

FORM CM44B

REPUBLIC OF SOUTH AFRICA

COMPANIES ACT NO. 61 OF 1973

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

(Section 60(1); Regulation 18)

Registration No. of Company

97/07623/08

Name of Company:

THE INSTITUTE OF QUARRYING SOUTHERN AFRICA
(Association incorporated under Section 21)

- A. The articles of Table “A” contained in Schedule 1 to the Companies Act, 1973, as amended) shall not apply to the Institute.
- B. The Articles of the Institute are:

INTERPRETATION

1.

1.1 In these articles, unless the context otherwise indicates -

- | | | |
|-------|-----------------|---|
| 1.1.1 | “the Act” | means the Companies Act 1973; |
| 1.1.2 | “the Institute” | means the Institute of Quarrying of Southern Africa; |
| 1.1.3 | “the Committee” | shall mean the committee of the Institute elected in terms of article 12; |

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| 1.1.4 | “corporate members” | means Honorary Fellows, Fellows and Members of the Institute and corporate members shall be construed accordingly; |
| 1.1.5 | “non-corporate member” | means persons not being corporate members who are pursuant to article 2.13 and any bye laws non-corporate members; |
| 1.1.6 | “a member” | means any of the members referred to in article 2; |
| 1.1.7 | “the Chairman” | means the Chairman of the Committee elected in terms of article 15.1.1; |
| 1.1.8 | “the Deputy Chairman” | means the Deputy Chairman of the Committee elected in terms of article 15.1.2; |
| 1.1.9 | “general meeting” | means any general meeting of the Institute or any adjournment thereof, as the case may be; |
| 1.1.10 | “the office” | means the registered office for the time being of the Institute; |
| 1.1.11 | “person” | includes a natural person, company or body corporate, a statutory body; a partnership or an association of persons, as the case may be; |
| 1.1.11 | “the Republic” | means the Republic of South Africa; |
| 1.1.12 | “the secretary” | means the secretary of the Institute appointed in terms of article 13.3.1 read with article 18 or any person authorised to act in his place and includes a person authorised by the Committee to carry out any of the duties of the secretary; |
| 1.1.13 | “these articles” | means the Articles of Association of the Institute for the time being in force. |
| 1.1.14 | “the Industry” | means the Surface Mining and Quarrying Industry; |
- 1.2 Expressions defined in the Act, shall have the meanings so defined;
- 1.3 Words in the singular shall include the plural and words in the plural shall include the singular; words importing the masculine gender shall include the female gender and words importing persons shall include bodies corporate;

- 1.4 If the provisions of these articles are in any way inconsistent with the provisions of the Act, the provisions of the Act shall prevail, and these articles shall be read in all respects subject to the Act;
- 1.5 Notwithstanding that the use of the term “Institute” “Committee” and “member of the Committee” it is recorded that the Institute is a company incorporated in terms of Section 21 the Act and for the purposes of the Act, the Committee shall constitute the board of directors and any member of the Committee shall be a director.

MEMBERS

2. Membership of the Institute shall be organised as follows :
- 2.1 The first members of the Institute shall be the subscribers to the Institute’s memorandum of association and the signatories to these articles and such other persons as from time to time are admitted to membership as hereinafter provided : provided that only natural persons may be admitted as members.
- 2.2 Any person, who on written application to the Committee and having paid an entrance fee and membership fee for the current year in which the applicant is admitted, is admitted by the unanimous vote of the Committee as a member of the Institute. Such members shall comply with such other conditions of membership as the Committee may require.
- 2.3 Persons wishing to apply for membership of the Institute shall make application to the committee in such manner and on such application form as the committee shall from time to time prescribe.
- 2.4 Membership of the Institute shall be divided between corporate and non corporate members as hereinafter provided.
- 2.5 There shall be three grades of corporate member;
- 2.5.1 Honorary Fellows, being persons elected as such by the Committee whose services to and current position in the Institute and/or the Industry are considered by the Committee to merit such recognition;
- 2.5.2 Fellows, being persons elected as such by the Committee who shall be not less than thirty-three years of age, shall be engaged in the Industry and shall :-
- 2.5.2.1 have met the Membership requirements of the Institute;
and
- 2.5.2.2 have at least seven years’ experience in the Industry including four years in a position of senior managerial charge.

- 2.5.3 Members, being persons elected as such by the Committee who shall at the time of application be not less than twenty-three years of age and engaged in the Industry and shall:-
- 2.5.3.1 have passed the professional examination of the Institute or possess an exempting qualification; and
- 2.5.3.2 have completed a period of training and experience in quarrying, of which not less than three years shall have been in a position of responsible charge.
- 2.6 An Inspector of Mines or a candidate having the same experience in a position of equivalent status may:-
- 2.6.1 be elected by the Committee as a Fellow if he shall have had seven years' experience in the inspectorate and shall be exempt from the requirements of sub-clauses 2.5.2.1 and 2.5.2.2 and
- 2.6.2 be elected as a Member if he shall have had three years experience in the inspectorate and shall be exempt from the requirements of sub-clause 2.5.3.1 and 2.5.3.2 hereof.
- 2.7 No Honorary Fellow shall be elected other than by way of a resolution of the Committee.
- 2.8 No Fellow shall be elected unless proposed by two persons who shall be Fellows.
- 2.9 No Member shall be elected unless proposed by two persons each of whom shall be a Fellow or a Member.
- 2.10 The Committee shall in the case of every person proposed for membership have an absolute and uncontrolled discretion to refuse to elect such person without giving any reason for such refusal.
- 2.11 For the purpose of this clause 2 the expressions "senior managerial charge", "responsible charge", "engaged in the industry", "exempting qualification", "quarrying", "position of equivalent status", and "experience in the Industry" shall have such meanings as may from time to time be determined by the Committee at its absolute discretion.
- 2.12 A candidate having reached the age of thirty-eight with no exempting qualification but having ten years experience in the Industry, of which not less than five years shall have been in a position of managerial charge, may at the discretion of the Committee be admitted as a Fellow and shall be exempt from the provisions of sub-clause 2.5.2 hereof, but he shall be required either to pass a specified paper from the professional examination of the Institute or present a thesis on an approved subject and, if required by the Committee, submit to a viva voce test.

- 2.13 The Committee may from time to time make bye-laws providing for the election of persons to non-corporate membership. There shall be two grades of non-corporate members known as Associates and Students. These shall not be corporate members of the Institute but shall have such rights and privileges as the bye-laws shall from time to time provide by reason of their affiliation to the Institute, provided that at no time shall any member of a grade of non-corporate member be entitled to use designatory letters of qualifications.
- 2.14 Members shall be entitled to use designating letters indicating their qualifications and association with the Institute as follows :
- 2.14.1 a corporate member who has been elected into the grade of Honorary Fellow may describe himself as an "Honorary Fellow of The Institute of Quarrying" and may use the designatory letters "Hon. F.I.Q.";
- 2.14.2 a corporate member who has been elected into the grade of Fellow may describe himself as a "Fellow of The Institute of Quarrying" and may use the designatory letters "F.I.Q.";
- 2.14.3 a corporate member who has been elected into the grade of Member may describe himself as a "Member of The Institute of Quarrying" and may use the designatory letters "M.I.Q.";
- 2.14.4 no non-corporate member shall use as his description or as part thereof the words "Member of The Institute of Quarrying" or any other words or designatory letters tending to associate him with the Institute;
- 2.14.5 where any person who under the provisions of this Article is entitled to use as his description or as part thereof the words "Member of the Institute of Quarrying", acts jointly or in partnership with any other person who is not so entitled, the said description shall not be used to describe the firm or partnership, and no designatory letters or any words tending to associate the firm or partnership with the Institute shall be used as part of the name thereof.
- 2.15 Corporate and non-corporate members of the Institute shall pay to the Institute such entrance fees and annual subscriptions as shall from time to time be prescribed by the Committee.
- 2.16 Any member may resign from membership of the Institute upon giving three months' notice in writing addressed to the Secretary and expiring at the end of the Institute's financial year; a notice of resignation expiring at a time other than the end of the Institute's financial year shall if approved by the Committee and unless withdrawn by the member concerned, be deemed to be a notice of resignation expiring at the end of the financial year current on the date when such notice originally purported to expire. No notice of resignation shall in any way prejudice the liability for any moneys due to the Institute by the member concerned.
- 2.17 If any member neglects to pay any money due to the Institute within three months after the same shall have become due such member shall on receiving

written notice to that effect from the Committee thereupon be suspended from all rights and privileges of membership and such suspension shall continue until the payment in full of all arrears of the member so suspended or until the determination of the membership of the suspended member.

- 2.18 If the Committee upon complaint of not less than twenty members resolve that the Committee is of the opinion that any member of the Institute has committed a breach of any of these Articles or of any bye-laws, rules or regulations made thereunder or has been guilty of conduct prejudicial or tending to the prejudice of the Institute the Committee shall forthwith give notice in writing to the member alleged to be in default and specifying the general nature of the complaint made against such member and specifying a date not less than forty-eight hours from the date of such notice on which a meeting of the Committee will be held at which such member may attend and make such explanation as such member may desire.
- 2.18.1 If after hearing the aforesaid explanation or after further considering the matter if the member concerned does not attend such meeting or make such explanation the Committee by a resolution of not less than three-quarters of its corporate members confirms its previous resolution such member shall thereupon be suspended from the benefit of membership of the Institute.
- 2.18.2 Unless within seven days of such suspension the member concerned shall by notice in writing addressed to the secretary require the matter to be placed before the Institute in general meeting such member shall at the expiration of the said period of seven days cease to be a member of the Institute without prejudice to such member's liability to pay any sum then due to the Institute.
- 2.18.3 If any member suspended as aforesaid shall so require the matter to be placed before the Institute in general meeting the secretary shall call a general meeting as soon as reasonably possible after the receipt of such notice. The member alleged to be in default shall be entitled to receive the same notice of the said general meeting as the other members receive.
- 2.18.4 If after hearing the aforesaid explanation or after considering the matter if the member concerned does not attend or make such explanation, the Institute in general meeting by resolution of not less than three-quarters of the votes cast at such meeting so resolves the suspended member shall thereupon cease to be a member of the Institute without prejudice however to anything done or omitted whilst such suspension has been in force.
- 2.19 The Committee shall have the power to terminate a member's membership of the Institute if:
- 2.19.1 His annual subscription or any other sum due to the Institute is 6 (six) months in arrears;

- 2.19.1.1 In the sole discretion of the Committee, he is guilty of conduct inimical to the interests and/or objects of the Institute;
- 2.19.1.2 He is sequestered, surrenders his estate, or being a company, the member is wound up or placed under judicial management;
- 2.19.1.3 In the sole discretion of the Committee, it is inimical to the interests of the Institute that he should continue as a member of the Institute.
- 2.19.2 The Committee shall furnish its reasons for terminating a member's membership in terms of 2.19.1 to that member in writing and that member shall have the right, exercisable by notice in writing to the Chairman within 7 (seven) days of receipt of those reasons, to be heard by the Committee within a period of 28 (twenty-eight) days of receipt by the Chairman of such notice. Within 7 (seven) days of hearing the Committee may, upon such terms if any, as it may deem appropriate and without any obligation to give reasons, rescind or confirm the suspension or expulsion, or amended, and until such decision or confirmation or amendment is made, no public announcement within or without the Institute of such suspension or expulsion shall be made.
- 2.19.3 A member whose membership has been terminated shall remain liable for all sums that may at the date of termination of his membership be due from him to the Institute and shall not be entitled to any refund on subscription monies already paid nor have any claim on the Institute or its offices, its property or its funds.
- 2.20 A member who ceases to be a member shall nevertheless remain liable in terms of his guarantee for the liabilities of the Institute as provided for in the memorandum of association of the Institute and in article 5 below.

REGISTER OF MEMBERS

3. The Institute shall maintain at its registered office a register of corporate and non corporate members as provided in section 105 of the Act. The register of such members shall be open to inspection, as provided in section 113 of the Act.

FEES AND SUBSCRIPTIONS

- 4.
- 4.1 The Committee shall determine the amount of the application fees and annual subscriptions each year, which determination will take effect on the 1st day of January of each year. The Committee shall be entitled to determine that different amounts are payable by different classes of membership.
- 4.2 Annual subscriptions shall be due and payable on the first day of January of each year whether or not statements of account in respect of the subscriptions

have been received by members by that date. No member shall be entitled while any subscription or any other sum due to the Institute is more than 3 (three) months in arrear to exercise any of the rights or privileges of membership including but without being limited to the right to vote at general meetings.

- 4.3 The Committee shall have the right to prescribe from time to time additional levies payable by members at such times and calculated on such basis as it may determine provided that such determination shall be ratified at the first general meeting after that determination is made.

GUARANTEE

5. Each member, on becoming a member of the Institute, by so doing undertakes to contribute to the assets of the Institute in the event of it being wound up whilst he is a member or within 1 (one) year thereafter, for payment of the debts and liabilities of the Institute contracted before he ceased to be a member and of the costs, charges and expenses of the winding up, and for adjustment of the rights of the contributories amongst themselves an amount equivalent to the annual subscription applicable to that category of member.

BORROWING POWERS

- 6.
- 6.1 The Committee may from time to time in their discretion raise or borrow from the members or other persons any sum or sums of money for the purposes of the Institute, provided that the amounts in the aggregate so raised or borrowed from time to time shall not exceed such amount as may be determined by the Institute in general meeting from time to time.
- 6.2 The Committee may raise or secure the repayment of such monies in such manner and upon such terms and conditions in all respects as they think fit and in particular by the execution of mortgage bonds or other forms of hypothecation upon all or any part of the property and rights of the Institute, both present and future.

GENERAL MEETINGS

- 7.
- 7.1 The Institute shall hold its first annual general meeting within 18 (eighteen) months after its date of incorporation and thereafter in each year : provided not more than 15 (fifteen) months shall elapse between the date of one annual general meeting and that of the next and that an annual general meeting shall be held within 6 (six) months after the expiration of the financial year of the Institute.
- 7.2 Other general meetings of the Institute may be held at any time.

- 7.3 General meetings shall be held at such time and place as the Committee shall determine. General meetings convened under Sections 179 (4), 181, 182 or 183 of the Act shall be held at such time and at such place as is determined in terms of those Sections.

NOTICE OF GENERAL MEETINGS

8. An annual general meeting and a meeting convened for the passing of a special resolution shall be convened on not less than 21 (twenty-one) clear days' notice in writing and any other general meeting shall be convened on not less than 14 (fourteen) clear days' notice in writing. The notice period shall be exclusive of the day on which it is served or deemed to be served and of the date of the meeting and shall specify the place, the day and the hour of the meeting and shall be given in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Institute in general meeting, to such persons as are, under these articles, entitled to receive such notices from the Institute; provided that a meeting of the Institute shall, notwithstanding the fact that it is called by shorter notice than that specified in this article, be deemed to have been duly called if it is so agreed 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 95 % (ninety five per centum) of the total voting rights of all the members.

PROCEEDINGS AT GENERAL MEETINGS

- 9.
- 9.1 The annual general meeting shall deal with and dispose of all matters prescribed by the Act including the consideration of the annual financial statements, the election of members of the Committee and the appointment of an auditor, and may deal with any other business laid before it. All business laid before any other general meeting shall be considered special business.
- 9.2 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. Ten members, present in person at the commencement of and throughout the meeting, shall be a quorum.
- 9.3 If within half-an-hour after the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day not earlier than 7 (seven) days and not later than 21 (twenty one) days after the date of the meeting and if at such adjourned meeting a quorum is not present within half-an-hour after the time appointed for the meeting, the members present or in person or by proxy shall be a quorum.
- 9.4 Where a meeting has been adjourned as aforesaid, the Institute shall, upon a date not later than 3 (three) days after the adjournment, send a written notice by registered post to each member of the Institute stating;
- 9.4.1 the date, time and place to which the meeting has been adjourned;

- 9.4.2 the matter before the meeting when it was adjourned;
- 9.4.3 the grounds for the adjournment.
- 9.5 The Chairman, or failing him the Deputy Chairman, shall preside as chairman at every general meeting of the Institute.
- 9.6 If at any meeting neither the Chairman or the Deputy Chairman is present within 15 (fifteen) minutes after the time appointed for the holding of the meeting or is unwilling to act as chairman, the members present shall choose one of their number to be the chairman of the meeting.
- 9.7 The chairman of the meeting 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 business left unfinished at the meeting at which the adjournment took place. When a meeting is adjourned, the provisions of articles 9.3 and 9.4 shall *mutatis mutandis* apply to such adjournment.
- 9.8 Corporate and non-corporate members shall have the right to speak and vote at general meetings of the Institute and each member shall have one vote : provided that non-corporate members shall not have the right to vote on any resolution which would have the effect of replacing, amending or varying the provisions of the Institute's Memorandum and Articles of Association, whether in whole or in part. In the event of such a resolution being proposed, non-corporate members shall not have the right to speak in relation to such resolution and shall only be entitled to speak if invited to do so by the chairman of the meeting.
- 9.9 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the show of hands) demanded by the chairman of the meeting or members referred to in section 198 (1) (b) of the Act and unless the poll is so demanded, a declaration by the chairman of the meeting that a resolution has, on a show of hands, been carried either unanimously or by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of general meetings 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. Any demand for a poll may be withdrawn.
- 9.10 If a poll is duly demanded it shall be taken in such a manner as the chairman of the meeting directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The chairman of the meeting may appoint certain members to determine the result of the poll.
- 9.10.1 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall have a second or casting vote.

- 9.10.2 A poll demanded by the chairman of the meeting or a poll demanded on the question of adjournment, shall be taken forthwith. The poll demanded on any other question shall be taken at such time as the chairman of the meeting directs. The demand for a poll shall not prevent the continuation of the meeting or the transaction of any business other than the question upon which the poll is being demanded.
- 9.10.3 On a show of hands at a general meeting each member who is entitled to vote on the resolution proposed at that meeting shall have only 1 (one) vote on that resolution.
- 9.10.4 On a poll at a general meeting each member who is entitled to vote on a resolution proposed at that meeting shall have 1 (one) vote on that resolution.

PROXIES

- 10.
- 10.1 The instrument appointing a proxy shall be in writing under the hand of the appointer or of his agent duly authorised in writing. The holder of a general or special power of attorney given by a member, shall be entitled to attend meetings and to vote, if duly authorised under that power to attend and take part in the meetings. Only existing members may be appointed as proxies.
- 10.2 The instrument appointing a proxy to vote at a meeting of the Institute shall be deemed also to confer authority to demand or join in demanding a poll, and for the purposes of section 198 (1) of the Act, a demand by a proxy shall be the same as a demand by a member.
- 10.3 The instrument appointing a proxy and the power of attorney or any other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the office not less than 48 (forty eight) hours before the time of holding the meeting at which the person named in the instrument proposes to vote and in default of complying herewith, the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 6 (six) months from the date when it was signed, unless as specifically stated in the proxy itself, and no proxy shall be used at an adjourned meeting which could not have been used at the original meeting.
- 10.4 The instrument appointing a proxy shall be subject to the provisions of Section 188 of the Act in the following form or as near thereto as circumstances permit:

“INSTITUTE OF QUARRYING SOUTHERN AFRICA “

(Association Incorporated under section 21)

I/We,

of

being a member of the Institute, hereby appoint

eligible for re-election. For the purposes of the second and third annual general meetings of the Institute, the members concerned shall retire in accordance with a specific resolution adopted by an ordinary majority of the Committee.

- 12.2 All members of the Committee shall be members of the Institute. At all times, at least seven (7) of the members of the Committee shall be corporate members.
- 12.3 Nominations of members of the Committee shall be made by members only in the manner and on the form prescribed from time to time by the Committee and be submitted to the secretary at least 7 (seven) days before the annual general meeting.
- 12.4 Voting on the election of the members of the Committee shall be by means of a secret ballot.
- 12.5 Unless the members otherwise determine in general meeting, any casual vacancy occurring on the Committee may be filled by the other members of the Committee.
- 12.6 The Committee shall have power to co-opt corporate and non corporate members at any time and such co-opted corporate and non-corporate members shall be members of the Committee until the following annual general meeting.

POWERS AND DUTIES OF COMMITTEE

- 13.
- 13.1 The Committee shall carry out the objects of the Institute in such manner as they may deem fit and proper, subject however, to the general policy of the Institute and to any special instructions as may be laid down or given by the members in general meeting, from time to time provided that the Committee shall not enter into any agreement which shall commit more than 25% (twenty five per centum) of the assets of the Institute, without calling a special general meeting to confirm the proposed agreement.
- 13.2 The Committee may exercise all such powers as are not by the Act or any amendment thereof limited and subject to such regulations not inconsistent with these presents or provisions as may be prescribed by the Institute in general meeting; but no regulation made by the Institute in general meeting shall invalidate any prior act of the Committee which would have been valid if such regulation had not been made.
- 13.3 Without detracting from the generality of the foregoing, the Committee shall be responsible for the following functions of the Institute:

- 13.3.1 the selection, appointment and removal of the secretary and other employees of the Institute, as well as the fixing of their terms of employment;
- 13.3.2 the fixing of dates for the annual general meeting and any special general meetings;
- 13.3.3 the arrangement of conferences, exhibitions and any other meetings of the Institute;
- 13.3.4 the carrying out of the objects of the Institute;
- 13.3.5 the general running of the affairs of the Institute in a competent and business like manner for the benefit of the members;
- 13.4 The Committee shall be entitled to appoint such sub-committees as the Committee deems necessary to perform specific functions of the Institute. Each sub-committee shall have a chairman appointed by the Committee and shall operate subject to such terms and conditions as the Committee may lay down. Members of the sub-committee need not be members of the Committee.

DISQUALIFICATION OF MEMBERS OF THE COMMITTEE

- 14. A member of the Committee shall cease to be a member of the Committee on the happening of any of the following events if :
 - 14.1 His estate is finally sequestrated;
 - 14.2 He files a petition for the surrender of his estate as insolvent;
 - 14.3 He is placed under curatorship by any court of competent jurisdiction;
 - 14.4 A written notice to that effect signed by 55% (fifty five percentum) of the members is delivered at the office with effect from the date stated in that written notice;
 - 14.5 He delivers a notice of his resignation at the office with effect from;
 - 14.5.1 the date on which that notice is delivered;
 - 14.5.2 any later dates stated in that notice to which the members of the Committee agree;
 - 14.6 He fails to attend 3 (three) consecutive meetings without prior apology and without good cause.

OFFICE BEARERS

- 15.
- 15.1 The Committee shall include the following office bearers:
- 15.1.1 Chairman;
- 15.1.2 Deputy Chairman.
- 15.2 The office bearers referred to in Article 15.1 shall be elected from amongst the members at the annual general meeting in each year. Each of them shall hold office from his election until the election of the next holder of his office has taken place at the next annual general meeting and shall be eligible for re-election at that meeting.
- 15.3 A casual vacancy among the office bearers may be filled by an appointment by the Committee from amongst their number. Such an appointee shall hold office until the election of the next holder of his office has taken place at the next annual general meeting and shall be eligible for election at that meeting.
- 15.4 Any office bearer shall cease to be an office bearer if he ceases to be a member of the Institute;
- 15.5 Within 30 (thirty) days of an office bearer ceasing to hold that office either because he resigns from that office or as a result of the provisions of 15.4, a replacement shall be elected in terms of article 15.3.
- 15.6 The members of the Committee may also from amongst their number appoint sub-committee chairmen.

PROCEEDINGS OF THE COMMITTEE

- 16.
- 16.1 The Committee shall meet together for the despatch of business at least 4 (four) times a year.
- 16.2 Questions arising at any meeting shall be decided by a majority of votes. In the event of an equality of votes, the chairman of the meeting shall not have a second or casting vote.
- 16.3 A member of the Committee may, and the secretary, on the requisition of a member of the Committee shall, at any time convene a meeting of the Committee.
- 16.4 Subject to the provisions of Section 234 - 241 inclusive of the Act, a member of the Committee may vote in respect of any contract or proposed contract with the Institute in which he is interested, or any matter arising therefrom.
- 16.5 The quorum necessary for the transaction of the business of the Committee shall be 4 (four) members of the Committee from time to time and shall always include the Chairman or Deputy Chairman.

16.6 Subject to the provisions of the Act:

- (a) A resolution in writing signed by all the members of the Committee who are then in the town where the office is situated or are in Johannesburg and being not less than are sufficient to form a quorum; or
- (b) a resolution signed by each member of the Committee and transmitted by them by facsimile to each of the other members at the office,

shall be as valid and effective as if it had been passed at a meeting of the members of the Committee duly called and constituted. Any such resolution may consist of several documents in a like form, each signed by one or more of the signatories to the resolution. A resolution of the Committee passed in terms of this article should be placed in the minute book of the Institute and shall be noted at the next succeeding meeting of the Committee and shall also be signed by the chairman of that meeting, whereupon the provisions of Section 242 (4) and 243 of the Act shall be deemed to apply to the resolution.

16.7 The continuing members may act notwithstanding any vacancy in their number, but if, for so long as their number is reduced below the number fixed by or pursuant to these articles as the necessary quorum of members of the Committee, the continuing members of the Committee may act for the purpose of increasing the number of members of the Committee to that number, or of convening a general meeting of the Institute, but for no other purpose.

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

MINUTES

17.

17.1 The Committee shall, in terms of Section 204 of the Act, cause minutes to be kept:

17.1.1 of all appointments of officers;

17.1.2 of the names of the members of the Committee at every meeting of the Institute and of the Committee; and

17.1.3 of all proceedings at all meetings of the Institute and of the Committee.

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

SECRETARY

18. A secretary shall be appointed by the Committee for such term at such remuneration and upon such conditions as the Committee may think fit.

ACCOUNTING RECORDS

- 19.
- 19.1 The Committee shall cause to be kept such accounting records as are prescribed by section 248 of the Act. Proper accounting records shall not be deemed to be kept if there are not kept such accounting records as are necessary to fairly present the state of affairs and business of the Institute and to explain the transactions and financial position of the Institute. The accounting records shall be kept at the office or at such other place or places as the Committee think fit, and shall always be open to inspection by the members of the Committee.
- 19.2 The Committee shall from time to time determine whether and to what extent and at which times and places and under what conditions or regulations the accounting records of the Institute or any of them shall be open for inspection by members. No member shall have the right of inspecting any accounting records or documents of the Institute except as conferred by the Act or authorised by the Committee or by the Institute in general meeting.

FINANCIAL YEAR

20. The Institute's financial year shall be a period of 12 (twelve) months from 1 January to 31 December of each year.

ANNUAL FINANCIAL STATEMENTS

21. The Committee shall from time to time, in accordance with section 286 of the Act, cause to be prepared and laid before the Institute in general meeting such annual financial statements as are referred to in this section.

A copy of the annual financial statements, which are to be laid before the Institute in annual general meeting, shall not less than fourteen (14) days before the date of the meeting be sent to every member of the Institute.

AUDIT

22. An auditor shall be appointed in accordance with Chapter X of the Act.

NOTICES

23.

23.1 A notice may be given by the Institute to any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

23.2 Any notice, if sent by post, shall be deemed to have been delivered 14 (fourteen) days after the day on which the letter containing the same is put into the post, and in proving such delivery it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

23.3 Notice of any general meeting shall be given in any manner authorised:

23.3.1 To every member of the Institute except, in the case of notices to be given personally or be sent by post, those members who (having no registered address within the Republic) have not supplied to the Institute an address within the Republic for the giving of notices to them;

23.3.2 To the auditor for the time being of the Institute.

No other person shall be entitled to receive notice of general meeting.

PROHIBITION ON DISTRIBUTION OF INCOME AND PROPERTY

24. The income and property of the Institute, whencesoever derived, shall be applied solely towards the promotion of its main object and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever, to the members of the Institute or to its controlling or controlled companies; provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Institute or to any member thereof in return for any services actually rendered to the Institute.

WINDING UP

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

LIMITATION OF LIABILITY OF MEMBERS OF THE COMMITTEE

26. Each

26.1 member of the Committee, secretary and other officer of the Institute;

26.2 person employed by the Institute as its auditor

shall be indemnified by the Institute against any liability incurred by him from time to time in that capacity and defend any proceedings (whether civil or criminal) in which judgment is given in his favour or which he is acquitted or in respect of those proceedings which were abandoned or in connection with any application made under Section 248 of the Act in which relief is granted to him by a court of competent jurisdiction.