective Meetings.
- 17.6 On each Regional Elective Meeting, the Voting Members domiciled in that Region shall elect a Regional Executive Committee consisting of the following members –
- 17.6.1 a chairperson;
 - 17.6.2 a deputy chairperson;
 - 17.6.3 a secretary general; and
 - 17.6.4 a treasurer.
- 17.7 In order to be eligible for election into a Regional Executive Committee and to continue being a member of the Regional Executive Committee, a Member must –
- 17.7.1 be a Voting Member; and
 - 17.7.2 not be ineligible or disqualified from acting as a director of a company in terms of section 69 of the Companies Act and in terms of any provision of this MOI.



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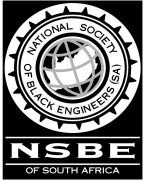
- 17.8 In each Regional Elective Meeting, the Voting Members shall be entitled to nominate Voting Members for election into the Regional Executive Committee. The nominee to be elected in respect of each office shall be the nominee receiving the most number of votes.

- 17.9 A Regional Executive Committee shall serve for a period of four years, commencing from a Regional Elective Meeting in which they were elected until the following Regional Elective Meeting.

- 17.10 Members of a Regional Executive Committee shall be eligible for re-election after the end of each four-year term.

- 17.11 The purpose of the Regional Executive Committee shall be to provide guidance on strategic and policy issues relating to the Company at a Regional level and to represent the interests of Members at Regional levels. The functions of the Regional Executive Committee shall, *inter alia*, include –
 - 17.11.1 to represent the views of Members in their respective Regions to the National Executive Committee and the Board;
 - 17.11.2 convening Members’ meetings in their respective Regions in order to enable Members domiciled within the Region concerned to discuss issues of strategic importance to the Company;
 - 17.11.3 convening events such as seminars and workshops for the benefit of the Members within the Region;
 - 17.11.4 convening meetings of the Regional Executive Committee at least once every three months;

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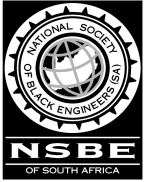
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- 17.11.5 considering applications for membership within their respective Regions;
- 17.11.6 maintaining and updating the Membership Register;
- 17.11.7 assisting the Board in any such manner as the Board may designate;
- 17.11.8 carrying out the decisions of the Regional meetings of the Members;
- 17.11.9 submitting reports to the Board and the Regional AGM as often as is required on the affairs of the Region including the financial position of the Region and any other matter as may be required by the Board;
- 17.11.10 assisting the Board and the National Executive Committee in developing Company Policies; and
- 17.11.11 any other functions and powers as may be assigned to it by the Board or in the Company Policies or Rules of the Company or in this MOI.

- 17.12 The Board shall convene a Regional annual general meeting (the “**Regional AGM**”) once (1) every year. A Regional AGM must at a minimum, provide for the following business to be transacted –
 - 17.12.1 consideration of the minutes of the preceding Regional AGM;
 - 17.12.2 presentation of –
 - 17.12.2.1 an annual report by the Regional Executive Committee;
 - 17.12.2.2 the financial status of the Region for the immediately preceding year;
 - 17.12.2.3 any matters raised for discussion by Members, with or without advance notice to the Regional Executive Committee;

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17.12.3 consider and approve the work plan presented by the Regional Executive Committee for the ensuing year; and

17.12.4 in the case of a Regional AGM falling on the date of the Regional Elective Meeting, elect the Regional Executive Committee.

17.13 The Board shall determine the procedure(s) relating to the conduct of Regional AGMs.

17.14 The provisions of clause 15 shall apply *mutatis mutandis* in respect of the meetings and resolutions of Members of the Regions. A reference to the Board shall be deemed to be a reference to the Regional Executive Committee.

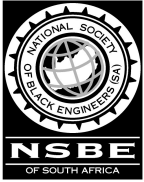
17.15 The provisions of clauses 22 and 23 shall apply *mutatis mutandis* in respect of the meetings and resolutions of Regional Executive Committees. A reference to the Board or Director shall be deemed to be a reference to the Regional Executive Committee or the member of the Regional Executive Committee.

17.16 A person shall cease to be a member of the Regional Executive Committee if –

17.16.1 she/he becomes incapacitated to the extent that the person is unable to perform the functions of a member of the Regional Executive Committee, and is unlikely to regain that capacity within a reasonable time;

17.16.2 she/he resigns from her office in writing to the Regional Executive Committee or the Board;

17.16.3 she/he dies;



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17.16.4 she/he is sequestrated, has surrendered her estate or has entered into a compromise with her creditors;

17.16.5 she/he is absent from two consecutive Regional Executive Committee meetings without prior notice; or

17.16.6 her/his membership is terminated in terms of clause 13.

18 NEC and REC SUB-COMMITTEES

18.1 The NEC or REC may form sub-committees in the manner contemplated in section 26 mutatis mutandis, to achieve specific objectives without duplicating Board Committees.

18.2 The objectives and formative conditions of a sub-committee shall be documented in the NEC/REC minutes.

PART 4: DIRECTORS

19 COMPOSITION OF THE BOARD OF DIRECTORS

19.1 The number of Directors shall be at least 3 (three) and no person shall be appointed or elected as a Director if such person is in terms of the Companies Act or in terms of this MOI ineligible to serve or is disqualified from serving as a Director.

19.2 As at the date of adoption of this MOI, the Board consists of the Current Directors, who shall serve in such capacity until the Elective AGM falling immediately after the Effective Date.



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19.3 The Board shall be made up of the following members of the National Executive Committee –

19.3.1 the president of the National Executive Committee, who shall serve as the president and chairperson of the Board;

19.3.2 the deputy president of the National Executive Committee, who shall serve as the deputy president and deputy chairperson of the Board;

19.3.3 the treasurer of the National Executive Committee, who shall serve as the treasurer of the Board; and

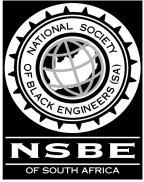
19.3.4 any other member of the National Executive Committee as may be designated by the Board from time to time.

19.4 The members of the National Executive Committee referred to in clause 19.3 shall by virtue of their office, and as soon as they are elected into the National Executive Committee, become *ex officio* Directors of the Company. Accordingly, when such persons have been newly elected in an Elective AGM, the previous members of the National Executive Committee shall cease to be Directors and shall be replaced by the new relevant members of the National Executive Committee.

19.5 In every election of Directors –

19.5.1.1 the election is to be conducted as a series of votes, each of which is on the candidacy of a single individual to fill a single vacancy, with the series of votes continuing until all vacancies on the Board have been filled; and

19.5.1.2 in each vote to fill a vacancy –



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19.5.1.2.1 each vote entitled to be exercised may be exercised once; and

19.5.1.2.2 the vacancy is filled only if a majority of the votes exercised support the candidate.

20 DISQUALIFICATION AND REMOVAL OF DIRECTORS

20.1 Over and above the provisions of section 69 of the Companies Act, the office of any Director will be vacated if the Director:

20.1.1 is declared mentally unfit by a registered medical practitioner;

20.1.2 resigns his/her office by notice in writing to the Company;

20.1.3 entering into a compromise with his/her creditors;

20.1.4 is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare his/her interest and the nature thereof in the manner required by the Companies Act; or

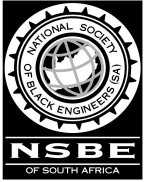
20.1.5 ceases to be a Member.

20.2 Any failure by the Company at any time to have the minimum number of Directors as required by the Companies Act or this MOI, does not limit or negate the authority of the Board, or invalidate anything done by the Board.

21 POWERS OF THE BOARD OF DIRECTORS

21.1 Save as otherwise set out in this MOI, the Board has the power to exercise all of the powers and perform any of the functions of the Company, as set out in section 66(1) of the Companies Act.

21.2 The Directors may at any time and from time to time by power of attorney



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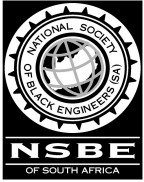
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appoint any person or persons to be the attorney or attorneys and agent(s) of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors in terms of this MOI) and for such period and subject to such conditions as the Directors may from time to time think fit. Any such appointment may, if the Directors think fit, be made in favour of any company, directors, nominees or managers of any company or firm, or otherwise in favour of any fluctuating body of persons, whether nominated directly or indirectly by the Directors. Any such power of attorney may contain such provisions for the protection or convenience of persons dealing with such attorneys and agents as the Directors think fit. Any such attorneys or agents as aforesaid may be authorised by the Directors to sub-delegate all or any of the powers, authorities and discretions for the time being vested in them.

- 21.3 Save as otherwise expressly provided herein, all cheques, promissory notes, bills of exchange and other negotiable or transferable instruments, and all documents to be executed by the Company, shall be signed, drawn, accepted, endorsed or executed, as the case may be, in such manner as the Directors shall from time to time determine.



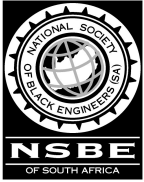
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- 21.4 All acts performed by the Directors or by a committee of Directors or by any person acting as a Director or a member of a committee shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment or election of the Directors or persons acting as aforesaid, or that any of them were disqualified from or had vacated office, be as valid as if every such person had been duly appointed or elected and was qualified and had continued to be a Director or member of such committee.
- 21.5 The Directors in office may act notwithstanding any vacancy in the number of Directors on the Board.
- 21.6 A Director may hold any other office or place of profit under the Company (except that of Auditor) or any subsidiary of the Company in conjunction with the office of Director, for such period and on such terms as to remuneration and otherwise as a disinterested quorum of the Directors may determine.
- 21.7 A Director of the Company may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as shareholder or otherwise and (except insofar as otherwise decided by the Directors) he shall not be accountable for any remuneration or other benefits received by him as a director or officer of or from his interest in such other company.
- 21.8 Each Director and each Alternate Director, Prescribed Officer and member of any committee of the Board (whether or not such latter persons are also members of the Board) shall, subject to the exemptions contained in section 75(2) of the Companies Act and the qualifications contained in section 75(3) of the Companies Act, comply with all of the provisions of section 75 of the Companies Act in the event that they (or any person who is a related person



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to them) has a personal financial interest in any matter to be considered by the Board.

22 DIRECTORS' MEETINGS

22.1 Save as may be provided otherwise herein, the Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.

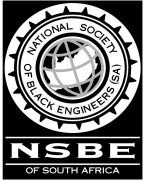
22.2 Meetings of the Board will be held at least once per quarter or as and when required by the Board.

22.3 The chairperson of the Board or in his or her absence the deputy chairperson (as contemplated in clause 19.3) shall be entitled to preside over all meetings of Directors. If neither the chairperson or deputy chairperson is present within 30 (thirty) minutes of the time appointed for holding the meeting, the Directors present shall choose 1 (one) of their number to be chairperson of such meeting.

22.4 In addition to the provisions of section 73(1) of the Companies Act, any Director shall at any time be entitled to call a meeting of the Directors.

22.5 The Board has the power to –

22.5.1 consider any matter and/or adopt any resolution other than at a meeting as set out in section 74 of the Companies Act and, accordingly, any decision that could be voted on at a meeting of the Board may instead be adopted by the written consent of a majority of the Directors, given in person or by Electronic Communication, provided that each Director has received notice of the matter to be decided;



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22.5.2 conduct a meeting entirely by Electronic Communication, or to provide for participation in a meeting by Electronic Communication, as set out in section 73(3) of the Companies Act, provided that, as required by such section of the Companies Act, the Electronic Communication facility employed ordinarily enables all persons participating in the meeting to communicate concurrently with each other without an intermediary and to participate reasonably effectively in the meeting;

22.5.3 determine the manner and form of providing notice of its meetings as set out in section 73(4) of the Companies Act, provided that –

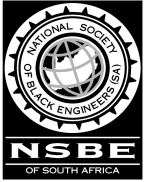
22.5.3.1 the notice period for the convening of any meeting of the Board will be at least 7 (seven) days unless the decision of the Directors is required on an urgent basis which justifies a shorter period of notice, in which event the meeting may be called on shorter notice. The decision of the chairperson, or failing the chairperson for any reason, the decision of any (two) Directors as to whether a matter should be decided on an urgent basis, and the period of notice to be given, shall be final and binding on the Directors;

22.5.3.2 an agenda of the matters to be discussed at the meeting shall be given to each Director, together with the notice referred to in clause 22.5.3.1; and

22.5.4 proceed with a meeting despite a failure or defect in giving notice of the meeting, as provided in section 73(5) of the Companies Act,

and the powers of the Board in respect of the above matters are not limited or restricted by this MOI.

22.6 The quorum requirement for a Directors' meeting (including an adjourned



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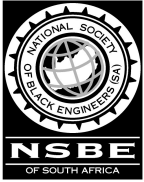
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meeting) to begin, the voting rights at such a meeting, and the requirements for approval of a resolution at such a meeting are as follows:

- 22.6.1 if all of the Directors of the Company:
 - 22.6.1.1 acknowledge actual receipt of the notice convening a meeting; or
 - 22.6.1.2 are present at a meeting; or
 - 22.6.1.3 waive notice of a meeting,

the meeting may proceed even if the Company failed to give the required notice of that meeting or there was a defect in the giving of the notice;
- 22.6.2 a majority of the Directors must be present at a meeting before a vote may be called at any meeting of the Directors;
- 22.6.3 each Director has 1 (one) vote on a matter before the Board;
- 22.6.4 a majority of the votes cast in favour of a resolution is sufficient to approve that resolution;
- 22.6.5 in case of a tied vote the chairperson may cast a deciding vote in addition to any deliberative vote.
- 22.7 Resolutions adopted by the Board (including resolutions passed pursuant to clause 22.5.1) –
 - 22.7.1 must be dated, sequentially numbered and recorded or inserted in a minute book; and
 - 22.7.2 are effective as of the date of the resolution unless any resolution states otherwise.



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22.8 Any minutes of a meeting, or a resolution, signed by the chairperson, are evidence of the proceedings of that meeting, or the adoption of that resolution, as the case may be.

23 WRITTEN RESOLUTIONS BY DIRECTORS

23.1 A resolution signed in writing by a majority of the Directors, whether by means of an Electronic Communication or given in person, shall be as valid and effectual as if passed at a properly constituted meeting of the Directors, provided that each Director has received notice of the subject matter of the resolution concerned.

23.2 The resolution may consist of several documents each signed by one or more Directors (or their alternates, if applicable) and shall be deemed to have been passed on the date on which it was signed by the last Director who signed it (unless a statement to the contrary is made in that resolution).

24 DIRECTORS' COMPENSATION

24.1 Subject to Item 1(3) of schedule 1 of the Companies Act, no Director or Prescribed Officer shall directly or indirectly receive any remuneration from the Company, except –

24.1.1 reasonable remuneration for goods delivered or services rendered to, or at the direction of, the Company;

24.1.2 reasonable payment of, or reimbursement for, expenses incurred to advance the Objects;

24.1.3 payment of an amount due and payable by the Company in terms of a *bona fide* written agreement between the Company and a Director;



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24.1.4 payment in respect of any rights of that person, to the extent that such rights are administered by the Company in order to advance the Objects;
or

24.1.5 payment in respect of any legal obligation binding on the Company.

25 INDEMNIFICATION OF DIRECTORS

25.1 The Company may –

25.1.1 advance expenses to a Director or directly or indirectly indemnify a Director in respect of the defence of legal proceedings, as set out in section 78(4) of the Companies Act;

25.1.2 indemnify a Director in respect of liability as set out in section 78(5) of the Companies Act; and/or

25.1.3 purchase insurance to protect the Company or a Director as set out in section 78(7) of the Companies Act,

and the power of the Company in this regard is not limited, restricted or extended by this MOI.

25.2 The provisions of clause 25.1 shall apply *mutatis mutandis* in respect of any former Director, Prescribed Officer or member of any committee of the Board, including the audit committee.

26 COMMITTEES OF THE BOARD

26.1 The Board may subject to the provisions of this MOI –

26.1.1 appoint committees of Directors and delegate to any such committee any of the authority of the Board as set out in section 72(1) of the Companies



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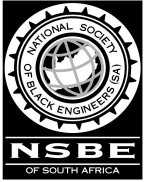
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Act;

- 26.1.2 include each of the members of the National Executive Committee into a committee of Directors; and/or
- 26.1.3 include in any such committee persons who are not Directors, as set out in section 72(2)(a) of the Companies Act.
- 26.2 The Board may make Rules in relation to the appointment of committees of the Board.
- 26.3 A committee appointed by the Board shall –
 - 26.3.1 conform to any mandates or instructions that may from time to time be given to it by the Board or in accordance with the Rules;
 - 26.3.2 be governed by the provisions of this MOI for regulating the meetings and proceedings of Directors so far as same is applicable thereto and no superseded by any mandates or instructions made by the Directors or in the Rules in terms of clause 26.3.1; and
 - 26.3.3 have such authority as is delegated to it by the Board in respect of a matter referred to it or specified in the Rules, save that in the existence of the authority delegated to it, and in carrying out its duties, the committee complies with any mandates or instructions that may from time to time be given by the Board.



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PART 5: GENERAL

27 ANNUAL FINANCIAL STATEMENTS

27.1 The Company shall each year prepare annual financial statements within 6 (six) months after the end of its financial year, which annual financial statements shall be prepared on a basis that is not inconsistent with any unalterable or non-elective provision of the Companies Act and shall –

27.1.1 satisfy, as to form and content, the financial reporting standards of IFRS; and

27.1.2 subject to and in accordance with IFRS –

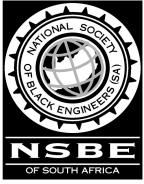
27.1.2.1 present fairly the state of affairs and business of the Company and explain the transactions and financial position of the business of the Company;

27.1.2.2 show the Company's assets, liabilities and equity, as well as its income and expenses; and

27.1.2.3 set out the date on which the statements were produced and the accounting period to which they apply.

27.2 In the event that the annual financial statements of the Company –

27.2.1 are required to be audited pursuant to regulations made in terms of section 30(7) of the Companies Act, as contemplated in section 30(2)(b)(i) of the Companies Act, or as otherwise contemplated in the Companies Act, the annual financial statements shall be so audited in accordance



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with the relevant provisions of the Companies Act; and

27.2.2 are required to be audited, independently reviewed, or otherwise assessed in terms of any statute other than the Companies Act, or a regulatory order, the Company shall comply with its relevant obligations in that regard.

28 FUNDAMENTAL TRANSACTIONS

28.1 As contemplated in item 2(1) of Schedule 1 of the Companies Act, the Company may not –

28.1.1 amalgamate or merge with, or convert to, a profit company; or

28.1.2 dispose of any part of its assets, undertaking or business to a profit company, other than for fair value, except to the extent that such a disposition of an assets occurs in the ordinary course of the activities of the Company.

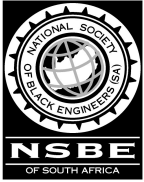
28.2 Any proposal to –

28.2.1 dispose of all or the greater part of its assets or undertaking; or

28.2.2 amalgamate or merge with another non-profit company,

must be submitted to the Voting Members for approval, in a manner comparable to that required of profit companies in accordance with sections 112 and 113 of the Companies Act, respectively.

28.3 Sections 115 and 116 of the Companies Act, read with the changes required by the context, apply with respect to the approval of a proposal contemplated in clause 28.2.



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29 NOTICES

- 29.1 All notices intended or required to be given by the Company to any Member of the Company shall be given in writing in any manner authorised by the Regulations and particularly Table CR 3 annexed to the Regulations.
- 29.2 Any Member whose address in the Membership Register is an address not within the Republic, and who shall from time to time furnish the Company with an address within the Republic at which notices can be served upon him, shall be entitled to have notices served upon him at such address.
- 29.3 Save as determined in this MOI or in the Companies Act, no Member other than a registered Member whose address appears in the Membership Register as being in the Republic, shall be entitled to receive any notice from the Company.
- 29.4 Any notice sent by any means permitted in Table CR 3 annexed to the Regulations shall be deemed to have been delivered as provided for in that method of delivery in such Table.