WCPDF NPC Reg No 2025/523029/08

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MEMORANDUM OF INCORPORATION

REPUBLIC OF SOUTH AFRICA

COMPANIES ACT, 2008

WCPDF NPC Reg No 2025/523029/08

[also known as : WESTERN CAPE PROPERTY DEVELOPMENT FORUM]

INCORPORATED AS A NON-PROFIT COMPANY WITH DIRECTORS AND MEMBERS

(hereinafter referred **to as "the Professional Body" or "WCPDF NPC")**

1. PREAMBLE

A. Non Profit Company :

WCPDF NPC :

1) Is a Non-Profit Company as defined in section 1 of the Companies Act [per the requirement of section 30B(1)(b)(i) of the Income Tax Act (IT Act)];

2) Is a membership-based professional body and which members share their business, profession or occupation (namely the property development and construction industry) as a common interest [per the requirement of section 10(1)(d)(iv)(bb) and section 30B(1)(b) of the IT Act];

3) Was established to promotes the professional standards, advancement, representation, and development for its members from the property development and construction industry [per the requirement of section 10(1)(d)(iv)(bb) and section 30B(1)(b) of the IT Act];

4) Is operated as a Professional Body in terms of Section 10(1)(d)(iv)(bb) read with Section 30B of the IT Act and is stipulated in this MOI.

B. The Current Directors are :

ALWYN GIDEON SMIT LAUBSCHER	ID 5108175038088	SIGNATURE	DATE 19/10/2026
DACRE EWALD HATTINGH	ID 7604175211087	SIGNATURE	DATE 19/10/2026
DEON KRIGE VAN ZYL	ID 7003055072083	SIGNATURE	DATE 19/10/2026

C. Adoption of Memorandum of Incorporation [MOI] :

This MOI will be adopted on the date of the last signature by a current Director affixed hereto

and the Board shall submit to the Commissioner of the South African Revenue Services [hereinafter referred to as "the SARS Commissioner" or "the Commissioner"], a copy of this MOI to substitute the existing MOI, acknowledged by the Companies and Intellectual Property Commission [hereinafter referred to as "CIPC"] on **02 JULY 2025** and the Company/Professional Body shall comply with such reporting requirements as may be determined by the said Commissioner from time to time.

D. Default MOI not to apply :

The standard form MOI for a Non-Profit Company referred to in Regulation 15(1)(a) of the Co-Act shall not apply to this Company/Professional Body. This MOI is in a form unique to this Company/Professional Body as contemplated in section 13(1)(a)(ii) of the Co-Act.

E. Company/Professional Body has Members :

The Company/Professional Body, from date of incorporation, does have Members.

F. Registered Office for which the Company/Professional Body is established and currently operates from:

The Registered Office of and the premises from which the Company/Professional Body currently operates is situated at:

1ST FLOOR BLOCK B OXFORD GATE, 54 OXFORD STREET, DURBANVILLE 7550

G. Objects of the Company/Professional Body :

1) The sole Object for which the Company/Professional Body is created is to
   a. support its members from the property development and construction industry/sector in a manner [that is sustainable over the long term]; and
   b. on an ongoing basis, assist its members with addressing critical issues in this field; and
   c. provide such support and assistance, in accordance with the business plan and action plan formulated by the Company/Professional Body from time to time and which is done so in accordance with this MOI.
2) More specifically and without derogating from the generality of the foregoing; the Object of the Company/Professional Body is further specified as follows :
   a. VISION of the Professional Body :
      i. To create awareness of and address the challenges that face the property development and construction industry;

ii. To be the collective voice of this industry in the Western Cape;

iii. To focus on [its members from and issues its members have in] the full production line of private and public property projects and associated infrastructure provision.

b. MISSION :

i. To actively engage and lobby politicians and government representatives and provide detailed input, guidance and feedback on draft legislation and policy.

ii. To make the public sector aware of the ramifications that decision-making processes and service delivery have on property development and construction [and the industry as a whole, but specifically in the Western Cape] and, which ramifications in turn, influences the economy and most importantly, jobs.

iii. While the industry [and the members of the Professional Body] and by implication the jobs the industry creates, is always impacted by national legislation, the most critical development issues [for the industry (and the members of the Professional Body)] tend to occur at ground level, and therefore the emphasis of this Professional Body is regional [Western Cape]. Property [and the rights of and obstacles presented to the members of the Professional Body, by legislation and policy] is produced at municipal level.

c. KEY FOCUS AREAS

i. To be a representative body [and spokes-person] for the property development and construction industry in the Western Cape and as representative body is as such acknowledged and recognized by relevant authorities, [to speak for its members (and where applicable for the industry)] especially in terms of the vital role that the industry plays in the economy of the Western Province through investment and job creation.

ii. To [as such a representative body] promote the interests of the property development and construction industry on behalf of its members and where applicable, on behalf of the industry.

iii. To [as such a representative body] interpret and facilitate understanding between the authorities and the industry.

iv. To inform the members of the Professional Body of changes in legislation and policies affecting the industry.

v. To create a public profile for and understanding of, the property development and construction industry, towards making the greater Western Cape sensitive to the need for property development and ensuing construction and

having such awareness in mind when creating changes in legislation and policies affecting the industry.

vi. To actively engage in the education and transformation of property development and construction industry towards being more aware of compliance requirements and mutual benefits for the industry and authorities in synergy rather than powerplay.

3) All such activities are carried on in a non-profit manner and with an altruistic or philanthropic interest and no such activity shall be intended to directly or indirectly promote the economic self-interest of any fiduciary or employee of **WCPDF NPC**.

2. INTERPRETATION

2.1. In this MOI, unless the context requires otherwise:

2.1.1. words importing any one gender shall include the other genders;

2.1.2. the singular shall include the plural and *vice versa*;

2.1.3. any word which is defined in the Co-Act shall bear that defined meaning in this MOI;

2.1.4. the headings have been inserted for convenience only and shall not be used for or assist or affect their interpretation.

2.2. Each of the following words and expressions shall have the meaning stated opposite it and cognate expressions shall have a corresponding meaning, namely:

2.2.1. "Annual Report" means the report of the Chairman of the Board on the Professional Body's finances, activities and achievements during the previous year and the Professional Body's aims and future initiatives [and which includes information derived from ManComm Reports to the Board] and as such annually presented to the Annual General Meeting [AGM] of the Members of this Professional Body;

2.2.2. "Audit" has the meaning set out in the Auditing Profession Act, 2005 (Act 26 of 2005 as amended or re-enacted from time to time) but does not include an "independent review";

2.2.3. "Board" means the Board of Directors of the Professional Body from time to time;

2.2.4. "Board Resolution" means a Resolution by the Board where each Director has **1** (one) vote on a matter before a quorate Board Meeting [or before Directors acting other than at a Meeting] and approved by the requisite minimum of votes cast on the matter, as is applicable for an ordinary or **Special Resolution**;

2.2.5. "Business days" shall be calculated by excluding the day on which the **1st** (first) such event occurs, including the day on or by which the **2nd** (second) event is to occur,

and excluding any public holiday, Saturday or Sunday that falls on or between these days;

2.2.6. "Co-Act" means the Companies Act, Act 71 of 2008, as amended or re-enacted from time to time, and includes all Schedules to the Co-Act (Companies Regulation Item 2(h) 2011) and all Regulations of the Co-Act (section 223 and Item 14 of Schedule 5 of the Co-Act);

2.2.7. "Connected persons" are spouses and anyone related to the person or the person's spouse within the **3rd** (third) degree of consanguinity [blood relation], as stipulated in Item 3 of Schedule 1 of the Co-Act, and in Section 30(3)(a)(i) of the IT Act;

2.2.8. "Director" means a Member of the Board and includes any person occupying the position of a Director, temporary Director and/or alternate Director;

2.2.9. "Financial Reporting Standards" means the standards applicable to Financial Statements of a specific type of Company;

2.2.10. "Financial Statements" includes final, provisional or consolidated Annual Financial Statements and financial information in a circular, prospectus or announcement of results, that an actual or prospective creditor or donor or regulatory authority, may reasonably be expected to rely on;

2.2.11. "General Meeting" ["GM"] means a Meeting of Members, in good standing, of the Professional Body and "Annual General Meeting" ["AGM"] will have a corresponding meaning;

2.2.12. "ManComm" means the **WCPDF NPC** Management Committee as further specified in **6.5**;

2.2.13. "Member's Resolution" means a Resolution by the Members where each Member has **1** (one) vote on a matter before a quorate AGM or GM [or before Members acting other than at a Meeting] and approved by the requisite minimum of votes cast on the matter, as is applicable for an ordinary or **Special Resolution**;

2.2.14. "IT Act" means the Income Tax Act, Act 58 of 1962 as amended or re-enacted from time to time;

2.2.15. "Independently compiled and reported" means that the Annual Financial Statements are prepared:

2.2.15.1. by an independent accounting professional;

2.2.15.2. on the basis of financial records provided by the Professional Body; and

2.2.15.3. in accordance with any relevant financial reporting standards;

2.2.16. "Independent reviewer" means a person referred to in Regulation 29(4) and who performs an independent review on the financial statements of the Professional Body;

2.2.17. "Member" of the Professional Body means a person who fully complies with the qualifying criteria set out in this MOI for Membership of **WCPDF NPC** i.e. a Member in Good Standing [**5.3.1**];

2.2.18. "Non-Profit Organisation" ["NPO"] means a Non-Profit Company or other organisation, as the case may be -

2.2.18.1. incorporated for a public benefit or other object; and

2.2.18.2. the income and property of which are not distributable to its Incorporators, Directors, Management Committee Members, Prescribed Officers, Members or persons related to any of them;

2.2.19. "Ordinary Resolution" means a Resolution adopted with the support of a minimum of **50%** (fifty percent), of the vote cast by all Voting Rights present at the quorate Meeting;

2.2.20. "Professional Body" is an organisation of persons that :

2.2.20.1. operates in a specific business, profession, or occupation (and which is for **WCPDF NPC**, the property development and construction industry and a focus on this industry in the Western Cape);

2.2.20.2. promotes the common interest and the professional standards of the specific business, profession, or occupation;

2.2.20.3. promotes the advancement, representation and development of people [and more specifically, its members] in the specific business, profession, or occupation and as set out in its stated Objects per **1G** above;

2.2.20.4. operates as a Professional Body in terms of Section 10(1)(d)(iv)(bb) read with Section 30B of the IT Act;

2.2.21. "Public Benefit Activity" ["PBA"] means a public benefit activity listed in the **9th** Schedule of the IT Act;

2.2.22. "Public Benefit Organization" ["PBO"] means a Public Benefit Organization as defined in section 30(1) of the IT Act;

2.2.23. "Quorum" means the requisite minimum number of Voting Rights, that must be present for a Meeting to validly begin or must be present for a matter to be validly decided at a Meeting; "quorate meeting" has a corresponding meaning; "properly

constituted" is a quorate Meeting for which the attendees received the requisite notice;

2.2.24. "Republic" means the Republic of South Africa;

2.2.25. "Section" or "sec" of "s" followed by a number, will mean a section of the Co-Act or of the IT Act, as stipulated;

2.2.26. "**Special Resolution**" means a Resolution adopted with the support of a minimum of **60%** (sixty percent) of the vote cast by all Voting Rights present at the quorate Meeting;

2.2.27. "Voting Rights" means the rights of any Member [in good standing] of this Professional Body, [in his/her capacity as ordinary Member or as Member of a Board or Committee of this Professional Body] to vote on a matter before the Meeting. And 'Voting Rights" as a noun, with have a corresponding meaning. Only Voting Rights will be counted towards determining a Quorum.

3. INCORPORATION AND NATURE OF THE PROFESSIONAL BODY

3.1. Incorporation

3.1.1. **WCPDF NPC** was incorporated as a Non-Profit Company with Members and which will conduct its affairs as a non-profit Professional Body [in terms of Sec 10(1)(d)(iv)(bb) read with Sec 30B of the IT Act] and which will act for the benefit of the Members of the Professional Body [functioning in the property development and construction industry, mainly in the Western Cape] in terms of its stated Objects set out in **1G** above.

3.1.2. **WCPDF NPC** is governed by the unalterable provisions of the Co-Act [the provisions of the Co-Act that does not expressly provide that its effect on any particular Company may be in substance, negated, restricted, limited, qualified, extended or otherwise altered by the Professional Body's MOI or Rules] and by the alterable provisions of the Co-Act and by the provisions of this MOI and which together form the Constitution of the Professional Body.

3.1.3. **WCPDF NPC** as a Professional Body, shall apply substantially the whole of its assets and income, however derived, to advance its stated Objects.

3.1.4. This MOI does not limit or restrict the Professional Body to acquire and hold securities issued by a profit Company or carry on any business, trade or undertaking or commercial venture consistent with or ancillary to its stated Objects and of which substantially the whole of the funds so generated, is applied to advance the Professional Body's stated Objects.

3.1.5. This MOI does not limit or restrict the Professional Body to receive donations or legacies which are consistent with or ancillary to its stated Objects and of which substantially the whole, of the funds so received, is applied to advance the Professional Body's stated Objects.

3.1.6. **WCPDF NPC** shall not directly or indirectly, pay any portion of its income or transfer any of its assets, to any person, who is or was an Incorporator or a Director or a ManComm Member or an Office Bearer or a Member of the Professional Body, except:

3.1.6.1. as reasonable remuneration for goods delivered or services rendered to the Professional Body or payment of, or reimbursement for, expenses incurred on instruction of the Professional Body to advance the stated Objects of the Professional Body;

3.1.6.2. as payment of an amount due and payable by the Professional Body in terms of a *bona fide* agreement between the Professional Body and that person or another;

3.1.6.3. as a payment in respect of any rights of that person, to the extent that such rights are administered by the Professional Body, in order to advance a stated Objects of the Professional Body; or

3.1.6.4. in respect of any legal obligation binding on the Professional Body.

3.1.7. Section 10(1)(d)(iv)(bb) of the IT Act grants exemptions from income tax to a NPO functioning as a Professional Body approved as such in terms of Sec 10(1)(d)(iv)(bb) read with Sec 30B of the IT Act, and **WCPDF NPC** meets these stringent requirements to the extent that the income and accruals of **WCPDF NPC** are derived [per 30B(2)(b)(ix) of the IT Act] :

3.1.7.1. in the form of Membership fees or subscriptions paid by its Members;

3.1.7.2. from any business undertaking or trading activity that—

a) is integral and directly related to the provision of the industry related services and facilities for the Members of this Professional Body;

b) is carried out on a basis substantially the whole of which is directed towards the recovery of cost and advancement of the stated Objects of the Professional Body; and

c) does not result in unfair competition in relation to taxable entities;

3.1.7.3. from any fundraising activities of that Professional Body, which are of an occasional nature and undertaken substantially with assistance on

a voluntary basis without compensation; and

3.1.7.4. from any other source and do not in total exceed the greater of :

a) the percentage stipulated in the IT Act [at the time of drafting of this MOI being **5%**] of the total Membership fees and subscriptions due and payable by its Members during the relevant year of assessment; or

b) the amount stipulated in the IT Act [at the time of drafting of this MOI being R120 000];

3.1.8. **WCPDF NPC** complies or will comply with the reporting requirement of Sec 30(2)(b)(xi) to (xii) of the IT Act, to the extent that **WCPDF NPC**:

3.1.8.1. Will submit to the Commissioner a copy of this MOI or other written instrument in terms of which it is established and which provides that—

a) The Professional Body is required to have a minimum of **3** (three) persons, who are not connected persons in relation to each other, to accept the fiduciary responsibility of the Professional Body [per Sec 30B(2)(b)(i) of the IT Act] and no single person directly or indirectly controls the decision making powers relating to the Professional Body [per Sec 30B(2)(b)(ii) of the IT Act];

b) The activities of the Professional Body are and shall be carried on in a non-profit manner;

c) On dissolution, the Professional Body is [per sec 30B(2)(b)(x) of the IT Act] prohibited from directly or indirectly distributing any surplus funds to any person, other than:

- any other Professional Body which has been approved in terms of Sec 10(1)(d)(iv)(bb) read with Sec 30B of the IT Act and preferably with the same or similar objects as the stated Objects of **WCPDF NPC**;
- a PBO [as defined in S30(1)] and approved in terms of 30(3) of the IT Act;
- any institution, board or body which is exempt from tax under the provisions of section 10(1)(cA)(i), which has as its sole or principal object the carrying on of any PBA; or
- the government of the Republic in the national, provincial or local sphere, contemplated in section 10(1)(a);

3.1.8.2. Where the constitution or other written instrument under which the

Professional Body is established, does not comply with the provisions of Sec 10(1)(d)(iv)(bb) read with Sec 30B of the IT Act, the Professional Body undertakes to [in compliance with sec 30B(4) of the IT Act] provide the Commissioner with a written undertaking by the Professional Body that :

a) the Professional Body will be administered in compliance with the provisions of the relevant section of the IT Act; and

b) which written undertaking will as such be signed by a person responsible, in a fiduciary position, for the funds and assets of the Professional Body;

3.1.8.3. The Professional Body undertakes to submit to the Commissioner a copy of any amendment to this MOI or other ancillary written instrument forming part of the constitution under which it is established [per sec 30B(2)(b)(xi) of the IT Act];

3.1.8.4. As NPO the Professional Body is obliged to submit the latest version of its MOI to the Tax Exemption Unit (TEU) at the South African Reserve Services (SARS);

3.1.8.5. The powers of the Directors to amend the MOI are only restricted in as far as this MOI stipulates the input of the Voting Members of **WCPDF NPC** [a stipulated in **3.6.1**].

3.1.9. The Professional Body [per sec 30B(2)(b)(xiii) of the IT Act] is not or was not or will not knowingly be a party to or permit itself to be used as part of :

3.1.9.1. any transaction, operation or scheme of which the sole or main purpose is or was the reduction, postponement or avoidance of liability for any tax, duty or levy; or

3.1.9.2. any transaction, operation or scheme contemplated in section 103(5) of the IT Act]; which

but for such transaction, operation or scheme, would have been payable or would have become payable, by any person, under the IT Act or any other Act administered by the Commissioner [as stipulated in Part IIA of Chapter III];

3.1.10. **WCPDF NPC** does not and will not [in terms of sec 30B(2)(b)(viii) of the IT Act] pay any remuneration [as defined in the 4th Schedule to the IT Act] to any person which is excessive [having regard to what is generally considered reasonable in the sector and in relation to the service rendered], nor does it, has it or will it determine any

remuneration as a percentage of any amounts received or accrued to the Professional Body;

3.1.11. **WCPDF NPC** does not, has not and will not use its resources directly or indirectly to support, advance or oppose any political party;

3.1.12. As a Professional Body, **WCPDF NPC** is [in terms of sec 30B(2)(b)(iii) of the IT Act] prohibited from directly or indirectly distributing any of its funds or assets to any person other than in the course of furthering its stated Objects.

3.1.13. **WCPDF NPC** is required [in terms of sec 30B(2)(b)(iv) of the IT Act] to utilize substantially the whole of its funds for the sole or principal stated Objects for which it has been established.

3.1.14. Substantially the whole of the activities of **WCPDF NPC** shall be directed to the furtherance of the interests of its Members as stipulated in its sole or principal stated Objects and [as required by sec 30B(2)(b)(vi) of the IT Act] not for the specific benefit of an individual or minority group [who is not a Member of the Professional Body].

3.1.15. Substantially the whole of the Professional Body's funding, shall [in terms of sec 30B(2)(b)(ix) of the IT Act] be derived from :

3.1.15.1. Members fees; and/or

3.1.15.2. Being generated by its Board of Directors in the form of donations or fundraising events; and/or

3.1.15.3. From appropriation by another NPO / non profit Professional Body; and/or

3.1.15.4. From an appropriation by the Government of the Republic in the national, provincial or local sphere.

3.1.16. **WCPDF NPC** does not and will not [as a company] have a share or other interest in the business, profession or occupation carried on by its members [per the requirement of section 30B(2)(b)(vii) of the IT Act] nor does or will any member directly or indirectly [per the requirement of section 30B(2)(b)(v) of the IT Act] have any personal or private interest in the company other than in his/her/its capacity as member of **WCPDF NPC** and as such receiving the benefits of being a member of the Professional Body.

3.2. Powers of the Professional Body

The powers of the Board of Directors of **WCPDF NPC** are [per section 19(1)(b)(ii) of the Co-Act] not subject to any prohibitions, restrictions, limitations or qualifications other than

prohibitions, restrictions, limitations or qualifications contained in the legislation applicable to **WCPDF NPC** as a Professional Body or specifically stated in this MOI.

3.3. MOI and Company Rules

3.3.1. The Professional Body is not limited from making, amending or appealing any Company Rules [in terms of section 17(1) of the Co-Act] and the Board's capacity to make such Rules is not hereby limited or restricted.

3.3.2. The Board shall publish its Company Rules [in terms of section 15(3) to (5) of the Co-Act] by delivering a copy of the Rules to each Director by ordinary mail or e-mail and filing a copy of such Rules.

3.3.3. Any Rule proposed and approved by the Board will take effect **10** (ten) business days after the filing of that Rule, or on such later date specified in the Rule.

3.3.4. Any approved Rule remains binding on an interim basis until filed.

3.4. Solvency and Liquidity Test

The Board or any other person applying the Solvency and Liquidity Test [in terms of sec 4 of the Co-Act] to the Professional Body shall consider :

3.4.1. all reasonably foreseeable financial circumstances of the Professional Body at that time and as set out in accounting records and financial statements;

3.4.2. a fair valuation of the Professional Body's assets and liabilities, including reasonably foreseeable contingent assets and liabilities or any other valuation of the Professional Body's assets and liabilities that is reasonable in the circumstances;

3.4.3. any allocation of receipts towards contemplated projects in furtherance of the stated Objects of the Professional Body.

3.5. Compliance

3.5.1. Signing or initialing of a Company document by a duly authorized person, on behalf of the Professional Body, may be effected in any manner provided for in the Electronic Communications and Transactions Act [ECTA].

3.5.2. If a Company document requires the signature of a minimum of **2** (two) persons, it shall be sufficient if all of those persons sign [in person or as provided in the ECTA] on a single original of the document or sign a separate duplicate original of the document, and in such case, the several signed duplicate originals, when combined, shall constitute the entire document.

3.6. Amending the MOI

3.6.1. **WCPDF NPC**'s MOI may be amended:

3.6.1.1. If in compliance with a Court Order then by an Ordinary Board Resolution; or

3.6.1.2. if to correct errors, substantiated as such from objective evidence or which are self-evident errors (including, but without limitation, spelling, punctuation, reference, grammar or similar defects) as stipulated in sec 17 of the Co-Act, by an Ordinary Board Resolution.

3.6.1.3. Save for as set out in clause **3.6.1.1** and **3.6.1.2** above, this MOI may be altered or amended or added to [in terms of sec 16 of the Co-Act] by a **Special Resolution** :

a) proposed by the Board; and

b) with **10** (ten) business days' written notice, to the Members, of:

- the proposed alteration; and
- the date of the AGM or GM called for that purpose; and

c) which alteration is adopted by a **60%** majority at a quorate AGM, or GM [the stipulated majority for a **Special Resolution**].

3.6.2. Within **20** (twenty) business days after an amendment to the Professional Body's MOI has been effected, the Professional Body shall submit a copy of such amendment to the TEU [as required by sec 30B(2)(b)(xi) of the IT Act, enabling the TEU to ensure that any amendment shall not be contradictory to the conditions and requirements for either the continued or new approval of the tax status of **WCPDF NPC**.

3.7. Legal Status of the Professional Body

3.7.1. From the date and time that the incorporation of the Professional Body was registered [per its registration certificate] the Professional Body became a juristic person, which exists continuously until its name is removed from the Companies Register in accordance with the Co-Act and which has all of the legal powers and capacity of an individual, **except** to the extent that :

3.7.1.1. a juristic person is incapable of exercising any such power or having any such capacity [such as, but not limited to marital status]; or

3.7.1.2. this MOI provides otherwise; or

3.7.1.3. the unalterable provisions of the Co-Act provides otherwise;

3.7.2. No person shall solely due to being an Incorporator or Director or Office Bearer or Member of the ManComm or a Member of the Professional Body, be liable for any liabilities and obligations of the Professional Body.

3.8. Validity of the Professional Body's Actions

3.8.1. Where this MOI limits, restricts, qualifies the purposes, powers or activities of the Professional Body, or limits the authority of the Directors to perform an act on behalf of the Professional Body, the Board [by means of a **Special Resolution**] may ratify such action and which is inconsistent with any such limit, restriction or qualification.

3.8.2. An action, if it is in contravention of the Co-Act, may not be ratified.

3.8.3. An action, if it is in contravention of this MOI or if it requires the input of the Members of the Professional Body, may not be so ratified.

3.9. Prohibition from Distribution

WCPDF NPC is in terms of s30B(2)(b)(xi) of the IT Act, prohibited from directly or indirectly distributing any of its funds to any person [or organization], other than in the course of furthering of the stated Objects of this Professional Body or distribution of surplus funds to another NPO, preferably a Professional Body, and which has a similar object to the stated Objects of **WCPDF NPC**.

3.10. Investments

In the event that **WCPDF NPC**, in a specific financial year, does not utilize its funds for a project [within the stated Objects of the Professional Body] and for which such funds have been ring-fenced, the Professional Body shall invest such funds in or with :

3.10.1. a Financial Institution as defined in section 1 of the Financial Services Board Act, Act 97 of 1990; or

3.10.2. a Listed Financial Instrument offered by the said Financial Institutions; or

3.10.3. such other prudent investments in Financial Instruments and Assets as the Commissioner may determine after consultation with the Executive Officer of the Financial Services Board and the Director of NPOs;

provided that this clause of this MOI shall not prohibit the Professional Body from :

a) retaining any investment in the form that it was acquired by way of donation, bequest or inheritance;

b) ring-fencing an asset used in a business undertaking [by the Professional Body] or an instrument in the form of an investment in another business undertaking or trading activity;

c) transferring funds to a project planned for the following financial year or to or an ongoing project that continues into the following financial year.

3.11. Non-Revocable Donations

3.11.1. WCPDF NPC is prohibited from accepting any donation which is revocable at the instance of the donor, for reasons other than, a material failure to conform to the

designated purposes and conditions on which such donation was made.

3.11.2. It shall be acceptable for the donation to be revocable if the Professional Body misrepresents the tax deductibility of the donation under section 18A of the IT Act and such tax deductibility was a condition of the donation.

3.11.3. A donor is prohibited from imposing conditions that could enable such donor [or any connected person in relation to such donor] to derive some direct or indirect benefit from the application of such donation.

3.11.4. This prohibition shall not, however, apply when the donor is an approved NPO or an entity established by or under law which is exempt from income tax under section 10(1)(cA)(i) of the IT Act and which has as its sole or principal stated objects the carrying on of a PBA and the project for which such donation is received is on that occasion a PBA.

4. GOVERNANCE STRUCTURE

4.1. The Governance organs of **WCPDF NPC** shall consist of the following:

4.1.1. The AGM [or GM], consists of the Members of **WCPDF NPC** [who are in good standing] and shall be the supreme governing organ of **WCPDF NPC** and derives its powers from this MOI, the Co-Act and the IT Act [as it applies to an NPC functioning as a Professional Body].

4.1.2. ManComm which shall constitute Members in good standing and nominated, elected and appointed as stipulated in this MOI and derives its powers from this MOI and the policy and rules of the Board of Directors. ManComm will provide reports stipulated by the Board, to the Board. The ManComm reports will be integrated into the Directors Report to the AGM [or GM].

4.2. The Board of Directors, which shall constitute Members in good standing and nominated, elected and appointed as stipulated in this MOI and derives its powers from this MOI, the Co-Act and the IT Act [as it applies to NPOs functioning as a Professional Body]. The Board will be responsible for the general day-to-day management and control of **WCPDF NPC** and its affairs shall be vested in and conducted by the Board. The Board will provide required and statutory information to the AGM [or GM] on a regular basis.

5. MEMBERSHIP

5.1. Nature of Membership

5.1.1. **WCPDF NPC** Membership is voluntary.

5.1.2. No Member, or any person in his stead, shall be entitled to transfer or alienate Membership to any other person without the prior written authorisation of the Board.

5.1.3. No Member or any person in his stead, shall be entitled to exercise any rights vested in or controlled by a Member. This stipulation does not prevent a Member's proxy [defined in **5.10**] to vote on his behalf.

5.2. Membership Categories

Members of **WCPDF NPC** fall into the following categories :

5.2.1. Individual as a Member : can be an Ordinary Member or a Lifetime Member;

5.2.2. Lifetime Member : as per the discretion of the Board;

5.2.3. Corporate Member : and who nominates **2** (two) or more individuals associated with the Corporate;

5.2.4. Honorary Member : being a nominee of an Official Industry Professional Body;

and Membership Fees will be determined for each category of Membership per the policy of the Board.

5.3. Members in good standing

5.3.1. A Member whose :

5.3.1.1. credentials comply with the membership criteria in **5.5.2**; and

5.3.1.2. annual membership fees is paid timeously; and

5.3.1.3. membership is not subject to suspension or expulsion or non-renewal;

is regarded as a Member in good standing;

5.3.2. Members in good standing shall be entitled to :

5.3.2.1. enjoy all the benefits, privileges and facilities provided by **WCPDF NPC**;

5.3.2.2. be eligible to be nominated and elected as a Director, a member of ManComm or a member of a Board-committee.

5.4. Autonomy of Members

5.4.1. Members of **WCPDF NPC** shall remain autonomous entities governed by their respective MOIs or similar precepts, provided that their constitutions or MOIs do not conflict with the stated Objects and purpose of **WCPDF NPC**.

5.4.2. Upon becoming a Member, each Member subscribes to, and agrees to comply, with this MOI and to, *inter alia*:

5.4.2.1. advance the implementation of the policies and strategies of **WCPDF NPC** at all levels and in compliance with the stated Objects of **WCPDF NPC**;

5.4.2.2. refrain from making any statements or conducting themselves in a manner that brings **WCPDF NPC** into disrepute;

5.4.2.3. at **WCPDF NPC** Meetings and other stakeholder events, present the views, objectives and stated Objects of **WCPDF NPC** in a manner that is consistent with **WCPDF NPC**'s policies on all issues;

5.5. Application for Membership

5.5.1. Any person desiring to become a Member of **WCPDF NPC** shall submit its application for Membership to the Board of **WCPDF NPC**. Upon vetting the applicant and any applicable recommendation, the Board shall decide whether to accept or reject such an application.

5.5.2. Provided that the following criteria shall apply:

5.5.2.1. The applicant must function within or have an interest in the property development and construction industry;

5.5.2.2. Due regard will be given to the nature, objectives, industry sector of the applicant, including historical demographics;

5.5.2.3. Due regard will be given to recommendations of existing Members and to whether the applicant is in good financial standing and sound reputation. **WCPDF NPC** may request the Member to provide additional information.

5.5.3. In the event that an application for Membership is successful, the applicant will be obliged to confirm its Membership by the payment of a Membership fee determined by means of the policy set by the Board of Directors, and within such reasonable period as stipulated.

5.6. Register of Members

5.6.1. **WCPDF NPC** shall from time to time keep a detailed register of its Members at its registered office.

5.6.2. All **WCPDF NPC** Members shall renew their Membership upon paying their annual subscription fees. This shall be done withing **90** (ninety) days of confirmation of their Membership or the renewal date of such Membership.

5.6.3. **WCPDF NPC** shall regularly update the Membership register and remove names of expired renewals. The register shall be kept in the form of an electronic database or such other form as the Board may determine from time to time, wherein shall be entered the name and contact details [including a valid eMail address] of every Member of **WCPDF NPC**.

5.6.4. Subject to this MOI, the Board shall have the power to remove the name of any Member from the register; provided that no Member's name shall be removed from the register except pursuant to a Board resolution which will comply with the

following prerequisites:

5.6.4.1. The resolution must be passed by a majority of the Board Members;

5.6.4.2. Not less than **10** (ten) business days' written notice of the Board Meeting and its purpose shall be sent to the Member whose name the Board proposes to remove from the Register and such Member shall be given an opportunity to be heard at the Board Meeting; and

5.6.4.3. The resolution shall only be adopted after the presentation (if any) made by the Member [referred to in this **5.6.4**] has been duly considered.

5.7. Grounds for Summary Unilateral Termination of Membership

WCPDF NPC reserves the right to terminate any Membership and which termination may include *pro rata* refund of the fees paid by the Member. Notice will be provided as to summary unilateral termination in the case of :

5.7.1. resignation;

5.7.2. confirmation of criminal or irregular activities;

5.7.3. a natural person dies;

5.7.4. suspended membership has been voted as terminated.

5.8. Suspended / Terminated Membership

5.8.1. **WCPDF NPC** reserves the right to suspend any Membership. Notice of suspension of membership will be provided :

5.8.1.1. if Membership fees are in arrears for a period equal to **90** (ninety days);

5.8.1.2. if a Member may be or is suspected of any criminal activities or of any irregular activities that are or may be against the law or in contravention of this MOI or the code of conduct [**5.4.2**];

5.8.1.3. if and when, in the opinion of the Board, a Member ceases to qualify in accordance with the provisions of this MOI.

5.8.2. A period, regarded as reasonable by the Board, will be stipulated to the suspended Member, in which such suspended Member must rectify the cause of the suspension.

5.8.3. Should the suspended Member neglect or refuse to comply with the requirements set and the period stipulated in **5.8.2** the Board will :

5.8.3.1. Institute disciplinary action taken against the Member ; and

5.8.3.2. Continue suspension or terminate membership or not renew membership.

5.8.4. A member whose membership has been suspended, terminated or not renewed, due to whatever reason :

5.8.4.1. may not vote or act as a proxy [defined in **5.10**] or alternative in any way;

5.8.4.2. will be excluded from the Members' circulation list;

5.8.4.3. can reapply for Membership, and which may be approved in the discretion of the Board.

5.9. Rights of Members

In addition to rights conferred on it by the Co-Act, Membership of **WCPDF NPC** shall confer upon each Member:

5.9.1. The right to inspect, and to receive copies of, the annual financial statements of **WCPDF NPC** [subject however to the discretion of the Board (**8.1.2**)]; and

5.9.2. The right to receive notice of and attend and speak at Member's Meetings in accordance with the provisions of this MOI; provided that the right to vote at any such Meetings shall only be enjoyed by Members in good standing.

5.10. Proxy by Members

5.10.1. A Voting Right unable to attend a Meeting may, authorize any other Voting Right to vote for him at that Meeting, and in that event the Voting Right so authorized shall have a vote for each Voting Right by whom he is so authorized in addition to his own vote.

5.10.2. Authority/proxy in terms of this clause must be in writing and must be made available to the Chairperson of the Meeting at least **1** (one) hour before the commencement of the Meeting at which such authority/proxy is to be used.

5.10.3. The individuals who are nominated by a Corporate Member will on application, have the choice to exercise his/her vote at a GM [or AGM] :

5.10.3.1. in person [attending in person or by electronic means] and with the understanding that should such nominee of the Corporate does not vote as per the instruction of the Corporate, that such nominee will prior to the GM [or AGM] clear his/her vote with the Corporate;

5.10.3.2. by proxy given per GM [or AGM] to any other member of **WCPDF NPC**;

5.10.3.3. by Corporate Proxy in terms of which :

a) The Corporate selects from its nominees, **1** (one) or more of the individuals to be the Corporate Proxy and vote in terms of the instruction of the Corporate and which nominee will on a particular GM [or AGM] have only **1** (one) vote, being that of the Corporate;

b) All nominees of the Corporate will have the option to give their proxy to the Corporate Proxy;

c) The Corporate Proxy will attend the GM [or AGM] of **WCPDF NPC** and speak and vote on behalf of all the proxies given by the nominees of the Corporate.

6. THE BOARD AND MAN-COMM AND COMMITTEES

6.1. Directors

6.1.1. In terms of section 30B(2)(b)(i) of the IT Act, the Board must comprise a minimum of **3** (three) Directors.

6.1.2. The current Chairperson of the Board is **Deon Krige van Zyl**.

6.1.3. In the event of the number of Directors is fewer than the requisite statutory minimum for the Professional Body, the remaining Directors shall forthwith call a Board Meeting for the purpose of electing and appointing sufficient temporary Directors to fill all vacancies existing in respect of requisite statutory minimum.

6.1.4. The Board is authorized to allot tasks or projects to a Director and limit a Director's vote to the task or project so allotted to him/her [however only if the Board consists of more than **3** (three) Directors] or in their absolute discretion allocate a Director a **2nd** (second) vote regarding such a task or project.

6.2. Governance of the Board

6.2.1. The business and affairs [day-to-day operations] of the Professional Body shall be managed by or under the direction of its Board, which has the authority to exercise all of the powers and perform any of the functions of the Professional Body.

6.2.2. The Directors may appoint, by power of attorney, any person or entity to be the attorney or agent of the Professional Body for such purposes and subject to such conditions as the Directors may think fit.

6.2.3. The Directors may appoint and oversee administrative personnel and oversee their operations.

6.2.4. The Directors may from time to time, at their discretion, raise or borrow or secure the payment of any sum of money for the purposes of the Professional Body.

6.2.5. Directors shall from time to time determine the manner in which the Company's bank transactions [deposits and withdrawals; electronic and manual transactions; local and offshore transactions] and other documents will be executed. The Directors will however take care to institute measures to effect all payments from

the Professional Body's bank account/s by signature or authorization [as the case may be] by more than **1** (one) person.

6.3. Board Committees

6.3.1. The Board has authority to :

6.3.1.1. appoint any number of Board-committees;

6.3.1.2. delegate to any such Board-committee any of the authorities of the Board;

6.3.1.3. include people as Board-committee-members who are not Directors of the Professional Body however, such persons must not be ineligible or disqualified to be a Director;

6.3.1.4. consult with or receive advice from any person without necessarily appointing such person on a Board-committee;

6.3.1.5. remunerate Board-committee-members for their services as such; and

6.3.1.6. formulate Rules of Conduct or allot tasks or projects to a Board-committee or Member of a Board-committee.

6.3.1.7. allot tasks or projects to a Board-committee and in their absolute discretion allocate a Committee-member [heading up a Board-committee] a vote [or a **2nd** (second) vote, where the Board-committee-member already has a vote in another capacity] regarding such a task or project.

6.3.2. Provided that the Board-committee is duly constituted, the Board-committee will have the full authority of the Board in respect of any matter referred to it.

6.3.3. Any Board-committee formed shall conform to any regulations, instructions or Rules of Conduct that may from time to time be imposed upon it by the Board.

6.3.4. The Professional Body shall appoint an Audit Committee and/or a Social and Ethics Committee if so dictated by the Public Interest Score of the Professional Body, unless :

6.3.4.1. it is a subsidiary of another Company that has an Audit Committee or a Social and Ethics Committee to perform the functions required; or

6.3.4.2. it has been exempted from appointing such or any of such Committees, by the Tribunal.

6.3.5. A Board-committee is entitled to:

6.3.5.1. require from any Director or Prescribed Officer of the Professional Body any information or explanation necessary for the performance of the Board-committee's functions;

6.3.5.2. request from any employee of the Professional Body any information or explanation necessary for the performance of the Board-committee's functions.

6.3.6. The Professional Body shall pay all the expenses reasonably incurred by the Board-committee including the fees of any consultant or specialist engaged by the Board-committee.

6.3.7. The Board shall have the power to appoint, and at its discretion to remove or suspend, a Board-committee or Board-committee-member and to fix and vary their remuneration and to appoint and remove agents who represent the Professional Body for such purposes.

6.4. Vacancies on the Board

6.4.1. A person shall cease to be a Director and a vacancy then arises on the Board of the Professional Body:

6.4.1.1. when the person dies; or

6.4.1.2. when the person resigns as Director on **30** (thirty) days' written notice to the Professional Body or on such shorter notice as the Board may determine;

6.4.1.3. when the person is removed by order of the court;

6.4.1.4. when the person is removed by ordinary resolution of the Board on grounds that he/she :

a) has become incapacitated to the extent that he/she is unable to perform the functions of a Director; is unlikely to regain that capacity within a reasonable time and such inability is confirmed by **2** (two) specialists treating him/her;

b) is declared delinquent by a court or placed on probation under conditions that are inconsistent with continuing to be a Director of the Professional Body;

c) has neglected or been derelict in the performance of the functions of a Director;

d) has in the opinion of the Board, been absent without good cause shown, from any **3** (three) Board or ManComm Meetings in any current rolling **12** (twelve) month cycle;

e) removal of such Director will be in the interest of the Professional Body.

6.4.2. Before the Board may consider a Resolution to remove a Director in terms of **6.4.1.4 c)** to **e)** :

6.4.2.1. the Director who contends the removal, must submit to the Board each of its contentions and grounds together with supporting evidence;

6.4.2.2. the Board must convene a Meeting and study the submission by the contending Director and investigate the allegation and decide on a course of action by means of a Resolution;

6.4.2.3. give notice of the Meeting and the Resolution to the Director so being removed; and

6.4.2.4. afforded the Director so being removed, a reasonable opportunity to make a presentation to the Meeting either in person or through a representative, before the Resolution to remove the Director, is put to a vote.

6.4.3. The removal of a Director can only be effected by Directors acting at a Meeting and cannot be effected by a decision adopted by the written consent of the majority of Directors [round robin].

6.4.4. If a vacancy arises on the Board, the Chairperson of the Board or failing a Chairperson, then a serving Director, may nominate a person who satisfies the requirements, for election and appointment as a temporary Director to fill any vacancy until the appointment is confirmed or rejected at a GM or AGM. On confirmation of the appointment, the Director's status will be amended from "temporary director" to "director".

6.4.5. If a vacancy arises on the Board, and, as a result thereof, the Professional Body does not fulfil the requisite statutory minimum, the Board shall:

6.4.5.1. within the period of **90** (ninety) days from the date such a vacancy arose, continue to function;

6.4.5.2. shall during such time fill the vacancy on a temporary basis;

6.4.5.3. shall during such time, convene an AGM or GM for the purposes of the temporary appointments to be confirmed or rejected.

6.4.6. After the expiry of the **90** (ninety) day period, in **6.4.5.1** above, the remaining Director/s on the Board shall only be permitted to act for the purposes of filling the vacancy or calling a Meeting for election [or confirmation or rejection of the temporary appointment] but for no other purpose.

6.4.7. If at any time the Professional Body is in a situation where :

6.4.7.1. it has no Directors; or

6.4.7.2. its remaining Directors cannot agree on the appointment/election of additional temporary Directors [to fulfill the requisite statutory minimum]; or

6.4.7.3. its remaining Director/s did not within the **90** (ninety) day period, in **6.4.5.1** above, appoint further temporary Directors [to fulfill the requisite statutory minimum]; then

any interested party will be entitled to call upon the then serving Accountant of the Professional Body to appoint a sufficient number of temporary Directors to satisfy the requisite statutory minimum. The Accountant will be entitled to in his discretion:

a) request **1** (one) or more experts to act as advisor/s and if need be, to attend negotiations;

b) recuperate its costs and the costs of the experts from the Professional Body;

Such appointment of temporary Directors will take place without the requirements for nomination in **7.1.2.2**. Temporary Directors so appointed will have full voting power on the ensuing AGM or GM on which their temporary appointment is voted as final.

6.5. ManComm

6.5.1. ManComm must comprise of Members who are in good standing and with a minimum as stipulated by Board Policy and Rules.

6.5.2. The current Chairperson of ManComm is **Deon Krige van Zyl**.

6.5.3. In the event of the number of ManComm-members being fewer than the requisite, the remaining ManComm-members shall on the next ManComm meeting, fill the vacancy on a temporary basis;

6.5.4. ManComm is authorized to allot tasks or projects [mainly within the Workgroup-environment] to a ManComm-member and limit a ManComm-member's vote to the task or project so allotted to him/her or to, in their absolute discretion, allocate a ManComm-member [heading up a Workgroup] a vote [or a **2nd** (second) vote], regarding such a task or project.

6.6. Governance of ManComm

6.6.1. ManComm is a Committee formed by the Board in conjunction with the AGM;

6.6.2. ManComm comprises Members who are in good standing and with a minimum as stipulated by Board Policy and Rules;

6.6.3. The members of ManComm are tasked to in an oversight role and to ensure **WCPDF NPC** complies with its mission and vision and in doing so :

6.6.3.1. Perform a bi-monthly assessment at a meeting set up for this purpose.

6.6.3.2. Make decisions on the directions/projects/engagements that the **WCPDF NPC** undertakes on behalf of the property development and construction industry and/or its overall membership.

6.6.3.3. Allocate ManComm-members to a Workgroup and which is tasked with a specific project/engagement.

6.7. Vacancies in ManComm

6.7.1. A person shall cease to be a ManComm-Member and a vacancy then arises on the ManComm in the events set out in **6.4.1** and this clause will be applicable to ManComm as it is for the Board, and which is applicable *mutatis mutandis* [all things being equal].

6.7.2. Before ManComm may consider a Resolution to remove a ManComm-Member in terms of **6.7.1** the prescribed actions as set out in **6.4.2** and **6.4.3** and these clauses will be applicable to ManComm as it is for the Board, and which is applicable *mutatis mutandis* [all things being equal].

6.7.3. If a vacancy arises on ManComm-Member, and, as a result thereof, the Professional Body does not fulfil the requisite minimum, ManComm shall:

6.7.3.1. on the next ManComm meeting, fill the vacancy on a temporary basis from existing members [of the Professional Body], who are in good standing and fulfill the criteria [set by Board policy] for a ManComm-member;

6.7.3.2. shall during such time, on the first AGM or GM following such temporary appointment, add as an agenda point, the voting of the appointment of the ManComm-Member as confirmed or rejected.

6.7.4. If at any time the Professional Body is in a situation where :

6.7.4.1. it has a high turnover of ManComm-Members; or

6.7.4.2. the functioning of ManComm dwindles; then

6.7.4.3. the Board will at its next meeting table the matter and re-assess the functions and purpose of ManComm with the aim to implement the necessary changes in conjunction with the GM or AGM; and in such assessment

a) request **1** (one) or more experts to act as advisor/s and if need be, to attend negotiations;

b) recuperate the costs of the experts from the Professional Body;

6.8. Work Groups

6.8.1. ManComm has authority to :

6.8.1.1. Set up any number of industry workgroups made up of ManComm members;

6.8.1.2. delegate to such Workgroups any of the authorities of the ManComm;

6.8.1.3. include people as Workgroup members who are not ManComm-members however, such persons must not be ineligible or disqualified to be a ManComm-member;

6.8.1.4. consult with or receive advice from any person without necessarily appointing such person in a Workgroup;

6.8.1.5. remunerate Workgroup members for their services as such; and

6.8.1.6. formulate Rules of Conduct or allot tasks or projects together with voting rights **[6.5.4]** to a Workgroup or Member of a Workgroup.

6.8.2. Provided that the Workgroup is duly constituted, the Workgroup will have the full authority of ManComm in respect of any matter referred to it.

6.8.3. Any Workgroup formed shall conform to any regulations, instructions or Rules of Conduct that may from time to time be imposed upon it by ManComm.

6.8.4. A Workgroup is entitled to:

6.8.4.1. require from any Director or Prescribed Officer or ManComm-member any information or explanation necessary for the performance of the Workgroup 's functions;

6.8.4.2. request from any employee of the Professional Body any information or explanation necessary for the performance of the Workgroup's functions.

6.8.5. The Professional Body shall pay all the expenses reasonably incurred by the Workgroup including the fees of any consultant or specialist engaged by the Workgroup.

6.8.6. ManComm and the Board shall have the power to appoint, and at its discretion to remove or suspend, a Workgroup or Workgroup Member and to fix and vary their remuneration and to appoint and remove agents who represent the Professional Body [or ManComm] for such purposes.

6.9. Register of Directors and ManComm-members

WCPDF NPC must establish and maintain a record of its Directors and its ManComm-members and temporary Directors and temporary ManComm-members, including all the details about each Director and ManComm-member (including email address and other contact detail) in the Director's Register and in the ManComm-member's Register.

6.10. Remuneration of Directors and ManComm-members

6.10.1. **WCPDF NPC** shall 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 a Director and/or ManComm-member, except in the situations

stipulated in **3.1.6** [reasonable remuneration etc.] and which is applicable *mutatis mutandis* [all things being equal].

6.10.2. The AGM will at least every **2** (two) years, by **Special Resolution** decide on the basis of the remuneration of Directors and/or ManComm-members.

6.11. Financial Assistance

6.11.1. **WCPDF NPC** is prohibited from providing a loan to, securing a debt or obligation of, or otherwise providing direct or indirect financial assistance to, a Director and/or ManComm-member of the Professional Body or of a related or inter-related company, or to a person or entity related to any such Director or ManComm-member.

6.11.2. Financial assistance, loans or securing of debts or obligations are not limited, restricted or qualified if :

6.11.2.1. it is in the ordinary course of the Professional Body's business and for fair value;

6.11.2.2. constitutes an accountable advance to meet :

a) legal expenses in relation to a matter concerning the Professional Body; or

b) anticipated expenses to be incurred by the person on behalf of the Professional Body;

a. is to defray the person's expenses for removal, at the Professional Body's request;

b. is in terms of an employee benefit scheme generally available to all employees or a specific class of employees.

6.12. Personal Financial Interests of Directors and/or ManComm-members

No Director and/or ManComm-member [other than in his/her capacity as a Member in good standing of **WCPDF NPC**] may directly or indirectly have any personal or private financial interest in the Professional Body and the Professional Body is prohibited in terms of this MOI from having a share or other interest in any business, profession or occupation, which is carried on by its Directors and/or ManComm-members.

6.13. Standards of Conduct of Directors and/or ManComm-members

In this clause, "Director" includes an interim Director, an alternate Director or a person who is a Member of a Committee of the Board [such as ManComm] of this Professional Body.

6.13.1. A Director shall :

6.13.1.1. not use the position of Director, or any information obtained while acting in the capacity as Director, to gain an advantage for the Director or for another person other than the Professional Body or knowingly cause harm to the Professional Body or the stated Objects of the Professional Body.

6.13.1.2. communicate to the Board, at the earliest practicable opportunity, any information that comes to the attention of Director, unless the Director:

a) reasonably believes that the information is immaterial to the Professional Body; or

b) reasonably believes that the information is generally available to the public or known to the other Directors; or

c) is bound to disclose that information by a legal or ethical obligation of confidentiality.

6.13.2. A Director shall exercise the powers and perform the functions of Director :

6.13.2.1. in good faith and for a proper purpose, in line with the stated Objects of and in the best interests of the Professional Body; and

6.13.2.2. with the degree of care, skill and diligence that may reasonably be expected of a person, carrying out the same functions in relation to the Professional Body.

6.13.3. In respect of any particular matter arising in the exercise of the powers or the performance of the functions of a Director in terms of the stated Objects of and in the best interest of the Professional Body and with the necessary degree of care, skill and diligence of that Director and :

6.13.3.1. shall take reasonably diligent steps to become informed about the matter;

6.13.3.2. has no material personal financial interest in the subject matter of the decision, and has no reasonable basis to know that any related person has a personal financial interest in the matter;

6.13.3.3. shall disclose any personal financial interest in advance to the Board, with regard to that matter;

6.13.3.4. has a rational basis for believing and shall believe, that the decision was in the best interests of and in line with the stated Objects of the Professional Body and is entitled to rely on:

a) the performance by **1** (one) or more employees of the Professional Body whom the Director reasonably believes to

be reliable and competent in the functions performed or the information, opinions, reports or statements provided;

b) legal counsel, accountants or other professional persons retained by the Professional Body, the Board, ManComm or a Committee or a Workgroup, as to matters involving skills or expertise that the Director reasonably believes are matters within the particular person's professional or expert competence or as to which the particular person merits confidence.

6.13.4. The Directors take responsibility for continued compliance with the stipulations of section 30B and take specific cognizance:

6.13.4.1. Of the Commissioner's power to withdraw the Company's approval on the deviation in any material respect or the failure to comply, on a continuous or repetitive basis [per sections 30B(5) to (7)] and force dissolution in terms of section 30B(8);

6.13.4.2. That any person in a fiduciary capacity who intentionally fails to comply with S30B shall be guilty of an offence [per section 30B(10).

6.14. Indemnification and Insurance for Directors and/or ManComm-members

6.14.1. The authority of the Professional Body to purchase market related insurance to protect the Professional Body or a Director and/or ManComm-member, is not limited or restricted, giving authority to the Professional Body to purchase insurance to protect a Director and/or ManComm-member or the Professional Body against any contingency.

6.14.2. **WCPDF NPC** shall be entitled to claim restitution from a Director and/or ManComm-member of this Professional Body or of a related Company for any money paid directly or indirectly by the Professional Body to or on behalf of that Director and/or ManComm-member, in any manner inconsistent with the stated Objects of the Professional Body.

6.14.3. **WCPDF NPC** is prohibited from indemnifying a Director or MannComm-member or a Member of a Board Committee or of a Workgroup of this Professional Body or of a related Company, in respect of:

6.14.3.1. any fine that may be imposed, as a consequence of him having been convicted of an offence;

6.14.3.2. a duty relating to the disclosure requirements in terms of his personal financial interests;

6.14.3.3. a duty relating to his standards of the conduct;

6.14.3.4. any legal consequence arising from an act or omission which constitutes his willful misconduct or willful breach of trust;

6.14.3.5. liability which is contemplated relating to the following:

a) he acted in the name of the Professional Body, signed anything on behalf of the Professional Body or purported to bind the Professional Body or authorized the taking of any action by or on behalf of the Professional Body, despite knowing that he lacked the authority to do so;

b) he consented to the carrying on of the Professional Body's business despite knowing that it was being conducted in a manner prohibited, in being reckless trading or not consistent with the stated Objects of the Professional Body;

c) he is or has been a party to an act or omission by the Professional Body despite knowing that the act or omission was calculated to defraud a creditor, employee or office bearer or any potential beneficiary or had another fraudulent purpose.

7. MEETING PROCEDURES FOR BOARD MEETINGS AND AGMs AND GMs

7.1. Election of Directors and Committee Members

7.1.1. In this Professional Body :

7.1.1.1. the Board of Directors will be entitled to elect/appoint :

a) temporary Directors to satisfy the requisite statutory minimum; and

b) an alternate Director; and

c) Members of a Board-committee [excluding ManComm, unless circumstances stipulated in **6.7.4** exist.

7.1.1.2. ManComm will be entitled to elect/appoint :

a) temporary ManComm-members to satisfy the requisite minimum; and

b) Members of a Workgroup.

7.1.1.3. The AGM or GM will :

a) Elect Directors [other than temporary or alternate Directors]; and

b) Confirm or reject the nominated Directors and the appointment of temporary Directors, appointed; and

c) Confirm or reject the nominated ManComm-members and temporary ManComm-members appointed.

7.1.2. Directors are elected/appointed as follows:

7.1.2.1. Additional or substitute director :

a) Nominated by at least **1** (one) Member of the Professional Body;

b) seconded by at least **1** (one) other Member at the meeting;

c) elected by a quorate GM [or AGM] by majority of Voting Rights present;

d) appointed as such with CIPC;

7.1.2.2. Temporary director :

a) Nominated by at least **1** (one) Director or ManComm-member;

b) seconded by at least **1** (one) other Director at the meeting;

c) elected by a quorate Board Meeting by majority of Voting Rights present;

d) appointed with CIPC as "temporary director" and serve as such;

e) appointment to be confirm or rejected at the **1st** (first) following GM [or AGM];

f) confirmed appointments amended at CIPC as "director";

g) rejected appointments removed at CIPC.

7.1.2.3. Alternate director:

a) a co-Director nominated by a Director not able to attend the quorate meeting;

b) be appointed at the quorate meeting as the **1st** (first) point of the agenda;

c) serve for the duration of **1** (one) Board meeting unless nominated for a longer period and the period is as such approved by majority vote;

d) have **2** (two) votes in all matters [except the matter of approval of his own appointment as alternate and in which matter he will have only **1** (one) vote]. To clarify : a Director serving as alternate for another Director will, after his appointment as

such, vote on his own behalf (**1**st vote) and on behalf of the Director for whom he acts as alternate (**2**nd vote);

e) only be appointed as such if the stipulated minimum Directors are serving at the time. To clarify : the absent Director [whose nomination counts as a vote]; the Director who is nominated as alternate and has **1** (one) vote on the matter of approval of his nomination and at least **1** (one) other Director to approve the appointment.

7.1.2.4. Board-committee Members:

a) appointed by the Board of Directors;

b) can be a person who does not serve as Director at the time of his appointment as Board-committee Member;

c) can be appointed to more than **1** (one) Board-committee of the Professional Body;

d) if serving on more than **1** (one) Board-committee, has **1** (one) vote on each Board-committee, however be counted only once when calculating a quorum at a meeting [other than a Board-committee meeting] attended by the Board-committee-member.

7.1.3. A person becomes entitled to serve as a Director or Board-committee-member or ManComm-member of this Professional Body when that person:

7.1.3.1. is a member in good standing;

7.1.3.2. has been duly nominated and seconded by at least **1** (one) other Voting Right at the meeting; and

7.1.3.3. has been duly elected and/or duly appointed and which appointment has been confirmed and as such noted/recorded with CIPC; and

7.1.3.4. has delivered to the Professional Body a written consent to serve as its Director or Board-committee-member or ManComm-member [an "official"]; and

7.1.3.5. is not ineligible or disqualified in terms of the Co-Act, to serve as Director.

7.1.4. Where an election of an official of this Professional Body is required, the election is to be conducted as follows :

7.1.4.1. as a series of votes, each of which is on the candidacy of a single individual to fill a single vacancy;

7.1.4.2. with the series of votes continuing until all vacancies at that time and applicable to the official, have been filled;

7.1.4.3. in each vote to fill a vacancy each Voting Right (entitled to be exercised), may be exercised once;

7.1.4.4. the vacancy is filled only if a majority of the Voting Rights exercised is in support of the candidate.

7.2. Board and ManComm Meetings and AGMs and GMs

7.2.1. Calling of Meetings :

7.2.1.1. A Director may call a Board Meeting;

7.2.1.2. A Director authorized by the Board may call a ManComm meeting, an AGM or a GM;

7.2.1.3. **25%** (twenty five percent) [with a minimum of **2** (two)] Members of the Professional Body may call a GM;

Provided that the matters to be discussed at such Meeting will form part of the **notice for the meeting**.

7.2.2. The Directors of the Professional Body may determine the location of the Meeting, including the location of a Meeting which has been adjourned and determine a location in the Republic which is reasonably accessible to each Voting Right.

7.2.3. The Professional Body has the authority to conduct a Meeting entirely by electronic communication, or to provide for participation in a Meeting by electronic communication.

7.2.4. The electronic communication facility employed by the Professional Body must ordinarily enable all persons participating in that Meeting to communicate concurrently with each other without an intermediary and to participate effectively in the Meeting and for the duration of the meeting unless previously arranged that only a portion of the meeting will or can be attended.

7.2.5. A Resolution adopted at a meeting attended by means of electronic communication, shall be deemed to have been passed on the date on which the Resolution was adopted :

7.2.5.1. where Voting Rights connected electronically, remained connected for the duration of that part of the Meeting when the subject matter of the Resolution was discussed; and

7.2.5.2. the Chairperson of the Meeting, certifies in writing that the aforementioned requirements were met.

7.2.6. Within **10** (ten) business days after the adoption or failing of a Resolution at a Meeting the Professional Body shall:

7.2.6.1. deliver to each Voting Right a copy of the Resolution proposed, accompanied by a statement describing the results of the vote; and

7.2.6.2. insert a copy of the Resolution and statement in the Professional Body's record of the minutes.

7.2.7. A Voting Right who participated in a Meeting at any time electronically shall be deemed to be present at the Meeting in question, and counted towards a quorum, while so participating.

7.2.8. The Directors determine the notice period for all meetings.

7.2.9. The Board may meet together for the dispatch of business, adjourn or otherwise regulate the manner and form of their Meetings, as they see fit.

7.2.10. The ManComm may meet together for the dispatch of business, adjourn or otherwise regulate the manner and form of their Meetings, as per set policy;

7.2.11. If all of the Voting Rights acknowledge actual receipt of the Notice or are present at a Meeting or waive Notice of the Meeting, the Meeting may proceed even if the Professional Body failed to give the required Notice of that Meeting, or there was a defect in the giving of the Notice.

7.2.12. Minutes of Meetings must include all Resolutions adopted or rejected by the Meeting and must include all Declarations of personal financial interests where applicable.

7.2.13. Each Resolution adopted [or rejected] by the Meeting must be dated and preferably sequentially numbered and is effective as of the date of the Resolution, unless the resolution states otherwise.

7.2.14. Signature of the Minutes or of a Resolution by the Chairperson of the Meeting (or by the Chairperson of the next Meeting) is evidence of the proceedings of that Meeting or of the adoption or rejection of the Resolution, as the case may be.

7.2.15. An extract from such Minutes or from such Resolution [which extract is in writing and signed by any **1** (one) of the Directors or the Chairperson of the specific Meeting] shall be evidence of the matters stated in such extract.

7.3. Quorum

7.3.1. A Board Meeting may not begin unless a minimum of **3** (three) Directors [or the majority of Directors if the Professional Body has **7** (seven) or more Directors] is/are present.

7.3.2. A ManComm Meeting, a Board-committee Meeting or Workgroup Meeting may not begin unless a minimum of the **majority** of members of the ManComm are present.

7.3.3. An AGM or GM may not begin unless at least $^{1}/_{3}$ (one third) of Voting Rights [with a minimum of **2** (two)] is/are present either in person, by electronic means or by individual or Corporate Proxy [per **5.10.3**].

7.3.4. A matter to be decided at the Meeting may not begin to be considered unless a quorum on the specific matter or for the specific Meeting is present.

7.3.5. For purposes of counting a quorum at any time during a Meeting, a Voting Right who is personally present or who participates electronically at that time or who has given his proxy to another Voting Right, so present, shall be counted.

7.3.6. A person who is ineligible to serve or continue to serve [whose election is a nullity or who is not a member in good standing, as the case may be], shall not be counted towards a quorum at a meeting.

7.4. Resolutions

7.4.1. A Resolution proposed for consideration [and approval] at the Meeting may in the discretion of the Chairperson be voted on :

7.4.1.1. at a Meeting by show of hands; or

7.4.1.2. at a Meeting by ballot; or

7.4.1.3. by Round-Robin Resolution.

7.4.2. Each Voting Right has **1** (one) vote on a matter before the Meeting except that :

7.4.2.1. An ineligible Voting Right, shall not have a vote in respect of that matter;

7.4.2.2. a Voting Right who has a personal financial interest [other than its right as a Member of the Professional Body] in respect of a matter to be considered by the Meeting or who knows that a related person has a personal financial interest in the matter, shall not have a vote in respect of that matter.

7.4.3. Every resolution of the Professional Body is either:

7.4.3.1. an ordinary resolution; or

7.4.3.2. a **Special Resolution**.

7.4.4. The Voting Rights will decide matters by ordinary resolution unless a **Special Resolution** is specified.

7.4.5. The passing of an Ordinary Resolution is subject to the approval of a minimum of **50%** (fifty percent) of the vote cast by all Voting Rights present at the quorate Meeting.

7.4.6. The passing of a **Special Resolution** is to be subject to the approval of a minimum of **60%** (sixty percent) of the vote cast by all Voting Rights present at the quorate

Meeting convened to approve such Resolution. A Meeting at which a **Special Resolution** is put to the vote, shall be subject to a minimum notice period of **10** (ten) business days;

7.4.7. An abstention from Voting shall not be counted as an exercise of a vote, and shall be disregarded for purposes of calculating whether or not a majority has been obtained.

7.4.8. Where the vote is tied, the Chairperson of the Meeting shall in the event of such a tie, have a casting vote, but only if the Chairperson has not previously cast a vote on the matter.

7.4.9. Only a person whose nomination was approved earlier in the same the meeting will vote in the so approved capacity.

7.4.10. A Voting Right unable to attend a Meeting may, authorize any other Voting Right to vote for him at that Meeting, and in that event the Voting Right so authorized shall have a vote for each Voting Right by whom he is so authorized in addition to his own vote. Authority/proxy in terms of this clause must be in writing and must be made available to the Chairperson of the Meeting at least **1** (one) hour before the commencement of the Meeting at which such authority/proxy is to be used.

7.5. Voting Rights acting other than at Meeting

7.5.1. A Resolution that could be voted on at a Meeting may instead of being voted on at a Meeting, as a Round Robin Resolution, be :

7.5.1.1. submitted by the Director/s to each Voting Right; and

7.5.1.2. voted on, in writing by Voting Rights within **10** (ten) business days after the Resolution was submitted to them.

If such a Round-Robin Resolution has been supported in writing by the requisite Votes, the Resolution will have the same effect as if it had been adopted at a quorate Meeting.

7.5.2. A Round-Robin Resolution by Voting Rights shall be deemed to have been passed on the date specified in the Resolution as the effective date of the Resolution :

7.5.2.1. provided that the effective date is not a date earlier than the date the Resolution was submitted to Voting Rights for their consideration; and

7.5.2.2. failing any such effective date being specified in the Resolution, the Resolution shall be deemed to have been passed on the date on which the Resolution was approved in writing by the last of the Voting Rights, however within the period specified for voting.

7.5.3. Within **10** (ten) business days after the adoption or failing of a Round-Robin Resolution, the Professional Body shall :

7.5.3.1. deliver to each Voting Right copy of the Resolution proposed, accompanied by a statement describing the results of the vote; and

7.5.3.2. insert a copy of the Resolution and statement in the Professional Body's record of minutes.

7.6. Dispute resolution

In the case of a tied vote on a matter at a Meeting [or by Round Robin] or in a situation where the Voting Rights are unable to settle a dispute :

7.6.1. the Chairperson of the Meeting has a casting vote, but only if the Chairperson has not previously cast a vote on the matter;

7.6.2. if a Chairperson has not been elected or the Chairperson has previously cast a vote:

7.6.2.1. a matter at a ManComm Meeting will be referred to the Board Meeting;

7.6.2.2. a matter at a Board Meeting will be referred to the AGM or the GM;

7.6.2.3. a matter at an AGM or a GM, will be referred to the then serving Accountant of the Professional Body and who will have a casting vote;

7.6.3. The Accountant will be entitled to in his discretion :

7.6.3.1. request **1** (one) or more experts to act as advisor/s and if need be, to attend negotiations;

7.6.3.2. refer the matter for settlement by a method of Alternate Dispute Resolution;

7.6.3.3. choose the method and appoint the presiding officer for the Alternate Dispute Resolution process;

7.6.3.4. Recuperate his costs and the costs of the experts and the Alternate Dispute Resolution process from the disputing parties.

8. TRANSPARENCY, ACCOUNTABILITY AND INTEGRITY OF THE PROFESSIONAL BODY

8.1. Access to the Professional Body's Records and Financial Statements

8.1.1. No person, other than a Director, shall have any right to inspect any accounting records or document of the Professional Body, unless such right is conferred by the Co-Act or authorized by the Board.

8.1.2. The Members of the Professional Body will be granted access to documents, in the discretion of the Board.

8.1.3. Every Director of the Professional Body has the right to inspect and copy:

8.1.3.1. this MOI, any amendments to it and Company Rules (if applicable);

8.1.3.2. Annual Financial Statements;

8.1.3.3. Notice and Minutes of Meetings;

8.1.3.4. Annual and further Reports presented at Meetings;

8.1.3.5. Records of current and past Directors and/or ManComm Members.

8.1.4. The accounting records shall be kept at or be accessible from the Professional Body's Registered Office. The accounting records shall be open to inspection by any of the Directors at any time.

8.1.5. Provided that the confidential information of the Professional Body is adequately safeguarded and protected, the Board may in its discretion, grant any person :

8.1.5.1. on such terms and subject to such conditions; and

8.1.5.2. for such period;

the right to access (inspect and/or copy) any Company information but no such access may negate or diminish any mandatory protection of any record, per Part 3 of the Promotion of Access to Information Act, No.2 of 2000, as amended.

8.2. Financial Year end of the Professional Body

8.2.1. The financial year end of the Professional Body, or any changes to the financial year end, shall be such period as the Directors by Ordinary Resolution from time to time approve.

8.2.2. The Professional Body is prohibited from amending the financial year end of the Professional Body more than once during any financial year and the date as changed, shall not result in a financial year ending more than **15** (fifteen) months after the end of the preceding financial year.

8.3. Accounting Records of the Professional Body

8.3.1. The Professional Body shall keep and maintain accurate and complete accounting as to provide an adequate information base sufficient to enable the Professional Body to satisfy all reporting requirements applicable to it, and to provide for the compilation of Financial Statements.

8.3.2. The Accounting Records shall include a record of any property held by the Professional Body in a fiduciary capacity, or in any other capacity or manner.

8.4. Financial Statements

8.4.1. The Professional Body has the flexibility to have its Financial Statements internally or independently compiled and reported by an independent accounting professional, based on financial records provided by the Professional Body, and in accordance with any relevant financial reporting standards.

8.4.2. Any Financial Statements shall comply with the applicable standards for the category of the Professional Body and as determined by the Professional Body's Public Interest Score.

8.4.3. If a Director requests a copy of the Annual Financial Statements, the Professional Body shall make same available to such Director free of charge.

8.5. Annual Financial Statements

8.5.1. The Professional Body's Annual Financial Statements shall be prepared in accordance with the provisions of Sec 30 of the Co-Act.

8.5.2. An independent review of the Professional Body's Annual Financial Statements must be carried out unless the Professional Body is :

8.5.2.1. Required to have its Annual Financial Statements audited based on the Public Interest Score of the Professional Body;

8.5.2.2. Voluntarily has its full Annual Financial Statements for that year, audited.

8.5.2.3. The Tax Exemption Unit of SARS requires audited Financial Statements.

8.5.3. After approval of the financial statements by the AGM [or GM as the case may be], the Board will authorize any **2** (two) Directors to sign off the financial statements for income tax and other purposes.

8.6. Annual Return

8.6.1. The Professional Body is required to file a copy of the latest approved Financial Statements on the date that it files its annual return.

8.6.2. In the event that the Professional Body has been inactive during the financial year preceding the date on which its annual return becomes due, the Professional Body may apply to the Commission for exemption from the prescribed payment and support the application by the Financial Statements indicating that the Professional Body had in fact no turnover.

9. FUNDAMENTAL TRANSACTIONS [Disposals, Mergers and Amalgamations]

9.1. **WCPDF NPC** is prohibited from :

9.1.1. amalgamating or merging with a Profit Company or a Non-Profit Company; or

9.1.2. converting to a Profit Company; or

9.1.3. disposing any part of its assets, undertaking or business to a Profit Company or a Non-Profit Company;

other than for fair value and to the extent that such a disposition of an asset occurs in the ordinary course of the activities and in line with the stated Objects of **WCPDF NPC** such as the donation of surplus funds to an approved NPO.

9.2. Any proposal to dispose of all or the greater part of its assets shall be submitted to the AGM or GM for approval by a **Special Resolution** and which Resolution shall be effective only to the extent that it authorises a specific transaction and which is in line with the stated Objects of the Professional Body.

10. DISTRIBUTION OF NET VALUE OF COMPANY [Winding-Up or Dissolution]

10.1. Upon the winding-up or dissolution of the Professional Body :

10.1.1. No past or present Director or other office bearer or Member of the Professional Body is entitled to any part of the net value of the Professional Body after the Professional Body's obligations and liabilities have been satisfied;

10.1.2. The entire net value of the Professional Body shall be distributed in terms of section 30B(2)(b)(x) in order of preference, to :

10.1.2.1. any other Professional Body which has been approved in terms of Sec 10(1)(d)(iv)(bb) read with Sec 30B of the IT Act and preferably with the same or similar objects as the stated Objects of **WCPDF NPC** [per section 30B(2)(b)(x)(aa) stated as "another entity approved by the Commissioner in terms of this section"];

10.1.2.2. an institution, board or body which is exempt from tax under section 10(1)(cA)(i) [per section 30B(2)(b)(x)(cc)]

10.1.2.3. a public benefit organisation approved in terms of section 30 [per section 30B(2)(b)(x)(bb) preferably with the same or similar objects as the stated Objects of **WCPDF NPC;**

10.1.2.4. the government of the Republic in the national, provincial or local sphere [per section 30B(2)(b)(x)(dd)];

and which distribution shall be determined by AGM or GM [or failing Members at the time, by the Directors] and by **Special Resolution**, at or immediately before the time of its dissolution;

10.1.3. Failing such determination, any interested party will be entitled to call upon the then serving Accountant to identify a suitable recipient of such a distribution, however guided by the stipulations of **10.1.2** above. The Accountant will be entitled to, in his discretion, request **1** (one) or more experts to act as advisor/s and if need be, to

attend negotiations. The cost of the Accountant and of the experts will be for the account of the Professional Body.

10.1.4. Failing the distribution in **10.1.3** above, then determination will take place in terms of section 30B(8) of the IT Act or by order of Court.

10.1.5. It is recorded that should such a distribution on dissolution not be timeously made that SARS is, in terms of section 30B(9) of the IT Act, entitled to regard surplus assets and/or income of the Professional Body as taxable and issue tax assessments accordingly.

10.2. Any Resolution for the winding-up or deregistration of the Professional Body shall be approved by the SARS Commissioner.

11. COMPANY COMPLIANCE MATTERS

11.1. Company Objects

The stated Objects of **WCPDF NPC** : Support property development and construction in a sustainable manner and to assist with addressing critical issues in this field in accordance with the business plan and action plan formulated by the Company/Professional Body from time to time in accordance with this MOI and with current focus on the Western Cape [clause **1.G**]

11.2. Company Signatures

11.2.1. All bank transactions [deposits and withdrawals; electronic and manual transactions; local and offshore transactions] and related documents and all other Company documents shall be executed as the Directors from time to time determine and as such executed by a person or persons who are from time to time authorized by a Resolution of the Board of Directors [per **6.2.5**]. The Directors will however take care to institute measures to effect all payments from the Professional Body's bank account/s by signature or authorization [as the case may be] by more than **1** (one) person.

11.2.2. The signature to any Notice given by the Professional Body may be :

11.2.2.1. written or printed, or partly written and partly printed;

11.2.2.2. effected in any manner provided for in the ECTA [per **3.5**].

11.3. Number of Directors

11.3.1. **WCPDF NPC** shall have the requisite statutory minimum number of Directors, being **3** (three) at all times [section 66(2)(b) of the Co-Act].

11.3.2. **WCPDF NPC** has **3** (three) Directors at the date of adoption of this MOI [clause **1.B**].

11.4. Quorum

Meetings may not begin and a matter may not be decided unless a quorum is present [in person or by electronic means or by proxy or corporate proxy (per **5.10.3**)].

a) Board Meeting : a minimum of **3** (three) Directors [or the majority of Directors if the Professional Body has **7** (seven) or more Directors] [per **7.3.1**];

b) ManComm or Board-committee or Workgroup Meeting : a minimum of a majority of Members so serving;

c) AGM or GM : a minimum of $^{1}/_{3}$ (one third) of Members / Voting Rights.

11.5. Resolutions

11.5.1. "Ordinary Resolution" - means a Resolution adopted with the support of a minimum of **50%** (fifty percent) of the vote cast by all Voting Rights present at the quorate Meeting [def **2.2.19**];

11.5.2. "**Special Resolution**" – means a Resolution adopted with the support of a minimum of **60%** (sixty percent) of the vote cast by all Voting Rights present at the quorate Meeting [def **2.2.25**].

11.6. Special Resolutions

The Professional Body requires decisions by **Special Resolution** of the Board for :

11.6.1. Amendment of the MOI [per **3.6.1**]

11.6.2. Ratify action by Director – Board Special Resolution only [per **3.8.1**]

11.6.3. Amalgamation/Merger/Disposal of the greater part of its assets [per **9.2**]

11.6.4. Basis of remuneration of its Directors [per **6.10.2**]

11.6.5. Winding-Up [per **10.1.2**]

11.7. Financial Statements and Audit

11.7.1. The Directors of **WCPDF NPC** are authorized to nominate **2** (two) Directors to, after approval thereof by the AGM or GM, sign off on Financial Statements. [per **8.5.3**]

11.7.2. The Professional Body is subject to independent review unless an audit is voluntarily chosen or so dictated by the PI Score of the Professional Body or the Tax Exemption Unit of SARS. [per **8.5.2**]

11.8. Winding up

Failing a determination by the Board, on winding up of the Professional Body, distribution of all funds shall be made in terms of section 30B(2)(b)(x) as stipulated in **10.1.2**.

FIN