

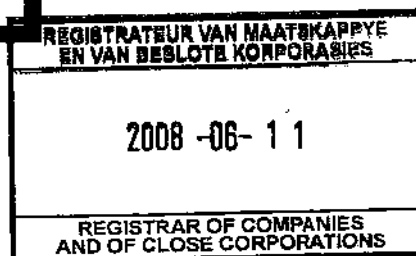
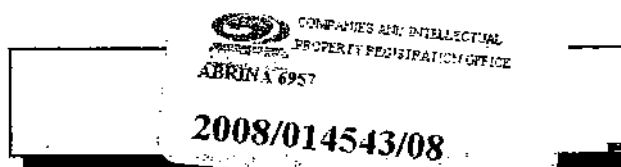
REPUBLIC OF SOUTH AFRICA

THE COMPANIES ACT, 1973

ARTICLES OF ASSOCIATION OF A COMPANY NOT HAVING A SHARE CAPITAL

(Sec 61 (1), Regulation 18)

REGISTRATION NO. OF COMPANY

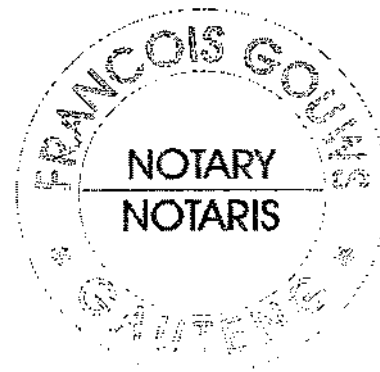


The name of the Company shall be :

ABRINA 6957

(ASSOCIATION INCORPORATED UNDER SECTION 21)
hereinafter referred to as "the Association".

- a. The Articles of Table "A" contained in Schedule 1 to the Companies Act, 1973, shall not apply to the Association.
- b. The Articles of the Association are as follows :



1. The Articles shall be constituted with reference to the provision of the Companies Act of 1973 (The Act) and terms used in these Articles, unless the context otherwise indicates, shall be taken as having the same meanings as they have when used in the Act.

2. The Association is established for the main business and objects stated in the Memorandum of Association. The Association is a Company registered under Section 21 of the Act.

3. **MEMBERSHIP**

Membership to the Association shall be open to all qualified and interested parties who shall be individuals with professional or other interests in the operational areas of the Association.

4. **APPLICATION FOR MEMBERSHIP OF THE ASSOCIATION**

Application for Membership shall be made in writing, directed to the Management Committee of the Association. Each application for membership shall be accompanied by an entrance fee as is agreed upon by the members in general meeting from time to time. In the event of the application for membership being refused, the entrance fee shall be refunded to the applicant.

5. **TERMINATION OF MEMBERSHIP**

Any member desiring to withdraw from membership may do so by giving written notice of such withdrawal. If a member has withdrawn or ceased to be a member they can be reinstated provided all their obligations to the association have been met. No member who has been expelled, shall be readmitted without prior approval of the members in general meeting.

6. **SUBSCRIPTIONS**

The annual subscriptions of the association shall be for such amounts as the Board of Directors may from time to time decide. In addition a special levy to meet any special, unusual or other expenses may be imposed from time to time by a general meeting on the recommendation of the Board of Directors.

7. **GENERAL MEETING**

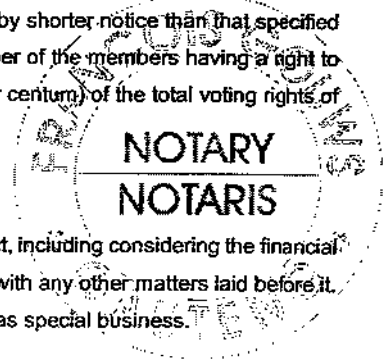
The Association shall hold its first annual general meeting within 18 (eighteen) months after the date of its incorporation and shall thereafter once in every financial year hold an annual general meeting at such time and place as may be determined by the Board of Directors, provided that not more than 15 (fifteen) months shall elapse between any two such general meetings. A general meeting must be held within 9 (nine months) after the financial year of the Association has ended. Other general meetings of the Association may be held at any time. Annual general meetings and other general meetings shall be held at such time and place as decided by the Directors or at such time and place as are set at the meeting held in compliance with Section 179 (4), 181, 182 or 183 of the Act.

8. **NOTICE OF GENERAL MEETING**

An annual general meeting and a meeting called for the passing of a Special Resolution shall be called by not less than 21 (twenty one) clear days notice in writing and any other general meeting shall be called by not less than 14 (fourteen) clear days' notice in writing. The notice shall be exclusive of the days on which it is served or deemed to be served and of the day for which it is given. It shall specify the place, the day and the hour of the meeting and the general nature of the business and shall be given in a manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in general meeting. It shall be given to such persons as are so, under these articles, entitled to receive such notices from the Association; Provided that a meeting of the Association 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.

9. **PROCEEDING AT A GENERAL MEETING**

9.1 The annual meeting will deal with and dispose of all aspects prescribed by the Act, including considering the financial statements, choosing of directors, the appointment of an Auditor and may deal with any other matters laid before it. All matters that are brought before any other general meeting will be regarded as special business.



- 9.2 No matters will be discussed at the general meeting unless a quorum of members is present at the time when the meeting proceeds to business. A quorum shall be constituted by three of the members of the Association who are entitled to vote at the general meeting and who are personally present at any such meeting.
- 9.3 If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting, if convened upon requisition of members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time at the same place, or if such other place be more available to such other place as the Chairman may appoint. But should such day be a public holiday, then it shall be adjourned to the first business day following such public holiday, and if at such adjourned meeting a quorum is not present, those members who are present shall be a quorum and may transact the business for which the meeting was convened. Written notice of the adjournment shall not be required to be given to members.
- 9.4 If a meeting has been adjourned as before mentioned, the Association shall, at the date later than 3 (three) days after the adjournment, in a newspaper in circulation in the province where the registered office of the Association is, publish a notice wherein the following is stated:
- 9.4.1 the date, time and place whereto the meeting has been adjourned;
 - 9.4.2 the matter that was before the meeting when it was adjourned; and
 - 9.4.3 the reason for the adjournment.
- 9.5 The Chairman of the Board of Directors will be the Chairman at all general meetings of the Association. If the Chairman of the Board of Directors cannot be present or if 15 (fifteen) minutes have lapsed since the time that had been set for the commencement of the meeting and has not arrived, the Vice-Chairman, and in his absence the Treasurer and in his absence the Secretary of the Board of Directors shall preside at the meeting. In the absence of the Chairman, the Vice-Chairman, the Treasurer and the Secretary, the meeting shall elect a member from its ranks to preside over the meeting. Notwithstanding anything herein contained to the contrary, only the person presiding over the meeting at the time shall be empowered to exercise a casting vote in the event of equality voting.
- 9.6 Subject to the provision of Section 192 of the Act, the Chairman 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 from which the adjournment took place. Save where the meeting is adjourned for 30 (thirty) days or more, notice of the adjourned meeting need to be given to members.

10. VOTING OF MEMBERS AT A GENERAL MEETING

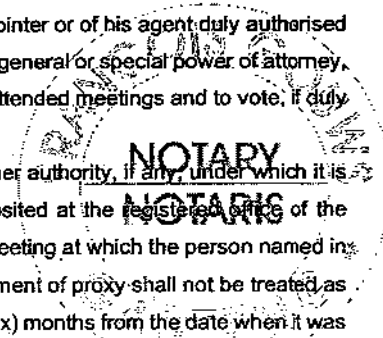
At any general meeting a resolution put to the vote of the meeting shall be decided on by the show of hands. On a show of hands, every ordinary member present in person or by proxy shall have one vote. On a poll, every ordinary member present in person or by proxy shall have one vote. All questions at a meeting shall be decided by a majority of votes and in case of equality of votes the presiding Chairman of the meeting shall have a second or casting vote.

11. MINUTES OF MEETING

Minutes will be kept of every meeting and every annual general meeting of the Association. In compliance with Section 204 of Act, the minutes will be open for inspection and can be copied as provided in Section 113 of the Act.

12. PROXIES

- 12.1 The instrument appointing a proxy shall be in writing under the hand of the appointer or of his agent duly authorised in writing. A proxy need not to be a member of the Association. The holder of a general or special power of attorney, whether he is himself a member or not, 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.
- 12.2 The instrument appointing a proxy and the power of BUSINESSWOMAN or other authority, if any, under which it is signed or a notarially certified copy of such power or authority shall be deposited at the registered office of the association not less than 48 (forty eight) hours before the time for 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 so 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.

12.3 The instrument appointing a proxy shall be in the following form or as near thereto as circumstances permit:

I,being a member of....., hereby appoint
of.....or failing him
of.....or failing him
of....., as my proxy to vote 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 any
 adjournment thereof as follows:

	<i>In favour of</i>	<i>Against</i>	<i>Abstain</i>
Resolution to.....
Resolution to.....
Resolution to.....

(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 thisday of

.....
 Signature

(Note : A member entitled to attend and vote is entitled to appoint a proxy to attend, speak and on a poll vote in his stead, and such proxy need not also be a member of the Association.)"

13. DIRECTORS

The number of the directors of the Association shall be not less than 2 (two), the first directors may be appointed in writing by a majority of the subscribers to the Memorandum of Association, but unless directors are so appointed and whether or not the directors have been named by a majority of the subscribers to the memorandum, every subscriber to the memorandum shall be deemed for all purposes to be a director of the Association.

14. ALTERNATE DIRECTORS

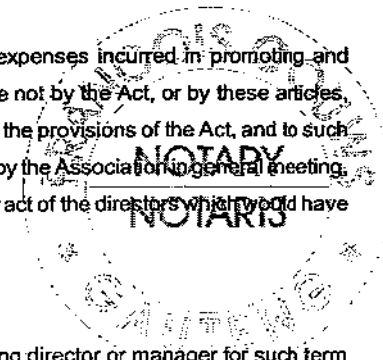
Each director shall have the power to nominate any person, who is a member of the Association, possessing the necessary qualifications of a director, to act as alternate director in his place during his absence or inability to act as such director, provided that the appointment of an alternative director shall be approved by the Board, and on such appointment being made, the alternate director shall, in all respects, be subject to the terms, qualifications, and conditions existing with reference to the other directors of the Association. The alternate directors, whilst acting in the stead of the directors who appointed them, shall exercise and discharge all the powers, duties and functions of the directors they represent. The appointment of an alternate director shall be revoked, and the alternate director shall cease to hold office, whenever the director who appointed him ceases to be a director or gives notice to the Secretary of the Association that the alternate director representing him has ceased to do so, and in the event of the disqualification or resignation of any alternate director during the absence or inability to act for the director whom he represents, the vacancy so arising shall be filled by the chairman of the directors who shall nominate a person to fill such vacancy, subject to the approval of the board.

15. POWERS AND DUTIES OF DIRECTORS

The business of the Association shall be managed by the directors who may pay all expenses incurred in promoting and incorporating the Association, and may exercise all such powers of the Association as are not by the Act, or by these articles, required to be exercised by the Association in general meeting, subject to these articles, to the provisions of the Act, and to such regulations, not inconsistent with the aforesaid articles or provisions, as may be prescribed by the Association in general meeting, but no regulation prescribed by the Association in general meeting shall invalidate any prior act of the directors which would have been valid if such regulation had not been made.

16. MANAGING DIRECTOR

The directors may from time to time appoint one or more of their body to office of managing director or manager for such term



and at such remuneration as they think fit and may revoke such appointment subject to the terms of any agreement entered into in any particular case. A director so appointed shall not, while holding such office, be subject to retirement by rotation, or be taken into account in determining the rotation of retirement if he ceases for any reason to be a director. The directors may from time to time entrust to or confer upon a managing director or manager, for the time being, such of the powers and authorities vested in them as they may think fit, and may confer such powers and authorities for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they may think expedient, and they may confer such powers and authorities either collaterally or to the exclusion of, or in substitution for, all or any of the powers and authorities of the directors and may from time to time revoke or vary all or any of such powers and authorities.

17. MINUTES AND MINUTE BOOKS

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

- a. of all appointments of officers;
- b. of names of directors present at every meeting of the Association and of the directors; and
- c. of all the proceedings at all meetings of the Association and of the directors.

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

18. FOREIGN COMMITTEES

The directors may from time to time appoint persons resident in a foreign country with such powers and duties as the directors may from time to time determine. The directors may from time to time establish branch registers of members and transfer offices in foreign countries, close them at any time and may appoint and remove agents for any purposes in any foreign country.

19. DISQUALIFICATION OF DIRECTORS

The office of director shall be vacated if the director:

- 19.1 ceases to be director or become prohibited from being a director by virtue of the provision of the Act; or
- 19.2 resigns his office by notice in writing to the Association and the Registrar; or
- 19.3 for more than 6 (six) months is absent without permission of the directors from meetings of the directors held during that period; or
- 19.4 is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare his interest and the nature thereof in the manner required by the Act.

20. PERIOD OF OFFICE OF DIRECTORS

The directors shall hold office until such time as they become disqualified in terms of Article 19, and otherwise for a period of 2 (two) years whereupon they may stand for the re-election by the members.

21. REMOVAL OF DIRECTORS

Notwithstanding the provisions of any contract for the time being existing, the Association may by resolution remove any directors from office. The provisions of Section 220 of the Act, shall be complied with in connection with the removal of any directors.

22. PROCEEDINGS OF DIRECTORS

- 22.1 The directors may meet together for the despatch of business, adjourned and otherwise regulate their meeting as they deem fit. The quorum of directors necessary for the transaction of business may be fixed from time to time by the directors and unless so fixed shall, when the number of directors exceeds three, be three and when the number of directors does not exceed three, shall be two. A director who is not in the Republic of South Africa shall not, during such time as he is absent therefrom, be entitled to notice of any meeting. Questions arising at any meeting of the directors shall be decided by a majority of votes and in case of an equality of votes the chairman shall have a second or casting vote.
- 22.2 The continuing directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to these articles as the necessary quorum of directors, the continuing directors may act for the purpose of increasing the number of directors to that number, or of convening a general meeting of the Association, but for no other purpose.

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- 22.3 The directors may delegate any of their powers to the committees consisting of such member or members of their body as they think fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to any rules that may be imposed on it by the directors. Any committee so formed has the right to choose a chairman for its meetings. If such a chairman is not elected or if such a chairman is not present within 5 (five) minutes after the time which has been set for the holding of the meeting, the members present shall choose one of their number to be the chairman of such meeting. Any committee so formed may meet together for the despatch of business and adjourn as they see fit. Questions arising at such a meeting shall be decided by a majority of votes and in case of an equality of votes the chairman shall have a second casting vote.
- 22.4 In compliance with Section 234 to 241 of the Act, no director shall have a vote regarding the contract or proposed contract with the Association if he has an interest in such a contract or in any matter therefrom forthcoming. If such a vote is cast as meant in this paragraph, such a vote shall not be counted.
- 22.5 All acts done by any meeting of the directors or a committee of directors or by any person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such directors 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 were qualified to be a director.

23. ACCOUNTS

The directors shall cause such accounting records as are prescribed by Section 284 of the Act to be kept. Proper accounting records shall not be deemed to be kept if there are not kept such accounting records as are necessary fairly to present the state of affairs and business of the Association and to explain the transactions and the financial position of the trade or business of the Association. The accounting records shall be kept at the registered office of the Association or at such other place as the directors think fit, and shall always be open for inspection by the directors.

The directors shall from time to time determine whether and to what extent and at what time and place and under what conditions or regulations the accounting records of the company or any of them shall be open for inspection by members not being directors, and no member (not being a director) shall have any right of inspecting any accounting records or documents of the Association except as conferred by the Act or authorised by the directors or the Association in general meeting.

24. ANNUAL FINANCIAL STATEMENTS AND INTERIM REPORTS

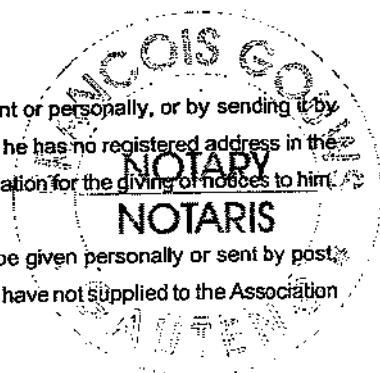
- 24.1 The directors shall from time to time, in accordance with the Section 286 and 288 of the Act, cause to be prepared and laid before the Association in general meeting such annual financial statement and group reports (if any) as are referred to in those sections.
- 24.2 The directors shall in compliance with Section 303 of the Act cause interim reports to be prepared, of which a copy will be sent to every member of the Association.
- 24.3 A copy of any financial statement which are to be laid before the Association in annual general meeting, shall not less than 21 (twenty one) days before the date of the meeting be sent to every member of the Association provided that this article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware.

25. AUDITORS

An auditor shall be appointed in compliance with chapter X of the Act. The appointment, powers, rights, remunerations and duties of the Auditors shall be regulated by the provision of the Act.

26. NOTICES

- 26.1 A notice may be given by the Association to any member either by advertisement or personally, or by sending it by post in a prepaid letter addressed to such member at his registered address or (if he has no registered address in the Republic) to the address (if any) within the Republic supplied by him to the Association for the giving of notices to him.
- 26.2 Notice of every general meeting shall be given in any manner authorised;
- 26.2.1 to every member of the Association except, in the case of notices to be given personally or sent by post, those members (having no registered address within the Republic) who have not supplied to the Association an address within the Republic for the giving notice to them;
- 26.2.2 to the Auditor for the time being of the Association.



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

26.3 Any notice by post shall be deemed to have been served at the time the letter obtaining the same was posted, and in proving the giving of the notice by post it shall be sufficient to prove that the letter containing the notice was properly addressed and posted.

26.4 The signature on a notice by the Association can be written or printed or partially written or partially printed.

26.5 If the Association has a seal, it may not be affixed to a document without the authorization of a resolution of the directors and it must be affixed in the manner and in compliance with the precautionary measures which the directors will from time to time lay down.

27. REPRESENTATION

The Association may sue or be sued in any Court of Law, in its corporate name. All powers of attorney, bonds, deeds, contracts and other documents which may be executed, shall be signed by the Chairman or in his absence the Vice-chairman of the Board of Directors of the Association.

28. BANKING ACCOUNT

A banking account may be opened in the name of the Association and all cheques drawn thereon shall be signed in such a manner as the Directors may from time to time determine, or as provided in these articles.

29. SPENDING AND/OR APPLICATION OF THE NET INCOME OF THE ASSOCIATION

At least 75% (seventy five per centum) of the net income of the Association will be applied in bringing about the purposes of the Association, within a period of 12 (twelve) months from the end of the financial year in which it has accumulated.

30. WINDING-UP, DEREGISTRATION OF DISSOLUTION

The winding-up, deregistration or dissolution of the Association will be dealt with as provided for in the memorandum of the Association, more specifically paragraph 6 (six) thereof.

