



COMPANIES AND INTELLECTUAL
PROPERTY REGISTRATION OFFICE

a member of the dti group

Date: 29/10/2009

Our Reference: 17592216

Box: **112820**

Sequence: **2**

SOLOMON NICOLSON REIN AND VERSTER INCORPORATED
Basket: SOLNIC

RE: Application to Register Company

We have received a CM3 from you dated 22/10/2009.

The Company 'CENTRE FOR ENVIRONMENTAL RIGHTS' was successfully registered on our database on 28/10/2009. Your reference number will be 2009/020736/08.

Note:

The lodged copy of this company's memorandum and articles of association has been accepted as a properly notarially certified copy and has accordingly been endorsed with the company registration particulars.

Yours truly

Registrar of Companies

JGN GBI

Please Note:

The attached certificate can be validated on the CIPRO web site at www.cipro.co.za.

The contents of the attached certificate was electronically transmitted to the South African Revenue Services.



COMPANIES AND INTELLECTUAL PROPERTY REGISTRATION OFFICE:

Registrar of Companies & Close Corporations

P.O. BOX 429, PRETORIA, 0001, Republic of South Africa. Docex 256, PRETORIA.

Call Centre Tel 086 184 3384, Website www.cipro.co.za, WAP www.cipro.co.za/mobile

**Certificate issued by the Registrar of Companies & Close
Corporations on Thursday, October 29, 2009 02:56
Certificate of Confirmation**



COMPANIES AND INTELLECTUAL
PROPERTY REGISTRATION OFFICE

a member of the ati group

Registration number	2009 / 020736 / 08
Enterprise Name	CENTRE FOR ENVIRONMENTAL RIGHTS
Enterprise Shortened Name	None provided.
Enterprise Translated Name	None provided.
Registration Date	28/10/2009
Business Start Date	28/10/2009
Enterprise Type	Section 21
Enterprise Status	In Business
Financial year end	February
Main Business/Main Object	THE ADVANCEMENT OF ENVIRONMENTAL RIGHTS INCLUDING THROUGH PROVISION OF ENVIRONMENTAL LEGAL ADVICE AND SERVICES AS A PUBLIC BENEFIT ORGANISATION
Postal address	P O BOX 53279 KENILWORTH 7700
Address of registered office	HANLEY HUDSON 6 ALIWAL ROAD KENILWORTH 7700



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COMPANIES AND INTELLECTUAL
 PROPERTY REGISTRATION OFFICE

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Registration number **2009 / 020736 / 08**
 Enterprise Name **CENTRE FOR ENVIRONMENTAL RIGHTS**

Auditors

Name **HANLEY HUDSON**
 Postal Address **P O BOX 53279**
 KENILWORTH
 7708

Active Directors / Officers

Surname and first names	ID number or date of birth	Director type	Appoint-ment date	Addresses
WINSTANLEY, TERRY JANE	6406290009086	Director	28/10/2009	Postal: P O BOX 695, CAPE TOWN, 8000 Residential: 53 HELY HUTCHINSON AVENUE, CAMPS BAY, 8005
AHSHENE, CAROLYN ELIZABETH	7506040186081	Director	28/10/2009	Postal: P O BOX 515, RANDBURG, 2125 Residential: 6 MOZART ROAD, RISIDALE, JOHANNESBURG, 2195
SMITH, LOUIS JOHANNES	7209035209089	Director	28/10/2009	Postal: P O BOX 627, STELLENBOSCH, 7599 Residential: 77 TREDONNE ESTATE, SOMERSET WEST, 7130
EASTWOOD, JOANNA AMY	7511040254087	Director	28/10/2009	Postal: 41 UPPER QUARTERDECK ROAD, KALK BAY, 7975 Residential: 41 UPPER QUARTERDECK ROAD, KALK BAY, 7975
LAW, STEPHEN MARK	5909215005080	Director	28/10/2009	Postal: P O BOX 13378, MOWBRAY, 7705 Residential: 15 PENRITH ROAD, KENILWORTH, 7708
FOURIE, MELISSA	7204260002085	Director	28/10/2009	Postal: 15 LANCASTER ROAD, RONDEBOSCH, 7700 Residential: 15 LANCASTER ROAD, RONDEBOSCH, 7700



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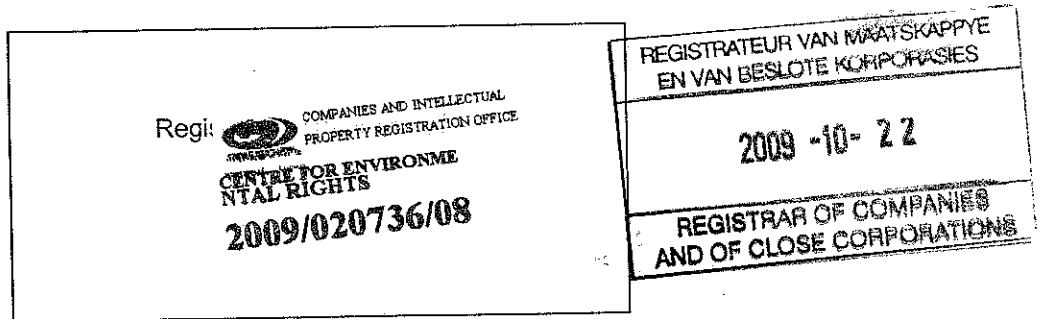
Republic of South Africa

Companies Act, 1973

(Section 64)

CERTIFICATE OF INCORPORATION

of a company not having a share capital



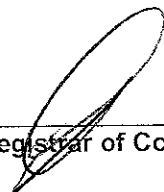
This is to certify that

CENTRE FOR ENVIRONMENTAL RIGHTS

(Association incorporated under section 21)

was this day incorporated under the Companies Act, 1973 (Act No. 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 October Two Thousand and Nine 2009.


Registrar of Companies

Republic of South Africa

Companies Act, 1973

(Section 64)

MEMORANDUM OF ASSOCIATION

of a company not having a share capital

[Section 54(1); Regulation 17(3)]



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

1. **NAME**

(a) The name of the company is :

CENTRE FOR ENVIRONMENTAL RIGHTS

(Association incorporated under section 21)

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(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

2. **PURPOSE DESCRIBING THE MAIN BUSINESS**

The main business which the company is to carry on :

“The advancement of environmental rights, including through provision of environmental legal advice and services, as a public benefit organisation approved in terms in terms of section 30 of the Income Tax Act No. 58 of 1962 as amended (“the Income Tax Act”), and the carrying on of the public benefit activities approved for the purpose of section 18A of the Income Tax Act, which may include –

- 2.1. the promotion of human rights (specifically the environmental rights entrenched in Section 24 of the Constitution) and participatory democracy in environmental decision-making;
- 2.2. the provision of environmental legal services for poor and needy persons, including other environmental donor-funded public benefit organisations;
- 2.3. educational enrichment, academic support, supplementary tuition or outreach programmes for the poor and needy through an internship programme that provides environmental legal training;
- 2.4. engaging in the conservation, rehabilitation or protection of the natural environment, including flora, fauna or the biosphere through the provision of legal support, advice and representation; and
- 2.5. the promotion of, and education and training programmes relating to, environmental awareness, greening, clean-up or sustainable development projects through an internship programme that provides environmental legal training.”

3. **MAIN OBJECT**

The main object of the company is :

“The advancement of environmental rights, including through provision of environmental legal advice and services, as a public benefit organisation approved in terms in terms of section 30 of the Income Tax Act No. 58 of 1962 as amended or replaced from time to time (“the Income Tax Act”), and the carrying on of the public benefit activities approved for the purpose of section 18A of the Income Tax Act, which may include –

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- 3.1. the promotion of human rights (specifically the environmental rights entrenched in Section 24 of the Constitution of the Republic of South Africa, 1996) and participatory democracy in environmental decision-making;
- 3.2. the provision of environmental legal services for poor and needy persons, including other environmental donor-funded public benefit organisations;
- 3.3. educational enrichment, academic support, supplementary tuition or outreach programmes for the poor and needy through an internship programme that provides environmental legal training;
- 3.4. engaging in the conservation, rehabilitation or protection of the natural environment, including flora, fauna or the biosphere through the provision of legal support, advice and representation; and
- 3.5. the promotion of, and education and training programmes relating to, environmental awareness, greening, clean-up or sustainable development projects through an internship programme that provides environmental legal training.”

4. **ANCILLARY OBJECTS 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 :

No specific ancillary objects are excluded.

5. **POWERS**

- (a) The specific powers or part of any powers of the company, if any, which are excluded from the plenary powers set out in schedule two to the Act :

Power (s) is hereby excluded.

The company shall not be entitled to distribute *in specie* or in kind any of its assets among its members.

- (b) The specific powers or part of any specific powers of the company set out in schedule 2 to the Act which are qualified under section 34 of the Act are :

- I. Power (k) to be modified to read as follows:

"To form and to have an interest in any company or companies or associations 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 associations or for any other purpose which may seem, directly or indirectly, calculated to benefit the company, and to transfer to any such company or companies

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or associations the undertaking or all or any assets or liabilities of the company."

II. Power (l) to be modified to read as follows :

"To amalgamate with other companies having the same or similar objects to the company."

III. Power (m) to be modified to read as follows :

"To take part in any management, supervision and control of business or operations of any other company or business having the same or similar objects as the company and to enter into partnerships having the same or similar objects as the company."

IV. Power (n) to be modified to read as follows :

"To remunerate any person or persons in cash or otherwise for services rendered in its formation or in the development of its business."

V. Power (o) to be modified to read as follows :

"To make donations only to organisations having the same or similar objects to that of the company."

VI. Power (r) to be modified to read as follows :

"To establish a pension scheme and medical aid scheme and any incentive scheme in respect of its employees."

6. CONDITIONS

Any special conditions which apply to the company and the requirements, if any, additional to those prescribed in the Act for their alteration are that the Company:

- 6.1. shall have at least three persons, who are not connected to each other, or related to each other, to accept the fiduciary responsibility of the company and no single person shall directly or indirectly control the decision making powers relating to the company;
- 6.2. shall be prohibited from distributing (directly or indirectly) any of its funds to any person otherwise than in the course of carrying out its object and is required to utilise its funds solely for the object for which it has been established;
- 6.3. shall further be required upon its winding-up, deregistration or dissolution that the assets of the company, remaining after the satisfaction of all its liabilities, be given or transferred to some other association or institution or organisation having objects similar to the company's main objects, which has been approved in terms of section 30 of the Income Tax Act or any association or institution or organisation which is exempt from tax under the provisions of

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section 10(1)(cA)(i) of the Income Tax Act which has as its sole or principal object the carrying on of any public benefit activity or to any department of state or administration in the national or provincial or local sphere of Government of the Republic as contemplated in section 10(1)(a) or (b) of the Income Tax Act, to be determined by the members of the company at or before the time of its dissolution or, failing such determination, by the Court;

- 6.4. shall not carry on any business undertaking or trading activity, unless the business undertaking or trading activity falls within the ambit of the provisions of section 10(1)(cN)(ii) of the Income Tax Act;
- 6.5. shall be required to submit to the Commissioner for the South African Revenue Service a copy of any amendment to the Memorandum and Articles of Association;
- 6.6. has not and will not pay any remuneration, as defined in the Fourth Schedule to the Income Tax Act, to any employee, office bearer, member or other person which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered and has not and will not economically benefit any person in a manner which is not consistent with its objects;
- 6.7. complies with such reporting requirements as may be determined by the Commissioner for the South African Revenue Service from time to time;
- 6.8. shall not accept any donation which is revocable at the instance of the donor for reasons other than for a material failure to conform to the designated purposes and conditions of such donation;
- 6.9. shall not accept any donation on which the donor (or any connected person) imposed any conditions from which the donor may derive (directly or indirectly) any benefit from the application of such donation;
- 6.10. shall not knowingly be a party to or knowingly permit, or has not knowingly permitted, itself to be used as part of any transaction, operation or scheme in terms of which the sole or main purpose is or was a reduction, postponement or avoidance of liability of any tax, duty or levy which, but for such transaction, operation or scheme would have been or would have become payable by any person in terms of the Income Tax Act or any other Act administered by the Commissioner of the South African Revenue Service.
- 6.11. shall not use its resources directly or indirectly to support, advance or oppose any political party;
- 6.12. no activity will directly or indirectly promote the economic self-interest of any fiduciary or employee of the company, otherwise than by way of reasonable remuneration;

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6.13. the income and property of the company wherever and however derived must 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 holding company or subsidiary: Provided 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 services actually rendered to the company, subject to the approval of the Board of directors.

7. PRE-INCORPORATION CONTRACTS

Not applicable.

8. GUARANTEE

8.1. The liability of members is limited to the amount set out in paragraph 8.2 and the amounts, if any, contributed by way of subscription and levies as contemplated in paragraph.

8.2. Each member undertakes to contribute to the assets of the company in the event of its being wound-up while he is a member or within one year after he has ceased to be a member, for payment of the debts and liabilities of the company contracted before he ceased to be a member, the amount of R1,00 (one rand).


9. FINANCIAL YEAR END:


The financial year end of the company shall be last day of February of each year.


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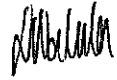
10. **ASSOCIATION CLAUSE**


We, the several persons whose full names, occupations, residential business and postal addresses are subscribed are desirous of being formed into a company in pursuance of this memorandum of association and we respectively agree to become members of the company.


Particulars of member		Date and signature of member or on behalf of member, duly authorised
<p>Full name:</p> <p>Occupation:</p> <p>Residential address:</p> <p>Business address:</p> <p>Postal address:</p>	<p>Wildlife and Environment Society of South Africa</p> <p>An association incorporated under Section 21 with registration number 1933/004658/08, PBO number 18/11/13/1903 and NPO number 000-716NPO</p> <p>N/A</p> <p>1 Karkloof Road, Howick</p> <p>PO Box 394, Howick, 3290</p>	<p>Date: 19 OCTOBER 2009</p> <p>Sign: </p>


Particulars of witness		Date and signature of witness
<p>Full name:</p> <p>Occupation:</p> <p>Residential address:</p> <p>Business address:</p> <p>Postal address:</p>	<p>DALE MAUDLEY WARBURTON</p> <p>CANDIDATE ATTORNEY</p> <p>36 MOSS STREET NEWLANDS 7700</p> <p>11 BUITENGRACHT STREET CAPE TOWN 8001</p> <p>36 MOSS STREET NEWLANDS 7700</p>	<p>Date: 19/10/2009</p> <p>Sign: </p>


Particulars of member		Date and signature of member or on behalf of member, duly authorised
Full name:	Endangered Wildlife Trust	Date: 19 OCTOBER 2009
Occupation:	Charitable trust with Master's reference number IT6247 and PBO number 930 001 777 and NPO number NPO015-502	Sign: 
Residential address:	N/A	
Business address:	The Gold Fields Environment Centre, Johannesburg Zoological Gardens, Eriksworld Way, Parkview	
Postal address:	Private Bag X11, Parkview, 2122	

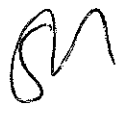
Particulars of witness		Date and signature of witness
Full name:	DALE MANOLEY WARBURTON	Date: 19/10/2009
Occupation:	CANDIDATE ATTORNEY	Sign: 
Residential address:	36 MOSS STREET NEWLANDS 7700	
Business address:	11 BUITENGRACHT STREET CAPE TOWN 8001	
Postal address:	36 MOSS STREET NEWLANDS 7700	


Particulars of member		Date and signature of member or on behalf of member, duly authorised
Full name:	Biowatch Trust	Date: 19 OCTOBER 2009
Occupation:	Charitable trust with Master's reference number IT4212/99, PBO number 930005517 and NPO number 032-199-NPO	Sign: 
Residential address:	N/A	
Business address:	49 Arnold Street, Observatory, Cape Town	
Postal address:	PO Box 13477, Mowbray 7705	


Particulars of witness		Date and signature of witness
Full name:	Deane Mandley Warburton	Date: 19/10/2009
Occupation:	Candidate Attorney	Sign: 
Residential address:	36 Moss Street Newlands 7700	
Business address:	11 Buitengracht Street Cape Town 8001	
Postal address:	36 Moss Street Newlands 7700	

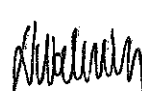
Particulars of member		Date and signature of member or on behalf of member, duly authorised
Full name:	Environmental Monitoring Group Trust	Date: 19 OCTOBER 2009
Occupation:	Charitable trust with Master's reference number IT921/95 and NPO number 024-269-NPO	Sign: 
Residential address:	N/A	
Business address:	10 Nuttall Road, Observatory, Cape Town	
Postal address:	PO Box 13378, 7705 Mowbray	


Particulars of witness		Date and signature of witness
Full name:	Date Mandlky Warburton	Date: 19/10/2009
Occupation:	Candidate Attorney	Sign: 
Residential address:	36 Moss Street Newlands 7700	
Business address:	11 Buitchgracht Street Cape Town 8001	
Postal address:	36 Moss Street Newlands 7700	


Particulars of member		Date and signature of member or on behalf of member, duly authorised
Full name:	Wilderness Foundation	Date: 19 OCTOBER 2009
Occupation:	Charitable trust with Master's reference number IT1179/1998, PBO number 18/11/13/632 and NPO number 009437	Sign: 
Residential address:	N/A	
Business address:	11 Newington Road, Richmond Hill, Centrahil, Port Elizabeth	
Postal address:	PO Box 12509, Centrahil, Port Elizabeth	


Particulars of witness		Date and signature of witness
Full name:	Date Mandley Warburton	Date: 19/10/2009
Occupation:	Candidate Attorney	Sign: 
Residential address:	36 Moss Street Newlands 7700	
Business address:	11 Buitengracht Street Cape Town 8001	
Postal address:	36 Moss Street Newlands 7700	


Particulars of member		Date and signature of member or on behalf of member, duly authorised
Full name:	groundwork	Date: 19 OCTOBER 2009
Occupation:	Charitable trust with Master's reference number IT 1877/99, PBO number 0048/002/18/2 and NPO number 045-235-NPO	Sign: 
Residential address:	N/A	
Business address:	6 Raven Street, Pietermaritzburg	
Postal address:	Box 2375, Pietermaritzburg, 3200	

Particulars of witness		Date and signature of witness
Full name:	Dale Mchale Warburton	Date: 19/10/2009
Occupation:	Candidate Attorney	Sign: 
Residential address:	36 Moss Street Newlands 7700	
Business address:	11 Buitengracht Street Cape Town 8001	
Postal address:	36 Moss Street Newlands 7700	

Particulars of member		Date and signature of member or on behalf of member, duly authorised
Full name:	Birdlife South Africa	Date: 19 OCTOBER 2009
Occupation:	A non-profit organisation with PBO number 930 004 518 and NPO number 001-298	Sign: 
Residential address:	N/A	
Business address:	Lewis House, 239 Barkston Drive, Blairgowrie, 2194	
Postal address:	PO Box 515, Randburg, 2125	

Particulars of witness		Date and signature of witness
Full name:	Dele Mandley Warburton	Date: 19/10/2009
Occupation:	Candidate Attorney	Sign: 
Residential address:	36 Moss Street Newlands 7706	
Business address:	11 Buitengracht Street Cape Town 8001	
Postal address:	36 Moss Street Newlands 7706	

Particulars of member		Date and signature of member or on behalf of member, duly authorised
Full name:	WWF South Africa	Date: 19 OCTOBER 2009
Occupation:	Foundation with PBO number 18/11/13/2490 and NPO number 003-226NPO	Sign: 
Residential address:	N/A	
Business address:	Millennia Park, 16 Stellantia Avenue, Stellenbosch, 7600	
Postal address:	Private Bag X2, Die Boord, 7613	

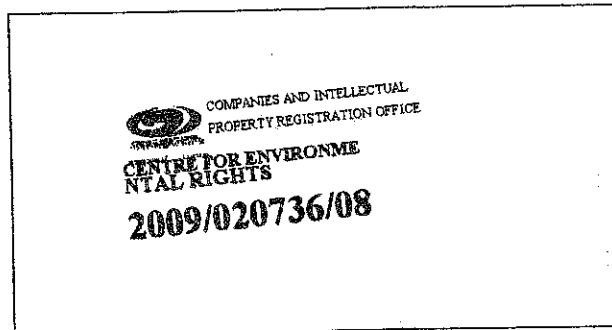
Particulars of witness		Date and signature of witness
Full name:	Dale Mandley Warburton	Date: 19/10/2009
Occupation:	Candidate Attorney	Sign: 
Residential address:	36 Moss Street Newlands 7700	
Business address:	11 Buitengracht Street Cape Town 8001	
Postal address:	36 Moss Street Newlands 7700	

REPUBLIC OF SOUTH AFRICA

COMPANIES ACT, 1973

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

(Section 60(1); Regulation 18)



Name of company : CENTRE FOR ENVIRONMENTAL RIGHTS

(Association incorporated under Section 21)

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A.

The Articles of Table A contained in Schedule 1 to the Companies Act, 1973, shall not apply to the company.

B.

The Articles of the company are as follows :

1. **INTERPRETATION**

In these Articles, unless the context otherwise requires -

- 1.1. **"Address"** shall include in regard to Electronic Post, any address furnished by the Member for such purpose;
- 1.2. **"Articles"** means the Articles of Association of the company;
- 1.3. **"Beneficiary"** means any person contemplated in the Memorandum of the company as covered by the main object of the company;
- 1.4. **"Companies Act"** means the Companies Act No. 61 of 1973, as amended or any Act which replaces it;
- 1.5. **"Electronic Post"** means electronic post as contemplated in the Companies Act;
- 1.6. **"Income Tax Act"** means the Income Tax Act No. 58 of 1962, as amended or any Act which replaces it;
- 1.7. **"In Writing"** includes, to the extent that the directors so resolve, Electronic Post but as regards any Member, only to the extent that such Member has notified the company of an Address to be used for the purposes of Electronic Post;
- 1.8. **"Member"** means the persons referred to in Article 4.1 and persons who become members in terms of Article 4.2;
- 1.9. **"Memorandum"** means the Memorandum of Association of the company;
- 1.10. **"Profits"** includes revenue and capital profits;
- 1.11. **"Register"** means the register of Members kept in terms of the Statutes;
- 1.12. **"Republic"** means the Republic of South Africa;
- 1.13. **"Section 18A"** means section 18A of the Income Tax Act, 1962;

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- 1.14. "Statutes" means the Companies Act and any and every other statute or ordinance from time to time in force concerning companies and necessarily affecting the company;
- 1.15. references to Members represented by proxy shall include Members represented by an agent appointed under a general or special power of attorney and references to Members present or acting in person shall include corporations represented or acting in the manner prescribed in the Statutes;
- 1.16. words in the singular number shall include the plural and words in the plural number shall include the singular, words importing the masculine gender shall include females, and words importing persons shall include created entities (corporate or not);
- 1.17. if figures are referred to in numerals and in words, if there is any conflict between the two, the words shall prevail;
- 1.18. expressions defined in these Articles shall bear the same meanings in schedules or annexures to these Articles which do not themselves contain their own definitions;
- 1.19. if any term is defined within the context of any particular Article in these Articles, the term so defined, unless it is clear from the Article in question that the term so defined has limited application to the relevant Article, shall bear the meaning ascribed to it for all purposes in terms of these Articles, notwithstanding that that term has not been defined in this interpretation clause;
- 1.20. any reference in this agreement to any other agreement or document shall be construed as a reference to such other agreement or document as same may have been, or may from time to time be, amended, varied, novated or supplemented;
- 1.21. the rule of construction that the contract shall be interpreted against the party responsible for the drafting or preparation of the contract, shall not apply to these Articles.

2. PRELIMINARY

- 2.1. If the provisions of these Articles are in any way inconsistent with the provisions of the Statutes, the provisions of the Statutes shall prevail, and these Articles shall be read in all respects subject to the Statutes.
- 2.2. Notwithstanding the omission from these Articles of any provision to that effect, the company may do anything which the Companies Act empowers a company to do if so authorised by its Articles of Association.

3. PUBLIC COMPANY

The company is an association incorporated under Section 21 and is regarded as a public company.

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4. MEMBERS

4.1. The first Members of the company shall be:

- 4.1.1. the **Wildlife and Environment Society of South Africa**, an association incorporated under Section 21 of the Companies Act with registration number 1933/004658/08, PBO number 18/11/13/1903 and NPO number 000-716NPO, with street address at 1 Karkloof Road, Howick and postal address at PO Box 394, Howick, 3290;
- 4.1.2. the **Endangered Wildlife Trust**, a charitable trust with Master's reference number IT6247 and PBO number 930 001 777 and NPO number NPO015-502, with street address at The Gold Fields Environment Centre, Johannesburg Zoological Gardens, Erlsworld Way, Parkview and postal address at Private Bag X11, Parkview, 2122;
- 4.1.3. the **Biowatch Trust**, a charitable trust with Master's reference number IT4212/99, PBO number 930005517 and NPO number 032-199-NPO, with street address at 49 Arnold Street, Observatory, Cape Town and postal address at PO Box 13477, Mowbray 7705;
- 4.1.4. the **Environmental Monitoring Group Trust**, a charitable trust with Master's reference number IT921/95 and NPO number 024-269-NPO, with street address at 10 Nuttall Road, Observatory, Cape Town and postal address at PO Box 13378, 7705 Mowbray;
- 4.1.5. the **Wilderness Foundation**, a charitable trust with Master's reference number IT1179/1998, PBO number 18/11/13/632 and NPO number 009437, with street address at 11 Newington Road, Richmond Hill, Centrahil, Port Elizabeth and postal address at PO Box 12509, Centrahil, Port Elizabeth;
- 4.1.6. **groundWork**, a charitable trust with Master's reference number IT 1877/99, PBO number 0048/002/18/2 and NPO number 045-235-NPO, with street address at 6 Raven Street, Pietermaritzburg and postal address at Box 2375, Pietermaritzburg, 3200;
- 4.1.7. **Birdlife South Africa**, a non-profit organisation with PBO number 930 004 518 and NPO number 001-298, with street address at Lewis House, 239 Barkston Drive, Blairgowrie, 2194 and postal address at PO Box 515, Randburg, 2125; and
- 4.1.8. **WWF South Africa**, a foundation with PBO number 18/11/13/2490 and NPO number 003-226NPO, with street address at Millennia Park, 16 Stellantia

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Avenue, Stellenbosch, 7600 and postal address at Private Bag X2, Die Boord, 7613.

4.2. Subject to the provisions of Article 4.4 to the contrary:

4.2.1. Any person who makes a written application to become a Member of the company and whose application is accepted by the directors shall be and become a Member of the company.

4.2.2. The executor of a deceased Member or the trustee or liquidator of an insolvent Member will become a Member of the company *ipso facto* upon receiving his appointment and will remain a Member, until he or she has resigned or been expelled, subject to the provision of Article 4.3. In case there is more than 1 (one) executor, trustee or liquidator, in the respective estates, the executors, trustees or liquidators thereof shall in each case count as 1 (one) Member, and shall in each case, for all purposes of the company, be represented by one of their number duly authorised thereto to the satisfaction of the chairperson of the meeting.

4.3. A Member shall *ipso facto* cease to be a Member of the company -

4.3.1. if his or her estate is finally sequestrated;

4.3.2. if, being a body corporate, an order for the final winding-up or judicial management of the Member is granted or a special resolution for the winding-up of the Member is duly passed and registered in terms of the Act;

4.3.3. if he or she is placed under curatorship;

4.3.4. if he or she, or a Member who is a body corporate, is removed as a Member by a majority of the Members or directors of the company;

4.3.5. if by notice In Writing to the company, he or she or a Member who is a body corporate, resigns as a Member.

4.4. Apart from the initial Members, the membership of the company, application for membership as well as the form of membership, as a member shall be determined by the directors.

5. MEETINGS OF MEMBERS

5.1. The company, at such times as are in the Statutes prescribed, shall hold general meetings of Members to be known and described in the notices calling such meetings as annual general meetings.

- 5.2. The directors may, whenever they think fit, convene a general meeting, and a general meeting shall also be convened on a requisition by Members representing not less than one-twentieth of the total voting rights of all the Members of the company having at the date of the lodgement of the requisition a right to vote at general meetings of the company or, in default, may be convened by the requisitionists as provided by and subject to the provisions of the Statutes. If at any time there shall not be within the Republic sufficient directors capable of acting to form a quorum, any director or any 2 (two) Members of the company may convene a general meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.
- 5.3. Every meeting of Members shall, unless otherwise resolved by the directors, be held in the city or town in which the company's registered office is for the time being situated.
- 5.4. Subject to the provisions of the Statutes relating to meetings of which special notice is required to be given, an annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 (twenty one) clear days' notice In Writing at the least, and a meeting of the company, other than an annual general meeting or a meeting for the passing of a special resolution, shall be called by 14 (fourteen) clear days' notice In Writing at the least. The accidental omission to give and/or the accidental giving of a defective notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting.

6. PROCEEDINGS AT MEETINGS OF MEMBERS

- 6.1. All business that is transacted at a general meeting, and all that is transacted at the annual general meeting, with the exception of the consideration of the audited financial statements, the election of auditors and the fixing of the remuneration of the auditors shall be deemed to be special business.
- 6.2. Business may be transacted at any meeting of Members only while a quorum is present.
- 6.3. Save as herein otherwise provided, the quorum at a meeting of Members shall be 3 (three) Members entitled to vote, personally present, or if a Member is a body corporate, represented.
- 6.4. If within 30 (thirty) minutes from 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 the same day in the next week, at the same time and place or, if that day be a public holiday, to the next succeeding day other than a public holiday, and if at such adjourned meeting a quorum is not present within 30 (thirty) minutes from the time appointed for the meeting then, subject to the Statutes, the Members or Member present shall be a quorum.



- 6.5. The chairperson, if any, of the board of directors shall preside as chairperson at every meeting of Members of the company. If there is no such chairperson, or if at any meeting he is not present within 15 (fifteen) minutes after the time appointed for holding the meeting or is unwilling to act as chairperson, the Members present shall choose some director or, if no director be present, or, if all the directors present decline to take the chair, they shall choose some Member present to be chairperson of the meeting.
- 6.6. The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned as a result of a direction given in terms of any applicable provision in the Statutes, notice of the adjourned meeting shall be given in the manner prescribed by such provision but, save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 6.7. At any meeting of Members a resolution put to the vote of the meeting shall be decided on a show of hands. A declaration by the chairperson that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book 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. No objection shall be raised as to the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is or may be given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection shall be referred to the chairperson of the meeting, whose decision shall be final and conclusive.
- 6.8. In the case of an equality of votes, the chairperson of the meeting shall not be entitled to a second or casting vote.
- 6.9. Subject to the provisions of the Statutes, a resolution In Writing signed by a majority of the persons for the time being entitled to receive notice of and to attend and vote at a meeting of Members or by duly authorised representatives on their behalf shall be as valid and effectual as if it had been passed at a meeting of the company duly convened and held.

7. VOTES OF MEMBERS

- 7.1. Each Member of the company present in person or by proxy or, if a Member is a body corporate, duly represented at any meeting of the company shall have 1 (one) vote.
- 7.2. Any Member shall be entitled to appoint a proxy. A proxy need not be a Member of the company.

- 7.3. The form 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 corporate body, under the hand of an officer or agent authorised by that body. The holder of a general or special power of attorney given by a Member shall be entitled to vote, if duly authorised under that power to attend and take part in the meetings and proceedings of the company or companies generally, whether or not he be himself or herself a Member of the company.
- 7.4. The form 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 or authority shall be deposited at the registered office of the company not less than 24 (twenty four) hours (or such lesser period as the directors may unanimously determine in relation to any particular meeting) before the time for holding the meeting (including an adjourned meeting) at which the person named in the form proposes to vote, and in default the form of proxy shall not be treated as valid unless the chairperson of the meeting determines in his discretion to treat it as valid at any time prior to the proposal of the first resolution. A Member shall be entitled, if any meeting is adjourned, to withdraw any proxy lodged in respect of the meeting and to lodge a new proxy in respect of the adjourned meeting in accordance with the foregoing. No form appointing a proxy shall be valid after the expiration of 6 (six) months from the date when it was signed, except at an adjourned meeting unless otherwise specifically stated in the proxy itself. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or mental disorder of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation In Writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
- 7.5. Subject to the provisions of the Companies Act, a form appointing a proxy may be in any usual or common form.

8. **POWERS OF MEMBERS**

- 8.1. The powers of Members shall be as set out in these articles and in the Statutes, and include but are not limited to:
- 8.1.1. the appointment and removal of directors in accordance with these articles;
 - 8.1.2. the election of auditors and the fixing of remuneration of auditors;
 - 8.1.3. approval of the audited financial statements;
 - 8.1.4. attending at least the annual general meeting of Members.

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9. DIRECTORS

- 9.1. Until otherwise determined by a meeting of Members, the number of directors shall not be less than 3 (three) nor more than 7 (seven).
- 9.2. The company may from time to time at any meeting of Members increase or reduce the number of directors.
- 9.3. Unless otherwise decided by a meeting of Members, any casual vacancy occurring in the board of directors may be filled by the directors.
- 9.4. The company at a meeting of Members or the directors shall have power at any time, and from time to time, to appoint any person as a director but so that the total number of directors shall not at any time exceed the maximum number fixed by or in terms of these Articles.
- 9.5. The directors shall retire from office in the following manner:
- 9.5.1. at the first annual general meeting of the company all the directors shall retire, except for the managing director; and at each succeeding annual general meeting of the company one-QUARTER of the directors (excluding the managing director and any director referred to in 9.5.3) or, if their number is not four or a multiple thereof, then the number nearest to but not less than one-quarter of the directors shall retire from office;□
- 9.5.2. the directors to retire in terms of 9.5.1 shall be those who have been longest in office since their last election, provided that:
- 9.5.2.1. if more than one of them were elected directors on the same day, those to retire shall be determined by lot unless those directors agree otherwise between themselves;□
- 9.5.2.2. if at any annual general meeting any director will have held office for three years since his election, he or she shall also retire at such annual general meeting;
- 9.5.3. any director appointed as such after the conclusion of the company's preceding annual general meeting shall retire from office at the conclusion of the annual general meeting held immediately after his appointment;□
- 9.5.4. a retiring director shall be eligible for re-election, and, if re-elected, shall be deemed not to have vacated his office;□
- 9.5.5. the annual general meeting at which a director retires may elect another person to fill the vacated office, and if it is not so filled the retiring director shall, if he or

she has offered himself or herself for re-election, be deemed to have been re-elected unless the annual general meeting expressly resolves not to fill such vacated office or not to re-elect such retiring director;□

- 9.5.6. no person other than a retiring director shall be eligible for election as a director at any annual general meeting unless the directors recommend otherwise, or unless not less than three nor more than twenty-one days before the date appointed for the annual general meeting a member who is entitled to attend and vote at such annual general meeting shall have lodged written notice proposing such person as a director, together with the consent of that person to be elected as a director.

10. REMUNERATION OF DIRECTORS

- 10.1. The remuneration of the directors shall from time to time be determined by the directors, but subject always to the provisions of conditions 6.1 and 6.6 of the company's Memorandum. The directors may also be paid all travelling, hotel and other expenses properly incurred by them in or about the performance of their duties as directors including those of attending and travelling to and from meetings of the directors or any committee of the directors or at any meeting of Members of the company.
- 10.2. The directors may pay any director who serves on any committee or who devotes special attention to the business of the company, or otherwise performs services which in the opinion of the directors are outside the scope of the ordinary duties of a director, such extra remuneration as they may determine.

11. BORROWING POWERS OF DIRECTORS

- 11.1. The directors may in their discretion, from time to time, raise or borrow from the Members or other persons any sums of money for the purposes of the company without limitation.
- 11.2. The directors may secure the payment or repayment of any sums of money borrowed or raised in terms of Article 11.1 or the payment of any debt, liability or obligation whatsoever of the company or of a third party, in such manner and upon such terms and conditions in all respects as they think fit.

12. GENERAL POWERS AND DUTIES OF DIRECTORS

- 12.1. The business of the company shall be managed by the directors who:

- 12.1.1. may exercise all such powers of the company as are not by the Statutes or by these Articles required to be exercised by the company at any meeting of Members (including, without derogating from the generality of the foregoing or

from the rights of the Members, the power to resolve that the company be wound up);

12.1.2. must nevertheless comply with the provisions of these Articles and of the Statutes; and

12.1.3. must also comply with any regulations prescribed by the company in general meeting, as long as those regulations are not inconsistent with these Articles or the Statutes. It is recorded that no regulation made by the company in general meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.

12.2. The net income, and also if and when deemed proper and necessary, portions of the capital (subject to compliance with all laws), of the company may be expended by the directors only in the pursuit of the objects of the company set forth in its Memorandum. Not less than 75% (seventy-five per cent) of the net income of and donations to the company for or in any financial year of its operation shall, except to the extent that the Commissioner for South African Revenue Service otherwise permits, be distributed and applied in terms of this Article during that or the next succeeding financial year. All donations of income or capital made to the company shall be irrevocable. Notwithstanding anything to the contrary herein contained, no donor nor any of the directors nor any relative of the donor or of any director may benefit from the income of the company.

12.3. The directors may from time to time appoint one or more of their body (provided always that the number of directors so appointed as managing director or joint managing directors and/or the holders of any other executive office including a chairperson who holds an executive office but not a chairperson who is a non-executive director shall at all times be less than one-half ($\frac{1}{2}$) of the number of directors in office) to the office of managing director or manager for such period and generally on such terms as they may think fit. The appointment of a managing director or manager shall determine *ipso facto* if he shall cease for any reason to be a director, or if the company at any meeting of Members shall resolve that his tenure of the office of managing director or manager be determined.

12.4. The directors may from time to time entrust to and confer upon a managing director or manager for the time being such of the powers vested in them as they may think fit, and may confer such powers for such time and to be exercised for such objects and upon such terms and with such restrictions as they may think expedient; and they may confer such powers either collaterally or to the exclusion of, and in substitution for, all or any of the powers of the directors, and may from time to time revoke or vary all or any of such powers. A managing director appointed pursuant to the provisions hereof shall not be regarded as an agent or delegate of the directors and after powers have been conferred upon him or her by the directors in terms hereof he shall be deemed to derive such powers directly from this Article.

- 12.5. The directors shall have the power from time to time to delegate or allocate to any one of their body or to any other person, whether in the Republic or not, such of the powers as are vested in the directors pursuant to the Statutes or under these Articles, as they may deem fit. Any such person/s to whom such powers are delegated in respect of a particular project or division operated by the company shall constitute a divisional board, which shall see to the operation of the project or division, subject always to the overriding authority of the directors. The directors may at any time revoke the delegation aforesaid, either to any particular person or to any divisional board as a whole.
- 12.6. The directors may delegate or allocate 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 regulations that may be imposed on it by the directors. Save as aforesaid, the meetings and proceedings of a committee consisting of more than 1 (one) member shall be governed by the provisions of these Articles regulating the meetings and proceedings of directors.

13. **DISQUALIFICATION AND PRIVILEGES OF DIRECTORS**

13.1. A director shall cease to hold office as such if -

- 13.1.1. he or she ceases to be a director by virtue of any of the provisions of the Statutes or becomes prohibited from being a director by reason of any order made under the Statutes; or
- 13.1.2. his or she estate is sequestrated or he or she files a petition for the surrender of his estate or an application for an administration order, or if he or she commits an act of insolvency as defined in the insolvency law for the time being in force, or if he or she makes any arrangement or composition with his creditors generally; or
- 13.1.3. he or she is found lunatic or becomes of unsound mind; or
- 13.1.4. he or she is removed by a resolution of the company as provided in the Statutes; or
- 13.1.5. he or she resigns his or her office by notice In Writing to the company;
- 13.1.6. he or she retires and is not re-elected in terms of 9.5; or
- 13.1.7. a notice removing him or her from office is signed by Members having a right to attend and vote at a meeting of Members who hold more than 51% (fifty one per cent) of the total voting rights of all the Members who are at that time entitled so

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to attend and vote and is delivered to the company or lodged at its registered office; or

13.1.8. he or she is otherwise removed in accordance with any provisions of these Articles.

13.2. No director or intending director shall be disqualified by his or her office from contracting with the company in any manner whatsoever.

13.3. Such director shall be entitled to vote at any board meeting or otherwise in relation to such contract as freely as if he or she were not interested therein and he or she shall be reckoned for the purpose of constituting a quorum of directors.

14. PROCEEDINGS OF DIRECTORS

14.1. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors.

14.2. The directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.

14.3. Unless otherwise resolved by the directors, all their meetings shall be held in the city or town where the company's registered office is for the time being situated.

14.4. Questions arising at any meeting of directors shall be decided by a majority of votes.

14.5. The chairperson shall not have a second or casting vote in the case of an equality of votes.

14.6. The directors may determine what period of notice shall be given of meetings of directors and may determine the means of giving such notice. It shall not be necessary to give notice of a meeting of directors to any director for the time being absent from the Republic.

14.7. A quorum shall consist of at least 3 (three) directors.

14.8. For the purpose hereof a director who has authorised another director to vote for him or her at a meeting in terms of Article 14.11 shall, if the director so authorised is present at the meeting, be deemed to be present himself or herself.

14.9. The continuing directors (or sole continuing director) 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 a quorum, the continuing directors or director may act only for the purpose of summoning a general meeting of the company. If there are no directors or director able and willing to act, and no specific provision is made in these Articles for the

appointment of directors, then any 2 (two) Members may summon a general meeting for the purpose of appointing directors.

14.10. Subject to the Statutes -

14.10.1. a resolution In Writing signed by the sole director or by a majority of the directors for the time being present in the Republic and being not less than are sufficient to form a quorum shall be as valid and effectual as if it had been passed at a meeting of the directors duly called and constituted;

14.10.2. Directors' meetings may be conducted by utilising conference telephone facilities, provided that the required quorum is met. For the avoidance of doubt, a resolution agreed to by a majority of the directors participating during the course of such proceedings shall be as valid and effectual as if it had been passed at a meeting of the directors duly called and constituted.

14.11. A director unable to attend a directors' meeting may authorise any other director to vote for him or her at that meeting, and in that event the director so authorised shall have a vote for each director by whom he is so authorised in addition to his own vote. Authority in terms of this Article must be In Writing (which may take the form of a telegram, cable or telex) and must be handed to the person presiding at the meeting at which it is to be used.

14.12. The directors may elect a chairperson of their meetings and determine the period for which he is to hold office; but if no such chairperson is elected, or if at any meeting the chairperson is not present within 15 (fifteen) minutes after the time appointed for holding it, the directors present may choose 1 (one) of their number to be chairperson of the meeting.

15. **VALIDITY OF ACTS OF DIRECTORS AND COMMITTEES**

As regards all persons dealing in good faith with the company, all acts done by any meeting of the directors or of 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 or continuance in office of any such directors or persons acting as aforesaid, or that they or any of them were disqualified or had ceased to hold office or were not entitled to vote, be as valid as if every such person had been duly appointed or was qualified or had continued to be a director or was entitled to vote, as the case may be.

16. **RESERVES**

The directors may set aside out of the Profits of the company and carry to reserve such sums as they think proper. All sums standing to the credit of revenue and general reserve shall at the discretion of the directors be applicable for meeting contingencies, for the gradual liquidation of any debt or liability of the company, for repairing, improving or maintaining any property of the company,

for meeting losses on realisation of or writing down investments either individually or in the aggregate, or for any other purpose to which Profits of the company may appropriately be applied. Pending such application such sums may either be employed in the business of the company (without being kept separate from the other assets of the company) or be invested. The directors may divide the reserve into such special reserves as they think fit and re-allocate the amounts of such reserves either in whole or in part to other special or general reserves and may consolidate into 1 (one) reserve any special reserves or any parts of any special reserves into which the reserve may have been divided. The directors may also carry forward any Profits without placing them to reserve.

17. NOTICES

- 17.1. Notices shall be served by the company upon each Member personally by transmission through the post in a prepaid letter, envelope or wrapper addressed to such Member at his registered Address or, subject to Article 18, by transmission by Electronic Post, or transmitted by telegram, telex or fax to his registered Address.
- 17.2. A Member shall be bound by every notice given in terms of Article 17.1.
- 17.3. The company shall not be bound to enter any person in the Register of Members until that person gives the company an Address for entry on the Register.
- 17.4. Any notice, if given by post, shall be deemed to have been served on the day following that on which the letter or envelope containing such notice is posted, and in proving the giving of the notice sent by post it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the Post Office.
- 17.5. When a given number of days' notice or notice extending over any period is required to be given, the day of service shall not be counted in such number of days or period.
- 17.6. Any notice required to be given by the company to the Members, or any of them, and not expressly provided for by these Articles, shall be sufficiently given if given, by advertisement in a Cape Town daily newspaper, provided that where a branch Register or transfer office has been established, such advertisement shall also be inserted in at least one daily newspaper circulating in the district in which any branch Register or transfer office is located. Any notice given by advertisement shall be deemed to have been served on the first day when the newspaper containing such advertisement shall be published.

18. ELECTRONIC COMMUNICATION

- 18.1. To the extent permitted by the Statutes from time to time but as regards any Member only to the extent that such Member has furnished an appropriate Address for electronic communication, any documents or notices referred to in these Articles, may be sent by Electronic Post.

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- 18.2. Any Member notifying the company of an Address for the purposes of receiving Electronic Post from the company, shall be deemed to have agreed to receive documents and notices by Electronic Post. Any amendment or withdrawal of any such notice from a Member, shall only take effect if signed by the Member and received by the company.
- 18.3. Any document or notice sent by Electronic Post, shall be deemed to be received by the Member at 09h00 on the day following that on which it was transmitted. Notwithstanding the foregoing, an electronic communication shall not be treated as having been received if it is rejected by virtue of virus protection measures.
- 18.4. As regards the signature of an electronic communication, it shall be in such form as the directors may require to demonstrate that the document or notice is genuine.

19. **INDEMNITY**

Every director, manager and officer of the company and every person (whether an officer of the company or not) employed by the company as auditor shall be indemnified out of the funds of the company against all liability incurred by him or her as such director, manager, officer or auditor in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted, or in connection with any application under Section 248 of the Companies Act or any amendment thereof in which relief is granted to him or her by the court.

20. **WINDING-UP**

If the company shall be wound up the liquidator shall comply with the provisions of clauses 5(a) and 6.2. of the company's Memorandum.

21. **PATRONS**

The directors may from time to time appoint patrons of the company for periods determined by the directors.

22. **SECTION 18A**

22.1. In order for the Company to qualify pursuant to section 18 A:

22.1.1. no donor to the company may nominate any person or persons to receive a bursary or loan, in a manner which is inconsistent with the provisions of the Income Tax Act;

22.1.2. the company shall -

22.1.2.1. not have the power to carry on any trade or business and for the purpose of this Article 22.1.2.1 the letting of property on a

systematic or regular basis, the carrying out of any speculative transactions and the carrying out of dividend stripping operations shall be deemed to be the carrying on of a trade;

22.1.2.2. not be empowered to purchase or acquire for any consideration shares or other securities except -

22.1.2.2.1. securities which are listed on a licensed stock exchange as defined in the Securities Services Act, 2004 or securities which are referred to in paragraph (iii) of the definition of "Securities" in that Act, other than options; and

22.1.2.2.2. units in a collective investment scheme operated in terms of the Collective Investment Schemes Control Act, 2002;

22.1.3. not be empowered to lend money except to a Beneficiary or to one or more financial institutions as defined in section 1 of the Financial Institutions (Protection of Funds) Act, 2001;

22.1.4. administer the company in such a manner as to preclude any donor from deriving any monetary advantage from the company itself;


22.2. Subject to Article 22.1 and Article 12.1 the board shall, in addition to all powers enjoyed by them under the common law or by Statute, have the following powers -


22.2.1. to accept and acquire for the purpose of the company any donations (provided that all donations to the company shall be irrevocable), bequests or payments from any person that may be given, bequeathed or paid by them;


22.2.2. to allow any Beneficiary, but only a Beneficiary, to occupy premises owned by the company free of charge.


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SIGNATORY TO ARTICLES OF ASSOCIATION


Particulars of member		Date and signature of member or on behalf of member, duly authorised
Full name:	Wildlife and Environment Society of South Africa	Date: 19 OCTOBER 2009
Occupation:	An association incorporated under Section 21 with registration number 1933/004658/08, PBO number 18/11/13/1903 and NPO number 000-716NPO	Sign: 
Residential address:	N/A	
Business address:	1 Karkloof Road, Howick	
Postal address:	PO Box 394, Howick, 3290	


Particulars of witness		Date and signature of witness
Full name:	DALE MANDLEY WARBURTON	Date: 19/10/2009
Occupation:	CANDIDATE ATTORNEY	Sign: 
Residential address:	36 MOSS STREET NEWLANDS 7700	
Business address:	11 BUITENGRACHT STREET CAPE TOWN 8001	
Postal address:	36 MOSS STREET NEWLANDS 7700	

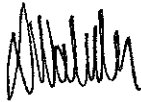
Particulars of member		Date and signature of member or on behalf of member, duly authorised
Full name:	Endangered Wildlife Trust	Date: 19 OCTOBER 2009
Occupation:	Charitable trust with Master's reference number IT6247 and PBO number 930 001 777 and NPO number NPO015-502	Sign: 
Residential address:	N/A	
Business address:	The Gold Fields Environment Centre, Johannesburg Zoological Gardens, Erlsworld Way, Parkview	
Postal address:	Private Bag X11, Parkview, 2122	


Particulars of witness		Date and signature of witness
Full name:	DALE MANDLEY WARBURTON	Date: 19/10/2009
Occupation:	CANDIDATE ATTORNEY	
Residential address:	36 MOSS STREET NEWLANDS 7700	Sign: 
Business address:	11 BUITENGRACHT CAPE TOWN 8001	
Postal address:	36 MOSS STREET NEWLANDS 7700	

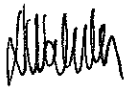
Particulars of member		Date and signature of member or on behalf of member, duly authorised
Full name:	Biowatch Trust	Date: 19 OCTOBER 2009
Occupation:	Charitable trust with Master's reference number IT4212/99, PBO number 930005517 and NPO number 032-199-NPO	Sign: 
Residential address:	N/A	
Business address:	49 Arnold Street, Observatory, Cape Town	
Postal address:	PO Box 13477, Mowbray 7705	


Particulars of witness		Date and signature of witness
Full name:	DALE MANDLEY WARBURTON	Date: 19/10/2009
Occupation:	CANDIDATE ATTORNEY	Sign: 
Residential address:	36 MOSS STREET NEWLANDS 7700	
Business address:	11 BUITENGRACHT STREET CAPE TOWN 8001	
Postal address:	36 MOSS STREET NEWLANDS 7700	

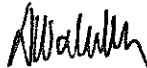
Particulars of member		Date and signature of member or on behalf of member, duly authorised
Full name:	Environmental Monitoring Group Trust	Date: 19 OCTOBER 2009
Occupation:	Charitable trust with Master's reference number IT921/95 and NPO number 024-269-NPO	Sign: 
Residential address:	N/A	
Business address:	10 Nuttall Road, Observatory, Cape Town	
Postal address:	PO Box 13378, 7705 Mowbray	


Particulars of witness		Date and signature of witness
Full name:	DALE MANLEY WARBURTON	Date: 19/10/2009
Occupation:	CANDIDATE ATTORNEY	Sign: 
Residential address:	36 Moss Street NEWLANDS 7700	
Business address:	11 BUITENGRACHT STREET CAPE TOWN 8001	
Postal address:	36 MOSS STREET NEWLANDS 7700	


Particulars of member		Date and signature of member or on behalf of member, duly authorised
Full name:	Wilderness Foundation	Date: 19 OCTOBER 2009
Occupation:	Charitable trust with Master's reference number IT1179/1998, PBO number 18/11/13/632 and NPO number 009437	Sign: 
Residential address:	N/A	
Business address:	11 Newington Road, Richmond Hill, Centrahil, Port Elizabeth	
Postal address:	PO Box 12509, Centrahil, Port Elizabeth	


Particulars of witness		Date and signature of witness
Full name:	Dale Mandley Warburton Candidate Attorney	Date: 19/10/2009
Occupation:		Sign: 
Residential address:	36 Moss Street Newlands 7700	
Business address:	11 Buitengracht Street Cape Town 8001	
Postal address:	36 Moss Street Newlands 7700	


Particulars of member		Date and signature of member or on behalf of member, duly authorised
Full name:	groundwork	Date: 19 OCTOBER 2009
Occupation:	Charitable trust with Master's reference number IT 1877/99, PBO number 0048/002/18/2 and NPO number 045-235-NPO	Sign: 
Residential address:	N/A	
Business address:	6 Raven Street, Pietermaritzburg	
Postal address:	Box 2375, Pietermaritzburg, 3200	

Particulars of witness		Date and signature of witness
Full name:	Dale Mendley Warburton	Date: 19/10/2009
Occupation:	Candidate Attorney	Sign: 
Residential address:	36 Moss Street Newlands 7700	
Business address:	11 Buitengracht Street Cape Town 8001	
Postal address:	36 Moss Street Newlands 7700	

Particulars of member		Date and signature of member or on behalf of member, duly authorised
Full name:	Birdlife South Africa	Date: 19 OCTOBER 2009
Occupation:	A non-profit organisation with PBO number 930 004 518 and NPO number 001-298	Sign: 
Residential address:	N/A	
Business address:	Lewis House, 239 Barkston Drive, Blairgowrie, 2194	
Postal address:	PO Box 515, Randburg, 2125	

Particulars of witness		Date and signature of witness
Full name:	Dale Mandley Warburton Candidate Attorney	Date: 19/10/2009
Occupation:		Sign: 
Residential address:	36 Moss Street Newlands 7700	
Business address:	11 Buitengracht Street Cape Town 8001	
Postal address:	36 Moss Street Newlands 7700	

Particulars of member		Date and signature of member or on behalf of member, duly authorised
Full name:	WWF South Africa	Date: 19 OCTOBER 2009
Occupation:	Foundation with PBO number 18/11/13/2490 and NPO number 003-226NPO	Sign: 
Residential address:	N/A	
Business address:	Millennia Park, 16 Stellantia Avenue, Stellenbosch, 7600	
Postal address:	Private Bag X2, Die Boord, 7613	


Particulars of witness		Date and signature of witness
Full name:	Dele Mendley Waburton	Date: 19/10/2009
Occupation:	Candidate Attorney	Sign: 
Residential address:	36 Moss Street Newlands 7700	
Business address:	11 Buitengracht Street Cape Town 8001	
Postal address:	36 Moss Street Newlands 7700	

MAATSKAPPYWET, 1973/COMPANIES ACT, 1973

(Artikel 170 / Section 170)

**Kennisgewing van Geregistreeerde 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)

REGISTRASIE-NOMMER VAN MAATSKAPPY REGISTRATION NUMBER OF COMPANY	 COMPANIES AND INTELLECTUAL PROPERTY REGISTRATION OFFICE CENTRE FOR ENVIRONMENTAL RIGHTS 2009/020736/08
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Naam van maatskappy
Name of Company CENTRE FOR ENVIRONMENTAL RIGHTS (ASSOCIATION INCORPORATED UNDER SECTION 21)

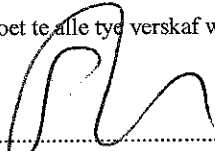
(a) Die ligging van die geregistreeerde kantoor en die posadres van bogenoemde maatskappy is soos volg:
The situation of the registered office and the postal address of the above-mentioned company are as follows:

(i) Geregistreeerde adres
Registered address HANLEY HUDSON, 6 ALIWAL ROAD, KENILWORTH, 7700

(ii) Posadres
Postal address PO BOX 53279, KENILWORTH, 7745

(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)



19 October 2009
DATUM/DATE

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

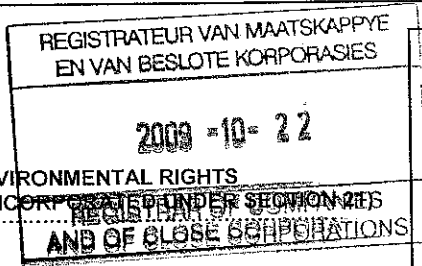
Die veranderings tree in werking op / The changes take effect on.....

REGISTRATEUR VAN MAATSKAPPY
REGISTRAR OF COMPANIES

DATUM/DATE

Naam van maatskappy
Name of Company CENTRE FOR ENVIRONMENTAL RIGHTS
(ASSOCIATION INCORPORATED UNDER SECTION 21
AND OF CLOSE CORPORATIONS)

Posadres
Postal address PO BOX 53279, KENILWORTH, 7745



<u>Kantoorgebruik / Office use</u>	
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	

NOTICE OF, CONSENT TO
CHANGE OF NAME, OR RESIGNATION BY AUDITOR OR REMOVAL OF AUDITOR

SECTIONS 172(3) (c), 269, 271, 273, 276, 277, 278, 280, 322(1) (c) and 325

NAME OF COMPANY CENTRE FOR ENVIRONMENTAL RIGHTS
* Mark the applicable square in Part I or II (ASSOCIATION INCORPORATED UNDER SECTION 21)
CENTRE FOR ENVIRONMENTAL RIGHTS

PART I (To be completed by the auditor concerned and to be sent to the company for completion of PAF 2009/020736/08)

*A APPOINTMENT:
I HANLEY HUDSON consent to my appointment as auditor of the company as from DATE OF INCORPORATION and declare that I am not disqualified in terms section 275 of the Companies Act, 1973 for the appointment.

*B CHANGE OF NAME:
The firm _____ has with effect from _____ 20____ changed its name and will in future be known as _____

Date 19 OCTOBER 2009 20 09

Signature [Handwritten Signature]
Auditor

Situation of office 6 ALIWAAL ROAD
KENILWORTH
7745

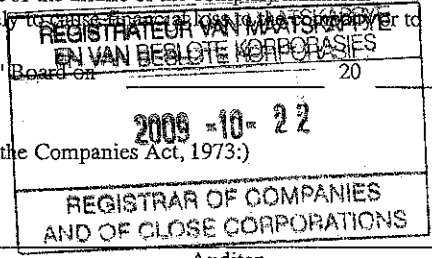
Postal address P.O. BOX 53279
KENILWORTH
7708

PART II (To be completed by the auditor concerned and original to be lodged with Registrar and duplicate to be sent to the company for completion of PART III and lodgement with Registrar)

*C RESIGNATION:
I _____ resign as auditor of the abovementioned and declare that
(a) as at the date of this notice I have no reason to believe that in the conduct of the affairs of the company a material irregularity has taken place, or is taking place which has caused or is likely to cause damage to the company or to any of its members or creditors;
(b) I reported a material irregularity to the Public Accountants' and Auditors' Board on _____ 20____ in terms of the Public Accountants' and Auditors' Act, 1951.
(Note: This resignation shall take effect on the date upon which another auditor is appointed in terms of section 280(3) and (4) of the Companies Act, 1973:)

Date _____ 20____

Signature _____
Auditor



PART III (To be completed by the company concerned and lodged with Registrar)

*D STATEMENT:
The auditor of the abovementioned company was removed/not reappointed in terms of section 277/278 of the Companies Act, 1973 on _____ 20____ The vacation of office/particulars pertaining to the matters reflected in Part I/II have been entered in the register in compliance with section 215 of the Companies Act, 1973.

Date _____ 20____

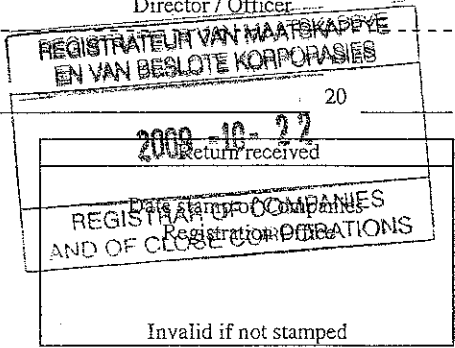
Signature _____
Director / Officer

(To be completed by the auditor or company concerned and lodged with the Registrar)

NOTICE RELATING TO A CHANGE IN RESPECT OF AN AUDITOR DATED _____

Name of auditor / company HANLEY HUDSON

Postal address PO BOX 53279
KENILWORTH
7708



Invalid if not stamped