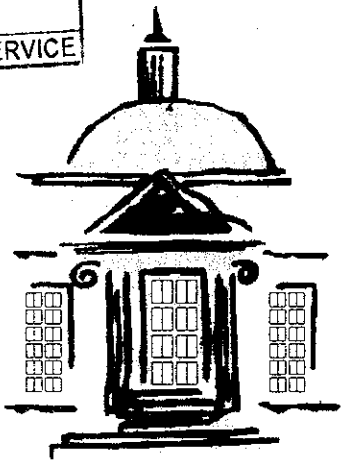


SUID-AFRIKAANSE POLISIEDIENS
COMMUNITY SERVICE CENTRE
 2011 -03- 09
 PRETORIA MOOT
SOUTH AFRICAN POLICE SERVICE



Cilliers Hattingh Ing.

Prokureurs, Boedelberedders, Arbeidsreg
 Konsultante & Transportbesorgers
 Attorneys, Administrators of Estates,
 Labour Law Consultants & Conveyancers

IK VERKLAR EN BEVESTIG DIT DOKUMENT IN WARE AFDRIEFTE TE HEEF
 VAN 'N OORSPRONKELIKE DOKUMENT WAT AAN MY VIER WAARNEMINGE TOEGE-
 WY EN VERBODER TOEKEN DAT, VOLGENS MY WAARNEMINGE, DAAR
 'N VERANDERING OF VERANDERING OF DIE OORSPRONKELIKE DOKUMENT
 GEDRAG HEEF.

I HEREBY STATE THAT THIS DOCUMENT IS A TRUE REPRODUCTION (COPY) OF
 THE ORIGINAL DOCUMENT WHICH WAS HANDED TO ME FOR AUTHENTICATION
 AND I CERTIFY THAT, FROM MY OBSERVATIONS, AN AMENDMENT OR
 CHANGE WAS NOT MADE TO THE ORIGINAL DOCUMENT.

Sebebi Scott
 HANDTEKENING / SIGNATURE

WAGTERSNUMMER 718960 RANG RANK

Atterbury Estate
 Atterbury Estate

Frikkie de Beerstraat 19 Frikkie de Beer Street
 Grondvloer / Ground floor
 Gebou 6 / Building 6
 MENLYN

Posbus / P.O. Box 72888
 Lynnwoodridge, 0040

Tel : (012) 348 9670 Fax : (012) 47 2285

Kennisgewing van Geregistreerde Kantoor en Posadres van Maatskappy
Notice of registered Office and Postal Address of Company

(Moet in tweevoud by inlywing en voor verandering van adresse ingedien word)
(To be lodged in duplicate upon incorporation and prior to change of addresses)

REGISTRASIENOMMER VAN MAATSKAPPY REGISTRATION NUMBER OF COMPANY	99 15928	REGISTERED OFFICE OF COMPANIES 28 / 99
--	----------	--

Naam van maatskappy
Name of Company EMPLOYMENT SOLUTIONS FOR PEOPLE WITH DISABILITIES (SECTION 21)

(a) Die ligging van die geregistreerde kantoor en die posadres van bogenoemde maatskappy is soos volg:
The situation of the registered office and the postal address of the above-mentioned company are as follows:

(i) Geregistreerde adres
Registered address NO 8 DR SAVAGE ROAD, PRETORIA, 0001

(ii) Posadres
Postal address P O BOX 25623, GEZINA, 0031

(b) Die datum van die beoogde veranderings in die adresse is
The date of the intended changes in the addresses is _____

(Beide adresse moet te alle tye verskaf word / Both addresses must be furnished at all times)

guintjes

09-06-1999

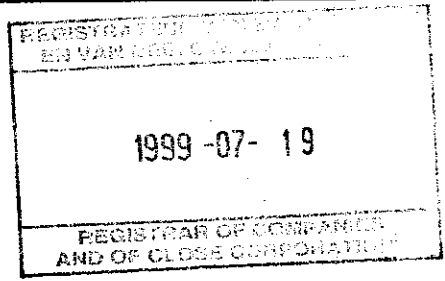
HANDTEKENING/SIGNATURE
(Direkteur/Sekretaris/Beampte / Director/Secretary/Officer

DATUM/DATE

Die veranderings tree in werking op / The changes take effect on _____

REGISTRATEUR VAN MAATSKAPPY
REGISTRAR OF COMPANIES

DATUM/DATE



Naam van maatskappy
Name of Company EMPLOYMENT SOLUTIONS FOR

PEOPLE WITH DISABILITIES (SEC

Posadres
Postal address P.O. BOX 25623

GEZINA

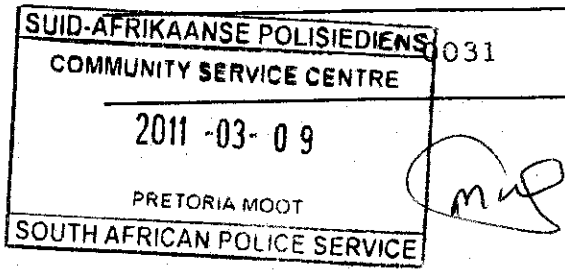
Kantoorgebruik / Office use

Dataverwerking / Data Processing

(1) Opgeneem/Recorded
Datum en paraaf
Date and initials _____

(2) Regstelling/Corrections
Datum en paraaf
Date and initials _____

Datumstempel van Registrasiekantoor vir Maatskappy
Date stamp of Companies Registration Office



Opgawe van besonderhede van maatskappyregister van direkteure, ouditeure en beamptes/
Return of particulars of company's register of directors, auditors and officers

CM 29

Gedateer
Dated

1999-07-26

Datum ontvang
Date received

Naam van maatskappy
Name of company

EMPLOYMENT SOLUTIONS FOR PEOPLE WITH DISABILITIES
(ASSOCIATION INCORPORATED UNDER SECTION 21)

Datumstempel van
registrasiekantoor
vir maatskappye/
Date stamp of
companies
registration office

Posadres
Postal address

P O BOX 25623, GEZINA 0031

1999-07-19

REGISTRAR OF COMPANIES
AND OF CLOSE CORPORATIONS

AFRIKAANSE POLISIEDIENS
COMMUNITY SERVICE CENTRE

2011-03-09

PRETORIA MOOT

SOUTH AFRICAN POLICE SERVICE

CM 29 PAGE 3

Geraproduseer deur Du Plessis & Eksteen Ing. kragtens die Staatsdrukker se Outeursregvergunning 10379 gedateer 10 Junie 1997

(b) Die datum van die beoogde veranderings in die adresse is
The date of the intended changes in the addresses is

(Beide adresse moet te alle tye verskaf word / Both addresses must be furnished at all times)

E. M. J. J. J.

09-06-1999

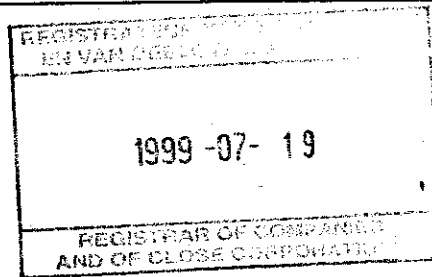
HANDTEKENING/SIGNATURE
(Direkteur/Sekretaris/Beampte / Director/Secretary/Officer)

DATUM/DATE

Die veranderings tree in werking op / The changes take effect on

REGISTRATEUR VAN MAATSKAPPYE
REGISTRAR OF COMPANIES

DATUM/DATE



Naam van maatskappy
Name of Company

EMPLOYMENT SOLUTIONS FOR
PEOPLE WITH DISABILITIES (SEC 21)

Posadres
Postal address

P.O. BOX 25623

GEZINA

0031

Kantoorgebruik / Office use

Dataverwerking / Data Processing

(1) Opgeneem/Recorded

Datum en paraaf
Date and initials

(2) Regstelling/Corrections

Datum en paraaf
Date and initials

Datumstempel van Registrasiekantoor vir
Maatskappye

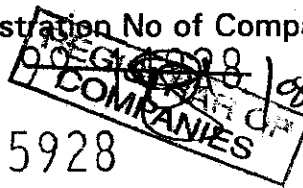
Date stamp of Companies Registration Off

REPUBLIC OF SOUTH AFRICA
COMPANIES ACT, 1973
(Section 64)

MEMORANDUM OF ASSOCIATION OF A COMPANY
NOT HAVING A SHARE CAPITAL

Registration No of Company

99 15928

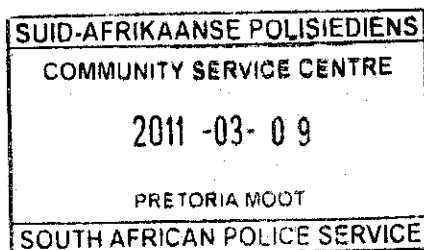


This is to certify that

EMPLOYMENT SOLUTIONS FOR PEOPLE WITH DISABILITIES
(ASSOCIATION INCORPORATED UNDER SECTION 21)

was this day incorporated under the Companies Act, 1973 (Act 61 of 1973) and that the Company is a company limited by guarantee and is incorporated under Section 21 of the Act.

SIGNED AND SEALED AT PRETORIA this 26
day of July One Thousand Nine Hundred and Ninety Nine.



[Signature]
REGISTRAR OF COMPANIES



Memorandum of association

OF A COMPANY NOT HAVING A SHARE CAPITAL

[Section 54 (1); regulation 17 (1) and 17 (3)]

Registration No. of Company 99 15928



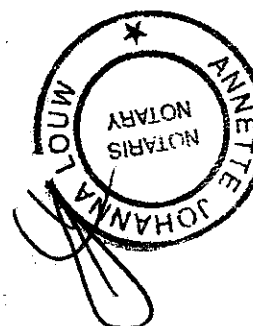
Paste revenue receipt here or affix revenue stamps here or impress revenue franking machine impression

REGISTRAR OF COMPANIES AND OF CLOSE CORPORATIONS
1999-07-19
REGISTRAR OF COMPANIES AND OF CLOSE CORPORATIONS

SUID-AFRIKAANSE POLISIEDIENS
COMMUNITY SERVICE CENTRE
2011-03-09
PRETORIA MOOT
SOUTH AFRICAN POLICE SERVICE

1. **Name**
 - (a) The name of the Company is
**EMPLOYMENT SOLUTIONS FOR PEOPLE WITH DISABILITIES
(ASSOCIATION INCORPORATED UNDER SECTION 21)**
 - (b) The name of the Company in the other official language of the Republic is
N/A
 - (c) The shortened form of the name of the Company is **N/A**

FINANCIAL YEAR END: **LAST DAY OF MARCH EACH YEAR**



2. PURPOSE DESCRIBING THE MAIN BUSINESS:

The main business of the company is:

EMPLOYMENT FOR PEOPLE WITH DISABILITIES

3. MAIN OBJECT

The main object of the company is:

PROVIDING EMPLOYMENT OPTIONS FOR PEOPLE WITH DISABILITIES

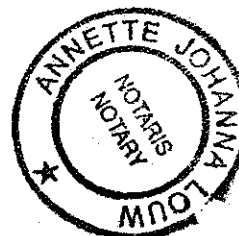
4. ANCILLARY OBJECT EXCLUDED:

The specific ancillary objects, if any, referred to in Section 33(1) of the Act, which are excluded from the unlimited ancillary objects of the Company are-

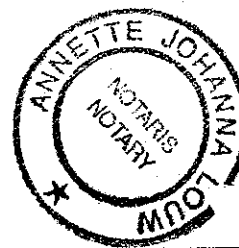
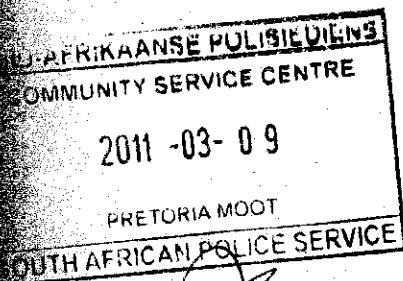
NONE

5. POWERS:

- 5.1 The powers mentioned under clauses (a), (b) and (c) of Schedule 2 of the Companies Act, will only be used in conformity with the main object of the Association.
- 5.2 The special powers or part of the powers of the company, which are excluded from the unlimited powers or from the powers set out in Schedule 2 to the Act are the following:
Powers, (p), (q) and (s).
- 5.3 The specific powers mentioned in the paragraphs hereunder, as set out in Schedule 2 of the Companies Act, Act 61 of 1973, applicable to the association are to be qualified as follows:



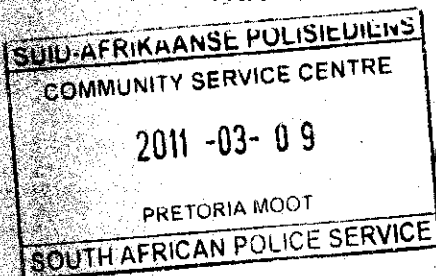
- 5.3.1 Powers mentioned in clauses (d) and (f) of Schedule 2 of the Companies Act, are hereby amended to read as follows:
 "Loans may only be granted to an entity with a principle business and main object similar to those of this Company. Funds available for investments may only be invested with a registered Financial Institution as described in Section 1 of the Financial Institutions Act of 1984 and in shares listed on a licensed Stock Exchange as described by the Stock Exchange Control Act of 1985".
- 5.3.2 The power mentioned in clauses (e) of Schedule 2 of the Companies Act, are hereby amended to read as follows:
 "To secure the payment of moneys borrowed in any manner including the mortgaging and pledging of property and, without detracting from the generality thereof, in particular by the issue of any kind of debenture or debenture stock, with or without security";
- 5.3.3 The power mentioned in clause (g) of Schedule 2 of the Companies Act, are hereby amended to read as follows:
 "Funds available for investment may only be invested at registered financial institutions as described in Section 1 of the Financial Institution (Investment of Funds) Act of 1984 and in shares listed on the licenced Stock Exchange as described in the Act of Control of the Stock Exchange of 1985 (Act 1 of 1985)";
- 5.3.4 The power mentioned in clause (j) of Schedule 2 of the Companies Act, are hereby amended to read as follows:
 "To enter into indemnities, guarantees and suretyship and to secure payment thereunder in any way, only regarding an entity having the same or similar objects as the company";
- 5.3.5 The power mentioned in clause (k) of Schedule 2 of the Companies Act, are hereby amended to read as follows:
 "To form and to have an interest in any company or companies having the same or similar objects to the company for the purpose of acquiring the undertaking or all or any of the assets or liabilities of that company or companies or for any other assets or liabilities of the company";



- 5.3.6 The power mentioned in clause (l) of Schedule 2 of the Companies Act, are hereby amended to read as follows: To amalgamate with other companies having the same or similar objects as the company”;
- 5.3.7 The power mentioned in clause (m) of Schedule 2 of the Companies Act, are hereby amended to read as follows: “To take part in the management, supervision and control of the business or operations of any other company or business having the same or similar objects as the company and to enter into partnership having the same or similar objects as the company and to enter into partnership having the same or similar objects as the company”;
- 5.3.8 The power mentioned in clause (n) Schedule 2 of the Companies Act, are hereby amended to read as follows: “To remunerate any person or persons in cash for services rendered in its formation or in the development of its activities”;
- 5.3.9 The power mentioned in clause (o) of Schedule 2 of the Companies Act, are hereby amended to read as follows: “To make donations provided that no donations may be made to members or directors of the company and only if such donations are made in accordance with the principle business of the association”;
- 5.3.10 The power mentioned in clause (r) of Schedule 2 of the Companies Act, are hereby amended to read as follows: “To pay gratuities and pensions and establish pension schemes and incentive schemes in respect of its employees and officials, but not its members and directors”.

6. CONDITIONS:

The special conditions which apply to the company and the requirements additional to those prescribed in the Act for their alteration are:



6.1 Section 21(2)(a) and (b) of the Act and read as follows:

6.1.1 "The income and property of the Company whensoever 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 Company or to its controlling or controlled Company; provide that nothing herein contained shall prevent the payment in good faith of reasonable remuneration to any officer or servant of the Company or to any member thereof in return for any serviced actually rendered to the company.

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

6.1.3 The said other association must be exempted from Income Tax in terms of section 10 of the Income Tax Act.

6.2 Special Conditions applicable to the Company and the requirement, if any, additional to those prescribed in the Act, read as follows:

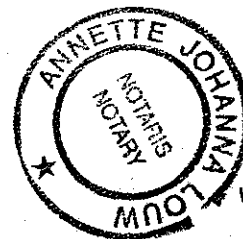
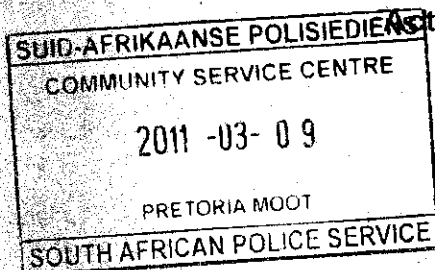
6.2.1 All donations to the Association must be irrevocable;

6.2.2 The activities of the Association will be situated in the Republic of South Africa and the funds will be applied in that area;

6.2.3 The Association will not conduct any business which includes, inter alia, ordinary trading activities in the commercial sense speculative transactions dividend exempted activities as well as the letting of properties on a systematic or ordinary basis;

6.2.4 Loans may only be made to an entity with a similar objective. Funds may only be invested with a registered Financial Institution as defined in Section 1 of the Financial Institutions

Act of 1984;

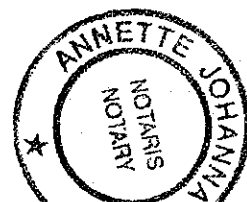


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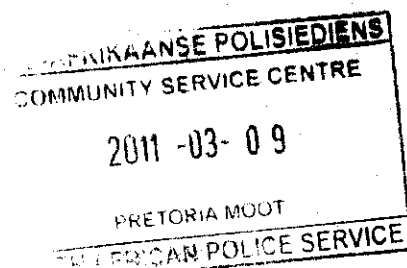
15. The chairman, failing one, then the Deputy Chairman of the Board of Directors shall preside as chairman at every General Meeting of the Association. If the Chairman or such Deputy Chairman of the board of directors is not present within 15 (fifteen) minutes after the time appointed for holding the meeting or if both are unwilling to act as chairman, those members present shall elect a chairman from their number and the meeting shall proceed to business, if otherwise duly constituted, in terms of the further provisions of these Articles of Association.
16. 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 at which the adjournment took place. When a meeting is adjourned, the provisions of articles 11 and 12 shall *mutatis mutandis* apply to such adjournment.
17. 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 result of the show of hands) demanded by the chairman or members referred to in Section 198(1)(b) of the Act, and, unless a poll is so demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried or 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 company, 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. The demand for a poll may be withdrawn.
18. If a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. Scrutineers shall be elected to determine the result of the poll. 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 demand, shall be entitled to a second or casting vote.
19. A poll demanded on the election of a chairman 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 chairman 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.



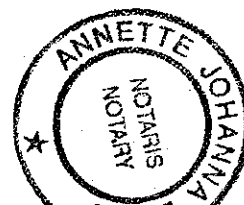
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12



15. The chairman, failing one, then the Deputy Chairman of the Board of Directors shall preside as chairman at every General Meeting of the Association. If the Chairman or such Deputy Chairman of the board of directors is not present within 15 (fifteen) minutes after the time appointed for holding the meeting or if both are unwilling to act as chairman, those members present shall elect a chairman from their number and the meeting shall proceed to business, if otherwise duly constituted, in terms of the further provisions of these Articles of Association.
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19. A poll demanded on the election of a chairman 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 chairman 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.



INSPECTION OF MINUTES

20. The minutes kept 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.

VOTES OF MEMBERS

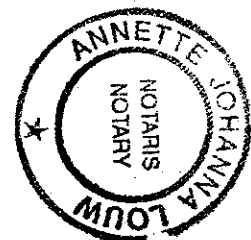
21. Every member present in person or by proxy and, if a member is a body corporate, its representative, shall have 1 (one) vote. The vote of the majority shall be binding on the minority.
22. The Chairman of the meeting shall have a casting vote in addition to his ordinary vote.

PROXIES

23. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his agent duly authorised in writing, or, if the appointer is a body corporate, under the hand of an officer or agent authorised by the body corporate. A proxy need not 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.
24. The instrument appointing a proxy and the power of attorney or other authority if any, under which it is signed or a notarially certified copy of such power of authority shall be deposited at the registered office of the Association not more 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.
25. The instrument appointing a proxy shall be in the following form or as near thereto as circumstances permit:

SUID-AFRIKAANSE POLISIEDIENS
COMMUNITY SERVICE CENTRE
2011 -03- 09
PRETORIA MOOT
SOUTH AFRICAN POLICE SERVICE

[Handwritten signature]



[Handwritten signature]

**EMPLOYMENT SOLUTIONS FOR PEOPLE WITH DISABILITIES
(ASSOCIATION INCORPORATED UNDER SECTION 21)**

I, _____
being a member of this association, 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 or
general meeting (as the case may be) of the association to be held on the _____
day of _____
and at any adjournment thereof as follows:

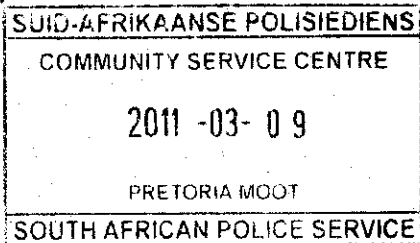
In favour Against Abstain from
Of voting

Resolution to _____
Resolution to _____
Resolution to _____

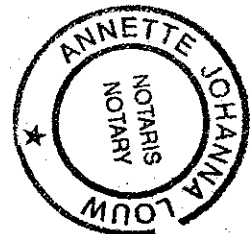
(Indicate instruction to proxy by way of a cross in space provided above)
Unless otherwise instructed, my proxy may vote as he thinks fit.

SIGNED this _____ day of _____

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



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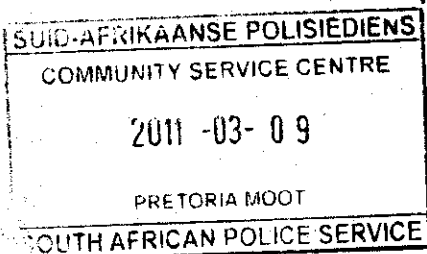
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DIRECTORS

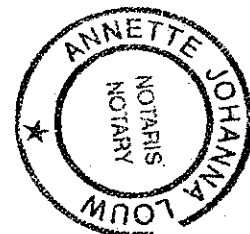
26. The number of the directors shall not be less than two and the names of the first directors may be determined in writing by a majority of the subscribers of the memorandum. Until directors are appointed, whether or not the directors have been named by a majority of the subscribers of the memorandum, every subscriber of the memorandum shall be deemed for all purposes to be a director of the company.
27. The remuneration of the directors shall from time to time be determined by the company in general meeting.
28. If any director be called upon to perform extra services or to make any special exertions in going or residing abroad, or otherwise, for any of the purposes of the company, the company may remunerate that director either by a fixed sum or otherwise as may be determined, and such remuneration may be either in addition to, or in substitution form the remuneration determined under Article 25.
29. The directors may by unanimous decision at any time appoint any other person as a director, either to fill a casual vacancy or as an addition to the Board, but so long as the total number of directors shall not at any time exceed the maximum number fixed, and provided that every appointment made in terms of this article shall be subject to the confirmation of the company in general meeting at the next Annual General Meeting thereof.
30. It shall be necessary for a director to be a member in the company in order to qualify him to act as such.

ALTERNATIVE DIRECTORS

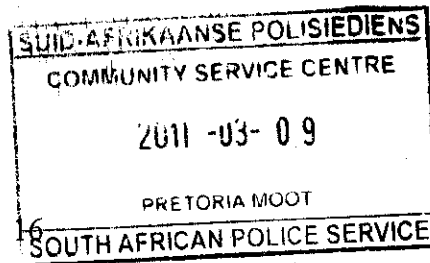
31. Each director shall have the power to nominate any person whether a member of the company or not possessing the necessary qualifications of a director, to act as alternate director in his place during his absence or inability to act as such director, provided that the appointment of an alternate 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 company.



mf



[Handwritten signature]



32. 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 who appointed him ceases to be a director or gives notice to the secretary of the company 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 of 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.

POWERS AND DUTIES OF DIRECTORS

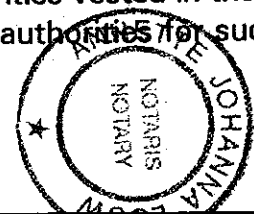
33. The business of the association shall be managed by the directors who may pay all expenses incurred in promoting and incorporating the Association, and may exercise all such powers of the Association as are not by the Act or by these Articles required to be exercised by the Association in General Meeting, subject to these Articles and 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 prescribed.

BORROWING POWERS

34. The directors may exercise all the power of the Association to borrow money and to mortgage or bind the undertaking and property or any part thereof.

MANAGING DIRECTOR

35. The directors may from time to time appoint a managing director for such term and at such remuneration as they may 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 taken into account in determining the rotation of retirement of directors; but his appointment shall determine if he ceases for any reason to be a director.
36. The directors may from time to time entrust to a confer upon an executive director 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 power and authorities.

MINUTES AND MINUTE BOOKS

- 37. 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 company and of the directors; and
 - (c) of all proceedings at all meetings of the company and of the directors.

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.

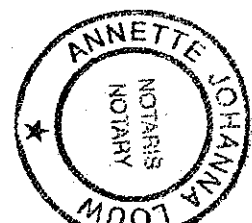
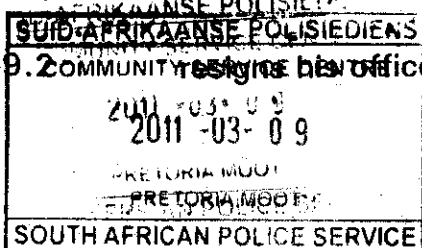
FOREIGN COMMITTEES

- 38. The directors may from time to time appoint persons resident in a foreign country to be a foreign committee for the company in that 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.

DISQUALIFICATION OF DIRECTORS

- 39. The office of director shall be vacated if the director:
 - 39.1 ceases to be a director or becomes prohibited from being a director by virtue of any provision of the Act; or

39.2 resigns his office by notice in writing to the Association; or

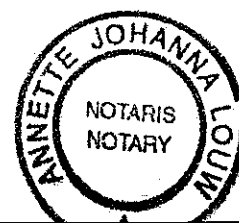


- 39.3 for more than six months absent without permission of the directors from meetings of directors held during that period; or
- 39.4 is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare his interest and the nature thereof in the manner required by the Act.
- 39.5 is removed from office by an ordinary resolution of the company.

PROCEEDINGS OF DIRECTORS

40. The directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they deem fit. Questions arising at any meeting shall be decided by a majority of votes. In the event of an equality of votes, the chairman shall have a second or casting vote. A director may, and the secretary on the requisition of a director shall, at any time convene a meeting of the directors.
41. Subject to the provisions of Section 234 to 241, inclusive, of the act, a director shall not vote in respect of any contract or proposed contract with the Association in which he is interested or any matter arising therefrom, and if he does so vote, his vote shall not be counted.
42. The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed, shall be 2 (TWO).
43. 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 company, but for no other purpose.
44. The directors may elect a chairman of their meetings and determine the period for which he is to hold office, but if no such chairman is elected, or if at any meeting the chairman is not present within 5 (five) minutes after the time appointed for holding the same, the directors present may elect one of their numbers to be chairman of the meeting.

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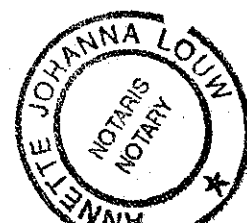





45. The directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to any rules that may be imposed on it by the directors.
46. A committee may elect a chairman of its meetings. If no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may elect one of their number to be chairman of the meeting.
47. A committee may meet and adjourn as it thinks fit. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the event of an equality of votes the chairman shall have a second or casting vote.
48. 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 persons 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 director.

ACCOUNTING RECORDS

49. 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 financial position of the Association.
50. The accounting records shall be kept at the registered office of the Association or at such other place or places as the directors think fit, and shall always be open to inspection by the directors.
51. The directors 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 or any of them shall be open to 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 by the Association in general meeting.





ANNUAL FINANCIAL STATEMENTS AND INTERIM REPORTS

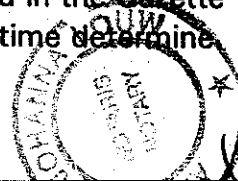
52. The directors shall from time to time, in accordance with Sections 286 and 288 of the Act, cause to be prepared and laid before the Association in General Meeting such annual financial statements as are referred to in those sections.
53. The directors shall, in accordance with Section 303 of the Act, prepare or cause to be prepared interim reports, a copy of which shall be sent to every member of the Association and to the Registrar.
54. A copy of the annual financial statements 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 and the Registrar: 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.

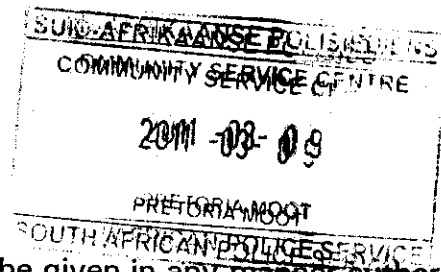
AUDIT

55. The duly appointed auditors of the company shall, subject to the provisions of the Act, hold office until another appointment or other appointments to the office shall be made at an annual general meeting of the company, and the provisions of Sections 270 and 271 of the Act shall apply to and be complied with in connection with any appointment proposed to be made, made or not made of an auditor or auditors of the company. The remuneration of the auditor or auditors shall be fixed by the company at each annual general meeting.
56. The appointment, powers, rights, remunerations and duties of the auditors shall be regulated by the provisions of the Act.

NOTICES

57. Notices 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) at the address (if any) within the Republic supplied by him to the Association for the giving of notices to him. Any notice which may be given by advertisement shall be inserted in the Gazette and in such newspapers as the directors may from time to time determine.





58. Notice of every general meeting shall be given in any manner authorised:
- 58.1 to every member of the Association except, in the case of notices to be given personally or sent by post, these members who (having no registered address within the Republic), have not supplied to the Association an address within the Republic for the giving of notices to them;
- 58.2 to the auditor for the time being of the Association.
- No other person shall be entitled to receive notice of general meetings.
59. Any notice by post shall be deemed to have been served at the time when the letter containing the same was duly posted, and any notice by advertisement shall be deemed to have been given on the day upon which the advertisement was published in the Gazette, 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.
60. The signature to any notice given by the Association may be written or printed, or partly written and partly printed.
61. If the Association has a seal, it shall not be affixed to any instrument except by the authority of a resolution of the directors, and shall be affixed in the manner and subject to such safeguards as the directors may from time to time determine.

WINDING-UP

62. If the Association be wound up, deregistered or dissolve, the assets remaining after payment of the debts and liabilities, will be given or transferred to an Association or Institute with a main object similar to this Associations' main object and which was appointed by the members on/before dissolution.
63. The members of the Association, may, with a special resolution, passed at a general meeting, resolved that the Association may be liquidated in terms of Section 350 of the Act and if so, the provision of Article 56 shall apply mutatis mutandis.



INDEMNITIES

Any director, and officer of the company, and any person employed by the company as auditor, shall be indemnified out of the funds of the company against all liability incurred by him as such director, officer or auditor, in defending any proceedings, whether civil or criminal, in which judgement is given in his favour, or in which he is acquitted, or in respect of any proceedings which are abandoned or in connection with any application under Section 248 of the Act in which relief is granted to him by the Court.

65. No director, officer or employee of the company shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for loss or expense happening to the company through the insufficiency or deficiency of any security in or upon which any of the moneys of the company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any moneys, securities or effects shall be deposited, or for any loss or damage occasioned by any error of judgement or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office, or in relation thereto, unless the same happen through his own negligence, default, breach of duty or breach of trust.

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