

COMPANIES AND INTELLECTUAL PROPERTIES COMMISSION
REPUBLIC OF SOUTH AFRICA

In accordance with s 13(1)(a)(ii)
MEMORANDUM OF INCORPORATION
OF
WESTVILLE OLD BOYS ASSOCIATION NPC
('the Company')





Recognising the proud legacy of excellence of Westville Boys High School ("the School") and the deep and enduring connection of past learners to their *alma mater*, the Company is established as a non-profit company with members, and with the following object:

To support the School and its learners past, present, and future, through, *inter alia*:

- Connecting the people of the School's community with one another
- Ensuring a high degree of involvement by of past learners of the School in the ongoing financial security and positioning of the School and assisting with the development and opportunities for learners of the School;
- Overseeing and developing strategies for marketing, fundraising, and legacy-building within the School;
- Creating an opportunity for those who have benefitted from the School to contribute to an enduring legacy to the School by 'sowing back' their expertise, wisdom and finances, to the benefit of future generations of boys who will pass through the School; and
- To encourage excellence in the School's offerings and programmes.

Adoption of Memorandum of Incorporation

This Memorandum of Incorporation ("MOI") was adopted by the incorporators of the Company, in accordance with section 13(1) of the Companies Act, 2008 ('the Act'), as evidenced by the following signatures made by them, or on their behalf:

Name of incorporator	Signature	Date
DAMON PAUL ADENDORFF		25/10/2023
BRIAN DICKINSON		25/10/2023
GRANT BRUCE DUROSE		26/10/2023
DIETER HEINZ KRIESE		20/10/2023
LAWRENCE KEITH PAYNE		26/10/2023
ANDILE HALALA SIZWESAMALALA ZONDI		26/10/2023

In this MOI:

- a) *A reference to a section by number refers to the corresponding section of the Act;*
- b) *A reference to a clause by number refers to the corresponding clause in this MOI; and*
- c) *Words that are defined in the Act bear the same meaning in this MOI as in the Act.*

1. INCORPORATION

- 1.1 The Company is incorporated as a non-profit company, as defined in the Act and is governed by:
 - 1.1.1 the unalterable provisions of the Act that are applicable to non-profit companies;
 - 1.1.2 the alterable provisions of the Act that are applicable to non-profit companies, subject to any limitation, extension, variation or substitution set out in this MOI; and
 - 1.1.3 the provisions of this MOI.

2. OBJECT AND POWERS OF THE COMPANY

- 2.1 The object of the Company is as set out on the first page of this MOI, and substantially the whole of the activities of the Company shall be directed to the furtherance of its principal object and not for the specific benefit of an individual member or minority group.
- 2.2 The Company shall have all the legal powers and capacity of an individual:
 - 2.2.1 except to the extent necessarily implied by its stated object;
 - 2.2.2 except to the extent that a juristic person is incapable of exercising such a power or having such a capacity; and
 - 2.2.3 subject to the restrictive conditions (as contemplated in section 15(2)(b)) and other limitations or qualifications, as are contained in this MOI.
- 2.3 The powers of the Company may only be executed in accordance with the main object of the Company.
- 2.4 The Company may not:
 - 2.4.1 grant to any member any direct or indirect personal or private interest in the Company;
 - 2.4.2 have a share or other interest in any business, profession or occupation carried on by any of its members;
 - 2.4.3 knowingly become a party to, or knowingly permit itself to be used as part of any tax avoidance scheme, being any transaction, operation or scheme of which the sole or main purpose is or was the reduction, postponement or avoidance of liability for any tax duty or levy which would have been or would have become payable by any person under the Income Tax Act 58 of 1962, as amended ("the Income Tax Act") or any other Act Administered by the Commissioner for the South African Revenue Services.
 - 2.4.4 amalgamate or merge with, or convert to, a profit company; or
 - 2.4.5 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 disposal of an asset occurs in the ordinary course of the activities of the Company.

3. MEMBERS OF THE COMPANY

- 3.1 As contemplated in Item 4(1) of Schedule 1 of the Act, the Company has members who are in a single class being voting members.

- 3.2 The members of the Company shall be such persons or bodies which support the objectives of the Company as may be elected from time to time in terms of this MOI.
- 3.3 Members may be elected by the Company in a general meeting: Provided that such members have first been approved of by the Board. Members of the Company may be juristic persons, but may not be for-profit companies.
- 3.4 A member of the Company shall cease to be a member if:
- 3.4.1 the member resigns in writing addressed to the Chairperson of the Company or to its secretary at its registered office;
 - 3.4.2 a resolution of a majority of members of the Company in general meeting deprives such person of such person's membership;
 - 3.4.3 the member's nomination by the body which the member represents is revoked in writing addressed to the Chairperson of the Company or its secretary at its registered office;
 - 3.4.4 the member dies or is declared insolvent or incapacitated or is convicted of a criminal offence in respect of which a sentence of imprisonment without the option of a fine is imposed; or
 - 3.4.5 the member is a juristic person, and business rescue, insolvency, voluntary winding up or deregistration proceedings have begun in respect of that member.

4. RIGHTS OF MEMBERS

- 4.1 If, at any time, every member of the Company is also a director of the Company, as contemplated in section 57(4), the members may act without notice or compliance with any other internal formalities, as set out in that section.
- 4.2 The right of a member of the Company to appoint persons concurrently as proxies is not limited, restricted or varied by this MOI.
- 4.3 The authority of a member's proxy to delegate the proxy's powers to another person, is not limited or restricted by this MOI.
- 4.4 The requirement that a member shall deliver to the Company a copy of the instrument appointing a proxy before that proxy may exercise the member's rights at a members meeting is not varied by this MOI.
- 4.5 Members may appoint proxies to act on their behalf at meetings of the company provided that:
- 4.5.1 Members may not appoint concurrent proxies;
 - 4.5.2 in the case of an institution, corporate body or group member, only one proxy may be appointed;
 - 4.5.3 a member's proxy may not delegate the proxy's powers to another person;
 - 4.5.4 unless authorised by the Board in advance, no person may act as proxy for more than three members at any time;
 - 4.5.5 a member shall deliver to the Company a copy of the instrument appointing a proxy before that proxy may exercise the member's rights at a members meeting;
 - 4.5.6 any member intending to vote by proxy shall have the right to terminate the proxy at any time prior to the commencement of the meeting by lodging with the Company a written notice terminating the proxy and a proxy shall further be deemed to be *ipso facto* terminated in the event of the member who granted the proxy to be present at the meeting; and
 - 4.5.7 a member's proxy may not decide without direction from the member whether to exercise or abstain from exercising any voting right of the member.

- 4.6 The Company shall maintain and keep up to date, in one of the official languages of South Africa, a physical and/or electronic register of the members of the Company and members shall have the right to inspect and copy the information contained in the members' register.
- 4.7 No members of the Company may sell their membership rights or any entitlement in terms thereof.

5. MEMBERS' MEETINGS: CONVENING

- 5.1 The Company shall convene an annual general meeting of its members once in every calendar year, but no more than 15 months after the date of the previous annual general meeting, or within an extended time allowed by the members by unanimous vote.
- 5.2 Members' meetings shall also be called:
- 5.2.1 at any time that the Board is required by the Act or this MOI to refer a matter to members for decision and the Board determines that it is not appropriate to hold the matter over till the following annual general meeting; or
- 5.2.2 if the number of directors drops below the minimum required by this MOI, and the next annual general meeting is more than two months from the date upon which the relevant director/s cease/s to act.
- 5.3 The right of members to call a meeting may be exercised by more than 50% of the voting members, provided that the costs of any unscheduled meeting called by members shall be borne by the members who call the meeting and that the notice calling the meeting shall comply with the requirements of 5.5.
- 5.4 The Company's Board of directors may determine the location and medium of any members meeting, and may hold any meeting in any place or using any electronic platform which is agreed upon as suitable.
- 5.5 The minimum number of days for the Company to deliver a notice of a members meeting to the members, shall be 15 business days before the meeting date. The notice of meeting shall include the agenda and the detail of any proposed resolutions to be taken at the meeting.
- 5.6 The accidental omission to give notice of a meeting or of any resolution, or to give any other notification; or present any document required to be given or sent, or the non-receipt of any such notice, notification or document by any member or other person entitled to receive the same, shall not invalidate the proceedings, or any resolutions passed at any meeting.
- 5.7 The Company may conduct any meeting entirely by electronic communication or provide for participation in any meeting by electronic communication, so long as the electronic communication facility employed ordinarily enables all persons participating in that meeting to communicate concurrently with each other without an intermediary, and to participate effectively in the meeting.

6. BUSINESS AT MEMBERS' MEETINGS

- 6.1 The Annual General Meeting shall deal with and dispose of all matters prescribed by the Act, including:
- 6.1.1 the consideration of the directors' report;
- 6.1.2 a decision on the number of directors; and election of to office of at least one third of the directors; and
- 6.1.3 any other business laid before it.

6.2 All business laid before any other General Meeting shall be considered special business.

7. MEMBERS MEETINGS - QUORUM AND VOTING

7.1 The quorum requirement for a members meeting to begin, or for a matter to be considered is 50% or three members present (whichever is higher) of voting members being present or represented by proxy.

7.2 If, within 30 minutes after the appointed time for a meeting to begin, the quorum requirements for that meeting to begin have not been satisfied, the meeting shall be automatically postponed without considering any business or item of the agenda for one week, subject to the proviso in 7.4.

7.3 If the quorum requirements for consideration of a particular matter to begin have not been satisfied and:

- 7.3.1 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
- 7.3.2 if there is no other business on the agenda of the meeting,

the meeting is adjourned for one week. The quorum requirements at the adjourned meeting shall be the same as those for the initial meeting.

7.4 The rules in 7.2 and 7.3 shall be subject to the proviso that the person intended to preside at a meeting that cannot begin may extend the 30 minutes limit allowed in for a reasonable period on the grounds that exceptional circumstances including weather, transportation or electronic communication have generally impeded or are generally impeding the ability of members to be present at the meeting or one or more particular members, having been delayed, have communicated an intention to attend the meeting, and those members, together with others in attendance, would satisfy the quorum requirements.

7.5 For a matter to be considered and decided on at a meeting:

- 7.5.1 sufficient members for a quorum to be established must be present at the time the matter is decided; and
- 7.5.2 the matter must have been included in the agenda of the meeting and/or mentioned in the notice of meeting provided that, if any matter is raised which members have not had prior notice of and there is any member present who objects to consideration of and on the matter in absence of proper notice, 75% of members present shall be required to vote in favour of dealing with the matter at that meeting, for it to proceed.

7.6 The maximum period allowable for an adjournment of a members meeting is 60 days from the date of the adjourned meeting or part-meeting.

7.7 Meetings of members shall be chaired by the Chairperson or, in their absence, by another Board member elected by the Board to chair that meeting.

7.8 For a resolution to be adopted at a members meeting, it must be supported by;

- 7.8.1 more than 50% of the members present or represented by proxy, in the case of an ordinary resolution; or
- 7.8.2 at least 75 % of the members present or represented by proxy, in the case of a special resolution.

7.9 The members may consider a matter other than at a meeting, and the members may, instead of voting to make a decision at a meeting, adopt a decision by written consent of the members, given in person or by electronic communication, provided that each member has received notice of the matter to be decided upon.

7.10 A special resolution is only required for those matters set out in section 65 (11), being the amending of the MOI, ratifying actions by the Company or directors in excess of their authority, approving an application to transfer the registration of the Company to a foreign jurisdiction, amalgamating or merging with another non-profit company, approving the voluntary winding up of the Company, or disposing of all or a greater part of the assets of the Company.

8. COMPOSITION OF THE BOARD OF DIRECTORS

8.1 The Board of directors shall be a minimum of six persons who are elected to office by the members [at least three of whom are not connected persons' (as defined in the Income Tax Act) in relation to one another].

8.2 No single person may directly or indirectly control the decision-making powers of the Company.

8.3 Included in the number of directors the Director of Business at the School shall serve as director of the Company, *ex officio*.

8.4 Directors shall serve terms of three years each beginning from the date of their appointment, and provided that the appointment and resignation of directors shall be staggered so that at least one third of the directors retires each year.

8.5 Directors retiring in terms of clause 8.4 shall be eligible for re-appointment for a maximum of two (total three) consecutive terms of office, but once this maximum is reached must then take a sabbatical of at least one year before they may be re-appointed as directors.

8.6 Once a year, in good time before the expiry of terms of office of the relevant directors, electronic notification shall be issued to members indicating which directors' terms will end, which may be elected for a further term of office and if any other of the directors has ceased or will cease to serve. The notice shall include a call for nominations. The Board (or a sub committee appointed by the Board) shall be empowered to vet the nominees for eligibility to serve and shall issue to members a shortlist of nominees for voting, either at a meeting or via electronic voting.

8.7 If the number of directors falls below the minimum required by clause 8.1 at any time the remaining directors in office shall be empowered to continue to make decisions and govern the Company, while replacement directors are appointed to meet the requirements.

8.8 The directors shall have the power at any time to appoint any other person as a director either to fill a casual vacancy or as an addition to the Board, subject to subsequent ratification of the appointment by the members.

8.9 The office of a director shall *ipso facto* be vacated if:

8.9.1 the director's term of office ends and they are not or may not be re-appointed to office;

8.9.2 by one month's written notice to the Company, the director resigns from office;

8.9.3 the director ceases to be a director by virtue of the Act;

8.9.4 the director is a director *ex officio* and ceases to occupy the relevant position or office, unless the remaining directors decide otherwise;

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

8.9.6 the director is removed from office in accordance with section 71 of the Act.

- 8.10 In addition to satisfying the qualification and eligibility requirements set out in section 69, to become or remain a director of the Company, a person must be a matriculant of the School.

9. AUTHORITY, VALUES AND DUTIES OF THE BOARD OF DIRECTORS

- 9.1 The authority of the Company's Board of directors to lead and direct the business and affairs of the Company, as set out in section 66 (1) is limited or restricted to the extent that the powers of the Company are limited in this MOI.

- 9.2 In accordance with legal requirements, each of the directors shall exercise their powers:

- 9.2.1 in good faith and for the purpose for which they were conferred;
9.2.2 in the best interests of the Company; and
9.2.3 with the degree of care, skill and diligence that may reasonably be expected of a person:

- 9.2.3.1 carrying out the functions of a director; and
9.2.3.2 having the general knowledge, skill and experience of that director.

- 9.3 The directors shall exercise their powers in accordance with the following fundamental values:

- 9.3.1 **Conscience:** acting with intellectual honesty and independence of mind in the best interests of the Company and all its stakeholders, in accordance with the inclusive stakeholder approach to corporate governance;

- 9.3.2 **Competence:** having the knowledge and skills required for governing the Company effectively. This competence should be continually developed; and

Commitment: diligence in performing duties and devoting sufficient time and energy to the affairs of the Company. Ensuring the Company's performance and compliance requires unwavering dedication and appropriate effort.

- 9.4 The duties of the directors shall include (but not be limited to) the following key areas:

- 9.4.1 Monitoring the organizational affairs, policies and compliance environment of the Company;
9.4.2 contributing meaningfully and effectively to devising and implementing the medium and long-term strategy of the Company;
9.4.3 interrogating the budget and financial reports and statements and assessing the financial sustainability of the Company and its status as a going concern;
9.4.4 overseeing the implementation and ongoing monitoring of risk management;
9.4.5 responding to strategic challenges in a creative, proactive and constructive manner;
9.4.6 establishing and maintaining a delegation of authority framework which shall record and detail the extent and nature of the delegation of authority to management; and
9.4.7 interacting with fellow directors in a manner that is beneficial to the work of the Company.

10. BOARD OF DIRECTORS' MEETINGS

- 10.1 The Board shall schedule their meetings in advance, by discussion and agreement at meetings of the Board. Additional/ unplanned meetings of the Board may be called upon the written request of two directors OR, where the Board exceeds 12 directors in total, 25%.

- 10.2 The minimum period of notice required to hold a Board meeting is 10 business days from the date on which the notice is issued. The notice must specify the date, time and place of the meeting and the general nature of the business to be discussed. The notice shall be in writing or by electronic communication.

- 10.3 The Company's Board of directors may conduct a meeting entirely by electronic communication, or to provide for participation in a meeting by electronic communication so long as the electronic communication facility employed ordinarily enables all persons participating in that meeting to communicate concurrently with each other without an intermediary, and to participate effectively in the meeting.
- 10.4 The Board of directors may proceed with a meeting despite a failure or defect in giving notice of the meeting, if all the directors of the Company:
- 10.4.1 acknowledge actual receipt of the notice;
 - 10.4.2 are present at a meeting; or
 - 10.4.3 waive notice of the meeting.
- 10.5 The directors shall appoint a Chairperson, from their number who, if they are willing and available, shall remain in office for a term of three years before retiring from office of Chairperson for at least one year.
- 10.6 The Chairperson shall preside over all meetings of the Board and perform the tasks set out in this MOI and all of the other usual functions of a Chairperson of the Company. If no Chairperson is elected, or if the Chairperson is not present at a meeting within 15 minutes after the time appointed for holding it, the directors present may choose one of their number to preside at that meeting.
- 10.7 At a meeting at least once a year the directors shall disclose any ongoing or current conflict of interests to the other directors. The Chairperson shall facilitate a discussion by the directors of any conflicts so declared and:
- 10.7.1 each director who declares a conflict shall absent themselves from the meeting during the time that the conflict is discussed by the other directors;
 - 10.7.2 the other directors shall consider whether the extent and nature of the conflict is adequately dealt with by the relevant director following the procedure in 10.10 OR whether the director should be requested or required to leave office for the duration of the conflict of interest; and
 - 10.7.3 the minutes shall note the conflicts declared and decisions made by the directors.
- 10.8 The rules for directors' meetings are as follows:
- 10.8.1 the directors shall meet together not less often than six times per year for the dispatch of business but shall otherwise regulate their meetings as they think fit;
 - 10.8.2 the quorum necessary for the transacting of business of the Board shall be three directors or half plus one of the total number of directors, whichever is greater;
 - 10.8.3 each director shall have one vote on a matter before the Board, except as provided in 10.10;
 - 10.8.4 the directors will endeavour to govern by consensus but where consensus cannot be reached a vote will be taken and except as otherwise provided in this document, a majority of the votes cast on a resolution will be sufficient to approve that resolution; and
 - 10.8.5 in the case of a tied vote, the matter being voted on shall fail.
- 10.9 The Company's Board of directors may consider a matter other than at a meeting, and the directors may, instead of voting to make a decision at a meeting, adopt a decision by written consent of all the directors, given in person or by electronic communication. For a resolution to be adopted by written vote of directors it must be supported by more than 50% of the total number of directors. A decision so made shall have the same effect as if it had been approved at a meeting. Each decision so made shall be recorded in writing and noted in the record of resolutions of directors.
- 10.10 If a matter in which any director (or any person in relation to whom a director is a 'connected person' (as defined in the Income Tax Act)), has a personal financial interest is placed

upon the agenda of a meeting or arises during the course of meeting or correspondence of directors, the relevant director shall:

- 10.10.1 immediately and in advance of the matter being dealt with, disclose the fact and nature of the personal financial interest;
 - 10.10.2 inform the relevant meeting or electronic communication group or mailing list of material information and answer questions concerning the personal financial interest;
 - 10.10.3 not take part in any consideration of any matter, and leave the relevant meeting or electronic or email discussion after disclosure of, the personal financial interest; and
 - 10.10.4 not be entitled to vote on or sign any document in relation to the matter in which the personal financial interest arises.
- 10.11 The Company shall keep minutes of the meetings of the Board, and any of its committees, and include in the minutes:
- 10.11.1 any declaration given by notice or made by a director as required by section 75 with reference to the personal financial interests of the director, whether it be an advance declaration of interests, or a specific declaration with reference to a specific matter; and
 - 10.11.2 every resolution adopted by the Board, which resolutions shall be dated, sequentially numbered, and will be effective from the date of the resolution, unless the resolution states otherwise.
- 10.12 Copies of the minutes of every meeting shall be dispatched by the person appointed by the Board from time to time, to all directors within one month of the holding of the meeting.

11. OFFICERS, COMMITTEES AND STAKEHOLDERS

- 11.1 The Board of directors may appoint any officers it considers necessary to better achieve the object of the Company.
- 11.2 The Board of directors may appoint the executives and managers as may be required to manage the day to day affairs and business of the Company, and the person shall have delegated to them the powers as may be necessary in order to fulfill their duties, subject to the limits as may be laid down by the Board from time to time.
- 11.3 The Board of directors may appoint committees of directors, and delegate to any committee any of the authority of the Board, and/or include in any committee persons who are not directors.
- 11.4 The authority of a committee appointed by the Company's Board, as set out in section 72 (2)(b) and (c) is limited and restricted to the extent that the powers of the Company are limited by this MOI.
- 11.5 The Board of directors may invite the stakeholders as it sees fit to form an advisory council of the Company. The Board may consult with the advisory council on matters of vision, policy and other matters which concern the stakeholders represented by the council from time to time.

12. ACCOUNTING RECORDS, BANKING

- 12.1 The directors shall cause accurate and complete records to be kept which enable the Company to satisfy all legal requirements and prepare financial statements.
- 12.2 The accounting records shall be securely stored and accessible to the directors from the registered office of the Company through any method or platform as the directors agree from time to time.

- 12.3 The financial transactions of the Company shall be administered via one or more bank accounts which shall be opened in the name of the Company.

13. EXPENDITURE AND USE OF RESOURCES

- 13.1 The income and property of the Company, however derived, shall be applied solely towards the promotion of its main object (and not for the specific benefit of any individual member or minority group) or invested and no funds will be distributed to any person other than in the course of undertaking of its object and no portion of the income or assets of the Company may be paid or transferred, directly or indirectly, to the directors or persons appointing directors of the Company; provided that this shall not prevent:

- 13.1.1 the payment in good faith of reasonable remuneration to any officer or servant of the Company, for any services rendered to the Company;
- 13.1.2 payment of an amount due and payable by the Company in terms of a *bona fide* agreement between the Company and that person or another;
- 13.1.3 payment in respect of any rights of that person, to the extent that the rights are administered by the Company in order to advance a stated object of the Company;
- or
- 13.1.4 payment in respect of any legal obligation binding on the Company.

- 13.2 Remuneration (as defined in the Fourth Schedule to the Income Tax Act) may be paid to any employee, office bearer, director or other person in keeping with the policy of the Company from time to time provided that:

- 13.2.1 no remuneration may be paid if it is excessive, having regard to what is generally considered reasonable in the appropriate sector and in relation to the service rendered;
- 13.2.2 no person shall be economically benefitted in any way which is not consistent with the objects of the Company; and
- 13.2.3 the provisions of clause 10.10 shall apply to any decision taken regarding remuneration for directors, officers or their connected persons.

- 13.3 The Company shall not provide a loan to, secure a debt or obligation of, or otherwise provide direct or indirect financial assistance to a director of the Company or of a related or inter-related Company, or to a person related to any director, unless it:

- 13.3.1 is in the ordinary course of the Company's business and for fair value;
- 13.3.2 constitutes an accountable advance to meet:
- 13.3.2.1 legal expenses in relation to a matter concerning the Company; or
- 13.3.2.2 anticipated expenses to be incurred by the person on behalf of the Company;
- 13.3.3 is to defray the person's expenses for removal at the Company's request; or
- 13.3.4 is in terms of an employee benefit scheme generally available to all employees or a specific class of employees.

- 13.4 No expenditure shall be incurred by or on behalf of the Company except on authority of the Board or of the person or persons to whom the Board has generally or specifically delegated the power to authorise expenditure.

14. ANNUAL FINANCIAL STATEMENTS AND RETURNS

- 14.1 The directors shall, in accordance with sections 29 and 30 of the Act, cause to be prepared and laid before the members of the Company the annual financial statements which shall:
- 14.1.1 be prepared within 6 months of the end of each financial year;
- 14.1.2 include a report by the directors as to the activities and financial state of the Company; and

- 14.1.3 be approved by the directors of the Company and signed by an authorised director.
- 14.2 A copy of the annual financial statement shall, at least 15 days prior to the relevant meeting, be sent to every member of the Company.
- 14.3 The Company shall file annual returns:
- 14.3.1 with the Companies and Intellectual Property Commission within thirty business days of each anniversary of its date of incorporation; and
- 14.3.2 for income tax with the Commissioner for South African Revenue Services,
- along with the payment, documents and information which may be required from time to time.

15. REMUNERATION OF AND CONTRACTS WITH DIRECTORS

- 15.1 The directors shall not be remunerated for their services as directors but shall serve on the Board on a voluntary capacity.
- 15.2 Directors may be paid the reasonable travelling, hotel and other expenses properly incurred by them in or about the performance of their duties as directors including those of attending and travelling to and from meetings of the directors or of any committee of the directors, as are approved in advance and provided for in the budget.
- 15.3 Directors may be appointed to act in their professional capacity on behalf of the Company and perform professional services for the Company and to charge a reasonable fee therefor or may contract with the Company and with any entity in which the Company may be interested provided that proper procurement processes are followed as determined by the Company from time to time, and they may not vote on the contract or on any other matter in which they are interested, directly or indirectly.

16. INDEMNIFICATION OF DIRECTORS

- 16.1 If directors or officers of the Company, or members of any committee of the Company:
- 16.1.1 defend any legal proceedings, whether civil or criminal, for any liability or charge arising from their position in or authorised actions on behalf of the Company; and
- 16.1.2 judgment is given in their favour, or they are acquitted, or the proceedings are abandoned, or the proceedings are in connection with any application under Section 77(9) of the Act and relief is granted to them by the Court,
- they shall be indemnified by the Company against costs arising from the defence of the proceedings and the Company may advance to the director funds to cover the legal costs of defending these proceedings.
- 16.2 The Company will indemnify directors, officers or employees of the Company against personal liability for:
- 16.2.1 loss or expense incurred by the Company through the insufficiency or deficiency of any security in or upon which any of the funds of the Company are invested;
- 16.2.2 loss or damage arising from the bankruptcy, insolvency or delictual acts of any persons with whom monies, securities or effects are deposited; or
- 16.2.3 loss or damage occasioned by any error of judgment or oversight on their part; or
- 16.2.4 other loss, damage or misfortune whatever which happens in the execution of the duties of their office, or in relation thereto,

unless the loss, damage or expense:

- 16.2.4.1 happened through their own gross negligence, gross default, gross breach of duty or wilful misconduct or wilful breach of trust; or
- 16.2.4.2 is a fine arising from conviction for an offence (provided that the Company will indemnify against fines imposed in circumstances where there is no wrongful conduct by the director, officer or employee, but the fine is imposed by law purely because of the officer's position in the Company).

17. AMENDING MEMORANDUM OF INCORPORATION

- 17.1 This MOI of the Company may be altered or amended in the manner and for the reasons set out in the Act, provided that any amendment under section 16(1)(c) shall require the following:
- 17.1.1 a special resolution by members, which may take the form of a resolution to substitute an updated MOI for the one which was then registered or of making one of more alterations to the MOI and which may include a change of the name of the Company;
- 17.1.2 if the Company is exempted from payment of normal tax a copy of any such amendment shall be sent to the Commissioner for the South African Revenue Service or their authorised representative within 30 days of its amendment;
- 17.1.3 if the Company is registered as a nonprofit organisation then a copy of any amendments shall be sent to the Directorate of Non Profit Organisations.
- 17.2 The Company shall publish a notice of any alteration of the MOI made in terms of section 17(1) to correct a patent error in spelling, punctuation, reference, grammar, or similar defect, by delivering a copy of these changes to each member by electronic mail provided that the members concerned have consented to the delivery of the communication by electronic mail.

18. WINDING UP, DEREGISTRATION OR DISSOLUTION

- 18.1 Upon its winding up, deregistration or dissolution no past or present member or director of the Company, or person appointing a director of the Company, is entitled to any part of the net value of the Company, but the assets of the Company remaining after the satisfaction of all its liabilities shall be given or transferred to some other organisation or organisations to be determined by the members of the Company at or immediately before the time of its dissolution, or failing determination, by a court and which:
- 18.1.1 are non-profit,
- 18.1.2 have objects similar to its main object; and
- 18.1.3 if the Company is so registered, is/are registered in terms of the Nonprofit Organisations Act, 1997; and
- 18.1.4 if the Company is exempt from income tax, donations tax and estate duty, under the relevant laws of the country is/are:
- 18.1.4.1 an entity approved in terms of section 10(1)(cO) of the Income Tax Act;
- 18.1.4.2 a public benefit organisation, approved in terms of section 30 of the Income Tax Act; or
- 18.1.4.3 an institution, board or body contemplated in section 10(1)(cA)(i), of the Income Tax Act.