

Agent Code: NPOLAW

REPUBLIC OF SOUTH AFRICA

COMPANIES ACT, 1973

ARTICLES OF ASSOCIATION

**OF A COMPANY NOT HAVING A SHARE CAPITAL
AND NOT ADOPTING SCHEDULE 1**

[Section 60(1); Regulation 18]

Collaborative Archive of South African Biodiversity

[“CASABIO”]

[Association Incorporated under Section 21]

Registration Number:

PRELIMINARY

The Standard Articles of Association contained in Table “A” or “B” of Schedule 1 to the Act shall not be applicable to this Association; whose Articles of Association shall be in the form set out below.

1 INTERPRETATION

In these Articles, unless the context clearly indicates otherwise:

- 1.1 “The Act” means the Companies Act, No. 61 of 1973 as amended from time to time.
- 1.2 “The Association” means CASABIO
- 1.3 “The Management Committee” means the Board of Directors of the Association.
- 1.4 “Management Committee Member” means a Director of the Association.
- 1.5 “Duly Certified in relation to copies”, shall mean a copy certified by an appropriate Public Officer or Notary Public; or such other form of certification as the Management Committee Members may from time to time in their sole discretion accept.
- 1.6 “Month” means calendar month.
- 1.7 “The Office” means the registered office of the Association.
- 1.8 “Republic” means the Republic of South Africa.
- 1.9 “Company Secretary” means any person duly appointed from time to time to perform the duties of the company secretary of the Association.
- 1.10 “These Articles” means the Articles of Association as originally framed or as altered from time to time by special resolution, and in accordance with the Memorandum.
- 1.11 Words and expressions contained in these Articles shall bear the same meanings as are assigned to them by The Act, as amended from time to time.
- 1.12 Expressions with reference to writing shall be construed as including reference to printing, lithography, photographs and other modes of representing or reproducing words in visible form.

1.12 Words importing the singular shall include the plural; words importing the masculine, feminine or neuter shall include the others of such genders; and words importing persons shall include bodies corporate, and vice versa.

1.13.1 "Member" shall mean individual who/or organisation, which has applied for membership, met the criteria for membership and has been approved by the Management Committee. A potential member who has applied for membership and had been rejected by the Management Committee may within 60 days of notice of the Management Committee's rejection, appeal to the next general meeting for admission. Such an application will be considered at the general meeting at its discretion.

1.14 "Member in good standing" shall mean an individual or organization that has paid membership fees for that current year and is not in arrears with any other fees, or any such member that has not been suspended for participating in any act or enterprise which grossly violates the principles and values of this organisation.

2. **MEMBERSHIP**

2.1 The Members shall be the subscribers to the Memorandum and Articles of Association and such other persons that the Management Committee shall admit from time to time.

2.2 There shall be at least two (2) classes of membership in the Association as follows:

- i) Full Member; and
- ii) Associate Member.

The Management Committee shall add or delete other classes and categories of membership from time to time, by resolution.

2.3 **Full Members**

Only Full Members shall be entitled to vote at any meeting or in any proceedings of the Association. Full Members are individuals that support CASABIO's purposes and principles. and have been accepted by resolution of the management committee. Exceptions can be made by Management Committee resolution under criteria agreed by the Management Committee.

2.4 **Associate Members**

Associate Members shall be those individuals or organisations that support CASABIO's objectives whose applications for admission have received the approval of the Management Committee of the Association.

Associate Members shall be entitled to attend members' meetings, be appointed/elected to the Management Committee and participate in other activities of the Association, but shall not have the right to vote at any meeting or in any proceedings of the Association.

2.5 There shall be membership fees and dues as determined by the Management Committee from time to time.

3. ADMISSION TO MEMBERSHIP

3.1 The Management Committee shall ensure that, at all times there are a minimum of seven (7) Full Members of the Association. Should the number of Full Members fall below the stipulated minimum, the Management Committee shall fill the necessary vacancy/ies within a period of sixty (60) days of such vacancy/ies having occurred.

3.2 Further members may be admitted by the Management Committee, subject to any such qualifications and obligations of membership, which the Members in a General Meeting may stipulate from time to time. The Management Committee may likewise decline to admit to membership any intended member notwithstanding their/his/her willingness and ability to fulfill any conditions and obligations of membership.

4. NUMBER OF MEMBERS

4.1 The number of Members shall not be limited, but, as required by the Act, shall at no time be less than seven.

5. TERMINATION OF MEMBERSHIP

5.1 Membership of the Association may be terminated by the Management Committee by resolution of the majority of the members of the Management Committee, should it deem this to be in the best interests of the Association, subject to the ratification of the resolution by the general members at the next General Meeting.

5.2 Membership of the Association may be terminated in accordance with paragraph 5.1 if a member fails to comply with any conditions and obligations of membership or fails to observe the

provisions of these Articles, upon the expiration of a period of three (3) months reckoned from the date of written notice by the Association to a member concerned. Provided that the Management Committee is entitled to extend the period of grace allowed to a particular member to such extent and for such reasons as it may deem appropriate.

5.3 Membership of the Association shall be terminated:

5.3.1 upon the death of a natural person, or upon the voluntary dissolution, or final liquidation, of any Company or other juristic person concerned; or

5.3.2 upon receipt by the Association, at the Office, of the written resignation of the member concerned.

6. **RIGHTS AND OBLIGATIONS OF MEMBERSHIP**

6.1 In addition to all other rights, obligations and responsibilities accruing to the Full Members of the Association by virtue of the Act and the Memorandum and Articles of Association, and without limiting the generality of the following, the Full Members shall:

- i) Be responsible for any amendments to the Memorandum and Articles of Association in accordance with the Act and Memorandum and Articles of Association;
- ii) Elect the Management Committee as set out in this Memorandum and Articles of Association;
- iii) Review and approve the reports of the Management Committee;
- iv) Receive the auditors' report on an annual basis, as required by this Memorandum and Articles of Association.
- v) Receive notice of all general meetings of the Association in accordance with the provisions of these articles.

6.2 A member in good standing may make proposals, put motions and initiate discussions at general or special meetings on matters germane to the business of the Association.

6.3 Notwithstanding anything to the contrary herein, the termination of membership shall not release a member from any obligation undertaken by their/her/him prior to the termination of such membership as a result of either:

6.3.1 the provisions of Article 10.2 of the Memorandum of Association of the Association: or

- 6.3.2 any further or ancillary guarantee, commitment or obligation which such member may have undertaken either as a condition attaching to membership, or by virtue of any other cause.

7. REPRESENTATIVE MEMBERS

- 7.1 The Management Committee is entitled to recognise any person as a representative of a member, by reason of her/his appointment as:

- 7.1.1. an executive office holder or duly authorised representative of a particular organisation, statutory body or company;
- 7.1.2. an executor, administrator, trustee, curator or guardian of the estate of a deceased or sequestrated member, or of a member who is otherwise under disability;
- 7.1.3. the liquidator of any member which is a body corporate in the course of being wound up.

8. NON-TRANSFERABILITY OF MEMBERSHIP

Membership shall not be assigned or transferred unless the Management Committee determines otherwise, and in that event, subject to such conditions, as the Management Committee in its sole discretion may deem appropriate.

9. REGISTER OF MEMBERS

The Association shall maintain a register of members, as provided in Section 105 of the Act at the office. The register of members shall be open to inspection, as provided in Section 113 of the Act.

10. GENERAL MEETINGS

- 10.1 The Association shall hold its first annual general meeting within eighteen (18) months after the date of its incorporation, and shall thereafter in each year hold an annual general meeting; provided that not more than fifteen (15) months shall elapse between the date of one annual general meeting and that of the next, and an annual general meeting shall be held within nine (9) months after the expiration of the financial year of the Association.
- 10.2 Other general meetings of the Association may be held at any time.
- 10.3 Annual general meetings and other general meetings shall be held at such times and places as the Management Committee may appoint, or at such times and places as may be

- stipulated in respect of meetings convened under Sections 179(4), 181, 182 or 183 of the Act.
- 10.4 Notwithstanding anything to the contrary contained herein a general meeting shall be convened by the Management Committee at any time upon the written request of not less two-thirds (2/3) of the Full Members.

11. NOTICE OF GENERAL MEETINGS

- 11.1. An annual general meeting, and a meeting called for the passing of a special resolution, shall be called upon not less than twenty-one (21) clear days' notice in writing and any other general meeting shall be called upon not less than fourteen (14) clear days' notice in writing.
- 11.2. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting. The notice shall be given in the manner set out in Article 30 below or in such other manner, if any, as may be prescribed by the Association in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Association. Provided that if it is called by shorter notice, it be deemed to have been duly called, if it is so agreed by a majority in number of the members having a right to attend and vote at the meeting, being a majority holding not less than two thirds (66%) of the total voting rights of all such members.

12. PROCEEDINGS AT GENERAL MEETINGS

- 12.1. The annual general meetings shall deal with and dispose of all matters prescribed by the Act, including the consideration of the annual financial statements, the appointment or removal of Management Committee Members, the appointment of auditors, and may deal with any other business laid before it. All business laid before any other general meeting shall be considered special business.
- 12.2. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. A quorum shall be constituted if there shall be personally present or represented at such meeting, at least twenty percent (20%) plus one of all the Full Members of the Association, provided that at any duly constituted general meeting there shall at no time be less than three (3) Full Members present in person. A company or organisation being a member of the Association present by a representative duly appointed in pursuance of Section 188 of the Act shall be deemed to be a member personally present for the purpose of this article, subject at all times to the provisions of the Act.
- 12.3. If within thirty (30) minutes after the time appointed for the meeting, a quorum is not present, the meeting, if convened upon the requisition of Full Members, shall be dissolved; in any other

case it shall stand adjourned to such time and date as the Chairperson of the meeting may decide, provided it is held within twenty-one (21) days of the original meeting. If at such adjourned meeting a quorum is still not present within half an hour after the time appointed for such meeting, the members then present in person or by proxy shall be a quorum, but make no decision altering the Articles or Memorandum of Association of the Association or create any new financial obligation on behalf of the members of the Association.

12.4. The Chairperson of the Management Committee or in his/her absence the Deputy-Chairperson shall preside as Chairperson at every General Meeting of the Association.

12.5. If there is no such Chairperson or Deputy-Chairperson, or if at any meeting s/he is not present within thirty (30) minutes after the time appointed for the holding of the meeting, or is unwilling to act as Chairperson, the members present shall elect one of their number to act as Chairperson.

12.6. The Chairperson may, with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

12.7. At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is demanded by the Chairperson, or not less than five (5) members entitled to vote and personally present or represented by proxy at the meeting.

The demand for a poll may be withdrawn.

12.8. Unless a poll is so demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried unanimously or by a particular majority or negatived, and an entry to that effect in the book containing the minutes of the proceedings of the Association, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

12.9. If a poll is duly demanded, it shall be taken in such manner as the Chairperson directs.

12.10. A poll demanded on the election of a Chairperson or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairperson of the meeting directs. The demand for a poll shall not prevent the continuation of a meeting for the transaction of any business other than the question upon which the poll has been demanded.

12.11. Unless a meeting is required to be held in compliance with the Act, a resolution signed by or on behalf of all members of the Association shall be as valid and effectual as if passed at a

duly convened meeting of the Association.

12.12 At any general meeting, except in the case of a special resolution, a resolution put to the vote shall be decided by a majority of votes.

13. VOTES OF MEMBERS

Full Members will be entitled to vote in regard to all matters laid before a meeting of members. Only Full Members in good standing will be allowed to vote. A representative of a Full Member or Associate Member who has accepted a staff position in the Association will have the right to speak at meetings but will not have a vote.

The respective classes of membership be entitled vote as follows:

13.1 Full members 1 vote each.

13.2 Associate Members will not be entitled to vote.

14. PROXIES

14.1. The instrument appointing a proxy shall be in writing under the hand of the appointer or of their/her/his agent duly authorised in writing, or if the appointer is a juristic person or body corporate, under the hand of a duly authorised officer or agent. A proxy need not be a member of the Association. The holder of a general or special power of attorney incorporating the necessary powers contemplated herein, shall be entitled to attend and vote at any meetings on behalf of the member granting such power.

14.2. Although the Chairperson of the meeting shall be entitled to condone any non-compliance with these formalities, the Association shall be obliged to give effect to the appointment of a proxy, provided the instrument appointing such proxy including the power of attorney or other authority, if any, under which it is signed or a duly certified copy thereof, has been deposited at the Office not less than forty-eight (48) hours before the time for holding such meeting or any adjournment thereof.

14.3. The instrument appointing a proxy shall be in the following form or in such a form as may be acceptable to the Management Committee-

I,.....of.....being a member of the Associationhereby appoint.....of.....or failing

him.....of.....as my proxy to attend, vote and speak for me and on my behalf at the annual general meeting (as the case may be) of the Association to be held on the day of.....and at the adjournment thereof:

Number In Favour Against Abstain

Resolution: _____

Resolution: _____

Resolution: _____

(indicate instruction to proxy by way of a cross in space provided above)
Unless otherwise instructed my proxy may vote as he thinks fit.

Signed this..... day of

Signature.....

15. APPOINTMENT OF THE MANAGEMENT COMMITTEE

15.1. Unless otherwise determined by the Association in general meeting, there shall be not less than seven (7) Management Committee Members of the Association.

15.2. A Management Committee Member shall be required to be a representative of a Full Member or an Associate Member in good standing in order to be appointed a Management Committee Member of the Association.

15.3. The continuing Management Committee Members may act, notwithstanding any vacancy in their number, but if and for so long as their number is reduced below the minimum number of Management Committee Members required to act as such for the time being, the continuing Management Committee Member/s may act only for the purpose of increasing the number of Management Committee Members to the required minimum or of convening a general meeting but for no other purpose.

15.4. The subscribers to the Memorandum and Articles of Association will appoint the first Management Committee of the Association, who will all resign at the first Annual General Meeting after the incorporation of the Association, at which time a new Management Committee will be elected by the Members of the Association.

17 **TERM OF APPOINTMENT**

17.1 Unless removed in terms of the Act or the provisions of these Articles, and save for the Executive Director, at every second annual general meeting not less than one quarter (1/4) of all the Management Committee Members shall retire by rotation.

17.2 The Management Committee Members to retire shall be those who have been in office the longest since their last appointment. As between Management Committee Members of equal seniority the Management Committee Members to retire shall, in the absence of agreement between them, be selected by lot.

17.3 All retiring Management Committee Members shall remain eligible for re-election, or co-option, as the case may be.

18 **MANAGEMENT COMMITTEE MEMBERS' REMUNERATION AND REIMBURSEMENT**

The Management Committee Members shall:

18.1 not be entitled to receive remuneration as such for their services as members of the Management Committee.

18.2 be entitled to reasonable remuneration as determined by the Association in general meeting from time to time, for any extra services actually rendered to the Association.

18.3 be entitled to reimbursement of traveling, subsistence, and other expenses reasonably incurred in the execution of their duties in or about the business of the Association, provided such disbursements are authorised and approved by the Management Committee.

19. **ALTERNATE MANAGEMENT COMMITTEE MEMBERS**

A member of the Management Committee shall not be entitled to appoint any person to act as alternate in his/her place.

20 **DISCLOSURE OF INTERESTS**

20.1 Every Management Committee Member shall comply with the provisions of Sections 234 to 240, inclusive, of the Act. Without derogating from the generality of the foregoing, every Management Committee Member shall declare any interest, direct or indirect, material or

otherwise, which such Management Committee Member has in any contract or arrangement which at the time of such declaration has been proposed or has been entered into by the Association with any person whomsoever. For the purpose of this Article a Management Committee Member shall be deemed to have an interest in any contract between the Association and any Association or partnership in which such Management Committee Member is a member, director or partner. Every interest to be declared in terms of this Article shall be declared and minuted in the manner and at the time prescribed by Sections 235 and 239 of the Act.

20.2 In no case shall a Management Committee Member having an interest that requires to be declared in terms of the above Article, vote as a Management Committee Member upon any question relating to such transaction, and if he/she does so his/her votes shall not be counted.

20.3 Nothing contained in this Article shall be construed so as to debar any Management Committee Member as a member from taking part in and voting upon all questions submitted to a meeting of members.

21. **POWERS AND DUTIES OF MANAGEMENT COMMITTEE MEMBERS**

The business of the Association shall be managed by the Management Committee Members, who may pay on behalf of the Association, all expenses incurred in promoting and incorporating the Association. The Management Committee shall exercise such common powers of Companies itemized in Schedule 2 of the Act subject to the provisions of the Companies Act, the memorandum & articles of association and the resolutions of members in a general meeting.

22 **BORROWING POWERS**

The Management Committee shall be entitled to borrow money and to mortgage or bind the undertaking and property of the Association or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Association or of any third party, subject to the resolutions issued by the members in a General Meeting.

23 **DISQUALIFICATION AND REMOVAL OF MANAGEMENT COMMITTEE MEMBERS**

The office of Management Committee Member, shall be vacated if the person concerned:

- 23.1 ceases to be a Management Committee Member by effluxion of the period of his/her appointment, or becomes prohibited from serving as a Management Committee Member by virtue of any provision of the Act; or
- 23.2 resigns office by notice in writing to the Association; or
- 23.3 is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare her/his interest and the nature thereof in the manner required by the Act; or
- 23.4 is removed from office by ordinary resolution passed by a general meeting of which special notice shall has been duly given in terms of the Act; or
- 23.5 dies.

23 24. **PROCEEDINGS OF MANAGEMENT COMMITTEE MEMBERS**

- 24.1 The Management Committee Members shall meet together quarterly for the despatch of business but otherwise may regulate their meetings as they deem fit.
- 24.2 At all meetings of Management Committee Members, the quorum necessary for the transaction of business shall be the Executive Director and any 2 other Management Committee Members appointed at the relevant time.
- 24.3 Any two (2) Management Committee Members may at any time, and the secretary upon the request of any two (2) Management Committee Members shall be obliged to, convene a meeting of the Management Committee.
- 24.4 Each Management Committee Member present or represented at a meeting shall be entitled to exercise one (1) vote.
- 24.5 Questions arising at any meeting of Management Committee Members shall be decided by a majority of votes, provided that in the case of an equality of votes:
- 24.5.1 the resolution shall be deemed not to have been passed.
 - 24.5.2 the Executive Director may have a second casting vote
- 24.6 The Management Committee Members may elect a Chairperson and a Deputy Chairperson, who shall hold office until the next annual general meeting. The Chairperson, or in her/his absence, the Deputy Chairperson, shall be entitled to preside over all meetings of the

Management Committee. If no Chairperson or Deputy Chairperson is so elected, or if at any meeting neither is present or willing to act within fifteen (15) minutes of the time appointed for the commencement of such meeting, the Management Committee Members present shall choose any other of their number to be Chairperson of such meeting.

24.7 Subject to the Act, a resolution in writing signed by all the Management Committee Members for the time being present in the Republic shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held.

24.8 The Management Committee may delegate any of their powers to an executive committee or special purpose committee consisting of such of the Management Committee Members, and others, as they may deem fit. An executive or special purpose committee so formed shall, in the exercise of the powers delegated to it, conform to any rules, restrictions or procedures that may be imposed on it by the Management Committee.

24.9 The Management Committee must appoint a person to the office of a Executive Director.

24.10 The Executive Director and the Chairperson may be the same person.

24.11 The Management Committee, from time to time, may:

24.11.1 entrust to or confer upon any Executive Director all or any of the powers and authorities vested in them for such purposes and objects and upon such terms and conditions as they may deem fit;

24.11.2 while holding office, the Executive Director shall be a member of the Management Committee ex officio and shall not be subject to the provisions relating to retirement or retirement by rotation of Management Committee Members set out in Article 17 above.

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

25. **MINUTES AND MINUTE BOOK**

25.1 The Management Committee shall, in accordance with the provisions of Section 204 of the Act,

cause minutes to be kept:

25.1.1 of all appointments of officers;

25.1.2 of names of members present at every general meeting of the Association and of Management Committee Members present at every meeting of the Management Committee; and

25.1.3 of all proceedings at all general meetings of the Association and of the Management Committee.

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

26. **INSPECTION OF MINUTES**

The minutes of every general meeting and annual general meeting of the Association under Section 204 of the Act, may be inspected and copied as provided in Section 113 of the Act.

27. **ACCOUNTING RECORDS**

27.1 The Management Committee shall cause to be kept such accounting records as are prescribed by Section 284 of the Act, in order to fairly present the state of affairs and business of the Association and to explain the transactions and financial position of its business.

27.2 The accounting records shall be kept at the Office of the Association or at such other place or places as the Management Committee thinks fit, and shall always be open to inspection by the Management Committee Members.

27.3 The Management Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Association shall be open to inspection by members not being Management Committee Members, and no member (not being a Management Committee Member) shall have any right to inspect any books of account, records, or documents of the Association, except as conferred by the Act or authorised by the Management Committee Members, or by the Association in general meeting.

28. **ANNUAL FINANCIAL STATEMENTS**

28.1 The Management Committee shall from time to time in accordance with Sections 286 and 288 of

the Act, cause to be prepared and laid before the Association in general meeting such annual financial statements as are referred to in such Sections.

28.2 Not less than twenty-one (21) days before the date of the annual general meeting, copies of any financial statements which are to be laid before such meeting, shall be sent to every member of the Association to every holder of debentures and to the Registrar: Provided that this Article shall not require such copies to be sent:

28.2.1 to any member who has requested in writing that copies of such financial statements be NOT sent to her/him;

28.2.2 to any person of whose address the Association is unaware.

28.2.3 to more than one of the joint holders of any debentures.

29. **AUDITORS**

An Auditor shall be appointed, and may if necessary be removed, and replaced, in accordance with the relevant provisions of the Act.

30. **NOTICES**

30.1 A notice may be given by the Association to any member either personally, or by sending it by post in a prepaid letter addressed to such member's registered address or (if such member has no registered address in the Republic), then at the address (if any) within the Republic for the giving of notice supplied by the member, or by facsimile (fax) or electronic mail (e-mail), at such address as the member concerned may have stipulated for this purpose.

30.2 If receipt of a notice is disputed by a member, such notice shall be deemed not to have been duly given, unless the Association is able to produce a registered slip, or electronic confirmation verifying that the notice was duly dispatched. Any notice sent by registered post shall be deemed to have been received five (5) days after the letter containing the same was duly posted.

30.3 Notice of every general meeting shall be given in any manner required by law or authorised by these Articles:

30.3.1 to every member of the Association save and except that such notices need not be sent:

30.3.1.1 to any member who has requested in writing that copies of such notices not be sent to her/him;

30.3.1.2 to any person of whose address the Association is unaware.

30.3.1.3 to more than one of the joint holders of any debentures;

30.3.2 to every person deemed to be a representative member for the purpose of Article 7 above and who shall represent a member entitled to such notices in terms of Article 30.3.1 above;

30.3.3 to the Auditor for the time being of the Association.

No other person shall be entitled as of right to receive notices of general meetings.

30.4 The accidental omission to give any notice of a general meeting or of a meeting of Management Committee Members to, or the non-receipt of any such notice by, any member or Management Committee Member, as the case may be, shall not invalidate any resolution passed at any such meeting.

31. **RESERVES**

The Management Committee Members may set aside and carry to a reserve fund all the surplus funds of the Association, which at their discretion may be applied for any purpose for which such funds may properly be applied in terms of the main object.

32. **ALTERATION OF MEMORANDUM AND ARTICLES**

The Association, by special resolution, may alter the provisions of its Memorandum & Articles including its objects and powers, subject to the constraints stipulated in Article 7 and 8 of the Memorandum.

33. **INDEMNITIES**

33.1 Subject to any contrary provision in the Act, every Management Committee Member and other officer of the Association shall be indemnified out of the funds of the Association for any reasonable and necessary costs and expenses properly incurred at the request, and with the authority, and in the course of the business of the Association.

33.2 No Management Committee Member, officer or employee of the Association shall be liable for the acts, receipts, neglects or defaults of any other Management Committee Member, officer or

employee or for joining in any receipt or other act for conformity, or for any loss or expense to the Association through the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or delictual acts of any persons with whom any moneys, securities or effect shall be deposited, or for any loss or damage occasioned by any error of judgment or oversight on the part of such person, or for any other loss, damage or misfortune whatever which occurs in the execution of the duties of office, unless the same happens through such person's own wrongful act, negligence, default, breach of duty or breach of trust.

