

Biccari Bollo Mariano

## NOTARIAL CERTIFICATE

I, the undersigned, **FRANCESCO ENRICO BICCARI**, Notary Public of the Transvaal Provincial Division of the High Court of South Africa, residing and practising at Johannesburg, Gauteng, Republic of South Africa, by lawful authority duly admitted and sworn, do hereby certify and attest that on the 20<sup>th</sup> day of October 2000 the attached documents being the Memorandum of Articles of Association of the Company named:-

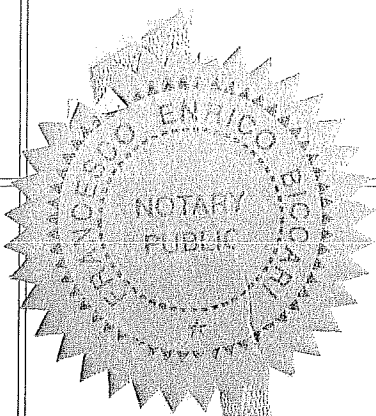
**DOWER ESTATE HOMEOWNERS  
ASSOCIATION**

(Association Incorporated under  
Section 21)

Are true and correct copies of the originals which were prepared by Biccari Bollo Mariano Attorneys, 112 Oxford Road, Houghton Estate, Johannesburg.

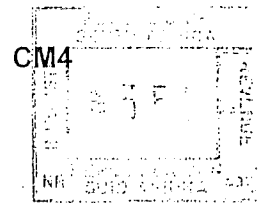
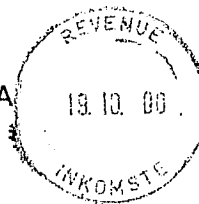
**DATED AT JOHNNESBURG ON THIS  
THE 20<sup>TH</sup> DAY OF OCTOBER 2000**

  
**QUOD ATTESTOR  
NOTARY PUBLIC**



REPUBLIC OF SOUTH AFRICA

COMPANIES ACT 1973



MEMORANDUM OF ASSOCIATION OF A COMPANY NOT HAVING A SHARE CAPITAL

SECTION 54(1): REGULATION 17(3)

REGISTRAR SA Companies Registration C  
DOWER ESTATE HOMEOWNERS ASSOC

2000/027347/08

FINANCIAL YEAR END



I NAME:

- (a) The name of the company is

DOWER ESTATE HOMEOWNERS ASSOCIATION (ASSOCIATION INCORPORATED UNDER SECTION 21)

- (b) The name of the company in the other official language of the Republic is  
NONE

- (c) Shortened form of the name of the company  
NONE

II PURPOSE DESCRIBING THE MAIN BUSINESS

The main business which the company is to carry on is:

MANAGEMENT OF THE DOWERGLEN EXTENSION 4 IMPROVEMENT DISTRICT

III MAIN OBJECTS

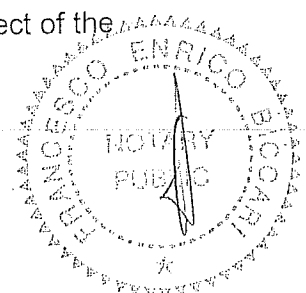
The main object of the company is:

MANAGEMENT OF THE DOWERGLEN EXTENSION 4 IMPROVEMENT DISTRICT

IV. ANCILLARY OBJECTS EXCLUDED

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

Any ancillary objects which are not in accordance with the main object of the Company.



V. SPECIAL LIMITATION ON POWERS

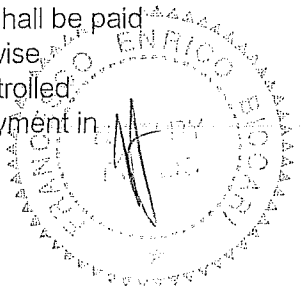
Powers (a), (b) and (c) as set out in Schedule 2 of the Act shall be exercised only in accordance with the main object of the company.

VI. POWERS

- (a) The specific power or part of any powers of the company which are excluded from the plenary powers set out in Schedule 2 of the Act are power (f), (j), (o), (p), (q) and (s).
- (b) The specific powers or part of any powers of the company set out in Schedule 2 to the Act which are qualified:-
- (i) Power (k) to be modified to read as follows:-
- "To form and to have an interest in any company or companies provided such company or companies have objects similar to the objects of the company for the purpose of acquiring the undertaking or all or any of the assets or any of the liabilities of that company or companies 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 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 provided such other companies have objects similar to the objects of the Company".
- (iii) Power (m) to be modified to read as follows:-
- "To take part in the management, supervision and control of the business or operation of any other company or business and to enter into partnerships provided such company, business or partnership has objects similar to the objects of the Company".
- (iv) Power (n) to be modified to read as follows:-
- "To remunerate any person or persons in cash for services rendered in its formation or in the development of its business".
- (v) Power (r) to be modified to read as follows:-
- "To pay gratuities and pensions and establish pension schemes, in respect of its officers and employees".

VII. CONDITIONS

- (i) 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 whatsoever, to the members of the company or to its controlling or controlled company: 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.

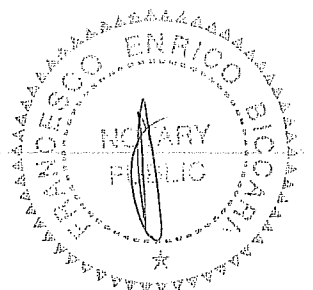
- (ii) Upon its winding up, deregistration or dissolution the assets of the company remaining after the satisfaction of all its liabilities shall be given or transferred to some other association or institution, associations or institutions which has/have objects the same or similar to its main object, to be determined by the members of the company at or before the time of its dissolution or, failing such determination, by the Court.
- (iii) The activities of the company shall be directed wholly or mainly to the furtherance of its main object.

VIII. PRE-INCORPORATION CONTRACTS (if any)

NIL

IX. GUARANTEE CLAUSE

- (i) The liability of members is limited to the amount set out in sub-paragraph (ii) below;
- (ii) 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 R10,00.



We, the several persons whose names, addresses and occupations 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.

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#### PARTICULARS OF SUBSCRIBER

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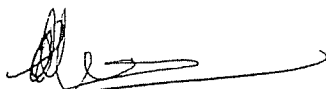
Full Names: CYRIL JOHN SCHROEDER

Occupation: Director.

Residential Address: 32 BRUBRA STREET, DOWENGLAN EST L,

Business Address: 175 WROUSE

Signature of Subscriber:



Date: 17 OCTOBER 2000.

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#### PARTICULARS OF WITNESS

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Full Names: STEVEN CHARLES ALBRECHT

Occupation: CANDIDATE ATTORNEY

Residential Address: 1 VULCAN ST, KENSINGTON, JH3  
2094

Business Address: 112 OXFORD RD, HOUGHTON EST, JH3

Signature of witness:



Date:

17 OCTOBER 2000



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PARTICULARS OF SUBSCRIBER

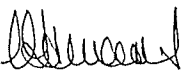
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Full Names: CAROLINA ANN STEWART

Occupation: BUSINESS WOMAN

Residential Address: 32 AMANDEL AVE, DOWERGREEN EXT4, EDENVALE

Business Address: 14 LUXSFIELD RD, EDENVALE

Signature of Subscriber: 

Date: 14 OCTOBER 2000

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PARTICULARS OF WITNESS

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Full Names: STEVEN CHARLES ALBRECHT

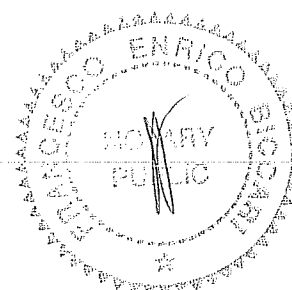
Occupation: CANDIDATE ATTORNEY

Residential Address: 1 VULCAN ST, KENSINGTON, JHB  
2094

Business Address: 112 OXFORD RD, HOUGHTON EST, JHB

Signature of witness: 

Date: 17 OCTOBER 2000



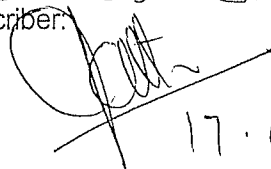
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PARTICULARS OF SUBSCRIBER

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Full Names: JOHN HOWARD LATTEZ

Occupation: DIRECTOR

Residential Address: 15 WAXBURY ST  
DOWERTON EST 4.Business Address: BELVEDERE TRADING  
56 DERRICK RD SPARTAN.Signature of Subscriber: 

Date:

17.10.2000

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PARTICULARS OF WITNESS

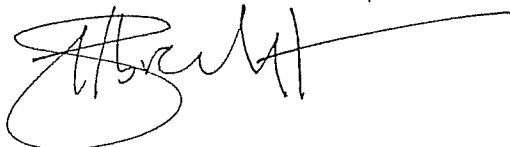
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Full Names: STEVEN CHARLES ALBRECHT

Occupation: CANDIDATE ATTORNEY

Residential Address: #1 VULCAN ST, KENSINGTON, JHB, 2094

Business Address: 112 OXFORD RD, HOUGHTON EST, JHB

Signature of witness: 

Date:

17.10.2000



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PARTICULARS OF SUBSCRIBER

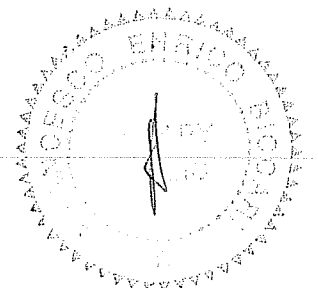
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Full Names: BARRIE STRONGOccupation: DIRECTORResidential Address: 35c JUNIPER DRIVE, DOWERLEN EXT 4Business Address: RAND RESOURCES (PTY) LTD, PO Box 29044,  
SANDRINGHAM, 2131Signature of Subscriber: B. StrongDate: 17.10.2000

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PARTICULARS OF WITNESS

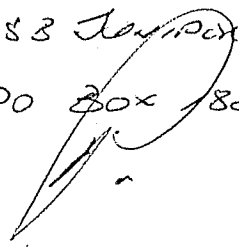
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Full Names: STEVEN CHARLES AUSRECHTOccupation: CANDIDATE ATTORNEYResidential Address: 1 VULCAN ST, KENSINGTON, JHB, 2094Business Address: 112 OXFORD RD, Houghton EST, JHBSignature of witness: [Signature]Date: 17.10.2000

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PARTICULARS OF SUBSCRIBER

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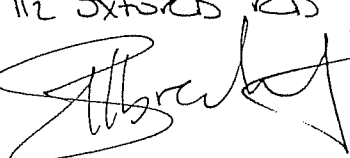
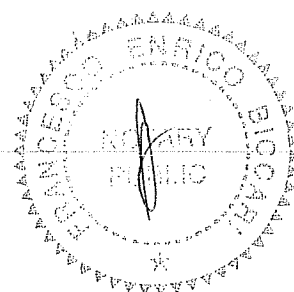
Full Names: *Norman Robert Preston*Occupation: *Director*Residential Address: *383 Lymington Drive Douglas Glen 1609*Business Address: *PO Box 1823 Beaufort Glen 0008*Signature of Subscriber: Date: *17/10/00*

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PARTICULARS OF WITNESS

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Full Names: *STEVEN CHARLES AUBRECHT*Occupation: *CANDIDATE ATTORNEY*Residential Address: *1 VULCAN ST, KENSINGTON, THB, 2014*Business Address: *112 OXFORD RD, HOUGHTON EST, THB*Signature of witness: Date: *17.10.2000*

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**PARTICULARS OF SUBSCRIBER**


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Full Names:

JONATHAN JASON HALL.

Occupation:

FINANCIAL ADMINISTRATOR.

Residential Address:

34 SUMMIT DRIVE DONERLYN CT 4.

Business Address:

P. O. BOX 3261 EDENVALE 1610.

Signature of Subscriber:



Date:

17.10.2000.

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**PARTICULARS OF WITNESS**


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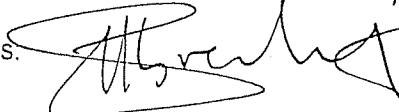
Full Names: STEVEN CHARLES AUBRECHT

Occupation: CANDIDATE ATTORNEY

Residential Address: 1 VULCAN ST, KENSINGTON, JHB, 2094

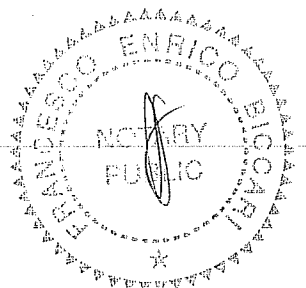
Business Address: 112 OXFORD RD, HOUGHTON EST, JHB

Signature of witness:



Date:


17.10.2000



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PARTICULARS OF SUBSCRIBER

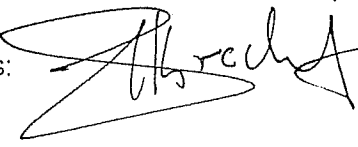
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Full Names: ALAN WOODWARD,Occupation: Doctor,Residential Address: 56 Pavilion - Jubilee Drive  
Doveridge.Business Address: P.O. Box 525 ERMWALE,Signature of Subscriber: Date: 12/10/2000

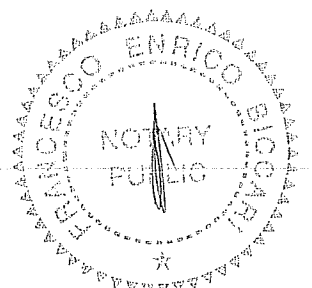
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PARTICULARS OF WITNESS

---

Full Names: STEVEN CHARLES ALBRECHTOccupation: CANDIDATE ATTORNEYResidential Address: 1 VULCAN ST, KENSINGTON, JHB, 2094Business Address: 112 OXFORD RD, HOUGHTON ESTATE, JHBSignature of witness: Date: 18.10.2000

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REPUBLIC OF SOUTH AFRICA

COMPANIES ACT 1973

ARTICLES OF ASSOCIATION OF A COMPANY NOT HAVING A SHARE CAPITAL

SECTION 60(1): REGULATION 18

REGISTRAR

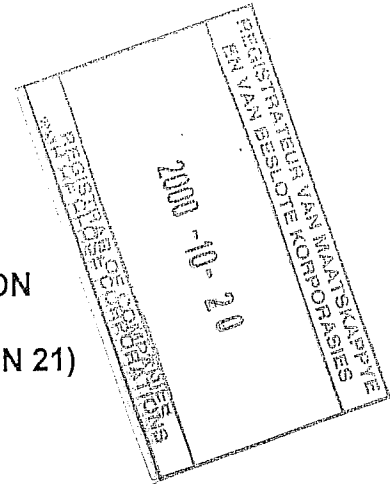
SA Companies Registration Office  
DOWER ESTATE HOMEOWNERS ASSOC

PANY

2000/027347/08

DOWER ESTATE HOMEOWNERS ASSOCIATION

(ASSOCIATION INCORPORATED UNDER SECTION 21)



- A The Articles of Table A contained in Schedule 1 to the Companies Act, 1973, as amended, shall not apply to the Company.
- B The Articles of the Company are as follows:-

1. **DEFINITIONS**

- 1.1 In these presents the following words shall, unless the context otherwise requires, have the meanings hereinafter assigned to them:

"the Act" means the Companies Act No 61 of 1973, as amended from time to time;

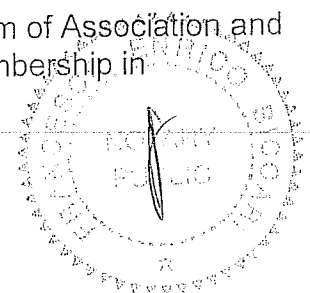
"the Auditors" mean the Auditors of the Company;

"the Board" means the Board of Directors of DOWER ESTATE HOMEOWNERS ASSOCIATION (ASSOCIATION INCORPORATED UNDER SECTION 21) established by Article 8;

"the Company" means DOWER ESTATE HOMEOWNERS ASSOCIATION (ASSOCIATION INCORPORATED UNDER SECTION 21);

"Director" means a member of the Board of Directors of DOWER ESTATE HOMEOWNERS ASSOCIATION (ASSOCIATION INCORPORATED UNDER SECTION 21);

"Members" means the subscribers to the Memorandum of Association and such other persons as the directors shall admit to membership in accordance with these Articles;



"Memorandum" means the Memorandum of Association of DOWER ESTATE HOMEOWNERS ASSOCIATION (ASSOCIATION INCORPORATED UNDER SECTION 21);

"These present" means the Memorandum and Articles of Association and by - laws of DOWER ESTATE HOMEOWNERS ASSOCIATION (ASSOCIATION INCORPORATED UNDER SECTION 21);

- 1.2 Words importing the masculine gender include the feminine;
- 1.3 When a provision of the Act is referred to, the reference is to such a provision as amended by statute;
- 1.4 Words in the singular also include the plural and words in the plural include the singular.

## 2. MEMBERSHIP

- 2.1 The subscribers of the Memorandum of Association shall be members of the Company.
- 2.2 The Board may by resolution in its sole discretion:
  - 2.2.1 elect any person as a member;
  - 2.2.2 refuse to admit any person as a member.
- 2.3 The Company shall retain at its registered office a Register of Members of the Company as provided in Section 105 of the Act. The Register of Members shall be open to inspection as provided in Section 113 of the Act.
- 2.4 No person elected in terms of Article 2.2.1 above shall become a member unless and until his name has been entered in the Register of Members.
- 2.5 Should a member wish to withdraw from the Company he shall give written notice to the Company at its registered office of his intention to do so, and he shall cease to be a member thirty days after receipt by the Company of such notice. He shall, nevertheless, for a period of 1 (ONE) year after he ceases to be a member, remain liable in terms of the undertaking set out in Clause IX of the Memorandum of Association.
- 2.6 The rights of a member shall be personal, shall not be transferable, and shall terminate:-
  - 2.6.1 on his death;
  - 2.6.2 on his becoming of unsound mind;
  - 2.6.3 on his suspension; or
  - 2.6.4 on his ceasing to be a member in terms of Article 2.5;



### 3. GENERAL MEETINGS

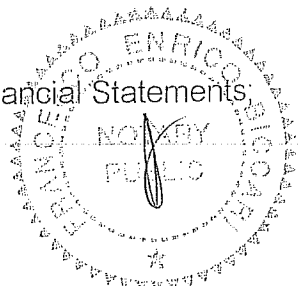
- 3.1 A meeting of the Company shall be either the Annual General Meeting or a Special General Meeting.
- 3.2 The Annual General Meeting shall be held:
  - 3.2.1 in the case of the first such meeting, within a period of 18 (EIGHTEEN) months after the date of incorporation of the Company;
  - 3.2.2 thereafter within not more than 6 months (SIX) after the end of every ensuing financial year of the Company; and
  - 3.2.3 within not more than 15 (FIFTEEN) months after the date of the last preceding such meeting of the Company.
- 3.3 A Special General Meeting may be held at any time and may be called by two or more members representing not less than 25% (TWENTY FIVE PER CENT) in number of the members.

### 4. NOTICE OF GENERAL MEETINGS

An Annual General Meeting, and a General Meeting called for the passing of a Special Resolution, shall be called by not less than 21 (TWENTY ONE) clear days notice in writing. Any other General Meeting shall be called by 14 (FOURTEEN) clear days notice in writing. The notice shall be exclusive of the day on which it was served or deemed to be served and on the day for which it is given, and shall specify the place, the day and the hour of the meeting and shall be given in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in General Meeting, to all such persons as are, under these Articles entitled to receive such notices from the Company; provided that a meeting of the Company shall, notwithstanding the fact that it is called by shorter notice than that specified in these Articles, be deemed to have been duly called if it is to be agreed by a majority of the members having a right to attend and vote at the meeting, being a majority holding not less than 95% (NINETY FIVE PER CENT) of the total voting rights of all members.

### 5. PROCEEDINGS AT GENERAL MEETINGS

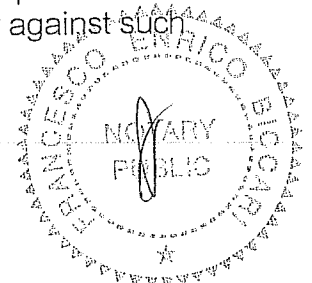
- 5.1 The Chairman of the Board shall preside at every General Meeting. In the absence of the Chairman, his powers and duties shall devolve upon the Vice Chairman. In the event of both the Chairman and Vice Chairman being absent from the General Meeting, the members present shall elect a presiding officer from among their number.
- 5.2 The Annual General Meeting shall deal with and dispose of all matters prescribed by the Act, including:
  - 5.2.1 the receiving and consideration of the Annual Financial Statements



- 5.2.2 the consideration and approval of the Report of the Board;
- 5.2.3 the appointment and level of remuneration of an Auditor;
- 5.2.4 the election of the Directors for the following year;
- 5.2.5 the consideration of any other matter of which due notice has been given.
- 5.3 A member who intends to bring a motion before a General Meeting shall, not less than 21 (TWENTY ONE) days before the day appointed for the said General Meeting, serve upon the Company at its registered office a notice in writing signed by himself and one other member containing the proposed resolution. Upon receipt of such notice, the secretary shall, in the case where the notice is received before the notice of the General Meeting is issued include it in the notice of the General Meeting, and shall in any other case issue as quickly as possible to the members notice that such resolution will be proposed.
- 5.4 The Chairman may with the consent of any General 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, the provisions of section 192(2) of the Act pertaining to private companies shall apply MUTATIS MUTANDIS to such adjournment.
- 5.5 No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, at least 3 (THREE) members present in person shall be a quorum provided that a quorum shall never be less than at least 3 (THREE) persons present in person.

## **6. VOTING AT GENERAL MEETINGS**

- 6.1 Each member present at a General Meeting shall be entitled to a vote and shall have 1 (ONE) vote. A proxy may not represent a member at a General Meeting.
- 6.2 At a General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll has (before or on the declaration of the result of the show of hands), been demanded by at least three members present in person and entitled to vote, or by a member or members representing not less than one tenth of the total number of members having the right to vote at a General Meeting, 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 lost, an entry to that effect in the book of 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 the poll may be withdrawn.



- 6.3 If a poll is duly demanded it shall be taken in such a 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.
- 6.4 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
- 6.5 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 should 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.

## **7. MANAGEMENT OF THE COMPANY**

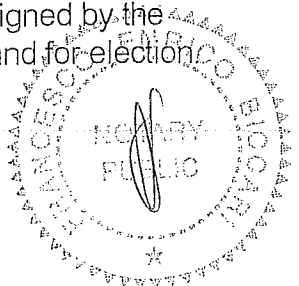
The business of the Company shall be managed by the Board who may exercise all the powers of the Company as are not by the Act or by these presents required to be exercised by the Company in a General Meeting. The Board shall exercise such powers subject to the provisions of the Act and these presents.

## **8. BOARD OF DIRECTORS**

- 8.1 The Board shall consist of not less than 3 (THREE) members, and a maximum of 7 (SEVEN) members.
- 8.2 Should the number of directors for any reason be reduced below 3 (THREE), the continuing director/s may act for the purpose of increasing the number of directors in terms of Article 9.3.

## **9. ELECTION OF DIRECTORS**

- 9.1 The election of directors shall be by ballot. However, if the candidates validly nominated for election to the Board are not more in number than 3 (THREE) the candidates nominated shall be deemed to have been duly elected.
- 9.2 Unless a candidate for election to the Board be a retiring director, a nomination of a member for the election to the Board shall:
- 9.2.1 be made in writing;
  - 9.2.2 be signed by at least 2 (TWO) members other than the candidate;
  - 9.2.3 be given to the secretary no less than 21 (TWENTY ONE) days before the day appointed for the Annual General Meeting at which the election is to take place; and
  - 9.2.4 be accompanied by a written statement signed by the candidate indicating his willingness to stand for election





### 13. PROCEEDINGS OF DIRECTORS

- 13.1 The Board may meet, adjourn and otherwise regulate its meetings as it shall think fit provided that it shall meet at least twice a year.
- 13.2 A meeting of the Board shall be convened at any reasonable time upon request by a director and such meeting shall be held within 14 (FOURTEEN) days of the date of request. Notice of a meeting of the Board shall be given orally or in writing to all directors a reasonable period of time before such a meeting.
- 13.3 The quorum for a meeting of the Board shall be 3 (THREE) directors present and entitled to vote. The Board shall transact no business unless a quorum of members is present at the time when the meeting proceeds to business.
- 13.4 At the meeting of the Board following the Annual General Meeting, the directors shall elect from amongst their numbers a Chairman, Vice Chairman, and a treasurer. A vacancy in any such office before the term of office has expired may be filled by the Board from amongst its numbers and such appointment shall hold good until the following Annual General Meeting.
- 13.5 The Chairman of the Board shall preside at every Board meeting. In the absence of the Chairman his powers and duties shall devolve upon the Vice Chairman. In the event of both the Chairman and the Vice Chairman being absent from a Board meeting, the directors present shall elect a presiding officer from among their number.
- 13.6 Each director present at a meeting of the Board shall be entitled to vote and shall have one vote.
- 13.7 Questions arising at a meeting of the Board shall be decided by a majority of the votes recorded. In a case of an equality of votes the Chairman of the meeting shall have a second (or casting) vote.

### 14. COMMITTEES

- 14.1 The Board may appoint committees from among the members and may fix a quorum thereof, and delegate any of its powers to any such committees, and make any rules for regulating the proceedings of the committees. The Chairman or his nominee from time to time shall be *ex officio* a member of all committees.
- 14.2 Subject to the approval of the Board, each such committee shall have the right to co-opt such person as it may think fit to be a member of such committee.

### 15. SECRETARY

- 15.1 The Board may appoint an executive officer of the Company who shall be a secretary of the Company and who shall act as secretary of the Board.



15.2 The secretary shall not be a director.

## 16. GENERAL PROVISIONS

- 16.1 All acts done by the Board, or any person acting as a director shall, notwithstanding that it afterwards be discovered that there was some defect in the appointment of any such directors or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and were qualified to be a director.
- 16.2 Subject to the provisions of the Act, the members of the Board, auditors, secretary and other officers for the time being of the Company, and every of them and every of their executors and administrators, shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their executors or administrators shall or may incur or sustain by reason of any act done, concurred in or admitted in or about the execution of their duty, in their respective offices, except such (if any) as they shall incur or sustain by or through their own willful neglect or default respectively, and subject to as aforesaid, none of them shall be answerable to the acts, receipts, neglects or defaults of the other or others of them, or for joining in any receipt for the sake of conformity, or for any bankers or other person which whom any monies or effects belonging to the Company shall or may be lodged or deposited for safe custody or for insufficiency or deficiency of any security upon which any monies of or belonging to the Company shall be placed out or invested, or for any loss, misfortune or damage which may happen in execution of their respective offices or in reaction thereto, unless the same shall happen by or through their own willful neglect or default respectively.

## 17. ACCOUNTING RECORDS

- 17.1 The financial year end of the Company shall be the 28<sup>th</sup> day of February.
- 17.2 The Company shall keep such accounting records as are necessary fairly to present the state of affairs and business of the Company and to explain the transactions and financial position of the company including:
- 17.2.1 records showing the assets and liabilities of the company;
  - 17.2.2 a register of fixed assets showing the respective dates of acquisition and the cost thereof, depreciation, if any, the respective dates of any disposals and the considerations received in respect thereof; and
  - 17.2.3 records containing entries from day to day in sufficient detail of all cash received and paid out of the matters in respect of which receipts and payments take place.



- 17.3 The books of account shall be kept at the registered office of the Company or at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.
- 17.4 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 accounts and books of the Company or any of the them shall be open to the inspection of members, not being directors, and no member (not being a director) shall have the right of inspecting any account or document of the Company except as conferred by statute or authorised by the directors or by the Company in a General Meeting.
- 17.5 The directors shall in respect of every financial year of the Company cause to be made out Annual Financial Statements in accordance with Section 286 of the Act and shall lay them before the Annual General Meeting of the Company in respect of that year.
- 17.6 A copy of the Annual Financial Statements which are to be laid before the Company 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 Company. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware.

## 18. AUDIT

An auditor shall be appointed in accordance with the Act.

## 19. NOTICES

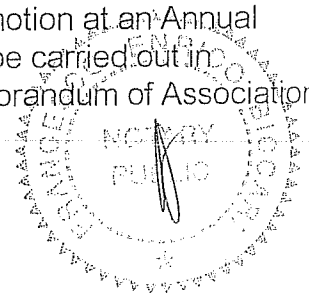
- 19.1 A notice may be given by the Company to any member personally or by sending it by post to him at his registered address, or (if he has no registered address within the Republic of South Africa) to the address, if any, within the Republic of South Africa supplied by him to the Company for the giving of notices to him.
- 19.2 A notice by post shall be deemed to have been served at the time when the letter containing the notice was posted.

## 20. MINUTES

Minutes shall be made of all resolutions and proceedings of General Meetings of the Company, and of meetings of the Board and any committee.

## 21. WINDING UP

The winding up of the Company by the members shall only be carried into effect after two thirds of the members present have supported the motion at an Annual General Meeting or at a Special General Meeting, and shall be carried out in accordance with the provisions of Clause V11 (ii) of the Memorandum of Association of the Company.


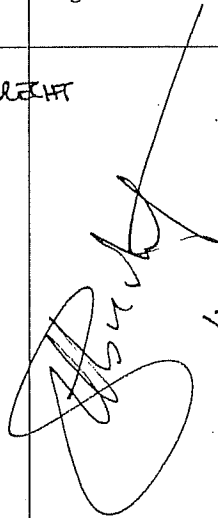
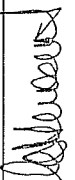
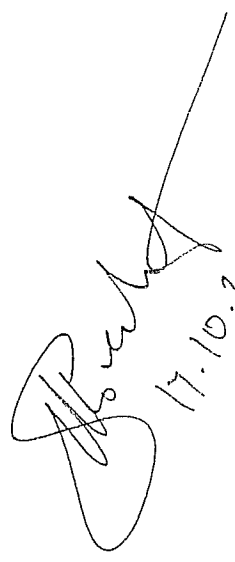




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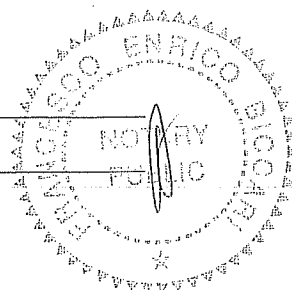
Signatories to Articles of Association

Particulars of Subscribers	Date and Signature	Particulars of Witnesses	Date and Signature
<p>1. Full names CYRIL JOHN SCHNOORER</p> <p>Date of birth: 9/9/1945</p> <p>Occupation DIRECTOR</p> <p>Residential Address 32 BROADWAY STREET DOWNGATE EXT 4.</p> <p>Business Address 125 BOULE.</p> <p>Postal Address 14262 PRINCE BENONI 1518.</p>	<p>17.10.2000</p> 	<p>1. Full Names STEVEN CHARLES ALBRECHT</p> <p>Date of Birth 6/3/74</p> <p>Occupation CANDIDATE ATTORNEY</p> <p>Residential Address 1 VULCAN ST KENNINGTON, 2094 JHB</p> <p>Business Address 112 OXFORD RD HOUGHTON EST JHB</p> <p>Postal Address SEE RESIDENTIAL</p>	<p>17.10.2000</p> 
<p>2. Full names CAROLWA ANN STEWART</p> <p>Date of Birth 28/8/1952</p> <p>Occupation DIRECTOR</p> <p>Residential Address 32 ARIANDELAVE DOWNGATE EXT 4 EDENBURGH</p> <p>Business Address 14 LUXSFIELD RD EDENBURGH</p> <p>Postal Address P.O. BOX 1263 EDENBURGH 1510</p>	<p>17.10.2000</p> 	<p>2. Full names STEVEN CHARLES ALBRECHT</p> <p>Date of birth 06.03.74</p> <p>Occupation CANDIDATE ATTORNEY</p> <p>Residential Address 1 VULCAN ST KENNINGTON 2094 JHB</p> <p>Business Address 112 OXFORD RD HOUGHTON EST JHB</p> <p>Postal Address SEE RESIDENTIAL</p>	<p>17.10.2000</p> 



Signatories of Articles of Association

Particulars of Subscribers	Date and Signature	Particulars of Witnesses	Date and Signature
<p>3. Full names JOHN HOWARD LATTER</p> <p>Date of birth 23.2.1952</p> <p>Occupation DIRECTOR</p> <p>Residential Address 15 WAXBERG ST DOWERGLAN EXT 4.</p> <p>Business Address 36 DERRICK RD SPARTAN</p> <p>Postal Address P.O. BOX 276 ISANDO 1600</p>	<p>17.10.2000</p> <p>[Signature]</p>	<p>3. Full Names STEVEN CHARLES ALBRECHT</p> <p>Date of Birth 6.3.74</p> <p>Occupation CANDIDATE ATTORNEY</p> <p>Residential Address 1 VULCAN ST KENSINGTON JHB 2094</p> <p>Business Address 112 OXFORD RD HOUGHTON EST JHB</p> <p>Postal Address SEE RESIDENTIAL</p>	<p>17.10.2000</p> <p>[Signature]</p>
<p>4. Full names BARRIE STROCK</p> <p>Date of Birth: 15.1.1940</p> <p>Occupation DIRECTOR</p> <p>Residential Address 35C JUNIPER DRIVE DOWERGLAN EXT 4 CROUVALE</p> <p>Business Address RAMP RESOURCES (PTY) LTD P.O. BOX 29044 SANDRINGHAM 2131</p> <p>Postal Address 131 EDWARD AVE SANDRINGHAM 5413</p>	<p>17.10.2000</p> <p>[Signature]</p>	<p>4. Full Names STEVEN CHARLES ALBRECHT</p> <p>Date of Birth 6.3.74</p> <p>Occupation CANDIDATE ATTORNEY</p> <p>Residential Address 1 VULCAN ST KENSINGTON JHB 2094</p> <p>Business Address 112 OXFORD RD HOUGHTON EST JHB</p> <p>Postal Address SEE RESIDENTIAL</p>	<p>17.10.2000</p> <p>[Signature]</p>

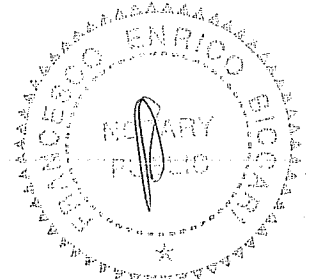


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Signatories of Articles of Association

Particulars of Subscribers	Date and Signature	Particulars of Witnesses	Date and Signature
<p>5. Full names <i>Norman Preston</i></p> <p>Date of birth <i>27-5-1952</i></p> <p>Occupation <i>Director</i></p> <p>Residential Address <i>35 B JUNIPER DRIVE DORRIGLEN EXT 4</i></p> <p>Business Address <i>PO Box 1823 BEEFPOURIE 2008</i></p> <p>Postal Address <i>PO Box 1823 BEEFPOURIE 2008</i></p>	<p><i>17.10.2002</i></p>	<p>5. Full Names <i>STEVEN CHARLES AUBRECHT</i></p> <p>Date of Birth <i>6.3.74</i></p> <p>Occupation <i>CANDIDATE ATTORNEY</i></p> <p>Residential Address <i>1 VULCAN ST KEWINGTON JHB 2094</i></p> <p>Business Address <i>112 OXFORD RD HOUGHTON EST JHB</i></p> <p>Postal Address <i>SEE RESIDENTIAL</i></p>	<p><i>17.10.2002</i></p>
<p>6. Full names <i>JONATHAN JASON HALL</i></p> <p>Date of Birth <i>26.03.1945</i></p> <p>Occupation <i>FINANCIAL ADMINISTRATOR</i></p> <p>Residential Address <i>34 JUNIPER DRIVE DORRIGLEN EXT 4 EDENVALE</i></p> <p>Business Address <i>P.O. Box 3261 EDENVALE 1610</i></p> <p>Postal Address <i>P.O. Box 3261 EDENVALE 1610</i></p>	<p><i>17.10.2002</i></p>	<p>6. Full Names <i>STEVEN CHARLES AUBRECHT</i></p> <p>Date of Birth <i>6.3.74</i></p> <p>Occupation <i>CANDIDATE ATTORNEY</i></p> <p>Residential Address <i>1 VULCAN ST KEWINGTON JHB 2094</i></p> <p>Business Address <i>112 OXFORD ROAD HOUGHTON EST JHB</i></p> <p>Postal Address <i>SEE RESIDENTIAL</i></p>	<p><i>17.10.2002</i></p>



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Signatories of Articles of Association

Particulars of Subscribers	Date and Signature	Particulars of Witnesses	Date and Signature
<p>7. Full names ALAN WOODWARD</p> <p>Date of Birth: 31/1/57</p> <p>Occupation DIRECTOR</p> <p>Residential Address 56 PAVILION SUNRISE DRIVE POWERSLOAN</p> <p>Business Address P.O. BOX 525 EDENBURGH</p> <p>Postal Address P.O. BOX 525 EDENBURGH</p>	<p>18.10.2000</p>	<p>7. Full names STEVEN CHARLES AUBRECHT</p> <p>Date of Birth: 6.3.74</p> <p>Occupation CANDIDATE ATTORNEY</p> <p>Residential Address 1 VULCAN ST KENSINGTON JHB 2094</p> <p>Business Address 112 OXFORD RD HOUGHTON EST JHB</p> <p>Postal Address SEE RESIDENTIAL</p>	<p>18.10.2000</p>

