

**MEMORANDUM OF INCORPORATION
OF CORRUPTION WATCH NPC ("RW")**

7 Pre-incorporation contracts

- 7.1 A person may enter into a written agreement called a "pre-incorporation agreement" in the name of or on behalf of the Company prior to its incorporation.
- 7.2 A person who enters into a pre-incorporation agreement is jointly and severally liable with any other such person for liabilities created as provided for in the pre-incorporation agreement, if-
- 7.2.1 the Company is not subsequently incorporated; or
- 7.2.2 after being incorporated, the Company rejects any part of such an agreement or action.
- 7.3 If, after its incorporation, the Company enters into an agreement on the same terms as, or in substitution for, a pre-incorporation agreement, the liability of the person contemplated in clause 7.2 is discharged.

PART 2 - DIRECTORS AND OFFICERS

8 Composition of the Board of directors

- 8.1 The Board of the Company shall consist of not less than three (3) directors.
- 8.2 The directors are:
- 8.2.1 Zwelinzima Vavi;
- 8.2.2 Mavuso Makhang;
- 8.2.3 Catherine Mary Elizabeth O'Regan
- 8.2.4 Robert Michael Gudeel;
- 8.2.5 David Harris Lewis;
- 8.2.6 Archbishop Wriston Njongo Ndungane
- 8.2.7 Adia Hassim;

**MEMORANDUM OF INCORPORATION
OF CORRUPTION WATCH NPC ("RC")**

8.2.8 Mary Ellen Metcalfe;

8.2.9 the Executive Director appointed as an *ex officio* director of the Company.

8.3 Directors of the Company are appointed by the Board of directors following recommendation of the Nominating Committee at a meeting of the Board.

8.4 Each year the Board of directors shall appoint a chairman of the Board, who must be a non-executive director of the Company.

8.5 Directors, except those serving as officers, shall serve for a five (5) year term, are eligible for re-appointment to the Board and may serve a maximum of ten (10) years.

8.6 A director of the Company must deliver to the Company a written consent to serve as a director.

9 Authority of the Board of directors

9.1 The business and affairs of the Company must be managed by or under the direction of its Board, which has the authority to exercise all of the powers and perform any of the functions of the Company, except to the extent that the Act or this Memorandum of Incorporation provides otherwise.

9.2 In exercising their powers and performing their functions, the directors must advance the stated objects and purpose of the Company, as set out in this Memorandum of Incorporation.

10 Ineligibility and disqualification of persons to be a director

10.1 A person is ineligible to be a director of the Company if the person:

10.1.1 is a juristic person;

10.1.2 is an un-emancipated minor, or is under a similar legal disability; or

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10.1.3 does not satisfy any qualification set out this Memorandum of Incorporation.

10.2 A person is disqualified to be a director of the Company if a court has prohibited that person to be a director, or declared the person to be delinquent in terms of section 162 of the Act, or in terms of section 47 of the Close Corporations Act, 1984.

10.3 A person is further disqualified to be a director of the Company if-

10.3.1 the person is an un-rehabilitated insolvent;

10.3.2 the person is prohibited in terms of any public regulation to be a director of a company;

10.3.3 the person has been removed from an office of trust, on the grounds of misconduct involving dishonesty

10.3.4 the person has been convicted, in the Republic or elsewhere, and imprisoned without the option of a fine, or fined more than the prescribed amount, for theft, fraud, forgery, perjury or an offence-

i) involving fraud, misrepresentation or dishonesty;

ii) in connection with the promotion, formation or management of a company and as contemplated in the Act, or

iii) as contemplated in section 89(5)(b)(iv)(cc) of the Act.

10.4 A disqualification contemplated in clause 10.3 ends at the later of-

10.4.1 five years after the date of removal from office, or the completion of the sentence imposed for the relevant offence, as the case may be; or

10.4.2 at the end of one or more extensions, as determined by a court from time to time, on application by the Commission in terms of section 89 of the Act.

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10.5 A person may not serve or continue to serve as an *ex officio* director of the Company, despite holding the relevant office, title, designation or similar status, if that person is or becomes ineligible or disqualified in terms of this clause and the Act to be a director.

10.6 The election or appointment of a person as a director is a nullity if, at the time of the election or appointment that person is ineligible or disqualified in terms of this Memorandum of Incorporation and the Act.

11 Vacancies on Board

11.1 A person ceases to be a director, and a vacancy arises on the Board of the Company if a person-

11.1.1 has served his term of office as a director, as provided for in this Memorandum of Incorporation;

11.1.2 resigns or dies;

11.1.3 in the case of an *ex officio* director, ceases to hold the office, title, designation or similar status that entitled the person to be an *ex officio* director;

11.1.4 becomes incapacitated to the extent that the person is unable to perform the functions of a director, and is unlikely to regain that capacity within a reasonable time;

11.1.5 is declared delinquent by a court, or placed on probation under conditions that are inconsistent with continuing to be a director of the Company;

11.1.6 becomes ineligible or disqualified; or

11.1.7 is removed as contemplated in the Act.

11.2 The Board of directors may appoint persons as directors to fill vacancies on the Board, following recommendation of the Nomination Committee at a meeting of the Board.

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OF CORRUPTION WATCH NPC ("RC")**

12 Removal of directors

12.1 A director may be removed by ordinary resolution of the Board of Directors voting at a meeting of the Board, as contemplated in the Act.

12.2 Before the resolution is put to the vote, the director in question must be given ten (10) business days notice of the meeting, a copy of the proposed resolution to remove him and a statement setting out the reasons for the resolution to enable the director to prepare and present a response.

12.3 The Board may remove a director in, *inter alia*, the following circumstances:

12.3.1 for serious misconduct;

12.3.2 as result of permanent incapacity;

12.3.3 for absence from three consecutive meetings of the Board:

(i) without the prior permission of the chairperson of the Board; or

(ii) unless the director shows good cause;

12.3.4 a director who becomes ineligible or disqualified; or

12.3.5 for engaging in any activity that may undermine the powers or functions of the Company.

13 Directors meetings

13.1 A director authorised by the Board of a Company—

13.1.1 may call a meeting of the Board at any time; and

13.1.2 must call such a meeting if required to do so by at least—

i) 25% of the directors, in the case of a Board that has at least 12 directors; or

ii) two (2) directors, in any other case.

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OF CORRUPTION WATCH NPC ("RC")**

- 13.2 The directors shall meet for the despatch of business, to adjourn and otherwise regulate their meetings as they think fit at least four (4) times a year.
- 13.3 Directors are required to attend meetings of the Board of directors and participate in such meetings as required by the Act and this Memorandum of Incorporation.
- 13.4 A meeting of the Board must be convened by not less than ten (10) business days notice in writing to all directors and no meeting of the Board may be convened without notice, except if all of the directors of the Company-
- 13.4.1 acknowledge actual receipt of the notice;
 - 13.4.2 are present at a meeting; or
 - 13.4.3 waive notice of the meeting.
- 13.5 A meeting of the Board shall be chaired by the chairman of the Board or, in his or her absence, by a director selected by the directors present at the meeting of the Board.
- 13.6 A meeting of the Board may be conducted by electronic communication, or one or more directors may participate in a meeting by electronic communication, as 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.
- 13.7 A majority of the directors must be present at a meeting before a vote may be called at a meeting of the Board.
- 13.8 Each director has one vote on a matter before the Board.
- 13.9 Unless as provided for in this Memorandum of Incorporation or required by the Act, a majority of the votes cast on a resolution is sufficient to approve that resolution.
- 13.10 In the case of a tied vote, the chair of the meeting may cast a deciding vote.

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- 13.11 A decision that could be voted on at a meeting of the Board of the Company may instead be adopted by 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. A decision made in this manner is of the same effect as if it had been approved by voting at a meeting.
- 13.12 The Company must keep minutes of the meetings of the Board, and any of its committees, and include in the minutes:
- 13.12.1 any declaration given by notice or made by a director of personal financial interest as required by section 75 of the Act; and
 - 13.12.2 every resolution adopted by the Board.
- 13.13 Resolutions adopted by the Board—
- 13.13.1 must be dated and sequentially numbered; and
 - 13.13.2 are effective as of the date of the resolution, unless the resolution states otherwise.
- 13.14 Any minutes of a meeting, or a resolution, signed by the chair of the meeting, or by the chair of the next meeting of the Board, is evidence of the proceedings of that meeting, or adoption of that resolution, as the case may be.
- 14 Indemnification and directors' insurance
- 14.1 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 such Director, except if such transaction -
- 14.1.1 is in the ordinary course of the Company's business and for fair value;
 - 14.1.2 constitutes an accountable advance to meet-

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**MEMORANDUM OF INCORPORATION
OF CORRUPTION WATCH NPC ("CWP")**

- 14.1.2.1. legal expenses to defend litigation in any proceedings arising out of the director's service to the Company; or
- 14.1.2.2. anticipated expenses to be incurred by the person on behalf of the Company;
- 14.1.2.3. is to defray the person's expenses for relocation at the Company's request; or
- 14.1.2.4. is in terms of an employee benefit scheme generally available to all employees or a specific class of employees.

14.2 The Board of directors may indemnify a director in respect of liability, as contemplated in section 76(5).

14.3 The Board of directors may purchase insurance to protect:

- 14.3.1 a director against any liability or expenses for which the Company is permitted to indemnify the director, as provided for in clause 14.2 above; and
- 14.3.2 the Company against any contingency, including but not limited to expenses contemplated in clause 14.1 and liability contemplated in clause.

15 Executive Director

15.1 The Board of Directors may employ an Executive Director, who is an *ex officio* director of the Company.

15.2 The Executive Director is responsible for carrying on the business of the Company as directed by the Board which includes:

- 15.2.1 managing the day-to-day operations of the Company;
- 15.2.2 managing the operational and human resources functions of the Company; and

**MEMORANDUM OF INCORPORATION
OF CORRUPTION WATCH NPC (RFTM)**

15.2.3 establishing operational policies and procedures for the Company.

15.3 The Executive Director may exercise all such powers of the Company as are not excluded by the Act or any statutory modification thereof, or by this Memorandum of Incorporation and must do so to advance the object and purpose of the Company.

15.4 The Executive Director may be removed as Executive Director by a majority vote of the Board of Directors or may resign on three (3) months written notice to the Board of directors.

16 Committees

16.1 The Board of directors may appoint committees and may:

16.1.1 delegate to any such committee any of the authority of the Board; and

16.1.2 include in any such committee persons who are not directors of the Company.

16.2 A committee has the full authority of the Board in respect of a matter referred to it by the Board and may consult with or receive advice from any person.

17 Nomination Committee

17.1 The Board of directors shall appoint a Nomination Committee which must identify and recommend to the Board suitable persons to be appointed as directors of the Company.

17.2 The Nomination Committee must comprise at least three (3) directors of the Company and must include the chair of the Board.

18 Officers

The Board of directors may appoint any officers it considers necessary to better achieve the objects and purpose of the Company.

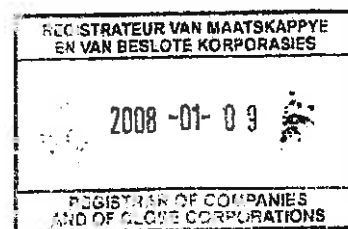
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FORM CM 4

REPUBLIC OF SOUTH AFRICA

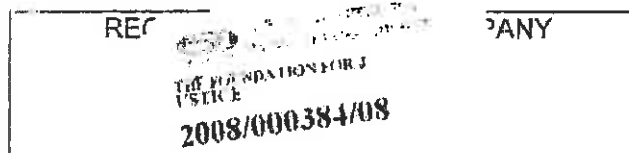
COMPANIES ACT, 1973



MEMORANDUM OF ASSOCIATION
OF A COMPANY NOT HAVING A SHARE CAPITAL

(Section 54(1); Regulation 17(3))

THE FOUNDATION FOR JUSTICE (ASSOCIATION INCORPORATED UNDER
SECTION 21)



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or

Affix revenue stamp here

or

Impress revenue franking machine impression here

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1 NAME

- 1.1 The name of the Company is: THE FOUNDATION FOR JUSTICE (ASSOCIATION INCORPORATED UNDER SECTION 21).
- 1.2 The name of the Company in another official language of the Republic is: NONE.
- 1.3 The shortened form of the name of the Company is: NONE.

2 PURPOSE DESCRIBING THE MAIN BUSINESS

The main business which the Company is to carry on is to promote democracy under law; advancement of fundamental rights and rule of law; promotion of justice generally.

3 MAIN OBJECT

The main object of the Company is to promote democracy under law; advancement of fundamental rights and rule of law; promotion of justice generally.

4 ANCILLARY OBJECTS EXCLUDED

Any of the specific ancillary objects referred to in Section 33(1) of the Act which are not in accordance with the main object are excluded from the unlimited ancillary objects of the Company.

5 POWERS

- 5.1 The following common power included in the powers of every company in terms of Schedule 2 of the Act is excluded:

"To distribute *in specie* or in kind any of its assets among its members (power (s))."

- 5.2 The Company shall, in accordance with the provisions of Section 34 of the Act, have plenary powers to enable it to realise its main object. It

shall not, however, have all the common powers stated in Schedule 2 of the Act, but shall have the following powers:

5.2.1 Power (f) is to be modified to read:

"to lend money to any person or company excluding its members."

5.2.2 Power (j) is to be modified to read:

"to enter into indemnities, guarantees and suretyships and to secure payment thereunder in any way, but not in favour of its members."

5.2.3 Power (k) is to be modified to read:

"to form and to have an interest in any company or companies, association or associations, having the same or similar objects as the Company for the purpose of acquiring the undertaking or all or any of the assets or liabilities of that company or companies, association or associations, or for any other purpose which may seem, directly or indirectly, calculated to benefit the Company, and to transfer to any such company or companies, association or associations, the undertaking or all or any assets or liabilities of the Company."

5.2.4 Power (l) is to be modified to read:

"to amalgamate with other companies or associations having the same or similar objects as the Company."

5.2.5 Power (m) is to be modified to read:

"to take part in the management, supervision and control of business or operations of any other company, association or business having the same or similar objects as the Company and to enter into partnerships having the same or similar objects as the Company."

2.6 Power (n) is to be modified to read:

"to remunerate any person or persons in cash for services rendered in its formation or in the development of its business."

2.7 Power (o) is to be modified to read:

"to make donations to any company or association having the same or similar objects as the Company, subject however, to the provisions of paragraph 6 of the memorandum of association."

2.8 Power (p) is to be modified to read:

"to undertake and execute any trust, but not in favour of its members."

2.9 Power (r) is to be modified to read:

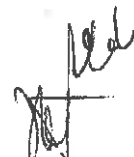
"to pay gratuities and pensions and establish pension schemes, provident funds and other incentive schemes in respect of its officers and employees, excluding its members."

3. CONDITIONS

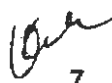

Any special conditions which apply to the Company and the requirements, if any, additional to those prescribed in the Act for their alteration:

- 3.1 The income and property of the Company whencesoever derived shall be applied solely towards the promotion of its main object, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the Company or to its holding company or subsidiary; provided that nothing herein contained shall prevent the payment in good faith of remuneration or reimbursement which is reasonable and not considered to be excessive to any officer or servant of the Company or to any member thereof in return for any service actually rendered or goods supplied to the Company.

- 5.2 Upon its winding-up, deregistration or dissolution, the assets of the Company remaining after the satisfaction of all its liabilities shall, subject to the provisions of paragraph 6.3, be given or transferred to any one or more companies or associations having the same or similar objects as the Company as may be determined by the members of the Company at or before the time of dissolution or, failing such determination, by the Court.
- 3.3 In the even that the Company is a public benefit organisation which is exempt from payment of income tax in terms of the Income Tax Act, 1962 as amended ("the Income Tax Act") –
- 5.3.1 upon its winding-up, deregistration or dissolution, the assets of the Company remaining after the satisfaction of all its liabilities shall be given or transferred to any one or more approved public benefit organisations in the Republic of South Africa as may be determined by the members of the Company at or before the time of dissolution or, failing such determination, by the Court; provided that each such public benefit organisation is exempt from payment of income tax in terms of the Income Tax Act and, if the Company is at the time registered as a fund-raising institution in terms of the applicable Fund-raising Act, which is also such a fund-raising institution;
- 6.3.2 the Company shall be prohibited from accepting any donation which is revocable at the instance of the donor on the basis set out in, or is conditional or in conflict with, Section 30(3)(b)(v) of the Income Tax Act;
- 6.3.3 the Company shall be prohibited from carrying on any business undertaking or trading activity, save as permitted by Section 10(1)(cN) of the Income Tax Act;
- 6.3.4 loans may only be made in terms of the power referred to in paragraph 5.2.1 above to persons who or which have objects that are the same or similar as the main object of the Company;



- 6.3.5 although the Company may collect contributions and donations outside the Republic of South Africa, all other activities of the Company shall be confined to the Republic of South Africa and its funds shall be applied only within this area;
- 6.3.6 the Company shall submit to the Commissioner for the South African Revenue Service and the applicable directorate of Fund-raising, a copy of any amendment to the memorandum and/or articles of association of the Company, and shall comply with the reporting requirements as may be determined by the Commissioner for the South African Revenue Services;
- 6.3.7 no land or buildings owned by the Company shall be occupied free of charge by any person, except by the Company and its *bona fide* officers, employees, agents and persons providing assistance and information to the Company;
- 6.3.8 the Company shall be prohibited from distributing any of its funds, whether directly or indirectly) to any person (otherwise than in the course of undertaking any public benefit activity as defined in the Income Tax Act), as is required to utilise its funds solely for the object for which the Company has been established, provided that the Company may retain any investment (other than any investment in the form of a business undertaking or trading activity or asset which is used in such business undertaking or trading activity) in the form that it was acquired by way of donation, bequest or inheritance;
- 6.3.9 the chairperson, deputy chairperson and secretary of the board of directors of the Company shall accept the fiduciary responsibility of the Company in terms of Section 30(3)(b)(i) of the Income Tax Act;
- 6.3.10 the Company is prohibited from utilising its resources, whether directly or indirectly, to support, advance or oppose any political party.


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7 PRE-INCORPORATION CONTRACTS (IF ANY)

NONE

8 GUARANTEE

8.1 The liability of members is limited to the amount referred to in paragraph 8.2.

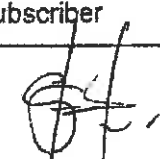
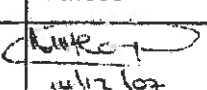
8.2 Each member undertakes to contribute to the assets of the Company in the event of its being wound up while he/she/it is a member or within one year afterwards, for payment of the debts and liabilities of the Company contracted before he/she/it ceases to be a member, and of the costs, charges and expenses of the winding-up, and for adjustment of the rights of the contributories among themselves an amount of R1.00.

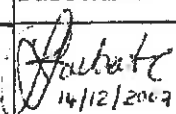
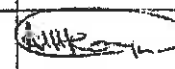
9 FINANCIAL YEAR END

The financial year end of the Company shall be the end of February of each year.

ASSOCIATION CLAUSE


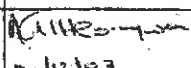
We, the several persons whose full names, occupations, residential, business and postal addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association, and we respectively agree to become members of the Company.



Particulars of Subscriber	Date and signature of Subscriber	Particulars of witness	Date and Signature of Witness
<u>Full names</u> Siyabonga Shandu <u>Occupation</u> Attorney <u>Residential Address</u> 10 Morningside Gardens Villas 40 Benmore Road Benmore 2010 <u>Business Address</u> 6 Sandown Valley Crescent Sandown Sandton 2196 <u>Postal Address</u> Private Bag x40 Benmore 2010	 14/12/2007	<u>Full names</u> Agnes Hlongwane <u>Occupation</u> Filing Clerk <u>Residential Address</u> 1296 Siluma Ext 1 Katllehong 1341 <u>Business Address</u> 6 Sandown Valley Crescent Sandown Sandton 2196 <u>Postal Address</u> Private Bag x40 Benmore 2010	 14/12/07


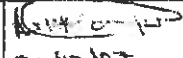
Particulars of Subscriber	Date and signature of Subscriber	Particulars of witness	Date and Signature of Witness
<u>Full names</u> Tersia Joubert	 14/12/2007	<u>Full names</u> Agnes Hlongwane	 14/12/07
<u>Occupation</u> Secretary		<u>Occupation</u> Filing Clerk	
<u>Residential Address</u> 11 Riverbushwillow Estate Van Dalen Road, Ruimsig 1724		<u>Residential Address</u> 1296 Siluma Ext 1 Katlhong 1341	
<u>Business Address</u> 6 Sandown Valley Crescent Sandown Sandton 2196		<u>Business Address</u> 6 Sandown Valley Crescent Sandown Sandton 2196	
<u>Postal Address</u> Private Bag x40 Benmore 2010		<u>Postal Address</u> Private Bag x40 Benmore 2010	

Particulars of Subscriber	Date and signature of Subscriber	Particulars of witness	Date and Signature of Witness
<u>Full names</u> Tania Lindique	20/12/2007 <i>T Lindique</i>	<u>Full names</u> Agnes Hlongwane	20/12/2007 <i>Agnes Hlongwane</i>
<u>Occupation</u> Secretary		<u>Occupation</u> Filing Clerk	
<u>Residential Address</u> V2 Meron Village Lion Park Road Nietgedacht		<u>Residential Address</u> 1296 Siluma Ext 1 Katlhlong 1341	
<u>Business Address</u> 6 Sandown Valley Crescent Sandown Sandton 2196		<u>Business Address</u> 6 Sandown Valley Crescent Sandown Sandton 2196	
<u>Postal Address</u> Private Bag x40 Benmore 2010		<u>Postal Address</u> Private Bag x40 Benmore 2010	

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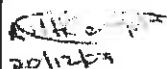
Particulars of Subscriber	Date and signature of Subscriber	Particulars of witness	Date and Signature of Witness
<u>Full names</u> Gary Jonathan Anthony Moore	 2012/10/3	<u>Full names</u> Agnes Hlongwane	 2012/10/3
<u>Occupation</u> Attorney		<u>Occupation</u> Filing Clerk	
<u>Residential Address</u> 12 Humewood Links Panners Lane River Club Sandton 2149		<u>Residential Address</u> 1296 Siluma Ext 1 Katllehong 1341	
<u>Business Address</u> 6 Sandown Valley Crescent Sandown Sandton 2196		<u>Business Address</u> 6 Sandown Valley Crescent Sandown Sandton 2196	
<u>Postal Address</u> Private Bag x40 Benmore 2010		<u>Postal Address</u> Private Bag x40 Benmore 2010	

Particulars of Subscriber	Date and signature of Subscriber	Particulars of witness	Date and Signature of Witness
<u>Full names</u> Luandri Partington	 2012/07	<u>Full names</u> Agnes Hlongwane	 2012/07
<u>Occupation</u> Attorney		<u>Occupation</u> Filing Clerk	
<u>Residential Address</u> 24 Gleneagles Road Hurlingham 2196		<u>Residential Address</u> 1296 Siluma Ext 1 Katllehong 1341	
<u>Business Address</u> 6 Sandown Valley Crescent Sandown Sandton 2196		<u>Business Address</u> 6 Sandown Valley Crescent Sandown Sandton 2196	
<u>Postal Address</u> Private Bag x40 Benmore 2010		<u>Postal Address</u> Private Bag x40 Benmore 2010	

Particulars of Subscriber	Date and signature of Subscriber	Particulars of witness	Date and Signature of Witness
<u>Full names</u> Anna Kitzler	21/12/2007 <i>A. Kitzler</i>	<u>Full names</u> Agnes Hlongwane	<i>Agnes Hlongwane</i> 21/12/07
<u>Occupation</u> Secretary		<u>Occupation</u> Filing Clerk	
<u>Residential Address</u> 15 Le Roux Street Suideroord 2091		<u>Residential Address</u> 1296 Siluma Ext 1 Katlhong 1341	
<u>Business Address</u> 6 Sandown Valley Crescent Sandown Sandton 2196		<u>Business Address</u> 6 Sandown Valley Crescent Sandown Sandton 2196	
<u>Postal Address</u> Private Bag x40 Benmore 2010		<u>Postal Address</u> Private Bag x40 Benmore 2010	

Agnes
Kitzler

Particulars of Subscriber	Date and signature of Subscriber	Particulars of witness	Date and Signature of Witness
<u>Full names</u> Leon Rood	 20/12/07	<u>Full names</u> Agnes Hlongwane	 20/12/07
<u>Occupation</u> Attorney		<u>Occupation</u> Filing Clerk	
<u>Residential Address</u> 22 Verona Street Northcliff 2195		<u>Residential Address</u> 1296 Siluma Ext 1 Katllehong 1341	
<u>Business Address</u> 6 Sandown Valley Crescent Sandown Sandton 2196		<u>Business Address</u> 6 Sandown Valley Crescent Sandown Sandton 2196	
<u>Postal Address</u> Private Bag x40 Benmore 2010		<u>Postal Address</u> Private Bag x40 Benmore 2010	

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FORM CM 44B

REPUBLIC OF SOUTH AFRICA

COMPANIES ACT, 1973

ARTICLES OF ASSOCIATION OF A COMPANY
NOT HAVING A SHARE CAPITAL

(Section 60(1); regulation 18)

REGISTRATEUR VAN MAATSKAPPYE
EN VAN BESLOTE KORPORASIES

2008 -01- 0 9

REGISTRAR OF COMPANIES
AND OF CLOSE CORPORATIONS

REGIS

THE FOUNDATION FOR
JUSTICE

2008/000384/08

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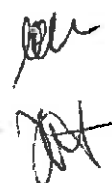
NAME OF COMPANY :

THE FOUNDATION FOR JUSTICE 
THE FOUR JUSTICE (ASSOCIATION INCORPORATED UNDER SECTION 21)

A The Articles of Table A or Table B contained in Schedule 1 to the Companies Act 1973, shall not apply to the company.

B The articles of the company are as follows :

{LPN/LPN3482/CORRESP/90000778/}



1 INTERPRETATION

- 1.1 The headings contained in the articles are intended for reference purposes only and shall not be taken into account in the interpretation thereof. In the interpretation of the articles the words contained in the first column of the table set out below shall bear the meanings set out opposite each of them in the second column thereof, unless the contents or context otherwise requires.

WORDS	MEANINGS
"the Act"	the Companies Act, 1973, including any amendment, consolidation or re-enactment thereof;
"the articles"	these articles of association as now framed or as from time to time amended by special resolution;
"the Board"	the board of directors for the time being of the company or, as the case may be, the members of the board assembled at a board meeting at which a quorum is present;
"the Charter"	the charter of the company as adopted in terms of article 2 below;
"the company"	Fairness in Sport (Association Incorporated under Section 21);
"meeting"	shall include an adjourned meeting;
"month"	A calendar month;
"member"	a person registered as a member of the company in the register;
"the office"	the registered office of the company;
"South Africa"	the Republic of South Africa or the territory comprised therein from time to time;
"the register"	the register of members of the company kept by the company pursuant to the articles;

"the seal"	the seal, if any, of the company;
"the secretary"	the secretary of the company for the time being, or any person appointed thereto by the Board acting in the place of such secretary for the time being, or any person appointed by the Board to perform any of the duties of the secretary; or any person to represent a corporate body which is the secretary of the company;
"in writing"	written or reproduced by any substitute for writing or partly written and partly so reproduced and including printing, typewriting or lithography or other mechanical process, or partly one and partly other.

1.2 Unless the context otherwise requires –

- 1.2.1 words importing the singular number shall include the plural number and *vice versa*;
- 1.2.2 words importing the masculine gender shall include the feminine gender;
- 1.2.3 words importing natural persons shall include firms and corporate bodies;
- 1.2.4 the words "sign", "signed" or "signature" include lithography, printing and names impressed with a rubber or other kind of stamp or by any mechanical means;
- 1.2.5 any reference to any statute, constitution, decree, treaty, regulation, directive, ordinance, by-law, order or any other enactment or legislative measure of government (including local or provincial government) statutory or regulatory body which has the force of law means the relevant enactment or legislative measure as amended or re-enacted from time to time.

- 1.3 Subject to the preceding article, any words or expressions defined in the Act shall, unless the context otherwise requires, bear the same meaning in the articles.

2 CHARTER

- 2.1 The company shall have a charter reflecting its strategic mission and vision, which shall be, and shall be interpreted, consistent with the main object of the company, and which shall provide more precise content and focus to the pursuance of its main object.
- 2.2 The Charter shall be adopted and amended or substituted from time to time by members in general meeting.

3 MEMBERSHIP

- 3.1 The subscribers to the memorandum of association, where appropriate in their representative capacity, and such other persons, companies, institutions or organisations as the Board shall admit to membership in accordance with the provisions hereinafter contained, shall be members of the company.

- 3.2 Applicants for membership who –

3.2.1 subscribe to the objects of the company;

3.2.2 endorse the Charter; and

3.2.3 undertake to pay the relevant membership subscriptions,

and who sign the relevant membership application form, shall be eligible for membership.

- 3.3 The Board shall be entitled to determine different categories of membership, save that all members shall have the same voting rights and shall have as their common goal the furtherance of the business and object of the company.

- 3.4 Subject to the provisions of the memorandum, admission to membership shall be in the sole discretion of the Board, which may either admit or refuse to admit any applicant as a member without furnishing reasons therefor. The Board may impose conditions upon membership as it may from time to time in its sole discretion deem fit, including but not limited to, the payment of membership subscriptions or other charges. In fixing such membership subscriptions or other charges, the Board may differentiate among members belonging to different categories determined by it for the purposes thereof.
- 3.5 The rights and privileges attaching to membership shall be personal to the member and shall not be transferable or transmissible by the member's own act or by operation of law.
- 3.6 The Board may from time to time, if deemed appropriate, appoint patrons, trustees and/or other honorary office bearers and assign such functions to their offices as the Board may determine, including the right to attend general meetings and speak thereat, but the appointees shall not have any voting rights thereat.
- 3.7 The number of members from time to time shall not be limited, but shall at no time be less than seven, provided that the remaining members may, during any period when their number is less than seven, nevertheless act in the preservation of the business and assets of the company and meeting its obligations and in the appointment of additional members.
- 3.8 The company shall not be obliged to issue certificates of membership.

4 TERMINATION OF MEMBERSHIP

- 4.1 A member may resign by notice in writing to the company.
- 4.2 Should -
- 4.2.1 a member fail to pay the member's membership fee or any charges levied on the member on the due date thereof, and remain in default

for more than thirty days after the date of a written notice from the secretary calling upon the member to remedy such default; or

- 4.2.2 a resolution of which due notice has been given to all members terminating the member's membership be adopted by two-thirds majority vote at a general meeting of the company; or
- 4.2.3 a member who acts as nominee and representative of a person who is a *legal persona* be removed by the member's principal by written notice to the secretary; or
- 4.2.4 the conduct of a member in the opinion of the Board be in conflict with the member's membership undertakings or prejudicial to the interests of the company, after the member has been notified of the charges concerned against the member and the member has been afforded reasonable opportunity to address the Board thereon,

the Board may terminate the membership of that member.

- 4.3 Notwithstanding any contrary provisions of the articles, a member whose membership obligations remain overdue shall not be entitled to exercise any voting rights at general meetings.
- 4.4 The termination of membership shall in no way release a member from any obligation undertaken by or binding on the member in respect of his/her or its membership prior to the termination of membership.

5 REGISTER OF MEMBERS

- 5.1 The company shall keep a register of members at the place(s) and in the manner specified in the Act.
- 5.2 The company shall, where applicable, keep an index of the names of the members in the manner specified in the Act.

6 GENERAL MEETINGS

- 6.1 The company shall from time to time hold annual general meetings as provided in the Act.
- 6.2 Save as may be provided in the Act, members may not convene a general meeting of the company, except where all members of the Board have become incapacitated or have ceased to serve on the Board, in which event two or more members may convene a general meeting on due notice to all members thereof, and may recover the cost of so doing from the company.
- 6.3 The Board may, whenever it deems fit, convene a general meeting of the company, and shall convene a general meeting if requisitioned in terms of the Act.
- 6.4 Subject to the provisions of the Act, all general meetings, whether annual or otherwise, and all adjourned general meetings, shall be held at such time and place as the Board shall appoint.

7 NOTICE OF GENERAL MEETINGS

- 7.1 Not less than twenty-one clear days' notice shall be given of all annual general meetings or meetings called for the passing of special resolutions, and not less than fourteen clear days' notice shall be given of any other general meeting -
- 7.1.1 in the manner hereinafter determined;
- 7.1.2 to such persons as are, in accordance with the provisions of the articles, entitled to receive notice of meetings of the company.
- 7.2 The period of the notice shall be exclusive of the days -
- 7.2.1 on which it is served or deemed to be served; and
- 7.2.2 on which the meeting is to be held.
- 7.3 The notice shall specify the place, day and time of the meeting, and in the case of special business, the nature of such business.

- 7.4 Whenever notice of a meeting is given pursuant to this article, the secretary shall forward a copy thereof to the auditor of the company.
- 7.5 The accidental omission to give notice of a meeting or, where applicable, to send an instrument of proxy therewith, or the failure to receive a notice or proxy by any person entitled thereto or the late receipt thereof, shall not invalidate the proceedings at that meeting.


8 PROCEEDINGS AT GENERAL MEETINGS

- 8.1 The annual general meeting shall deal with and dispose of all matters prescribed by the Act, including the admittance of members and election of the Board, the consideration of the annual financial statements, and the appointment and remuneration of an auditor and/or secretary, and may deal with any other business laid before it. All business laid before any other general meeting shall be deemed to be special business.
- 8.2 Subject to the provisions of the Act, 25% of members entitled to vote and be represented at the general meeting shall be a quorum for such general meeting.
- 8.3 No business shall be transacted at any general meeting, unless a quorum is present.
- 8.4 If within twenty minutes from the time appointed for the meeting, or at any time during the course of the meeting, a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved.
- 8.5 In any other case it shall stand adjourned to a date not earlier than seven days and not later than twenty-one days after the date of the meeting, as the chairperson may determine, and at the same time and place or, if not possible, at such other time and/or place as the chairperson of the meeting shall appoint.
- 8.6 If at such adjourned meeting a quorum is not present within twenty minutes from the time appointed for holding the meeting, the members

who are present or represented and entitled to vote shall be a quorum and may transact the business for which the meeting was called.

- 8.7 The chairperson of the Board or, in his/her absence, the deputy-chairperson of the Board, shall preside as chairperson at every general meeting of the company.
- 8.8 If at any meeting there be no such chairperson or deputy-chairperson, or neither such chairperson nor the deputy-chairperson is present within ten minutes after the time appointed for holding the meeting, or if none of them be able or willing to act as chairperson, the members present shall elect one of their number to act as such.
- 8.9 The chairperson may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting, except such business as may lawfully have been transacted at the meeting which was adjourned.
- 8.10 If an adjournment of a meeting is demanded by any member, the chairperson shall put the demand to the vote of the meeting, and if a majority of the members represented at the meeting and entitled to vote at the meeting vote in favour of an adjournment, the chairperson shall adjourn the meeting to a day not earlier than seven days and not later than twenty-one days after the date of the meeting, and the company shall, in the event of such adjournment, upon a date not later than three days after the adjournment, publish in a newspaper circulating in the province where the registered office of the company is situated, a notice stating -
- 8.10.1 the date, time and place to which the meeting has been adjourned;
- 8.10.2 the matter before the meeting when it was adjourned; and
- 8.10.3 the ground for the adjournment.

- 8.11 If a meeting is adjourned in terms of 8.5, 8.9 or 8.10, notice of such adjournment shall be given to all members in the manner prescribed in 25.
- 8.12 At a general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is demanded before or immediately after the declaration of the result of the show of hands -
- 8.12.1 by the chairperson of the meeting; or
- 8.12.2 by not less than four members present or represented and having the right to vote at the meeting.
- 8.13 Unless a poll be demanded and the demand not be withdrawn, a declaration by the chairperson of the meeting that -
- 8.13.1 a resolution has been passed unanimously on a show of hands or by a particular majority; or
- 8.13.2 a resolution has not been passed by a particular majority, or rejected; and
- 8.13.3 an entry to that effect has been made in the minute book,
- shall be conclusive evidence of that fact.
- 8.14 The result of a poll shall be deemed to be the resolution of the meeting at which the poll was held.
- 8.15 In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting shall have a second or casting vote.
- 8.16 No poll may be demanded on the election of the chairperson of the meeting or on any question of adjournment.
- 8.17 A poll demanded in respect of any other matter shall be taken at such time and place and in such manner as the chairperson of the meeting directs (but not later than thirty days after the poll has been demanded).



8.18 Until such time as the poll is held, the meeting may proceed with any business other than that upon which a poll has been demanded.

8.19 The chairperson of a meeting may -

8.19.1 appoint any firm or persons to act as scrutineers for the purpose of checking the powers of attorney or other authorisations received, and for counting the votes at the meeting;

8.19.2 act on a certificate given by any such scrutineers without requiring production at the meeting of the forms of proxy or himself counting the votes.

8.20 If any votes were counted which ought not to have been counted, or if any votes were not counted which ought to have been counted, the error shall not vitiate the resolution, unless -

8.20.1 it be brought to the attention of the chairperson at the meeting; and

8.20.2 in the opinion of the chairperson of the meeting, it be of sufficient magnitude to vitiate the resolution.

8.21 Any objection to the admissibility of any vote (whether on a show of hands or on a poll) shall be raised -

8.21.1 at the meeting or adjourned meeting at which the vote objected to was recorded; or

8.21.2 at the meeting or adjourned meeting at which the result of the poll was announced,

and every vote not then disallowed shall be valid for all purposes. Any objection made timeously shall be referred to the chairperson of the meeting, whose decision shall be final and conclusive.

9 VOTES OF MEMBERS

- 9.1 Subject to the provisions of the articles, every member present or represented at a meeting of the company and registered in the register shall have one vote.
- 9.2 On a poll votes may be exercised either personally or by proxy by its representatives.
- 9.3 Save as herein expressly provided, no member other than a member duly registered, shall be entitled to vote on any question either personally or by proxy or as a proxy for another member, at any general meeting.
- 9.4 The secretary may, but shall not be obliged to, require proof to its satisfaction of the appointment or authority of a representative.

10 PROXIES

- 10.1 The instrument appointing the proxy shall be in writing under the hand of the appointer or of his/her agent in writing, or, if the appointer is a body corporate, under the hand of an officer or agent authorised by the body corporate.
- 10.2 A proxy need not be a member of the company.
- 10.3 The holder of a general or special power of attorney given by a member shall be entitled to attend and take part in the meetings and to vote, if under the power of attorney to do so, whether he/she is a member or not.
- 10.4 A member may not appoint more than one proxy.
- 10.5 The instrument appointing a proxy shall be in writing and this instrument and power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours (excluding Saturdays, Sundays and public holidays) before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument



proposes to hold, or in the case of a poll, not less than twenty-four hours (excluding Saturdays, Sundays and public holidays) before the time appointed for the taking of the poll, and in default the instrument of a proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution, unless specifically stated to the contrary in the proxy itself.

- 10.6 Every instrument appointing a proxy shall be in the following form or as near thereto as circumstances permit, or shall be in such other form as the Board may approve, in either case under the heading of or referring to the company's name:

"I, of
 a member of
, hereby appoint
 of

 and failing him of
 and failing him
 of as my proxy to vote for me and on my behalf
 at the (annual or extraordinary, or adjourned, as the case may be)
 general meeting of the company to be held on the day of
 and at any adjournment thereof, as follows :

	In favour	Against	Abstain
of			
Resolution No
Resolution No
Resolution No

(Indicate instruction to proxy by way of a cross in the space provided above.)

Unless otherwise instructed, my/our proxy may vote as he/she thinks fit.

Signed this day of

Signature.

(Note: a member entitled to attend and vote is entitled to appoint a proxy to attend, speak and vote in his/her stead, and such proxy need not also be a member of the company.)"

11 EXECUTIVE DIRECTORS

- 11.1 The Board may from time to time appoint executive directors (with or without specific designation) of the company, as the Board shall think fit, for such periods and on such terms as the Board may determine.
- 11.2 The executive directors shall, if they are not already members of the Board in terms of 14, be members of the Board for as long as they hold offices in those capacities.
- 11.3 The Board may from time to time remove or dismiss such persons from office and appoint another or others in his/her place.
- 11.4 The Board may -
- 11.4.1 from time to time confer upon a director appointed in terms of 11.1 any or all powers exercisable under the articles by the Board;
- 11.4.2 confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they deem expedient;
- 11.4.3 from time to time revoke, vary, or withdraw such powers.
- 11.5 Any director appointed in terms of 11.1 shall be subject to the provisions of 15 as to removal, on the same basis, *mutatis mutandis*, as the other members of the Board.

12 BOARD OF DIRECTORS

- 12.1 Until otherwise determined by a general meeting, the number of directors shall be a minimum of two and a maximum of ten.
- 12.2 The Board may from time to time and at any time fill a casual vacancy on the Board. Any member so appointed shall retain his/her office until the next annual general meeting when the members shall ratify or overturn the appointment. The Board may also fill any casual vacancy in the offices of the chairperson and deputy-chairperson.

13 POWERS OF THE BOARD

- 13.1 The management and control of the affairs of the company shall be vested in the Board, who may pay all such expenses of, preliminary and incidental to, the promotion, formation, establishment and registration of the company as it thinks fit, and may exercise all such powers of the company, and on behalf of the company do all such acts as may be exercised and done by the company as are not by statute or by these articles required to be exercised or done by the company in general meeting, subject nevertheless to any regulations of these articles, to the provisions of the statutes for the time being in force and affecting the company, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the company in general meeting, but no regulation made by the company in general meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
- 13.2 The members for the time being of the Board may act notwithstanding any vacancy in their body; provided always that in case the members of the Board shall at any time be reduced in number to less than three, it shall be lawful for them to act as the Board for the purpose of filling a casual vacancy on the Board, admitting persons to membership of the company, filling up vacancies in their body, or of summoning a general meeting, but not for any other purpose.

- 13.3 The Board may appoint such sub-committees to fulfil such functions as it may decide from time to time and lay down appropriate rules for their use. The Board may delegate any of its powers to such committees as it may deem fit and may invite to its meetings for the purpose of consultation such representatives of any or all of the sub-committees of the company, but such persons shall not be entitled to vote at any such meeting of the Board.

14 ELECTION OF BOARD

- 14.1 The Board shall, subject to 11.2, be elected from time to time by the annual general meeting of the company from persons, nominated by members.
- 14.2 Board members who are elected members of the Board shall retire annually at the annual general meeting, but shall be eligible for re-election thereat.
- 14.3 The Board shall elect from its members a chairperson and a deputy-chairperson, who shall also act as such in respect of general meetings of the company.
- 14.4 Any person shall be eligible for election as a member of the Board if he/she has been nominated in writing by a member of the company, and such nomination, together with the acceptance thereof, is received by the secretary not less than twenty-four hours before such a meeting, such nomination may notwithstanding the foregoing be accepted with the approval of that meeting.
- 14.5 A member of the Board retiring at a meeting shall retain office until the election of members of the Board at that meeting has been completed.
- 14.6 The company may from time to time in general meeting increase or reduce the number of members of the Board, and determine whether and in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

15 DISQUALIFICATION OF MEMBERS OF THE BOARD

The office of a member of the Board shall be vacated -

- 15.1 if, by notice in writing to the company, he/she resigns his/her office;
- 15.2 if his/her estate is sequestrated or he/she assigns his/her estate or enters into a general compromise with his/her creditors;
- 15.3 if he/she becomes of unsound mind;
- 15.4 if he/she shall pursuant to the provisions of the Act or any order made thereunder be prohibited from acting as a director of a company or if he/she is removed by a resolution of the company of which proper notice has been given in terms of the Act;
- 15.5 if he/she fails to attend three consecutive meetings of the Board without tendering his/her apologies or without obtaining a special "Dispensation of Absence" from the Board; or
- 15.6 if, he/she holds such office by virtue of 11.2 and he/she ceases to hold such office or he/she is removed from such office in terms of 11.3.

16 PROCEEDINGS OF THE BOARD

- 16.1 The Board may meet for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
- 16.2 50 % of members of the Board shall form a quorum.
- 16.3 The chairperson may at any time, and the secretary shall, upon the request of a member of the Board, at any time convene a meeting of the Board.
- 16.4 A member of the Board who is not in South Africa shall not be entitled to notice of any meeting.

- 16.5 The Board shall determine the number of days' notice to be given for its meetings, and the form of that notice.
- 16.6 The chairperson shall preside at meetings of the Board at which he/she is present, and in his/her absence the deputy-chairperson, failing which a member of the Board shall be elected by the meeting to take the chair thereat.
- 16.7 All questions arising at any meeting of the Board shall be decided by a majority of votes.
- 16.8 In case of an equality of votes, the chairperson shall have a second or casting vote.
- 16.9 Each member of the Board shall have one vote, subject to 16.8 above.
- 16.10 A meeting of the Board at which a quorum is present shall be entitled to exercise all or any of the powers, authorities and discretions conferred by or in terms of the articles which are vested in or exercisable by the Board generally.
- 16.11 The Board may delegate any of its power to committees consisting of at least one member of the Board.
- 16.12 The Board may appoint members of the company who are not members of the Board to any such committee; provided that such committees shall not transact any business, unless at least one member of the Board is present thereat.
- 16.13 Any committee so formed shall, in the exercise of the power so delegated, conform to any regulations imposed on it by the Board.
- 16.14 Any member of the Board sitting on such committee shall have the right of veto over any proposal put forward, and in such case the proposal will be forwarded to the Board for further discussion and direction.
- 16.15 The meetings and proceedings of any such committee shall be governed by the provisions of these articles for regulating the meetings and

proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board.

16.16 A resolution in writing signed by -

16.16.1 all the members of the Board; or

16.16.2 all such members who may at the time be present in the town where the office is situate and who form a quorum,

shall be as valid and effectual as a resolution passed at a meeting of the Board duly called and constituted.

16.17 Such resolutions -

16.17.1 may consist of one or more documents so signed;

16.17.2 shall have regard to the provisions of the Act;

16.17.3 shall be delivered to the secretary without delay, and shall be recorded by him/her in the company's minute book.

16.18 Such resolution shall be deemed to have been passed on the day it was signed by the last member of the Board who is entitled to sign it.

17 MINUTES

17.1 The Board shall cause minutes to be made of -

17.1.1 all appointments of officers made by it;

17.1.2 the names of the members of the Board present at each meeting;

17.1.3 all resolutions and proceedings at each meeting of the company;

17.1.4 all resolutions passed by the Board under 16, and of all meetings of the Board.

17.2 Minutes of any resolutions and proceedings referred to in 17.1 appearing in one of the minute books of the company shall, if signed by -

17.2.1 any person purporting to be the chairperson of the meeting to which it relates; or

17.2.2 any person present at the meeting and appointed by the Board to sign in the chairperson's place; or

17.2.3 the chairperson of a subsequent meeting of the Board,

be proof of the facts therein stated.

17.3 Any extracts from or copy of those minutes purporting to be signed by -

17.3.1 the chairperson of that meeting; or

17.3.2 any member of the Board; or

17.3.3 the secretary,

shall be *prima facie* proof of the facts therein stated.

18 DUTIES OF MEMBERS OF THE BOARD

18.1 The members from time to time of the Board shall, for the purposes of the Act, be deemed to be and consent to act as directors of the company, and shall comply with the provisions of the Act and sound and generally accepted corporate governance practice relating to directors of a company.

18.2 A member of the Board may hold any other office or place of profit under the company (except that of auditor) in conjunction with his/her office as a member of the Board for such period and on such terms as to remuneration and otherwise as a disinterested quorum of Board may determine.

- 18.3 A member of the Board may be or become a director or other officer of, or otherwise interested in, any company in which the company may be interested and (except insofar as otherwise decided by the Board) he/she shall not be accountable for any remuneration or other benefits received by him/her as a director or officer of or from his/her interest in such other company.
- 18.4 Any member of the Board may act by him/herself or through his/her firm in a professional capacity for the company (otherwise than as an auditor) and he/she or his/her firm shall be entitled to remuneration for professional services as if he/she were not a member of the Board.
- 18.5 A member of the Board who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the company, shall declare the nature of his/her interest in accordance with the Act.
- 18.6 No member of the Board shall be disqualified by his/her office from contracting with the company with regard to –
- 18.6.1 his/her tenure of any other office or place of profit under the company or in any company in which the company is interested;
- 18.6.2 professional services rendered or to be rendered by such member;
- 18.6.3 any sale or other transaction.
- 18.7 No such contract or arrangement entered into by or on behalf of the company in which any member of the Board is in any way interested is voidable.
- 18.8 No member of the Board so contracting or being so interested shall be liable to account to the company for any profit realised by any such appointment, contract or arrangement by reason of such member holding office or of the fiduciary relationship thereby established.
- 18.9 A member of the Board may not vote nor be counted in the quorum, and if he/she shall do so his/her vote shall not be counted, on any resolution



for his/her own appointment to any office or place under the company or in respect of any contract or arrangement in which he/she is interested, but this prohibition shall not apply to -

- 18.9.1 any arrangement for giving to any member of the Board any security or indemnity in respect of money lent by him/her for the benefit of the company; or
- 18.9.2 any arrangement for the giving by the company of any security to a third party in respect of a debt or obligation of the company which the member of the Board has him/herself guaranteed or secured; or
- 18.9.3 any contract or arrangement with a corporation in which he/she is interested by reason only of being a director, officer, creditor or member of such corporation,

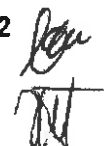
and these prohibitions may at any time be suspended or relaxed either generally or in respect of any particular contract or arrangement by the company in general meeting.

- 18.10 A contract which violates the terms of 18.5 can be ratified by the company in general meeting.
- 18.11 The terms of 18.9 shall not prevent a member of the Board from voting on behalf of a member at a general meeting of the company at which a resolution in which that member of the Board has a personal interest is tabled.

19 REIMBURSEMENT

The non-executive members of the Board may be paid all their travelling and other expenses necessarily expended by them in connection with the business of the company, or attending meetings of the Board or of the committees of the Board of the company.

20 BORROWING POWERS



- 20.1 Subject to the provisions of 20.2, the Board may from time to time -
- 20.1.1 for the purposes of the company borrow such sums as it thinks fit; or
- 20.1.2 secure the payment or repayment of any such sums or any other sum, as it thinks fit, whether by mortgage or charge upon all or any of the property or assets of the company.
- 20.2 The company may from time to time in general meeting impose such restrictions on the powers conferred on the Board in terms of 20.1 as it deems fit.

21 SEAL

- 21.1 The company may have a seal on which its name shall be engraved in legible characters.
- 21.2 The seal of the company, if any, shall be affixed to a document only if a resolution of the Board grants such authority.

22 AUTHENTICATION OF DOCUMENTS

- 22.1 Any member of the Board or the secretary or any person appointed by the Board for that purpose shall have the power to authenticate -
- 22.1.1 the memorandum of association and the articles;
- 22.1.2 any resolution passed by the company or the Board;
- 22.1.3 any books, records, documents and accounts relating to the affairs of the company,
- 22.1.4 and to certify copies thereof or extracts therefrom as true copies or extracts.
- 22.2 Where any books, records, documents or accounts are elsewhere than at the office, the local manager or other officer of the company, or other

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person having the custody thereof, shall be deemed to be a person duly appointed by the Board for the abovementioned purpose.

23 ACCOUNTING RECORDS

- 23.1 The Board shall cause such accounting records as are prescribed by the Act to be kept.
- 23.2 The accounting records shall be kept at the office or (subject to the provisions of the Act) at such other place as the Board thinks fit, and shall at all times be open to inspection by the members of the Board.
- 23.3 A copy of all financial statements (including every document required by law to be annexed thereto) which are to be laid before the company in annual general meeting, shall be delivered or sent by post to the registered address of each member and to every person entitled to a notice of the annual general meeting.
- 23.4 The documents referred to in 23.3 shall be sent not less than twenty-one days before the date of such annual general meeting.

24 AUDITORS

- 24.1 Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.
- 24.2 All accounts when audited and approved by an annual general meeting shall be deemed conclusively correct, and shall not be re-opened.

25 NOTICES

- 25.1 Any notice or other document may be served by the company upon any member by -
- 25.1.1 delivering it to that member at the address of the member recorded in the register; or

- 25.1.2 sending it by post in a prepaid letter, envelope or wrapper, addressed to such member at the address referred to in 25.1.1.
- 25.2 Any member registered in the register at an address not within South Africa who from time to time furnishes the company with an address within South Africa at which notices can be served upon him/her, shall be entitled to have notices served upon him/her at such address.
- 25.3 Save as determined in the articles or in the Act, no member other than a registered member whose address appears in the register in South Africa shall be entitled to receive any notice from the company.
- 25.4 Any notice or other document, if served by post, shall be deemed to have been received by the addressee thereof on the second business day following the day of posting, and in proving such receipt shall be sufficient to prove that the notice or document was properly addressed, stamped and posted.
- 25.5 Save as otherwise expressly provided, where a given number of days' notice, or notice extending over any period, is required to be given, the day of service shall not be counted in the number of days or other period.

26 INDEMNITY

- 26.1 Every person acting as or deemed to be a director, manager, secretary, auditor or officer of the company shall be indemnified out of the funds of the company against -
- 26.1.1 all liabilities incurred by him/her in that capacity;
- 26.1.2 expenditure in defending any proceedings, whether civil or criminal in which judgement is given in his/her favour, or in which he/she is acquitted; or
- 26.1.3 costs in connection with any application under Section 248 of the Act in which relief is granted to him/her by the Court.

26.2 Every such person shall be indemnified by the company against, and it shall be the duty of the Board, out of the funds of the company to pay, all costs, losses and expenses for which any such person may become liable by reason of -

26.2.1 any contract entered into; or

26.2.2 any act done by him/her,

in his/her capacity as director, secretary, manager, auditor or officer of the company or in any way in the discharge of his/her duties.

26.3 Subject to the provisions of the Act, no person acting as or deemed to be a director, manager, secretary, auditor, officer or servant of the company shall be liable for -

26.3.1 any act, receipt, neglect or fault of any other such officer or servant of the company; or

26.3.2 joining in any receipt or other act; or

26.3.3 loss or expense suffered by the company through the insufficiency or deficiency of title to any property acquired by order of the Board for and on behalf of the company; or

26.3.4 the insufficiency or deficiency of any security in or upon which any of the moneys of the company have been invested; or

26.3.5 any loss or damage arising from the insolvency or delict of any person with whom any moneys, securities or effects have been deposited; or

26.3.6 any loss or damage occasioned by any error of judgement or oversight on his/her part; or

26.3.7 any other loss, damage or misfortune whatever which shall happen in the execution of his/her duties of office or in relation thereto,

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