

to the building, allocation of space to new tenants and to monitor the administration of the building.

5. To regulate and coordinate the interests of tenants occupying the building.

The Tenants Committee shall not be a legal persona and shall merely exist for the purposes of articulating the interests of the tenants.

MEETINGS OF THE TENANTS COMMITTEE

Meetings shall be held quarterly.

Special meetings can be called by office bearers or one third of the Tenants Committee on at least 14 days notice.

One half of the members of the Tenants Committee shall constitute a quorum. If a meeting is not quorate 15 minutes after the time for its commencement it shall be adjourned and may be reconvened not earlier than 14 days and not later than 21 days thereafter. At such an adjourned meeting the representatives present shall constitute a quorum.

PROCEDURE AT MEETINGS

Meetings of the Tenants Committee shall be conducted in accordance with the principles of democracy. All members of the Tenants Committee shall have equal rights in voting. The agenda for the meeting shall be circulated 14 days before the meeting. The meeting will discuss only those matters on the agenda unless the meeting unanimously agrees that the matter can be discussed. Decisions shall be made by simple majority and tenants must abide by the decisions of the Tenants Committee.

ADOPTION OF THIS CONSTITUTION

Adoption of this constitution is subject to the first quorate meeting of the Tenants Committee.

AMENDMENTS TO THE CONSTITUTION

This constitution may be amended by a simple majority at a duly constituted meeting provided that one months notice has been given.

DISSOLUTION OF THE TENANTS COMMITTEE

The Tenants Committee shall be dissolved should a majority of the members so decide at a duly constituted meeting on one months notice.

THE ADMINISTRATION COMMITTEE

1. Shall consist of 8 members made up as follows:

Four representatives from the Tenants Committee including the chairperson and secretary.

Four representatives of the Committee of the Community Property.

2. Shall deal with the day to day running of the building including maintenance, the fixing of rents, staff appointments, wages and new tenants.

3. Decisions taken by the Administration Committee shall be ratified by the Tenants Committee.

4. The Administration Committee shall meet monthly.

ALL TENANTS OF DWELLING UNITS : IMPORTANT NOTICE TO YOU

DEPARTMENT OF LOCAL GOVERNMENT, HOUSING AND WORKS

PHASING- OUT OF RENT CONTROL

At present rent control is only applicable in specific areas in respect of premises which were occupied by tenants before 21 October 1949 or premises occupied by tenants who have been identified as protected tenants on account of a limited income and their uninterrupted occupation of premises.

The Government decided as far back as 1977, in response to the recommendations of the Commission of Inquiry into Housing Matters, that rent control should be phased out.

In its Third Report which was tabled on 9 July 1984 in the House of Assembly, the Select Committee on Rent Control recommended that the phasing- out programme should proceed in respect of tenants not in need of protection. The Minister of Local Government, Housing and Works, Mr A.A. Venter, MP made an announcement in the House of Assembly on 21 May 1986 to give effect to this recommendation. It is currently an opportune time to implement the further phasing-out of rent control because in certain urban areas there are houses and flats available. Where market forces are in equilibrium rents remain stable whereas competition amongst lessors to find tenants may occur. Meanwhile a strategy has been formulated in terms of which the further phasing-out will be implemented on area to area basis with effect from 1 February 1987.

To keep pace with the escalation in the cost of living, the income limits according to which a tenant qualified as a protected tenant, were raised in 1983 to R850 per month for a married person and R450 per month for a single person. It has now been decided to raise these limits once more.

To ensure the continued protection of those who are lawfully in occupation of premises subject to rent control and who really need protection, it has also been decided that the phasing out of rent control will not affect the following persons, for as long as they occupy the specific premises continuously and as long as their income does not exceed the determined limit :

- a. Married tenants or tenants with dependants who have a gross monthly income not exceeding R1 250. The gross monthly income is regarded as the combined income of husband and wife;
- b. Single tenants without dependants with a gross monthly income not exceeding R750;
- c. All tenants of rent controlled dwellings who are 70 years of age and older regardless of income will enjoy protection against exploitation and arbitrary ejection for their lifetime;

The phasing-out programme will be implemented in manageable areas by addressing them in priority sequence. Questionnaires will be sent to all tenants of premises in a specific area which are still subject to rent control according to Rent Board records in order to determine which tenants qualify for continued rent control protection. On completion the questionnaires may be returned post free to the relevant Regional Office of the Department at the address which will be furnished to tenants together with questionnaires in due course.

If a dwelling is exempted from rent control, the following will apply :

- a. a lessor will not be able to demand that the lessee vacates the dwelling within 3 months from the date of exemption; and
- b. a lessor will not be able to increase the rental by more than 10 % per annum for 2 years from the date of exemption.

Rent control is not being extended by these measures as persons who occupy premises not subject to rent control at present will not qualify for protection in terms of the revised qualifications. Persons who are not protected tenants at this stage, cannot now lay claim to protection.

Should a lessor increase the rental at any time to such an extent that exploitation is proven, the Minister can once more subject the dwelling to rent control.

ISSUED BY THE DEPARTMENT OF LOCAL GOVERNMENT, HOUSING AND WORKS,
ADMINISTRATION : HOUSE OF ASSEMBLY

DATE :

ALLE HUURDERS VAN WOONPERSELE : BELANGRIKE KENNISGEWING AAN U

DEPARTEMENT VAN PLAASLIKE BESTUUR, BEHUISING EN WERKE

UITFASERING VAN HUURBEHEER

Huurbeheer is tans nog net van toepassing op daardie woonpersele wat voor 21 Oktober 1949 bewoon is of wat deur huurders bewoon word wat op grond van 'n beperkte inkomste en hul ononderbroke bewoning van persele as beskermde huurders geïdentifiseer is.

Die Regering het sover terug as 1977, na aanleiding van die aanbevelings van die Kommissie van Onderzoek na Behuisingsaangeleenthede besluit dat huurbeheer uitgefaseer moet word.

Die Gekose Komitee op Huurbeheer het in sy Derde Verslag wat op 9 Julie 1984 in die Volksraad ter tafel gelê is, aanbeveel dat die uitfaseringsprogram moet voortgaan ten opsigte van huurders wat nie beskerming nodig het nie. Die Minister van Plaaslike Bestuur, Behuising en Werke, mnr A.A. Venter, LP, het op 21 Mei 1986 in die Volksraad 'n aankondiging gemaak wat gevolg gee aan hierdie aanbeveling. Die tyd is geleë om die verdere uitfasering van huurbeheer te bewerkstellig omdat daar in sekere stedelike gebiede 'n aanbod van huise en woonstelle is. Waar markkragte in ewewig verkeer bly huurgelde stabiel, terwyl daar selfs onder verhuurders mededinging kan plaasvind om huurders te werf. 'n Strategie is derhalwe intussen bepaal waarvolgens die verdere uitfasering op 'n gebiedsgrondslag met ingang van 1 Februarie 1987 'n aanvang sal neem.

Ten einde tred te hou met die verhoging in lewenskoste, is inkomsteperke waarvolgens 'n huurder as beskermde huurder sou kwalifiseer in 1983 opgeskuif na R850 per maand vir 'n getroude persoon en R450 per maand vir 'n enkelopende persoon. Daar is nou besluit om hierdie perke weer aan te pas.

Om steeds beskerming te verleen aan diegene wat persele wat aan huurbeheer onderworpe is wettiglik okkupeer en wat beskerming werklik nodig het is besluit dat die uitfasering van beheer die volgende persone nie sal raak nie solank hulle die betrokke wooneenheid ononderbroke bly bewoon en vir solank hulle aan die toepaslike inkomstevereistes voldoen :

- a. Getroude huurders of huurders met afhanklikes met 'n maandelikse inkomste van nie meer nie as R1 250. Die bruto maandelikse inkomste word geag die gesamentlike inkomste van die man en vrou te wees;
- b. Enkellopende huurders, sonder afhanklikes, met 'n bruto maandelikse inkomste van nie meer nie as R750;
- c. Alle huurders van huurbeheerde wonings wat 70 jaar en ouer is, sal agfiesien van inkomste, lewenslank beskerming teen huuruitbuiting en willekeurige uitsetting uit wooneenhede geniet.

Die uitfasering sal in hanteerbare gebiede in prioriteitsvolgorde bewerkstellig word. Sodra 'n gebied aan die beurt kom sal vraelyste aan alle huurders van persele in daardie gebied wat volgens Huurraadrekords nog aan huurbeheer onderhewig is gestuur word ten einde te bepaal watter huurders kwalifiseer vir voortgesette huurbeheerbeskerming. Die vraelyste kan by voltooiing posvry aan die betrokke Streekkantoor van die Departement gestuur word by die adres wat saam met vraelyste mettertyd aan huurders beskikbaar gestel sal word.

Indien 'n wooneenheid van huurbeheer onthef word, sal die volgende geld :

- a. 'n Verhuurder sal nie binne drie kalendermaande vanaf die datum van ontheffing van die huurder mag vereis om die perseel te ontruim nie; en
- b. 'n Verhuurder sal nie binne twee jaar vanaf die datum van ontheffing die huurgeld met meer as 10 % per jaar mag verhoog nie.

Huurbeheer word nie deur hierdie maatreëls uitgebrei nie, aangesien persone wat persele okkupeer wat tans nie aan huurbeheer onderhewig is nie, nie kragtens die hersiene kwalifikasies vir beskerming sal kwalifiseer nie. Persone wat in hierdie stadium nie reeds beskermde huurders is nie kan nie nou op beskerming aanspraak maak nie.

Indien 'n verhuurder die huurgeld ter eniger tyd sodanig verhoog dat uitbuiting bewys word, kan die Minister daardie wooneenhede weer onder huurbeheer plaas.

:

UITGEREIK DEUR DIE DEPARTEMENT VAN PLAASLIKE BESTUUR, BEHUISING EN WERKE,
ADMINISTRASIE : VOLKSRAAD

DATUM :

COPY OF

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

THE COMMUNITY PROPERTY
(ASSOCIATION INCORPORATED UNDER SECTION 21)

COMPANY NO. 86 03312/08

WALKER, MALHERBE, GODLEY & FIELD
Attorneys, Notaries and Conveyancers
15th Floor Pleinpark,
Plein Street,
CAPE TOWN.

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

CERTIFICATE OF INCORPORATION
OF
COMPANY NOT HAVING A SHARE CAPITAL

Registration No. of Company

86 03312 / 04

This is to certify that

THE COMMUNITY PROPERTY
(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 and is incorporated
under Section 21 of the Act.

Signed and sealed at Pretoria this ...20.....
day ofAugust....., One thousand Nine
hundred and ~~Eighty-Six~~.....

Seal of Companies Registration office.


.....
Registrar of Companies.

I

HESTER MARGARETHA BOTHA

of PRETORIA

in the Transvaal Province, Republic of South Africa,
a public notary, do hereby certify and attest that
the documents hereto annexed, being

"A" MEMORANDUM OF ASSOCIATION	(Pages 1 - 7)
"B" ARTICLES OF ASSOCIATION	(Pages 1 - 26)
"C" PRE-INCORPORATION AGREEMENT	(Pages 1 - 10)

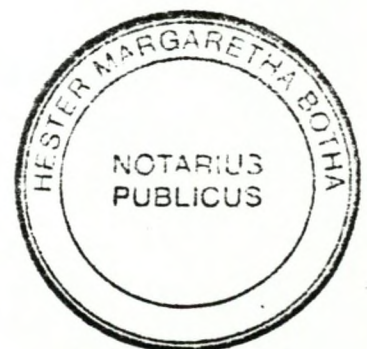
of the company

THE COMMUNITY PROPERTY
(ASSOCIATION INCORPORATED UNDER SECTION 21)

are true and faithful copies of the said original.

THUS DONE AND SIGNED at PRETORIA this 7th day of AUGUST 1986.

Jmbatha
NOTARIUS PUBLICUS



REPUBLIC OF SOUTH AFRICA
 COMPANIES ACT, 1973
 MEMORANDUM OF ASSOCIATION OF A
 COMPANY NOT HAVING A SHARE CAPITAL
 (SECTION 54(1); REGULATION 17(3))
 REGISTRATION NO. OF COMPANY

86 03312/06



The financial year of the company ends on the last day of February every year

1. NAME

a) The name of the Company is

THE COMMUNITY PROPERTY

(ASSOCIATION INCORPORATED UNDER SECTION 21)

b) there is no name in the other official language or any shortened form of same.

2. PURPOSE DESCRIBING THE MAIN BUSINESS

The main business of the Company is to acquire the immovable property known as Erf 16258 and the remaining extent of Erf 16259 Cape Town at Salt River, to renovate the buildings located thereon and

to make same available to the public as a community centre; and to acquire further properties by purchase or lease for use by the public as community centres; and to manage and operate all such community centres.

3. MAIN OBJECT

The main business of the Company is to acquire the immovable property known as Erf 16258 and the remaining extent of Erf 16259 Cape Town at Salt River, to renovate the buildings located thereon and to make same available to the public as a community centre; and to acquire further properties by purchase or lease for use by the public as community centres; and to manage and operate all such community centres.

4. 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:

N I L

5. POWERS

- (a) The specific powers or part of any powers of the Company, if any, which are excluded from the plenary powers or the powers set out in Schedule 2 of the Act: (s) and (u).
- (b) The specific powers or part of any specific powers of the Company set out in Schedule 2 to the Act, if any, which are qualified under Section 34 of the Act:
 - (k) By adding after the word "Companies" the words "having the same or similar objects as the Company";

- (l) By adding after the word "Companies" the words "having the same or similar objects as the Company";
- (m) By adding after the word "business" where it appears for the second time the words "having the same or similar objects as the Company";
- (n) By deleting the words "or by the allotment of shares (credited as fully paid up)".
- (o) By adding after the word "donations" the words "to organisations having the same or similar objects";
- (r) By the deletion of all words after the word "schemes" and the substitution therefor of the following "in respect of its bona fide employees".

6. CONDITIONS

The following special conditions apply to the Company:

- (a) The profits (if any) or any other income shall be applied in promoting its main object;
- (b) 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 to its holding company or subsidiary; Provided that nothing herein

contained shall prevent the payment in good faith of reasonable remuneration to any officer or employee of the Company or to any member thereof in return for any services actually rendered to the Company;

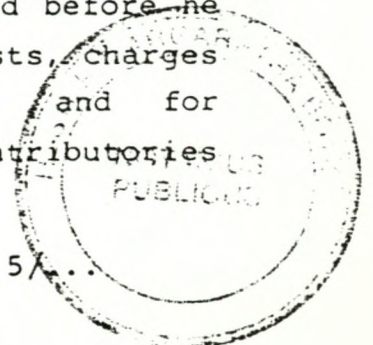
- (c) Upon its winding-up, deregistration or dissolution the assets of the Company remaining after the satisfaction of all its liabilities shall be given or transferred to some other association or institution or associations or institutions having objects similar to its main object to be determined by the members of the Company at or before the time of its dissolution or, failing such determination, by the Court.

7. PRE-INCORPORATION CONTRACTS (IF ANY)

To ratify and adopt in terms of section 35, Agreement of Option to Purchase annexed hereto marked "C" between the Trustees of the Ted Bradley Trust and Ian Barry Clayton Streek as Trustee for this Company then in the course of formation.

8. GUARANTEE

- (a) The liability of the members is limited to the amount referred to in (b) below;
- (b) Each member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one (1) year thereafter, for payment of the debts and liabilities of the Company contracted before he ceased to be a member, and of the costs, charges and expenses of the winding-up, and for adjustment of the rights of the contributories



among themselves an amount not exceeding TWO RAND (R2,00).

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
SUBSCRIBERS

1. IAN BARRY CLAYTON STREEK
Occupation: Journalist
I.D. No. 540728 5050 001

Residential and Postal Addresses:

36 Woodside Road
TAMBOERSKLOOF 8001

Business Address:

The Cape Times
Burg Street
CAPE TOWN 8001

I B C Streek
.....
I B C STREEK
25/7/1986

2. ROBERT GORDON YOUNG
Research Worker
I.D. No. 530126 5908 001

Residential Address:

225 St Martini Gardens
Queen Victoria Street
CAPE TOWN 8001

Business Address:

108C Malta House
Malta Road
SALT RIVER 7925

Robert Gordon Young
.....
R G YOUNG
25/7/1986

Postal Address:

P O Box 376
SALT RIVER 7925

3. DESMOND LANCELOT EDWARD For: D L E CURRAN
CURRAN

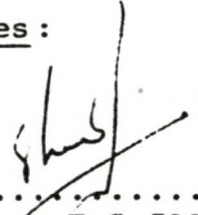
Occupation: Minister of Religion
I.D. No. 260827 5060 109

Residential and Postal Addresses:

St Gabriels Church
NY5 GUGULETU 7750

Business Address:

St Gabriels Church
NY5 GUGULETU 7750


.....
T G JOOSTE

under Power of Attorney

25/7/86

4. LIONEL RONALD LOUW For: L R LOUW


Occupation: Lecturer
I.D. No. 500322 5056 018

Residential Address:

5 Fick Street
KRAAIFONTEIN
7570

Business Address:

UCT Social Work Dept.
University of Cape Town
RONDEBOSCH 7700


.....
T G JOOSTE

Under Power of Attorney

25/7/86

5. PATRICK MONWABISI MATOLENGWE For: P M MATOLENGWE

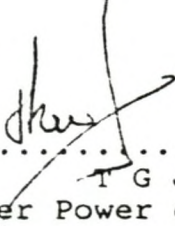
Occupation: Minister of Religion
I.D. No. 2697905

Residential and Postal Addresses:

Bishop's House
79 Kildare Road
NEWLANDS 7700

Business Address:

Bishop's House
79 Kildare Road
NEWLANDS 7700


.....
T G JOOSTE

Under Power of Attorney

25/7/86

6. DEREK HENRY JOUBERT For: D H JOUBERT
Occupation: Arts Administrator
I.D. No. 410922 5046 007

Residential and Postal Addresses:

24 Derwent Road
TAMBOERSKLOOF
8001

Business Address:
Community Artys Project
St Philips School
Chapel Street
CAPE TOWN 8001

.....
T G JOOSTE
Under Power of Attorney
25/7/86

7. DIANA JUNE BISHOP For: D J BISHOP
Occupation: Social Worker
I.D. No. 491210 0067 000

Residential and Postal Addresses:

70 Molteno Road
ORANJEZICHT
8001

Business Address:
70 Molteno Road
ORANJEZICHT
8001

.....
T G JOOSTE
Under Power of Attorney
25/7/86

WITNESS TO THE ABOVE SIGNATURES

COLLEEN RAY MOORE
Secretary

Residential Address:

12 The Orchids
Breda Street
GARDENS
8001

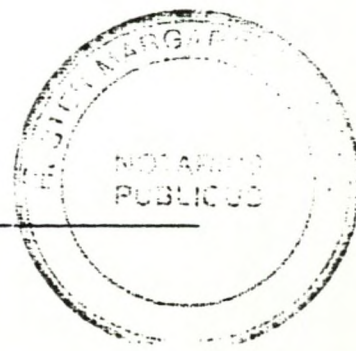
Business Address:

15th Floor
Pleinpark
Plein Street
CAPE TOWN
8001

Postal Address:

P O Box 254
CAPE TOWN
8000

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25/7/1986

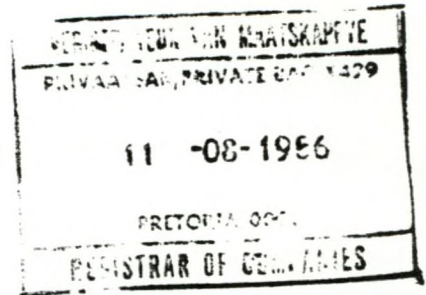


COMPANIES ACT, 1973

ARTICLES OF ASSOCIATION

OF

THE COMMUNITY PROPERTY



(ASSOCIATION INCORPORATED UNDER SECTION 21)

86 03312/08

The Articles of Table A contained in Schedule 1 to the Companies Act 1973 shall not apply to the Company. In these Articles unless the context otherwise requires, expressions defined in the Act shall have the meanings so defined; words importing the singular shall include the plural, and vice-versa, and words importing the masculine gender shall include females.

MEMBERS

1. There shall at all times be at least seven (7) members. In addition to the subscribers to the Memorandum of Association, who shall be the first members of the Company, the South African Council of Churches and the Social Change Assistance Trust shall be entitled to nominate additional members so that the membership will be divided equally between the persons nominated by each Organisation. It is recorded that the subscribers to the Memorandum have been nominated by these Organisations. No member, including a subscriber to the Memorandum of Association, shall be entitled to retain membership should either the South African Council of Churches or the Social Change Assistance Trust decide to nominate another person in his or her stead. Members shall only have such rights and privileges as are expressly conferred upon them in terms of the Memorandum and Articles and shall be bound by the

provisions thereof. A member shall be entitled to resign by written notice addressed to the Committee whereupon his name shall be removed from the list of members without prejudice to any of his outstanding obligations to the Company. Upon such event, the Organisation that nominated the member concerned shall be entitled to nominate another person to be a member.

GENERAL MEETINGS

2. A general meeting shall be held once in every year at such time and place as may be prescribed by the Company in general meeting, or by the committee, subject always to the provisions of Section 179 of the Act.
3. The abovementioned general meetings shall be called ordinary meetings; all other general meetings shall be called extraordinary.

The committee, may, whenever it thinks fit, convene an extraordinary general meeting, and an extraordinary general meeting shall also be convened on a requisition made in terms of Section 181 of the Act, or in default may be convened by the requisitionists as provided by and subject to the provisions of that Section. If at any time there shall not be within the Republic sufficient committee members capable of acting to form a quorum, any one member of the committee may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the committee.

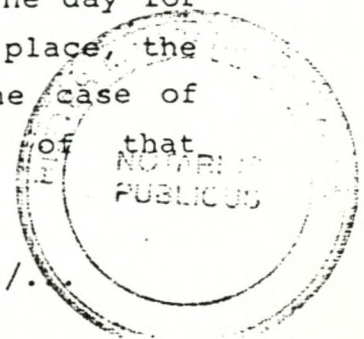
5. It shall be the duty of the Company, subject to the provisions of the Act on the requisition in writing

of such number of members as is specified in the said Act and at the expense of the requisitionists, to give to members entitled to receive notice of the next annual general meeting, notice of any resolution which may properly be moved and is intended to be moved at that meeting, and to circulate to members entitled to have notice of any general meeting sent to them any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

6. Where by any provision contained in the Act, special notice is required of a resolution, the resolution shall not be effective unless notice of the intention to move it has been given to the Company not less than twenty-eight (28) days (or such shorter period as the Act may permit) before the meeting at which it is moved, and the Company shall give to the members notice of any such resolution as required by and in accordance with the provisions of the said Act.

7. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, 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 fourteen days' notice in writing at the least.

The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in the case of special business, the general nature of that



business, and shall be given, in 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 the Articles of the Company, 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 -

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote at the meeting.

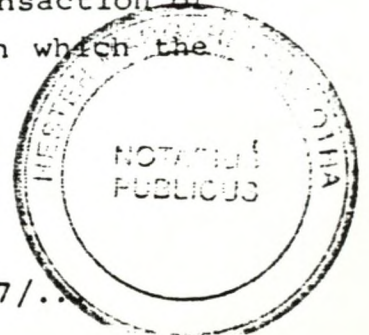
- 8. All business shall be deemed special that is transacted at an extraordinary meeting, and also all that is transacted at an ordinary meeting with the exception of the consideration of the accounts, balance sheets and the ordinary report of the committee and auditors, the election of committee members and other officers in the place of those retiring, and the fixing of the remuneration of the auditors.
- 9. No business shall be transacted at any special meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, one-half of the members present personally or by proxy shall be a quorum.
- 10. If within half an hour 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, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, it shall be dissolved.

11. The chairman, if any, of the committee shall preside as chairman at every general meeting of the Company.
12. If there is no chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairman, the members present in person or by proxy shall choose someone of their number to be chairman.
13. The chairman may, with the consent of any meeting at which a quorum is present, (and shall if so directed by the meeting in terms of Section 192 of the Act), 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 from which the adjournment took place. When a meeting is adjourned as a result of a direction given in terms of Section 192 as aforesaid, notice of the adjourned meeting shall be given in the manner provided in that section, and save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
14. 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 (before or on the declaration of a

result of the show of hands) demanded, and, unless a poll is demanded a declaration by the chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the 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.

15. If a poll is duly demanded, it shall be taken in such manner as the chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. In computing the majority on the poll regard shall be had to be number of votes to which each member is entitled under these Articles. Scrutineers shall be elected to declare the result of the poll, and their decision, which shall be given by the chairman of the meeting, shall be deemed to be the resolution of the meeting at which the poll is demanded.
16. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
17. A poll demanded on the election of a chairman, 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.



VOTES OF MEMBERS

Every member present in person or by proxy at a meeting shall have one vote, whether upon a show of hands or upon a poll. A proxy need not be a member of the Company.

A member of the Company who is a minor shall be entitled to vote at any meeting of the Company, whether with or without his guardian's consent, and shall likewise be entitled to appoint a proxy to vote on his behalf.

PROXY

The instrument 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 the 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.

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 of authority, shall be deposited at the registered office of the Company before the time of holding the meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

No instrument appointing a proxy shall be valid after the expiration of six months from the date when it was signed, unless so specifically stated in the proxy itself, and no proxy shall be used at an adjourned meeting which could not have been used at the original meeting.

22. An instrument appointing a proxy may be in the following form or in any other form which the committee shall approve:

"THE COMMUNITY PROPERTY"

I

being a member of the THE COMMUNITY PROPERTY, hereby appoint

or the chairman of the meeting
as my proxy to vote for me and on my behalf at the ordinary (or extraordinary, as the case may be) general meeting of the Company to be held on the day of _____ and at any adjournment thereof.

As follows: In favour/against/abstain

Signed this _____ day of _____

(Any member of the Company entitled to attend and vote at its meetings is entitled to appoint a proxy, and such proxy need not be a member of the Company.)"

COMMITTEE

23. Unless otherwise determined by the members in general meeting, the number of committee members

shall not be less than two (2) nor more than ten (10).

The first committee members shall be:

IAN BARRY CLAYTON STREEK

ROBERT GORDON YOUNG

DEREK HENRY JOUBERT

LESLEY ELIZABETH LIDDELL

24. No remuneration shall be paid to members of the committee for their services as such but this provision shall not preclude a member of the committee who is an employee of the Company from receiving a salary for his services as such.
25. If any committee member is called upon to perform extra services or to make special exertions in going or residing abroad, or otherwise for any of the purposes of the Company, the Company may remunerate that member as it sees fit, and may also refund to any committee member or committee members all reasonable expenses incurred by him or them whilst on the Company's business.
26. It shall not be necessary for a committee member to be a member of the Company.

POWERS AND DUTIES OF COMMITTEE

27. The business of the Company shall be managed by the committee members who may pay all expenses incurred in getting up and registering the Company, and may exercise all such powers of the Company as are not by the Act or by these Articles, required to be

exercised by the Company in general meeting, subject nevertheless to any of these Articles, to the provisions of the said Act, and to such regulations not inconsistent with the aforesaid Articles or provisions, as may be prescribed by the Company in general meeting but any regulation made by the Company in general meeting shall not invalidate any prior act of the committee which would have been valid if such regulation had not been made.

28. The committee may appoint a secretary of the Company and determine his remuneration and the terms of his employment.
29. The committee may from time to time appoint one or more of their body to the office of manager for such term, at such remuneration as they may think fit, but his appointment shall determine ipso facto if he shall cease from any cause to be a director, or if the Company in general meeting shall resolve that his tenure of the office of manager be determined.
30. The committee may from time to time entrust to or confer upon a manager for the time being such of the powers and authorities vested in them as they may think fit, and may confer such powers and authorities for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they may think expedient; and they may confer such powers and authorities either collaterally or to the exclusion of, and in substitution for, all or any of the powers and authorities of the directors in that behalf and may from time to time revoke or vary all or any of such powers and authorities.



31. The committee shall cause minutes to be made in books provided for the purpose:
- (a) of all appointments of officers made by the committee;
 - (b) of the names of the committee members present at each meeting of the committee;
 - (c) of all resolutions and proceedings at all meetings of the Company, and of the committee members;

and every committee member present at any meeting of the committee shall sign his name in a book to be kept for that purpose.

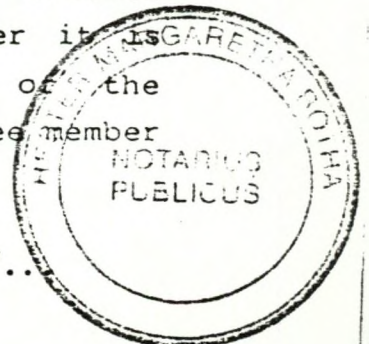
BORROWING POWERS

32. The committee may in its discretion from time to time raise or borrow from the members or other persons any sum or sums of money for the purpose of the Company without limitation.
33. The committee may raise or secure the repayment* of such moneys in such manner and upon such terms and conditions in all respects as they may think fit, and in particular by the execution of mortgage bonds, the issue of debentures, or debenture stock of the Company charged upon all or any part of the property and rights of the Company, both present and future.

his interest in such other Company. The board may exercise the voting power conferred by the shares in any other Company held or owned by the company in such manner in all respects as they may think fit, including the exercise thereof in favour of any resolution appointing them or any of their number directors or officers of such other company or voting or providing for the payment of remuneration to the directors or officers of such other company. A committee member may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be or be about to become a director or officer of such other company and as such or in any other manner is or may be interested in the exercise of such voting rights in manner aforesaid.

37. (a) No committee member shall be disqualified by his office from contracting with the company, either as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangements entered into by or on behalf of the company in which any committee member shall be in any way interested be voided, nor shall any committee member so contracting or being so interested directly or indirectly be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such committee member holding that office or of the fiduciary relationship thereby established, but it is declared that the nature and extent of his interest must be disclosed by him:

- i) at the meeting of the committee at which the contract or arrangement is determined on, if his interest then exists, or
- ii) in any other case, at the first meeting of the committee after the acquisition of his interest at which it is possible to make such disclosures, or
- iii) in the case of a contract or proposed contract which is placed before the committee for confirmation or authorisation by means of a written resolution to be signed by them by a written notice given to the other committee members forthwith on receipt of such committee member of the proposed resolution, or
- iv) if the contract is to be entered into by a committee member/s and/or an official/s who have been so authorised thereto then in the manner set out in sub-paragraphs (i) and (ii) above, and in addition by written notice given forthwith on becoming aware of such proposed contract to the committee member/s and/or official/s authorised to enter into it; or
- v) in the case of any other contract or proposed contract, or in any other case where the committee member becomes interested in any contract after it is made, at the first meeting of the committee held after the committee member



becomes interested in the contract or proposed contract, and if for any reason it is not possible for the committee member to make such declaration at that meeting, then at the first meeting of the committee held thereafter at which it is possible for him to do so;

and any committee member shall be entitled to vote as a member in respect of any contract or arrangement in which he is so interested, provided that he has made the necessary disclosure as aforesaid.

- (b) A general notice that a committee member is a member or director of any specified firm or company, and is to be regarded as interested in all transactions with such firm or company, shall be sufficient disclosure under this clause as regards such committee member, and the said transaction, and after such general notice has been given it shall not be necessary for such committee member to give a special notice of any particular transaction with such firm or company, provided that such general notice shall comply with the terms of Section 234(3) of the Act.
- (c) Nothing herein contained shall be taken or construed to prevent or debar any committee member as a member from taking part in and voting upon all questions submitted to a committee meeting whether such committee member be personally interested or concerned in such question or not, provided that disclosure shall

be made in accordance with the terms of Section 238(1) of the Act.

ELECTION OF RETIREMENT OF COMMITTEE

38. At the conclusion of the first annual general meeting of the Company all the members shall retire from office, and at the conclusion of the annual general meeting in every subsequent year one-third of the committee members for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.
39. The committee members to retire each 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.
40. A retiring committee member shall be eligible for re-election.
41. The Company at the meeting at which a committee member retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring committee member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such committee member shall have been put to the meeting and lost.

42. No person other than a committee member retiring at the meeting shall unless recommended by the committee be eligible for election to the office of committee member at any general meeting unless, not less than three nor more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the Company notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.
43. The Company may from time to time in general meeting increase or reduce the number of committee members, and may also determine in what rotation the increased or reduced number is to go out of office.
44. Unless the members otherwise determine in general meeting any casual vacancy occurring in the committee may be filled up by the committee members, but the person so chosen will be subject to retirement at the same time as if he had become a committee member on the day on which the committee member in whose place he is appointed was last elected a member.
45. The committee shall have power at any time and from time to time to appoint a person as an additional committee member who shall retire from office at the conclusion of the next following ordinary general meeting but shall be eligible for election by the Company at that meeting as an additional committee member.

46. The Company may by ordinary resolution of which special notice has been given in accordance with Section 220 of the Act, remove any committee member before the expiration of his period of office of notwithstanding anything in these regulations or in any agreement between the Company and such committee member. Such removal shall be without prejudice to any claim such committee member may have for damages for breach of any contract of service between him and the Company.

PROCEEDINGS OF COMMITTEE

47. The committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. The committee may, and the secretary on the requisition of a committee member shall, at any time summon a meeting of the committee.
48. The quorum necessary for the transaction of the business of the committee may be fixed by the committee, and unless so fixed shall be two.
49. A Resolution in writing signed by the whole committee for the time being shall be as valid and effectual as if it had been passed at a meeting of the committee duly called and constituted.
50. The continuing committee members may act notwithstanding any vacancy in the committee but ~~is~~ and so



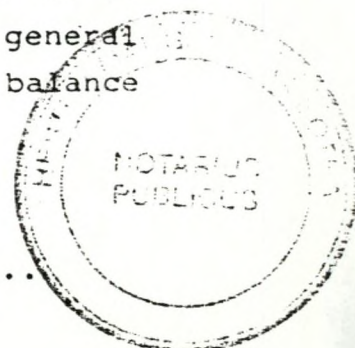
long as their number is reduced below the number fixed by or pursuant to the articles of the Company as the necessary quorum of committee members the continuing committee members may act for the purpose of increasing the number of committee members to that number, or of summoning a general meeting of the Company, but for no other purpose.

51. The committee may elect a chairman of its meetings and determine the period for which he is to hold office; but if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.
52. The committee may delegate any of their powers to sub-committees consisting of such person or persons as they think fit; any committee so formed shall, in the exercise of the powers so delegated, conform to any regulation that may be imposed on it by the committee.
53. A sub-committee may elect a chairman for its meetings, if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.
54. A sub-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 the case of an equality of votes, the chairman shall have a second or casting vote.

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

ACCOUNTS

56. The committee shall cause such books of account as are prescribed by Section 284 of the Act to be kept.
57. The books of account shall be kept at the registered office of the Company, or at such other place or places as the committee thinks fit, and shall always be open to inspection by members of the committee.
58. The committee shall from time to time determine whether, to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection by members, who are not committee members, and no member (not being a committee member) shall have the right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the committee or by the Company in general meeting.
59. The Committee shall from time to time in accordance with Sections 286 and 288 of the Act cause to be prepared and laid before the Company in general meeting such profit and loss accounts, balance

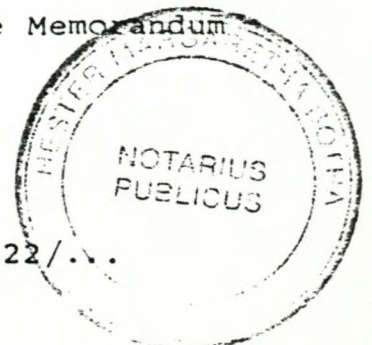


sheets, and reports as are referred to in those sections.

60. Subject to the terms of Section 302 of the Act, a copy of any balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the committee's report and of the auditor's report, shall not less than twenty-one (21) days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company; provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware.

PROFITS AND RESERVE

61. The committee may set aside out of the profits of the Company, if any, such sums as they think proper as a reserve or reserves, which shall, at the discretion of the committee, be applicable for meeting contingencies or for any other purpose to which the profits of the Company may be properly applied and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments as the committee may from time to time think fit.
62. Any profits not set aside as a reserve or reserves in terms of the preceding Article shall be utilised by the committee, subject to whatever directions the committee in general meeting may stipulate, for the purposes contemplated in Clause 3 of the Memorandum of Association.



NOTICES

63. A notice may be given by the Company to any member either by advertisement or personally, or by sending it through the 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. Any notice which may be given by advertisement shall be inserted in the Government Gazette and in such newspapers as the committee may from time to time determine.
64. Any notice, if given by post, shall be deemed to have been served at the time when the letter containing the same is posted, and any notice given by advertisement shall be deemed to have been given on the day upon which the advertisement was published in the Government Gazette, 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 in to the Post Office.
65. The signature to any notice given by the Company may be written or printed, or partly written and partly printed, or reproduced in any other way.
66. When a given number of days' notice or notice extending over any other period is required to be given, the day of service shall not be counted in such number of days or period.

ALTERATION OF ARTICLES

67. It shall and may be lawful for the members by special resolution to add to, repeal, alter, amend, vary or modify these Articles of Association.

INDEMNITY

68. Every committee member, manager, secretary, or other officer, agent or employee of the Company, shall be indemnified by the Company, and it shall be the duty of the committee, out of the funds of the Company, to pay and satisfy all costs, losses, expenses and liabilities which any such director, officer, agent or employee of the Company may incur or become liable to by reason of any contract entered into, or deed done by him, in the course of the Company's business.
69. No committee member or other officer of the Company shall be be liable for the acts, receipts, neglects or defaults of any other committee member or officer or for joining in any receipts or other acts for any loss or damage happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the committee for or on behalf of the Company, or for the insufficiency or 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 insolvency, bankruptcy or tortious acts of any person with whom any moneys, securities or effects shall be deposited or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his respective office, or in relation thereto, unless the same happen through his own gross negligence or wilful default.

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PUBLISHER:

Publisher:- Historical Papers Research Archive

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