

THE COMPANIES ACT, NO 71 OF 2008

(AS AMENDED)

MEMORANDUM OF INCORPORATION

OF

**CURAMUS ASSOCIATION FOR SECURITY PEOPLE WITH
DISABILITIES NPC**

A NON-PROFIT COMPANY WITH MEMBERS

REGISTRATION NUMBER: 1999/016626/08

REGISTRATION DATE : 02/08/1999

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

To carry on business as an Association, which includes:

The rendering of support and services to security services people as defined in Clause 3.

2. ADOPTION OF MEMORANDUM OF INCORPORATION

This Memorandum of Incorporation was adopted by the incorporators of the Company, in accordance with section 13(1).

In this Memorandum of Incorporation –

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

3. DEFINITIONS OF TERMS

South African Security Services. ‘South African Security Services’ means the South African National Defence Force (SANDF), and those organisations and institutions that, are allied to, or integrated with, or performs defence functions in conjunction with, the SANDF. (These include; SAPS, DCS, Armscor and all its affiliates, SITA, National Intelligence, etc.).

3.1 Disability

- a) Physical disability. Physical disability of twenty percent (20%) or more, apart from visible injuries, also includes the impairment of any bodily or sensory function, which impedes the person’s functioning. It includes diseases contracted as a result of service, such as parasitic or contagious diseases, or contracted as a result of toxic conditions.
- b) Mental disability. Mental disability of twenty percent (20%) or more is a permanent condition setting in after physical/psychological/psychiatric/post-traumatic stress impediment, preventing the individual from return to or maintaining his/her pre-morbid psychological level of functioning. This can happen gradually or immediately (after trauma) and it affects his/her work as well as his/her inter-personal functioning with the resultant social consequences.
- c) Social disability. Social disability of twenty percent (20%) or more is associated with a physical and/or psychological disability as caused by

traumatic occurrences, medical conditions, accidents, or a condition of advanced age, which then causes the specific person to experience an inability to cope with normal duties in interaction with the environment. There are indications of a decrease in the person's ability to work and to function in working and/or social relationships which necessitates help or support in trying to improve that person's quality of life.

- d) Twenty percent (20%) or more. Twenty percent (20%) or more means the degree of disability, which is determined by:
- i. The Constitution of the Republic of South Africa, Act 107 of 1996.
 - ii. The Compensation for Occupational Injuries and Related Diseases Act (Act No 134 of 1993), or
 - iii. The Military Pensions Act, No 84 of 1976, as amended.
 - iv. The Special pensions Act, No 69 of 1996.
 - v. A formal and valid medical report by a qualified medical person.
 - vi. In the case of a social disability, the degree will be determined in consultation with a multi-professional team, as appointed by the Board of Directors.

3.2 Dependant

"Dependant" means spouse and dependent children of serving members or former members, insofar as they qualify in accordance with the relevant personnel codes or general regulations of the SANDF, SAPS and the DCS, as amended time to time.

4. JURISTIC PERSONALITY

4.1 The company is incorporated as a Non Profit company, as defined in the Companies Act, 2008.

4.2 The company is incorporated in accordance with and governed by –

- 4.2.1 the unalterable provisions of the Act, that are applicable to Non Profit Companies;
- 4.2.2 the alterable provisions of the Act that are applicable to Non Profit companies, subject to any limitation, extension variation or substitution set out in the Memorandum;
- 4.2.3 the provision of this Memorandum of Incorporation.

5. LIMITATION OF LIABILITY

No person shall solely by reason of being an incorporator, member or director of the Company, be liable for any liabilities or obligations of the Company. Each member undertakes to contribute to the assets of the Company in the event of its being wound-up while he is a member or within one year thereafter, for the purpose of payment of the debts and liabilities of the company an amount not exceeding R1,00 (ONE RAND).

6. POWERS OF THE COMPANY

- 6.1 The Company has all of the legal powers and capacity contemplated in the Act, and no provision contained in this Memorandum of Incorporation should be interpreted as limiting or restricting those powers in any way whatsoever.
- 6.2 The legal powers and capacity of the Company are not subject to any restrictions, limitation or qualifications, as contemplated in section 19(1)(b)(ii).
- 6.3 The company is not subject to any provisions contemplated in Section 15(2)(b) or (c).
- 6.4 Upon winding up, deregistration or dissolution, the assets of the Company remaining after satisfaction of all its liabilities shall be transferred to some other association or institution having similar objects, or failing such determination, by the Court.

7. COMPANY RULES

- 7.1 Subject to any restriction imposed or direction given at an Annual general meeting of the Company, the directors may from time to time make rules at set out in Art 15(3) to (5).
- 7.2 The Company may in general meeting vary or modify any rules made by it or by the directors from time to time
- 7.3 The Board must publish any rules made in terms of Section 15(3) to (5) by delivering a copy of those rules to each member electronically or by ordinary mail.

8. OPTIONAL PROVISIONS

- 8.1 The Company elects, in terms of Section 34(2), to comply voluntarily with the provisions of Chapter 3 of the Companies Act, 2008.
- 8.2 The appointment, powers, rights, remuneration and duties of the Auditors shall be regulated by the provisions of Section 90 of the Companies Act, 2008.
- 8.3 The accounts of the Association, at national level, must be audited annually and the audited financial statements must be submitted to the Registrar of Companies, the Director Fundraising and the Receiver of Revenue, for approval.

9. MEMBERS OF THE COMPANY

- 9.1 As contemplated in Item 4(1) of Schedule 2 of the Act, the Company has members, who are in either of two classes, being voting and non-voting members, respectively.
- 9.3 All persons with disabilities, as defined in Article 4 above, may apply in writing for membership at the National Office. The applicable entrance fee

and relevant supporting documents, as described in the Application for Membership form must accompany such application.

9.4 Membership will be in accordance with the rules and regulations of the Company Rules.

9.5 Membership becomes effective only after written confirmation of approval of application. Aid will be considered only after at least three (3) months membership.

a) Membership where applicable will be from the date of acceptance as determined from time to time.

b) Special/Honorary membership may be awarded to disabled or non-disabled persons at the discretion of the Board of Directors.

9.6 Membership is free of charge or as determined from time to time by the Board of Directors.

9.7 VOTING MEMBERS

9.6.1 Category A Members: (Uniformed Members)

a) All persons, provided they are serving or former uniformed members of the South African Security Forces and Non Statutory Forces, who have contracted a condition of permanent disability – physical, psychological or social and, qualify to apply to become members of the Association, provided they adhere to the objects of the Association.

b) Rights. Category A members have the following rights and privileges:

i. The right to vote at all General Meetings.

ii. The right to participate in all the actions and debates at all General Meetings.

iii. Participation in the general activities of the Association and the right to be considered for the enjoyment of the benefits of the Association, as set out in the By-laws.

9.7.1 Category B: (Public Service Act Personnel/Civilian Members)

a) All persons, provided they are serving Public Service Act Personnel (PSAP) civilian members of the South African Security Forces, who have contracted a condition of permanent disability - physical, psychological or social, or other civilians who, as a result of their involvement with the Security Forces, are in need of care and, in accordance with Article 3, 4 and 5, qualify to apply to become a member of the Association, provided they adhere to the objects of the Association.

b) Rights. Category B members have the following rights and privileges:

i. The right to vote at all General Meetings.

ii. The right to participate in all the actions and debates at all General Meetings.

iii. Participation in the general activities of the Association and the right to be considered for the enjoyment of certain benefits of the Association as set out in the By-laws.

- c) Category B members will automatically cease to be members of the company upon resigning as a PSAP in the Department of Defence or on retirement.

9.8 NON-VOTING MEMBERS

9.7.1 Category C: (Dependants)

- a) All dependants, provided they are dependants of serving uniformed or civilian member of the South African Security Forces, who have contracted a condition of permanent disability – physical, psychological or social, or are in need of care, qualify to apply to become members of the Association.
- b) All dependants, provided they are dependants of Category A or Category B who have contracted a condition of permanent disability – physical, psychological or social, or are in need of care, qualify to apply to become members of the Association.
- c) Rights. Dependants can participate in the general activities of the Association and have the right to be considered for the enjoyment of specified benefits of the Association, as set out in the By-laws. They do not have voting rights.

9.7.2 Category D: (Honorary Members)

- a) Companies, institutions and individuals contributing towards the promotion and well-being of the Association, as decided upon by the Board of Directors.
- b) Rights. Honorary members have no voting rights, but may attend all meetings and functions.

9.9 Notwithstanding the provisions of the above, problematic or doubtful cases, which may arise from time to time, will be considered on an individual or merit basis by the Board of Directors.

9.10 Life members, who became life members before the adoption of this Memorandum of Incorporation, retain such full life membership together with the rights and privileges pertaining thereto.

10 MEMBERS AUTHORITY TO ACT

If, at any time, every member of the Company is also a director 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.

11 MEMBERS' RIGHT TO INFORMATION AND ELECTION OF DIRECTORS

Subject to the rights of membership prescribed by the Act, membership shall confer upon each member the right to:

- 11.1 nominate and elect the directors of the Company;
- 11.2 receive copies of the annual financial statements of the Company;
- 11.3 receive notice of, attend, speak and vote at a general meeting of the Company.

12 PROXIES AND REPRESENTATIVES

12.1 The instrument appointing a proxy must be in writing under the hand of the appointee or of his/her agent duly authorised in writing. A proxy must be a member of the Association. No member will carry more than three (3) proxies. The holder of a general or special power of attorney, whether he/she is himself/herself a member or not, given by a registered member is entitled to attend meetings and to vote, if duly authorised under that power to attend and take part in the meetings.

12.2 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy must be deposited at the registered office of the Association not less than forty eight hours before the time of holding the meetings at which the person named in the instrument proposes to vote, and in default of complying herewith the instrument of proxy shall not be treated as valid. An instrument appointing a proxy shall be valid only for the period of that specific meeting and no proxy shall be used at an adjourned meeting which could not have been used at the original meeting.

12.3 The instrument appointing a proxy must be in the following form, or as near thereto as circumstances permit:

I, _____ of _____

being a member of _____
hereby appoint

_____ of _____
or failing him/her

_____ of _____
or failing him/her

_____ of _____
as my proxy

to vote for me and on my behalf at the Annual General Meeting (as the case may be) of the Association on the _____ day of _____ and at any adjournment.

	In favour of	Against	Abstain
Resolution to			
Resolution to			

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

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

Signed this _____ day of _____
Signature

(Note: A member entitled to attend and vote is entitled to appoint a proxy to attend, speak and, on a poll, vote in his/her stead. Such proxy need to be a member of the Association).

13 RECORD DATE FOR EXERCISE OF MEMBERS 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).

14 MEMBERS ACTING OTHER THAN AT A MEETING

Subject to the provisions of the Act, a resolution in writing signed by the majority of the member entitled to receive notice and to attend and vote at the meeting shall be as valid and effective as if it had been passed at a meeting duly called and constituted. A resolution in terms of this Article may consist of several documents of the same form, each of which is signed by one or more members in terms of this Article and shall be deemed to have been passed on the date of signature thereof by the last member entitled to sign same.

15 TERMINATION OF MEMBERSHIP

15.1 The following applies in respect of termination of membership:

- a) By a Member. Any member wishing to withdraw their membership may do so by giving written notice of such withdrawal. Members who have withdrawn or ceased to be members can be reinstated provided all their obligations to the Association have been met. Category B members will automatically cease to be members of the company upon resigning as a PSAP in the Department of Defence or on retirement.
- b) By the Board of Directors
 - i. The Board of Directors may terminate by written notice the membership of any member who in the discretion of the Board:
 - Performs any act or deed which causes harm or damage to the Association or its image.
 - Be guilty of any improper conduct and specifically be guilty of conduct.
 - Be guilty of behaving in a manner unbecoming a member of the Association or prejudicial to the interests and reputation of the

Association, whether within the premises of the Association of outside them.

- Has become involved in criminal activities.
 - By virtue of the provisions of the Act, becomes prohibited from being a member.
- ii. No member who has been expelled may be readmitted without prior approval of the members in a General Meeting.

16 REQUIREMENT TO HOLD MEETINGS

16.1 **Board Meetings.** The Board must meet at least once (1) per year.

16.2 **Special Board Meetings.** Special meetings of the Board may be held at the request of at least fifty percent (50%) of the members of the Board provided such request is in writing, by each of the said fifty percent (50%) of the members of the Board.

16.3 **Special General Meetings.** Subject to subsection (5) and (6), the board of a company, or any other person specified in the company's Memorandum of Incorporation or rules, must call a voting members' meeting if one or more written and signed demands for such a meeting are delivered to the company, and –

- i. each such demand describes the specific purpose for which the meeting is proposed; and
- ii. in aggregate, demands for sustainability the same purpose are made and signed by the voting members, as of the earliest time specified in any of those demands, of at least 10% of the voting rights entitled to be exercised in relation to the matter proposed to be considered at the meeting.

16.4 **Annual General Meetings.** The Annual General Meeting must be held once (1) per year, preferably before and on the latest September. Not more than fifteen (15) months may elapse between the date of one Annual General Meeting and the next. The Annual General Meeting must be held within six (6) months of the end of the financial year of the Association.

16.5 Other General Meetings of the Association may be held at any time.

16.6 Annual General Meetings and other General Meetings must be held at such time and place as indicated by the directors, or at such time and place as determined if the meetings are convened in terms of Sections 60, 61 and 62 of the Act.

16.7 Decisions taken during any constituted meeting of the Association, will be by a majority of votes of members either present, or represented by proxy, unless specifically otherwise provided for in the Memorandum of Incorporation or the Act, and are binding on all members.

16.8 A committee may convene, or adjourn, as it thinks fit.

16.9 Matters arising at any meeting shall be determined by a majority of votes of the members either present, or represented by proxy, and in the event of an equality of votes, the chairperson has a second or casting vote.

17 PROCEDURES AT ANNUAL AND SPECIAL GENERAL MEETINGS

- 17.1 The Annual General Meeting (AGM) shall deal with and dispose of all matters prescribed by the Act, including the consideration of the annual financial statements, the election of directors and the appointment of an auditor, and may deal any other business laid before it. All business lay before any Special General Meeting (SGM), shall be considered special business.
- 17.2 No matters will be discussed at a General Meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- 17.3 If, within thirty (30) minutes after the time appointed for a meeting a quorum is not present, the meeting, if convened at the request of members, shall be dissolved. In any other case is shall stand adjourned to the same day of the next week, at the same time at the same place, or if any other place be more available, to such other place as the Chairperson may appoint. But should such day be a public holiday, then it shall be adjourned to the first business day following such public holiday, and if at such adjourned meeting a quorum is not present, those members who are present shall be a quorum and may transact the business for which the meeting was convened. Written notice of such adjournment is not required to be given to members.
- 17.4 The Chairperson of the Board will be the Chairperson at all General Meetings. If the Chairperson of the Board cannot be present, or if fifteen (15) minutes after the set time of the meeting he ash not yet arrived, the Vice-Chairperson shall chair the meeting. Should the Vice-Chairperson also be absent, the members must elect one of their numbers to chair the meeting. Notwithstanding anything herein contained to the contrary, only the person chairing the meeting is empowered to exercise a second or casting vote in the event of an equality of votes.
- 17.5 **Adjournments.** Subject to the provisions of Section 64 of the Act, the Chairperson may, with the consent of any meeting at which a quorum is present (and shall, if so directly by the meeting), adjourn the meeting from time to time and form place to place, but no other business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place. Where the meeting is adjourned for thirty (30) or more days, notice of the adjourned meeting must be given to members.
- 17.6 **Additional Matters.** Members wishing to place additional matters on the agenda of the AGM or SGM must give written notice in this regard to the CEO within eight (8) days after receipt of the notice of such meeting. Notice of such additional matters must be given to all members at least eight (u8) days before the date of the meeting. Should this time-scale not be adhered to, such additional matters will not be placed on the agenda.
- 17.7 **Voting.** At any general meeting a resolution put to the vote of the meeting shall be decided by a show of hands or a ballot paper. At a show of hands every ordinary member, either present or represented by proxy, shall have

one vote. In a poll every ordinary member, either present or represented by proxy, shall have one vote. All matters discussed at a meeting shall be decided by a majority of votes and in the event of an equality of votes, the Chairperson has a second or casting vote. In accordance with the provisions of Sections 75 and 76 of the Act, a director shall not vote in respect of any contract or proposed contract with the Association in which he/she is interested, or any matter arising there from, and if he/she does not vote, his/her vote shall not be counted.

18 QUORUM FOR MEMBERS MEETINGS

18.1 The quorum requirements for any members meeting to begin, or for a matter to be considered, shall be 5 (five) members present and entitled to vote, over and above the board of directors.

18.2 If within half an hour after the time appointed for the meeting a quorum is not present, the meeting shall be adjourned to 7 (seven) days later with member notification limited to telephonic notification to a minimum of 72 hours before the meeting.

18.3 The authority of a meeting to continue to consider a matter, as set out in section 64 (9) is restricted.

18.4 The Chairman of a meeting at which a quorum is present may (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting at which the adjournment took place. Subject to the Act, when a meeting is adjourned it shall not be necessary to give notice thereof.

19 MEMBERS RIGHT TO REQUIRE A MEETING

The right of members to require a meeting, as set out in Section 61(3) may be exercised by at least 5% of the voting members.

20 LOCATION OF MEMBERS MEETINGS

The authority of the Company's Board to determine the location of any members meeting as set out in section 61(9) is not limited or restricted by this Memorandum of Incorporation.

21 NOTICE OF MEMBERS MEETINGS

21.1 Subject always to the provisions of Section 62 of the Act, at least twenty one (21) clear days' notice in writing of every Annual General Meeting and of every General Meeting called for the purpose of passing a Special Resolution, and at least twenty one (21) clear days' notice in writing of every other General Meeting (exclusive in each instance both of the day on which it is given or deemed to be given and of the day of the meeting), specifying the place, the day and the time of meeting, and in the case of

special business, the general nature of that business shall be given in the manner hereinafter mentioned to such persons (including the Auditors) as are in terms of these Articles, or under the Act, entitled to receive such notices from the Association; but with the consent of a majority in number of the members having a right to attend and vote at the meeting who hold not less than ninety-five percent (95%) of the total voting rights of all the Members, a meeting may be convened on a shorter period of notice than is prescribed above and with the written consent of all the members of the Association on the prescribed form, special resolutions may be proposed and passed as special resolutions without notice having been given.

- 21.2 The accidental omission to give notice of a meeting to not more than one-tenth (1/10) of the members, or in cases where instruments of proxy are sent out with the notice, the accidental omission to send such instrument of proxy to not more than one-tenth (1/10) of the members, or the non-receipt or delay in receipt of notice of a meeting or such instrument of proxy by any person entitled to receive notice shall not invalidate the proceedings of the meeting.
- 21.3 A notice may be given by the Association to any member either by advertisement or personally, or by sending it by post in a prepaid letter addressed to such member at his/her registered address or (if he/she has no registered address in the Republic) to the address (if any) within the Republic supplied by him/her to the Association for giving of notices to him/her.
- 21.4 Notice of every General Meeting shall be given in any manner authorised to every member of the Association except, in the case of notices to be given personally or sent by post, those members (having no registered address within the Republic) who have not supplied to the Association an address within the Republic for the giving of notices to them, and also to the current Auditor of the Association.
- 21.5 No other person shall be entitled to receive notices of a General Meeting.
- 21.6 Any notice by post shall be deemed to have been served at the time the letter containing the notice was mailed and in providing the giving of the notice by post it shall be sufficient to prove that the letter containing the notice was properly addressed and posted.
- 21.7 The signature on a notice by the Association can be written or printed or partially written or partially printed.
- 21.8 If the Association has a seal, it may not be affixed to a document without the authorisation of a resolution of the directors and it must be affixed in the manner and in compliance with the precautionary measures which the directors will from time to time lay down.

22 MINUTES

- 22.1 A short summary of the discussions and decisions of each meeting must be taken down as minutes by the Secretary as circulated to members. At subsequent meetings these will be read and adopted.
- 22.2 An attendance register must be kept of all meetings.

22.3 In terms of Section 24 and 73 of the Act, directors must cause minutes to be kept of:

- All appointments of officers;
- Names of directors present at every meeting of the Association and the Board; and
- All proceedings at all meetings of the Association and of the Board.

22.4 Such minutes must be signed by the chairperson of the meeting at which the proceedings took place, or by the chairperson of the following meeting.

22.5 In terms of Sections 24 and 73 of the Act, all notices and all minutes of all meetings of the Association must be kept and be open for inspection and may be copied.

23 REPRESENTATION

23.1 The Association may sue or be used in any Court of Law, in its corporate name. All powers of attorney, bonds, deeds, contracts and other documents which may be executed shall be signed by the Chairperson or in his/her absence, the Vice-Chairperson.

23.3 The Chairperson will at in the name of the Association in lawsuits, to issue summons, to be sued and defend such actions. Authorisation to start or defend legal proceedings must be signed by the Chairperson, who has the right to represent the Association in all such matters, after consultation with the Board which, in turn, will appoint legal counsel to represent the Association in such activities as it deems necessary.

24 ELECTRONIC PARTICIPATION IN MEMBERS MEETING

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.

25 MEMBERS RESOLUTIONS

25.1 For an ordinary resolution to be adopted at a members meeting, it must be supported by more than 50% of the members who voted on the resolution, as provided in section 65(7).

25.2 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).

25.3 No matters, except those matters set out in section 65(11) require a special resolution adopted at a Members' meeting of the Company.

25.4 Subject to the provisions of these Articles, no person other than a duly registered member shall be entitled to present or vote on any question at any general meeting.

26 COMPOSITION AND POWERS OF THE BOARD OF DIRECTORS

- 26.1 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. The management of the Association is conducted by a Board of Directors (hereinafter referred to as the Board). Directors need not be members of the Association provided that at least 60% must be made up out of Category A or B members of the Association. The number of directors constituting the Board of the Association shall not be less than six (6) and not more than ten (10). Six (6) of the directors thus appointed must, for both functional and financial reasons, be from within the Gauteng Province.
- 26.2 In managing the business of the Association, the directors may pay all the expenses incurred in the incorporating of the Association, and may exercise all such powers of the Association as are not, by the Act, or by these Articles, to the provisions of the Act, and to such regulations, not inconsistent with the aforesaid Articles or provisions, as may be prescribed by the Association in a General Meeting, but no regulation prescribed by the Association in a General Meeting shall invalidate any prior act of the directors, which would have been valid if such regulation had not been made.
- 26.3 The Board acts in accordance with its By-laws and is authorised to oversee the functioning of the Association, as it seems fit, but always subject to the purposes and objects of the Association and within the provisions of the relevant Act, however, remembering that the Association is a non-profit organisation and that all funds must be utilised only for the benefit of the members, over and above all other responsibilities, the Board is authorised to do the following:
- a) To legally receive funds.
 - b) To invest or to trade assets obtained by or accrued to the Association, to open and manage deposit accounts, but only at registered financial institutions within the borders of the RSA.
 - c) To identify and launch fund raising projects, as approved by the Board.
 - d) To ensure that no competition, contest, game, scheme, arrangement or system, by means of which some or other prize can be won, will be conducted or allowed to be conducted by the Association unless prior authority, as required by any relevant Act, has been obtained.
 - e) To contractually bind the Association.
 - f) To obtain fixed property and to mortgage such property.
 - g) To approve or reject applications for membership in respect of persons not complying with the provisions of Article 9 to 15.
 - h) To approve or reject applications for assistance in respect of persons not complying with the provisions the General Rules in respect of Benefits, as set out in By-laws.
 - i) To elect the President, Vice-President, Chairperson and Vice-Chairperson as set out in Article 29.

j) To compile By-laws which are not in contradiction with the provisions of the Memorandum of Incorporation?

26.4 Affiliation. The Board is authorised to affiliate the Association, on both a national and international basis, to the benefit of the Association with other bodies and organisations, provided that such affiliation is not in contradiction with the objects of the Association.

27 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 the Memorandum of Incorporation.

28 BOARD OF DIRECTORS MEETINGS

28.1 The Board has the power to consider any matter and adopt any resolution other than at a meeting as set out in section 74 and, accordingly, any decision that could be voted on at a meeting of the Board may instead be adopted by the written consent of a majority of the Directors, provided that each Director has received notice of the matter to be decided.

28.2 The Board of the Company must call a meeting if required so by at least two directors.

28.3 The Board has the power to conduct a meeting entirely by Electronic Communication, as set out in section 73(3) provided that the electronic communication facility enables all persons participating in the meeting to communicate concurrently with each other.

28.4 The Board may determine the manner and form of providing notice of its meeting as set out in section 73(4), provided that the notice period for the convening of any meeting of the Board will be at least 7 (seven) days unless the decision of the Directors is required on an urgent basis and agreed on by all directors, in which event the meeting may be called on shorter notice.

28.5 A majority of directors must be present at a meeting before a vote may be called at any meeting and each director has 1 (one) vote on a matter before the Board.

29 COMPOSITION OF THE BOARD

29.1 The Board will consist of not less than six (6) and not more than ten (10) directors, comprising the following office bearers:

a) President, Vice-President. The President and Vice-President will be appointed by the members of an Annual General Meeting and re-elected every year at an Annual General Meeting. The President and Vice-President need not be a member of the Board. In case of the President and Vice-President not being members of the Board, they will be allowed to attend all Board meetings, but will not have voting rights on such meetings.

- b) Chairperson and Vice-Chairperson. These two office bearers are elected from within the BOD.
- c) Members. Not less than two (2) and preferably not more than six (6) members.
- d) Co-opted Persons. The Board has the right to co-opt persons to serve with the Board, but at no time will there be more than two (2) co-opted persons serving with the Board. They will not have voting rights.
- e) In addition to the above, the Board of Directors may invite *ex officio* representatives of the SANDF and/or SAPS and/or DCS to appoint a person in order to represent the various Departments. Such members will have no voting rights and will serve on the BOD for the duration of their appointments.

29.2 Administrative and Executive Support to the Board

- a) The Chief Executive Officer (CEO), who executes the business of the Association, the Secretary and the Treasurer are appointed by the Board and paid by the Association in accordance with the conditions as set out in a service contract. As salaried employees, they attend Board meetings but they do not have voting rights. They may, however, share in the benefits of the Association.
- b) Regional Representatives, as elected by the members of their regions, will report to the Board?
- c) Chairperson/s of Committees, as appointed by the Board, will report to the Board.

30 PROCEDURES BY DIRECTORS

- 30.1 The directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they deem fit. A director who is not in the Republic of South Africa shall not, during such time as he/she is absent, be entitled to notice of any meeting. Matters arising at any meeting of the directors shall be decided by a majority of votes and in the event of an equality of votes the chairperson shall have a second or casting vote.
- 30.2 The continuing directors may act notwithstanding any vacancy in their body, but if and so long as their numbers is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of directors, the continuing directors may act for the purpose of increasing the number of directors to that number, or of convening a general meeting of Association, but for no other purpose.
- 30.3 The directors may delegate any of their powers to the committees consisting of such member or members of their body as they think fit. Any committee so formed shall, in the exercise of the powers so delegated,

conform to any rules that may be imposed on it by the directors. Any committee so formed must choose a chairperson for its meetings. If such a chairperson is not elected or if such a chairperson is not present within 5 (five) minutes after the time which has been set for the holding of the meeting, the members present shall choose one of their number to be the chairperson of such meeting. Any committee so formed may meet together for the despatch of business and adjourn as they seem fit. Matters arising at such a meeting shall be decided by a majority of votes and in the event of an equality of votes the chairperson shall have a second or casting vote. In compliance with Sections 75 and 76 of the Act, no director shall have a vote regarding the contract or proposed contract with the Association if he/she has an interest in such a contract or in any matter forthcoming. If such a vote is cast as meant in this paragraph, such a vote shall not be counted.

30.4 All acts done by any meeting of the directors or a committee of directors or by any person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such directors or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.

30.5 Alternate Directors. Each director has the power to nominate any person who is a registered member of the Association, and who possesses the necessary abilities of a director, to act as alternate director in his/her place during his/her absence or inability to act as such director, provided that the appointment of an alternate director is, in all aspects, subject to the same existing terms, qualifications and conditions to which the other directors of the Association are subject. Such alternate directors, whilst acting in the stead of the directors who appointed them, shall exercise and discharge all the powers, duties and functions of the directors they represent. The appointment of an alternate director shall be revoked, and the alternate director shall cease to hold office, whenever the director who appointed him ceases to be a director or gives notice to the Secretary of the Association that the alternate director representing him has ceased to do so. In the event of disqualification or resignation of any alternate director during the absence, or inability to act, of the director whom he represents, the vacancy so arising shall be filled by way of the Chairperson nominating a person to fill such vacancy, subject to the approval of the Board of such appointment.

31 PERIOD OF APPOINTMENT OF DIRECTORS

The following provisions will apply:

- a) Directors are elected at an Annual General Meeting and will serve for a period of two (2) years and at least a break for one (1) year thereafter. They may be re-elected for subsequent terms of office at an Annual General Meeting.
- b) Any vacancy on the Board may be temporarily filled by the Board until the next Annual General Meeting.

31.1 Re-imbusement. Directors shall be re-imbursed in respect of costs incurred by them while performing functions in respect of the business of the Association, which functions were duly authorised by the Board.

31.2 Disqualification of Directors. The office of a director shall be vacated if the director:

- a) Ceases to be a member of the Association; or
- b) Ceases to be a director or becomes prohibited from being a director by virtue of any provision of the Act; or
- c) Without the consent of the Association in general meeting, holds any other office of profit under the Association except that of director; or
- d) Resigns his/her office by notice in writing to the Association; or
- e) Is absent for more than six months, without permission from the Board, from Board meetings held during that period; or
- f) Is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare his/her interest and the nature thereof in the manner required by the Act.

31.3 In any other case as contemplated in section 69 of the Companies Act, 2008.

31.4 Removal of Directors. Notwithstanding the provisions of any contract currently existing, the Association may, by resolution, remove any directors from office. The provisions of Section 71 of the Act must be adhered to in respect of the removal of any director.

32 INDEMNIFICATION OF DIRECTORS

The Company may

- 32.1 advance expenses to a Director or prescribed officer or directly or indirectly indemnify a director in respect of the defence of legal proceedings, as set out in Section 78(4);
- 32.2 indemnify a director or prescribed officer in respect of liability as set out in section 78(5); and/or
- 32.3 purchase insurance to protect the company or a director or prescribed officer as set out in section 78(7).

33 OFFICERS AND COMMITTEES OF THE BOARD

33.1 Executive Committee. For the day to day management of the Association, there will be an Executive Committee consisting of the Chairperson, Vice-Chairperson, any appointed Director, CEO and Secretarial Services. (With the exception of the latter, all parties will have full voting powers at all levels and all types of committees and meetings). As the Secretarial Services is in the employ of the Association, on an ad hoc basis, he/she will have no voting powers. The Executive Committee will have such powers as are, from time to time, delegated by the Board. All decisions made by the Executive Committee must be laid before the Board for its information and insight.

33.2 Other Committees. The Board has the right to appoint committees to handle specific concerns.

- a) Such committees may co-opt members or non-members who will have voting rights on those meetings to which they are co-opted.
- b) Such committees will have no executive power but will only make recommendations to the Board, which recommendations must be submitted to the next Board meeting for consideration.
- c) The terms of reference of all the committees must be defined in writing during the appointment of such committees.

34 FINANCIAL MATTERS

34.1 Banking Account. A banking account must be opened in the name of the Association and all cheques drawn thereon shall be signed in such a manner as the Directors may from time to time determine, or as provided in these Articles.

34.3 All documents necessary to withdraw money from the mentioned account(s) must be signed by at least two (2) persons, as authorised by the Executive Committee.

34.3 All assets of the Association must be kept and/or registered in the name of the Curamus Association.

34.4 The income and property of the Association, whencesoever's derived, shall be applied solely towards the promotion of its objects. No portion of the income will be paid to any member or members, or will be assigned directly or indirectly, on condition that nothing that is contained herein will prevent the payment of bona fide compensation to any official of the Association or to any member with regard to any services rendered to the Association.

34.5 At least seventy five percent (75%) of the netto income of the Association will be applied in bringing about the purposes of the Association, within a period of twelve (12) months from the end of the financial year in which it has accumulated.

34.6 When use is made of the services of a fund-raiser to raise funds, the costs, emoluments and/or commission, inclusive, may not exceed forty percent (40%) of the total received.

35 ACCOUNTING RECORDS

- 35.1 The directors shall cause such accounting records as are prescribed by Sections 24 of the Act to be kept. Proper accounting records will be deemed to have not been kept if such accounting records as are necessary to fairly present the estate of affairs and business of the Association and to explain the transaction and financial position of the trade or business of the Association have not been properly constructed and/or maintained.
- 35.2 The accounting records must be kept at the registered offices of the Association or at such other place or places as the directors deem fit, and must always be open to inspection by the directors.
- 35.3 The directors shall, from time to time, determine whether and to what extent and at what times and places and under what conditions or regulations all the accounting records of the Association or any of those records shall be open to inspection by member not being directors, and no member (not being a director) shall have any right of inspecting any accounting records or documents of the Association except as conferred by the Act or authorised by the directors or by the Association in General Meeting.

36 ANNUAL FINANCIAL STATEMENTS

- 36.1 The directors shall from time to time, in accordance with Sections 29 and 30 of the Act, initiate to be prepare and laid before the Association in General Meeting, such annual financial statements and group reports (if any) as are referred to in those Sections.
- 36.2 The directors shall cause interim reports to be prepared, of which a copy will be sent to every member of the Association.
- 36.3 A copy of any financial statement which is to be laid before the Annual General Meeting, shall, not less than twenty one (21) days before the date of the meeting, be sent to every member of the Association, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware.

37 WINDING-UP

- 37.1 The company shall be wound up if at a ballot conducted in the manner prescribed in the MOI, not less than three-fourths of the total number of members of the company vote in favour of a resolution that the company be wound up.
- 37.2 If a resolution for the winding-up of the company has been passed or if for any reason the company is unable to continue to operate, the following provisions shall apply:
- a) The last-appointed president of the company, or if he/she is not available, the available members of the last-appointed Board of the company, shall forthwith transmit to the Court a statement signed by him/her or them

setting forth the resolution adopted or the reasons for the company's inability to continue to function, as the case may be, and request the Court to grant an order in terms of section 103 of the Labour Relations Act, 1995.

- b) The liquidator appointed by the Court shall call upon the last-appointed Directors of the company to deliver to him/her the company's books of accounts showing the assets and liabilities together with the register of members showing, for the 12 months prior to the date on which the resolution for winding-up was passed or to the date as from which the company was unable to continue to function, as the case may be, (hereinafter referred to as the date of dissolution).
- c) The liquidator shall also call upon the said Board/CEO to hand over to him/her all unexpended funds of the company and to deliver to him/her the company's assets and the documents necessary to liquidate the assets.
- d) The liquidator shall take the necessary steps to liquidate the debts of the company from its unexpended funds and any other moneys realised from any assets of the company, and if the said funds and moneys are insufficient to pay all creditors after the liquidator's fees and the expenses of winding-up have been met, the order in which creditors shall be paid shall be the same as the prescribed in any law for the time being in force relating to the distribution of the assets of an insolvent estate, and the liquidator's fees and the expenses of winding-up shall rank in order as that of an insolvent estate and as though the expenses were the costs of sequestration of an insolvent estate.
- e) After the payment of all debts in accordance with paragraph (c), the remaining funds, if any, shall be paid to a company with similar objectives of the company.
- f) After the payment of all the liabilities, any assets that cannot be disposed of in accordance with the provisions of this clause, shall be realised by the liquidator and the proceeds paid to some other association or institution having objectives similar to its main objective, to be determined by the members of the Association at or before the time of its dissolution or, failing such determination, by the court.

38 CHANGING OF MOI

38.1 Any of the provisions of this MOI may be repealed, changed or added to in any manner by resolution of the Annual General Meeting of the company, provided that at least 21 days' notice of any proposed change(s) shall first have been given to the members. If within that period 50% of members demand that a ballot of the whole company be taken on the matter, such a ballot shall be taken.

38.2 No changes or addition shall have any force or effect until certified in terms of Section 16 of the Companies Act, 2008.