

**MEMORANDUM OF INCORPORATION**  
**OF**  
**THE CANCER ASSOCIATION OF SOUTH AFRICA NPC**

Which is a non-profit company, with members, registered under Registration No. 1932/003720/08 (hereinafter referred to as 'the Company').

In this Memorandum of Incorporation:

- (a) A reference to a section by number refers to the corresponding section of the Companies Act 2008.
- (b) A reference in this Memorandum of Incorporation to 'the Act' is a reference to the Companies Act 2008.
- (c) Words that are defined in the Companies Act 2008 bear the same meaning in this Memorandum as in that Act.
- (d) The Schedules attached to this Memorandum of Incorporation are a part of this Memorandum of Incorporation.

**ARTICLE 1 - INCORPORATION AND NATURE OF THE COMPANY**

This Memorandum of Incorporation was adopted by the members of the Company by Special Resolution, dated 20 September 2012.

**1.1 INCORPORATION**

The Company was incorporated as a non-profit Company in terms of Section 21 of the Companies Act 1973 and is now governed by:

- (1) The alterable provisions of the Companies Act 2008 that are applicable to non-profit Companies, subject to any limitation, extension, variation or substitution set out in this Memorandum of Incorporation; and
- (2) The provisions of this Memorandum of Incorporation.

**1.2 OBJECTS AND POWERS OF THE COMPANY**

- (1) The object of the Company is:

To substantially reduce the impact of cancer by promoting health in all communities within South Africa.

- (2) The Company is not subject to any provision contemplated in section 15(2) (b) or (c).
- (3) The purposes and powers of the Company are not subject to any restriction, limitation or qualification, as contemplated in section 19(1) (b)(ii).
- (4) Upon dissolution of the Company, its net assets must be distributed in the manner determined in accordance with:
  - (a) Item 1(4) (b) of Schedule 1 of the Companies Act 2008; and
  - (b) The provisions set out in Part C of Schedule 1 of this Memorandum of Incorporation.

### **1.3 MEMORANDUM OF INCORPORATION AND COMPANY RULES**

- (1) This Memorandum of Incorporation of the Company may be altered or amended only in the manner set out in sections 16, 17 or 152(6) (b), subject to the provisions contemplated in Section 16(1) (c) as set out in Part D of Schedule 1 of this Memorandum of Incorporation.
- (2) The authority of the Company's Board of Directors to make rules for the Company, as contemplated in section 15(3) to 15(5), is not restricted in any manner by this Memorandum of Incorporation.
- (3) The Board must publish any rules made in terms of section 15(3) to 15(5) by delivering a copy of those rules to each member by ordinary mail.
- (4) The Company must publish a notice of any alteration of the Memorandum of Incorporation or the Rules, made in terms of section 17(1), by delivering a copy of those rules to each member by ordinary mail.

### **1.4 OPTIONAL PROVISIONS OF THE COMPANIES ACT 2008**

- (1) The Company does not elect, in terms of section 34(2), to comply voluntarily with the provisions of Chapter 3 of the Act.

### **1.5 MEMBERS OF THE COMPANY**

- (1) As contemplated in item 4(1) of Schedule 1 of the Act, the Company has members, who are all in a single class, being voting members, each of whom has an equal vote in any matter to be decided by the members of the Company.
- (2) The terms and conditions of membership are set out in Part E of Schedule 1 to this Memorandum.

## **ARTICLE 2 – RIGHTS OF MEMBERS**

### **2.1 MEMBERS AUTHORITY TO ACT**

If, at any time, every member of the Company is also a Director of the Company, as contemplated in section 57(4), the authority of the members to act without notice or compliance with any other internal formalities, as set out in that section is not limited or restricted by this Memorandum of Incorporation.

### **2.2 MEMBERS RIGHTS TO INFORMATION**

A member of the Company has the right to access information set out in section 26(1) of the Act.

### **2.3 MEMBERS REPRESENTATION BY PROXIES**

- (1) The right of a member of the Company:
  - (a) To appoint proxies, as set out in section 58(3)(a) is limited to the appointment of one proxy;
  - (b) To delegate the proxy's powers to another person, as set out in section 58(3) (b) is not limited.
- (2) The requirement that a member must deliver to the Company a copy of the instrument appointing a proxy before that proxy may exercise the member's rights at a members meeting, as set out in section 58(3)(c) is varied by this Memorandum of Incorporation, and must be delivered to the registered office of the Company at least 48 hours before the time appointed for the meeting for which such proxy is appointed to begin.
- (3) The authority of a member's proxy to decide without direction from the member whether to exercise or abstain from exercising any voting right of the member, as set out in section 58(7) is not limited or restricted by this Memorandum of Incorporation.

### **2.4 RECORD DATE FOR EXERCISE OF MEMBERS RIGHTS**

If at any time, the Company's Board of Directors fails to determine a record date, as contemplated in section 59, the record date for the relevant matter will be the date of the action or event.

## **ARTICLE 3 – MEMBERS MEETINGS**

### **3.1 REQUIREMENT TO HOLD MEETINGS**

The Company is not required to hold any members meetings other than those specifically required by the Companies Act 2008.

### **3.2 MEMBERS RIGHT TO REQUISITION A MEETING**

The right of members to requisition a meeting, as set out in section 61(3), may be exercised by 100 members representing not less than at least one twentieth of the voting rights entitled to be exercised in relation to the matter to be considered at the meeting.

### **3.3 LOCATION OF MEMBERS MEETINGS**

The authority of the Company's Board of Directors to determine the location of any members meetings, and the authority of the Company to hold any such meeting in the Republic or in any foreign country, as set out in section 61(9) is not limited or restricted by this Memorandum of Incorporation.

### **3.4 NOTICE OF MEETING**

The minimum number of days for the Company to deliver Notice of a members meeting to members is 15 business days, as provided for in section 62(1).

### **3.5 ELECTRONIC PARTICIPATION IN MEMBERS MEETINGS**

The authority of the Company to conduct a meeting entirely by electronic communication or to provide for participation by certain members in a meeting by electronic communication is not limited or restricted by this Memorandum of Incorporation.

### **3.6 QUORUM FOR MEMBERS MEETINGS**

- (1) The quorum requirement for a members meeting to begin, or for a matter to be considered, shall be 20 members present or by proxy, provided that three members from each of the business units of the company are present or by proxy, also provided that at least ten members shall be personally present.
- (2) The time periods allowed in sections 64(4) and (5) and section 64(12) relating to an adjourned meeting shall be varied as set out in Parts D and E of Schedule 3.
- (3) The authority of a meeting to consider a matter, as set out in section 64(9) is not limited or restricted by this Memorandum of Incorporation.

### **3.7 MEMBERS RESOLUTIONS**

- (1) For an ordinary Resolution to be adopted at a members meeting, it must be supported by the holders of at least 50% of the voting rights exercised on the Resolution, as provided in section 65(7).
- (2) Special Resolutions shall require approval at a members meeting of 75% of voting rights present at such meeting, or by written approval of 75% of members entitled to attend and vote at such a meeting.

- (3) A special Resolution adopted at a members meeting is not required for a matter to be determined by the Company, except those matters set out in section 65(11), or elsewhere in the Act.

## **ARTICLE 4 – DIRECTORS AND OFFICERS**

### **4.1 COMPOSITION OF THE BOARD OF DIRECTORS**

- (1) The Board of Directors comprises of nine (9) Directors, who continue to serve.
- (2) The Board shall have a minimum number of seven (7) Directors and a maximum of twelve (12) Directors.
- (3) There are no appointed or ex-officio Directors of the Company as contemplated in section 66(4).
- (4) Appointment of Directors shall be in the manner as set out in Part A of Schedule 4 and non-executive Directors shall rotate as set out in Part B of Schedule 4.

### **4.2 AUTHORITY OF THE BOARD OF DIRECTORS**

The authority of the Company's Board of Directors to manage and direct the business and affairs of the Company, as set out in section 66(1) is not limited or restricted by this Memorandum of Incorporation.

### **4.3 DIRECTORS MEETINGS**

- (1) Despite the provisions set out in section 73(1), the right to call a meeting of the Board of Directors may be exercised by any one of the Directors.
- (2) The quorum required for a Directors Meeting to make decisions is a majority of 50% plus one (1) Director.
- (3) Each Director shall have one vote on any matter raised at a Directors Meeting, and a majority of the votes on any Resolution are required to approve such Resolution.
- (4) This Memorandum of Incorporation does not limit or restrict the authority of the Company's Board of Directors to:
  - (a) Conduct a meeting entirely by electronic communication, or to provide for participation in a meeting by electronic communication by one or more parties, as set out in section 73(3); or
  - (b) Determine the manner and form of providing notice of its meetings, as set out in section 73(4); or
  - (c) Proceed with a meeting despite a failure or defect in giving notice of the meeting as set out in section 73(5); or
  - (d) Consider a matter other than at a meeting, and given written approval thereof as contemplated in section 74.

#### **4.4 DIRECTORS COMPENSATION AND FINANCIAL ASSISTANCE**

This Memorandum of Incorporation does not limit the authority of the Company to:

- (a) Advance expenses to a Director, or indemnify a Director, in respect of the defence of legal proceedings as set out in section 78(3);
- (b) Indemnify a Director in respect of liability as set out in section 78(5); or
- (c) Purchase insurance to protect the Company, or a Director, as set out in section 78(6).

#### **4.5 OFFICERS AND COMMITTEES**

- (1) The Board of Directors may appoint any officers it considers necessary to better achieve the objects of the Company
- (2) The authority of the Board of Directors to appoint committees of Directors and to delegate authority to such committee as set out in section 72(1) and to include in such committees persons who are not Directors in terms of section 72(2)(a) is not limited by this Memorandum of Incorporation
- (3) The authority of a committee appointed by the Board of Directors as set out in section 72 is not limited by this Memorandum of incorporation.

### **ARTICLE 5 – GENERAL PROVISIONS**

#### **SCHEDULE 1**

##### Part A

The income and property of the Company must be applied solely for the promotion of its main object and no portion thereof shall be paid or transferred directly or indirectly by way of dividends, bonus payments or otherwise to the members of the 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.

##### Part B

NOT APPLICABLE

##### Part C

1. Any Resolution for the winding up or deregistration of the Company must be approved by the Commissioner of the S A Revenue Service.
2. On dissolution or liquidation the excess funds and remaining assets of the Company must be transferred to one or more of the following:
  - A similar organisation incorporated or established in the Republic which has been approved as a Public Benefit Organisation in terms of clause 30 of the Income Tax Act;
  - An organisation established under any law which is exempt from Tax in terms of section 10(1)(cA) of the Income Tax Act whose sole or principal object is the carrying on of an approved public benefit activity;
  - A department of State or Administration in the National, Provincial or Local sphere of Government of South Africa.

#### Part D

Any Resolution for the Amendment of the Memorandum of Incorporation of the Company must be approved by The Commissioner of the South African Revenue Service.

#### Part E

1. The Board shall admit to membership any person eligible in terms hereof to be members of the Company.
2. Any person shall be eligible to become a member of the Company:
  - 2.1 for one calendar year, if he pays the annual membership subscription fee as determined by the Board of Directors from time to time; or
  - 2.2 for life, if he pays the lifetime membership subscription fee as determined by the Board of Directors from time to time;

on written application to the CEO, when the member's name will be entered into the Register.
3. The Board shall be entitled in its discretion to appoint any person as a lifetime member or honorary member of the Company, and such member shall not be required to pay a subscription fee.
4. The membership of a member shall terminate if;
  - 4.1 he resigns by giving 30 days written notice to the Company;
  - 4.2 the member, being a natural person, dies or his estate is surrendered or sequestrated in terms of the insolvency Act 1936 as amended;
  - 4.3 The Board of Directors may consider termination of a membership upon detailed motivation from the CEO, if proven that such member's continuous behaviour is regarded as being damaging to the Company's image and reputation;
  - 4.4 He fails to pay the membership subscription fee on or before the date on which it is due, provided that the CEO, in consultation with the Executive Committee, may in its discretion reinstate any member who makes payment of arrear membership subscription fee within a period of three months after the date on which it is due;
  - 4.5 In the case of a member being a company or close corporation, it is finally wound up or deregistered in terms of the Companies, or Close Corporation legislation in place from time to time.

#### **SCHEDULE 2**

NOT APPLICABLE

#### **SCHEDULE 3**

#### **PART A**

NOT APPLICABLE

#### **PART B**

NOT APPLICABLE

PART C

NOT APPLICABLE

PART D

If within 30 minutes from the time appointed for a general meeting, or at any time during the course of a general meeting a quorum is not present, the general meeting shall stand adjourned.

PART E

1. A meeting that has been adjourned as above shall stand adjourned to a date not earlier than seven days or later than twenty one days after the date of the said adjourned meeting.
2. The Company must publish a notice in a newspaper circulating in the province where the head office of the Company is situate, stating the date time and place to which the said meeting has been adjourned.
3. If at any adjourned meeting a quorum is not present within 30 minutes from the appointed time for such meeting to commence, the members who are present or represented by proxy and entitled to vote shall constitute a quorum and may proceed to transact the business of the meeting.

**SCHEDULE 4**

PART A

1. There shall at all times be a minimum of seven (7) but no more than twelve (12) Directors;
2. No less than three (3) shall be executive Directors, including the Chief Executive Officer (CEO) which shall be appointed by the Board of Directors;
3. At least three (3) of which shall be independent non-executive Directors who possess the requisite knowledge and skill to conduct the business of the Company;
4. At least two (2) non-executive Directors having the requisite knowledge and skill to conduct the business of the Company shall be nominated for appointment by the Council of Governors.

PART B

1. At each Annual General Meeting, one third of the non-executive Directors of the Board shall retire from office;
2. The non-executive Directors to retire shall be those longest in office;
3. Any non-executive Director who has held office for a period of three years since his appointment or his last election shall retire at such Annual General Meeting, either as part of the one third of Directors retiring by rotation or in addition thereto;
4. Non-executive Directors retiring as above shall be eligible for re-election at such meeting but may be appointed for no more than three (3) consecutive terms of three (3) years each.

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B P Pancha  
Chairman of the Board

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Date