

Republic of South Africa

Companies Act, 2008

MEMORANDUM OF INCORPORATION

Name of company: PROFESSIONAL GOLFERS ASSOCIATION OF SOUTH AFRICA NPC

Registration No.: 1996/003659/08

This Memorandum of Incorporation was adopted by Special Resolution passed on 16 September 2019 in substitution for the existing Memorandum of Incorporation of the Company.

1. GENERAL

In this Memorandum of Incorporation, the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite them respectively in the second column thereof, if not inconsistent with the subject or context:

2. INTERPRETATION

In this MOI, -

2.1. words that are defined in the Companies Act but not defined in this MOI will bear the same meaning as in the Companies Act. Unless the context otherwise requires –

2.1.1.	Act	The Companies Act, No. 71 of 2008 and its successors in title, as amended from time to time
2.1.2.	Annual General Meeting	A duly convened meeting of Members held at least once every calendar year
2.1.3.	Article	The corresponding Article or Sub-Article of this Memorandum of Incorporation
2.1.4.	Association	Professional Golfers Association of South Africa NPC and/or “the PGA”
2.1.5.	Auditors	The Auditors of the Association from time to time
2.1.6.	Board	The Board of directors of the Association
2.1.7.	Board members	The directors for the time being of the Association and alternate directors appointed by them
2.1.8.	Chief Executive	The chief executive of the Association as hereinafter provided

2.1.9.	Code of Ethics	The code of ethics of the Association as hereinafter provided and further defined in the Regulations
2.1.10.	Electronic Communication	<p>A communication transmitted (whether from one person to another, from one device to another or from a person to a device or vice versa):</p> <ul style="list-style-type: none"> • By means of a telecommunication system • By any other means but while it is in electronic form
2.1.11.	Extraordinary General Meeting	All General Meetings
2.1.12.	General Meeting	Any duly convened meeting of Members
2.1.13.	In Writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form and includes any combination of such processes
2.1.14.	Members	The Members for the time being of the Association divided into classes and subject to the procedures governing eligibility, election, registration, subscription, resignation, privileges and discipline as set out in the regulations
2.1.15.	Member Present in Person	Includes authorised representatives who are present in person
2.1.16.	Member Represented by Proxy	Includes Members represented by an agent appointed under special power of attorney

2.1.17.	Membership	Specific director or directors assembled as a sub-committee of the Board as well as any expert or experts appointed by the Board with functional responsibilities acting by written resolution under delegated authorities from the Board
2.1.18.	Memorandum of Incorporation or Mol	This Memorandum of Incorporation as amended from time to time
2.1.19.	Month	Calendar month
2.1.20.	Office	The registered office of the Association
2.1.21.	Officers of the Association	The persons (being the Chairperson, Vice Chairperson, members of the Board and the Chief Executive of the Association) appointed as such in accordance with and subject to this Memorandum of Incorporation
2.1.22.	Ordinary Resolution	Means a resolution adopted at a Members meeting with the support of more than 50% of the voting rights exercised on the resolution, or such resolution adopted by Members of the Association acting other than at a meeting in accordance with section 60 of the Act
2.1.23.	Person	Includes both a juristic person and a natural person
2.1.24.	The PGA	The voluntary association known as the Professional Golfers Association of South Africa NPC

2.1.25.	Regional Committees	The committees of the Regions as hereinafter provided
2.1.26.	Regions	The regions of the Association as provided for herein and in the Regulations
2.1.27.	Register	The register of Members kept in terms of the Act and includes the register from each Region
2.1.28.	Regulations	The rules and regulations of the Association as shall be determined by the Board, from time to time and which shall be read in conjunction with these Articles and binding upon all Members
2.1.29.	Republic	The Republic of South Africa
2.1.30.	Seal	The common seal, crest, designation or logo of the Association
2.1.31.	Secretary	The secretary of the Association for the time being or any person authorised to act in this position
2.1.32.	Section	The corresponding section of the Act
2.1.33.	Sign	Includes reproduction of a signature by lithography, printing, by stamp or by any other means
2.1.34.	Special Business	All business that is transacted at an Annual General Meeting excepting the business such meeting is obliged to transact in terms of Article 6.1, and all business that is transacted at any other General Meeting

2.1.35.	Special Resolution	Means a resolution adopted at a Members meeting with the support of at least 75% (seventy five percent) of the voting rights exercised on the resolution, or by Members of the Association acting other than at a meeting in accordance with section 60 of the Act
2.1.36.	Trade Committee	The committee comprising those Members, Association employees and external advisers invited by the Board from time to time to review commercial or trade related matters specifically affecting the golf industry
2.1.37.	Training Council	The council comprising those Members, Association employees and external advisers nominated by the Board from time to time to advise on, deliver, audit and assess (on an ongoing basis) the Association's strategy for education and training

Words importing the singular number only shall include the plural number and vice versa. Words importing the masculine gender only shall include the feminine gender and words importing persons shall include corporations, unincorporated associations and partnerships. Subject to the foregoing, any words or expressions defined in the Act or any statutory modification in force at the date on which these provisions become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in this MOI. Each power or authority herein shall be given the widest possible interpretation.

- 2.2. The name of the Company (hereinafter called "the Association") is "Professional Golfers Association of South Africa NPC".
- 2.3. The shortened form of the Association's name is "The PGA".
- 2.4. The registered office of the Association will be situated in South Africa.
- 2.5. The rule of construction that a contract shall be interpreted against the party responsible for the drafting or preparation of the contract shall not apply to this MOI.

3. CONDITIONS

- 3.1. The Company:
- 3.1.1. must apply all of its assets and income, however derived, to advance its stated objects, as set out in this MOI; and
 - 3.1.2. subject to Article 3.1, may,
 - 3.1.2.1. acquire and hold securities issued by a profit company; or
 - 3.1.2.2. directly or indirectly, alone or with any other person, carry on any business, trade or undertaking consistent with or ancillary to its stated objects,

provided either that written undertaking is furnished to the Commissioner: South African Revenue Service in accordance with section 30B (4) of the Income Tax Act, 5 of 1962 or, whenever required by law, prior consent of the Commissioner: South African Revenue Service, is obtained.
- 3.2. Substantially the whole of the activities of the company shall be directed as provided in section 30B(2)(b)(vi), Income Tax Act 58 of 1962 not for the specific benefit of an individual Member or minority group.
- 3.3. The Association will not knowingly permit itself to become party to conduct contemplated under section 103(5) and Part II A of Chapter II of the Income Tax Act 58 of 1962.
- 3.4. The Company shall not accept a donation that is revocable at the instance of the donor, other than a material failure to conform to the designated purpose and conditions of such donation, including any misrepresentation regarding the tax deductibility thereof, provided that a donor may not impose conditions which could enable such donor or any connected person in relation to such donor to derive some direct or indirect benefit from the application of such donation.
- 3.5. The Company must not, directly or indirectly, pay any portion of its income or transfer any of its assets, regardless of how the income or asset was derived, to any Person who is or was an incorporator of the Company, or who is a Member or director, or Person appointing a director, of the Company, except -
- 3.5.1. as reasonable -
 - 3.5.1.1. remuneration for goods delivered or services rendered to, or at the direction of, the Company; or

- 3.5.1.2. payment of, or reimbursement for, expenses incurred to advance a stated object of the Company;
 - 3.5.2. as a payment of an amount due and payable by the Company in terms of a *bona fide* agreement between the Company and that Person or another; or
 - 3.5.3. as a payment in respect of any rights of that Person, to the extent that such rights are administered by the Company in order to advance a stated object of the Company; or
 - 3.5.4. in respect of any legal obligation binding on the Company,

subject always to the requirement that any such distribution must not directly or indirectly promote the economic self-interest of any fiduciary or employee of the Company.
- 3.6. Despite any provision of the Association's Memorandum of Incorporation to the contrary, the Association shall not provide a loan to, secure a debt or obligation of, or otherwise provide a direct or indirect financial assistance to, a Board member or of a related or inter-related company, or to a person related to any such director, unless the payment-
 - 3.6.1. is in the ordinary course of the Association's business and is for fair value;
 - 3.6.2. constitutes an accountable advance to meet-
 - 3.6.2.1. legal expenses in relation to a matter concerning the Association; or
 - 3.6.2.2. anticipated expenses to be incurred by the person on behalf of the Association;
 - 3.6.3. is to defray the person's expenses for removal at the Association's request; or
 - 3.6.4. is in terms of an employee benefit scheme generally available to all employees or a specific class of employees.

4. MEMBERSHIP, POWERS AND CAPACITY OF THE COMPANY

- 4.1. The Association is a non-profit company with Members, with the following objectives,
 - 4.1.1. to manage the funds of the Association to the benefit of the Members while protecting and advancing the mutual interests of its Members;
 - 4.1.2. to assist Members in developing new golfers and to promote the game as fun and accessible to all;
 - 4.1.3. to protect, enhance and generate commercial value from the PGA Brand;
 - 4.1.4. to arrange and hold meetings and tournaments for the Members;
 - 4.1.5. to promote the skills and abilities of the PGA Professional as the leader in the business of golf thereby creating career and business opportunities within the golf industry;
 - 4.1.6. to commit to Black Economic Empowerment, recognizing and giving opportunities to capable black empowered business partners;
 - 4.1.7. to train and qualify Members to be able to adequately fulfil their role in the golf industry and to provide access to continued and relevant education ensuring career development, career advancement and the raising of standards
 - 4.1.8. to engage with the Members through annual meetings and appropriate tools.
- 4.2. The Association shall have the following powers exercisable in furtherance of its said objectives but not otherwise (except upon the direction of the Board of the Association) namely:
 - 4.2.1. to purchase, take on lease or in exchange, hire or otherwise acquire, real or personal property and rights or privileges and to construct, maintain and alter buildings or erections;
 - 4.2.2. to sell, let, mortgage, dispose of (whether or not for money or money's worth) or turn to account all or any of the property or assets of the Association;
 - 4.2.3. to undertake and execute any charitable trusts which may lawfully be undertaken by the Association;

- 4.2.4. to borrow or raise money on such terms and on such security as may be thought fit;
- 4.2.5. to invest the monies of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such concerns (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- 4.2.6. to lend and advance money or give credit on any terms and with or without security to any person, firm or company (including, without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with the Association); to enter into guarantees, contracts of indemnity and suretyships of all kinds; to receive money on deposit or loan upon any terms and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including, without prejudice to the generality of the foregoing, any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid);
- 4.2.7. to establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes; and
- 4.2.8. to do all such things as are incidental to the attainment or furtherance of the said objects or any of them.
- 4.3. The liability of the Members is limited.
- 4.4. Every Member undertakes to contribute to the assets of the Association in the event of the same being wound up while they are Members, or within one year after they cease to be a Member, for payment of the debts and liabilities of the Association contracted before they ceased to be a Member, and of the costs, charges and expenses of winding up, and for the adjustments of the rights of the contributories among themselves, such amount as may be required not exceeding R1.00 (one rand).
- 4.5. The number of Members with which the Association proposes to be registered is unlimited.
- 4.6. Every Member shall either sign a written consent to become a Member or sign the register of members on becoming a Member and all Members must sign a Members Mission Statement and Code of Ethics as prescribed in the Regulations.

- 4.7. The Association is established for the purposes set out in this Memorandum of Incorporation.
- 4.8. The Members of the Association shall be the subscribers to the Memorandum of Incorporation of the Association and such other persons who may be admitted as Members in accordance with the Regulations.
- 4.9. The Association shall hold a General Meeting of the Members in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not later than 6 (six) months after the end of each financial year of the Association.
- 4.10. The Board may whenever it thinks fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on the requisition of Members representing at least 10% (ten percent) of the total voting rights of all Members having at the date of deposit of the requisition a right to vote at General Meetings. In accordance with the Act, an Extraordinary General Meeting shall be called by not less than 21 (twenty-one) days' notice, either personally or by fax or post or in writing or by electronic communication.
- 4.11. Subject to the Act, an Annual General Meeting and / or a meeting called for the passing of a Special Resolution shall be called by not less than 21 (twenty-one) days' notice in writing (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting and, in the case of special business, the general nature of that business, shall be given in manner hereinafter mentioned to the Members and such other persons (including the Auditors) as are under this Memorandum of Incorporation or under the Act entitled to receive such notices from the Association.
- 4.12. The Association must deliver a notice of each Members' meeting to all Members of the Association as of the record date for the meeting either personally or by e-mail, fax, telegram or prepaid post, at least 21 (twenty-one) days (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given) before the meeting is to begin.
- 4.13. A General Meeting shall, notwithstanding that it is called by a shorter notice than that specified in this Memorandum of Incorporation, be deemed to have been duly called to deal with special business if every person who is entitled to exercise voting rights in respect of any item on the meeting agenda –
- 4.13.1. is present at the meeting; and
- 4.13.2. votes to waive the required minimum notice of the meeting.

- 4.14. An immaterial defect in the form or manner of giving notice of a Members' meeting, or an accidental or inadvertent failure in delivery of the notice, to any particular Member to whom it was addressed, does not invalidate any action taken at the meeting. In the case of a material defect contemplated in sections 62(4) and (5) of the Act, the provisions of the Act shall apply accordingly.

5. AMENDMENT OF MEMORANDUM OF INCORPORATION

The Association's Memorandum of Incorporation may be amended at any time if –

- 5.1. a Special Resolution to amend it is proposed by –
- 5.1.1. the Board of the Association; or
 - 5.1.2. Members entitled to exercise 10% (ten percent) of the voting rights that may be exercised on such a resolution; and
 - 5.1.3. is adopted at a Members' meeting, or by Members acting other than at a meeting in accordance with section 60 of the Act;
 - 5.1.4. a copy of any amendment to this Memorandum of Incorporation must be submitted to the Commissioner of the South African Revenue Services.

6. PROCEEDINGS AT GENERAL MEETINGS

- 6.1. The Annual General Meeting shall deal with and dispose of all matters prescribed by the Act, including the consideration of the annual financial statements, the election of Board members and the appointment of an Auditor and the fixing of the remuneration of the Auditor, and may deal with any other business before it and of which notice has been duly given in terms of this Memorandum of Incorporation or in respect of which notice has been waived in terms of Article 4.13.
- 6.2. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of receiving and considering the annual financial statements of the Association, the election and reports of the directors and the Auditors and other documents required by law to be attached or annexed to such annual financial statements or to be comprised in such accounts and appointment of, and the fixing of the remuneration of, the Auditors.
- 6.3. No business shall be transacted at any General Meeting unless a quorum is present, when the meeting proceeds to business. Save as herein otherwise provided, 30 (thirty) Members personally present shall be a quorum.

- 6.4. If within ½ (half) an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case, it shall stand adjourned to such other time and place as the Board may determine provided that every Member shall have received notice of the adjourned General Meeting not less than 72 (seventy-two) hours prior thereto by either e-mail, cell phone text message, facsimile, hand delivery, telegram, telex, post or telephone call. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the Members present shall be a quorum.
- 6.5. The Chairperson of the Board (or their nominee) shall preside as Chairperson at every General Meeting but if there be no such Chairperson or nominee as aforesaid, or if at any meeting he shall not be present or shall be unwilling to preside, the Board shall choose one of their number to act as Chairperson and failing any Board member present and willing to act, the Members present shall elect one of their number to be Chairperson at the meeting.
- 6.6. The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. Whenever a meeting is adjourned for 30 (thirty) days or more, notice of the adjourned meeting shall be given in the same manner as for an original meeting. Save as aforesaid, Members shall not be entitled to any notice of adjournment, or of the business to be transacted at any adjourned meeting.
- 6.7. At any General Meeting a resolution put to the vote shall be decided on a show of hands, unless before or on the declaration of the result of the show of hands a poll shall be demanded by –
- 6.7.1. the Chairperson; or
 - 6.7.2. not less than 5 (five) persons having the right to vote on that matter; or
 - 6.7.3. a person/s entitled to exercise not less than 1/10th (one tenth) of the total voting rights entitled to vote on that matter; and
 - 6.7.4. unless a poll is so demanded, a declaration by the Chairperson that a resolution has, on a show of hands been carried, or carried unanimously, or by a particular majority; or lost, and an entry to that effect in the minute book of the Association, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, such resolution. The demand for a poll may be withdrawn.

- 6.8. If a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairperson of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 6.9. On a poll but in no other circumstances, votes may be given either personally or by proxy. A Member entitled to attend and vote at a General Meeting shall be entitled to appoint one person as their proxy to attend, speak and vote at a General Meeting on their behalf. A proxy need not be a Member of the Association, but an employee or paid consultant of the Association may not act as proxy.
- 6.10. A form of proxy may be issued at the Association's expense only if it is sent to all Members who are entitled to attend and vote at the General Meeting to which the proxy form relates.
- 6.11. 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 of such power or authority) shall be deposited at the office not less than 24 (twenty four) hours (or at such other place and such less period as the Board may determine in relation to any particular meeting) before the time for the holding of the meeting which the person named in the instrument proposes to attend and at which the person named in the instrument proposes to speak and vote. A form of power of attorney or proxy shall be invalid if this Article is not complied with.
- 6.12. Except in so far as the form appointing a proxy indicates otherwise, the appointment of a proxy shall be deemed to include the right to demand or join in demanding a poll and (except to the extent to which the proxy is specially directed to vote for or against or to abstain from voting on any proposal or resolution) the power generally to act for the Member giving that proxy at the General Meeting in question as the proxy may think fit. Unless the contrary is stated thereon, the form appointing a proxy shall be valid for each adjournment of the General Meeting to which it relates.
- 6.13. No instrument appointing a proxy shall be valid after the expiration of 6 (six) months from the date on which it was signed unless specifically stated to the contrary in the instrument of proxy itself.
- 6.14. The instrument appointing a proxy may be in any usual or common form approved by the Board but shall be so worded that the holder thereof may vote for or against or abstain from voting on any one or more of the resolutions proposed at the General Meeting at which the proxy is to be used.
- 6.15. No poll shall be demanded on the election of a Chairperson of a meeting or on any question of adjournment.

- 6.16. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting shall be entitled to a second or casting vote.
- 6.17. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded
- 6.18. Any objection to the admissibility of a vote on a show of hands or on a poll shall be raised at the General Meeting at which that show of hands or poll is to take place or takes place. That objection shall be determined by the Chairperson of that General Meeting and their decision thereon shall be final and binding. Accordingly, any vote not disallowed at that meeting shall be valid for all purposes.
- 6.19. A resolution shall not be invalid because a vote (which should not have been included) has been taken into account unless, in the opinion of the Chairperson of that meeting (whose decision thereon shall be final and binding), the exclusion of that vote would have altered the result of the voting on that resolution. Conversely a resolution shall not be invalid because a vote which should have been included has not been taken into account unless; in the opinion of the Chairperson of that meeting (whose decision thereon shall be final and binding) the inclusion of that vote would have altered the result of the voting on that resolution.

7. VOTES OF MEMBERS

- 7.1. On a show of hands every full Member present in person or represented by proxy shall have 1 (one) vote and on a poll every full Member present in person or represented by proxy shall have 1 (one) vote.
- 7.2. Save as herein expressly provided, no Member other than a Member duly registered, who shall have paid every subscription and other sum (if any) or fine which shall be due and payable by them to the Association, shall be entitled to vote either personally or by proxy on any question at any meeting.

8. BOARD OF DIRECTORS

- 8.1. The management of the Association shall be under the control of the Board which shall, subject to the following provisions of this Article 8.1, consist of a minimum of 8 (eight) Board members or a maximum of 13 (thirteen) Board members made up of:

- 8.1.1. 5 (five) executive Board members, each of whom shall have been duly nominated and elected by one of the 5 (five) Regions as Representative of that Region and whose nomination and election to the Board shall have been previously ratified by the Regional Committee and the existing Board as shall be in office at the date of such nomination and election, such ratification not to be unreasonably withheld; and
 - 8.1.2. 3 (three) executive Board members, each of whom shall have been duly nominated and elected by one of the Members at the Annual General Meeting; and
 - 8.1.3. 3 (three) to 4 (four) Non-executive discretionary Board members who shall have been appointed at the discretion of and by the other members of the Board (and who shall have formally accepted such appointment in writing to the Board), provided always that if, as a result of any Region electing a new Board member in such circumstances where their previously elected Board member continues to hold office as a Board member by virtue of their office as Chairperson of the Board, the discretionary Board member appointed in accordance with this Article shall (at the request of the Board) vacate their office to ensure that the maximum number of 12 (twelve) Board members is not exceeded. All of the Non-executive discretionary Board members shall be non-Members of the Association.
- 8.2. The Board members shall elect a Chairperson among themselves annually after each Annual General Meeting, who at the time of election shall be any one of the Board members duly nominated and elected to the Board in terms of Article 8.1.1 or Article 8.1.2. The Chairperson shall at all times be a Member. The Chairperson shall be elected from the Regional executive directors referred to in clause 8.1.1 above or the National executive directors referred to in Article 8.1.2 above. In order to be elected as the Chairperson, the individual must have served a minimum consecutive period of 5 (five) years on the Board. In the event that the Chairperson of the Board is elected from 1 (one) of the 5 (five) Regional directors referred to in Article 8.1.1 above, then the Chairperson's position as Regional director on the Board will be replaced by the newly elected Chairperson of the Region which the Chairperson of the Board represents. In the event, however, that the Chairperson is elected from 1 (one) of the 3 (three) National directors referred to in Article 8.1.2 above, the Chairperson's position will not be replaced.

- 8.3. All candidates for nomination, election or appointment to the Board in accordance with Article 8.1.1 and 8.1.2 above must also satisfy the following requirements as a condition precedent to their nomination, election or appointment; any candidate must be a Member in Class AAA or higher category.
- 8.4. An employee of the Association may be elected to the Board in terms of Article 8.1.3 but may not serve as Chairperson of the Board.
- 8.5. Unless otherwise provided in this Memorandum of Incorporation, each Board member elected in accordance with Article 8.1.1 shall hold office for a term of 2 (two) years, and each Board member elected in accordance with Article 8.1.2 shall hold office for a term of 3 (three) years, and thereafter shall be eligible for re-election through nominations and elections in their Region or at an Annual General Meeting.
- 8.6. The 3 (three) to 4 (four) non-executive discretionary Board members appointed in accordance with Article 8.1.3 shall hold office for a term of 1 (one) year and thereafter shall be eligible for re-appointment by the Board.
- 8.7. Each Executive Board member shall, save for what is set out below, be elected for a period of 3 (three) years. Notwithstanding what is set out above, however, in the first year in which the Executive Board members referred to in this paragraph are elected, 1 (one) of the Executive Board members shall be elected for a period of 1 (one) year, 1 (one) shall be elected for a period of 2 (two) years and 1 (one) shall be elected for a period of 3 (three) years. Subsequent to the first election referred to herein, each Executive Board member appointed in terms of this clause shall be appointed for a period of 3 (three) years.
- 8.8. Despite any provision of the Association's Memorandum of Incorporation to the contrary, or any agreement to the contrary between the Association and a director, or between any Members and a director, a director may subject to the provisions of section 71 of the Act be removed by an Ordinary Resolution adopted at a Members' General Meeting with the support of 51% (fifty one percent) of the persons entitled to exercise voting rights in an election of that director. In the event of removal or resignation of a member of the Board, for whatever reason, prior to the expiry of their term of office, another Member from the same Region shall be nominated and elected in their place in accordance with Article 8.1.1. A discretionary director appointed to the Board may only be removed by a majority vote of the remaining Board members.
- 8.9. Re-election or re-appointment to the Board of any member of the Board at the expiry of their term of office in accordance with Article 8.5 shall be subject to the procedure and eligibility requirements for Membership of the Board as defined above.

- 8.10. Notwithstanding any other provision of this Article 8.10, a Member who, in the opinion of the Board, is or has previously been guilty of a serious breach of the Code of Ethics shall not be eligible to be nominated or appointed as a member of the Board. In the case of an existing member of the Board who is found guilty of a serious breach of the Code of Ethics (after completion of the Association's disciplinary procedures and without prejudice to any other remedy available to the Association), that Board member shall vacate their office immediately and shall not be eligible for re-election or re-appointment.

9. ALTERNATE DIRECTORS

- 9.1. Every director shall have the power to nominate one person to act as their alternate and, upon such appointment being made, the alternate director shall in all respects, save as hereinafter provided, be subject to the same terms and conditions and entitled to the same benefits as the director to whom they are an alternate. In particular, but without limiting the generality of the foregoing, an alternate shall be entitled to receive notice of and attend every meeting of directors and every General Meeting.

Notwithstanding the foregoing, an alternate shall not be entitled in their capacity as alternate, to attend any meeting of directors at which their appointer is present; and to sign a resolution passed otherwise than at a meeting of directors in terms of this Memorandum of Incorporation unless the director who appointed the alternate is incapacitated or is absent from the town in which the office is situated.

- 9.2. A person may not be appointed as an alternate to more than one director.
- 9.3. Alternate directors, while acting in the place of the directors who appointed them, shall exercise and discharge all the duties and functions of the directors they represent. The appointment of an alternate director shall cease upon the happening of any event, which, if they were a director, would cause them to cease to hold office in terms of the Articles or if the director who appointed them ceases to be a director or gives notice to the Association dismissing them as alternate director.

10. POWERS OF THE BOARD

- 10.1. The business of the Association shall be managed by the Board which may exercise all such powers of the Association and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by statute or by this Memorandum of Incorporation required to be exercised or done by the Association in General meeting.

- 10.2. Without prejudice to the generality of Article 10.1, the Board shall:
- 10.2.1. be responsible for the policy and direction of the Association and all matters relating to the administration of the affairs of the Association;
 - 10.2.2. organize all official Association functions and events and nominate the captains and Members for all Association golf teams;
 - 10.2.3. make and amend Regulations to manage the affairs of the Association including the Regulations and the classes of Membership of the Association and the procedures governing qualification, eligibility, election, registration, subscription, resignation, privileges and discipline of the Members, training, continuing professional development and professional standard; the Code of Ethics; the constitution of the Regions; the financial year of the Association; rules relating to the playing of golf and the tournaments; the training and employment of trainees; and all other matters which the Board shall consider necessary or desirable for the proper and effective management of the commercial and professional affairs of the Association; all such regulations as amended from time to time constitute the Regulations;
 - 10.2.4. select all employees of the Association, agree the terms of their contract of employment and procure the Association to enter into the same, all contracts of employment providing that the employee shall observe the Code of Ethics as if the employee was a Member. The Board may delegate this authority (or part of it) to the Chief Executive in accordance with Article 20.10;
 - 10.2.5. have the power to terminate the employment of any employee of the Association subject to the provisions of the employee's contract of employment;
 - 10.2.6. have the power to veto any rule or decision of the Regional Committee, or any other committee if in the opinion of the Board it considers the rule or decision contrary to the Code of Ethics, the Regulations or the policy of the Board;
 - 10.2.7. have the sole right to control the commercial exploitation of the name of the Association;
 - 10.2.8. take all appropriate steps to promote the interests of the game of golf and the Members;
 - 10.2.9. consider and take all appropriate steps to improve the conditions of employment and general welfare of the Members;

- 10.2.10. have the power to arrange for the Association to provide general management and administrative services for and on behalf of any company or unincorporated association established by any group of Members who leave the Association to such extent and for such period as the Board in its absolute discretion shall deem to be fair and reasonable;
 - 10.2.11. ensure that each member of the Board shall attend a minimum of two Regional Committee meetings in respect of the Region that the member of the Board represents or otherwise belongs, in any one calendar year;
 - 10.2.12. be responsible for the administration of all the assets of the Association and shall have a duty to ensure that such assets are properly administered in the best interests of the Members;
 - 10.2.13. have the power to borrow on behalf of the Association and to pledge the assets (or any part thereof) of the Association in such amounts as the Board shall from time to time determine in the regulations;
 - 10.2.14. have the power to open bank and other accounts on behalf of the Association and to make its own arrangements for the administration of such accounts provided that any arrangements for signing cheques or giving mandates shall provide for two authorized signatures;
 - 10.2.15. supervise the administration of the Association's funds;
 - 10.2.16. prepare full accounts of the financial affairs of the Association, such accounts to be properly audited, and present the same to the Annual General Meeting for the consideration of Members.
- 10.3. The Board, may, without prejudice to Article 10.2.4, appoint a person (not being a member of the Board) to an office or employment having a designation or title including the word "director" or attach to an existing office or employment the designation or title and may terminate the appointment or use of that designation or title. The inclusion of the word "director" in the designation or title of an office of employment does not imply that the person is, or is deemed to be, or is empowered to act as, a director for any of the purposes of the Act or this Memorandum of Incorporation.
- 10.4. The Board's powers and duties in regard to discipline are as hereinafter defined and provided for in the Regulations.

- 10.5. The members for the time being of the Board may act notwithstanding any vacancy in their body; provided always that in case the members of the Board shall at any time be or be reduced in number to less than the minimum number prescribed by Article 8.1, it shall be lawful for them to act as the Board for the purpose of admitting persons to Membership of the Association, filling vacancies in their number or of calling a General Meeting, but not for any other purpose.
- 10.6. The Board may form sub-committees and empower these sub-committees to undertake functions the Board deems appropriate.

11. REMUNERATION OF DIRECTORS

- 11.1. The remuneration of the directors may be paid only in accordance with a Special Resolution approved by the Members within the previous 2 (two) years.
- 11.2. The directors shall be reimbursed for all travelling, hotel and other expenses of whatsoever nature properly incurred by them in or about the performance of their duties as director, including but not limited to the reasonable cost of attending and travelling from their normal place of residence to and from meetings of directors or any committee of the directors or any General Meetings.

12. THE SEAL

- 12.1. The seal shall not be affixed to any instrument except by the authority of a resolution of the Board and in the presence of a member of the Board and the Chief Executive, or 2 (two) members of the Board, and the said member of the Board and the Chief Executive or the 2 (two) members of the Board (as the case may be) shall sign every instrument to which the Seal shall be so affixed in their presence, and in favour of any purchase or person *bona fide* dealing with the Association, such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

13. VACATION OF OFFICE BY MEMBERS OF THE BOARD

- 13.1. The office of a member of the Board shall be vacated:
- 13.1.1. if they are disqualified from acting as a director in terms of the Act;
 - 13.1.2. if they are sequestered or they propose a compromise with their creditors generally;
 - 13.1.3. if they become unsound of mind;

- 13.1.4. if they cease to be a Member for any reason or if they cease to be qualified to be a member of the Board in accordance with Article 8.1 above (including, without limitation, as a result of a serious breach of the Code of Ethics by the relevant member);
- 13.1.5. if by notice in writing to the Association they resign their office;
- 13.1.6. if they are removed or replaced by the majority of the general Membership in terms of Article 8.1; or
- 13.1.7. if they shall for more than 6 (six) consecutive months have been absent without permission of the other members of the Board from Board meetings or misses 3 (three) consecutive Board meetings held during that period without permission and the other Board members resolve that their office be vacated.

14. PROCEEDINGS OF THE BOARD

- 14.1. A member of the Board may and, on request of a member of the Board, the Chief Executive shall, at any time, summon a meeting of the Board by notice served upon the individual members of the Board.
- 14.2. 7 (Seven) days' notice in writing or by electronic communication shall be given to the members of the Board of all meetings.
- 14.3. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, 4 (four) members of the Board shall be a quorum.
- 14.4. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairperson of the meeting shall have a second or casting vote.
- 14.5. Any member of the Board able to participate in the proceedings of a meeting by means of a communication device (including, without limitation, a telephone) which allows all the other members of the Board present at such meeting (whether in person or by proxy or by means of such type of communication device) to hear at all times such member and such member to hear at all times all other members present at such meeting (whether in person or by proxy or by means of such type of communication device) shall be deemed to be present at such meeting and shall be counted when reckoning a quorum.

- 14.6. The continuing directors may act notwithstanding any vacancy in their body but, if and for so long as their number is reduced below a quorum, the continuing directors or director may act only for the purpose of appointing additional directors so as to enable a quorum to be constituted or for summoning a regional meeting for that purpose.
- 14.7. A director unable to attend a Board Meeting may authorize any other director to vote for them at that meeting and, in that event, the director so authorized shall have a vote for each director by whom they are so authorized in addition to their own vote. If both the director so authorized and an alternate of the director who granted the authority are present at the meeting, the alternate shall not be entitled to vote on behalf of the absent director. Authority of this Article must be in writing and must be handed to the Chairperson or other person presiding at the meeting of directors at which it is to be used.
- 14.8. The Chief Executive shall normally attend and be heard at the whole or any part of meetings of the Board but shall not be entitled to vote unless appointed to the Board in terms of the provisions of Article 8.1.
- 14.9. The Board may ask any other person to be present at any meeting in a non-voting capacity.
- 14.10. If at any meeting the Chairperson be not present within 5 (five) minutes after the time appointed for holding the meeting and/or otherwise be unwilling to preside, then the Deputy Chairperson or if not present or is otherwise unwilling to preside, some other member of the Board elected for the purpose by those members of the Board then present shall act as Chairperson of the meeting.
- 14.11. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the Regulations of the Association for the time being vested to the Board generally.
- 14.12. The Board may delegate certain tasks (without conferring authority to bind the Board) to one or more working groups consisting of such number of members of the Board or of the Regional Committee as they think fit and, in each case, at least one employee of the Association, and any working group so formed shall, in the performance of its duties, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such working group shall be governed by the provision of this Memorandum of Incorporation for regulating the meetings and proceedings of the Board so far as applicable and far as the same shall not be superseded by any regulations made by the Board.

- 14.13. All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any person acting as a member of the Board, shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board.
- 14.14. The directors shall cause minutes to be kept, keep the register required in terms of the Act and cause a record of all resolutions passed at meetings of directors and every resolution passed to be inserted in the minute book provided for that purpose. The minutes kept or any extract there from which purports to be signed by the Chairperson of the Board of members or by any director or the secretary shall be prima facie evidence of the matters therein stated.
- 14.15. A resolution in writing (which may be contained in one or more documents) signed by all the directors for the time being present in the town in which the office is situated (or where any director is not in South Africa but their alternate is so present, then signed also by that alternate) shall be as valid and effectual as if it had been passed at a meeting of the directors duly called and constituted. Signature of a copy of the resolution shall be deemed to be signature of the resolution itself.

15. ACCOUNTS

- 15.1. The Association will comply with such reporting requirements as may from time to time be determined by the Commissioner: South African Revenue Service.
- 15.2. The directors shall cause to be kept such accounting records as are prescribed by the Act and in particular such accounting records as are necessary fairly to present the state of affairs and business of the Association and to explain the transactions and financial position of the trade or business of the Association.
- 15.3. The Association's records shall be kept at the office or such other place or places as the directors think fit and shall at all reasonable times be open to inspection by the directors and by past directors.
- 15.4. The Board shall from time to time determine whether, to what extent and at what times and places and under what conditions or regulations the accounting records of the Association or any of them may be open to inspection by Members not being directors or by the Association in General Meeting.

- 15.5. The Board shall from time to time in accordance with the provisions of the Act cause to be prepared and to be laid before a General Meeting of the Association such profit and loss accounts, balance sheets, group account (if any) and reports as may be necessary and shall not less than 21 (twenty one) clear days before the date of the General Meeting send and/or make available the annual accounts in accordance with the requirements of the Act.

16. AUDITORS

- 16.1. The Auditors shall be appointed in accordance with the Act.
- 16.2. The Auditors shall attend any General Meeting and receive all notices of and other communications relating to any General Meeting which any Member is entitled to receive and to be heard at any General Meeting on any part of the business of the meeting which concerns them as Auditors.

17. THE REGIONAL COMMITTEE

- 17.1. For the purposes of management, the areas over which the Association has jurisdiction shall be divided into Regions.
- 17.2. The Regions shall comprise 5 (five) areas as defined and provided for in the Regulations.
- 17.3. Members shall be attached to the appropriate Regions in accordance with the Regulations.
- 17.4. No Member of any Region may at any time appoint any individual, including an individual who is not a Member of that Region, as a proxy to –
- 17.4.1. participate in, speak and vote at, a meeting of Members of that Region on behalf of the Member; or
 - 17.4.2. give or withhold written consent on behalf of the Member to a decision taken by Members acting other than at a meeting as contemplated in section 60 of the Act.
- 17.5. Subject as hereinafter provided, the management of the Regions shall be carried out by Regional Committees subject to the provisions of the Regulations, provided that no Regional Committee shall make any rule for the administration of its Region which is inconsistent with or at variance with the policy of the Board.
- 17.6. Each Regional Committee shall consist of not less than 3 (three) Members and not more than 6 (six) Members of that Region (not being employees of the Association) who shall serve for 2 (two) years and from amongst whose number a Chairperson and Deputy Chairperson of the Region shall be appointed each year.

A retiring Member of the Regional Committee shall be eligible for re-election. In the event of a Member of a Regional Committee resigning, dying, ceasing to be a Member of their appropriate Region or becoming incapable of carrying out their duties by reason of mental or physical incapacity or otherwise being required to vacate their office, their place shall be filled by another elected Member by the Members of the Region who shall serve upon the Regional Committee until such time as the original Member would, in the normal course of events, have retired.

- 17.7. Any Member of the Regional Committee may be elected by the Regional Committee to be on the Board. If the Regional Board Member, in whatever their capacity is unable to attend any meeting of the Board, any other Regional Committee Member may be nominated by the Board Member and shall be entitled to attend and vote at the Board Meeting. Should none of the Regional Committee Members be able to attend a Board Meeting, an alternate director may be appointed as provided for in this Memorandum of Incorporation on condition that they are a Member of that Region.
- 17.8. A person who, in the opinion of the Board, is or has previously been guilty of a serious breach of the Code of Ethics shall not be eligible to be nominated as a Member of the Regional Committee. In the case of a Regional Committee Member who is found guilty of a serious breach of the Code of Ethics (after completion of the Association's disciplinary procedures and without prejudice to any other remedy available to the Association), that Member shall vacate their office immediately and shall not be eligible for future nomination.

18. POWERS AND DUTIES OF THE REGIONAL COMMITTEES

18.1. General

The Regional Committee shall be responsible for all matters specifically delegated to the Regional Committee by the Board relating to the management and administration of the affairs and tournaments of the Association.

18.2. Discipline

The Regional Committee's powers and duties in regard to discipline shall be subject to the overall authority of the Board and shall be carried out as hereinafter defined and provided for in the Regulations.

18.3. Delegation

The Regional Committee shall have the power to delegate to permanent or ad hoc committees or individuals any of its functions.

18.3.1. Procedure at Meetings of the Regional Committees -

The Regional Committee shall make its own rules of procedure at all meetings provided that such rules shall incorporate the following:

- 18.3.1.1. the chairperson shall have a second and casting vote;
- 18.3.1.2. if, in the absence of the chairperson, the deputy chairperson takes the chair, he shall not have a second or casting vote;
- 18.3.1.3. no business may be transacted at a meeting of the Regional Committee unless there shall be a quorum present and until otherwise determined by the Regional Committee a quorum shall consist of not less than 3 (three) Members or their deputies;
- 18.3.1.4. the Chief Executive shall be entitled to attend and be heard at all meetings of the Regional Committee but shall not be entitled to vote;
- 18.3.1.5. 7 (seven) days' notice in writing or by electronic communication shall be given to the Members of the Regional Committee of all meetings unless 3(three) Members of the Regional Committee agree to accept short notice;
- 18.3.1.6. any Member of the Regional Committee shall be empowered to requisition a meeting of the Regional Committee and shall submit to the Chief Executive with the requisition a notice in writing of the resolution they wish to put to the Regional Committee whereupon the Chief Executive shall convene a meeting within 28 (twenty eight) days and supply a copy of the resolution to the Members of the Regional Committee.

18.4. Financial Affairs of the Regional Committees

- 18.4.1. The financial affairs and accounts of each Region shall be under the ultimate control of the Board.

18.4.2. The financial year end for the Region shall be consistent with the financial year end of the Association.

18.5. Regional Controls

18.5.1. Subject to the ultimate control and overriding authority of the Board, the Regional Committee shall be charged with responsibility for the financial affairs and obligations of the Regions and may delegate the day to day management therefore to the appropriate committees.

18.5.2. The right to accept or reject entries for Regional tournaments shall rest solely with the committee concerned.

18.5.3. The affairs of each Region shall be subject to the scrutiny and control of the Board and the Board shall be entitled to veto any rule or decision made by a Regional Committee.

19. NOTICES

19.1. A notice may be given by the Association to any Member either personally or by sending it by email, fax, telex, telegram or prepaid post to such Member at the registered address or number if any within the Republic furnished by them to the Association for such purpose.

19.2. Notice of every General Meeting shall be given in writing or by electronic communication and shall be served by delivery or by sending it through the post -

19.2.1. to every Member;

19.2.2. to the Auditor for the time being of the Association;

19.2.3. to every director of the Association;

and no other person shall be entitled to receive notice of any General Meetings.

19.3. A notice as served by post or by electronic communication shall irrefutably be deemed to have been received and brought to the notice of the addressee at the time when the letter containing the same was posted or sent and in proving the giving of the notice by post, it shall be sufficient to prove that the letter containing the notice was properly addressed and posted.

19.4. Any notice by the Association shall be signed by a director or by someone authorized by the director.

- 19.5. The Association shall not be responsible for the loss in transmission of any documents sent to any Member if sent to its destination specified by the Member, whether or not it was sent at their request.
- 19.6. In the case where the Association and a Member have agreed for copies of accounts and reports, and other notices, to be accessed from a web site, the documents shall be treated as having been sent to the Member at least 21 (twenty-one) days before a General Meeting, provided:
- 19.6.1. the documents are published on the web site throughout the period beginning at least 21 (twenty-one) days before the General Meeting and ending with the conclusion of the General Meeting; and
- 19.6.2. notification is given to the Member of their publication on the web site at least 21 (twenty-one) days before the General Meeting.

20. OFFICERS OF THE ASSOCIATION

- 20.1. A person who, in the opinion of the Board, has previously been guilty of a serious breach of the Code of Ethics shall not normally be eligible to be nominated as an Officer of the Association. In the case of an Officer of the Association who is found guilty of a serious breach of the Code of Ethics (after completion of the Association's disciplinary procedures and without prejudice to any other remedy available to the Association), that officer shall vacate their office immediately and shall not be eligible for future nomination.
- 20.2. The Board shall be entitled for such a period as it thinks fit, to appoint any person as President of the Association. The President shall not be entitled to attend any committee meetings of the Board unless invited to do so but shall be invited to attend all functions and tournaments of the Association.
- 20.3. The Board shall be entitled for such period as they think fit to appoint Vice-Presidents of the Association who shall be persons who shall have given outstanding service to the Association.
- 20.4. Vice-Presidents shall be entitled to attend any functions of the Association and shall be able to be heard but shall have no voting powers unless they are Members of the Association.
- 20.5. The Board shall be entitled to nominate a Captain. The Captain shall be nominated by a majority vote of the Board and their nomination and appointment shall be subject to the ratification of the Members at the Annual General Meeting. The Captain shall hold office for 2 (two) years and shall at all times be a Member of the Association.

The Captain shall not serve upon the Board nor upon a Regional Committee but shall be entitled to attend and be heard at all meetings of the Board but shall not be entitled to vote. The Captain shall represent the Association at golfing and other events.

- 20.6. The Board shall be entitled to nominate a Vice Captain. The Vice-Captain shall be nominated by a majority vote of the Board and their nomination and appointment shall be subject to the ratification of the Members at the Annual General Meeting. The Vice-Captain shall hold office for two years and shall at all times be a Member of the Association. The Vice-Captain shall not serve upon the Board nor upon a Regional Committee but shall be entitled to attend and be heard at all meetings of the Board but shall not be entitled to vote. The Vice-Captain shall be entitled to stand in for the Captain at any event or function the Captain is unable to attend.
- 20.7. There shall be a Chief Executive of the Association who shall be an employee of the Association and shall act as Secretary to the Association (in their capacity as its company secretary), the Regional Committees and any other permanent or ad hoc committees of the Association at the request of the Board and that committee. The Board may from time to time by resolution appoint such person or persons to act as Assistant or Deputy Secretary of the Association and any such person as may be appointed may act in place of the Chief Executive (in their capacity as Secretary to the Association) if the Chief Executive be incapable of acting as such.
- 20.8. The Chief Executive shall receive notice of and shall be entitled to attend and be heard at the whole or any part of meetings of the Board, as directed by the Board. The Chief Executive shall receive notice of and shall be entitled to attend and be heard at meetings of all Committees. The Chief Executive shall also be entitled to attend at any functions of the Association.
- 20.9. The Chief Executive shall be responsible for the keeping of minutes of all meetings of the Board and all Committees of which the Chief Executive is Secretary.
- 20.10. The Chief Executive shall have the power, in conjunction with the Chairperson of the Board, subject to the overall control of the Board, to negotiate the terms of employment of employees and to arrange for the Association to enter into contracts of employment.
- 20.11. The Chief Executive's powers and duties in regard to the summary discipline and suspension of Members of the Association shall be subject to the overall authority of the Board and shall be carried out as hereinafter defined and provided for in the Regulations.

- 20.12. The Chief Executive shall be responsible for the administration and records of the Association and for carrying out the decisions of the Board, the Regional Committees and other committees of which the Chief Executive is Secretary.
- 20.13. The Chief Executive shall ensure that proper records are kept in respect of the financial affairs of the Association and shall produce the auditing of the accounts of the Association. The Chief Executive shall have the power to delegate any of these functions unless the Board otherwise determines.

21. THE ASSOCIATION YEAR

The Membership, subscription and financial year of the Association shall be determined by the Board from time to time by regulation.

22. INDEMNITY

The Association may indemnify a Director in respect of any liability arising other than as a result of the following –

- 22.1. knowingly acting without authority on behalf of the Association;
- 22.2. complying in the fraudulent or reckless conduct of the Association's business or trading in insolvent circumstances;
- 22.3. knowingly being a party to conduct calculated to defraud a creditor, employee or Member or for another fraudulent purpose;
- 22.4. wilful misconduct or wilful breach of trust on the part of the Director; and
- 22.5. any fine that may be imposed on the Director pursuant to a conviction for an offence in terms of any national legislation.

23. SPECIAL RESOLUTION

- 23.1. The Association may, by Special Resolution -
- 23.1.1. do anything which in terms of the Act may be done only if authorized by this Memorandum of Incorporation; and
- 23.1.2. in particular alter these Articles of Association and constitution in any way permitted by law.

24. WINDING UP OR DISSOLUTION

Despite any provision in any law or agreement to the contrary, upon its winding-up or dissolution, the Company must, after making provision for the costs of dissolving the Company, distribute the net value of the Company to any similar public benefit organisation which has been approved by the Commissioner: South African Revenue Service in terms of section 30 of the Income Tax Act, 58 of 1962 or any institution, board or body which is exempt from tax under the provisions of section 10(1)(cA)(i) of the aforementioned Act, which has as its sole object the carrying on of any public benefit activity and which has similar objects to those of the Company.