



MEMORANDUM OF INCORPORATION

OF

COMENSA NPC

REGISTRATION NUMBER 2005/017895/08

Contents

A. DEFINITIONS AND INTERPRETATIONS	4
B. INTRODUCTION.....	7
NAME OF COMENSA	7
PREAMBLE.....	7
INCORPORATION OF COMENSA.....	7
LEGAL PERSONA.....	8
OBJECTS.....	8
POWERS	9
LIABILITY.....	11
RULES AND AMENDMENT OF THE MOI AND RULES.....	11
OPTIONAL PROVISIONS OF THE COMPANIES ACT	12
C. MEMBERSHIP.....	12
MEMBERSHIP ELIGIBILITY AND ADMISSION	12
DURATION OF MEMBERSHIP	14
MEMBERSHIP FEES.....	14
TERMINATION OF MEMBERSHIP	14
APPEALS AGAINST MEMBERSHIP REFUSAL	15
READMISSION TO MEMBERSHIP	15
RIGHTS OF MEMBERS	16
RECORD DATE FOR EXERCISE OF MEMBER RIGHTS.....	16
D. GENERAL MEETINGS	16
TYPES OF GENERAL MEETINGS	16
ANNUAL GENERAL MEETINGS	17
SPECIAL GENERAL MEETING	18
FREQUENCY AND NOTICE OF MEETINGS.....	18
APPOINTMENT OF PROXIES.....	19
PROCEEDINGS, QUORUM AND VOTING AT GENERAL MEETINGS.....	20
MEMBERS RESOLUTIONS.....	22
E. BOARD OF DIRECTORS	22
AUTHORITY OF THE BOARD AND DELEGATION	22
COMPOSITION OF THE BOARD	23
ROTATION OF NON-EXECUTIVE DIRECTORS	24
APPOINTMENT, NOMINATION AND ELECTION OF NON-EXECUTIVE DIRECTORS	24
DISQUALIFICATION	27
PROCEEDINGS OF THE BOARD	28

DUTIES OF DIRECTORS	30
F. PROVINCIAL CHAPTERS	32
ESTABLISHMENT OF CHAPTERS	32
ROLES AND RESPONSIBILITIES OF PROVINCIAL CHAPTERS.....	33
PROHIBITIONS.....	33
PROVINCIAL CHAPTER COMMITTEES.....	34
G. ADMINISTRATION	34
FINANCIAL YEAR.....	34
ACCOUNTING RECORDS AND ANNUAL FINANCIAL STATEMENTS.....	34
NOTICES TO MEMBERS	35
COMPLIANCE WITH SECTION 30B OF THE INCOME TAX ACT	36
BYLAWS, RULES, CODE OF ETHICS AND CONDUCT, REGULATIONS AND OTHER PROVISIONS	37
INDEMNITIES.....	38
LIMITATION OF LIABILITY	38
LOANS	38
INSURANCE	39
AMENDMENT OF THE MOI	39
AMALGAMATION	39
DISSOLUTION OF COMENSA	40

A. DEFINITIONS AND INTERPRETATIONS

In this Memorandum of Incorporation (hereinafter referred to as the MOI), unless the content implies otherwise:

- i. one gender includes the others;
- ii. the singular includes the plural and the plural includes the singular;
- iii. 'writing' includes typing, printing, and any other mode representing or reproducing words or figures in a visible form, including words or figures displayed on an electronic screen. A requirement that a document, notice or information should be given in writing will be met if the document, notice or information is in the form of a data message and accessible in a manner usable for subsequent reference. "Written" has a corresponding meaning;
- iv. a 'month' refers to a calendar month;
- v. a 'year' refers to a calendar year, unless stated otherwise;
- vi. a statute, regulation or provision of a statute or regulation (the 'Statutory Provision') includes:
 - a. the Statutory Provision as amended or re-enacted,
 - b. a statute, regulation or provision enacted in replacement of the Statutory Provision, and
 - c. another regulation or other statutory instrument made or issued under the Statutory Provision.
- vii. All laws and statutes quoted or referred to shall automatically include any amendments to, revisions of or replacements of these laws and statutes as may occur from time to time, through due Parliamentary process, subsequent to the writing of this Memorandum of incorporation.
- viii. 'including' and similar expressions are not words of limitation;

- ix. words that are defined in the Companies Act bear the same meaning in this MOI as in the Act; and
- x. the table of contents and any headings are to assist with the reading of the MOI and should not affect the interpretation of this MOI.
- xi. If any term is defined within the context of any particular clause in the MOI, the term so defined, unless it is clear from the clause in question that the term so defined has limited application to the relevant clause, shall bear the meaning ascribed to it for all purposes in terms of this MOI, notwithstanding that that term has not been defined in this interpretation provision;
- xii. When a particular number of Business Days is provided for between the happening of one event and another, the number of days must be calculated by:
 - a. excluding the day on which the first such event occurs;
 - b. including the day on or by which the second event is to occur; and
 - c. excluding any public holiday, Saturday or Sunday that falls on or between the days.

AGM	The Annual General Meeting of Members
Association	COMENSA
Board	The Board of Directors of COMENSA, who have the authority to act on behalf of COMENSA
Bylaws	Regulations made by the Board, and approved by the Members, for the administration and management of COMENSA's affairs
Chair	Chair of the General Meeting or of a Committee
Code of Ethics and Conduct	The COMENSA guidelines set by the Board for Members on ethics, expected ethical conduct and the enforcement thereof
COMENSA	Coaches and Mentors of South Africa, an association incorporated under the Act, with registration number Registration Number 2005/017895/08
Companies Act	South African Companies Act 71, 2008 as amended from time to time
Companies Regulations	The Companies Regulations promulgated by the Minister responsible for companies in terms of section 223 of the Companies Act, as amended from time to time
Constitution	Constitution of the Republic of South Africa
Director	Director appointed in terms of the MOI and the Companies Act.
Ex-officio Director	A person who holds office as a Director solely as a consequence of

	that person holding some other office, title, designation or similar status specified in the MOI
Income Tax Act	Income Tax Act 58 of 1962, as amended from time to time
Individual	A natural person
King Code	South African Governance Code produced by the Institute of Directors of South Africa as amended from time to time. Reference to the Code includes the latest version of the King Report and supplementary guidance
Law	Any constitutional provision, treaty, decree, convention, statute, act, code, regulation, rule, order, ordinance, proclamation, subordinate legislation, bylaw, judgement, rule of common law or equity, rule, ruling or guideline made by a competent entity exercising jurisdiction in the relevant matter or any government body
Member	A person who holds Membership with COMENSA as outlined in the Bylaws
Member in Good Standing	A Member who has paid in full all subscriptions, dues, fees, contributions, levies or other monies payable by that Member to COMENSA, and who is not in material breach of any of the provisions of the MOI or of any Bylaw, nor any provision in the Code of Ethics and Conduct, and meets any other conditions set out in the Bylaws.
MOI	Memorandum of Incorporation of COMENSA
NPC	Non-profit Company
PBO	Public Benefit Organisation in terms of section 30 of the Income Tax Act
President	Chairman of the National Board
Profession	Coaches and Mentors Profession
Provincial Chapter	A structure designed to assist COMENSA in executing its mandate in a particular province of the Republic
Provincial Chapter Constitution	Constitution governing the affairs of the COMENSA Provincial Chapter
Republic	Republic of South Africa, a sovereign state
Rules	Any rules made by the Board as contemplated in section 15(3) to (5)
Secretary	Company Secretary as prescribed in the Companies Act
Section/s	Section of the Companies Act
Sign	Includes the reproduction of a signature lithography, , or any other mechanical or electronic process, or partly the one and partly the other process and “signature” has the corresponding meaning

B. INTRODUCTION

NAME OF COMENSA

1. Coaches and Mentors of South Africa NPC

PREAMBLE

2. COMENSA is the national professional representative body of Coaches and Mentors in the Republic of South Africa. As such it has a governance charter enshrined in its Bylaws, Code of Ethics and Conduct and practice standards that contain principles agreed to by all Members. These principles guide coaching and mentoring work in practice.
3. COMENSA is a non-profit organisation which carries out its activities with an altruistic and philanthropic intent, in the interest of the greater good.

INCORPORATION OF COMENSA

4. COMENSA is incorporated as a Non-profit Company (registration number 2005/017895/08) with Members, as defined in the Companies Act.
5. COMENSA is classified as a Public Benefit Organisation in terms of section 30 of the Income Tax Act.
6. COMENSA is governed by:
 - 6.1. The unalterable provisions of the Companies Act applicable to NPCs;
 - 6.2. the alterable provisions of the Companies Act that are applicable to non-profit companies, subject to any limitation, extension, variation or substitution set out in this MOI. If the provisions of this MOI are in any way inconsistent with the unalterable provisions of the Companies Act, the provisions of the Companies Act shall prevail;
 - 6.3. The provisions in the King Code; and

6.4. This MOI.

LEGAL PERSONA

7. COMENSA is a body corporate with perpetual succession, capable of suing and being sued in its own name and performing such acts as are necessary for, or incidental to, the achievement of its objectives, the exercise of its powers and the performance of its functions and duties under the Constitution or under any statute of the Republic.

OBJECTS

8. To endeavour to be a recognised body representing and supporting the self-regulation of the coaching and mentoring profession in the Republic.
9. To contribute to the development and enhancement of a coaches and mentors profession able to provide high quality services in the interest of the public.
10. To promote for the public benefit high levels of skill, knowledge, professional competence and integrity on the part of coaches and mentors.
11. To provide a credentialing process for coaches and mentors, with a view to upholding standards and maintaining the quality of the services provided by the Profession.
12. To approve supervisors and training provider programmes, with a view to maintain the quality of services provided by the Profession.
13. To promote the study, research and development of the practice of coaching and mentoring, and to publish, disseminate or otherwise make available the useful results of such study or research.
14. To encourage adherence to the Code of Ethics and Conduct by coaches and mentors practicing in the Republic and to hold Members accountable against this Code in protecting the interest of the public.
15. To raise awareness, and credibility, of coaching and mentoring in the Republic.

16. To represent the interests of Members, and the broader profession to government and all other relevant stakeholders, including in all public fora, and to encourage and foster a climate favourable to the recognition and advancement of the profession.
17. To provide services, platforms and facilities that benefit Members.
18. To provide opportunities for an exchange of knowledge, experience and views amongst the Membership and related organisations.
19. To foster strong relationships and strategic alliances with likeminded associations where appropriate in the interest of the Members and the public.

POWERS

20. Without limiting its capacities at law as a non-profit company, COMENSA shall have the following powers for pursuing its objects:
 - 20.1. To open bank accounts through which COMENSA may transact in the execution of its activities.
 - 20.2. To acquire, hold or dispose of all or any part of any property, undertaking, or interest of any nature in any business.
 - 20.3. To enter into any contract or incur or assume any obligation, borrow or raise money, obtain any form of credit or finance, and to give guarantees and indemnities, and mortgage or charge any of the property or assets of COMENSA as security for the obligations related to any of COMENSA's activities.
 - 20.4. To invest surplus funds of COMENSAs in any investments of any description whatsoever, whether or not carrying any liability (contingent or otherwise), and to delegate power to operate COMENSA's investment portfolio to appropriately qualified investment managers.
 - 20.5. To publish, in any manner or medium, material of interest to Members or of relevance to any aspect of COMENSA's objects or activities.

- 20.6. To establish and support any subsidiary which may advance the objects of COMENSA.
- 20.7. To co-operate with other bodies or organisations, or to engage in joint activities of any kind, which may advance the objects of COMENSA.
- 20.8. To, where appropriate, rely on the outcome of disciplinary processes of related professional or statutory bodies, where a Member has dual membership.
- 20.9. To exercise any power of COMENSA for any consideration of any kind or for no consideration and to do so in any part of the world.
- 20.10. To do all such other lawful things in pursuance of the objects of COMENSA.
21. COMENSA must not, directly or indirectly, pay any portion of its income or transfer any of its assets, regardless of how the income or asset was derived, to any person who is or was an incorporator of COMENSA, or who is a Member or Director, or person appointing a Director of COMENSA except:
 - 21.1. as reasonable remuneration for goods delivered or services rendered to, or at the direction of, COMENSA;
 - 21.2. as reasonable payment of, or reimbursement for, expenses incurred to advance a stated object of COMENSA;
 - 21.3. as a payment of an amount due and payable by COMENSA in terms of a bona fide agreement between the COMENSA and that person or another party;
 - 21.4. as a payment in respect of any rights of that person, to the extent that such rights are administered by COMENSA in order to advance stated objects of COMENSA;
 - 21.5. in respect of any legal obligation binding on COMENSA.
22. COMENSA must apply all its assets and income, however derived, to advance its stated objects, as set out in this MOI.
23. COMENSA may pay salaries, gratuities and pensions and establish pension schemes in respect of its officers and employees other than Members or Directors.
24. COMENSA must apply all of its assets and income, however derived, to advance its stated

objects, as set out in this MOI; and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise however, to the Members of COMENSA or to its controlling or controlled company – provided nothing herein contained shall prevent the payment in good faith of reasonable remuneration to any officer or servant of COMENSA or to any Member thereof in return for any services actually rendered to COMENSA.

LIABILITY

25. The liability of Members is limited.
26. Every Member undertakes to contribute an amount not exceeding the equivalent of 50% of one year's subscription to the coffers of COMENSA, in the event of its being wound up while the person is a Member, if required for:
 - 26.1. payment of the debts and liabilities of the Company; and
 - 26.2. payment of the costs, charges and expenses of winding up.

RULES AND AMENDMENT OF THE MOI AND RULES

27. The Board may make, amend or repeal any necessary or incidental Rules relating to the governance of COMENSA by publishing a copy of these Rules and by sending notice thereof by registered post (to any address, within the Republic supplied by the Member to COMENSA) or by electronic transmission (to any electronic address supplied by the Member to COMENSA) to each of the Members and by filing a copy of the Rules with the Commission. Any Rules published in this manner take effect on the date specified in that Rule and shall be subject to ratification by the Members as set out in section 15(4)(c)(ii).
28. The Board may propose to amend any of the provisions of this MOI and the Members may by way of special resolution adopt such amendments.
29. A notice of the proposed alterations to the MOI shall be sent to each Member by registered

- mail or by electronic transmission at least 15 (fifteen) Business Days before the meeting at which the special resolution to amend the provisions of the MOI is to be passed.
30. The Board shall ensure that a copy of any amendments that have been made to the MOI have been provided to the Commissioner for the South African Revenue Service within 30 (thirty) days of having effected such amendments.
31. The Board, or a person authorised by the Board, may alter the MOI or the Rules to correct any patent errors (spelling, punctuation, grammar or similar defects on the face of the document) by publishing a notice of the alteration, on its website or in any other manner required or permitted by the Rules and by filing a notice of the alteration with the Commission.
32. No amendments to the MOI shall be made which will:-
- 32.1. allow any income or other funds or other assets of COMENSA to be applied for a purpose which does not promote the achievement of the objects of COMENSA; or
 - 32.2. amend this clause 32 in any manner which would give any proprietary or similar interest in COMENSA's income or other funds or other assets to any Individual or any incorporated entity contrary to the provisions of the Income Tax Act.

OPTIONAL PROVISIONS OF THE COMPANIES ACT

33. COMENSA does not elect, in terms of section 34(2), to comply voluntarily with the provisions of chapter 3 of the Companies Act.

C. MEMBERSHIP

MEMBERSHIP ELIGIBILITY AND ADMISSION

34. COMENSA maintains at its registered office a register of Members of COMENSA as required by the Companies Act. The register of Members shall be open to inspection, only at the

- registered office, as provided in the Companies Act. The register of Members, or any part thereof, may not be distributed in hard copy or electronically to any person or entity, who is not entitled thereto in relation to their position within the COMENSA structures in the execution of their duties.
35. COMENSA shall have such classes of Members, as determined from time to time by the Board and outlined in the Bylaws.
 36. A Member shall be an individual, natural person who accepts Membership of COMENSA in a specific class of Membership upon the invitation of the Board or who applies for Membership and in COMENSA's sole discretion, is accepted as a Member of COMENSA in a specific class of Membership.
 37. Rules for and the basis of eligibility to a class of Membership shall be as recorded in such rules as the Board may from time to time adopt.
 38. Notwithstanding the contents of such rules, the ultimate decision and sole discretion in the admission of individuals to Membership shall vest in COMENSA.
 39. Application for Membership shall be on such form as COMENSA may prescribe from time to time, and COMENSA shall carry out such checks, and may require such supporting documentation as the Board in their sole discretion may decide from time to time.
 40. Every Member shall pay to COMENSA a joining or application fee and an annual subscription of such amount as may for the time be prescribed by the Board. The said subscription shall be due upon admission to Membership and thereafter within 30 (thirty) days of date of invoice from COMENSA to a Member.
 41. No person who shall have been a Member of COMENSA, and ceased to be such by virtue of her not being in good standing, shall be eligible for re-admission, with her Membership history intact, until she shall have paid all arrear subscriptions, dues, assessments or other indebtedness (if any) due by her to COMENSA at the date when former Membership ceased.

42. A person who seeks re-admission, without paying his arrear Membership subscription, will not be recognised as a long serving Member, but shall be re-admitted as a new Member. Such re-admission can only take effect once all other outstanding fees, such as fees charged for services, have been paid in full.

DURATION OF MEMBERSHIP

43. Every Member shall remain a Member until his Membership is terminated in accordance with the provisions hereinafter contained.

MEMBERSHIP FEES

44. Each Member of COMENSA required to pay a fee, pays an annual Membership fee (the 'Membership fee') for a 12-month period, renewable on the anniversary of his joining date.
45. The Board determines the Membership fee, and such fee shall be ratified by Members at the AGM.
46. Membership benefits shall be defined by the Board from time to time.

TERMINATION OF MEMBERSHIP

47. Membership of COMENSA is ipso facto terminated if the Member:
- 47.1. resigns his Membership. The Member shall tender his resignation in writing to COMENSA.
 - 47.2. is being sequestered, whether such sequestration is provisional, final, voluntary or otherwise;
 - 47.3. is in default of any subscription, dues, assessment or other indebtedness to COMENSA and remain in default for a period of ninety (90) days after written notification to him advising him of such default; or
 - 47.4. dies

48. The Board shall have the power to censure, suspend or expel any Member for conduct which it considers to be prejudicial to COMENSA provided that due and fair process, as determined by the Board from time to time, has been followed.
49. When Membership is terminated in terms of clause 48, written notice of such termination shall be sent to such a Member advising him of such termination.
50. A person whose Membership has been terminated shall immediately, at the same time of resigning or receiving notification of termination, cease to use any COMENSA marks, logos, certificates that may have been issued to him, as well as cease to refer to himself a Member or Credentialed Member of COMENSA on all platforms including, but not limited to, his curriculum vitae, stationary, websites and social media platforms.
51. A person whose Membership shall have been terminated in accordance with this MOI, may apply for reinstatement in the case of a resignation or lodge an appeal in accordance with the Code of Ethics and Conduct.
52. Upon termination of Membership, paid-up fees shall not be refundable, be it in full or pro-rata.
53. A person whose Membership has been terminated remains liable for all amounts that may at the date of termination of Membership be due by the Member to COMENSA.

APPEALS AGAINST MEMBERSHIP REFUSAL

54. Any person refused Membership may appeal. The procedure for appeals is set out in the Bylaws.

READMISSION TO MEMBERSHIP

55. The Board will reinstate to Membership a person who has shown cause that they should be reinstated in a manner as described in the Bylaws.

RIGHTS OF MEMBERS

56. As contemplated in Item 4 (1) of Schedule 2 of the Companies Act, COMENSA has Members, who are in either of two classes, being voting and non-voting Members, respectively.
57. Each Member entitled to vote (as defined according to the Membership class she belongs to) has an equal vote in any matter to be decided by Members.
58. Members in good standing (excluding Individual Non-Voting Members) have the right to elect office-bearers to the Board and their respective Provincial Chapter Committees.
59. The rights and benefits of Membership shall not be transferable and shall terminate upon resignation, expulsion, or death.
60. COMENSA has regard for each of the Members' rights not to be unfairly discriminated against, as provided in section 9 of the Constitution of the Republic.

RECORD DATE FOR EXERCISE OF MEMBER RIGHTS

61. If, at any time, the Board fails to determine a Record Date, the Record Date for participating in and voting at a General Meeting is the latest date by which COMENSA is required to give Members notice of that meeting.

D. GENERAL MEETINGS

TYPES OF GENERAL MEETINGS

62. An Annual General Meeting (AGM) must be held once a year.
63. Special General Meetings may be called by either the Board or Members to discuss matters that cannot stand until the next AGM. The right of Members to requisition a General Meeting is set out in section 61(3).

64. Every Member who is established prior to the commencement of the meeting as being a Member in good standing, and entitled to vote based on their Membership class, shall be entitled to attend in person or by proxy and vote at a General Meeting of COMENSA.

ANNUAL GENERAL MEETINGS

65. COMENSA must hold an AGM within 15 (fifteen) months of the previous AGM held, but not later than 5 months of the end of its financial year.
66. The Board shall convene the AGM at such place and time as the Board may decide. This includes the option to hold face-to-face meetings, or virtual meetings, or the combination thereof.
67. The Board may cancel any AGM that it convenes by giving not less than 48 hours' notice to those Members entitled to notice of the meeting, but remains bound to ensuring an AGM takes place as contemplated in clause 65.
68. The business of an AGM must, as a minimum, include the following, even if not referred to in the notice of meeting:
- 68.1. Confirmation of the minutes of the previous AGM and any subsequent General Meetings of Members.
 - 68.2. Matters arising from the minutes contemplated in clause 68.1.
 - 68.3. The President's annual report.
 - 68.4. Consideration of the Annual Financial Statements for the immediate preceding financial year.
 - 68.5. Reports on the activities of committees with statutory and/or strategic obligations.
 - 68.6. Consideration of the report of the External Auditors.
 - 68.7. Appointment of an External Auditor for the ensuing year and fixing their remuneration.
 - 68.8. Appointment of Directors to fill vacancies on the Board.

SPECIAL GENERAL MEETING

69. The Board shall have the power at any time to call Special General Meetings to deal with specific matters requiring the approval of Members.
70. The Board must call and arrange to hold a general meeting in a manner as described in the Bylaws on the request of:
- 70.1. any four Directors; or
 - 70.2. at least 10% of the Members entitled to vote at the General Meeting.
71. The notice calling the Special General Meeting shall be sent to every Member within thirty days of receipt of the request and such meeting shall be held no later than sixty days following receipt of the request at such place, date and time as the Board may determine.
72. Should fewer than twenty Members in good standing be personally present at the commencement of a duly constituted Special General Meeting called at the request of Members, the meeting shall not be adjourned in terms of clause 88, but shall be dissolved.

FREQUENCY AND NOTICE OF MEETINGS

73. Notice of a General Meeting must be given to all Members entitled to vote and must contain all the information and be sent in a manner as described in the Bylaws.
74. COMENSA must deliver a notice of each General Meeting (including an AGM) at least 15 (fifteen) Business Days before the date of the meeting in the manner and form as prescribed by section 62(3) of the Companies Act to all of the Members of COMENSA as at the Record Date for the meeting.
75. The authority of the Board to determine the location of any General Meeting, and the authority of the COMENSA to hold any such meeting in the Republic or in any foreign country, as set out in section 61(9) is not limited or restricted by this MOI.
76. The authority of COMENSA to conduct a General Meeting entirely by electronic

communication, or to provide for participation in a General Meeting by electronic communication, as set out in section 63 of the Companies Act, is not limited or restricted by this MOI. COMENSA may, from time to time, provide for Members to participate in General Meetings by way of electronic communication, in the event of which COMENSA shall communicate this to Members in advance of the General Meeting as required by section 63 of the Companies Act.

77. Provided that the Board has taken reasonable steps to give notice of a General Meeting, the accidental omission to give and/or the accidental giving of a defective notice (provided that by reason of such defect it is not misleading) of a General Meeting to, or the non-receipt of such notice by, any Member entitled to receive notice shall not invalidate the proceedings of that General Meeting.
78. Notice of a General Meeting must include copies of all documents to be tabled for discussion at the meeting.

APPOINTMENT OF PROXIES

79. A Member entitled to attend and vote at a meeting shall be entitled to appoint a proxy to attend, speak and vote on behalf of the Member.
80. The right of a Member of COMENSA to appoint persons concurrently as proxies, as set out in section 58 (3)(a), is limited to the proxy holder being a Member of COMENSA and only one proxy attending and voting at the meeting.
81. Every proxy shall continue in force for the particular meeting for which it is given and for every adjournment thereof.
82. The name of the Member appointed to act as such proxy holder shall be filled in the handwriting of the Member signing the proxy or signed with a secure electronic signature. The format of the instrument shall be determined by COMENSA.
83. The instrument appointing a proxy shall be delivered to the Secretary of COMENSA not less

than 48 (forty-eight) hours prior to the hour fixed for the meeting for which the same are intended to be acted upon. If the Member is in default of complying herewith, the instrument of proxy shall not be treated as valid.

84. No instrument appointing a proxy is valid after the expiration of 1 (one) year from the date when it was signed, unless so specifically stated in the proxy itself, and no proxy shall be used at an adjourned General Meeting which could not have been used at the original General Meeting.
85. A Member's proxy shall not have the authority to further delegate such proxy's powers to another person.
86. Unless specifically instructed by the Member, a proxy may vote as he thinks fit.

PROCEEDINGS, QUORUM AND VOTING AT GENERAL MEETINGS.

87. A General Meeting may not begin until at least 5 (five) Members, who are eligible to vote, are present at the meeting and any matter to be decided at the meeting may not begin to be considered and decided unless at least 5 (five) Members, who are eligible to vote, are present at the meeting at the time the matter is called on the agenda.
88. The quorum for a General Meeting of COMENSA is 50 (fifty) Members present in person or by proxy. Should a quorum, consisting of not less than 50 (fifty) Members present in person or by proxy, not be present within one hour from the time appointed for the General Meeting, then the meeting shall be adjourned and a new meeting called for a date not less than fourteen (14) days from the day of the adjourned meeting. At the later meeting, those Members present shall form a quorum, irrespective of their number.
89. Any Member may bring before a meeting any matter of business which he considers requires the attention of COMENSA. Notice of such business shall be made to the Secretary at least two (2) weeks before the meeting at which the business is to be discussed, setting out in the notice the nature of the matter and reasons in sufficient detail.

90. The President presides as Chair at every General Meeting of COMENSA. If the President is unwilling or unable to act as Chair of the General meeting or is not present within fifteen (15) minutes after the time appointed for holding the meeting, the Vice President shall preside as Chair. In the absence of the Vice President, the Board Members present shall elect one of their number to be Chair of the meeting.
91. Whether by secret ballot or show of hands, every Member present in person shall have one equal vote, and any Member holding a formal proxy for an absent Member shall have one equal vote in respect of each proxy held. In case of an equality of votes at any General Meeting, whether on a show of hands or upon a secret ballot, the Chairman shall have a casting vote.
92. A polled vote must be held on any particular matter to be voted on at a General Meeting if a demand for such a vote is made by at least 5 (five) Members having the right to vote on that matter, either as a Member or a proxy representing a Member.
93. At a General Meeting, a declaration by the Chair that a resolution has been carried, or carried by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the book of proceedings of COMENSA, shall be sufficient evidence of the number or proportion of the votes recorded in favour of or against any such resolution.
94. If a poll is duly demanded, it shall be taken in such a manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the General Meeting at which the poll was demanded. The Chairman of the General Meeting may appoint scrutineers to determine the result of the poll.
95. A poll demanded on the question of adjournment, is taken forthwith. A poll demanded on any other question is taken at such time as the Chair of the General Meeting directs and no notice need be given of a poll not taken immediately. The demand for a poll shall not prevent the continuation of a General Meeting for the transaction of any business other than the question upon which the poll has been demanded.

MEMBERS RESOLUTIONS

96. For an ordinary resolution to be adopted at a General Meeting, it must be supported by more than 50% of the Members who voted on the resolution, as provided in section 65(7).
97. For a special resolution to be adopted at a General Meeting, it must be supported by at least 75% of the Members who voted on the resolution, as provided in section 65(9).
98. The quorum for both ordinary and special resolutions is as set out in clause 88.

E. BOARD OF DIRECTORS

AUTHORITY OF THE BOARD AND DELEGATION

99. The authority of the Board to manage and direct the business and affairs of COMENSA, as set out in section 66(1) of the Companies Act as well as the COMENSA Board Charter, is not restricted in this MOI. The Board has the power to make any decision in respect of COMENSA which has not been specifically reserved for decision-making by the Members of COMENSA.
100. The Board may delegate any of its powers to Board appointed committees consisting of such Board Members or other persons as it deems fit.
101. Each committee appointed by the Board must have a documented and approved terms of reference dealing with its composition; role and purpose, functions; delegated authorities; tenure; meeting requirements and procedures and reporting mechanism to the Board.
102. The Board or a committee of the Board may delegate to the management of COMENSA any of its powers upon such terms and conditions as is deemed fit.
103. Notwithstanding that it may afterwards be discovered that there has been some defect in the appointment or continuance in office of a Director or person acting as a Director, bona fide decisions by the Board or by any person acting in good faith as a Director of COMENSA

are as valid as if every such person had been duly appointed, were qualified and continued to be a Director or were entitled to vote, as the case may be.

COMPOSITION OF THE BOARD

104. In addition to satisfying the qualification and eligibility requirements set out in section 69 of the Companies Act, to become or remain a Director of COMENSA, a person must be a Member of COMENSA, who is in good standing, or an officer thereof.
105. The Board consists of a minimum of 8 (eight) and a maximum of 14 (fourteen) Directors. These shall be the President who acts as Chairman of the Board, Vice President, Past President, the Chief Executive Officer (should the Board have appointed one) who acts in an ex officio capacity and Directors.
106. With the exception of the President, the Vice President and the Past President, all appointed positions are general directorships with no fixed responsibilities. Once the Members have appointed a Board of Directors, those directors will then agree among themselves on the allocation of their future responsibilities, including Chairs and Members of the various Committees established by the Board.
107. While the appointment of Directors is a fully democratic process, candidate Directors may be disqualified in terms of the Companies Act or this MOI.
108. As the issue of succession planning and continuity at the highest level is critically important to the well-being of COMENSA, no candidate will be eligible for appointment as President unless he or she has previously served one full two-year term as a Director, or has served as a Chair of a Provincial Chapter. This rule may only be contravened in the event of no nominee having availed themselves who meet the criterion of having served before as contemplated in this clause.
109. Provided that the Board has appointed a Chief Executive Officer, the person in that position serves as an ex officio Executive Director of COMENSA with voting rights. Subject to the

maximum number of Directors as stipulated in clause 105, the Board may from time to time in its sole discretion identify other executive positions that qualify for ex officio Membership of the Board.

110. Once a President's term has come to an end she shall automatically move to the position of Past President. The position of Past President is to ensure continuity on the Board. A Past President shall have the same voting rights as an ordinary Board member and shall have no additional powers. The position of Past President is an ex-officio position and is not subject to the election process. In the event of the immediate Past President not being available to remain on the Board, the Board may co-opt another individual who has previously served as President, who shall serve as Past President until the current President's term comes to an end.
111. The process of appointing Directors onto the Board is set out in the Bylaws of COMENSA.

ROTATION OF NON-EXECUTIVE DIRECTORS

112. One third (1/3) of the non-executive Directors of COMENSA retires from office at every AGM. If the number of non-executive Directors is not three or a multiple of three, the number nearest to one-third (1/3) retires from office.
113. Retiring Non-executive Directors may, subject to recommendation by the Board, stand for re-election, subject to clause 114.

APPOINTMENT, NOMINATION AND ELECTION OF NON-EXECUTIVE DIRECTORS

114. The Members of the Board shall hold office for a period of 2 (two) years, commencing on the date of the relevant AGM at which they are appointed, and terminating on the date of the AGM held 2 (two) years thereafter. They shall thereafter be eligible for re-appointment, but only for a further period of 2 (two) years (whether immediately following their initial term of office or not), so that a Member of the Board shall not hold office for a

- period in aggregate of more than 4 (four) consecutive years. The two positions exempted from this rule are that of the Chief Executive Officer who sits on the Board as an ex-officio Director and the Past President who may serve for an additional 2 (two) years post the maximum 4 (four years).
115. Members who have served on the Board for 4 (four) consecutive years, may avail themselves for election on the Board after a cooling off period of 4 (four) years.
116. All Directors shall be nominated and elected at the AGM of COMENSA.
117. For the office of President, each Member will vote for one of the candidates nominated for the position, and the decision will be made in favour of the candidate who wins 50% plus 1 or more of the votes cast. However, if three or more candidates contest the office of President, and the most popular candidate gets less than 50% plus 1 of the total votes cast, then the least popular candidate is eliminated and the voting held again, until a majority is achieved. In such a case, the proxy voters must be reminded to specify both their first and second choice. A similar process will be followed to elect the Vice President.
118. Any candidate standing for the position of President may also be simultaneously nominated for the position of Vice President or any other Board position, and if unsuccessful for the office of President will automatically be eligible for election as Vice President or any other Board position as per the nomination. This option shall be specified in the voting ballot papers where applicable.
119. Similarly, any candidate standing for the position of Vice President may also be simultaneously nominated for any another Board position, and if unsuccessful for the office of Vice President will automatically be eligible for election into any other Board position as per the nomination. This option shall be specified in the voting ballot papers where applicable.
120. Subject to clause 105, the Board may in its sole discretion co-opt and appoint additional Directors to its number between AGMs. Any casual vacancy occurring on the Board

- between AGMs may be filled by the Board if the number of remaining Directors is at the minimum or above, but must be filled by the Board if the number of remaining Non-executive Directors falls below 6 (six).
121. A Director who has been appointed by the Board in terms of clause 120 must stand down at the next AGM and may, subject to recommendation by the Board, stand for re-election.
122. Subject to clause 114, vacancies in Non-executive Director positions are filled by Member elections at the annual General Meeting.
123. Prior to the AGM, the Board by notice to Members calls for the nomination of candidates in the manner and in the form prescribed by the Board. The Board may review and amend the nomination process from time to time. A shortlist of candidates is decided on by the Board in its sole discretion for recommendation to Members for election at the AGM. In determining such shortlist, the Board follows due and fair process and takes into account eligibility and the skills, knowledge, demographics and experience requirements of the Board.
124. The Board includes in the notice of the AGM the names of the short-listed candidates, together with their curricula vitae and such further information as the Board deems necessary to enable Members to exercise an informed vote.
125. The Board has a duty to advise the Members in the Notice of the number of positions it recommends be filled. At the meeting, before the voting begins, the Members in the meeting must first ratify or amend the total number of Board positions available for election for the year ahead, and thus the number of Board positions to be filled at that meeting.
126. The nomination of candidates by Members is subject to clause 123 and no nominations by Members made outside the set process are allowed. Nominations from the floor during the course of the AGM will not be accepted.
127. Only candidates who have been duly notified to the Members are eligible for election.

128. Candidates absent from the AGM are not eligible without having rendered prior apologies to COMENSA, in advance of the meeting, together with sound reasons for absence.
129. Voting for Non-executive Directors is conducted by means of secret ballot.
130. A vacancy is filled only if a majority of the voting rights exercised support the candidate.
131. If at any AGM, at which an election of Non-executive Directors ought to take place, more than 50% of the offices of the retiring non-executive Directors are not filled, unless it is expressly resolved not to fill such vacancies, the meeting shall stand adjourned and the provisions of clause 88 shall apply *mutatis mutandis* to such adjournment, and if at such adjourned meeting the vacancies are not filled, the Board shall fill the vacancies subject to re-election of those Directors at the next AGM.

DISQUALIFICATION

132. A Director ceases to hold office in the event of the Director:
 - 132.1. becoming ineligible or disqualified to be a Director by virtue of any of the provisions of the Companies Act;
 - 132.2. being removed by a resolution of the Members or Board of Directors as provided for in section 71;
 - 132.3. failing to attend 3 (three) meetings of the Board or its committees in 1 (one) financial year, and the Board determines in its sole discretion that it is without good cause;
 - 132.4. having a material interest in any contract or proposed contract with COMENSA or in a matter before the Board and failing to declare such interest and the nature thereof in the manner required by the Companies Act and this MOI:
 - 132.5. becomes insolvent;
 - 132.6. becomes of unsound mind;
 - 132.7. resigns his/her office by notice in writing to the Board;
 - 132.8. is removed from any other office of trust on account of misconduct;

- 132.9. has been convicted of fraud, theft, forgery, perjury, or any offence involving dishonesty or breach of the Code of Ethics and Conduct; or
- 132.10. ceases to be a Member of COMENSA;
133. The resignation of any Officer or Director shall be tendered to the President.

PROCEEDINGS OF THE BOARD

134. The Board may meet in person or via any electronic communication, for the dispatch of business, adjourn and otherwise regulate their meetings at such times and places as it deems fit. The authority of the Board to conduct a meeting entirely by electronic communication, or to provide for participation in a meeting by electronic communication, as set out in section 73(3) is not limited or restricted by this MOI.
135. The authority of the Board to determine the manner and form of providing notice of its meetings, as set out in section 73(4) is not limited or restricted by this MOI.
136. The authority of the Board to proceed with a meeting despite a failure or defect in giving notice of the meeting, as set out in section 73(5) is not limited or restricted by this MOI.
137. The right of Directors to requisition a meeting of the Board, as set out in section 73 (1), may be exercised by at least 25% of the Directors.
138. The quorum necessary for the transaction of the business of the Board is a majority of the number of Directors in office, provided that the majority of the Directors present must be Non-executive Directors.
139. Questions arising at any meeting are decided by a majority of votes. Each Director has one vote on a matter before the Board. In the event of a tie, the President shall have a casting vote.
140. Subject to the provisions of section 75, in respect of Directors' conflicts of interests:
- 140.1. All Directors must at the first Board meeting of each year or at the first Board meeting that the Director attends complete an interest declaration in the format agreed by the

Board and submit the forms to the Secretary.

- 140.2. At every Board meeting a declaration of conflict of interest must be made in the manner and form agreed by the Board in regard to all items for consideration before the Board.
- 140.3. A Director may not vote in respect of any matter tabled at the Board in which the Director has a material interest, or on any matter arising therefrom and if a vote is exercised contrary to this, the vote is not counted.
- 140.4. The Director must not take part in the consideration of the matter and leave the meeting immediately after making the required disclosure.
- 140.5. While being absent from the meeting in terms of clause 140.4, the Director:
- 140.5.1. will be regarded as being present for the purpose of determining whether a sufficient number of Directors are present to constitute a quorum; and
 - 140.5.2. will not be regarded as being present at the meeting for the purpose of determining whether a resolution has sufficient support to be adopted.
141. Subject to the provisions of the Act, a round-robin resolution in writing adopted by the majority of Directors is as valid and effective as if it had been passed at a duly called and constituted meeting of the Board or its committee as the case may be, provided that each Director has received notice of the matter to be decided. An adopted round-robin resolution may consist of multiple hard or electronic copies of the same resolution, each signed by one or more Board Members. A resolution of Directors passed in terms of this clause is presented at the next meeting of the Board or its committee, as the case may be, for noting and signature by the Chair of that meeting in terms of the provisions of section 24 and section 73(8).
142. If at any meeting the President is not present within 10 (ten) minutes after the time appointed for holding the same, the Vice President shall chair the meeting. If the Vice President is not present, the Directors present may elect one of their number to chair the

meeting.

143. The Board may act notwithstanding a vacancy, but, if and for as long as its number is below the minimum required in terms of this MOI, the continuing Directors may only act for the purpose of increasing the number of Directors to the minimum number, or for convening a General Meeting of COMENSA.
144. No proxies or alternates will be valid at Director's meetings, although resolutions may be adopted by "round-robin" if deemed appropriate by the majority of the Board, subject to clause 141.
145. Except for decisions reserved for Members, the decisions of the Board shall be binding on all Members of COMENSA.

DUTIES OF DIRECTORS

146. The President shall be the head of the Board of Directors and shall preside over all Directors meetings. The President shall be a Non-executive Director.
147. The Vice President, Directors and Past President shall have such duties and powers as may be prescribed by the Board and contained in the Board Charter.
148. In the absence or disability of the President, the Vice President shall perform the duties of the President.
149. Board Members act jointly when discharging their duties and no Board Member has the authority to act on behalf of COMENSA unless specifically authorised or requested by the Board.
150. Board Members are jointly and severally liable and accountable for Board decisions and actions.
151. Board Members are legally obliged to act in the best interest of COMENSA, to act with due care in discharging their duties as Board Members, to declare and avoid conflicts of interest and to account for any advantages gained in discharging their duties on behalf of

COMENSA.

152. A Board Member, who has a real or prospective interest in any of the business of COMENSA, shall declare such interest at a Board meeting as soon as the Board Member becomes aware of such specific interest. All Board Members shall, in good faith, disclose to the Board any business or other interest that is likely to create a potential conflict of interest.
153. Directors shall all be bound by the requirements of the Companies Act and shall be expected to implement the recommendations of the King Code on Corporate Governance and other relevant best practices as far as is practical as well as ensure COMENSA's compliance with all relevant laws, regulations and prescribed standards. In order to ensure the highest standards of governance are practiced, all instances where the Directors have deviated from the King Code recommendations must be justified in the Annual Report.
154. The Chief Executive Officer shall be responsible for the enforcement of the provisions of this MOI and the general operations of COMENSA.
155. Directors shall have such duties and powers as may be agreed between themselves and the Board from time to time. This shall specifically include Membership of one or more of the Board appointed Committees.
156. The duties of the Company Secretary will be in accordance with the Companies Act and the recommendations of the King Code.
157. The duties of the Treasurer will be overseen by the Chair of the Audit Committee.
158. Directors may not be remunerated for their services as Directors, although the out-of-pocket expenses of Directors incurred while attending to COMENSA matters may be defrayed out of the funds of COMENSA, in terms of policies created and amended by the Board from time to time.
159. Every Director has the duty, and the right, to seek internal or external advice and information in order to perform her duties and responsibilities at the appropriate standard.

- Any reasonable bona fide costs incurred in the process shall be refunded by COMENSA, but must first be approved by the Board.
160. Every Director has the absolute right at any reasonable time to inspect all books, records and documents, and to inspect the physical properties of COMENSA.
161. The performance of each individual Director, as well as of the Board collectively, shall be assessed at least annually.
162. The Secretary shall perform those duties delegated by the President or prescribed by the Board. He shall make reports as required by the Board. He shall notify each Member of COMENSA of all meetings and shall do any and all things normally required by a Secretary to keep Directors and Members informed of the affairs of COMENSA. At the termination of his office, he shall turn over to the Board all records, papers, books and documents and all property of COMENSA which may have come into his possession or may have been compiled or created during his term of office.

F. PROVINCIAL CHAPTERS

ESTABLISHMENT OF CHAPTERS

163. It is desirable that Provincial Chapters be constituted to represent the interests of Members at local and provincial levels.
164. Provincial Chapters shall be governed by Provincial Chapter Committees.
165. Provincial Chapters are not separate legal entities, but an extension of the national body, under the authority of the Board.
166. The activities and authority of the Provincial Chapters are guided and governed by the Provincial Chapter Constitution developed by the Board, as amended from time to time.
167. The Provincial Chapter Constitution applies to all Provincial Chapters. Any deviations must have a just cause and be approved by the Board.

168. Provincial Chapter Constitution may not conflict in any respect with the provisions of this MOI, the Companies Act, or the applicable recommendations of the King Code on Corporate Governance.
169. The Board may create new Provincial Chapters where it is considered necessary, viable and sustainable.
170. Members shall automatically be entitled to participate in the establishment and governance of the Provincial Chapter Committee in their respective province by virtue of their membership of COMENSA. Such participation is governed by the Provincial Chapter Constitution of COMENSA.

ROLES AND RESPONSIBILITIES OF PROVINCIAL CHAPTERS

171. To serve as a two-way communication channel between the Board and the Members in the respective provinces, on issues of strategic importance to COMENSA.
172. To support the undertaking of external functions by the National Committees in achieving the objectives of COMENSA.
173. To host relevant events, that support the objects of COMENSA, on behalf of COMENSA.

PROHIBITIONS

174. Provincial Chapters may neither establish nor maintain Membership of a Provincial Chapter distinct from Membership of COMENSA. Members of COMENSA are automatically allocated to their Provincial Chapter, by virtue of their membership with COMENSA, for the purposes of facilitating their participation and access to services in COMENSA.
175. Provincial Chapters may not keep a list of members with personal and contact details outside of COMENSA's central database.
176. Chapters may not levy membership or other fees on Members, other than fees intended to cover the costs of events organised by the Provincial Chapter Committee. All invoices

and collection of fees must be routed through the COMENSA National Office and all surpluses will accrue to the coffers of COMENSA.

177. Provincial Chapters may not open bank accounts, or enter into contracts above their authority level as outlined in the COMENSA Delegation of Authority Matrix.
178. Provincial Chapters may not present themselves as legal entities separate from COMENSA.

PROVINCIAL CHAPTER COMMITTEES

179. Only one Provincial Chapter Committee may be constituted in each province of the Republic. The provinces and their boundaries shall be those prescribed in Chapter 6 of the Constitution of the Republic of South Africa, Act 108 of 1996.
180. Provincial Chapter Committee members are elected as determined in the Provincial Chapter Constitution.
181. A Provincial Chapter Committee may be reconstituted or suspended, and the Provincial Chapter concerned may be suspended or combined with another Provincial Chapter, by the Board in its sole discretion if the Provincial Chapter Committee concerned is found to be inactive or operating in contravention of the objectives of COMENSA or any material provisions of this MOI or the provisions of the Provisional Chapter Constitution.

G. ADMINISTRATION

FINANCIAL YEAR

182. The financial year of COMENSA shall end on the last day of February of each year.

ACCOUNTING RECORDS AND ANNUAL FINANCIAL STATEMENTS

183. The Board causes accounting records as required by section 28 of the Companies Act to be kept. The said books shall be subject to proper and regular annual audits.

184. The accounting records are kept at the registered office of COMENSA or at such other place or places as the Board decides and are always open for inspection by any Member of the Board.
185. The Board determines from time to time whether, to what extent, at what times and places and under what conditions the accounting records of COMENSA shall be open to inspection by Members, and no Member has any right to inspect any accounting records or documents of COMENSA except as conferred by the Companies Act and/or other applicable legislation.
186. The Board, in accordance with the Companies Act, ensures the preparation and tabling at the Annual General Meeting, as a minimum, the matters referred to in clause 68 and performs all duties in relation to annual financial statements, accounting records and auditors in accordance with the Companies Act and other applicable legislation.
187. A copy of the Annual Financial Statements which are to be tabled at the AGM, is to be sent to every Member not less than 15 (fifteen) Business Days before the date of the meeting.

NOTICES TO MEMBERS

188. If a manner in which a document, record, statement or notice should be delivered is prescribed in terms of this MOI or the Companies Act:
- 188.1. it is sufficient if the person required to deliver such a document, record, statement or notice does so in a manner that satisfies all of the substantive requirements as prescribed; and
- 188.2. any deviation from the prescribed manner does not invalidate the action taken by the person delivering that document, record, statement or notice, unless the deviation:
- 188.2.1. materially reduces the probability that the intended recipient will receive the document, record, statement or notice; or
- 188.2.2. is such as would reasonably mislead a person to whom the document, record, statement or notice is, or is to be, delivered.

189. If, in terms of this MOI or the Companies Act, a notice is required or permitted to be given or published to any person, it is sufficient if the notice is transmitted electronically directly to that person in a manner and form such that the notice can conveniently be printed by the recipient within a reasonable time and at a reasonable cost.
190. Any notice, document or statement sent in terms of this MOI or the Companies Act shall be deemed to have been delivered on the date and time determined in accordance with Table CR3 in the regulations in terms of the Companies Act.

COMPLIANCE WITH SECTION 30B OF THE INCOME TAX ACT

191. The Board consists of more than three Directors who are not related to each other, accept the fiduciary responsibility of COMENSA.
192. No single person shall directly or indirectly control the decision-making powers relating to COMENSA.
193. COMENSA is prohibited from distributing any of its funds or assets to any person (otherwise than in the course of undertaking its objects) and is required to utilise its funds solely for the objects for which it has been established.
194. Any Member of COMENSA is prohibited from having any personal or private interest in COMENSA except in so far as rendering a service to COMENSA in pursuit of its objects and subject to clause 195 and 198.
195. COMENSA is prohibited from directly or indirectly distributing any surplus funds to any person, other than in terms of clause 21 and 23 of this MOI.
196. Substantially the whole of the activities of COMENSA shall be directed to the furtherance of its objects and not for the specific benefit of an individual Member or minority group.
197. COMENSA is prohibited from holding any share or other interest in any business, profession or occupation which is carried on by its Members.
198. COMENSA may not pay any remuneration to any person which is excessive, having regard

to what is generally considered reasonable in the sector and in relation to the service rendered.

199. The Board undertakes to submit to the Commissioner of the South African Revenue Service a copy of any amendment to the MOI or written instrument of COMENSA within thirty days of its amendment.
200. Substantially the whole, being a considerable majority of COMENSA's funding, must be derived from its annual or other long-term Members.
201. COMENSA undertakes to comply with the reporting requirements as may be determined by the Commissioner of the South African Revenue Service from time to time.
202. COMENSA is not knowingly and will not knowingly become a party to, and does not knowingly and will not knowingly permit itself to be used as part of, an impermissible avoidance arrangement contemplated in Part IIA of Chapter III, or a transaction, operation or scheme contemplated in section 103(5) of the Income Tax Act.

BYLAWS, RULES, CODE OF ETHICS AND CONDUCT, REGULATIONS AND OTHER PROVISIONS

203. The Bylaws, Rules, Code of Ethics and Conduct, Regulations and other provisions of COMENSA shall be those published by COMENSA from time to time.
204. The Board may, from time to time, issue amending and new Bylaws, Rules, Code of Ethics and Conduct, Regulations and other provisions, provided that they have been exposed for a period of not less than 30 (thirty) days by means of written notice to Members of all categories at their registered physical or e-mail address, to enable them to comment thereon before they are finalised, approved by the Members at a General Meeting and brought into force.
205. All By-laws, Rules, Codes of Conduct, Regulations and other provisions of COMENSA issued under authority of the MOI shall, when posted on the COMENSA website, be deemed to have been published and to have been duly made available to Members of all categories.

INDEMNITIES

206. Every Member of the Board or of any committee of COMENSA, every individual performing any function on behalf of COMENSA and every officer and employee of COMENSA shall be indemnified by COMENSA against all claims arising from, or losses and expenses incurred in, the execution of their duties and functions, except claims, losses or expenses arising from their own fraud or wilful default.
207. No person in any category of Membership of COMENSA shall have any claim against COMENSA or against a Member of the Board or of any committee of COMENSA or against any individual performing any function on behalf of COMENSA or any officer or employee of COMENSA in respect of anything done *bona fide* by COMENSA or them or any of them in the execution of their duties and functions.

LIMITATION OF LIABILITY

208. No person in any category of Membership of COMENSA shall have any liability for any commitments of COMENSA. All persons shall be deemed to have contracted or dealt with COMENSA on this basis.
209. The liability of a Member shall be limited to the amount of any outstanding annual or other subscriptions, dues, fees, contributions, levies, penalties and fines and all and any other charges or debts due to COMENSA by that Member.

LOANS

210. COMENSA shall not make any loan of money or property to or guarantee the obligation of any Director or Officer.

INSURANCE

211. COMENSA may pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer of COMENSA against any liability incurred by the person as an officer of COMENSA, except a liability (other than one for legal costs) arising out of:
- 211.1. conduct involving a wilful breach of duty in relation to the Company; or
 - 211.2. a contravention of section 182 or section 183 of the Act and in the case of a Director, any premium paid under this paragraph is not remuneration.

AMENDMENT OF THE MOI

212. The MOI may from time to time be amended by a resolution supported by no less than 75% (seventy five percent) of those Members in good standing of COMENSA present in person or by proxy at a General Meeting of which due notice has been given with full particulars of the proposed amendment.
213. All amendments to the MOI shall be submitted to the relevant authorities within 30 (thirty) days of the date of passing of the related resolution.

AMALGAMATION

214. COMENSA may amalgamate or incorporate or join with other bodies, whether or not incorporated by statute, provided that they have objectives similar to those of COMENSA, on the basis of a resolution supported by no less than 75% (seventy five percent) of those Members who are present in person or by proxy at a General Meeting duly convened and constituted for this purpose. And for this purpose, COMENSA may take over and assume part or all of the assets and liabilities of such bodies or make over part or all of the assets and liabilities of COMENSA.

DISSOLUTION OF COMENSA

215. COMENSA shall be dissolved by a special resolution to be effected by the Members.
216. Upon the dissolution of COMENSA, the Board shall, after making provision for the liabilities and obligations of COMENSA and the costs of dissolving COMENSA, distribute the whole of COMENSA's income (including distributed income still in its possession) and assets to:
- 216.1. another entity approved by the Commissioner of the South African Revenue Service in terms of section 30B of the Income Tax Act;
 - 216.2. a public benefit organisation approved in terms of section 30 of the Income Tax Act to be determined by the Directors at or before the time of dissolution or falling such determination by the Court;
 - 216.3. any institution, board or body which is exempt from tax under the provisions of section 10(1)(cA)(i) of the Income Tax Act, which has its sole or principal object the carrying on of any public benefit activity; or
 - 216.4. any department of state or administration in the national or provincial or local sphere of Government of South Africa.
217. No past or present Member or Director shall be entitled to any part of the net value of COMENSA after the liabilities and obligations contemplated in clause 216 have been satisfied.