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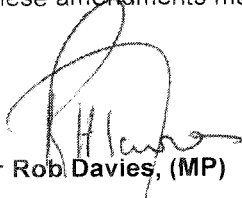
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GOVERNMENT NOTICE

DEPARTMENT OF TRADE AND INDUSTRY**No. R. 619****20 August 2013****COMPANIES ACT, 2008****AMENDMENT OF THE COMPANIES REGULATIONS, 2011**

I, Dr Rob Davies, Minister of Trade and Industry, in terms of section 223 of the Companies Act, 2008, (Act 71 of 2008), and in consultation with the Companies and Intellectual Property Commission, hereby amend the Companies Regulations, 2011, published under Government Notice No. R.351 in Government Gazette 34239 of 26 April 2011, by the substitution for Forms CoR 15.1A to CoR 15.1E, wherever referred to in the said regulations, of the forms in the Schedule hereto.

These amendments must be deemed to have become effective on 1 May 2011.



Dr Rob Davies, (MP)

Minister of Trade and Industry

SCHEDULE**Form CoR 15.1A****Form CoR 15.1B****Form CoR 15.1C****Form CoR 15.1D****Form CoR 15.1E**

Article 1 - Incorporation and Nature of the Company

1.1 Incorporation

- (1) The Company is incorporated as a private company, as defined in the Companies Act, 2008.
- (2) The Company is incorporated in accordance with, and governed by-
 - (a) the provisions of the Companies Act, 2008_ without any limitation, extension, variation or substitution; and
 - (b) the provisions of this Memorandum of Incorporation.

1.2 Powers of the Company

- (1) The Company is not subject to any provision contemplated in section 15 (2)(b) or (c).
- (2) The purposes and powers of the Company are not subject to any restriction, limitation or qualification, as contemplated in section 19 (1)(b)(ii).

1.3 Memorandum of Incorporation and Company rules

- (1) This Memorandum of Incorporation of the Company may be altered or amended only in the manner set out in section 16, 17 or 152 (6) (b).
- (2) The authority of the Company's Board of Directors to make rules for the Company, as contemplated in section 15 (3) to (5), is not limited or restricted in any manner by this Memorandum of Incorporation.
- (3) The Board must publish any rules made in terms of section 15 (3) to (5) by delivering a copy of those rules to each shareholder by ordinary mail.
- (4) The Company must publish a notice of any alteration of the Memorandum of Incorporation or the Rules, made in terms of section 17 (1), by delivering a copy of **[those rules]** *the notice* to each shareholder by ordinary mail.

1.4 Optional provisions of Companies Act, 2008 do not apply

- (1) The Company does not elect, in terms of section 34 (2), to comply voluntarily with the provisions of Chapter 3 of the Companies Act, 2008.
- (2) The Company does not elect, in terms of section 118 (1)(c)(ii), to submit voluntarily to the provisions of Parts B and C of Chapter 5 of the Companies Act, 2008, and to the Takeover Regulations provided for in that Act.

Article 2 - Securities of the Company

2.1 Securities

- (1) The Company is authorised to issue no more than the number of shares of a single class of **[common]** shares with no nominal or par value as shown on the cover sheet, and each such issued share entitles the holder to—
 - (a) vote on any matter to be decided by a vote of shareholders of the company;
 - (b) participate in any distribution of profit to the shareholders; and
 - (c) participate in the distribution of the residual value of the company upon its dissolution.
- (2) The Company must not make an offer to the public of any of its securities *and an issued share must not be transferred to any person other than—*
 - (a) the company, or a related person;
 - (b) a shareholder of the company, or a person related to a shareholder of the company;
 - (c) a personal representative of the shareholder or the shareholder's estate;
 - (d) a beneficiary of the shareholder's estate; or
 - (e) another person approved by the company before the transfer is effected.
- (3) The pre-emptive right of the Company's shareholders to be offered and to subscribe for additional shares, as set out in section 39, is not limited, negated or restricted in any manner contemplated in section 39 **[(2)] (3)**, or subject to any conditions contemplated in that section.
- (4) This Memorandum of Incorporation does not limit or restrict the authority of the Company's Board of Directors to—
 - (a) authorise the company to issue secured or unsecured debt instruments, as set out in section 43 (2); or

- (b) grant special privileges associated with any debt instruments to be issued by the Company, as set out in section 43 (3);
- (c) authorise the Company to provide financial assistance to any person in relation to the subscription of any option or securities of the Company or a related or inter-related company, as set out in section 44;
- (d) approve the issuing of any authorised shares of the Company as capitalisation shares, as set out in section 47 (1); or
- (e) resolve to permit shareholders to elect to receive a cash payment in lieu of a capitalisation share, as set out in section 47 (1).

2.2 Registration of beneficial interests

The authority of the Company's Board of Directors to allow the Company's issued securities to be held by and registered in the name of one person for the beneficial interest of another person, as set out in section 56 (1), is not limited or restricted by this Memorandum of Incorporation.

Article 3 –Shareholders and Meetings

3.1 Shareholders' right to information

Every person who has a beneficial interest in any of the Company's securities has the rights to access information set out in section 26 (1).

3.2 Shareholders' authority to act

- (1) If, at any time, there is only one shareholder of the company, the authority of that shareholder to act without notice or compliance with any other internal formalities, as set out in Section 57 (2), is not limited or restricted by this Memorandum of Incorporation.
- (2) If, at anytime, every shareholder of the Company is also a director of the Company, as contemplated in section 57 (4), the authority of the shareholders to act without notice or compliance with any other internal formalities, as set out in that section is not limited or restricted by this Memorandum of Incorporation.

3.3 Shareholder representation by proxies

- (1) This Memorandum of Incorporation does not limit, restrict or vary the right of a shareholder of the Company—
 - (a) to appoint 2 or more persons concurrently as proxies, as set out in section 58 (3)(a); or
 - (b) to delegate the proxy's powers to another person, as set out in section 58 (3)(b).
- (2) The requirement that a shareholder must deliver to the Company a copy of the instrument appointing a proxy before that proxy may exercise the shareholder's rights at a shareholders meeting, as set out in section 58 (3)(c) is not varied by this Memorandum of Incorporation.
- (3) The authority of a shareholder's proxy to decide without direction from the shareholder whether to exercise, or abstain from exercising, any voting right of the shareholder, as set out in section 58 (7) is not limited or restricted by this Memorandum of Incorporation.

3.4 Record date for exercise of shareholder rights

If, at any time, the Company's Board of Directors fails to determine a record date, as contemplated in section 59, the record date for the relevant matter is as determined in accordance with section 59 (3).

3.5 Shareholders meetings

- (1) The Company is not required to hold any shareholders meetings other than those specifically required by the Companies Act, 2008.
- (2) The right of shareholders to requisition a meeting, as set out in section 61 (3), may be exercised by the holders of at least 10% of the voting rights entitled to be exercised in relation to the matter to be considered at the meeting.
- (3) The authority of the Company's Board of Directors to determine the location of any shareholders meeting, and the authority of the Company to hold any such meeting in the Republic or in any foreign country, as set out in section 61 (9) is not limited or restricted by this Memorandum of Incorporation
- (4) The minimum number of days for the Company to deliver a notice of a shareholders meeting to the shareholders, is

as provided for in section 62 (1).

- (5) The authority of the Company to conduct a meeting entirely by electronic communication, or to provide for participation in a meeting by electronic communication, as set out in section 63 is not limited or restricted by this Memorandum of Incorporation.
- (6) The quorum requirement for a shareholders meeting to begin, or for a matter to be considered is as set out in section 64 (1) without variation.
- (7) The time periods allowed in section 64 (4) and (5) apply to the Company without variation.
- (8) The authority of a meeting to continue to consider a matter, as set out in section 64 (9) is not limited or restricted by this Memorandum of Incorporation.
- (9) The maximum period allowable for an adjournment of a shareholders meeting is as set out in section 64 (13), without variation.

3.6 Shareholders resolutions

- (1) For an ordinary resolution to be adopted at a shareholders meeting, it must be supported by the holders of **[at least]** *more than* 50% of the voting rights exercised on the resolution, as provided in section 65 (7).
- (2) For a special resolution to be adopted at a shareholders meeting, it must be supported by the holders of at least 75% of the voting rights exercised on the resolution, as provided in section 65 (9).
- (3) A special resolution adopted at a shareholders meeting is not required for a matter to be determined by the Company, except those matters set out in section 65 (11), or elsewhere in the Act.

Article 4 - Directors [and Officers]

4.1 Composition of the Board of Directors

- (1) The Board of Directors of the Company comprises *at least* the number of directors, and alternate directors shown on the cover sheet, each of whom is to be elected by the holders of the company's securities as contemplated in section 68.
- (2) The manner of electing directors of the Company is as set out in section 68 (2), and each elected director of the Company serves for an indefinite term, as contemplated in section 68 (1).

4.2 Authority of the Board of Directors

- (1) The authority of the Company's Board of Directors to manage and direct the business and affairs of the Company, as set out in section 66 (1) is not limited or restricted by this Memorandum of Incorporation.
- (2) If, at anytime, the Company has only one director, as contemplated in section 57 (3), the authority of that director to act without notice or compliance with any other internal formalities, as set out in that section is not limited or restricted by this Memorandum of Incorporation.
- (3) *The Company's Board of Directors must not register the transfer of any shares unless the conditions for the transfer contemplated in article 2.1 (2) have been met.*

4.3 Directors' Meetings

- (1) The right of the Company's directors to requisition a meeting of the Board, as set out in section 73 (1), may be exercised by at least 25% of the directors, if the board has 12 or more members, or by 2 (two) directors, in any other case.
 - (1) This memorandum of incorporation does not limit or restrict the authority of the Company's Board of Directors to—
 - (a) conduct a meeting entirely by electronic communication, or to provide for participation in a meeting by electronic communication, as set out in section 73 (3); or
 - (b) determine the manner and form of providing notice of its meetings, as set out in section 73 (4); or
 - (c) proceed with a meeting despite a failure or defect in giving notice of the meeting, as set out in section 73 (5), or
 - (d) consider a matter other than at a meeting, as set out in section 74.

4.4 Directors compensation and financial assistance

This Memorandum of Incorporation does not limit the authority of the Company to -

- (a) pay remuneration to the Company's directors, in accordance with a special resolution approved by the Company's shareholders within the previous two years, as set out in section 66 (9) and (10);
- (b) advance expenses to a director, or indemnify a director, in respect of the defense of legal proceedings, as set out in section 78 ~~[(3)]~~ (4);
- (c) indemnify a director in respect of liability, as set out in section 78 (5); or
- (d) purchase insurance to protect the Company, or a director, as set out in section 78 ~~[(6)]~~ (7).

Article 1 - Incorporation and Nature of the Company

In this Memorandum of Incorporation—

- (a) a reference to a section by number refers to the corresponding section of the Companies Act, 2008;
- (b) words that are defined in the Companies Act, 2008, bear the same meaning in this Memorandum as in that Act.
- (c) words appearing to the right of an optional check line are void unless that line contains a mark to indicate that it has been chosen as the applicable option.

The Schedules attached to this Memorandum are part of the Memorandum of Incorporation.

1.1 Incorporation –

- (1) The Company is incorporated as from _____ as a –
 - _____ *state owned company, as defined in section 8 (2) (a)*
 - _____ private company, as defined in section 8(2)(b).
 - _____ personal liability company, as defined in section 8(2)(c).
 - _____ public company, as defined in section 8(2)(d).
- (2) The Company is incorporated in accordance with and governed by -
 - (a) the unalterable provisions of the Companies Act, 2008; and
 - (b) the alterable provisions of the Companies Act, 2008, subject to the limitations, extensions, variations or substitutions set out in this Memorandum; and
 - (c) the provisions of this Memorandum of Incorporation.

1.2 Powers of the Company

- (1) The Company -
 - _____ is not subject to any provisions contemplated in section 15 (2)(b) or (c).
 - _____ is subject to provisions contemplated in section 15 (2)(b) or (c), as set out in Part A of Schedule 1.
- (2) The purposes and powers of the Company-
 - _____ are not subject to any restrictions, limitations or qualifications, as contemplated in section 19 (1)(b)(ii).
 - _____ are subject to the restrictions, limitations or qualifications contemplated in section 19 (1)(b)(ii), as set out in Part A of Schedule 1.

1.3 Memorandum of Incorporation and Company rules

- (1) This Memorandum of Incorporation of the Company-
 - _____ may be altered or amended only in the manner set out section 16, 17 or 152 (6) (b).
 - _____ may be altered or amended in the manner set out in section 16, 17 or 152 (6)(b), subject to the provisions contemplated in section 16 **[(1)(c)] (2)**, as set out in Part B of Schedule 1.
- (2) The authority of the Company's Board of Directors to make rules for the Company, as contemplated in section 15 (3) to (5) -
 - _____ is not limited or restricted in any manner by this Memorandum of Incorporation.
 - _____ is limited or restricted to the extent set out in Part B of Schedule 1.
- (3) The Board must publish any rules made in terms of section 15 (3) to (5) -
 - _____ by delivering a copy of those rules to each shareholder by ordinary mail.
 - _____ in accordance with the requirements set out in Part B of Schedule 1.
- (4) The Company must publish a notice of any alteration of the Memorandum of Incorporation or the Rules, made in terms of section 17 (1) –
 - _____ by delivering a copy of those rules to each shareholder by ordinary mail.
 - _____ in accordance with the requirements set out in Part B of Schedule 1.

1.4 Application of optional provisions of Companies Act, 2008

[This sub-article is not to be used in the case of a public company]

(1) The Company -

_____ does not elect, in terms of section 34 (2), to comply voluntarily with the provisions of Chapter 3 of the Companies Act, 2008.

_____ does elect, in terms of section 34 (2), to comply voluntarily with the provisions of Chapter 3 of the Companies Act, 2008, to the extent set out in Part C of Schedule 1.

(2) The Company -

_____ does not elect, in terms of section 118 (1)(c)(ii), to submit voluntarily to the provisions of Parts B and C of Chapter 5 of the Companies Act, 2008, and to the Takeover Regulations provided for in that Act.

_____ elects in terms of section 118 (1)(c)(ii) to submit voluntarily to the provisions of Parts B and C of Chapter 5 of the Companies Act, 2008, and to the Takeover Regulations in terms of that Act, to the extent set out in Part C of Schedule 1.

Article 2 - Securities of the Company**2.1 Shares**

(1) The Company is authorised to issue no more than –

_____ shares of a single class of **[common]** shares *with no nominal or par value*, each of which entitles the holder to –

- (a) vote on any matter to be decided by a vote of shareholders of the company;
- (b) participate in any distribution of profit to the shareholders; and
- (c) share in the distribution of the company's residual value upon its dissolution.

_____ the maximum number of each of the classes of shares set out in Part A of Schedule 2, subject to the preferences, rights, limitations and other terms associated with each such class, as set out in Part A of Schedule 2.

(2) The authority of the Company's Board of Directors to increase or decrease the number of authorised shares of any class of the Company's shares, to reclassify any shares that have been authorised but not issued, to classify any unclassified shares, or to determine the preferences, rights, limitations or other terms of any class of shares, as set out in section 36 (2)(b) and (3)**[(c)]** -

_____ is not limited or restricted by this Memorandum of Incorporation.

_____ is limited or restricted to the extent set out in Part A of Schedule 2.

[In the case of a public company]

(2A) The Company -

_____ *must not make an offer to the public of any of its securities*
[In the case of a private or personal liability company]

_____ *may make an offer to the public of any of its securities*

(2B) The transferability of the shares of the Company –

_____ *is not restricted.*

_____ *is restricted as set out in Part F of Schedule 2*

[In the case of a private or personal liability company]

(3) The shareholders of the Company -

_____ do not have any pre-emptive right to be offered and to subscribe for additional shares of the company.

_____ have a common pre-emptive right to be offered and to subscribe for additional shares of the company, as set out in Part A of Schedule **[3] 2**.

_____ have only such pre-emptive rights to be offered and to subscribe additional shares of the company, if any, as are set out in the preferences, rights, limitations and other terms associated with their respective classes of shares.

[[In the case of a private or personal liability company]]

[(3)] (4) The pre-emptive right of the Company's shareholders to be offered and to subscribe for additional shares, as set out in section 39 -

_____ is unconditional, and is not limited, negated or restricted in any manner contemplated in subsection **[(2)] (3)** of section 39.

_____ is subject to the conditions, limitations, or restrictions set out in Part A of Schedule 3.

_____ does not apply with respect to any shares of the Company.

_____ *[In the case of a private or personal liability company]*

[(4)] (5) The authority of the Company's Board of Directors to authorise the Company to provide financial assistance in relation to the subscription of any option or securities of the Company or a related or inter-related company, as set out in section 44 -

_____ is not limited or restricted by this Memorandum of Incorporation.

_____ is limited or restricted to the extent set out in Part B of Schedule 2.

[(5)] (6) The authority of the Company's Board of Directors to approve the issuing of any authorised shares of the Company as capitalisation shares, to issue shares of one class as capitalisation shares in respect of shares of another class, and to resolve to permit shareholders to elect to receive a cash payment in lieu of a capitalisation share, as set out in section 47 (1) -

_____ is not limited or restricted by this Memorandum of Incorporation.

_____ is limited or restricted to the extent set out in Part C of Schedule 2.

[(6)] (7) Securities of the Company are to be issued -

_____ in uncertificated form, as contemplated in section 49 (2)(b).

_____ in either certificated or uncertificated form, as the Board may determine

2.2 Debt instruments

(1) The authority of the Company's Board of Directors to authorise the company to issue secured or unsecured debt instruments, as set out in section 43 (2) -

_____ is not limited or restricted by this Memorandum of Incorporation.

_____ is limited or restricted to the extent set out in Part D of Schedule 2.

(2) The authority of the Company's Board of Directors to grant special privileges associated with any debt instruments to be issued by the company, as set out in section 43 (3) -

_____ is not limited or restricted by this Memorandum of Incorporation.

_____ is limited or restricted to the extent set out in Part D of Schedule 2.

2.3 Registration of beneficial interests

The authority of the Company[**'s Board of Directors**] to allow the Company's issued securities to be held by, and registered in the name of, one person for the beneficial interest of another person, as set out in section 56 (1) -

_____ is not limited or restricted by this Memorandum of Incorporation.

_____ is limited or restricted to the extent set out in Part E of Schedule 2.

Article 3 - Shareholders**3.1 Shareholders' right to information**

In addition to the rights to access information set out in section 26 (1), every person who has a beneficial interests in any of the Company's securities or any other specified person, has the further rights to information, if any, set out in Part A of Schedule **[2] 3** of this Memorandum of Incorporation.

3.2 Shareholders' authority to act

(1) If, at anytime, there is only one shareholder of the Company, the authority of that shareholder to act without notice or compliance with any other internal formalities, as set out in section 57 (2) –

(a) is not limited or restricted by this Memorandum of Incorporation.

(b) is limited or restricted to the extent set out in Part A of Schedule 3.

(2) If, at anytime, every shareholder of the Company is also a director of the Company, as contemplated in section 57 (4), the authority of the shareholders to act without notice or compliance with any other internal formalities, as set out in that section –

_____ is not limited or restricted by this Memorandum of Incorporation.

_____ is limited or restricted to the extent set out in Part A of Schedule 3.

3.3 Representation by concurrent proxies

The right of a shareholder of the Company to appoint persons concurrently as proxies, as set out in section 58 (3)(a) –

_____ is not limited, restricted or varied by this Memorandum of Incorporation.

_____ is limited, restricted or varied to the extent set out in Part B of Schedule 3.

3.4 Authority of proxy to delegate

The authority of a shareholder's proxy to delegate the proxy's powers to another person, as set out in section 58 (3)(b) –

_____ is not limited or restricted by this Memorandum of Incorporation.

_____ is limited or restricted to the extent set out in Part B of Schedule 3.

3.5 Requirement to deliver proxy instrument to the Company

The requirement that a shareholder must deliver to the Company a copy of the instrument appointing a proxy before that proxy may exercise the shareholder's rights at a shareholders meeting, as set out in section 58 (3) (c)

_____ is not varied by this Memorandum of Incorporation.

_____ is varied to the extent set out in Part B of Schedule 3.

3.6 Deliberative authority of proxy

The authority of a shareholder's proxy to decide without direction from the shareholder whether to exercise, or abstain from exercising any voting right of the shareholder, as set out in section 58 (7) –

_____ is not limited or restricted by this Memorandum of Incorporation.

_____ is limited or restricted to the extent set out in Part B of Schedule 3.

3.7 Record date for exercise of shareholder rights

If, at anytime, the Company's Board of Directors fails to determine a record date, as contemplated in section 59, the record date for the relevant matter is –

_____ as determined in accordance with section 59 (3).

_____ as determined in the manner set out in Part C of Schedule 3.

Article 4 - Shareholders Meetings**4.1 Requirement to hold meetings**

The Company -

_____ is not required to hold any shareholders meetings other than those specifically required by the Companies Act, 2008.

_____ is required to hold shareholders meetings, in addition to those specifically required by the Companies Act, 2008, as set out in Part A of Schedule 4.

4.2 Shareholders' right to requisition a meeting

The right of shareholders to requisition a meeting, as set out in section 61 (3), may be exercised -

_____ by the holders of at least 10% of the voting rights entitled to be exercised in relation to the matter to be considered at the meeting, as provided for in that section.

_____ by the holders of at least _____% of the voting rights entitled to be exercised in relation to the matter to be considered at the meeting, despite the provisions of that section *[In the case of a percentage lower than 10].*

4.3 Location of shareholders meetings

The authority of the Company's Board of Directors to determine the location of any shareholders meeting, and the authority of the Company to hold any such meeting in the Republic or in any foreign country, as set out in section 61 (9) -

_____ is not limited or restricted by this Memorandum of Incorporation.

_____ is limited or restricted to the extent set out in Part B of Schedule 4.

4.4 Notice of shareholders meetings

The minimum number of days for the Company to deliver a notice of a shareholders meeting to the shareholders, as required by section 62 -

_____ is as provided for in section 62 (1).

_____ is _____ business days before the meeting is to begin.

4.5 Electronic participation in shareholders meetings

The authority of the Company to conduct a meeting entirely by electronic communication or to provide for participation in a meeting by electronic communication, as set out in section 63 -

_____ is not limited or restricted by this Memorandum of Incorporation.

_____ is prohibited, limited or restricted to the extent set out in Part C of Schedule 4.

4.6 Quorum for shareholders meetings

(1) The quorum requirement for a shareholders meeting to begin, or for a matter to be considered are -

_____ as set out in section 64 (1) without variation.

_____ as set out in section 64 (1) subject to a minimum of _____% in substitution for the 25% required by that section.

(2) The time periods allowed in section 64 (4) and (5)

_____ apply to the Company without variation.

_____ apply to the Company, subject to the variations set out in Part D of Schedule 4.

(3) The authority of a meeting to continue to consider a matter, as set out in section 64 (9) -

_____ is not limited or restricted by this Memorandum of Incorporation.

_____ is limited or restricted to the extent set out in Part D of Schedule 4.

4.7 Adjournment of shareholders meetings

The maximum period allowable for an adjournment of a shareholders meeting is -

___ as set out in section 64 [(13)] (12), without variation.

___ as set out in section 64 [(13)] (12), subject to the variations set out in Part E of Schedule 4.

4.8 Shareholders resolutions

- (1) For an ordinary resolution to be adopted at a shareholders meeting, it must be supported by the holders of [at least] –
___ more than 50% of the voting rights exercised on the resolution, as provided in section 65 (7).
___ at least ___% of the voting rights exercised on the resolution, despite section 65 (7).
___ at least the minimum percentage of the voting rights exercised on the resolution, as set out in Part [G] F of Schedule 4.
- (2) For a special resolution to be adopted at a shareholders meeting, it must be supported by the holders of at least -
___ 75% of the voting rights exercised on the resolution, as provided in section 65 (9).
___ ___% of the voting rights exercised on the resolution, despite section 65 (7).
___ the minimum percentage of the voting rights exercised on the resolution, as set out in Part F of Schedule 4.
- (3) A special resolution adopted at a shareholders meeting is -
___ not required for a matter to be determined by the Company, except those matters set out in section 65 (11), or elsewhere in the Act.
___ required, in addition to the matters set out in section 65 (11), for the matters set out in Part G of Schedule 4.

Article 5 - Directors and Officers

5.1 Composition of the Board of Directors

- (1) The Board of Directors of the Company comprises of at least ___ directors, and ___ alternate directors, to be elected by holders of the companies securities entitled to exercise voting rights, as contemplated in section 68.
- (2) In addition to the elected directors -
___ there are no appointed or *ex officio* directors of the Company, as contemplated in section 66(4).
___ there are ___ appointed, and ___ *ex officio* directors of the Company, as contemplated in section [68] 66 (4), to be designated in the manner specified in Part A of Schedule 5.
- (3) In addition to satisfying the qualification and eligibility requirements set out in section 69, to become or remain a director or a prescribed officer of the Company, a person –
___ need not satisfy any further eligibility requirements or qualifications.
___ must satisfy the additional eligibility requirements and qualifications set out in Part B of Schedule 5.
- (4) Each elected director of the Company serves for –
___ an indefinite term, as contemplated in section 68 (1).
___ a term of ___ years.
___ a term determined in the manner set out in Part C of Schedule 5.
- (5) The manner of electing directors of the Company is -
___ as set out in section 68 (2).
___ as set out in Part C of Schedule 5.
- (6) The authority of the Company's Board of Directors to fill any vacancy on the Board on a temporary basis, as set out in section 68 (3) -
___ is not limited or restricted by this Memorandum of Incorporation.
___ is limited or restricted to the extent set out in Part D of Schedule 5.

5.2 Authority of the Board of Directors

- (1) The authority of the Company's Board of Directors to manage and direct the business and affairs of the Company, asset out in section 66 (1)
- _____ is not limited or restricted by this Memorandum of Incorporation.
- _____ is limited or restricted to the extent set out in Part E of Schedule 5.
- (2) If, at any time, the Company has only one director, as contemplated in section 57 (3), the authority of that director to act without notice or compliance with any other internal formalities, as set out in that section -
- _____ is not limited or restricted by this Memorandum of Incorporation.
- _____ is limited or restricted to the extent set out in Part F of Schedule 5.

5.2A Liability of Directors

_____ The company is a personal liability company and the directors and past directors are jointly and severally liable for the debts and liabilities of the company as contemplated in section 19 (3).

5.3 Board of Directors Meetings

- (1) The authority of the Company's Board of Directors to consider a matter other than at a meeting, as set out in section 74 -
- _____ is not limited or restricted by this Memorandum of Incorporation.
- _____ is limited or restricted to the extent set out in Part G of Schedule 5.
- (2) The right of the Company's directors to requisition a meeting of the Board, as set out in section 73 (1), may be exercised-
- _____ by at least 25% of the directors, if the board has 12 or more members, or by 2 (two) directors, in any other case, as provided in that section; or
- _____ by at least _____% of the directors, or by at least _____ directors, despite the provisions of that section.
- (3) The authority of the Company's Board of Directors to conduct a meeting entirely by electronic communication, or to provide for participation in a meeting by electronic communication, as set out in section 73 (3) -
- _____ is not limited or restricted by this Memorandum of Incorporation.
- _____ is limited or restricted to the extent set out in Part H of Schedule 5.
- (4) The authority of the Company's Board of Directors to determine the manner and form of providing notice of its meetings, as set out in section 73 (4) -
- _____ is not limited or restricted by this Memorandum of Incorporation.
- _____ is limited or restricted to the extent set out in Part H of Schedule 5.
- (5) The authority of the Company's Board of Directors to proceed with a meeting despite a failure or defect in giving notice of the meeting, as set out in section 73 (5) -
- _____ is not limited or restricted by this Memorandum of Incorporation.
- _____ is limited or restricted to the extent set out in Part H of Schedule 5.
- (6) The quorum requirement for a directors meeting to begin, the voting rights at such a meeting, and the requirements for approval of a resolution at such a meeting, are -
- _____ as set out in section 73 (5), without variation.
- _____ as set out in section 73 (5) subject to the variations set out in Part H of Schedule 5.

5.4 Director's compensation and financial assistance

- (1) The authority of the Company to pay remuneration to the Company's directors, in accordance with a special resolution approved by the Company's shareholders within the previous two years, as set out in section 66 (~~[9] 8~~) and (~~[10] 9~~) -
- _____ is not limited or restricted by this Memorandum of Incorporation.
- _____ is limited or restricted to the extent set out in Part I of Schedule 5.
- (2) The authority of the Company's Board of Directors, as set out in section 45, to authorise the Company to provide financial assistance to a director, prescribed officer or other person referred to in section 45 (2)-
- _____ is not limited or restricted by this Memorandum of Incorporation.
- _____ is limited or restricted to the extent set out in Part I of Schedule 5.

5.5 Indemnification of Directors

- (1) The authority of the Company to advance expenses to a director, or indemnify a director, in respect of the defense of legal proceedings, asset out in section 78 (4) -
 ____ is not limited, restricted or extended by this Memorandum of Incorporation.
 ____ is limited, restricted or extended to the extent set out in Part J of Schedule 5.
- (2) The authority of the Company to indemnify a director in respect of liability, as set out in section 78 (5) -
 ____ is not limited or restricted by this Memorandum of Incorporation.
 ____ is limited or restricted to the extent set out in Part J of Schedule 5.
- (3) The authority of the Company to purchase insurance to protect the Company, or a director, as set out in section 78 (7) –
 ____ is not limited, restricted or extended by this Memorandum of Incorporation.
 ____ is limited, restricted or extended to the extent set out in Part J of Schedule 5.

5.6 Committees of the Board

- (1) The authority of the Company's Board of Directors to appoint committees of directors, and to delegate to any such committee any of the authority of the Board, as set out in section 72 (1), and to include in any such committee persons who are not directors, as set out in section [73] 72 (2)(a) -
 ____ is not limited or restricted by this Memorandum of Incorporation.
 ____ is limited or restricted to the extent set out in Part K of Schedule 5.
- (2) The authority of a committee appointed by the Company's Board of Directors, as set out in section 72 (2) (b) and (c) –
 ____ is not limited or restricted by this Memorandum of Incorporation.
 ____ is limited or restricted to the extent set out in Part K of Schedule 5.

Article 6 - General Provisions

Insert any further provisions desired in this or additional Articles.

Schedule 1 – Incorporation and nature of the Company**Part A**

Insert—

- (a) *any 'Ring fencing' provisions as contemplated in section 15 (2) of the Act; and*
- (b) *any provisions limiting the purposes or powers of the Company, as contemplated in section 19 (1)(b) of the Act.*

Part B

Insert—

- (a) *any provisions relating to the amendment of the Memorandum of Incorporation, as contemplated in section 16 [(1)(c)] (2) of the Act; **[and]***
- (b) *any provisions relating to the Board's authority to make rules for the Company, as contemplated in section 15 (3) to (5) of the Act; and*
- (c) *any provisions relating to the publication of the notice of alteration as contemplated in section 17 (1) of the Act.*

Part C

Insert—

- (a) any provisions to subject the Company to Chapter 3 of the Act on a voluntary basis, as contemplated in section 34 (2) of the Act; and
- (b) any provisions to subject the Company to Parts B and C of Chapter 5 of the Act, and to the Takeover Regulations, on a voluntary basis as contemplated in section 118 (1)(c)(ii) of the Act.

Schedule 2 - Company Securities**Part A**

Insert—

- (a) any provisions setting out the classes of authorised shares, and maximum number of authorised shares of each class, and the preferences, rights, limitations and other terms of each class of shares, **[shares]** as contemplated in section **[15 (2)] 36 (1)** of the Act; and
- (b) any provisions respecting the authority of the Board to exercise powers relating to shares, as contemplated in section 36 (3)**[(a)]** of the Act.

Part B

Insert any provisions restricting or limiting the authority of the Board to provide financial assistance to any person in relation to the subscriptions of securities or options, as contemplated in section 44 of the Act.

Part C

Insert any provisions restricting or limiting the authority of the Board with respect to the issuing of capitalisation shares, as contemplated in section 47 (1) of the Act.

Part D

Insert any provisions restricting or limiting the authority of the Board with respect to the issuing of debt instruments, as contemplated in section 43(2) or (3) of the Act.

Part E

*Insert any provisions restricting or limiting the authority of the **[Board]** Company with respect to the registration of beneficial interests in the Company's securities, as contemplated in section 56 (1) of the Act.*

Part F

Insert any provisions restricting or limiting the transferability of the securities of the Company as contemplated in section 8 (2) (b) (ii) (bb).

Schedule 3 - Shareholders**Part A**

Insert =

- (a) any provisions relating to information rights of any person in addition to those set out in section 26 (3 of the Act).
- (b) any provisions limiting or restricting the right of shareholders to act without meeting formal requirements, as contemplated in section 57 (2) or (4) of the Act.

(c) any provisions limiting or restricting or setting conditions for the pre-emptive right of the Company's shareholders to be offered and to subscribe for additional shares, as set out in section 39.

Part B

Insert any provisions relating to the powers of shareholders to appoint proxies, the appointment of proxies, and the powers of any such proxy, as contemplated in section 58 of the Act.

Part C

Insert any provisions respecting the fixing of a record date, as contemplated in section 59 of the Act.

Schedule 4 - Shareholders Meetings**Part A**

Insert any provisions imposing a requirement to hold a shareholder's meeting.

Part B

Insert any provisions limiting or restricting the authority of the Board to determine the location of shareholders meetings, or the authority of the Company to meet outside the Republic.

Part C

Insert any provision prohibiting, limiting or restricting the authority of the Board with respect to the use of electronic communication for shareholders meetings, as contemplated in section 63 of the Act.

Part D

Insert any provision respecting the quorum requirements for shareholders meetings, or varying the provisions of section 64 of the Act.

Part E

Insert any provision varying section 64 (13) of the Act with respect to the maximum period for adjournment of a shareholders meeting.

Part F

Insert—

- (a) any provision establishing different requirements for adoption of an ordinary resolution for different matters;
- (b) any provision establishing different requirements for adoption of a special resolution for different matters; or
- (c) any provision imposing the requirement of a special resolution to approve any matter, as contemplated in section 65 (11) of the Act.

Part G

Insert any provisions requiring a special resolution to be adopted for any matter in addition to the matters set out in section 65 (11) or elsewhere in the Act.

Schedule 5 - Directors of the Company**Part A**

Insert any provisions establishing the rights of any person to appoint a director, or establishing the right of any person to be an ex officio director of the Company, or providing for the appointment or election of alternate directors.

Part B

Insert any provision imposing additional eligibility or qualification requirements for directors and prescribed officers of the Company.

Part C

Insert –

(a) any provision establishing an alternative manner of electing directors, as contemplated in section 68 of the Act.

(b) any provisions establishing an alternative manner of determining the term to be served by any director.

Part D

Insert any provision limiting or restricting the authority of the Board to temporarily fill a vacancy on the Board, as contemplated in section 68 (3) of the Act.

Part E

Insert any provision limiting or restricting the authority of the Board to manage and direct the business and affairs of the Company, as contemplated in section 66 (1) of the Act.

Part F

Insert any provision limiting or restricting the authority of a lone director to act without regard for formalities, as contemplated in section 57 (3) of the Act.

Part G

Insert any provision limiting or restricting the authority of the Board to consider a matter other than at a meeting, as contemplated in section 74 of the Act.

Part H

Insert any provision limiting, restricting or varying the authority of the Board with respect to the conduct of its meetings, as contemplated in section 73 of the Act.

Part I

*Insert any provision limiting or restricting the authority of the Company to pay remuneration to its Directors, as contemplated in section 66 (~~[1]~~) of the Act, or limiting or restricting the authority of the Board to authorise the Company to provide financial assistance to a director, **[or]** prescribed officer or any other party contemplated in section 45 (2) of the Act.*

Part J

Insert any provision limiting, restricting or extending the authority of the Company to advance expenses to a director, indemnify a director, or purchase insurance to protect the Company or a director, as contemplated in section 78 of the Act.

Part K

Insert any provision limiting or restricting the authority of the Board with respect to the establishment of committees, or limiting or restricting the authority of a committee, as contemplated in section 72 of the Act.

This form is prescribed by the Minister of Trade and Industry in terms of section 223 of the Companies Act, 2008 (Act No. 71 of 2008).

**Companies and Intellectual Property Commission
Republic of South Africa**

**Form CoR 15.1C
Short Standard Form
Non Profit Companies
without members**

- This form is issued in terms of section 13 of the Companies Act, 2008, and Regulation 15 of the Companies Regulations, 2011.
- This form may be used only to incorporate a Non Profit company without members.
- A Non Profit company may be incorporated by three or more persons.
- The Incorporators must complete this form by—
(a) filling in the Name of the Company, unless it is to be completed by the Commission in terms of Regulation 14 (1) (b) [(i) or (iii)];
(b) inserting a statement of the objects of the company in the space provided [**inserting the number of directors and alternate directors in the spaces provided**];
(c) inserting the number of directors and alternate directors in the spaces provided; and
(d) each signing and dating the form on a line of the Table.
- There are 3 pages in this form. If filing by paper, all 3 pages must be filed. Use additional sheets if required to provide information.
- This Form must be filed with Form CoR 14.1, Notice of Incorporation, and required annexures and fees.

Contacting the Commission

The Companies and Intellectual Property Commission of South Africa

Postal Address
PO Box 429
Pretoria
0001
Republic of South Africa
Tel: 086 100 2472

www.cipc.co.za

**Memorandum of Incorporation
of**

(Insert Name of Company) _____

which is referred to in the rest of this Memorandum of Incorporation as "the Company".

The Company is a Non Profit company without members, with the following objects:

The Company has at least _____ **[director(s)]** directors and _____ alternate director(s), to be appointed in the following manner:

Adoption of Memorandum of Incorporation

This Memorandum of Incorporation was adopted by the incorporators of the Company, in accordance with section 13 (1), as evidenced by the following signatures made by each of them, or on their behalf (*only required in the case of new company registrations*):

| Name and address | Identity or Registration # | Signature | Date |
|------------------|----------------------------|-----------|------|
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In this Memorandum of Incorporation -

- (a) a reference to a section by number refers to the corresponding section of the Companies Act, 2008;
- (b) words that are defined in the Companies Act, 2008, bear the same meaning in this Memorandum as in that Act.

Article 1 - Incorporation and Nature of the Company

1.1 Incorporation

- (1) The Company is incorporated as a Non Profit company, as defined in the Companies Act, 2008.
- (2) The Company is incorporated in accordance with, and governed by—
 - (a) the provisions of the Companies Act, 2008 that are applicable to Non Profit companies, without any limitation, extension, variation or substitution; and
 - (b) the provisions of this Memorandum of Incorporation.

1.2 Objects and Powers of the Company

- (1) The Objects of the Company are as set out on the cover sheet and, except to the extent necessarily implied by the stated objects, the purposes and powers of the Company are not subject to any restriction, limitation or qualification, as contemplated in section 19 (1)(b)(ii).
- (2) The Company is not subject to any provision contemplated in section 15 (2)(b) or (c).
- (3) upon dissolution of the Company, its net assets must be distributed in the manner determined in accordance with Item 1(4)(b) of Schedule [2] 1 of the Companies Act, 2008.

1.3 Memorandum of Incorporation and Company rules

- (1) This Memorandum of Incorporation of the Company may be altered or amended only in the manner set out in section 16, 17 or 152 (6) (b).
- (2) The authority of the Company's Board of Directors to make rules for the Company, as contemplated in section 15 (3) to (5), is not limited or restricted in any manner by this Memorandum of Incorporation.
- (3) The Board must publish any rules made in terms of section 15 (3) to (5) by delivering a copy of those rules to each director by ordinary mail.
- (4) The Company must publish a notice of any alteration of the Memorandum of Incorporation or the Rules, made in terms of section 17 (1), by delivering a copy of [those rules] the notice to each director by ordinary mail.

1.4 Optional provisions of Companies Act, 2008 do not apply

The Company does not elect, in terms of section 34 (2), to comply voluntarily with the provisions of Chapter 3 of the Companies Act, 2008.

1.5 Company not to have members

As contemplated in Item 4 (1) of Schedule [2] 1 of the Act, the Company has no members.

Article 2 - Directors and Officers

2.1 Composition of the Board of Directors

The Board of Directors of the Company comprises at least the number of directors, and alternate directors shown on the cover sheet, each of whom -

- (a) is to be appointed in the manner set out on the cover sheet; and
- (b) serves for an indefinite term until substituted by the person or entity that appointed the director..

2.2 Authority of the Board of Directors and Committees

- (1) This memorandum of Incorporation does not limit or restrict the authority of the Company's Board of Directors to—
 - (a) manage and direct the business and affairs of the Company, as set out in section 66 (1);
 - (b) consider a matter other than at a meeting, as set out in section 74;
 - (c) conduct a meeting entirely by electronic communication, or to provide for participation in a meeting by electronic communication, as set out in section 73 (3);
 - (d) determine the manner and form of providing notice of its meetings, as set out in section 73 (4);
 - (e) proceed with a meeting despite a failure or defect in giving notice of the meeting, as set out in section 73 (5);
 - (f) appoint committees of directors, and to delegate to any such committee any of the authority of the Board as set out in section 72 (1), or to include in any such committee persons who are not directors, as set out in section 73 (2)(a).
- (2) The right of the Company's directors to requisition a meeting of the Board, as set out in section 73 (1), may be exercised by at least 25% of the directors, if the board has 12 or more members, or by 2 (two) directors, in any other case, as provided in that section.
- (3) The quorum requirement for a directors meeting to begin, the voting rights at such a meeting, and the requirements for approval of a resolution at such a meeting, are as set out in section 73 (5).
- (4) This Memorandum of Incorporation does not limit or restrict the authority of any committee appointed by the Company's Board of Directors, as set out in section 72 (2) **[(b) and (c)]**.

2.3 Indemnification of Directors

This Memorandum of Incorporation does not limit, restrict or extend the authority of the Company's Board of Directors to –

- (a) advance expenses to a director, or indemnify a director, in respect of the defense of legal proceedings, as set out in section 78 **[(3)] (4)**;
- (b) indemnify a director in respect of liability, as set out in section 78 (5); or
- (c) purchase insurance to protect the Company, or a director, as set out in section 78 **[(6)] (7)**.

2.4 Officers

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

**Companies and Intellectual Property Commission
Republic of South Africa**

**Form CoR 15.1D
Long Standard Form
Non Profit Companies
without members**

- This form is issued in terms of section 13 of the Companies Act, 2008, and Regulation 15 of the Companies Regulations, 2011
- This form may be used only to incorporate a Non Profit company without members
- A Non Profit company may be incorporated by three or more persons
- The Incorporators must complete this form by–
 - (a) filling in the Name of the Company, unless it is to be completed by the Commission in terms of Regulation 14 (1) (b) (i) or (ii);
 - (b) inserting a statement of the objects of the company in the space provided **[inserting the number of directors and alternate directors in the spaces provided];**
 - (c) inserting the number of directors and alternate directors in the spaces provided; and
 - (d) each signing and dating the form on a line of the Table.
- There are 5 pages in this form. If filing by paper, all 5 pages must be filed. Use additional sheets if required to provide information.
- This Form must be filed with Form C o R 14 . 1 , Notice of Incorporation, and required annexures and fees.

Contacting the Commission

The Companies and Intellectual Property Commission of South Africa

Postal Address

PO Box 429
Pretoria
0001
Republic of South Africa
Tel: 086 100 2472

**Memorandum of Incorporation
of**

(Insert Name of Company) _____

which is referred to in the rest of this Memorandum of Incorporation as “the Company”.

The Company is a Non Profit company without members, with the following objects:

The Company has at least _____ [director(s)] directors and _____ alternate director(s), to be appointed in the following manner:

Adoption of Memorandum of Incorporation

This Memorandum of Incorporation was adopted by the incorporators of the Company, in accordance with section 13 (1), as evidenced by the following signatures made by each of them, or on their behalf *(only required in the case of new company registrations)*:

| Name of incorporator | Identity or Registration # | Signature | Date |
|----------------------|----------------------------|-----------|------|
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This form is prescribed by the Minister of Trade and Industry in terms of section 223 of the Companies Act, 2008 (Act No. 71 of 2008)

In this Memorandum of Incorporation –

- (a) a reference to a section by number refers to the corresponding section of the Companies Act, 2008;
- (b) words that are defined in the Companies Act, 2008 bear the same meaning in this Memorandum as in that Act; and
- (c) words appearing to the right of an optional check line are void unless that line contains a mark to indicate that it has been chosen as the applicable option.

The Schedules attached to this Memorandum are part of the Memorandum of Incorporation.

Article 1 - Incorporation and Nature of the Company

1.1 Incorporation

- (1) The Company is incorporated as a Non Profit company, as defined in the Companies Act, 2008.
- (2) The Company is incorporated in accordance with, and governed by –
 - (a) the unalterable provisions of the Companies Act, 2008 that are applicable to Non Profit companies;
 - (b) the alterable provisions of the Companies Act, 2008, that are applicable to Non Profit Companies, subject to any limitation, extension, variation or substitution set out in this Memorandum; and
 - (c) the provisions of this Memorandum of Incorporation.

1.2 Objects and Powers of the Company

- (1) The Objects of the Company are as set out on the cover sheet and, except to the extent necessarily implied by the stated objects, the purposes and powers of the Company–
 - _____ are not subject to any restriction, limitation or qualification, as contemplated in section 19 (1)(b)(ii).
 - _____ are subject to any restriction, limitation or qualification, contemplated in section 19 (1)(b)(ii), as set out in Part A of Schedule 1.
- (2) The Company–
 - _____ is not subject to any provision contemplated in section 15 (2) (b) or (c).
 - _____ is subject to the provision contemplated in section 15 (2)(b) or (c), as set out in Part B of Schedule 1.
- (3) Upon dissolution of the Company, its net assets must be distributed in the manner determined in accordance with–
 - (a) Item 1(4)(b) of Schedule [2] 1 of the Companies Act, 2008; and
 - (b) the provisions, if any, set out in Part [C] D of Schedule 1 of this Memorandum.

1.3 Memorandum of Incorporation and Company rules

- (1) This Memorandum of Incorporation of the Company–
 - _____ may be altered or amended only in the manner set out in section 16, 17 or 152 (6) (b).
 - _____ may be altered or amended in the manner set out in section 16, 17 or 152 (6) (b), subject to the provisions contemplated in section 16 [(1)(c)] (2), and set out in Part [D] C of Schedule 1.
- (2) The authority of the Company's Board of Directors to make rules for the Company, as contemplated in section 15 (3) to (5) -
 - _____ is not limited or restricted in any manner by this Memorandum of Incorporation.
 - _____ is limited or restricted to the extent set out in Part [D] C of Schedule 1.
- (3) The Board must publish any rules made in terms of section 15 (3) to (5)–
 - _____ by delivering a copy of those rules to each director by ordinary mail.
 - _____ in accordance with the requirements set out in Part [D] C of Schedule 1.
- (4) The Company must publish a notice of any alteration of the Memorandum of Incorporation or the Rules, made in terms of section 17 (1)–
 - _____ by delivering a copy of those rules to each director by ordinary mail.
 - _____ in accordance with the requirements set out in Part [D] C of Schedule 1.

1.4 Optional provisions of Companies Act, 2008 do not apply

The Company –

_____ does not elect, in terms of section 34 (2), to comply voluntarily with the provisions of Chapter 3 of the Companies Act, 2008.

_____ elects, in terms of section 34 (2), to comply voluntarily with the provisions of Chapter 3 of the Companies Act, 2008.

1.5 Company not to have members

As contemplated in Item 4 (1) of Schedule [2] 1 of the Act, the Company has no members.

Article 2 - Directors and Officers**2.1 Composition of the Board of Directors**

(1) The Board of Directors of the Company comprises the number of directors, and alternate directors shown on the cover sheet, each of whom–

(a) is to be appointed in the manner set out on the cover sheet; and

(b) serves for –

_____ an indefinite term, until substituted by the person or entity that appointed the director

_____ a term of _____ years.

_____ a term determined in the manner set out on the cover sheet.

(2) In addition to the appointed directors–

_____ there are no *ex officio* directors of the company, as contemplated in section 66 (4).

_____ there are _____ *ex officio* directors of the company, as contemplated in section 66 (4), to be designated in the manner specified in Part A of Schedule 2.

(3) In addition to satisfying the qualification and eligibility requirements set out in section 69, to become or remain a director of the Company, a person–

_____ need not satisfy any further eligibility requirements or qualifications.

_____ must satisfy the additional eligibility requirements and qualifications set out in Part B of Schedule 2.

2.2 Authority of the Board of Directors

The authority of the Company's Board of Directors to manage and direct the business and affairs of the Company, as set out in section 66 (1) –

_____ is not limited or restricted by this Memorandum of Incorporation.

_____ is limited or restricted to the extent set out in Part C of Schedule 2.

2.2 Board of Directors meetings

(1) The authority of the Company's Board of Directors to consider a matter other than at a meeting, as set out in section 74–

_____ is not limited or restricted by this Memorandum of Incorporation.

_____ is limited or restricted to the extent set out in Part D of Schedule 2.

(2) The right of the Company's Directors to requisition a meeting of the Board, as set out in section 73 (1), may be exercised by –

_____ at least 25% of the directors, if the board has 12 or more members, or by 2 (two) directors, in any other case, as provided in that section.

_____ at least _____% of the directors, or by at least _____ directors, despite the provisions of that section.

(3) The authority of the Company's Board of Directors to conduct a meeting entirely by electronic communication, or to provide for participation in a meeting by electronic communication, as set out in section 73 (3) –

_____ is not limited or restricted by this Memorandum of Incorporation.

_____ is limited or restricted to the extent set out in Part E of Schedule 2.

- (4) The authority of the Company's Board of Directors to determine the manner and form of providing notice of its meetings, as set out in section 73 (4) -

_____ is not limited or restricted by this Memorandum of Incorporation.

_____ is limited or restricted to the extent set out in Part E of Schedule 2.

- (5) The authority of the Company's Board of Directors to proceed with a meeting despite a failure or defect in giving notice of the meeting, as set out in section 73 (5) –

_____ is not limited or restricted by this Memorandum of Incorporation.

_____ is limited or restricted to the extent set out in Part E of Schedule 2.

- (6) The quorum requirement for a directors' meeting to begin, the voting rights at such a meeting, and the requirements for approval of a resolution at such a meeting, are –

_____ as set out in section 73 (5).

_____ as set out in section 73 [950] (5), subject to the variations set out in Part E of Schedule 2.

2.3 Indemnification of Directors

- (1) The authority of the Company's Board of Directors to advance expenses to a director, or indemnify a director, in respect of the defense of legal proceedings, as set out in section 78 (3)–

_____ is not limited or restricted by this Memorandum of Incorporation.

_____ is limited, restricted or extended to the extent set out in Part F of Schedule 2.

- (2) The authority of the Company's Board of Directors to indemnify a director in respect of liability, as set out in section 78 (5) –

_____ is not limited or restricted by this Memorandum of Incorporation.

_____ is limited, restricted or extended to the extent set out in Part F of Schedule 2.

- (3) The authority of the Company's Board of Directors to purchase insurance to protect the Company, or a director, as set out in section 78 (6) –

_____ is not limited or restricted by this Memorandum of Incorporation.

_____ is limited, restricted or extended to the extent set out in Part F of Schedule 2.

2.4 Officers and Committees

- (1) The Board of Directors may appoint any officers it considers necessary to better achieve the objects of the Company.

- (2) The authority of the Company's Board of Directors to appoint committees of directors, and to delegate to any such committee any of the authority of the Board as set out in section 72 (1), or to include in any such committee persons who are not directors, as set out in section [73] 72 (2)(a)–

_____ is not limited or restricted by this Memorandum of Incorporation.

_____ is limited, restricted or extended to the extent set out in Part G of Schedule 2.

- (3) The authority of a committee appointed by the Company's Board, as set out in section 72 (2)(b) and (c) –

_____ is not limited or restricted by this Memorandum of Incorporation.

_____ is limited, restricted or extended to the extent set out in Part G of Schedule 2.

Article 3 - General Provisions

Insert any further provisions desired in this or additional Articles.

Schedule 1 - Incorporation and nature of the Company**Part A**

Insert any provisions limiting the purposes or powers of the Company, as contemplated in section 19 (1)(b) of the Act.

Part B

Insert any 'Ring fencing' provisions as contemplated in section 15 (2) of the Act.

Part C

Insert—

- (a) *any provisions relating to the amendment of the Memorandum of Incorporation, as contemplated in section 16 [(1 (c)) (2) of the Act; **[and]***
- (b) *any provisions relating to the Board's authority to make rules for the Company, as contemplated in section 15 (3) to (5) of the Act; and*
- (c) *any provisions relating to the publication of the notice of alteration as contemplated in section 17 (1) of the Act.*

Part D

Insert provisions establishing, or providing for the establishment of, a scheme of distribution of the net assets of the Company upon its dissolution, as required by Item 1 (4) of Schedule 2 of the Companies Act, 2008.

Schedule 2 - Directors of the Company**Part A**

*Insert any provisions establishing **[the rights of any person to appoint a director, or establishing]** the right of any person to be an ex officio director of the Company.*

Part B

Insert any provision imposing additional eligibility or qualification requirements for directors and prescribed officers of the Company.

Part C

Insert any provision limiting or restricting the authority of the Board to manage and direct the business and affairs of the Company, as contemplated in section 66 (1) of the Act.

Part D

Insert any provision limiting or restricting the authority of the Board to consider a matter other than at a meeting, as contemplated in section 74 of the Act.

Part E

Insert any provision limiting, restricting or varying the authority of the Board with respect to the conduct of its meetings, as contemplated in section 73 of the Act.

Part F

Insert any provision limiting, restricting or extending the authority of the Company to advance expenses to a director, indemnify a director, or purchase insurance to protect the Company or a director, as contemplated in section 78 of the Act.

Part G

Insert any provision limiting, restricting or varying the authority of the Board with respect to the establishment of committees, or limiting or restricting the authority of a committee, as contemplated in section 72 of the Act.

**Companies and Intellectual Property Commission
Republic of South Africa**

**Form CoR 15.1E
Long Standard Form Non
Profit Companies with
members**

- This form is issued in terms of section 13 of the Companies Act, 2008, and Regulation 15 of the Companies Regulations, 2011.
- This form may be used only to incorporate a Non Profit company with members.

A Non Profit company may be incorporated by three or more persons.

- The Incorporators must complete this form by—
 - (a) filling in the Name of the Company, unless it is to be completed by the Commission in terms of Regulation 14 (1) (b) [(i) or (iii)];
 - (b) inserting a statement of the objects of the company in the space provided **[inserting the number of directors and alternate directors in the spaces provided]**;
 - (c) inserting the number of directors and alternate directors in the spaces provided; and
 - (d) each signing and dating the form on a line of the Table.
- There are 9 pages in this form. If filing by paper, all 9 pages must be filed. Use additional sheets if required to provide information.
- This Form must be filed with Form CoR 14.1, Notice of Incorporation, and required annexures and fees.

**Contacting the
Commission**

The Companies and Intellectual Property Commission of South Africa

Postal Address

PO Box 429
Pretoria
0001
Republic of South Africa
Tel: 086 100 2472

www.cipc.co.za

**Memorandum of Incorporation
of**

(Insert Name of Company) _____

which is referred to in the rest of this Memorandum of Incorporation as "the Company".

The Company is a Non Profit company with members, with the following objects:

| |
|--|
| |
|--|

Adoption of Memorandum of Incorporation

This Memorandum of Incorporation was adopted by the incorporators of the Company, in accordance with section 13 (1), as evidenced by the following signatures made by each of them, or on their behalf *(only required in the case of new company registrations)*:

| Name of incorporator | Identity or Registration # | Signature | Date |
|----------------------|----------------------------|-----------|------|
| | | | |
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In this Memorandum of Incorporation—

- (a) a reference to a section by number refers to the corresponding section of the Companies Act, 2008;
- (b) words that are defined in the Companies Act, 2008 bear the same meaning in this Memorandum as in that Act; and
- (c) words appearing to the right of an optional check line are void unless that line contains a mark to indicate that it has been chosen as the applicable option.

The Schedules attached to this Memorandum are part of the Memorandum of Incorporation

Article 1 - Incorporation and Nature of the Company

1.1 Incorporation

- (1) The Company is incorporated as a Non Profit company, as defined in the Companies Act, 2008.
- (2) The Company is incorporated in accordance with, and governed by—
 - (a) the unalterable provisions of the Companies Act, 2008 that are applicable to Non Profit companies;
 - (b) the alterable provisions of the Companies Act, 2008 that are applicable to Non Profit companies, subject to any limitation, extension, variation or substitution set out in this Memorandum; and
 - (c) the provisions of this Memorandum of Incorporation.

1.2 Objects and Powers of the Company

- (1) The Objects of the Company are as set out on the cover sheet and, except to the extent necessarily implied by the stated objects, the purposes and powers of the Company—
 - _____ are not subject to any restriction, limitation or qualification, as contemplated in section 19 (1)(b)(ii).
 - _____ are subject to any restriction, limitation or qualification, contemplated in section 19 (1)(b)(ii), as set out in Part A of Schedule 1.
- (2) The Company—
 - _____ is not subject to any provision contemplated in section 15 (2)(b) or (c).
 - _____ is subject to the provision contemplated in section 15 (2)(b) or (c), as set out in Part B of Schedule 1.
- (3) Upon dissolution of the Company, its net assets must be distributed in the manner determined in accordance with—
 - (a) Item 1(4)(b) of Schedule [2] 1 of the Companies Act, 2008; and
 - (b) the provisions, if any, set out in Part C of Schedule 1 of this Memorandum.

1.3 Memorandum of Incorporation and Company rules

- (1) This Memorandum of Incorporation of the Company—
 - _____ may be altered or amended only in the manner set out in section 16, 17 or 152 (6) (b).
 - _____ may be altered or amended in the manner set out in section 16, 17 or 152 (6) (b), subject to the provisions contemplated in section 16 [(1)(c)], (2) and set out in Part D of Schedule 1.
- (2) The authority of the Company's Board of Directors to make rules for the Company, as contemplated in section 15 (3) to (5) -
 - _____ is not limited or restricted in any manner by this Memorandum of Incorporation.
 - _____ is limited or restricted to the extent set out in Part D of Schedule 1.
- (3) The Board must publish any rules made in terms of section 15 (3) to (5) –
 - _____ by delivering a copy of those rules to each director and member by ordinary mail.
 - _____ in accordance with the requirements set out in Part D of Schedule 1.
- (4) The Company must publish a notice of any alteration of the Memorandum of Incorporation or the Rules, made in terms of section 17 (1) –
 - _____ by delivering a copy of those rules to each director and member by ordinary mail.
 - _____ in accordance with the requirements set out in Part D of Schedule 1.

1.4 Optional provisions of Companies Act, 2008 do not apply

The Company—

___ does not elect, in terms of section 34 (2), to comply voluntarily with the provisions of Chapter 3 of the Companies Act, 2008.

___ elects, in terms of section 34 (2), to comply voluntarily with the provisions of Chapter 3 of the Companies Act, 2008.

1.5 Members of the Company

(1) As contemplated in Item 4 (1) of Schedule [2] 1 of the Act, the Company has members, who –

___ are all in a single class, being voting members, each of whom has an equal vote in any matter to be decided by the members of the Company.

___ are in either of two classes, being voting and non-voting members, respectively.

(2) The terms and conditions of membership in the company are as set out in Part E of Schedule 1 to this Memorandum.

Article 2 - Rights of Members**2.1 Members' authority to act**

If, at anytime, every member of the Company is also a director of the Company, as contemplated in section 57 (4), the authority of the members to act without notice or compliance with any other internal formalities, as set out in that section –

___ is not limited or restricted by this Memorandum of Incorporation.

___ is limited or restricted to the extent set out in Part A of Schedule 2.

2.2 Members' right to Information

In addition to the rights to access information set out in section 26 (1), a member of the Company has the further rights to information, if any, set out in Part B of Schedule 2 of this Memorandum of Incorporation.

2.3 Representation by concurrent proxies

The right of a member of the Company to appoint persons concurrently as proxies, as set out in section 58 (3)(a) –

___ is not limited, restricted or varied by this Memorandum of Incorporation.

___ is limited, restricted or varied to the extent set out in Part C of Schedule 2.

2.4 Authority of proxy to delegate

The authority of a member's proxy to delegate the proxy's powers to another person, as set out in section 58 (3)(b)—

___ is not limited or restricted by this Memorandum of Incorporation.

___ is limited or restricted to the extent set out in Part C of Schedule 2.

2.5 Requirement to deliver proxy instrument to the Company

The requirement that a member must deliver to the Company a copy of the instrument appointing a proxy before that proxy may exercise the member's rights at a members meeting, as set out in section 58 (3)(c) –

___ is not varied by this Memorandum of Incorporation.

___ is varied to the extent set out in Part C of Schedule 2.

2.6 Deliberative authority of proxy

The authority of a member's proxy to decide without direction from the member whether to exercise, or abstain from exercising any voting right of the member, as set out in section 58 (7)—

_____ is not limited or restricted by this Memorandum of Incorporation.
_____ is limited or restricted to the extent set out in Part C of Schedule 2.

2.7 Record date for exercise of member rights

If, at any time, the Company's Board of Directors fails to determine a record date, as contemplated in section 59, the record date for the relevant matter is—

_____ as determined in accordance with section 59 (3).
_____ as determined in the manner set out in Part D of Schedule 2.

Article 3 - Members Meetings

3.1 Requirement to hold meetings

The Company -

_____ is not required to hold any members meetings other than those specifically required by the Companies Act, 2008.
_____ is required to hold members meetings, in addition to those specifically required by the Companies Act, 2008, as set out in Part A of Schedule 3.

3.2 Members' right to requisition a meeting

The right of members to requisition a meeting, as set out in section 61 (3), may be exercised -

_____ by at least **[25%]** 10% of the voting members, as provided for in that section.
_____ by at least _____% of the voting members . *[In the case of a percentage lower than 10].*

3.3 Location of members meetings

The authority of the Company's Board of Directors to determine the location of any members meeting, and the authority of the Company to hold any such meeting in the Republic or in any foreign country, as set out in section 61 (9) -

_____ is not limited or restricted by this Memorandum of Incorporation.
_____ is limited or restricted to the extent set out in Part B of Schedule 3.

3.4 Notice of members meetings

The minimum number of days for the Company to deliver a notice of a members meeting to the members, as required by section 62 -

_____ is as provided for in section 62 (1).
_____ is _____ business days before the meeting is to begin.

3.5 Electronic participation in members meetings

The authority of the Company to conduct a meeting entirely by electronic communication, or to provide for participation in a meeting by electronic communication, as set out in section 63 -

_____ is not limited or restricted by this Memorandum of Incorporation.

_____ is prohibited, limited or restricted to the extent set out in Part C of Schedule 3.

3.6 Quorum for members meetings

(1) The quorum requirement for a members meeting to begin, or for a matter to be considered are -

_____ as set out in section 64 (1) without variation.

_____ as set out in section 64 (1) subject to a minimum of _____% in substitution for the 25% required by that section.

(2) The time periods allowed in section 64 (4) and (5) -

_____ apply to the Company without variation

_____ apply to the Company, subject to the variations set out in Part D of Schedule 3.

(3) The authority of a meeting to continue to consider a matter, as set out in section 64 (9) -

_____ is not limited or restricted by this Memorandum of Incorporation.

_____ is limited or restricted to the extent set out in Part D of Schedule 3.

3.7 Adjournment of members meetings

The maximum period allowable for an adjournment of a members meeting is -

_____ as set out in section 64 [(13)] (12), without variation.

_____ as set out in section 64 [(13)] (12), subject to the variations set out in Part E of Schedule 3.

3.8 Members resolutions

(1) For an ordinary resolution to be adopted at a members meeting, it must be supported by [at least] -

_____ more than 50% of the members who voted on the resolution, as provided in section 65 (7).

_____ at least _____ % of the members who voted on the resolution, despite section 65 (7).

_____ at least the minimum percentage of members voting on the resolution, as set out in Part F of Schedule 3.

(2) For a special resolution to be adopted at a members meeting, it must be supported by at least -

_____ 75 % of the members who voted on the resolution, as provided in section 65 (7).

_____ _____ % of the members who voted on the resolution, despite section 65 (7).

_____ the minimum percentage of the members who voted on the resolution, as set out in Part F of Schedule 3.

(3) A special resolution adopted at a members meeting is -

_____ not required for a matter to be determined by the Company, except those matters set out in section 65 (11).

_____ required, in addition to the matters set out in section 65(11), for the matters set out in Part F of Schedule 3.

Article 4 – Directors and Officers

[2.1] 4.1 Composition of the Board of Directors

- (1) The Board of Directors of the Company comprises of at least _____ directors, and _____ alternate directors each of whom **[is to be elected]** -
- (a) is to be **[appointed]** elected in the manner set out in Part A of Schedule 4; and
- (b) serves for a term of _____ years.
- (2) In addition to the **[appointed]** elected directors—
- _____ there are no appointed or *ex officio* directors of the company, as contemplated in section 66 (4).
- _____ there are _____ appointed, and _____ *ex officio*, directors of the company, as contemplated in section 66 (4), to be designated in the manner specified in Part B of Schedule 4.
- (3) In addition to satisfying the qualification and eligibility requirements set out in section 69, to become or remain a director of the Company, a person -
- _____ need not satisfy any further eligibility requirements or qualifications.
- _____ must satisfy the additional eligibility requirements and qualifications set out in Part **[B]** C of Schedule **[2]** 4.
- (4) Each appointed director of the Company serves for an indefinite term, until substituted by the person or entity that made the appointment.

[2.2] 4.2 Authority of the Board of Directors

The authority of the Company's Board of Directors to manage and direct the business and affairs of the Company, as set out in section 66 (1) –

- _____ is not limited or restricted by this Memorandum of Incorporation.
- _____ is limited or restricted to the extent set out in Part **[C]** D of Schedule **[2]** 4.

[2.2] 4.3 Board of Directors meetings

- (1) The authority of the Company's Board of Directors to consider a matter other than at a meeting, as set out in section 74 -
- _____ is not limited or restricted by this Memorandum of Incorporation.
- _____ is limited or restricted to the extent set out in Part E of Schedule 4.
- (2) The right of the Company's Directors to requisition a meeting of the Board, as set out in section 73 (1), may be exercised by -
- _____ at least 25% of the directors, if the board has 12 or more members, or by 2 (two) directors, in any other case, as provided in that section.
- _____ at least _____% of the directors or by at least _____ directors, despite the provisions of that section.
- (3) The authority of the Company's Board of Directors to conduct a meeting entirely by electronic communication, or to provide for participation in a meeting by electronic communication, as set out in section 73 (3); -
- _____ is not limited or restricted by this Memorandum of Incorporation.
- _____ is limited or restricted to the extent set out in Part F of Schedule 4.
- (4) The authority of the Company's Board of Directors to determine the manner and form of providing notice of its meetings, as set out in section 73 (4)—
- _____ is not limited or restricted by this Memorandum of Incorporation.
- _____ is limited or restricted to the extent set out in Part F of Schedule 4.
- (5) The authority of the Company's Board of Directors to proceed with a meeting despite a failure or defect in giving notice of the meeting, as set out in section 73 (5) –
- _____ is not limited or restricted by this Memorandum of Incorporation.
- _____ is limited or restricted to the extent set out in Part F of Schedule 4.

- (6) The quorum requirement for a directors meeting to begin, the voting rights at such a meeting, and the requirements for approval of a resolution at such a meeting, are—
- _____ as set out in section 73 (5).
- _____ as set out in section 73 (5), subject to the variations set out in Part F of Schedule 4.

[2.3] 4.4 Indemnification of Directors

- (1) The authority of the Company's Board of Directors to advance expenses to a director, or indemnify a director, in respect of the defense of legal proceedings, as set out in section 78 (3) –
- _____ is not limited or restricted by this Memorandum of Incorporation.
- _____ is limited, restricted or extended to the extent set out in Part G of Schedule 4.
- (2) The authority of the Company's Board of Directors to indemnify a director in respect of liability, as set out in section 78 (5) -
- _____ is not limited or restricted by this Memorandum of Incorporation.
- _____ is limited, restricted or extended to the extent set out in Part G of Schedule 4.
- (3) The authority of the Company's Board of Directors to purchase insurance to protect the Company, or a director, as set out in section 78 (6) -
- _____ is not limited or restricted by this Memorandum of Incorporation.
- _____ is limited, restricted or extended to the extent set out in Part G of Schedule 4.

[2.4] 4.5 Officers and Committees

- (1) The Board of Directors may appoint any officers it considers necessary to better achieve the objects of the Company.
- (2) The authority of the Company's Board of Directors to appoint committees of directors, and to delegate to any such committee any of the authority of the Board as set out in section 72 (1), or to include in any such committee persons who are not directors, as set out in section ~~73~~ 72 (2)(a) -
- _____ is not limited or restricted by this Memorandum of Incorporation.
- _____ is limited, restricted or extended to the extent set out in Part H of Schedule 4.
- (3) The authority of a committee appointed by the Company's Board, as set out in section 72 (2)(b) and (c)—
- _____ is not limited or restricted by this Memorandum of Incorporation.
- _____ is limited, restricted or extended to the extent set out in Part H of Schedule 4.

Article [3] 5 - General Provisions

Insert any further provisions desired in this or additional Articles.

Schedule 1 - Incorporation and nature of the Company

Part A

Insert any provisions limiting the purposes or powers of the Company, as contemplated in section 19 (1)(b) of the Act.

Part B

Insert any 'Ring fencing' provisions as contemplated in section 15 (2) of the Act.

Part C

Insert provisions establishing, or providing for the establishment of a scheme of distribution of the net assets of the Company upon its dissolution, as required by Item 1 (4) of Schedule 2 of the Companies Act, 2008.

Part D

Insert—

- (a) *any provisions relating to the amendment of the Memorandum of Incorporation, as contemplated in section 16 [(1) (c)] (2) of the Act; [and]*
- (b) *any provisions relating to the Board's authority to make rules for the Company, as contemplated in section 15 (3) to (5) of the Act; and*
- (c) *any provisions relating to the publication of the notice of alteration as contemplated in section 17 (1) of the Act.*

Part E

Insert provisions setting out the terms and conditions of membership.

Schedule 2 - Rights of Members**Part A**

Insert any provisions limiting or restricting the right of members to act without meeting formal requirements, as contemplated in section 57 (4) of the Act.

Part B

Insert any provisions creating additional information rights of members, as contemplated in section 26.

Part C

Insert any provisions relating to the powers of members to appoint proxies, the appointment of proxies, and the powers of any such proxy, as contemplated in section 58 of the Act.

Part D

Insert any provisions respecting the fixing of a record date, as contemplated in section 59 of the Act.

Schedule 3 - Members Meetings**Part A**

Insert any provisions imposing a requirement to hold a members meeting.

Part B

Insert any provision limiting or restricting the authority of the Board to determine the location of members meetings, or the authority of the Company to meet outside the Republic.

Part C

Insert any provision prohibiting, limiting or restricting the authority of the Board with respect to the use of electronic communication for members meetings, as contemplated in section 63 of the Act.

Part D

Insert any provision respecting the quorum requirements for members meetings, or varying the provisions of section 64 of the Act.

Part E

Insert any provision varying section 64 (13) of the Act with respect to the maximum period for adjournment of a members meeting.

Part F

Insert—

- (a) any provision establishing different requirements for adoption of an ordinary resolution for different matters;*
- (b) any provision establishing different requirements for adoption of a special resolution for different matters; or*
- (c) Any provision imposing the requirement of a special resolution to approve any matter, as contemplated in section 65 (11) of the Act.*

Schedule 4 - Directors of the Company**Part A**

Insert provisions setting out the process for the election of Directors by the voting members.

Part B

Insert any provisions establishing the rights of any person to appoint a director, or establishing the right of any person to be an ex officio director of the Company or providing for the appointment or election of alternate directors.

Part C

Insert any provision imposing additional eligibility or qualification requirements for directors and prescribed officers of the Company.

Part D

Insert any provision limiting or restricting the authority of the Board to manage and direct the business and affairs of the Company, as contemplated in section 66 (1) of the Act.

Part E

Insert any provision limiting or restricting the authority of the Board to consider a matter other than at a meeting, as contemplated in section 74 of the Act.

Part F

Insert any provision limiting, restricting or varying the authority of the Board with respect to the conduct of its meetings, as contemplated in section 73 of the Act.

Part G

Insert any provision limiting, restricting or extending the authority of the Company to advance expenses to a director, indemnify a director, or purchase insurance to protect the Company or a director, as contemplated in section 78 of the Act.

Part H

Insert any provision limiting or restricting the authority of the Board with respect to the establishment of committees, as contemplated in section 72 of the Act.

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