

NOTARIAL CERTIFICATE OF COLLATION

**NTINGA O R TAMBO DEVELOPMENT AGENCY
(AN ASSOCIATION INCORPORATED UNDER SECTION 21)**

I the undersigned,

THABO SINDISA KWINANA

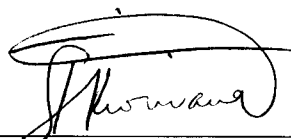
Notary Public, by lawful authority, duly sworn and admitted practising in JOHANNESBURG in the GAUTENG PROVINCE, do hereby certify and attest unto all whom it may concern, that I have this day collated and compared with the original, the copies hereto annexed marked "A" being:

1. Certificate of Incorporation
2. Memorandum of Association
3. Articles of Association

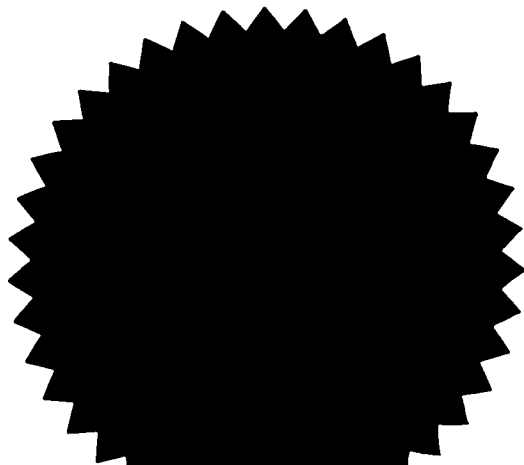
And I, the said Notary Public, do further certify and attest that the same are true and faithful copies of the said original and agree therewith in every respect.

An act whereof being required, I have granted these presents under my notarial form and seal to serve and avail as occasion shall or may require.

THUS DONE AND SIGNED at Johannesburg on this 13th day of December 2002



NOTARY



REPUBLIC OF SOUTH AFRICA
COMPANIES ACT, 1973
(Section 64)

CERTIFICATE OF INCORPORATION
OF A COMPANY
NOT HAVING A SHARE CAPITAL

 SA Companies Registration Office
NTINGA O R TAMBO DEVELOPMENT AGENCY

Registrar

2003/000312/08

This is to certify that

NTINGA O R TAMBO DEVELOPMENT AGENCY
(ASSOCIATION INCORPORATED UNDER SECTION 21)

was this day incorporated under the Companies Act, 1973. (Act 61 of 1973) and that the Company is a company limited by guarantee incorporated in terms of Section 21 of the Act.

Signed and sealed at Pretoria this 13 day of January 2003


REGISTRAR OF COMPANIES

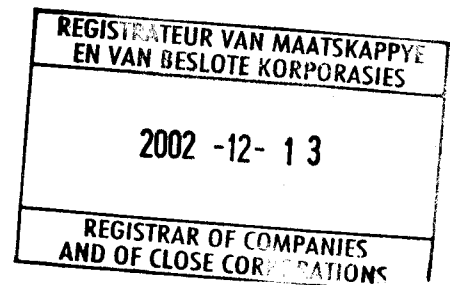
REPUBLIC OF SOUTH AFRICA
COMPANIES ACT, 1973

MEMORANDUM OF ASSOCIATION
OF A COMPANY NOT HAVING A SHARE CAPITAL

(Section 54(1); Regulation 17(3))

SA Companies Registration Office
NTINGA O R TAMBO DEVELOPMENT AGENCY

2003/000312/08



1. NAME

1.1. The name of the company

NTINGA O R TAMBO DEVELOPMENT AGENCY

(ASSOCIATION INCORPORATED UNDER SECTION 21)

1.2. The name of the company in the other language of the Republic is

NONE

1.3. The shortened form of the name of the Company is

NTINGA DEVELOPMENT AGENCY

2. The financial year of the Company is

LAST DAY OF JUNE

3. **PURPOSE DESCRIBING THE MAIN BUSINESS:**

The main business which the company carries on is:

TO PROMOTE AND IMPLEMENT LOCAL ECONOMIC DEVELOPMENT (“LED”) AND POVERTY ALLEVIATION INITIATIVES AND PROGRAMMES IN THE O.R. TAMBO DISTRICT AND REGION.

4. **MAIN OBJECT:**

The main object of the company is:

PROMOTION AND IMPLEMENTATION OF THE LED AND POVERTY ALLEVIATION INITIATIVES AND PROGRAMMES IN THE O.R. TAMBO DISTRICT AND REGION BY MOBILISING RESOURCES, SKILLS AND CAPACITIES FOR AN ONGOING PURSUANCE OF ECONOMIC DEVELOPMENT THROUGH INTERGRATED PACKAGING OF HIGH IMPACT AND SUSTAINABLE INTERVENTIONS THAT IF DELIVERED EFFECTIVELY WILL SIGNIFICANTLY ADDRESS THE O.R. TAMBO DISTRICT CHALLENGES OF ECONOMIC GROWTH, JOB CREATION AND POVERTY ERADICATION.

5. **ANCILLARY OBJECTS EXCLUDED:**

The specific ancillary objects, if any, referred to in Section 33(1) of the Act, which are excluded from the unlimited ancillary objects of the Company are:

NONE

6. **POWERS:**

6.1. The specific power or part of any power of the Company, if any, which is excluded from the plenary power of powers set out in Schedule 2 to the Act:

Power “(s)” is hereby excluded.

6.2. The specific powers or part of any specific powers of the Company set out in Schedule 2 of the Act, which are qualified under Section 34 of the Act are:

6.2.1. **Power (k)** to be modified to read as follows:

“To form and to have an interest in any company or companies having the same or similar objects to the company for the purpose of acquiring the undertaking or all or any of the assets or liabilities of that company or companies or for any other purpose which may seem directly or indirectly calculated to benefit the company and to transfer to any such company or companies the undertaking or all of any assets or liabilities of the company.”

6.2.2. **Power (l)** to be modified to read as follows:

“To amalgamate with other companies having the same or similar objects as the company.”

6.2.3. **Power (m)** to be modified to read as follows:

“To take part in the management, supervision and control of the business or operations of any other company or business having the same or similar objects as the company and to enter into partnerships having the same or similar objects as the Company.”

6.2.4. **Power (n)** not be modified to read as follows:

“To remunerate any person or persons in cash for services rendered in its formation or in the development of its activities.”

6.2.5. **Power (o)** to read as follows:

“To make donations provided that no donations may be made to members or Directors.”

6.2.6. **Power (r)** to read as follows:

“To pay gratuities and pensions and establish pension schemes and incentive schemes in respect of its employees.”

7. **CONDITIONS**

The special conditions which apply to the company and the requirements if any additional to those prescribed in the Act for their alteration are as follows:

- 7.1. The income and property of the company whencesoever derived shall be applied solely towards the promotion of its main object and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the company or it's controlling or controlled company: Provided that nothing herein contained shall prevent the payment in good faith of reasonable remuneration to any officer or servant of the company or to any member thereof in return of any services actually rendered to the company.
- 7.2. Upon its winding-up, de-registration, or dissolution, the assets of the company remaining after the satisfaction of all its liabilities shall be given or transferred to some other association(s) or institution(s), having objects similar to its main object, to be determined by the members of the company at or before the time of its dissolution or, failing such determination, by the Court provided that in any event such other association(s) or institution(s) shall be charitable or educational organisations or bodies of a public character within the Republic of South Africa which are themselves exempt from tax.

8. **PRE-INCORPORATION CONTRACTS (IF ANY)**

NONE

9. **CAPITAL AND GUARANTEE**

- 9.1. The company does not have a share capital.
- 9.2. The liability of members is limited to the amount referred to in 9.3 hereunder.
- 9.3. Each member undertakes to contribute to the assets of the company in the event of its being wound up either while he is a member or within 1 (ONE) year thereafter for the purpose of payment of the debts and liabilities of the company contracted before he ceases to be a member and the costs , charges and expenses of the winding up, and for adjustment of the rights of the contributors amongst themselves, an amount not exceeding R2000,00(TWO THOUSAND RAND).

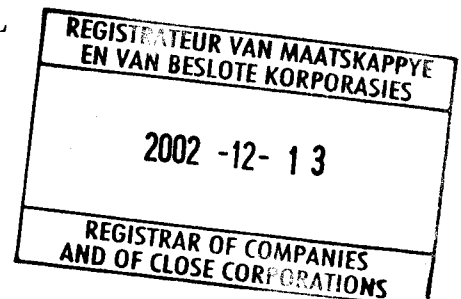
REPUBLIC OF SOUTH AFRICA
COMPANIES ACT, 1973

ARTICLES OF ASSOCIATION
OF A COMPANY

NOT HAVING A SHARE CAPITAL

NOT ADOPTING SCHEDULE 1
(section 60(1); regulation 18)

Re:  SA Companies Registration Office
NTINGA O R TAMBO DEVELOPMENT AGENCY



2003/000312/08

NAME OF COMPANY

NTINGA O R TAMBO DEVELOPMENT AGENCY
(ASSOCIATION INCORPORATED UNDER SECTION 21)

A

Articles of Table "A" contained in Schedule 1 to the Companies Act 1973 shall not apply.

B

1. INTERPRETATION

In the interpretation of these Articles of Association and unless contrary to or excluded by the subject or the context:

1.1. the headings and/or marginal notes of Articles are for reference purposes only and shall not be taken into account in construing these presents;

1.2. words importing the singular shall include the plural and *vice versa* and words importing one gender shall include the other genders; any reference to a natural person shall include a body corporate, firm, or association and *vice versa*;

1.3. any words defined in the Companies Act No 61 of 1973, or any statutory modification thereof, in force at the date on which these Articles, or any amendment hereof, become binding on the company shall have the meanings so defined;

1.4. each term, power or authority herein shall be given the widest possible interpretation;

1.5. the following words and expressions shall have the following meanings:

1.5.1. "the Act" means the Companies Act 61 of 1973, as amended or any Act which replaces it;

1.5.2. "the Articles" means these Articles of Association of the Company;

1.5.3. "director" means any director of the company from time to time;

- 1.5.4. “the Association” or “the company” or “Agency” means this company being Ntinga Development Agency (Association Incorporated Under Section 21);
- 1.5.5. “the District Municipality” or “DM” means O.R. Tambo District Municipality, a local authority established in terms of Local Government Transition Act 209 of 1993 as amended from time to time.
- 1.5.6. “the Board” means the Board of Directors of the Company.
- 1.5.7. “LED” means local economic development.
- 1.5.8. “member” means the persons referred to in paragraph 3 below and persons who become members in terms of Article. The DM may from time to time in its discretion appoint other persons to become members of the company;
- 1.5.9. “register” means the register of members kept in terms of the Statutes;
- 1.5.10. “Representative Members” means the members as mentioned in 1.5.8 above;
- 1.5.11. “the Republic” means the Republic of South Africa;
- 1.5.12. “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;

2. INTRODUCTION

- 2.1. The company is established by the O.R. Tambo District Municipality to perform a municipal function of implementing the DM's LED and related projects.
- 2.2. The company is established as a charitable organization of public character as contemplated in section 10(1)(cB)(i)(cc) of the Income Tax Act, 1962.
- 2.3. 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.
- 2.4. Notwithstanding the omission from these Articles of any provision to that effect, the company may do anything which the Act empowers a company to do if so authorised by its Articles of Association.

3. MEMBERS

- 3.1. The first members of the Company shall be:
 - 3.1.1. Rosemary Nokuzola Capa in her capacity as the Executive Mayor of O.R. Tambo District Municipality;
 - 3.1.2. Moffat Qithi in his capacity as the Municipal Manager of O.R. Tambo District Municipality;
 - 3.1.3. Viwe Mpekula in his capacity as the Chief Financial Officer of O.R. Tambo District Municipality; and

Four (4) Municipal Members who serve on the O.R. Tambo District Municipality's Standing Committee responsible for LED on condition that at all times the Chairperson of the said Standing Committee shall be amongst the four (4) Municipal Members, and in this instance;

3.1.4. Nontsapho Nomonde Mbelu in her capacity as a Councilor of the O. R. Tambo District Municipality;

3.1.5. Nomakhosazana Meth in her capacity as a Councilor of the O. R. Tambo District Municipality;

3.1.6. Lizwi Sharpman Nduku in his capacity as a Councilor of the O. R. Tambo District Municipality; and

3.1.7. Zamuxolo Phutuma Mzamane in his capacity as a Councilor of the O. R. Tambo District Municipality.

3.2. The company shall not have less than 7 (seven) members.

3.3. The DM may from time to time in its discretion appoint other persons to become members of the company or to replace existing members of the company subject to such persons consenting to their appointment in writing.

3.4. Each Representative Member shall be a member of the company for a period of three years from the date of his/her becoming a member as contemplated in these Articles, provided that:

3.4.1. the DM, at its discretion in writing, may require a member to cease to be a member before the expiration of the period of three years

contemplated in paragraph 3.4 above or extend the same as determined by the DM without furnishing any reasons;

3.4.2. notwithstanding the expiration of a period of three years of membership of any person, such person shall continue to be a member of the company until the DM advises such member in writing that such person shall cease to be a member. If the DM's written notice to a member as contemplated in this Article specifies the date on which a person shall cease to be a member, such person shall cease to be a member with effect from that date, which shall not be retrospective; and if the notice does not specify the date on which a person shall cease to be a member, such person shall cease to be a member with effect from the date of such notice.

3.5. The company shall maintain at its registered office a register of members of the company as provided in Section 105 of the Act. The register of members shall be open to inspection as provided in Section 113 of the Act.

4. POWERS AND DUTIES OF THE MEMBERS

4.1 To recommend the appointment and the removal from office of the Board of Directors and the Chairperson of such Board for approval by the DM.

4.2 To establish remuneration policy for Directors subject to the DM's approval.

4.3 To do all things required to be done by members in terms of the Act, Articles of Association, Memorandum of Association and Code of Corporate Practice.

5. GENERAL MEETINGS

- 5.1. The company shall hold its first general annual meeting within 12 (TWELVE) months after the date of its incorporation and shall thereafter in each year hold an annual general meeting. An annual general meeting shall be held within 6 (SIX) months after the expiration of the financial year of the Company.
- 5.2. Other special general meetings of the company may be held at any time.
- 5.3. Annual general meetings and other general meetings shall be held at such time and place as the Directors shall appoint or at such time and place as is determined if the meetings are convened under Section 179(4), 181, 182 or 183 of the Act.
- 5.4. The Directors may whenever they deem fit, convene a general meeting and such general meeting shall be convened on a requisition by members representing not less than 5% (five percent) of the total voting right of all the members of the Company having at the date of the lodgment of the requisition a right to vote at general meetings of the Company or in default may be convened by requisitionists as provided by and subject to the provisions of this Statutes.
- 5.5. If at anytime 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 need be convened by Directors.

6. NOTICE OF GENERAL MEETINGS

- 6.1. An annual general meeting and a meeting called for the passing of a special resolution shall be called by not less than 21 (TWENTY ONE) clear days notice

in writing and any other general meeting shall be called by not less than 14 (FOURTEEN) clear days notice in writing. The notice shall be exclusive to the day on which it is served or deemed to be served and of the day for which it is given, and shall be given in a manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, 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 the fact 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, being a majority holding not less than 95% (NINETY FIVE PER CENTUM) of the total voting rights of all the members.

6.2. The accidental omission to give notice of any meeting to any particular member or members shall not invalidate any resolution passed at any such meeting.

7. PROCEEDINGS AT GENERAL MEETINGS

7.1. 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 Directors and the appointment of an auditor and may deal with other business laid before it. All business laid before any other general meeting shall be considered special business.

7.2. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided 4 (FOUR) members shall be a quorum.

7.3. If within half an hour after 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 a day not earlier than 7 (SEVEN) days and not later than 21 (TWENTY ONE) days after the date of the meeting and if at such adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the members present in person or by proxy shall be a quorum.

7.4. The chairperson, if any, of the Board of Directors shall preside as the chairperson at every general meeting of the company.

7.5. If there is no such chairperson, or if at any meeting he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act as chairperson, the members present shall elect one of their number to be chairperson.

7.6. 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 any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place. When a meeting is adjourned the provisions of Article 7.3 shall apply *mutatis mutandis* apply to such adjournment.

7.7. In the case of an equality of votes the chairperson of the meeting shall be entitled to a second or casting vote.

8. VOTES OF MEMBERS

On a show of hands every member present in person, and if a member is a body corporate, its representative, shall have 1 (ONE) vote.

9. PROXIES

9.1. The instruments appointing a proxy shall be in writing under the hand of the appointer or of his agent duly authorized in writing or, if the appointer is a body corporate, under the hand of an officer or agent authorised by the body corporate. A proxy need not be a member of the company. The holder of a general or special power of attorney, whether he is himself a member or not, given by a member shall be entitled to attend meetings and to vote , if duly authorised under the power to attend and take part in the meetings.

9.2. Subject to the provisions of the Act, a form appointing a proxy may be in any usual or common form.

9.3. 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 registered office of the company not less than 48 (FORTY EIGHT) hours before the time for holding the meeting at which the person named in the instrument proposes to vote and in default of complying herewith the instrument of proxy shall not be valid after the expiration of 6 (SIX) months from the date when it was signed unless so specifically stated in the proxy itself and no proxy itself shall be used at an adjourned meeting which could not have been used at the original meeting.

10. DIRECTORS

10.1 The Directors shall be appointed in writing as contemplated in these Articles.

10.2 Until otherwise from time to time determined by the Members in a general meeting, the number of Directors shall be a minimum of 5 (FIVE) and a

maximum of 11 (ELEVEN) selected from a diversified background in accordance with the process mentioned in paragraph 10.6 below. Such Directors will be selected, *inter alia*, from the commercial sector, consumer sector and any other background that the Members deem necessary.

10.3 If a Director is a DM employee, officer or member, such person will not be entitled to any Directors fees.

10.4 Half of the Directors will be appointed for a two (2) year term and the other half for a three (3) year term at the discretion of the DM upon recommendation from the members.

10.5 Members will be entitled to replace any director who has for any reason, not completed his/her term of office without going through the appointment process mentioned in paragraph 10.6 below.

10.6 The Board of Directors will be appointed in the following manner:

10.6.1 the members, subject to the DM's ratification, will appoint a panel responsible for the appointment of the Board of Directors. The composition of the panel will be determined by the Members.

10.6.2 the panel will advertise for Board candidates to express an interest and can also invite candidates to express an interest. Thereafter the candidates will be shortlisted as determined by the panel in its sole and unfettered discretion. The panel may interview the shortlisted candidates and submit its recommendations to the Members who will make the final recommendation for approval by the DM.

10.6.3 Until the nominations mentioned in paragraph 10.3⁶ have been made, Section 208(2) of the Act shall apply.

10.6.4 The Directors shall be entitled to such remuneration as determined by the members in accordance with the DM's remuneration policy for its municipal entities.

10.6.5 The Directors shall have a responsibility of supporting a Stakeholders Forum, which will be advisory to the Board. The recommendations of the Stakeholders Forum will be made public upon request. The Stakeholders Forum will meet with Board representative/s at least two (2) times per annum.

10.7 In the event, if any, that the DM requires a special appointment to the Board of Directors of the Company, the DM reserves the right to make an appointment of any such Board Member/s without going through the process mentioned in 10.6 above.

10.8 It is specifically recorded that the Board of Directors shall not have more than three (3) Directors who are Councilors or Members or Officials of the DM. Further the Chairperson of the Board of the Company shall not at anytime be a Councilors or Member or Official of the DM.

11. ALTERNATE DIRECTORS

There will be no alternate Directors.

12. POWER AND DUTIES OF DIRECTORS

12.1. The business of the company shall be managed by the Directors who may pay all expenses incurred in promoting and incorporating the company and may exercise all such powers of the company as are not prescribed by the Act, or by these articles, required to be exercised by the company in general meeting subject to these articles, the provisions of the Act, and to such regulations, not inconsistent with the aforesaid articles or provisions as may be prescribed by the company in general meeting, but no regulation prescribed by the company in general meeting shall invalidate any prior decision of the director which would have been valid if such regulation has not been made.

12.2. The Directors on behalf of the company are entitled to:

12.2.1. purchase or acquire in any way land and every other kind or description of movable and immovable property;

12.2.2. manage, insure, sell, lease, mortgage, dispose of, give in exchange, work, develop, build on, improve, turn to account or in any other way deal with its undertaking or all or any part of its property and assets;

12.2.3. apply for, purchase or by any other means, acquire protect, prolong and renew any patents, patent rights, licences, trade marks, concessions or other rights and to deal with and alienate them;

12.2.4. borrow money;

- 12.2.5. secure the payment of moneys borrowed in any manner including the mortgaging and pledging of property and without detracting from the generality thereof, in particular by the issue of any kind of debenture or debenture stock, with or without security;
- 12.2.6. lend money to any person or company;
- 12.2.7. invest money in any manner;
- 12.2.8. open and operate banking accounts and to overdraw such accounts;
- 12.2.9. make, draw, issue, execute, accept, endorse and discount promissory notes, bills of exchange and any other kind of negotiable or transferable instruments;
- 12.2.10. enter into indemnities, guarantees and suretyships and to secure payment thereunder in any way;
- 12.2.11. form and have an interest in any other company or companies with objects same or similar to that of the company for the purpose of acquiring such other undertaking or all or any of the assets or liabilities of the company or companies;
- 12.2.12. amalgamate with other companies with same or similar objects to that of the company;
- 12.2.13. take part in the management, supervision and control of the business or operations of any other companies having the same or similar objects as the company and to enter into

partnerships having the same or similar objects as the company;

12.2.14. remunerate any person or persons for services rendered in its formation or in the development and/or administration of its business;

12.2.15. make donations, except to its members and/or Directors;

12.2.16. undertake and execute any trust;

12.2.17. act as principals, agents, contractors or trustees; and

12.2.18. pay gratuities and pensions and establish pension and medical schemes in respect of its employees and officers.

13. AGENTS AND COMMITTEES OF THE BOARD

13.1. The Directors may, with the written consent of the members, by power of attorney appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or agent of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him or them.

- 13.2. The Directors may delegate any of their powers to an executive or other committee whether consisting of a member or members of their body or not as they think fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Directors and any such regulations may authorise the appointment of sub-committees.

14. MANAGEMENT

- 14.1. The Board of Directors may, with the consent of the members, from time to time appoint a Chief Executive Officer for the Company for such terms and at such remuneration as they may think fit and revoke such appointment subject to the terms of any agreement entered into in any particular case.
- 14.2. The Board of Directors may, with the consent of the members, from time to time entrust to or confer upon the Chief Executive Officer, for the time being, such of their powers and authorities vested in them as they may think fit, and may confer such powers and authorities either collaterally or to the exclusion of, or in substitution for, all or any of the powers and authorities of the Directors and may from time to time revoke or vary all of such powers and authorities.
- 14.3. The Directors shall be paid as determined by the Members in accordance with the remuneration policy of the DM and all their traveling and other expenses properly and necessarily expended by them in and about the business of the company, and if any director shall be required to perform extra services or shall be otherwise specially occupied about the

company's business, he/she shall be entitled to receive expenses in accordance with the approved Company policy/ies.

15. MINUTES OF MEETING

15.1. The Directors shall, in terms of Section 204 of the Act, cause minutes to be kept:

15.1.1. of all appointments of officers:

15.1.2. of names of Directors present at every meeting of the company and or the Directors; and

15.1.3. of all proceedings at all meetings of the company and of the Directors.

15.2. Such minutes shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.

16. PROCEEDINGS OF DIRECTORS

16.1. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they may deem fit. The quorum of Directors necessary for the transaction of business may be fixed from time to time by the members. Notwithstanding the number of Director appointed any given point in time, the quorum shall be five (5) Directors present at a meeting.

- 16.2. A director may at any time convene a meeting of the Directors. A director who is not in the Republic of South Africa shall not, during such time as he/she is absent therefrom, be entitled to notice of any meeting.
- 16.3. Questions arising at any meeting of Directors shall be decided by a majority of votes and in case of an equality of votes the chairperson shall have second or casting vote.
- 16.4. The chairperson, or in his absence the deputy chairperson, shall be entitled to preside over all meeting of Directors. If no chairperson or deputy chairperson is elected, or if at any meeting neither is within fifteen minutes of the time appointed for holding the same, present or willing to act as chairperson thereof, the Directors present shall choose one of their number to be chairperson of such meeting.
- 16.5. Subject to the provisions of the Act a resolution in writing signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.
- 16.6. The continuing Directors may act notwithstanding any vacancy on their body, but if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of Directors, the continuing Directors may act for the purpose of convening a general meeting of the company, but for no other purpose.
- 16.7. The Directors may delegate 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 rules that may be imposed on it by the Directors.

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

17. SECRETARY

The Company Secretary (which may be a body corporate) shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit and any secretary so appointed may be removed by the Directors. A provision of the Statutes or these articles requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by it being done by or to the same person acting both as director and as, or in place of, the secretary.

18. ACCOUNTS

The Directors shall from time to time, in accordance with Section 286 and 288 of the Act, cause to be prepared and laid before the company in general meeting such annual financial statements as are referred to in those sections.

19. AUDITORS

19.1. The duly appointed auditors of the company shall subject to the provision of the Act, hold office until another appointment or other appointments to the office shall be made at an annual general meeting of the company, and

the provisions of Sections 270 and 271 of the Act shall apply to and be complied with in connection with any appointment proposed to be made, or not made of an auditor or auditors of the company. The remuneration of the auditor or auditors shall be fixed by the company at each annual general meeting.

- 19.2. The appointment, powers, rights, remuneration and duties of the auditors shall be regulated by the provisions of the Act.

20. NOTICES

- 20.1. A notice may be given by the company to any member either by advertisement or personally, or by sending it by post in a prepaid letter addressed to such member at his registered address or (if he has no registered address in the Republic) at the address (if any) within the Republic supplied by him to the company for the giving of notices to him/her.
- 20.2. Notice of every general meeting shall be given to every member of the company in any manner authorised except, in the case of notices to be given personally, notices to those members who (having no registered address within the Republic) have not supplied to the company an address within the Republic for the giving of notices to them, shall be given to the auditor for the time being of the company.
- 20.3. No other person shall be entitled to receive notice of general meetings.
- 20.4. Any notice by post shall be deemed to have been served at the time when the letter containing the same was posted. 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.

20.5. Every director, and officer of the company, and any person employed by the company as auditor, shall be indemnified out of the funds of the company against all liability incurred by him as such director, officer or auditor, in defending any proceeding, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted or in respect of any proceedings which are abandoned or in connection with any application under Section 248 of the Act in which relief is granted to him by the Court.

20.6. No director, officer or employee of the company shall be liable for the act, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for loss or expense happening to the company through the insufficiency of deficiency of any security in or upon which any of the moneys of the company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any persons which whom any money, securities or effects shall be deposited, or for any loss or damage occasioned by any error or judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office, or in relation thereto, unless the same happens through his own negligence, default, breach of duty or breach of trust.

21. DIVIDENDS

No dividend shall be paid to the members of the company. Any income earned by the company will be utilized for carrying on the objects of the company.

22. WINDING-UP

If the company shall be wound up the liquidator shall comply with the provisions of clauses 7.2 and 9 of the company's memorandum of association.

23. PATRONS

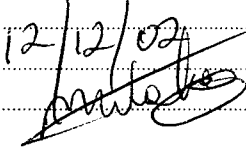
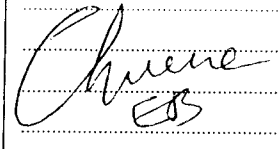
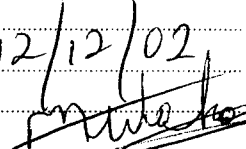
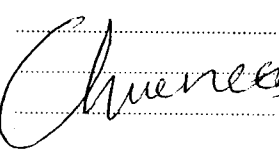
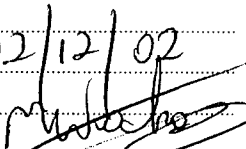
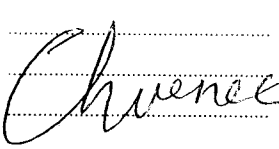
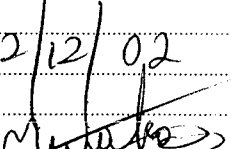
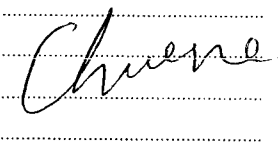
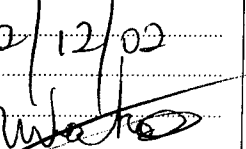
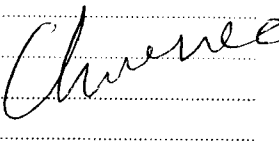
The Directors may from time to time appoint patrons of the company for periods determined by the Directors, with the consent of the members.

ASSOCIATION CLAUSE

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 respectively agree to become members of the company.

Particulars of subscribers	Date and signature of subscriber	Particulars of witness	Date and signature of witness
1. Full names Capa Rosemary Nokuzola (in my capacity as the Executive Mayor of the O R Tambo Municipality) Occupation EXECUTIVE MAYOR Residential address NO.150, MAIN ROAD, KOKSTAD Business address O R TAMBO HOUSE, NELSON MANDELA DRIVE, UMTATA Postal address PRIVATE BAG X 6043, UMTATA, 5100	12/12/02 	1. Full names Capa Rosemary Nokuzola (in my capacity as the Executive Mayor of the O R Tambo Municipality) Occupation EXECUTIVE MAYOR Residential address NO.150, MAIN ROAD, KOKSTAD Business address O R TAMBO HOUSE, NELSON MANDELA DRIVE, UMTATA Postal address PRIVATE BAG X 6043, UMTATA, 5100	12/12/2002 
2. Full names Qithi Moffat (in my capacity as the Municipal Manager of the O R Tambo Municipality) Occupation MUNICIPAL MANAGER Residential address NO 5 ALREY STREET, FORTGALE, UMTATA Business address O R TAMBO HOUSE, NELSON MANDELA DRIVE, UMTATA Postal address PRIVATE BAG X 6043, UMTATA, 5100	12/12/02 	2. Full names EMILY BOITUMELO CHUENE Occupation TRAINEE PARALEGAL Residential address 5534 ZONE 5, PIMVILLE, 1808 Business address CKM HOUSE, 213 OXFORD ROAD, CORNER 57 SMITS ROAD, DUNKELD WEST, JOHANNESBURG P O BOX 3523, PARKLANDS, 2121 Postal address	12/12/2002 
3. Full names Mpekula Viwe (in my capacity as the Chief Financial Officer of the O R Tambo Municipality) Occupation CHIEF FINANCIAL OFFICER Residential address NO 8 SWART STREET, NORTHCREST, UMTATA, 5099 Business address O R TAMBO HOUSE, NELSON MANDELA DRIVE, UMTATA Postal address PRIVATE BAG X 6043, UMTATA, 5100	12/12/02 	3. Full names EMILY BOITUMELO CHUENE Occupation TRAINEE PARALEGAL Residential address 5534 ZONE 5, PIMVILLE, 1808 Business address CKM HOUSE, 213 OXFORD ROAD, CORNER 57 SMITS ROAD, DUNKELD WEST, JOHANNESBURG P O BOX 3523, PARKLANDS, 2121 Postal address	12/12/2002 
4. Full names Mbely Nontsapho Nomonde (in my capacity as the Councillor of the O R Tambo Municipality) Occupation COUNCILLOR Residential address MBIZANA, P.O. BOX 12, BIZANA, 4800 Business address O R TAMBO HOUSE, NELSON MANDELA DRIVE, UMTATA Postal address PRIVATE BAG X 6043, UMTATA, 5100	12/12/02 	4. Full names EMILY BOITUMELO CHUENE Occupation TRAINEE PARALEGAL Residential address 5534 ZONE 5, PIMVILLE, 1808 Business address CKM HOUSE, 213 OXFORD ROAD, CORNER 57 SMITS ROAD, DUNKELD WEST, JOHANNESBURG P O BOX 3523, PARKLANDS, 2121 Postal address	12/12/2002 
5. Full names Meth Nomakhosazana (in my capacity as the Councillor of the O R Tambo Municipality) Occupation COUNCILLOR Residential address P.O. BOX 12, BIZANA, 4800 Business address O R TAMBO HOUSE, NELSON MANDELA DRIVE, UMTATA Postal address PRIVATE BAG X 6043, UMTATA, 5100	12/12/02 	5. Full names EMILY BOITUMELO CHUENE Occupation TRAINEE PARALEGAL Residential address 5534 ZONE 5, PIMVILLE, 1808 Business address CKM HOUSE, 213 OXFORD ROAD, CORNER 57 SMITS ROAD, DUNKELD WEST, JOHANNESBURG P O BOX 3523, PARKLANDS, 2121 Postal address	12/12/2002 
6. Full names Nduku Lizwi Sharpman (in my capacity as the Councillor of the O R Tambo Municipality) Occupation COUNCILLOR Residential address O R TAMBO HOUSE, NELSON MANDELA DRIVE, UMTATA Business address O R TAMBO HOUSE, NELSON MANDELA DRIVE, UMTATA Postal address PRIVATE BAG X 6043, UMTATA, 5100	12/12/02 	6. Full names EMILY BOITUMELO CHUENE Occupation TRAINEE PARALEGAL Residential address 5534 ZONE 5, PIMVILLE, 1808 Business address CKM HOUSE, 213 OXFORD ROAD, CORNER 57 SMITS ROAD, DUNKELD WEST, JOHANNESBURG P O BOX 3523, PARKLANDS, 2121 Postal address	12/12/2002 
7. Full names Mzamane Zamuxolo Phuthuma (in my capacity as the Councillor of the O R Tambo Municipality) Occupation COUNCILLOR Residential address NO 3 GRANITE STREET, PHASE 2, NCAMBEDOLANA Business address O R TAMBO HOUSE, NELSON MANDELA DRIVE, UMTATA Postal address PRIVATE BAG X 6043, UMTATA, 5100	12/12/02 	7. Full names EMILY BOITUMELO CHUENE Occupation TRAINEE PARALEGAL Residential address 5534 ZONE 5, PIMVILLE, 1808 Business address CKM HOUSE, 213 OXFORD ROAD, CORNER 57 SMITS ROAD, DUNKELD WEST, JOHANNESBURG P O BOX 3523, PARKLANDS, 2121 Postal address	12/12/2002 

SIGNATORIES TO ARTICLES OF ASSOCIATION

Particulars of subscribers	Date and signature	Particulars of witnesses	Date and signature
<p>1. Full names Capa Rosemary Nokuzola (in my capacity as the Executive Mayor of the O R Tambo Municipality)</p> <p>Occupation EXECUTIVE MAYOR</p> <p>Residential address NO 150 MAIN ROAD, KOKSTAD</p> <p>Business address O R TAMBO HOUSE, NELSON MANDELA DRIVE, UMTATA</p> <p>Postal address PRIVATE BAG X 6043, UMTATA, 5100</p>	<p>12/12/02</p> 	<p>1. Full names EMILY BOITUMELO CHUENE</p> <p>Occupation TRAINEE PARALEGAL</p> <p>Residential address 5534 ZONE 5, PIMVILLE, 1808,</p> <p>Business address CKM HOUSE, 213 OXFORD ROAD, CORNER 57 SMITS ROAD, DUNKELD WEST, JOHANNESBURG</p> <p>Postal address P.O BOX 3523, PARKLANDS, 2121</p>	<p>12/12/2002</p> 
<p>2. Full names Qithi Moffat (in my capacity as the Municipal Manager of the O R Tambo Municipality)</p> <p>Occupation MUNICIPAL MANAGER</p> <p>Residential address NO.5 ALREY STREET, FORTGALE, UMTATA</p> <p>Business address O R TAMBO HOUSE, NELSON MANDELA DRIVE, UMTATA</p> <p>Postal address PRIVATE BAGX 6043, UMTATA, 5100</p>	<p>12/12/02</p> 	<p>2. Full names EMILY BOITUMELO CHUENE</p> <p>Occupation TRAINEE PARALEGAL</p> <p>Residential address 5534 ZONE 5, PIMVILLE, 1808,</p> <p>Business address CKM HOUSE, 213 OXFORD ROAD, CORNER 57 SMITS ROAD, DUNKELD WEST, JOHANNESBURG</p> <p>Postal address P.O BOX 3523, PARKLANDS, 2121</p>	<p>12/12/2002</p> 
<p>3. Full names Mpekula Viwe (in my capacity as the Chief Financial Officer of the O R Tambo Municipality)</p> <p>Occupation CHIEF FINANCIAL OFFICER</p> <p>Residential address NO.8 SWART STREET, NORTHCREST, UMTATA, 5099</p> <p>Business address O R TAMBO HOUSE, NELSON MANDELA DRIVE, UMTATA,</p> <p>Postal address PRIVATE BAG X 6043, UMTATA, 5100</p>	<p>12/12/02</p> 	<p>3. Full names EMILY BOITUMELO CHUENE</p> <p>Occupation TRAINEE PARALEGAL</p> <p>Residential address 5534 ZONE 5, PIMVILLE, 1808,</p> <p>Business address CKM HOUSE, 213 OXFORD ROAD, CORNER 57 SMITS ROAD, DUNKELD WEST, JOHANNESBURG</p> <p>Postal address P.O BOX 3523, PARKLANDS, 2121</p>	<p>12/12/2002</p> 
<p>4. Full names Mbelu Nontsapho Nomonde (in my capacity as the Councillor of the O R Tambo Municipality)</p> <p>Occupation COUNCILLOR</p> <p>Residential address MBIZANA, P.O. BOX 12, BIZANA, 4800</p> <p>Business address O R TAMBO HOUSE, NELSON MANDELA DRIVE, UMTATA</p> <p>Postal address PRIVATE BAG X6043, UMTATA, 5100</p>	<p>12/12/02</p> 	<p>4. Full names EMILY BOITUMELO CHUENE</p> <p>Occupation TRAINEE PARALEGAL</p> <p>Residential address 5534 ZONE 5, PIMVILLE, 1808,</p> <p>Business address CKM HOUSE, 213 OXFORD ROAD, CORNER 57 SMITS ROAD, DUNKELD WEST, JOHANNESBURG</p> <p>Postal address P.O BOX 3523, PARKLANDS, 2121</p>	<p>12/12/2002</p> 
<p>5. Full names Meth Nomakhosazana (in my capacity as the Councillor of the O R Tambo Municipality)</p> <p>Occupation COUNCILLOR</p> <p>Residential address P.O. BOX 12, BIZANA, 4800</p> <p>Business address O R TAMBO HOUSE, NELSON MANDELA DRIVE, UMTATA</p> <p>Postal address PRIVATE BAG X6043, UMTATA, 5100</p>	<p>12/12/02</p> 	<p>5. Full names EMILY BOITUMELO CHUENE</p> <p>Occupation TRAINEE PARALEGAL</p> <p>Residential address 5534 ZONE 5, PIMVILLE, 1808,</p> <p>Business address CKM HOUSE, 213 OXFORD ROAD, CORNER 57 SMITS ROAD, DUNKELD WEST, JOHANNESBURG</p> <p>Postal address P.O BOX 3523, PARKLANDS, 2121</p>	<p>12/12/2002</p> 

Nduku Lizwi Sharpman (in my capacity as the Councillor of the O R Tambo

COUNCILLOR

12/12/02
[Signature]

EMILY BOITUMELO CHUENE

TRAINEE PARALEGAL

5534 ZONE 5, PIMVILLE,

1808,

12/12/2002
[Signature]

O R TAMBO HOUSE,
NELSON MANDELA DRIVE, UMTATA

CKM HOUSE, 213
OXFORD ROAD, CORNER 57 SMITS ROAD,
DUNKELD WEST, JOHANNESBURG

PRIVATE BAG X6043,
UMTATA, 5100

2121

P.O BOX 3523, PARKLANDS,

Mzamane Zamuxolo Phuthuma
(in my capacity as the Councillor of the O R

COUNCILLOR

12/12/02
[Signature]

EMILY BOITUMELO CHUENE

TRAINEE PARALEGAL

5534 ZONE 5, PIMVILLE,

1808,

12/12/2002
[Signature]

NO.3 GRANITE STREET,
PHASE 2, NCAMBEDLANA

CKM HOUSE, 213
OXFORD ROAD, CORNER 57 SMITS ROAD,
DUNKELD WEST, JOHANNESBURG

O R TAMBO HOUSE,
NELSON MANDELA DRIVE, UMTATA

PRIVATE BAG X6043,
UMTATA, 5100

2121

P.O BOX 3523, PARKLANDS,