

REPUBLIC OF SOUTH AFRICA

COMPANIES ACT, 1973

ARTICLES OF ASSOCIATION OF A COMPANY

NOT HAVING A SHARE CAPITAL

Section 60(1); Regulation 18

1996 / 005726 / 08

Registration Number of Company



NAME OF COMPANY:

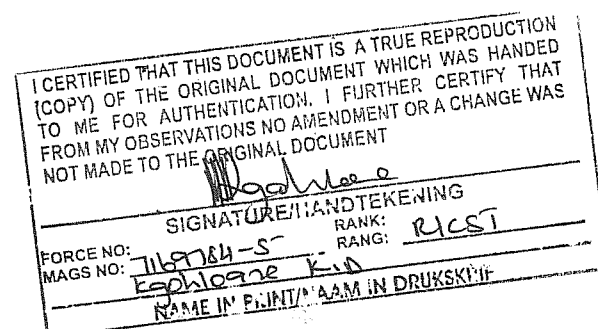
SOUTHERN AFRICAN WILDLIFE COLLEGE
(ASSOCIATION INCORPORATED UNDER SECTION 21)

Kommissaris van Ede/Commissioner of Oaths
EX OFFICIO
DANIEL HENDRIK DU PLESSIS
Geëgteerde Rekenmeester (SA)
Chartered Accountant (SA)
SAIGR Nr./SAICA No. 00138321
PRICEWATERHOUSECOOPERS INC. (Pty)
IDA STRAAT 32 IDA STREET, MENLO PARK
PRETORIA 0081
GEBIED/AREA: REP. OF S.A.

Geskondeer 'n ware afskrif van die
Geskondeer 'n ware afskrif van die
Certified true copy of the original
document.

A: The Articles of Table A of Table B contained in Schedule 1 of the Companies Act, 1973, shall not apply to the COMPANY.

B: The Articles of the COMPANY are as follows:-



1. INTERPRETATION

The headings contained in the articles are intended for reference purposes only and shall not be taken into account in the interpretation thereof. In the interpretation of the articles the words containing in the first column of the table set out below shall bear the meanings set out opposite each of them in the second column thereof, unless the contents or context otherwise requires.

WORDS	MEANINGS
"the Act"	the Companies Act, No 61 of 1973, including any amendment, consolidation or re-enactment thereof;
"the articles"	These articles of association as now framed or as from time to time amended by special resolution;
"the Association", "the Company", or "the College"	Southern African Wildlife College (Association Incorporated under Section 21);
"the Chairman or the "Deputy Chairman"	the Chairman or the Deputy Chairman of the board of directors;
"the directors"	the directors for the time being of the Association and the alternate directors thereof or, as the case may be, the directors assembled at a meeting of directors at which a quorum is present;
"Gazette"	means the Government Gazette of the Republic of South Africa;
"general meeting"	An annual general meeting or a general meeting of the Association;
"in writing"	Written or reproduced by any substitute for writing or partly written and partly so reproduced and including printing, typewriting or lithography or any other mechanical process, or partly one and partly another;
"the Manager"	The Director of the College;
"member"	A member of the Association;
"the office"	The registered office of the Association;

"South Africa"	The Republic of South Africa or the territory comprised therein from time to time;
"the register"	The register of members of the Association;
"the secretary"	The secretary of the Association for the time being;
"sign"	Includes the reproduction of a signature by printing, typewriting or lithography, or any kind of stamp or any other mechanical process, and "signature" has a corresponding meaning;
"the property"	The property on which the college is to be developed, namely the farm "Springvalley", contractual national park land adjacent to the western boundary of the "Kruger National Park";

Unless the context otherwise requires –

- 1.1 words importing the singular number shall include the plural number and vice versa;
 - 1.2 words importing the masculine gender shall include the feminine gender;
 - 1.3 words importing natural persons shall include firms and corporate bodies;
 - 1.4 the word "meeting" shall include an adjourned meeting;
 - 1.5 reference to any provision of the Act shall include such provision as it may be modified or re-enacted from time to time.
2. Subject to the preceding article, any words or expressions defined in the Act to Sectional Titles Act, 1991 or the Deeds Registries Act, 1973 shall, unless the context otherwise requires, bear the same meaning in the articles.
3. **MEMBERSHIP**
- 3.1 The following persons shall be members of the Association –

- 3.1.1 The Subscribers to the Memorandum of Association and such other persons as the Directors shall admit to membership, subject to the following provisions.
- 3.1.2 No person shall become a Member unless and until his name has been entered in the Register of Members, after making written application to the Board of Directors. The Board of Directors shall have absolute discretion as to whether any such person's name shall be so entered, and shall not be bound to assign any reason for refusing to enter the name of any such person.
- 3.1.3 The rights of a Member shall be personal only, and shall not be transferable and shall cease on his death. Such rights shall cease also in the case of a Member becoming of unsound mind or upon his withdrawal or exclusion from the Company as provided in these Articles.
- 3.1.4 Any member may withdraw from the Company on giving to the Secretary, at the registered office of the Company, one month's notice in writing of his intention to do so. Upon the expiration of such notice he shall cease to be a Member, but, nevertheless, shall remain liable for one year from the expiration of such notice to contribute to the funds of the Company to the extent mentioned in the Memorandum of Association in the event of the Company being wound up within that period.
- 3.1.5 Any member who shall cease to comply with the qualifications for membership laid down in these Articles may be excluded from the Company by a majority resolution of the Directors present and voting at a Special Board Meeting, at which not less than 2 (two) Directors shall be present. Such Member shall have 7 (seven) clear days' notice sent to him of the Board Meeting and he may attend the meeting, but shall not be present at the voting or take part in the proceedings otherwise than as permitted by the Directors.
- 3.1.6 A Member so excluded shall forfeit all claims to a return of the money paid to the Company by him otherwise than by way of a loan, and such excluded person shall cease to be a Member of the Company or to have any further rights or privileges as a Member.
- 3.1.7 Members (other than Honorary Members and Donor Members) shall pay the Company such annual subscriptions as may be fixed from time to time by the Directors. Failure to pay any such annual subscription within 120 days of the due date fixed by the Directors

shall entitle the Directors to cancel the member's membership on written notice to him.

3.1.8 Honorary Membership may be conferred on any person by majority vote at any General Meeting of the Company.

3.1.9 Donor membership shall be conferred by the Directors on any person who shall have donated to the Company an amount equal to or in excess of such amount as may be determined by the Directors for the purposes of this paragraph.

3.1.10 Honorary and Donor Members shall have all the rights of a Member of the company.

4. REGISTER

4.1 The Association shall keep a register of members at the place and in the manner specified in the Act.

5. MANAGER

5.1 The members of the Association in general meeting, may from time to time, appoint in terms of a written contract, a Manager to control, manage and administer the Association and to exercise such powers and duties as may be entrusted to the Manager.

5.2 The members shall ensure that there is included in the contract of appointment of the Manager a provision to the effect that if he is in breach of any of the provisions of his contract, or if he is guilty of conduct which at common law would justify the termination of a contract between master and servant, the members may, without notice, cancel such contract of appointment and the Manager shall have no claim whatsoever against the Association or any of the members as a result of such cancellation.

5.3 The contract with the Manager shall further provide for the appointment to be revoked and the Manager shall cease to hold office if –

5.3.1 where the Manager is a company, an order is made for its provisional or final liquidation; or where the Manager is a natural person, he surrenders his estate as insolvent or his estate is sequestered; or

5.3.2 the Manager is convicted of an offence involving fraud or dishonesty; or, where the Manager is a company, any of its directors is convicted of an offence involving fraud or dishonesty; or

5.3.3 a special resolution of the members of the Association is passed to that effect; provided that in such event the Manager so removed from office shall not be deprived of any right he may have to claim compensation or damages for breach of contract.

5.4 The Manager shall keep full records of his administration and shall report to the Association on all matters concerning the development of the training programmes of the College.

5.4.1 The directors shall give reasonable prior notice to the Manager of all meetings of the directors and the Manager shall be entitled to be present thereat.

5.4.2 The directors shall from time to time furnish to the Manager copies of the minutes of all meetings of the directors and of the Association.

5.5 Should a manager not be appointed in terms of this Article 5, then all references in the articles to the Manager shall be deemed to be a reference to the directors.

6. GENERAL MEETINGS

6.1 The Association shall from time to time hold annual general meetings as provided in the Act.

6.2 Save as may be provided in the Act, members may not convene a general meeting of the Association, except where all the directors have become incapacitated or have ceased to be directors, in which event 2 (two) or more members may convene a general meeting on due notice to all members entitled thereto, and may recover the costs of so doing from the company.

6.3 The directors –

6.3.1 may, whenever they deem fit, convene a general meeting of the Association;

6.3.2 shall convene a general meeting if requisitioned in terms of the Act.

6.4 Subject to the provision of the Act –

6.4.1 all general meetings whether annual or otherwise;

6.4.2 all adjourned general meetings,

6.4.3 shall be held at such time and place, as the directors shall appoint.

7. NOTICE OF GENERAL MEETINGS

7.1 Not less than 21 (twenty one) clear days notice shall be given of all annual general meetings or meetings called for the passing of a special resolution and not less than 14 (fourteen) clear days notice shall be given of any other general meeting –

7.1.1 in the manner hereinafter determined;

7.1.2 to such persons as are, in accordance with the provisions of the articles entitled to receive notice of all meetings from the company.

7.2 The period of the notice shall be exclusive of the day –

7.2.1 on which it is served or deemed to be served; and

7.2.2 on which the meeting is to be held.

7.3 The notice shall specify the place, day and time of the meeting and the nature of the business to be transacted thereat.

7.4 Whenever notice of a meeting is given pursuant to this article, the Association shall forward a copy thereof to the auditors of the Association and to the Manager.

7.5 The accidental omission to give notice of a meeting or, where applicable, to send an instrument of proxy therewith, or the failure to receive a notice or proxy by any person entitled thereto, or the late receipt thereof, shall not invalidate the proceedings at that meeting.

8. PROCEEDINGS AT GENERAL MEETINGS

8.1 The annual general meetings 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 and remuneration of auditors.

8.2 The quorum for a general meeting shall be 4 (four) members personally present and entitled to vote;

8.3 No business shall be transacted at any general meeting unless a quorum is present;

8.4 A corporate body, being a member of the Association, and which is represented by a duly appointed representative, shall be deemed to be a member personally present for the purpose of this article.

- 8.5 If –
- 8.5.1 within 10 (ten) minutes from the time appointed for the meeting; or
 - 8.5.2 at any time during the course of the meeting, a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved.
- 8.6 In any other case it shall stand adjourned to a date not earlier than 7 (seven) days and not later than 21 (twenty one) days after the date of the meeting as the chairman may determine, and at the same time and place or, if not possible, at such other times and/or place as the chairman of the meeting shall appoint.
- 8.7 If at such adjourned meeting a quorum is not present within 10 (ten) minutes from the time appointed for holding the meeting, two members who are present in person or by proxy and are entitled to vote shall be a quorum and may transact the business for which the meeting was called.
- 8.8 The chairman, or, in his absence, the deputy chairman (if any), shall preside as chairman at every general meeting of the Association.
- 8.9 If –
- 8.9.1 there be no such chairman or deputy chairman; or
 - 8.9.2 at any meeting neither the chairman nor the deputy chairman is present within 10(ten) minutes after the time appointed for the meeting, or if neither of them be willing or act as chairman,
- the directors present shall choose one of their number to act as such, but if 1 (one) director only be present, he shall preside as chairman if he is willing so to act.
- 8.10 In the absence of a chairman in terms of 8.8 or 8.9, the members present shall elect one of their number to act as chairman.
- 8.11 The chairman may, with the consent of a 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 may be transacted at any adjourned meeting, except such business as may lawfully have been transacted at the meeting which was adjourned.
- 8.12 Where a meeting has been adjourned in terms of Articles 8.6 or 8.11, the Association shall, upon a date not later than 3 (three) days

after the adjournment, publish in a newspaper circulating in the province where the office is situated, a notice stating –
(Amended 26/03/1997)

- 8.12.1 the date, time and place of which the meeting has been adjourned;
 - 8.12.2 the matter before the meeting when it was adjourned; and
 - 8.12.3 the ground for the adjournment.
- 8.13 At a general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded before or immediately after the declaration of the result of the show of hands –
- 8.13.1 by the chairman of the meeting; or
 - 8.13.1.1 by not less than 5 (five) members having the right to vote at the meeting; or
 - 8.13.1.2 by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at that meeting.
- 8.14 Unless a poll be demanded and the demand be not withdrawn, a declaration by the chairman of the meeting that –
- 8.14.1 a resolution has been passed unanimously on a show of hands or by a particular majority; or
 - 8.14.2 a resolution has not been passed by a particular majority, or rejected (and an entry to that effect in the minute book) shall be conclusive evidence of that fact.
- 8.15 The result of a poll shall be deemed to be the resolution of the meeting at which the poll was held.
- 8.16 In the case of any equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall have a second or casting vote.
- 8.17 No poll may be demanded on the election of the chairman of the meeting or any question of adjournment.
- 8.18 A poll demanded in respect of any other matter shall be taken at such time and place and in such manner as the chairman of the meeting directs (but not later than 30 (thirty) days after the poll has been demanded).

- 8.19 Until such time as the poll is held, the meeting may proceed with any business, other than that upon which a poll has been demanded.
- 8.20 The chairman of a meeting may –
- 8.21 Appoint any firm or persons to act as scrutineers for the purpose of checking the powers of attorney received and for counting the votes at the meeting;
- 8.22 Act on a certificate given by any such scrutineers within requiring production at the meeting of the forms of proxy or himself counting the votes.
- 8.23 If any votes were counted which ought not to have been counted or if any votes were not counted which ought to have been counted, the error shall not vitiate the resolution unless –
- 8.23.1 it be brought to the attention of the chairman at the meeting, and
- 8.23.2 in the opinion of the chairman of the meeting, it be of sufficient magnitude to vitiate the resolution.
- 8.24 Any objection to the admissibility of any vote (whether on a show of hands or on a poll) shall be raised –
- 8.24.1 at the meeting or adjourned meeting at which the vote objected to was recorded; or
- 8.24.2 at the meeting or adjourned meeting at which the result of the poll was announced,
- and every vote not then disallowed shall be valid for all purposes. Any objection made timeously shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.
- 8.25 Even if he is not a member –
- 8.26 Any director; or
- 8.27 The Company's attorney (or where the Company's attorneys are a firm, any partner thereof), may attend and speak at any general meeting, but may not vote unless he is a member or the proxy or representative of a member.

9. VOTES OF MEMBERS

- 9.1 At every general meeting every member present in person or by proxy or, if the member is a body corporate, represented, shall have 1 (one) vote, subject to the condition however that as regards the appointment of directors WWF-SA shall have the right to appoint 3 (three) directors and PPF shall also have the right to appoint 3 (three) directors. *(Amended 14/09/2004)*
- 9.2 Any corporate body which is a member may, by resolution of its directors or other governing body, appoint a person to act as its representative at any general meeting of the Association.
- 9.3 Such representative shall be entitled to exercise the same rights on behalf of the corporate body which he represents as that corporate body could exercise if it was an individual who was a member of the Association.
- 9.4 The directors may, but shall not be obliged to require proof to their satisfaction of the appointment or authority of such representative.
- 9.5 The parent or guardian of a minor, the curator bonis of a lunatic member and the executor of a deceased member, may vote at any general meeting in the same manner as if he were a member of the Association, provided that at least 48 (forty eight) hours before the time of holding the meeting at which he proposes to vote, he shall satisfy the directors that he is such parent, guardian, curator or executor, or that the directors have previously admitted his right to vote in respect of those shares.

10. PROXIES

- 10.1 The appointment of a proxy shall be in writing under the hand of the person making such appointment or his agent, duly authorized in writing;
- 10.2 If the appointer is a corporate body the power of attorney shall be signed in the manner which and by the person who binds that corporate body;
- 10.3 The agent under a power of attorney of a member is entitled, if so authorized by the power of attorney, to vote on behalf of and represent such member at any meeting of the Association;
- 10.4 A proxy need not be a member of the Association;
- 10.5 A member may appoint more than 1 (one) proxy to act on his behalf on the same occasion.

- 10.6 The directors may, if they think fit, send out with the notice of any meeting, forms of proxy for use at the meeting.
- 10.7 Every instrument of proxy, whether for a specified meeting or otherwise, shall be in the form or to the effect of the following, or in such other form as the directors may approve, in either case under the heading of or referring to the Association's name.

Southern African Wildlife College
(Association Incorporated under Section 21)

I, of

being a member of Southern African Wildlife College
(Association Incorporated under Section 21), hereby appoint
(Amended 26/03/1997)

..... of or failing him

..... of or failing him

as my proxy to vote for me and on my behalf at the annual
general meeting (as the case may be) of the company to be held
on the day of and at any
adjournment thereof as follows:

	In favour of	Against	Abstain
Resolution to.....			
Resolution to			
Resolution to			

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

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

Signed this day of

.....

(NOTE: A member entitled to attend and vote is entitled to appoint a proxy to attend, speak and vote in this stead, and such proxy need not also be a member of the Association.)

10.8 Any power of attorney and any 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 attorney shall be deposited at the office or at such other place in South Africa as is specified for that purpose in the notice convening the meeting, not less than 48 (forty-eight) hours (excluding Saturdays, Sundays and public holidays) before the time appointed for holding –

10.8.1 the meeting or adjourned meeting at which the person named in such instrument proposes to vote;

10.8.2 a poll where a poll is to be held after a meeting or adjourned meeting.

10.9 If the power of attorney or other instrument or proxy is not deposited timeously, it shall not be treated as valid.

10.10 Unless specifically otherwise stated in the proxy no instrument appointing a proxy shall be valid after the expiration of 6 (six) months from the date thereof except at a poll demanded at a meeting originally held within the 6 (six) months after the date of such instrument, or at an adjourned meeting of a meeting held within such period.

10.11 A vote by virtue of a power of attorney or an instrument of proxy shall be valid notwithstanding the previous legal incapacity of the principal or revocation of the power of attorney or instrument of proxy, unless an intimation in writing of such legal incapacity is received by the Association at the office not less than 24 (twenty four) hours before commencement of the meeting or the taking of the poll at which the instrument of proxy is used.

11. DIRECTORS

11.1 The Association shall have not less than 4 (four) and no more than 10 (ten) directors. *(Amended 14/09/2004)*

11.2 A director need not be a member of the Association.

11.3 The directors shall be entitled to appoint additional directors and, where the number of directors falls below four as a consequence of any directors ceasing to hold office, the remaining directors shall appoint replacement directors within a period of 90 days, so that the minimum number of directors shall be maintained.

- 11.4 The directors shall arrange appropriate levels of professional indemnity insurance cover, to be paid for by the Association.

12. **REMUNERATION**

- 12.1 The directors shall be entitled to such remuneration as the Association in a general meeting may from time to time determine, which remuneration shall be divided among the directors in such proportions as they may agree, or in default of such agreement, equally, except that in such event any director holding office for less than a year shall only rank in such decision in proportion to the period during which he has actually held office.

Such remuneration will however always be subject to the terms and conditions of section 30(3)(d) of the Income Tax Act (No. 58 of 1962) (*Amended 14/09/2004*)

- 12.3 Any director who –

12.3.1 serves on any executive or other committee; or

12.3.2 devotes special attention to the business of the Association; or

12.3.3 otherwise performs or binds himself to perform services which, in the opinion of the directors, are outside the scope of the ordinary duties of a director,

may be paid such extra remuneration or allowances in addition to or in substitution of the remuneration to which he may be entitled as a director, as a disinterested quorum of the directors may from time to time determine.

- 12.4 The directors may be reimbursed such necessary traveling and other expenses in connection with attending to the affairs of the company as the Board of Directors may decide from time to time. (*Amended 14/09/2004*)

- 12.5 Without prejudices to any contrary provisions in the articles, the office of a director shall be vacated in any of the following events:

- 12.6 If his estate is sequestrated or he assigns his estate or enters into a general compromise with his creditors;

- 12.7 If he is found to be or becomes of unsound mind;

- 12.8 If a majority of his co-directors sign and deposit at the office a written notice wherein he is requested to vacate his office (which shall become operative on deposit at the office):
- 12.9 If he be removed by a resolution of the Association of which proper notice has been given in terms of the Act;
- 12.10 If he shall, pursuant to the provisions of the Act or any order made thereunder, be prohibited from acting as a director;
- 12.11 If he resigned his office by notice in writing to the association;
- 12.12 If –
- 12.12.1 he is absent from meetings of the directors for 3 (three) consecutive meetings without leave of the directors otherwise than on the business of the Association; and
(Amended 26/03/1997)
- 12.12.2 the directors resolve that his office be, by reason of such absence, vacated,
- provided that the directors shall have power to grant to any director leave of absence for a definite or indefinite period.
- 12.13 A director may hold any other office or place of profit under the Association (except that of auditor) or any subsidiary of the Association in conjunction with his office of director, for such period and on such terms as to remuneration (in addition to the remuneration to which he may be entitled as a director) and otherwise as a disinterested quorum of the directors may determine.
- 12.14 A director of the Association may be or become a director or other office of, or otherwise interested in, any company promoted by the Association or in which the Association may be; interested as shareholder or otherwise and (except insofar as otherwise decided by the directors) he shall not be accountable for any remuneration or other benefits received by him as a director or officer of or from his interest in such other company.
- 12.15 Any director may act by himself or through his firm in a professional capacity for the Association (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director.
- 12.16 A director who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract

or arrangement with the Association (otherwise than as auditor) shall be entitled to remuneration for professional services as if he were not a director, or for –

12.16.1 his tenure of any other office or place of profit under the Association or in any company promoted by the Association or in which the Association is interested;

12.16.2 professional services rendered or to be rendered by such director;

12.16.3 any sale or other transaction.

12.17 No such contract or arrangement entered into by or on behalf of the Association in which any director is in any way interested is voidable.

12.18 No director so contracting or being so interested shall be liable to account to the Association for any profit realized by any such appointment, contract or arrangement by reason of such director holding office or of the fiduciary relationship thereby established.

12.19 A director may not vote not be counted in the quorum and if he shall do so his vote shall not be counted on any resolution for his own appointment to any other office or place of profit under the Association or in respect of any contract or arrangement in which he is interested, but his prohibition shall not apply to –

12.20 Any arrangement for giving to any director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefits of the Association; or

12.21 Any arrangement for the giving by the Association of any security to a third party in respect of a debt or obligation of the Association which the director has himself guaranteed or secured; or

12.22 Any contract or arrangement with a corporation in which he is interested by reason only of being a director, officer, creditor or member of such corporation, and these prohibitions may at any time be suspended or relaxed either generally, or in respect of any particular contract or arrangement, by the Association in general meeting.

12.23 A contract which violates the terms of Article 12.19 can be ratified by the Association in a general meeting.

- 12.24 The terms of Article 12.19 shall not prevent a director from voting as a member at a general meeting at which a resolution in which he has a personal interest is tabled.
- 12.25 The directors may exercise the voting powers conferred by the shares held or owned by the Association in any other company in such manner in all respects as they think fit, including the exercise thereof in favour of any resolution appointing themselves or any of them to be directors or officers of such other company or for determining any payment of or remuneration to the directors or officers of such other company.
- 12.26 A director may vote in favour of a resolution referred in 12.25 for the exercise of the voting rights in the manner described in 12.25 notwithstanding that he may be, or is about to become, a director or other officer of such other company and for that or any other reason may be interested in the exercise of such voting right in the matter aforesaid.

13. **RETIREMENT OF DIRECTORS**
(Amended 26/03/1997)

- 13.1 At every annual general meeting, all of the directors for the time shall retire from office.
- 13.2 A director retiring at a meeting shall retain office until the election of directors at that meeting has been completed.
- 13.3 Retiring directors shall be eligible for re-election.
- 13.4 No person, other than a director retiring at the meeting shall unless recommended by the directors, be eligible for election as a director at any general meeting, unless –
(Amended 26/03/1997)
- 13.4.1 not more than 14 (fourteen) days, but at least 7 (seven) clear days before the day appointed for the meeting there shall have been delivered at the office a nomination in writing by a member (who may also be the proposed director) duly qualified to be present and vote at the meeting for which such notice is given; and
(Amended 26/03/1997)
- 13.4.2 notice in writing by the proposed person of his willingness to be elected is attached thereto (except where the proposer is the same person as the proposed).
(Amended 26/03/1997)

- 13.5 Subject to the preceding article, the Association may at the meeting at which a director retires, fill the vacated office by electing a person and in default the retiring director if willing to continue to act, shall be deemed to have been re-elected, unless—
- 13.6 It is expressly resolved at such meeting not to fill such vacated office; or
- 13.7 A resolution for the re-election of such director shall have been put to the meeting and rejected.
- 13.8 The Association in general meeting or the directors may appoint any person as director to fill the casual vacancy, other than a vacancy caused by a person appointed by the Association or directors in terms of 11.1 ceasing to be a director.

14. **POWERS OF DIRECTORS**

- 14.1 The management and control of the business of the Association shall be vested in the directors who, in addition to the powers and authorities expressly conferred upon them by the articles, may exercise all powers and authorities and perform all acts which may be exercised or done by the Association, and are not hereby or by the Act expressly reserved to the Association in general meeting.
- 14.2 Such management and control may not be inconsistent with the articles nor with the provisions of the Act.
- 14.3 The general powers given by this article shall not be limited or restricted by any special authority or power given to the directors by any other article.

15. **BORROWING POWERS**

- 15.1 The directors may from time to time borrow for the purpose of the Association such sums as they think fit.
- 15.2 The directors may by power of attorney appoint any company, firm or person, or any fluctuating body or persons, whether nominated directly or indirectly by the directors, to be the attorney or agent of the Association for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the directors in terms of the articles) and for such period and subject to such terms and conditions as they may think fit.

- 15.3 Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such agent as the director may think fit.
- 15.4 The directors may also authorise any such agent to sub-delegate any of his powers, authorities and discretion.
- 15.5 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 as they think fit.
- 15.6 Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations authorizing the appointment of subcommittees that may from time to time be prescribed by the directors.

16. DUTIES OF DIRECTORS TO KEEP MINUTES

- 16.1 The directors shall cause minutes to be made of –
 - 16.1.1 all appointments of officers made by the directors;
 - 16.1.2 all names of the directors present at each meeting of the directors;
 - 16.1.3 all resolutions and proceedings at each meeting of the Association;
 - 16.1.4 all resolutions passed by the directors under Article 17.10, and of all meetings of directors.
- 16.2 Minutes of any resolutions and proceedings mentioned in 16.1 appearing in one of the minute books of the Association, shall be proof of the facts therein stated if signed by –
 - 16.2.1 any person purporting to be the chairman of the meeting to which it relates; or
 - 16.2.2 any person present at the meeting and appointed by the directors to sign in the chairman's place; or
 - 16.2.3 the chairman of a subsequent meeting of the directors.
- 16.3 Any extracts from a copy of those minutes purporting to be signed by –
 - 16.3.1 the chairman of that meeting; or
 - 16.3.2 any director; or
 - 16.3.3 the secretary

shall be prima facie proof of the fact therein stated.

17. PROCEEDINGS OF DIRECTORS AND COMMITTEES

- 17.1 The directors may meet for the dispatch of business, adjourn, and otherwise regulate their meetings as they think fit.
- 17.2 Until otherwise determined by the members, the number of directors forming a quorum shall be 50% of the total number of such directors plus one director.
- 17.3 The chairman may at any time, and the secretary, upon the request from a director, convene a meeting of the directors.
- 17.4 The directors may at any time, and the secretary, upon the request from a director, convene a meeting of the directors.
- 17.5 The directors may -
 - 17.5.1 elect a chairman and a deputy chairman (to act in the absence of the chairman) of their meetings;
 - 17.5.2 determine the period for which they are to hold office, which shall not exceed 1 (one) year.
- 17.6 If no chairman or deputy chairman is elected, or if at any meeting the chairman or deputy chairman be not present within 10 (ten) minutes after the time appointed for holding the meeting, the directors present shall choose one of their number to be chairman at such meeting.
- 17.7 All decisions taken at any meeting shall be decided by a majority of votes on condition however that directors appointed by the member that have assumed responsibility to fund any shortfall that may occur on the company's annual budget, as well as the member who is the owner of the land on which the Southern African Wildlife College is situated, shall have the right to veto any decision relating to the annual budget or any matter affecting same. *(Amended 14/09/2004)*
- 17.8 In case of an equality of votes the chairman shall have a second or casting vote.
- 17.9 A meeting of the directors at which a quorum is present shall be entitled to exercise all or any of the powers, authorities and discretion conferred by or in terms of the articles which are vested in or are exercisable by the directors generally.

17.10 A resolution in writing signed by –

17.10.1 all the directors; or

17.10.2 all the directors who may at the time be present in the town where the office is situated and who form a quorum,

shall be as valid and effectual as a resolution passed at a meeting of the directors duly called and constituted.

17.11 Such resolutions –

17.11.1 may consist of one or more documents so signed;

17.11.2 shall have regard to the provisions of Section 236 of the Act;

17.11.3 shall be delivered to the secretary without delay, and shall be recorded by him in the Association's minute book.

17.12 Such resolution shall be deemed to have been passed on the day it was signed by the last director who is entitled to sign it.
(Amended 26/03/1997)

17.13 A resolution referred to in 17.10 which is not signed by all the directors shall be inoperative if it shall purport to authorize any act which a meeting of the directors has decided shall not be authorized, until confirmed by a meeting of directors.

17.14 The meeting and proceedings of any committee consisting of 2 (two) or more directors shall be governed by the provisions hereof in regard to meetings and proceedings of the directors so far as the same are applicable thereto and are not superseded by any regulation made by the directors.

17.15 All acts performed by the directors or by a committee of directors or by any person acting as a director or a member of a committee shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of the directors or persons acting as aforesaid, or that any of them were disqualified from or had vacated office, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director or member of such committee.

18. SECRETARY

If the directors so decide, they shall appoint a secretary for such term; at such remuneration, and upon such conditions, as they may think fit, and the directors may dismiss such secretary.

19. AUTENTICATION OF DOCUMENTS

19.1 Any director or the secretary or any person appointed by the directors for the purpose shall have power to authenticate –

19.1.1 the Memorandum and Articles of Association;

19.1.2 any resolution passed by the Association or the directors;

19.1.3 Any books, records, documentation and accounts relating to the business of the Association

and to certify copies thereof or extracts there from as true copies or extracts.

(Amended 26/03/1997)

19.2 Where any books, records, documents, or accounts are elsewhere than at the office, the local manager or other officer of the company or other person having custody thereof shall be deemed to be a person duly appointed by the directors for the abovementioned purpose.

20. ACCOUNTING RECORDS

20.1 The directors shall cause to be kept such accounting records as are prescribed by the Act.

20.2 The accounting records shall be kept at the office or (subject to the provisions of the Act) at such other place as the directors think fit, and shall at all times be open to inspection by the directors.

20.3 A copy of all financial statements (including every document required by Law to be annexed thereto) which are to be laid before the Association in an annual general meeting, together with copies of the directors' and auditors' reports, shall be delivered or sent by post to the registered address of each member and to every person entitled to a notice of the general meeting.

20.4 The documents referred to in 20.3 shall be sent at least 21 (twenty one) days before such annual general meeting.

- 20.5 The documents referred to in 20.3 need not be sent to any person who is not entitled to receive notice of general meeting of the Association or whose address is not known to the Association.

21. AUDITORS

- 21.1 Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

22. NOTICES

- 22.1 Any notice or other document may be served by the Association upon any member by –

22.1.1 delivering it to him personally; or

22.1.2 sending it by post in a prepaid letter, envelope, or wrapper, addressed to such member at his registered address.

- 22.2 Any member described in the register of members by an address not within South Africa, who shall from time to time furnish the Association with an address within South Africa at which notices can be served upon him, shall be entitled to have notices served upon him at such address.

- 22.3 Save as determined in the articles or in the Act, no member other than a registered member whose address appears in the register of members in South Africa shall be entitled to receive any notice from the Association.

- 22.4 Any notice or other document, if served by post, shall be deemed to have been served at the time when the same was posted, and in proving such service it shall be sufficient to prove that the notice or document was properly addressed, stamped and posted.

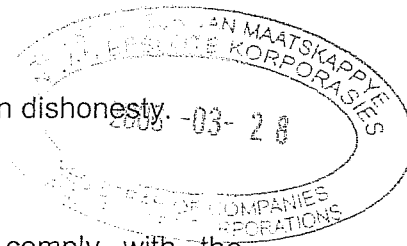
- 22.5 Save as otherwise expressly provided, where a given number of days notice, or notice extending over any period, is required to be given, the day of service shall not be counted in the number of days or other period.

23. INDEMNITY

- 23.1 Every director, manager, secretary, auditor and officer of the Association shall be indemnified out of the funds of the Association against –

- 23.1.1 all liabilities incurred by him in that capacity;
 - 23.1.2 expenditure in defending any proceedings, whether civil or criminal, in which judgement is given in his favour, or in which he is acquitted; or
 - 23.1.3 costs in connection with any application under Section 248 of the Act in which relief is granted to him by the Court.
- 23.2 Every person shall be indemnified by the Association against, and it shall be the duty of the directors out of the funds of the Association to pay all costs, losses and expenses for which any such person may become liable by reason of –
- 23.2.1 any contract entered into; or
 - 23.2.2 any act done by him,
- in his capacity as director, secretary, manager, auditor or officer of the Association or in any way in the discharge of his duties.
- 23.3 Subject to the provisions of the Act, no director, manager, secretary, auditor, officer or servant of the Association shall be liable for –
- 23.3.1 any act, receipt, neglect or fault of any other such officer or servant of the Association; or
 - 23.3.2 joining in any receipt or other act; or
 - 23.3.3 loss or expense suffered by the Association through the insufficiency or deficiency of title to any property acquired by order of the directors for and on behalf of the Association; or
 - 23.3.4 the insufficiency or deficiency of any security in or upon which any of the monies of the Association have been invested; or
 - 23.3.5 any loss or damage arising from the insolvency or delict of any person with whom any monies, securities or effects have been deposited; or
 - 23.3.6 any loss or damage occasioned by any error of judgment or oversight on his part; or
 - 23.3.7 any other loss, damage or misfortune whatever which shall happen in the execution of his duties of office in a relation thereto.

Unless the same occurs through his own dishonesty.



24. **WINDING UP OR THE ASSOCIATION**

- 24.1 Upon winding up, the Association shall comply with the conditions as stated in clause 6.2 of the Memorandum of Association.

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