

**REPUBLIC OF SOUTH AFRICA
COMPANIES ACT, 2008
(AS AMENDED)**

MEMORANDUM OF INCORPORATION

OF

SUNNINGHILL COMMUNITY NPC
registration number 1999/027619/08

(As adopted by special resolution of the Members passed on 8 May 2013 and in substitution for the existing memorandum and articles of association)

1. **Default MOI not to apply**

1.1 The standard form Memorandum of Incorporation for a public company referred to in Regulation 15(1)(b) shall not apply to the Company.

1.2 This MOI is in a form unique to the Company, as contemplated in section 13(1)(a)(ii).

2. **Interpretation**

2.1 In this MOI (if not inconsistent with the subject or context) the provisions of this Article 2 apply:

2.1.1 **"Annual General Meeting"** means a general meeting held as the Company's annual general meeting in accordance with section 61(7) of the Companies Act;

2.1.2 **"Article"** means an article of this MOI from time to time in force;

2.1.3 **"Board"** means all or some of the Directors from time to time acting as a board or a duly appointed committee of the Board of the Company;

2.1.4 **"clear days"** means a period of notice of the specified length excluding the day on which the notice is given and the day of the meeting;

2.1.5 **"Companies Act"** means the Companies Act, No. 71 of 2008 of South Africa, as amended or substituted from time to time;

2.1.6 **"Companies Act Regulations"** means the Companies Regulations, 2011 promulgated by the Minister in terms of section 223 of the Companies

Act, as amended from time to time;

- 2.1.7 **"Company"** means Sunninghill Community NPC (registration number 1999/027619/08), a company duly incorporated in accordance with the laws of South Africa;
- 2.1.8 **"Directors" or "Director"** means the persons appointed or elected to the office of Director of the Company in accordance with this MOI from time to time, or any one of them as the context may indicate;
- 2.1.9 **"General Meeting"** includes both a general meeting, an Annual General Meeting and a meeting of members of the Company;
- 2.1.10 **"Member"** shall have the meaning and use contemplated in section 1 of the Companies Act;
- 2.1.11 **"MOI"** means this memorandum of incorporation of the Company, as amended from time to time;
- 2.1.12 **"month"** means calendar month;
- 2.1.13 **"Office"** means the registered office of the Company for the time being;
- 2.1.14 **"Officer"** includes a Director, manager and the Secretary, but shall not include an auditor;
- 2.1.15 **"Register"** means the register of Members of the Company;

- 2.1.16 "year" means a calendar year.
- 2.2 References to a "**Regulation**" by number refers to the corresponding regulation in the Companies Act Regulations.
- 2.3 References to a "**section**" by number refers to the corresponding section of the Companies Act.
- 2.4 Words denoting the singular shall include the plural and vice versa. Words denoting the masculine shall include the feminine. Words denoting persons shall include bodies corporate and unincorporated associations.
- 2.5 References to an Article are to a numbered paragraph of this MOI.
- 2.6 The words "**including**" and "**include**" and words of similar effect shall not be deemed to limit the general effect of the words which precede them.
- 2.7 References to any statute, including, without limitation, the Legislation, or Applicable Regulation or any statutory provision of any Legislation or Applicable Regulation shall be construed as relating to any statutory modification or re-enactment thereof, for the time being in force (whether coming into force before or after the adoption of this MOI).
- 2.8 A special resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of this MOI.
- 2.9 The headings shall not affect the construction of this MOI.
- 2.10 Words and expressions which are defined and used or have a particular meaning ascribed to them in a particular context in the Companies Act shall, when used in this MOI in a similar context, bear the same meaning unless excluded by the subject or the context, or unless this MOI provides otherwise.
3. **Rules**
- The Board shall not have the power or authority to make rules in terms of sections 15(3) to 15(5).

4. **Members**

- 4.1 The Members of the Company are the original subscribers to the MOI and such persons as the Directors may agree to except as Members from time to time and on such conditions as they may determine.
- 4.2 In order to qualify for membership an individual or juristic person must have concluded a membership agreement in such form as determined by the Directors from time to time, and must not be in un-remedied breach of the terms of such agreement. Membership may only be afforded to individuals living permanently, or juristic persons having its place of business, within the geographical area known as Sunninghill.
- 4.3 Any application for membership shall be in the manner which the Directors may from time to time prescribe and shall imply an obligation to abide by the terms of this MOI. Members shall only have such rights, powers and privileges as expressly conferred upon them by or in terms of this MOI.
- 4.4 The cost of membership shall be as set out in the membership agreement as amended from time to time by the Company.
- 4.5 The Directors shall, in its sole discretion and without assigning any reason therefore, be entitled to refuse to accept any application for membership by any person.
- 4.6 A member shall be entitled to resign by written notice addressed to the Company or the Directors, whereupon his name shall be removed from the Register.
- 4.7 The death of a Member or he being declared insane or incapable of managing his affairs in the case of a natural person, or it being liquidated in the case of a juristic person, shall automatically terminate his or its membership.
- 4.8 The membership of a Member may be suspended or terminated on the basis of him acting against the best interests of the Company, by a decision of not less than two-thirds of those members of the Company present at a General

Meeting of the Company, at which meeting the person whose membership is sought to be terminated shall be entitled to be present and heard but not entitled to legal representation.

- 4.9 The resignation of a Member or the termination of his membership for any reason shall not release a Member from his obligations in respect of this MOI.
- 4.10 The Company shall maintain, at its registered office, a Register of Members of the Company which shall be open to inspection. Any notice which may be required to be given to a Member shall be deemed to have been correctly given if forwarded by registered post, sent by e-mail, or delivered by hand to the address set forth in the Register.

DIRECTORS

5. Directors

- 5.1 There shall be no less than three (3) and no more than six (6) Directors of the Company. If the membership of a Member terminates then, if that Member is a Director or if a Director is a representative of a Member, his directorship shall automatically terminate.
- 5.2 The Directors shall be entitled to co-opt not more than three (3) other persons as Directors for such period as the Directors may determine which persons shall be required to be Members of the Company. The Directors shall further be entitled to co-opt persons to fill any casual vacancy at any time occurring on the Board of Directors, provided that the persons so co-opted shall be Members of the Company or representatives of Members.
- 5.3 At each Annual General Meeting of the Company at least two (2) Directors of the Company shall resign but they shall be eligible for re-election. The Directors shall determine which of the Directors shall so resign but the persons who shall so resign shall not be those who retired in the two previous years, unless they so agree.
- 5.4 A person shall only be eligible for election as a Director if he satisfies the requirements for appointment as set out in Section 69 of the Companies Act

and in addition is, on the date of the relevant Annual General Meeting, a paid up Member of the Company or a duly authorised representatives of a paid up Member (in the case of a juristic person).

5.5 The remuneration of Directors shall, from time to time, be determined by the Company in General Meeting, provided that there shall be no obligation on the part of the Company to pay Directors' fees unless so determined.

5.6 If any Director is called upon to perform extra services or to make any special exertions on behalf of the Company for its purposes, the Company may remunerate that director and reimburse him for expenses incurred.

5.7 A Director may hold any office of profit in the Company other than that of Auditor and may be appointed on such terms as to remuneration, tenure or office and otherwise as may be arranged by the Directors.

5.5 The Directors shall not have the power to appoint alternate directors.

6. **Termination of office**

6.1 The office of a Director is terminated if:

6.1.1 he becomes prohibited or disqualified by Applicable Regulation or by law from acting as a Director, or becomes ineligible to serve as a Director in terms of the Companies Act, or ceases to be a Director by virtue of any provision of the Companies Act;

6.1.2 the Company has received notice of his resignation or retirement from office;

6.1.3 he becomes insolvent, or assigns his estate for the benefit of his creditors or suspends payment or files a petition for the liquidation of his affairs, or compounds with his creditors;

6.1.4 an order is made by any court claiming jurisdiction in that behalf on the ground, however formulated, of mental disorder for his detention or for the appointment of another person, by whatever name called, to exercise powers with respect to his property or affairs;

- 6.1.5 he shall be absent from meetings of the Directors for six months without permission and the Directors have resolved that his office be vacated.

MEETINGS AND PROCEEDINGS OF DIRECTORS

7. Quorum

The quorum necessary for the transaction of business of the Directors may be fixed from time to time by the Directors and unless so fixed at any other number shall be two. A meeting of the Directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors.

8. Chairman

The Directors may elect from their number a chairman and decide the period for which he is to hold office. The Directors may also remove him from such office. If no chairman has been appointed or if at any meeting of the Directors, the chairman is not present within five minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be chairman of the meeting.

9. Casting vote

Questions arising at any meeting of the Directors shall be determined by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall not have a second or casting vote.

10. Number of Directors below minimum

If and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with this MOI, the remaining Directors must as soon as possible and in any event not later than 3 (three) months from the date the number of Directors falls below the minimum fill the vacancies or call a General Meeting for the purpose of filling the vacancies. The failure by the Company to have the minimum number of Directors during the three month period does not limit or negate the authority of the Board or invalidate anything done by the Board or the Company. After the expiry of

the 3 (three) month period the remaining Directors shall only be permitted to act for purposes of filling vacancies or calling General Meetings.

11. Directors' written resolutions

11.1 Any Director may propose a written resolution by giving written notice to the other Directors.

11.2 A Directors' written resolution is adopted when all the Directors who would have been entitled to vote on such resolution if it had been proposed at a meeting of the Directors, have:

11.2.1 signed one or more copies of it; or

11.2.2 otherwise indicated their agreement to it in writing.

11.3 A Directors' written resolution is not adopted if the number of Directors who have signed it is less than the quorum for Directors' meetings.

11.4 A written resolution of the Directors shall be deemed to have been passed on the date on which it was signed by the last Director who signed it unless a statement to the contrary is made in the resolution.

11.5 A written resolution of the Directors which is inserted in the minute book, shall be as valid as if it has been passed at a meeting of Directors.

12. Validity of proceedings

All acts done by any meeting of Directors, or of any committee or sub-committee of the Directors, or by any person acting as a Director or as a member of any such committee or sub-committee, shall as regards all persons dealing in good faith with the Company be valid, notwithstanding that there was some defect in the appointment of any Director or any of the persons acting as aforesaid, or that any such persons were disqualified or had vacated office, or were not entitled to vote.

POWERS OF DIRECTORS

13. General powers

The Directors shall manage the business and affairs of the Company and may exercise all powers of the Company other than those that are required by the Companies Act or by this MOI to be exercised by the Company in General Meeting.

14. **Bank mandate**

The Directors may authorise such person or persons as they think fit to act as signatories to any bank account of the Company and may amend or remove such authority from time to time by resolution.

15. **Borrowing powers**

15.1 Subject to the provisions of this MOI and of the Companies Act, the Directors may exercise all the powers of the Company to:

15.1.1 borrow money;

15.1.2 indemnify, guarantee, mortgage or charge its undertaking, property, assets (present and future) and uncalled capital or any part or parts thereof; and

16. **Appointment and constitution of committees**

16.1 The Directors may delegate any of their powers or discretions, including all powers and discretions whose exercise involves or may involve the payment of remuneration to or the conferring of any other benefit on all or any of the Directors, to committees. Any such committee shall, unless the Directors otherwise resolve, have power to sub-delegate to sub-committees any of the powers or discretion delegated to it.

16.2 Any such committee or sub-committee shall consist of one or more Directors and, if thought fit, one or more other named person or persons to be co-opted as hereinafter provided.

16.3 Any reference in this MOI to the exercise of a power or discretion by the Directors shall include a reference to the exercise of such power or discretion by any person, committee or sub-committee to whom it has been delegated.

16.4 The Directors may make regulations in relation to the proceedings of committees or sub-committees. Subject to such regulations, the meetings and proceedings of any such committee or sub-committee consisting of two or more persons shall be governed by the provisions of this MOI regulating the meetings and proceedings of the Directors (with such amendments as are necessary).

17. **Authentication of documents**

17.1 Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate:

17.1.1 any document affecting the Constitution of the Company;

17.1.2 any resolution passed at a General Meeting or at a meeting of the Directors or any committee; and

17.1.3 any book, record, document or account relating to the business of the Company,

and to certify copies thereof or extracts therefrom as true copies or extracts.

17.2 Where any book, record, document or account is elsewhere than at the registered office the local manager or other Officer of the Company having the custody of it shall be deemed to be a person appointed by the Directors for the purpose of Article 17.1.

17.3 A document purporting to be a copy of any such resolution, or an extract from the minutes of any such meeting, which is certified shall be conclusive evidence in favour of all persons dealing with the Company that such resolution has been duly passed or, as the case may be, that any minute so extracted is a true and accurate record of proceedings at a duly constituted meeting.

GENERAL MEETINGS

18. Annual General Meetings

18.1 An Annual General Meeting shall be held 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 Companies Tribunal, on good cause shown.

18.2 An Annual General Meeting shall be held at such place or places, date and time as may be decided by the Directors and for the purposes of, at a minimum:

18.2.1 presentation to the Members of the Directors' report and the audited financial statements for the immediately preceding financial year;

18.2.2 election of Directors to the extent required by this MOI;

18.2.3 appointment of the Company's auditor for the ensuing financial year;
and

18.2.4 any other matters raised by any Members in relation to the Company, with or without advance notice to the Company.

19. Convening of General Meetings

The Directors may whenever they think fit, and must on demand by Members in accordance with section 61(3), proceed to convene a General Meeting.

20. Notice of General Meetings

20.1 All General Meetings shall be called on not less than 10 Business Days' notice.

20.2 Notice shall be given to all Members other than those who are not, under the provisions of this MOI, entitled to receive such notices from the Company. A notice of a General Meeting must be delivered to each Member entitled to vote at such meeting.

21. **Contents of notice of General Meetings**

21.1 Every notice calling a General Meeting shall specify the place, date and time for the meeting. There shall appear with reasonable prominence in every such notice a statement that:

21.1.1 a Member is entitled to appoint another person or persons as his proxy or proxies to attend, participate in and vote at the meeting in the place of the Member; and

21.1.2 that proxy need not be a Member of the Company; and

21.1.3 Section 63(1) requires that meeting participants provide satisfactory identification.

21.2 The notice shall specify the general purpose of the business to be transacted at the meeting and any specific purpose contemplated in section 61(3)(a) if applicable.

21.3 The notice shall include a copy of any proposed resolution which is to be considered at the meeting.

21.4 In the case of an annual general meeting the notice shall include the financial statements to be presented or a summarised version thereof, and directions for obtaining a copy of the complete annual financial statements.

21.5 The accidental omission to give notice of a meeting to, or the non-receipt of notice by, any person entitled to receive the notice shall not invalidate the proceedings at that meeting.

22. **Chairman**

The chairman of the Directors shall preside as chairman at a General Meeting. If there is no such chairman, or if at any meeting no such person is present within five minutes after the time appointed for holding the meeting and willing to act, the Directors present shall choose one of their number, or, if no Director is present or if all the Directors present decline to take the

chair, a Member may be elected to be the chairman of the meeting by a resolution of the Company passed at the meeting.

23. **Quorum**

23.1 No business other than the appointment of a chairman of such meeting shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business.

23.2 A General Meeting may not begin until sufficient Members are present or represented at the meeting to exercise, in aggregate, at least 10% of all the voting rights that are entitled to be exercised in respect of at least one matter to be decided at the meeting.

23.3 A General Meeting may not begin, or a matter begin to be debated, unless at least 3 (three) Members being entitled to attend and vote thereat are present or represented at the meeting and the requirements of Articles 23.1 and 18.2 are satisfied.

24. **Lack of quorum**

If within five minutes from the time appointed for a General Meeting, or such longer interval not exceeding thirty minutes as the chairman of the meeting may think fit to allow, a quorum is not present, or if during the meeting a quorum ceases to be present, the meeting, if convened on the requisition of Members, shall be dissolved and in any other case it shall stand adjourned to such day, time and place as may have been specified for the purpose in the notice convening the meeting or, if not so specified, as the chairman of the meeting may determine. The adjourned meeting shall be dissolved if a quorum is not present within fifteen minutes after the time appointed for the holding of the meeting.

25. **Adjournment**

25.1 The chairman of any General Meeting at which a quorum is present may adjourn the meeting if:

- 25.1.1 the Members present at the meeting at the time and entitled to exercise their voting rights on at least one matter remaining on the agenda consent to an adjournment by passing an ordinary resolution;
- 25.1.2 the chairman considers it necessary to restore order or to otherwise facilitate the proper conduct of the meeting; or
- 25.1.3 the chairman considers it necessary for the safety of the people attending the meeting (including if there is insufficient room at the meeting venue to accommodate everyone who wishes to, and is entitled to, attend).
- 25.2 The chairman of any General Meeting at which a quorum is present must adjourn the meeting if requested to do so by the meeting.
- 25.3 No business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place.
- 25.4 If the chairman adjourns a meeting he must specify the time and place to which it is adjourned, in which event no further notice need be given to Members of the adjourned meeting. Where a meeting is adjourned without specifying a new time and place, the time and place for the adjourned meeting shall be determined by the Directors, in which event a further notice of the adjourned meeting must be given to all the Members at the applicable record date for the giving of such notice.

26. **Notice of adjourned meeting**

When a meeting is adjourned: (i) for thirty days or more; (ii) without specifying a new time; (iii) without specifying the new location (unless the location is the same as the adjourned meeting); or (iv) the location announced at the adjourned meeting is changed, not less than seven days' notice of the adjourned meeting shall be given in accordance with Article 15 (making such alternation as necessary). Otherwise it shall not be necessary to give any such notice

27. Limitation on period of adjournment

A General Meeting may not be adjourned beyond the earlier of:

- 27.1 the date that is 120 (one hundred and twenty) Business Days after the record date determining which Members are entitled to attend and vote at the meeting; or
- 27.2 the date that is 60 (sixty) Business Days after the date on which the adjournment occurred.

28. Amendments to Resolutions

28.1 A special resolution to be proposed at a General Meeting may be amended by ordinary resolution, provided that no amendment may be made other than a mere clerical amendment to correct a patent error.

28.2 An ordinary resolution to be proposed at a General Meeting may be amended by an ordinary resolution provided that:

28.2.1 in the opinion of the chairman of the meeting the amendment is within the scope of the business of the meeting as described and does not impose further obligations on the Company; and

28.2.2 notice of the proposed amendment is given to the Company by a person entitled to vote at the General Meeting in question at least 7 days before the meeting or adjourned meeting (as the case may be).

28.3 If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the chairman of the meeting the proceedings on the Substantive Resolution shall not be invalidated by any error in such ruling.

28.4 In the case of any resolution, no amendment thereto, other than an amendment to correct an error, may in any event be considered or voted upon.

29. **Security arrangements and orderly conduct**

29.1 The Directors may put in place such arrangements or restrictions they think fit to ensure the safety and security of the attendees at a General Meeting of the Company, including, without limitation, arranging for any person attending a meeting to be searched and for items of personal property which may be taken into a meeting to be restricted. A Director may refuse entry to a meeting to any person who refuses to comply with any such arrangements or to eject any person who fails to comply with such arrangements or restrictions during a General Meeting.

29.2 If it appears to the chairman that the place of the meeting specified in the notice convening the meetings is inadequate to accommodate all persons entitled and wishing to attend, the meeting is duly constituted and its proceedings are valid if the chairman is satisfied that adequate facilities are available, whether at the place of the meeting or elsewhere, to ensure that each such person who is unable to be accommodated at the place of the meeting is able to participate in the business for which the meeting has been convened and to hear and see all persons present who speak, whether by use of microphones, loud-speakers, audio-visual communications equipment or otherwise (whether in use when this MOI are adopted or developed subsequently).

30. **Passing of Special Resolutions**

The passing of a special resolution is subject to the approval of 75% of the voting rights exercised on such resolution.

POLLS

31. **Demand for poll**

31.1 At any General Meeting all resolutions, and any proposed amendment thereto, put to the vote of the meeting shall be decided on a poll unless the chairman determines that such resolution, and any proposed amendments thereto, shall be decided on a show of hands.

31.2 If the chairman of the General Meeting has determined that a resolution, and any proposed amendments thereto, shall be decided on a show of hands, a poll may be demanded before, or on the declaration of the result of such a vote and such a poll must be held if so demanded, by:

31.2.1 the chairman of the meeting;

31.2.2 not less than five persons present in person or by proxy and entitled to vote on that matter; or

31.2.3 a Member or Members present in person or by proxy and representing not less than 10% of the total voting rights of all the Members having the right to vote on that matter;

provided that no poll may be demanded on a resolution for the election of the chairman of a meeting or, unless the chairman of the meeting otherwise determines, the adjournment of the meeting.

31.3 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. A demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

32. **Procedure on a poll**

32.1 A poll shall be taken in such manner (including the use of ballot, or voting papers, tickets or a combination of means), as the chairman of the meeting may direct.

32.2 The chairman of the meeting may appoint scrutineers, who need not be Members, and may decide how and when the result of the poll is to be declared.

32.3 The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

33. **Voting on a poll**

On a poll, votes may be given either personally or by proxy and a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

34. **Voting Rights**

Every paid up Member who is not in an un-remedied breach of the membership agreement and who is present in person and every proxy present who has been duly appointed by a Member entitled to vote on the resolution, shall have one (1) vote.

35. **Validity and result of vote**

35.1 No objection shall be raised as to the qualification of any voter or the admissibility of any vote except at the meeting or adjourned meeting at which the vote is tendered. Every vote not disallowed at such meeting shall be valid for all purposes. Any such objection shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.

35.2 On a vote on a resolution at a meeting on a show of hands, a declaration by the chairman that the resolution:

35.2.1 has or has not been passed; or

35.2.2 has been passed with a particular majority,

is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of such a declaration in minutes of the meeting recorded in accordance with the Companies Act is also conclusive evidence of that fact without such proof.

PROXIES

36. **Appointment of proxies**

36.1 A Member is entitled to appoint a proxy to (i) participate in, and speak and vote at a General Meeting, on behalf of the Member or (ii) give or withhold written consent on behalf of the Member to a decision contemplated in Section 60.

36.2 A proxy need not be a Member of the Company.

37. **Form of proxy**

37.1 The appointment of a proxy must be in writing in any usual or common form or in any other form which the Directors may approve, must comply with the requirements as to content, set out in section 58 read with this Article 32:

37.1.1 in the case of an individual must either be signed by the appointor or his attorney or authenticated in accordance with Article 39; and

37.1.2 in the case of a juristic person must be given by an attorney or a duly authorised officer or representative of the juristic person or authenticated in accordance with Article 39.

37.2 Any signature on or authentication of such appointment need not be witnessed. Where an appointment of a proxy is signed or authenticated in accordance with Article 39 on behalf of the appointor by an attorney, the Company may treat that appointment as invalid unless the letter or power of attorney or a notarially certified copy of the power of attorney is submitted to the Company.

38. **Deposit of form of proxy**

38.1 The appointment of a proxy must be received in the manner set out in, or by way of note to, or in any document accompanying, the notice convening the meeting (or if no address is so specified), at the offices of the Company in the case of a meeting or adjourned meeting, not less than 48 hours before the commencement of the meeting or adjourned meeting to which it relates; and in default shall not be treated as valid.

38.2 The Directors may at their discretion resolve that, in calculating the periods mentioned in Article 38.1, no account shall be taken of any part of any day that is not a Business Day.

39. **Rights of proxy**

39.1 Subject to the Legislation, a proxy shall have the right to exercise all or any of the rights of his appointor, or (where more than one proxy is appointed by a Member) all or any of the rights attached to the shares in respect of which he is appointed the proxy to attend, and to speak and vote, at a General Meeting.

39.2 A proxy is not entitled to delegate the proxy's authority to act on behalf of a Member to another person.

40. **Corporations acting by representatives**

Any juristic person which is a Member of the Company may, by resolution of its directors or other governing body, authorise a person or persons to act as its representative or representatives at any General Meeting.

ACCOUNTS

41. **Accounting records**

Accounting records sufficient to show and explain the Company's transactions and otherwise complying with the Companies Act shall be kept at the registered office, and shall always be open to inspection by the officers of the Company. Subject as aforesaid no person shall have any right simply by virtue of being a Member to inspect any account or book or document of the Company except as conferred by the Companies Act or ordered by a court of competent jurisdiction or authorised by the Directors.

COMMUNICATIONS WITH MEMBERS

42. Service of notices

- 42.1 The Company may, subject to and in accordance with the Companies Act and this MOI, send or supply all types of notices, documents or information to Members by post to his registered address. If the Member has not notified an address, the Company must retain the relevant notice, document or information until the Member has provided such address, after which the Company will deliver the relevant notice, document or information if the action or event to which the notice, document or information relates has not yet occurred.
- 42.2 The Company may, subject to and in accordance with the Companies Act and this MOI, send or supply all types of notices, documents or information to Members by electronic means and/or including by making such notices, documents or information available on a website.
- 42.3 Any notice, document or information which is sent or supplied by the Company in hard copy form, and which is sent by pre-paid post and properly addressed shall be deemed to have been received by the intended recipient in accordance with the Companies Act Regulations, unless there is conclusive evidence that it was received on a different day, and in proving such receipt it shall be sufficient to show that such notice, document or information was properly addressed, pre-paid and posted
- 42.4 Any notice, document or information which is sent or supplied by the Company by electronic means shall be deemed to have been received by the intended recipient on the date and time recorded by the computer used by the sender, unless there is conclusive evidence that it was delivered on a different date or at a different time, and in proving such receipt it shall be sufficient to show that such notice, document or information was properly addressed.
- 42.5 The accidental failure to send, or the non-receipt by any person entitled to, any notice of or other document or information relating to any meeting or other proceeding shall not invalidate the relevant meeting or proceeding.

43. **Failure to supply address**

43.1 Subject to the Companies Act, the Company shall not be required to send notices, documents or information to a Member who, having provided no registered address within South Africa for the service of notices.

43.2 If the Company sends more than one document to a Member on separate occasions during a twelve month period and each of them is returned undelivered then that Member will not be entitled to receive notices from the Company until he has supplied a new postal address for the service of notices.

44. **Signature or authentication of documents sent by electronic means**

Where this MOI requires a notice or other document to be signed or authenticated by a Member or other person then any notice or other document sent or supplied in electronic form is sufficiently authenticated in such other manner as may be approved by the Directors. The Directors may designate mechanisms for validating any such notice or other document, and any such notice or other document not so validated by use of such mechanisms shall be deemed not to have been received by the Company.

45. **Statutory provisions as to notices**

Nothing in any of Articles 37 to 39 shall affect any provisions of the Companies Act that require or permit any particular notice, document or information to be sent or supplied in any particular manner.

WINDING-UP

46. **Winding-up of the Company**

While the Company is:

- 46.1 solvent, the Company may be wound-up in terms of Part G of Chapter 2 of the Companies Act; or
- 41.2 insolvent, the Company may be wound-up as an insolvent Company in terms of the applicable laws of insolvency prevailing.

DIRECTORS' LIABILITIES

47. Indemnity

47.1 So far as may be permitted by the Companies Act, every Officer shall be indemnified by the Company out of its own funds against:

47.1.1 any liability incurred by or attaching to him in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company other than:

47.1.1.1 if it directly or indirectly purports to relieve a Director of a duty contemplated in Sections 75 or 76, or any liability contemplated in Section 77;

47.1.1.2 any act or omission that constitutes wilful misconduct or wilful breach of trust on the part of the Director;

47.1.1.3 any liability of the kind referred to in Sections 77(3)(a), (b) or (c);

47.1.1.4 any fine contemplated in Section 78(2); and

47.2 Where an Officer is indemnified against any liability in accordance with this Article 42, such indemnity shall extend to all costs, charges, losses, expenses and liabilities incurred by him in relation thereto.

48. Insurance

48.1 Without prejudice to Article 42 above and subject to the requirements of the Companies Act, the Directors shall have power to purchase and maintain insurance for or for the benefit of any person who is or was at any time a Director or a secretary of the Company, including insurance against any liability (including all costs, charges, losses and expenses in relation to such

liability) incurred by or attaching to him in relation to his duties, powers or offices in relation to the Company.

49. **Defence expenditure**

49.1 So far as may be permitted by the Companies Act, the Company:

49.1.1 may provide an Officer with funds to meet expenditure incurred or to be incurred by him in defending any criminal or civil proceedings in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company; or

49.1.2 may do anything to enable any Officer to avoid incurring such expenditure.

49.2 So far as may be permitted by the Companies Act, the Company:

49.2.1 may provide an Officer with funds to meet expenditure incurred or to be incurred by him in defending himself in an investigation by a regulatory authority or against action proposed to be taken by a regulatory authority in connection with any alleged negligence, default, breach of duty or breach of trust by him in relation to the Company; and

49.2.2 may do anything to enable any such Director or officer to avoid incurring such expenditure.

50. **Objects**

The main object of the Company is to provide an independent, non-profit forum for people committed to improving quality of life for all within the Sunninghill community by:

50.1 working with all stakeholders including residents and businesses;

50.2 working together with authorities such as Gauteng Province, the Johannesburg Roads Agency and the City of Johannesburg towards achieving common goals.

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