

DRAFT 2

Section 21 company

REPUBLIC OF SOUTH AFRICA
COMPANIES ACT 1973

**ARTICLES OF ASSOCIATION OF A COMPANY
NOT HAVING A SHARE CAPITAL
NOT ADOPTING SCHEDULE 1
(section 60(1); regulation 18)**

Registration No of Company

2002/017057/08

Name of company:

**The Kogelberg Biosphere Reserve
(Association incorporated under section 21)**

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

The articles of the company are as follows:

1 INTERPRETATION

In these articles, unless the context otherwise requires -

- 1.1 **"board of directors"** means the board of directors established in terms of these articles of association;
- 1.2 **"the Companies Act"** means the Companies Act, 61 of 1973, as amended;
- 1.3 **"company"** means The Kogelberg Biosphere Reserve (Association incorporated under Section 21);
- 1.4 **"director"** means a member of the board of directors elected or appointed as provided for in these articles of association;

- 1.5 "in writing" means written, printed or partly written and partly printed;
- 1.6 "member" means the persons referred to in article 4.1 and the persons who become members in terms of Articles 4.2 and 4.3 ;
- 1.7 "portfolio" means the duties of office ascribed to a director for his personal attention,
- 1.8 "profits" includes revenue and capital profits;
- 1.9 "register" means the register of members kept in terms of the Statutes;
- 1.10 "the Republic" means the Republic of South Africa;
- 1.11 "management committee" means a committee appointed on a permanent basis as provided for in these articles of association;
- 1.12 "the Statutes" means the Companies Act and any and every other statute or ordinance from time to time in force concerning companies and necessarily affecting the company;
- 1.13 "sub-committee" means a sub-committee appointed on an *ad hoc* basis to assist the board of directors in any or various non-technical matters as provided for in these articles of association;
- 1.14 "technical committee" means a committee appointed to assist the board of directors in any or various technical matters as provided for in these articles of association;
- 1.15 references to members represented by proxy shall include members represented by an agent appointed under a general or special power of attorney and references to members present or acting in person shall include corporations represented or acting in the manner prescribed in the Statutes;
- 1.16 expressions defined in the Companies Act, or any statutory modification thereof, in force at the date on which these articles become binding on the company shall have the meanings so defined;

- 1.17 words in the singular number shall include the plural and words in the plural number shall include the singular, words importing the masculine gender shall include females, and words importing persons shall include bodies corporate.

2 PRELIMINARY

- 2.1 If the provisions of these articles are in any way inconsistent with the provisions of the Statutes, the provisions of the Statutes shall prevail, and these articles shall be read in all respects subject to the Statutes.
- 2.2 Notwithstanding the omission from these articles of any provision to that effect, the company may do anything that the Companies Act empowers a company to do if so authorised by its Articles of Association.

3 PUBLIC COMPANY

The company is a company limited by guarantee and shall be deemed to be a public company for the purposes of the Statutes and the provisions of the Statutes applying to public companies will apply to this company unless it appears differently from the context.

4 MEMBERS

- 4.1 The first members of the company shall be the subscribers to the Memorandum of Association.
- 4.2 Any person that makes a written application to become a member of the company and whose application the board of directors accept shall become a member of the company.
- 4.3 Any person invited by the board of directors, or members of the company at a general meeting, to become a member of the company and who accepts such a invitation in writing shall become a member of the company.

- 4.4 A member shall *ipso facto* cease to be a member of the company:
- 4.4.1 if a natural person, in the event of his death;
- 4.4.2 if being a body corporate, an order for the provisional or final winding-up or judicial management of the member is granted or a special resolution for the winding-up of the member is duly passed and registered in terms of the Act;
- 4.4.3 if being a trust, in the event of its dissolution;
- 4.4.4 if the board of directors terminate his membership of the company. The board of directors may in its sole discretion and by resolution having the concurrence of not less than seventy five percent (75%) of the members of the Board, terminate any member's membership of the company without advancing any reason, but such member may appeal to the Annual General Meeting or any other General Meeting of the company for a rescission of such termination.
- 4.4.4.1 Such appeal must be lodged in writing with the company secretary within two weeks and must specify the basis of the appeal. The member shall remain suspended until the appeal is heard.
- 4.4.5 If he resigns as member by giving written notice thereof to the board of directors.
- 4.4.6 if he fails to pay the annual subscription fee.
- 4.4.7 A member shall *ipso facto* cease to be a member of the company if his estate is finally sequestrated.
- 4.5 Every member of the company shall register his address, or a change of such address, with the Secretary, *which address he chooses as his domicilium citandi et executandi*. All notices and other correspondence may be served on or send to any member personally or by sending it through the post in a pre-paid registered letter addressed to such member at his registered address, and any notice so posted shall be deemed to have been served upon or received by the member seventy

two (72) hours after the time of posting. Should a member fail to register his address with the Secretary he shall be deemed to have waived his right to receive notices and other correspondence.

- 4.6 The allowed number of members of the company is unlimited.
- 4.7 The rights, benefits, privileges and obligations of membership are not transferable other than stipulated herein.
- 4.8 Each member is obliged to pay an admission fee and an annual membership fee in the amount as determined from time to time by the board of directors. The admission fee and first annual membership fee are payable on the date that a person becomes a member. Subsequent annual membership fees are payable on the first day of July every year.
- 4.9 The admission fee shall be non-refundable.
- 4.10 The annual membership fee is payable in full, irrespective of the date on which a person becomes a member and no pro-rata apportionment of the annual membership fee will be made.
- 4.11 No member shall be permitted to exercise any of his rights and privileges, including his right to vote at general meetings, while his membership fees or any other amount owing by him to the company is in arrears.

5 MEETINGS OF MEMBERS

- 5.1 The company shall hold an annual general meeting not later than 9 (nine) months after the end of each financial year, in addition to any other general meetings held during that year, and shall designate the meeting as such in the notice convening the meeting. Not more than 15 (fifteen) months shall elapse between the date of the one annual general meeting and the next. The annual general meeting shall be held at the time, date and place determined by the directors.
- 5.2 The directors may, whenever they think fit, convene a general meeting. If at any time there shall not be within the Republic sufficient directors

capable of acting to form a quorum, any director or any two members of the company may convene a general meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

5.3 A general meeting shall also be convened on a requisition by members made in accordance with the provisions of the Statutes or, in default, may be convened by the requisitionists as provided by and subject to the provisions of the Statutes.

5.4 Every meeting of members shall, unless otherwise resolved by the directors, be held in the city or town in which the company's registered office is for the time being situated.

5.5 Subject to the provisions of the Statutes relating to meetings of which special notice is required to be given, an annual general meeting and a meeting called for the passing of a special resolution shall be called by at least 21 (twenty-one) clear days' notice in writing, and a meeting of the company, other than an annual general meeting or a meeting for the passing of a special resolution, shall be called by at least 14 (fourteen) clear days' notice in writing. The notice shall specify the place, the day and the hour of meeting and, in the case of special business, the general nature of the business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the company at a meeting of members, to such persons as are, under these articles, entitled to receive such notices from the company: provided that a meeting of the company shall, notwithstanding that it is called by shorter notice than that specified in this article, be deemed to have been duly called if it is so agreed by a majority in number of the members having a right to attend and vote at the meeting who hold not less than 95% (ninety-five) per cent of the total voting rights of all the members. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting.

6 PROCEEDINGS AT MEETINGS OF MEMBERS

- 6.1 All business that is transacted at a general meeting and at the annual general meeting, with the exception of the consideration of the annual financial statements, the election of auditors and the fixing of the remuneration of the auditors shall be considered special business.
- 6.2 Business may be transacted at any meeting of members only while a quorum is present.
- 6.3 Save as herein otherwise provided, the quorum at a meeting of members shall be 7 (seven) members entitled to vote, personally present or represented by proxy, or if a member is a body corporate, represented at the meeting.
- 6.4 If within 30 (thirty) minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or, if that day be a public holiday, to the next succeeding day that is not a public holiday, Saturday or Sunday, or if this is inconvenient to a day not less than seven but not more than twenty-one days after the date of the meeting at a place determined and if at such adjourned meeting a quorum is not present within 15 (fifteen) minutes from the time appointed for the meeting then, subject to the Statutes, the members or member present shall be a quorum.
- 6.5 The chairman, if any, of the board of directors shall preside as chairman at every meeting of members of the company. If there is no such chairman, or if at any meeting he is not present within 15 (fifteen) minutes after the time appointed for holding the meeting or is unwilling to act as chairman, the members present shall choose some director to act as chairman of the meeting, or if no director is present, or if all directors present decline to act as chairman,, they shall elect one of the members present to be chairman of the meeting.

- 6.6 The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting to the same day in the next week, at the same time and place, or, if that day be a public holiday, to the next succeeding day that is not a public holiday, Saturday or Sunday, or if this is inconvenient to a day not less than seven but not more than twenty-one days after the date of the meeting at a place determined, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned as a result of a direction given in terms of any applicable provisions in the Statutes, notice of the adjourned meeting shall be given in the manner prescribed by such provision, but save as provided herein and in 6.7, it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 6.7 Where a meeting has been adjourned in terms of section 192 of the Companies act, i.e. an adjournment demanded by a member, the company shall, upon a date not later than 3 (three) days after the adjournment, publish in a newspaper circulating in the province where the registered office of the company is situated, a notice stating –
- 6.7.1 the date, time and place to which the meeting has been adjourned;
- 6.7.2 the matter before the meeting when it was adjourned; and
- 6.7.3 the reason for the adjournment.
- 6.8 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded beforehand by the chairman of the meeting or on the declaration of the result of the show of hands –
- 6.8.1 by at least 5 (five) members present in person or by proxy having the right to vote at the meeting; or
- 6.8.2 by any member or members present in person or by proxy having the right to vote at the meeting and representing not less than 1/10th

(one-tenth) of the total voting rights of all members having the right to vote at the meeting.

- 6.9 Unless a poll is demanded a declaration by the chairman of the meeting that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority, or lost, and an entry made to that effect in the book of the proceedings of the company, 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.
- 6.10 If a poll is duly demanded it shall be taken in such manner as the chairman or the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. In determining the result of the poll the number of votes to which each member is entitled in terms of the articles shall be taken into account. Scrutineers shall be appointed by the chairman of the meeting to determine the result of the poll, and their decision, which shall be announced by the chairman of the meeting, shall when announced be deemed to be the resolution of the meeting at which the poll is demanded.
- 6.11 A poll, which is demanded on the election of a chairman of the meeting or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs. The demand for a poll shall not prevent the continuation of a meeting for the transaction of any business other than the question upon which the poll has been demanded.
- 6.12 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall not be entitled to a second or casting vote.
- 6.13 Subject to the provisions of the Statutes, a resolution in writing approved and signed by all the persons for the time being entitled to receive notice of and to attend and vote at a meeting of members or by duly authorised representatives on their behalf shall be as valid and effectual as if it had been passed at a meeting of the company duly convened and held.

7 VOTES OF MEMBERS

- 7.1 Each member of the company present in person or by proxy or, if a member is a body corporate, duly represented at any meeting of the company shall have 1 (one) vote.
- 7.2 Every member entitled to attend and vote at a meeting of the company shall be entitled to appoint another person (whether a member or not) as his proxy to attend, speak and vote in his stead at any meeting of the company.
- 7.3 The form appointing a proxy shall be in writing under the hand of the appointer or of his agent duly authorised in writing or, if the appointer is a corporate body, under the hand of an officer or agent authorised by that body. The holder of a general or special power of attorney given by a member shall be entitled to vote, if duly authorised under that power to attend and take part in the meetings and proceedings of the company or companies generally, whether or not he be himself a member of the company.
- 7.4 The form 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 registered office of the company not less than 24 (twenty-four) hours (or such lesser period as the directors may unanimously determine in relation to any particular meeting) before the time for holding the meeting (including an adjourned meeting) at which the person named in the form proposes to vote, and in default the form of proxy shall not be treated as valid. No form appointing a proxy shall be valid after the expiration of six months from the date when it was signed, except at an adjourned meeting unless otherwise specifically stated in the proxy itself.
- 7.5 The instrument appointing a proxy may be in any of the forms set out in article 52 of Table A (Schedule 1 of the Companies Act) or in any form which the chairman may approve and shall be deemed to confer the power to demand or to join in a demand that a poll be taken.

- 7.6 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the company at its registered office before the commencement of the meeting or adjourned meeting at which the instrument of proxy is used.
- 7.7 No objection may be raised against the authority of a member to vote except during the meeting or adjourned meeting at which the vote objected against is cast or proffered, and every vote that has not been refused during such meeting shall for all purposes be valid. Any such objection that had been made timeously shall be referred to the chairman of the meeting and his decision shall be final and binding.

8 DIRECTORS

- 8.1 Until otherwise determined by a meeting of members, the number of directors shall not be less than six, nor more than ten.
- 8.2 The company may from time to time at any meeting of members increase or reduce the number of directors.
- 8.3 The first directors of the company shall be determined in writing by the subscribers to the Memorandum of Association. Until the first directors are appointed, every subscriber of the memorandum shall be deemed for all purposes to be a director of the company.
- 8.4 All directors shall be classified as being either appointed directors (in terms of paragraph 8.5) or elected directors (in terms of paragraph 8.6).
- 8.5 There shall be a maximum of five appointed directors, who shall be appointed by the Management Committee. Appointed directors will remain in office until replaced by the party which have appointed them or until removed in terms of paragraph 8.14 below

- 8.6 There shall be a maximum of five elected directors, who shall be elected at the annual general meeting of members, from the members residing in the Kogelberg Biosphere Reserve.
- 8.7 To ensure continuity, all directors elected in terms of paragraph 8.6 above, shall not retire simultaneously. At the first annual general meeting of the company and at every annual general meeting thereafter, two of the elected directors shall retire from office.
- 8.8 The elected directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became directors on the same day, those to retire shall, unless they otherwise agree among themselves, be determined by lot.
- 8.9 The members of the company at the annual general meeting at which a director retires in the manner aforesaid shall fill the vacancy as provided for in paragraph 8.6.
- 8.10 A retiring director shall be eligible for re-election.
- 8.11 If at any meeting at which an election of directors ought to take place the offices of the retiring directors are not filled, unless it is expressly resolved not to fill such vacancies, the meeting shall stand adjourned and the provisions of articles 6.4 and 6.5 shall apply *mutatis mutandis* to such adjournment, and if at such adjourned meeting the vacancies are not filled, the retiring directors or such of them as have not had their offices filled shall be deemed to have been re-elected at such adjourned meeting unless a resolution for the re-election of any such director shall have been put to the meeting and defeated.
- 8.12 Unless the members otherwise determine in general meeting, any casual vacancy occurring on the board of directors may be filled by the directors, but the director so appointed shall be subject to retirement at the same time as the director whom he has replaced.
- 8.13 The directors shall have the power at any time, to appoint a person as an additional director but subject that the total number of directors shall not at

any time exceed the number fixed according to these articles, and such director shall retire from office at the next following annual general meeting and shall then be eligible for election.

8.14 The company may by ordinary resolution of which special notice has been given in accordance with Section 220 of the Companies Act remove any director before the expiration of his period of office, notwithstanding anything to the contrary contained in these articles or in any agreement between the company and such director.

8.15 A vacancy created by the removal of a director under article 8.14 may be filled by the board of directors as a casual vacancy in terms of article 8.12 and the director so appointed shall be subject to the same terms, qualifications and conditions which exist with reference to a director appointed to fill a casual vacancy.

8.16 The board of directors shall elect annually, immediately after the annual general meeting, a chairman and vice-chairman.

9 REMUNERATION OF DIRECTORS

No remuneration whatever shall be payable to a director for his services to the company. The directors may, however, be paid all travelling, hotel and other expenses properly incurred by them in or about the performance of their duties as directors including those of attending and travelling to and from meetings of the directors or any committee of the directors or at any meeting of members of the company.

10 ALTERNATE DIRECTORS

10.1 Any director shall have the power to nominate another person to act as alternate director in his place during his absence or inability to act as such director, and on such appointment being made, the alternate director shall, in all respects, be subject to the terms and conditions existing with reference to the other directors of the company. A person may be appointed as alternate to more than 1 (one) director. If a person is alternate to more than 1 (one) director or where an alternate director is

a director, he shall have a separate vote, on behalf of each director he is representing in addition to his own vote, if any.

- 10.2 The alternate directors, whilst 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 on the happening of any event which, if he were a director, would cause him to cease to hold office in terms of these articles or if the director who appointed him ceases to be a director, or gives notice to the secretary of the company that the alternate director representing him shall have ceased to do so.

11 BORROWING POWERS OF DIRECTORS

- 11.1 The directors may in their discretion, from time to time, raise or borrow from the members or other persons any sums of money for the purposes of the company without limitation.
- 11.2 The directors may secure the payment or repayment of any sums of money borrowed or raised in terms of article 11.1 or the payment of any debt, liability or obligation whatsoever of the company or of a third party, in such manner and upon such terms and conditions in all respects as they think fit, and in particular may mortgage or bind all or part of the undertaking, property and rights of the company, both present and future, and issue and reissue secured or unsecured debentures and debenture stock.

12 GENERAL POWERS AND DUTIES OF DIRECTORS

- 12.1 The business of the company shall be managed by the directors who may exercise all such powers of the company as are not by the Statutes or by these articles required to be exercised by the company at any meeting of members (including without derogating from the generality of the foregoing or from the rights of the shareholders, the power to resolve that the company be wound up), subject nevertheless to the provisions of these articles and of the Statutes and to such regulations being not inconsistent with these articles or the Statutes, as may be

prescribed by the company at any such meeting; but no regulation made by the company at such meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.

- 12.2 The directors may from time to time entrust to and confer upon a manager for the time being such of the powers vested in them as they may think fit, and may confer such powers for such time and to be exercised for such objects and upon such terms and with such restrictions as they may think expedient; and they may confer such powers either collaterally or to the exclusion of, and in substitution for, all or any of the powers of the directors, and may from time to time revoke or vary all or any of such powers. A manager appointed pursuant to the provisions hereof shall not be regarded as an agent or delegate of the directors and after the directors have conferred powers upon him in terms hereof he shall be deemed to derive such powers directly from this article.
- 12.3 The directors shall have the power from time to time to delegate, or to allocate, to any one or more of their body or to any other person or persons, whether in the Republic or not, such of the powers as are vested in the directors pursuant to the Statutes or under these articles, as they may deem fit. The directors may further be allocated portfolios as determined from time to time by the board of directors.
- 12.4 The management and handling of the day to day affairs of the company may be entrusted by the directors to an executive committee consisting of 2 (two) directors and the manager, if there is one, occupying the office from time to time. The provisions of these articles regulating the meetings and proceedings of directors shall govern the meetings and proceedings of the executive committee.
- 12.5 The directors may delegate, or allocate any of their powers to 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 regulations that may be imposed on it by the

directors. Save as aforesaid, the meetings and proceedings of a committee consisting of more than one member shall be governed by the provisions of these Articles regulating the meetings and proceedings of directors.

- 12.6 Subject to the provisions of the Statutes the directors shall appoint a secretary for such term and upon such conditions as they may think fit and the directors may dismiss such secretary.

13 DISQUALIFICATION AND PRIVILEGES OF DIRECTORS

- 13.1 A director shall cease to hold office as such if -

13.1.1 he ceases to be a director by virtue of any of the provisions of the Statutes or becomes prohibited from being a director by reason of any order made under the Statutes; or

13.1.2 his estate is sequestrated or he files an application for the surrender of his estate or an application for an administration order, or if he commits an act of insolvency as defined in the insolvency law for the time being in force, or if he makes any arrangement or composition with his creditors generally; or

13.1.3 he is declared by the High Court to be of unsound mind or is admitted as a mental patient at any institution in terms of any legislation ; or

13.1.4 he resigns his office by notice in writing to the company; or

13.1.5 a resolution is passed in terms of section 220 of the Companies Act by the members to remove the director from office; or

13.1.6 he is an elected director and he ceases to be a member of the company for any reason whatsoever; or

13.1.7 he is an appointed director and his appointment is revoked or terminated for any reason whatsoever by the party which has appointed him; or

13.1.8 he is otherwise removed in accordance with any provision of these Articles.

14 PROCEEDINGS OF DIRECTORS

14.1 A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors.

14.2 The directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.

14.3 Unless otherwise resolved by the directors, all their meetings shall be held in the city or town where the company's registered office is for the time being situated.

14.4 Questions arising at any meeting of the directors shall be decided by a majority of votes.

14.5 In case of an equality of votes, the chairman shall not have a second or casting vote.

14.6 The directors may determine what period of notice shall be given of meetings of directors and may determine the means of giving such notice which may include telephone, telegram, telex or telefax. It shall not be necessary to give notice of a meeting of directors to any director for the time being absent from the Republic, but notice of any such meeting shall be given to his alternate, if he has appointed one, provided that such alternate is in the Republic.

14.7 A quorum shall consist of 5 (five) directors. For the purpose hereof a director who has authorised another director to vote for him at a meeting in terms of article 14.10 shall, if the director so authorised is present at the meeting, be deemed to be present himself and each director whose alternate is present at a meeting (even if the latter is alternate to more than one director) shall be deemed to be so present.

14.8 The continuing directors (or sole continuing director) may act notwithstanding any vacancy in their body, but, if and so long as their

number is reduced below the number fixed by or pursuant to these articles as a quorum, the continuing directors or director may act only for the purpose of summoning a general meeting of the company. If there are no directors or director able and willing to act, and no specific provision is made in these articles for the appointment of directors, then any two members may summon a general meeting for the purpose of appointing directors.

14.9 Subject to the Statutes -

14.9.1 a resolution in writing, including through the medium of telefax, signed by a majority of directors, shall be as valid and effectual as if it had been passed at a meeting of the directors duly called and constituted;

14.9.2 in the case of matters requiring urgent resolution or, if for any reason it is impracticable to meet as contemplated in article 14.3 or pass a resolution as contemplated in article 14.9.1, the meeting may be conducted and a resolution may be passed utilising conference telephone facilities, provided that the required quorum is met.

14.10 A director unable to attend a directors' meeting may authorise any other director to vote for him at that meeting, and in that event the director so authorised shall have a vote for each director by whom he is so authorised in addition to his own vote. If both the director so authorised 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 in terms of this article must be in writing (which may take the form of a telegram, cable, telefax or telex) and must be handed to the person presiding at the meeting at which it is to be used.

14.11 The chairman shall act as chairman for any meeting of the board of directors held during his term of office. If at any meeting the chairman is not present within 15 (fifteen) minutes after the time appointed for holding it, the vice-chairman shall act as chairman and if he cannot or

will not act, the directors present may choose one of their number to be chairman of the meeting.

15 MINUTES

15.1 The directors shall cause minutes to be made in books provided for the purpose –

15.1.1 of all appointments of officers made by the board of directors;

15.1.2 of the names of the members of the board of directors present at each meeting of the board of directors and of any committee of the board of directors;

15.1.3 of all resolutions and proceedings at all meetings of the company and of the board of directors and of the committee of the board of directors.

15.2 The minutes of any meeting of the company, of the board of directors or of any committee, if purporting to be signed by the chairman of such meeting or by the chairman of the next succeeding meeting shall be receivable as *prima facie* evidence of the matters in such minutes.

15.3 Every member of the board of directors present at any meeting of the board of directors shall sign his name in a book to be kept for that purpose.

16 COMMITTEES

16.1 The board of directors shall permanently be assisted by a management committee consisting of at least:

16.1.1 One person nominated by CapeNature.

16.1.2 One person nominated by the Department of Environmental Affairs and Development Planning of the Western Cape Provincial Administration.

- 16.1.3 One person nominated by the Marine and Coastal Management branch of the Department of Environmental Affairs and Tourism.
- 16.1.4 One person with technical competence nominated by each local authority with jurisdiction in the Kogelberg Biosphere Reserve.
- 16.1.5 One councillor nominated by and representing each local authority with jurisdiction in the Kogelberg Biosphere Reserve.
- 16.1.6 As and when the need arises the committee shall be able to co-opt specialised input from persons with relevant expertise.
- 16.2 The failure by any of the parties named in paragraphs 16.1.1 to 16.1.6 above, to nominate a person to the management committee, will not in any way affect the validity of the management committee or its operations and in such event the management committee will continue to operate without such person(s).
- 16.3 The management committee shall act in an advisory capacity to the board of directors but the members shall not have a vote in any matter, which shall remain the preserve of the directors. The chairman of the management committee shall attend all meetings of the board of directors.
- 16.4 The board of directors may delegate any of its powers to any sub-committees or technical committees, appointed on an *ad hoc* basis, consisting of such persons as they think fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on them by the board of directors.
- 16.5 Any such committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within 5 (five) minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman.
- 16.6 Any such committee may meet and adjourn as they think proper. Questions arising at any meeting shall be determined by a majority of

votes of the members present and in case of an equality of votes, the chairman shall have a second or casting vote.

- 16.7 Membership of the Board of directors and the management committee will be kept separate.

17 VALIDITY OF ACTS OF DIRECTORS AND COMMITTEES

As regards all persons dealing in good faith with the company, all acts done by any meeting of the directors or of a committee of directors or of any executives, or by any person acting as a director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in office of any such directors or persons acting as aforesaid, or that they or any of them were disqualified or had ceased to hold office or were not entitled to vote, be as valid as if every such person had been duly appointed or was qualified or had continued to be a director or was entitled to vote, as the case may be.

18 REGISTER OF MEMBERS

- 18.1 The directors shall cause to be kept in one or more books a register of the members and there shall be entered therein –

18.1.1 the names and addresses of members;

18.1.2 the date at which the name of any person was entered in the register as a member;

18.1.3 the date at any which person ceased to be a member, and such register shall be kept at the registered office of the company and shall be open to the inspection of the members during business hours, subject to any reasonable restrictions from time to time imposed by the company in general meeting.

19 ACCOUNTS

- 19.1 The board of directors shall cause such accounting records to be kept as are prescribed by the Companies Act.

- 19.2 The accounting records shall be kept in the registered office of the company or at such other place in the Republic of South Africa as the directors think fit, and shall always be open to the inspection of members.
- 19.3 The board of directors shall from time to time determine at what times and places and under what conditions or regulations the accounting records of the company or any of them shall be open for the inspection of members not being directors.
- 19.4 The board of directors shall from time to time in accordance with the provisions of the Companies Act, cause to be prepared and laid before the company in general meeting annual financial statements and group financial statements.
- 19.5 A copy of the annual financial statements which is to be laid before the company in general meeting, shall, not less than 21 (twenty one) days before the date of the meeting, be sent to all such persons as are entitled to receive notices of general meetings of the company; provided that this article shall not require a copy of the aforementioned documents to be sent to any person of whose address the company is not aware.
- 19.6 Auditors shall be appointed and their duties regulated in accordance with the Companies Act.

20 RESERVES

The directors may set aside out of the profits of the company and carry to reserve such sums as they think proper. All sums standing to the credit of revenue and general reserve shall at the discretion of the directors be applicable for meeting contingencies, for the gradual liquidation of any debt or liability of the company, for repairing, improving or maintaining any property of the company, for meeting losses on realisation of or writing down investments either individually or in the aggregate, or for any other purpose to which profits of the company may appropriately be applied. Pending such application such sums may either be employed in the business of the company (without being kept separate from the other assets of the company)

or be invested. The directors may divide the reserve into such special reserves as they think fit and re-allocate the amounts of such reserves either in whole or in part to other special or general reserves and may consolidate into one reserve any special reserves or any parts of any special reserves into which the reserve may have been divided. The directors may also carry forward any profits without placing them to reserve.

21 NOTICES

21.1 A notice by the company to any member shall be regarded as validly given if it is either delivered personally to the member or sent by prepaid registered post to him at his *domicilium citandi et executandi*.

21.2 Notice of every general meeting shall be given in the manner herein before provided, to –

21.2.1 every member of the company registered as such at the date of giving of such notice; and

21.2.2 the auditor of the company for the time being.

No other person shall be entitled to receive notices of general meetings.

21.3 Any notice, if given by post, shall be deemed to have been served seventy two (72) hours after the date on which the letter or envelope containing such notice was posted, and in proving the giving of the notice sent by post it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office.

21.4 When a given number of days' notice or notice extending over any period is required to be given, the day of service shall not be counted in such number of days or period.

21.5 The signature to any notice given by the company may be written or printed, or partly written and partly printed.

22 INDEMNITY AND RESPONSIBILITY

22.1 Every director, manager, secretary, committee member and other officer or servant of the company shall be indemnified by the company against, expenses incurred and it shall be the duty of the directors out of the funds of the company to pay to him, all costs, losses and expenses including travelling expenses which he may have incurred or become liable for by reason of any contract entered into or act or deed done by him in aforesaid capacity in the *bona fide* discharge of his duties.

22.2 No director, manager, secretary, committee member or other officer or servant of the company shall be liable for any act, omission or failure of any other director, manager, secretary, committee member or other officer or servant, or for joining in any such act or omission or failure, or loss or expenses suffered by the company through the inadequate or incomplete title to any property acquired by order of the directors or on behalf of the company, or for insufficient or defective security in or upon which any of the monies of the company have been invested, or for any loss or damage arising from the insolvency, liquidation or delict of any person with whom any monies, securities or effects have been deposited, or for any loss or damage occasioned by any error of judgment or oversight on his part or for any loss, damage or misfortune whatever which took place in the execution of his duties of office, unless he would otherwise be liable in law on the grounds of negligence, default, breach of duty or breach of trust in relation to the company.

23 PATRONS

The directors may from time to time appoint patrons of the company for periods determined by the directors.

24 WINDING-UP

If the company is wound-up the liquidator shall comply with the provisions of clauses 5(a) and 6(b) of the company' Memorandum of Association.

25 FINANCIAL YEAR

The company's financial year shall start on the first day of July and end on the last day of June.

ASSOCIATION CLAUSE

FORM CM 44B

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

Particulars of Subscriber	Date and signature of Subscriber	Particulars of witness	Date and Signature of Witness
Full names Ivor Roy Munford Occupation Director of company Residential Address MFT House, Coral Close Elgin 7189 Business Address P O Box 162 Elgin 7189 Postal Address P O Box 162 Elgin 7189		Full names Bonita Ossendrywer Occupation Secretary Residential Address 1280 Leonide Street Mountainview 0082 Business Address 179 Pretorius Street Pretoria 0002 Postal Address P O Box 1003 Pretoria 0001	
Full names Maria Ernestine de Villiers Occupation Community worker Residential Address Clarence Drive 2492 Betty's Bay 7141 Business Address P O Box 52 Betty's Bay 7141 Postal Address P O Box 52 Betty's Bay 7141		Full names Bonita Ossendrywer Occupation Secretary Residential Address 1280 Leonide Street Mountainview 0082 Business Address 179 Pretorius Street Pretoria 0002 Postal Address P O Box 1003 Pretoria 0001	

Particulars of Subscriber	Date and signature of Subscriber	Particulars of witness	Date and Signature of Witness
<p>Full names Elizaberh Mary Joubert</p> <p>Occupation Educational Consultant</p> <p>Residential Address 2854 Clarence Drive Betty's Bay 7141</p> <p>Business Address P O Box 159 Betty's Bay 7141</p> <p>Postal Address P O Box 159 Betty's Bay 7141</p>		<p>Full names Bonita Ossendrywer</p> <p>Occupation Secretary</p> <p>Residential Address 1280 Leonide Street Mountainview 0082</p> <p>Business Address 179 Pretorius Street Pretoria 0002</p> <p>Postal Address P O Box 1003 Pretoria 0001</p>	
<p>Full names Martin Jack Reginald Wessels</p> <p>Occupation Retired Minister of Religion</p> <p>Residential Address "Kwanobubele" Berg Street Genadendal 7234</p> <p>Business Address P O Box 100 Genanendal 7234</p> <p>Postal Address P O Box 100 Genanendal 7234</p>		<p>Full names Bonita Ossendrywer</p> <p>Occupation Secretary</p> <p>Residential Address 1280 Leonide Street Mountainview 0082</p> <p>Business Address 179 Pretorius Street Pretoria 0002</p> <p>Postal Address P O Box 1003 Pretoria 0001</p>	

Particulars of Subscriber	Date and signature of Subscriber	Particulars of witness	Date and Signature of Witness
<p>Full names David Dudley Persse</p> <p>Occupation Farmer</p> <p>Residential Address Morning Star Farm Oudebrug Road Grabouw 7160</p> <p>Business Address P O Box 531 Grabouw 7160</p> <p>Postal Address P O Box 531 Grabouw 7160</p>		<p>Full names Bonita Ossendrywer</p> <p>Occupation Secretary</p> <p>Residential Address 1280 Leonide Street Mountainview 0082</p> <p>Business Address 179 Pretorius Street Pretoria 0002</p> <p>Postal Address P O Box 1003 Pretoria 0001</p>	
<p>Full names John Patrick Rourke</p> <p>Occupation Curator, National Botanical Institute, Kirstenbosch</p> <p>Residential Address 4 Dawn Avenue Constantia 7800</p> <p>Business Address National Botanical Institute Private Bag X7 Claremont 7735</p> <p>Postal Address National Botanical Institute Private Bag X7 Claremont 7735</p>		<p>Full names Bonita Ossendrywer</p> <p>Occupation Secretary</p> <p>Residential Address 1280 Leonide Street Mountainview 0082</p> <p>Business Address 179 Pretorius Street Pretoria 0002</p> <p>Postal Address P O Box 1003 Pretoria 0001</p>	

Particulars of Subscriber	Date and signature of Subscriber	Particulars of witness	Date and Signature of Witness
<p>Full names Willem Jacobus Smuts</p> <p>Occupation Businessman</p> <p>Residential Address 2865 Protea Road Betty's Bay 7141</p> <p>Business Address Overstrand Herald P O Box 327 Kleinmond 7195</p> <p>Postal Address P O Box 588 Kleinmond 7195</p>		<p>Full names Bonita Ossendrywer</p> <p>Occupation Secretary</p> <p>Residential Address 1280 Leonide Street Mountainview 0082</p> <p>Business Address 179 Pretorius Street Pretoria 0002</p> <p>Postal Address P O Box 1003 Pretoria 0001</p>	
<p>Full names Mtoseni Sameul Dzhivhuho</p> <p>Occupation Pensioner</p> <p>Residential Address 740 Adam street Pine View Grabouw 7160</p> <p>Business Address 740 Adam street Pine View Grabouw 7160</p> <p>Postal Address 740 Adam street Pine View Grabouw 7160</p>		<p>Full names Bonita Ossendrywer</p> <p>Occupation Secretary</p> <p>Residential Address 1280 Leonide Street Mountainview 0082</p> <p>Business Address 179 Pretorius Street Pretoria 0002</p> <p>Postal Address P O Box 1003 Pretoria 0001</p>	

