

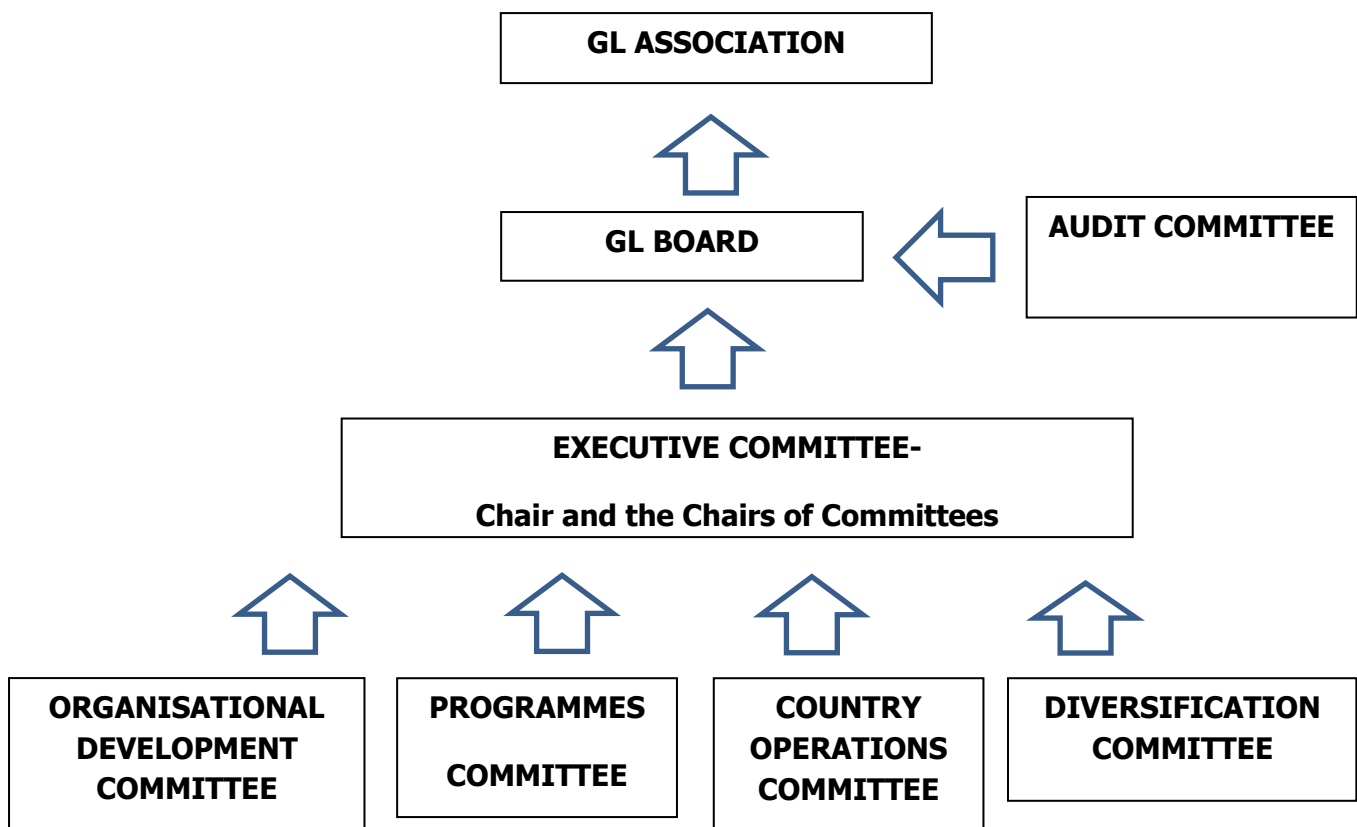


POLICIES AND PROCEDURES GL GOVERNANCE



Public company/Company Not for Profit

1. Gender Links is a Public Company incorporated under Section 21 of the South African Companies Act 1973. GL is also registered as a Non- Profit Organisation under the Non Profit Organisations Act 1997 (Act 71 of 1997).
2. Gender Links has a registered office with a local board in Mozambique, and branch offices in Botswana, Lesotho, Madagascar, Mauritius, Namibia, Swaziland, Zambia and Zimbabwe (see office registration matrix at **Annex A**).
3. The shortened name of the Association is GL.
4. Gender Links Services comprises of GL's Advisory Services and the GL Cottages and Conferencing. These income generating units form part of the Company not for Profit.
5. The functioning and responsibilities of the association, Members, Directors and the Chairperson are set out in the Memorandum of Incorporation (**Annex B**).



Members of the Association

6. The members of the company shall have ultimate authority over the organisation. They shall meet once every year at the Annual General meeting and the meetings shall deal and dispose of all matters prescribed by the Act, including the consideration of annual financial statements, the election of Directors and the appointment of an auditor, and may deal with any other matters relating to the organisation.

Board of directors

7. The Directors of the company are appointed by the Members of the Association. The Directors are entitled to exercise all such powers of the Company as are not excluded by the Companies Act and Gender Links' Articles of Association. The directors are mandated to run the affairs of the organisation on behalf of the Members. Board of Directors Regulations are at **Annex C**.

Executive committee (EC)

8. The Directors appoint an Executive Committee consisting of the Chair and/or Deputy Chair; the Chief Executive Officer (CEO) and chairpersons of committees except the audit committee, which reports directly to the Board. The Board has four committees: Programmes, Organisational Development; Country Operations and Organisational Development.
9. The Executive Committee shall meet quarterly in between annual board meetings.
10. The role of the Executive Committee is to:
 - Oversee the day to day running of the association.
 - Review quarterly statements of account.
 - Attend to any matters arising between Board meetings.

Chief Executive Officer

11. The Directors shall appoint a Chief Executive Officer who will be an employee of the Association appointed for a fixed period of employment, with a six month probation period.
12. The CEO shall be responsible for the operations of the Gender Links Non-profit Company, the Gender Links Training Institute, the Amalungelo Women's Rights Trust and the Gender Links Services.
13. The CEO shall be an ex officio member of the Board of Directors.

Executive Director(s)

14. The Board of Directors may at any time engage a member of the Board to serve in any operational role deemed necessary for the growth or stability of the organisation, provided that the terms of such an engagement are clearly set out and agreed in a contract with clear deliverables.
15. The Board of Directors may authorise payment to a Director who serves on any committee or who devotes special attention to the business of the Association, or otherwise performs services which in the opinion of the Board of Directors are outside those of ordinary duties of the Director, such remuneration as they may deem appropriate.
16. Terms of such engagements shall be recorded in the register of directors' interests and directors involved in such engagements shall not vote in any matters related thereto.

Directors resident in countries where GL has branch offices

17. The Board of Directors may appoint Directors in all countries where it has operations. Their duties among others shall include:
 - Providing strategic support to GL's work at country level to enhance the organisation's public standing through articulating the organisations vision, mission and values in all its programme work;
 - Providing leadership and guidance in high level matters;
 - Conducting regular meetings with the country staff on programme work;

- Acting as a co-signatory to the Gender Links Bank Account for signing payments as and when required;
- Representing Gender Links in high level functions and meetings like donor and partner meetings;
- Assist with fundraising and partner relations building;
- Ensure legal and ethical integrity of Gender Links activities at country level.

Country managers

18. The CEO may appoint Country managers (CM) in all countries where it has operations. Their duties among others shall include:

- Identifying new funding areas in line with Gender Links work;
- Managing donor relationships;
- Stakeholder relationship building (government, councils, community);
- Ensure the adherence to all the statutory and legal requirements of the country by Gender Links;
- Management of all Gender Links assets and inventory;
- Financial management and control, ensuring adherence to GL policies and regulations, co-signing cheques, monthly budgeting and reporting.

Company Secretary

19. The Directors shall appoint a person or persons to be Secretary or Secretaries of the Company in terms of Section 86 and 87 of the Companies Act to perform such duties contemplated in section 88 of the Act and other governance regulations.

Country Offices

20. GL may establish branch offices in any of the SADC Countries in accordance with the following criteria:

- The offices shall be needs and programme driven.
- They shall demonstrate value add that cannot be added, or is greater than what can be added from the head office.
- They give coherence and add depth to GL work.
- They are legally and financially viable.
- They advance linguistic or any other form of diversity.

21. The process and requirements for registration of country offices is shown in the matrix Country Registration Status.

22. The status of country registration in 2019 is summarised in Annex A.

Partnerships and networks

23. GL works with a range of partners and networks across Southern Africa. Partnerships are identified on the basis of mutual benefit and an MOU is drawn up as outlined under human resources. Some partnerships are bilateral and others are multilateral in character. The latter provides a means of managing multiple partnerships more effectively.

24. GL coordinates the Southern African Gender Protocol Alliance. GL initiated the Gender and Media Diversity Centre (GMDC), a partnership of media development NGOs and knowledge institutions that share information and resources in this area of work.

Memorandum of Incorporation
of
Gender Links Non Profit Company
(“the Company”)
Registration number: 2001/005850/08

Neither the short nor the long standard form of MOI for a Non- Profit Company, Forms CoR15.1.E, as amended from time to time, shall apply to the Company.

This MOI is in a form unique to the Company, as contemplated in section 13(1)(a)(ii) of the Companies Act, 71 of 2008, as amended.

Adoption of MOI

This MOI was adopted by a special resolution of the members passed on 25 April 2012 and in substitution for the existing memorandum and articles of the Company.

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1. Interpretation

In the Memorandum of Incorporation, unless inconsistent with the subject or context:

- 1.1.1 **"the Act"** means the Companies Act, 2008 (Act No 71 of 2008);
- 1.1.2 **"Memorandum of Incorporation or MOI"** means these Memorandum of Incorporation as originally framed or altered from time to time by a special resolution;
- 1.1.3 **"Company"** means the Gender Links (Non-profit Company);
- 1.1.4 **"the directors"** means Directors for the time being of the Company and includes alternate directors;
- 1.1.5 **"Board"** means the board of Directors of the Company
- 1.1.6 **"the office"** means the registered office for the time being of the Company;
- 1.1.7 **"month"** means calendar month;
- 1.1.8 **"business day"** means any day other than Saturday, Sunday or gazetted national public holiday in the Republic;
- 1.1.9 **"the seal"** means the common seal of the Company;
- 1.1.10 **"members"** means persons referred to in clause 11 of the MOI;
- 1.1.11 **"register"** means the register of members kept in terms of the Act;
- 1.1.12 **"writing"** includes printing and lithography and any other mode of representing or reproducing words in visible form;
- 1.1.13 **"republic"** means the Republic of South Africa.

1.2 Subject as stated above, any word or expression defined in the Act bears the same meaning in the MOI, except where the subject or context indicates otherwise.

2 Name

2.1 The name of the company is: **Gender Links** Non-Profit Company ("the Company").

2.2 Incorporation

2.1.1 The Company is incorporated as from the date of incorporation reflected in its registration certificate as a Non Profit company in terms of the Act.

2.1.2 The Company is constituted in terms of section 19(1)(c) in accordance with and governed by:

2.1.2.1 the unalterable provisions of the Companies Act, 2008 that are applicable to Non Profit companies;

2.1.2.2 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;
and;

2.1.2.3 the provisions of this Memorandum of Incorporation (subject to
and in accordance with section 15(2)).

2.3 The name of the Company is not indicated in any other official language in the
Republic of South Africa.

2.4 The shortened form of name of the Company is: GL (Non-Profit Company).

3 Purpose of the Company

The main purpose and business of the Company is to:

3.1 Promote a region in which women and men are able to participate equally in all
aspects of public and private life in accordance with the provisions of the
Southern African Development Community (SADC) Protocol on Gender and
Development.

3.2 Working across the 15 countries of SADC, this is achieved by

3.2.1 Coordinating the work of the Southern African Gender Protocol Alliance
formed around the sub-regional instrument that brings together all key
African and global commitments for achieving gender equality.

3.2.2 Promoting gender equality in and through the media and in all areas of
governance.

3.2.3 Developing policies and conduct effective campaigns for ending gender
violence, HIV and AIDS.

3.2.4 Building the capacity of women and men to engage critically in
democratic processes that advance equality and justice.

4 Powers of the Company

4.1 The legal powers and capacity of the Company are subject to restrictions,
limitations and qualifications contemplated in section 19(1)(b)(ii), as set out in
paragraph 2 of Schedule 1 namely:

4.1.1 that the Company shall apply all its assets and income, however
derived, to advance its stated objects, as set out in the Memorandum
of Incorporation and

4.1.2 subject to paragraph 4.1.1 above, may;

4.1.2.1 acquire and hold securities issued by a profit company; or

4.1.2.1 directly or indirectly, alone or with any other person, carry on
any business, trade or undertaking consistent with or
ancillary to its stated objects. Sections 1.2.2 and 1.2.3
omitted.

5 Memorandum of Incorporation and Company rules

5.1 This Memorandum of Incorporation of the Company may be altered or amended
in the manner set out in section 16, 17 or 152 (6) (b), subject to the provisions of
the Act contemplated in section 16 (1)(c), and set out in Part D of Schedule 1.

- 5.2 The Board must publish any rules made in terms of section 15 (3) to (5) by delivering a copy of those rules to each director.
- 5.3 The authority of the Company's Board of Directors to make rules for the Company, as contemplated in section 15 (3) to (5) is limited or restricted to the extent set out in Part D of Schedule 1.
- 5.4 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 director.
- 5.5 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.

6 Optional provisions of Companies Act, 2008

- 6.1 The Company elects, in terms of section 34 (2), to comply voluntarily with some of the provisions of Chapter 3 of the Companies Act, 2008 and accordingly, the Company may:
 - 6.1.1 appoint a person to serve as company secretary in the manner and for the purposes set out in part B of the Act and clause 27 of the Memorandum of Incorporation.
 - 6.1.2 appoint an auditor in terms of section 90 of the Act.
 - 6.1.3 elect the audit committee consisting of at least three (3) members being directors who satisfy the provisions of section 94 (4) b and c of the Act.

7 Members of the Company

- 7.1 The company elects to appoint members as set out in clause 11 of the MOI.
- 7.2 The liability of members of the Company is limited to any amounts contributed voluntarily in the furtherance of the Company's objective.

8 Capital

- 8.1 The Company does not have a share capital.

9 Financial Year End

- 9.1 The financial year- end of the Company is the last day of **December**.

10 Preliminary

- 10.1 If the provisions of the MOI are in any way inconsistent with the provisions of the Act, the provisions of the Act will prevail. The MOI must in all respect be read subject to the provisions of the Act.

10.2 Notwithstanding the omission from the MOI, the Company may do anything that the Act empowers it to do if so authorised by its MOI.

11 Membership

11.1 The membership of the Company consists of:

11.1.1 The subscribers to the Memorandum of Incorporation.

11.1.2 Any person who makes a written application to become a member of the Company and whose application is accepted by the directors of the Company and becomes a member of the Company provided that such person meets the Company requirements.

11.1.3 The Company shall maintain a members' register.

12 Requirements of Membership

12.1 Members must be persons who subscribe to the objectives of the company.

12.2 Members of the Board may not assume membership of the Company provided that their number does not exceed independent members.

13 Transfer of Membership

Membership of the Company is not transferable.

14 Termination of Membership

14.1 A member will *ipso fact* cease to be a member of the Company if:

14.1.1 His or her estate is finally sequestrated;

14.1.2 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;

14.1.3 He or she is placed under curatorship;

14.1.4 He or she is removed as a member by a resolution adopted by two-thirds majority of the members' votes. Notice of such resolution specifying the name of the member to be removed must be given to all members of the Company, at least fifteen (15) days prior to the date of the meeting at which the resolution is to be proposed in which case the member concerned must be given notice of the meeting and the resolution, equivalent to that received by all members, irrespective of whether or not he or she is a member of the company; and the member must be afforded a reasonable opportunity to make a presentation, in person or through a representative, to the meeting, before the resolution is put to a vote.

14.1.5 He or she gives at least thirty (30) days written notice to the Company of his or her resignation as a member. Upon the expiration of such notice such a member will cease to be a member of the Company.

15 Meetings of Members of the Company

15.1 Interpretation

For the purposes of this paragraph, all references to a meeting include ordinary meetings, annual general meetings and emergency meetings, unless the context indicates otherwise.

15.2 Annual General Meeting

15.2.1 The Company must hold its first annual general meeting ("AGM") within eighteen (18) months after the date of its incorporation and must thereafter hold AGM in each year.

15.2.2 Thereafter, once in every calendar year and despite clause 15.2.1 , not more than fifteen months must elapse between the date of one AGM and that of the next AGM or within an extended time allowed by the Companies Tribunal, on a good cause shown.

15.2.3 An AGM must be held at such time and place as may be prescribed by the Company in general meetings, or by the Directors, subject to the provisions of the Act.

15.2.4 The Company may not hold any particular AGM if all members entitled to attend that meeting agree in writing, and in such event pass a resolution in writing dealing with and disposing of:

15.2.4.1 the matters required in terms of the Act to be dealt with and disposed of at an AGM of the Company; and

15.2.4.2 such other matters, if any, as may, in terms of the Act or MOI be dealt with at such a meeting,

15.2.4.3 and such a resolution is signed by all members entitled to vote at that meeting, before the expiration of the period within which that meeting is to be held. Such a resolution will be deemed to be a resolution passed at an AGM of the Company held in terms of the Act on the date on which the last signature to such resolution is affixed.

15.2.5 The AGM must deal and dispose of all matters prescribed by the Act, including the consideration of annual financial statements, the election of Directors and the appointment of an auditor, and may deal with any other business laid before it.

15.3 General Meetings

15.3.1 Other general meetings of members of the Company may be convened by the Directors of the Company at any time, but at least fifteen business days before the meeting is to begin, as they deem appropriate.

15.3.2 A general meeting must also be convened on requisition by members representing not less than twenty-five percent (25%) 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 Act.

15.3.3 The board of a company, or any other person specified in the company's Memorandum of Incorporation or rules, may call a shareholders meeting:

15.3.3.1 at any time that the board is required by the Act or the Memorandum of Incorporation to refer a matter to members for decision;

15.3.3.2 whenever required in terms of section 70(3) to fill a vacancy on the board; and

15.3.3.2 if one or more written and signed demands for such a meeting are delivered to the company, and—

- each such demand describes the specific purpose for which the meeting is proposed; and
- in aggregate, demands for substantially the same purpose are made and signed by members, as the earliest time specified in any of those demands, of at least 10% of the voting rights entitled to be exercised in relation to the matter proposed to be considered at the meeting.

15.4 Teleconferences

15.4.1 Members may conduct meetings by electronic communication provided that all persons participating in the meeting can hear each other at the same time, and participation by such means will constitute presence in person at a meeting. In such instances the notice of a meeting that enables use of electronic participation must inform members of the availability of such facility.

16 Proceedings at Meetings of Members

16.1 Notice of Meetings

16.1.1 An AGM and any other meeting called for the passing of a special or ordinary resolution must be called at least 15 business days prior to the meeting, given to all members of the Company.

16.1.2 The notice is exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and must specify the place, the date, time, the general purpose of the meeting and any specific purpose.

16.1.3 The notice must be given in a manner mentioned or in such other manner, if any, as may be prescribed by the general meeting, to such persons as are, under the regulations of the Company entitled to receive such notices from the Company.

16.1.4 Despite the provisions of clause 15.2 , a meeting of the Company shall, despite that it is called by shorter notice than that specified in the MOI, be deemed to have been duly called if it is so agreed by a majority in number of the members having a right to attend and vote at the meeting, who hold not less than ninety-five (95) percent of the total voting rights of all the members.

16.1.5 The accidental omission to give 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.

16.2 Quorum

16.2.1 The meeting is regarded as quorate if at least twenty-five percent of all the voting rights that are entitled to be exercised in respect of at least one matter to be decided at the meeting are personally present at the meeting or via an electronic communication.

16.2.2 No business shall be transacted at any meeting of members unless a quorum of members is present at the time when the meeting proceeds to business.

16.2.3 If within one hour after the appointed time for a meeting to begin, the requirements of subsections 16.2.1 and 16.2.2 have not been satisfied, the meeting is postponed without motion, vote or further notice, for one week ; or if consideration of a particular matter to begin have not been satisfied such matter may be postponed to a later time in the meeting without motion or vote; or if there is no other business on the agenda of the meeting, the meeting shall be adjourned for one week, without motion or vote.

16.2.4 The person intended to preside at a meeting that cannot begin due to the operation of subsection 16.2.1 and 16.2.2 , may extend the one-hour limit allowed in subsection 16.2.3 for a reasonable period on the grounds that exceptional circumstances affecting weather, transportation or electronic communication have generally impeded or are generally impeding the ability of shareholders to be present at the meeting; or one or more particular members, having been delayed, have communicated an intention to attend the meeting, and those members, together with others in attendance, would satisfy the requirements of subsection 16.2.1 and 16.2.2 , or If, at the time appointed in terms of this section for a postponed meeting to begin, or for an adjourned meeting to resume, the requirements of subsection 16.2.1 ,16.2.2 and 16.2.3 , have not been satisfied, the members of the company present in person or by, proxy will be deemed to constitute a quorum.

16.2.5 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.

16.2.6 When a meeting is adjourned, notice of the adjourned meeting must be given in terms of the Act. Save as stated above, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.

16.2.7 Special resolutions required at least seventy-five percent (75%) of the voting rights exercised.

16.2.8 A special resolution is required to:

- 16.2.9.1 amend the Company's MOI in terms of section 16(1)(c) of the Act;
 - 16.2.9.2 approve voluntary winding up of the Company, as may be contemplated in section 80(1); or
 - 16.2.9.3 approve any proposed fundamental transaction such as, disposal of all or greater part of assets or undertaking; merger or amalgamation; or scheme of arrangement.
- 16.2.9 For an ordinary resolution to be adopted at a members meeting, it must be supported by at least fifty percent (50%) of the voting rights exercised.
- 16.2.10 After a quorum has been established for a meeting, or for a matter to be considered at a meeting, the meeting may continue, or the matter may be considered, so long as at least two (2) members with voting rights entitled to be exercised at the meeting, or on that matter, are present at the meeting.

16.3 Votes

- 16.3.1 Every member present personally (which in case of a legal person, means the presence of its duly authorised representative) at any general meeting shall have one (1) vote. Members may also be represented by proxy.
- 16.3.2 Each member shall have one (1) vote being equal to the vote of each other voting member on any matter to be determined by vote of the members.
- 16.3.3 At any meeting of members a resolution put to the vote of the meeting must be decided on a show of hands.
- 16.3.4 In the case of an equality of votes, the Chairperson of the meeting at which the show of hands took place, is entitled to a second or casting vote.

16.4 Decision Making

- 16.4.1 All ordinary resolutions of the Company must be adopted by a fifty percent (50% plus 1) plus one of all members who are personally present at a meeting or teleconference and are entitled to vote.
- 16.4.2 All special resolutions of the Company must be adopted by at least seventy five percent (75%) of all members who are personally present or represented by proxy at a meeting or teleconference and are entitled to vote.
- 16.4.3 Subject to section 60 of the Act, a resolution in writing signed by the all the members for the time being entitled to receive notice of and to attend and vote at a meeting of members or in the case of a legal person, its duly authorised representative on its behalf will be as valid and effectual as if it had been passed at a meeting of the Company duly convened and held.

16.5 Minutes of Meetings

- 16.5.1 The Company must cause minutes of the proceedings at any meeting of the members to be entered in a minute book kept for that purpose, within one (1) month after the date on which the meeting was held.
- 16.5.2 All minutes of meetings kept by the Company may be inspected and copied as provided in section 26 of the Act.

17 **Members right to information**

- 17.1 In addition to the rights to access information set out in section 26 (1), a member of the Company has further rights to information as may be determined from time to time.

18 **Board of Directors**

Subject to the provisions of clause 0the number of Directors of the Company must not be less than three (3). The Directors shall serve for a period of three years, and retire by rotation subject to re-election and approval at the AGM for another three year term or a shorter period as may be determined and approved by members.

The Directors of the Company shall be appointed by members of the Company at the AGM.

The Company may, from time to time at any meeting of its members increase the number of Directors or set a limit to the maximum number of Directors.

The Company is entitled, at the meeting of members, to appoint at any time and from time to time any person as a Director.

- 18.1 Unless the members determine otherwise in general meetings, any casual vacancy occurring in the Board of Directors must be filled by Directors subject to ratification or reappointment by members at the next AGM.

18.2 A Director shall cease to hold office as such if:

- 18.2.1 she becomes insolvent; or
- 18.2.2 she becomes of unsound mind; or
- 18.2.3 she resigns from office by written notice to the Directors of the Company; or
- 18.2.4 she compounds with her creditors; or
- 18.2.5 (s)he absents herself or himself from three (3) consecutive meetings of Directors without a special leave of absence from the Directors; or
- 18.2.6 (s)he ceases to be a Director by virtue of the provisions of the Act or becomes prohibited from being a Director by reason of any order made under the Act; or
- 18.2.7 (s)he is removed by ordinary resolution of the members of the Company at a general meeting, after due notice in writing of such a resolution has been given on at least fifteen (15) days notice. The notice must mention the name of the Director whom the company seeks to remove, and otherwise comply with the formalities set out in the Memorandum for general meetings; and before the members of a company may consider a resolution, the director concerned must be given notice of the meeting and the resolution, at least equivalent to that which a member is entitled to receive, irrespective of whether

or not the director is a member of the company; and such director must be afforded a reasonable opportunity to make a presentation, in person or through a representative, to the meeting, before the resolution is put to a vote; or

18.2.8 (s)he is otherwise removed in accordance with any provisions of the MOI; or

18.2.9 his or her term of office has expired; or

18.2.10 in the case of a Director appointed in terms of clause 20 , that Director's contract of employment with the Company has expired or is otherwise terminated.

19 **Ineligibility and disqualification of directors or prescribed officer**

19.1 A person who is ineligible or disqualified, as set out in this section, must not be appointed or elected as a director of a company, and company must not knowingly permit an ineligible or disqualified person to serve or act as a director.

19.2 A person who becomes ineligible or disqualified while serving as a director of a company ceases to be a director immediately.

19.3 A person is disqualified if (s)he :

19.3.1 has been prohibited by the court to be a director or declared delinquent in terms of section 162 or 47 of the Close Corporations Act, 1984

19.3.2 is a juristic person;

19.3.3 (s)he an unemancipated minor, or is under a similar legal disability; or

19.3.4 does not satisfy any qualification set out in the company's Memorandum of Incorporation.

19.3.5 is an unrehabilitated insolvent;

19.3.6 is prohibited in terms of any public regulation to be a director of the company;

19.3.7 has been removed from an office of trust, on the grounds of misconduct involving dishonesty; or

19.3.8 has been convicted, in the Republic or elsewhere, and imprisoned without the option of a fine, or fined more than the prescribed amount, for theft, fraud, forgery, perjury;

20 **Executive Director**

20.1 Despite the provisions of clause 18 , the Directors must appoint a Chief Executive Officer who will be an employee of the Company for a period to be determined by the Board.

20.2 The Chief Executive Officer shall be an *ex-officio* member of the Board of Directors.

21 **Powers and Duties of Directors**

- 21.1 The business of the Company must be managed by the Directors, who may pay from the assets of the Company all expenses incurred in the promotion, formation, establishment and registration of the Company.
- 21.2 The Directors are entitled to exercise all such powers of the Company as are not excluded by the Act or any statutory modification of such powers, or by the MOI, required to be exercised by the Company in general meetings, subject to any provision of the MOI, to the provisions of the Act and to such resolutions not inconsistent with the aforesaid MOI or provisions as may be prescribed by the Company in general meetings, but no resolution made by the Company in general meetings shall invalidate any prior act of the Directors which would have been valid if such resolution had not been made.
- 21.3 The Directors must cause minutes to be made in books provided for the purpose:
- 21.3.1 of all appointments of officers made by the Directors;
 - 21.3.2 of the names of the Directors present at each meeting of the Directors, and of any Committee of the Directors;
 - 21.3.3 of all resolutions and proceedings at all meetings of the Company and of the Directors, and of Committees of Directors.
- 21.4 The Board of Directors may from time to time appoint one or more of their members to the office of the Executive Director for a period contemplated in clause 20 .
- 21.5 The Directors may from time to time by resolution, entrust and confer upon the Executive Director for the time being such powers vested in them as they may deem appropriate, 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 deem expedient.
- 21.6 The Executive Director appointed pursuant to the provisions of the MOI must not be regarded as the agent of the Directors or their delegate and after such powers have been conferred upon her or his by Directors (s)he must be deemed to derive such powers directly from or MOI.
- 21.7 The Directors are entitled to delegate or to allocate from time to time, to any one of their members or to any person, such powers as are vested in them in terms of the Act or the MOI, provided that any powers so delegated and allocated may be withdrawn or varied at any time.
- 21.8 The Directors are entitled to delegate, or allocate any of their powers to committees consisting of such member or members of their body as they may deem appropriate. Any committee so formed must, in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors. Subject to what is stated in this paragraph, the meetings and proceedings of a committee must be governed by the provisions of the MOI and/or other governance practices relating to meetings and proceedings of members of the Company.
- 21.9 The Directors must report to the members of the Company regularly on the activities of the Company.
- 21.10 A director must at all times exercise the duty of care, diligence and skill, act in utmost good faith and declare any conflict of interest as may arise from time to time.

22 Remuneration of Directors

22.1 The Company must not, directly or indirectly, pay any portion of its income or transfer any of its assets, regardless whether the income or asset was derived, to any person who is or was an incorporator of the Company, or is a member or director, of the Company, **except-**

22.1.1 as reasonable-

21.1.1.1 remuneration for goods delivered or services rendered to, or at the direction of, the Company, or

21.1.1.2 payment of, or reimbursement for, expenses incurred to advance a stated object of the Company;

22.1.2 as a payment of an amount due and payable by the Company in terms of a *bona fide* agreement between the Company and that person or another;

22.1.3 as a payment in respect of any rights of that person, to the extent that such rights are administered by the Company in order to advance a stated object of the Company; or

22.1.4 in respect of any legal obligation binding on the Company.

22.2 The Directors may also 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 those of ordinary duties of the Director, such extra remuneration as they may deem appropriate in accordance with *Gender Links Conflict of Interest Policy*.

23 Borrowing Powers of Directors

23.1 The Company shall not provide any loan to, secure a debt or obligation of, or otherwise provide direct or indirect financial assistance to, a director of the Company or of an inter-related Company, or to a person related to any such director unless in pursuit of clauses 23.2 and 23.3 below.

23.2 The Directors may in their discretion from time to time, after consultation with members of the Company, raise or borrow any sums of money for the purposes of the Company.

23.3 The Directors may secure the payment or repayment of any sums of money so borrowed or raised in terms of this paragraph or the payment of any debt, liability or obligation whatsoever of the Company in such a manner and upon such terms and conditions in all respects as they deem appropriate.

24 Proceedings of Directors' Meetings

24.1 The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings, as they deem appropriate. Questions arising at any meeting must be decided by a majority of votes. In case of an equality of votes the Chairperson shall have a second or casting vote.

24.2 Any director and the secretary on the requisition of at least ten (10%) of directors in the case a board that has at least 12 members; or two (2) directors in any other case must, at any time, summon a meeting of the Directors.

- 24.3 The Directors' meeting will be regarded as quorate if it consists of not less than fifty percent (50%) of directors at the time but may not be less than three (3) directors.
- 24.4 The Directors may by resolution determine what period of notice must be given of meetings of Directors and may determine the means of giving such notice which may include telephone, telegram, e-mail or telefax. (Until this period has been determined it will be seven (7) days and all means of giving notice referred to will be permissible).
- 24.5 If, within half an hour from the time appointed for the holding of a meeting of the Board of Directors a quorum is not present, it shall stand adjourned to the same day in the next week at the same time and place.
- 24.6 Subject to the sanction of the members in general meetings, the continuing Directors may act, notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the MOI as the necessary quorum of Directors, the continuing Directors may act for the purpose of increasing the number of Directors to that number, or for summoning a general meeting of the Company, but for no other purpose.
- 24.7 Directors may participate in meetings by electronic communication of which all persons at the meeting can hear each other at the same time, and participation by such means will constitute presence in person at a meeting. In such instances the notice of a meeting that enables use of electronic participation must inform members of the availability of such facility.
- 24.8 Subject to the provisions of the Act:
- 24.8.1 A resolution in writing, including through the medium of telefax, E Mail, and being not less than are sufficient to form a quorum, is as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted;

25 Chairperson

- 25.1 The Directors may appoint a Chairperson and a Deputy-Chairperson to chair their meetings until the next AGM.
- 25.2 In addition to the powers of the Directors stated above, the Company in general meetings may appoint a Director to either such office if it be vacant, or confirm the appointment of any Director to either such office.
- 25.3 If at any time there is no Director holding office as Chairperson or Deputy-Chairperson, or if at any meeting the Chairperson or Deputy-Chairperson is not present within five (5) minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to preside at the meeting.

26 Validity of Acts of Directors and Committees

- 26.1 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 of any Executive, or by any person acting as a Director or any committee, is, despite 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.

27 **Company Secretary**

- 27.1 The Directors shall appoint a person or persons to be Secretary or Secretaries of the Company in terms of Section 86 and 87 of the Act to perform such duties contemplated in section 88 of the Act and other governance regulations.

28 **Audit Committee**

- 28.1 The Company shall elect an audit committee at each AGM comprising at least three members, who are satisfy requirements of section 94 (4) or 94(5) of the Act.

- 28.2 The committee shall *inter alia*:

28.2.1 to determine the fees to be paid to the auditor and the auditor's terms of engagement;

28.2.2 ensure that the appointment of the auditor complies with the provisions of this Act and any other legislation relating to the appointment of auditors;

28.2.3 determine, subject to the provisions of this Chapter, the nature and extent of any non-audit services that the auditor may provide to the company, or that the auditor must not provide to the company, or a related company;

28.2.4 pre-approve any proposed agreement with the auditor for the provision of non-audit services to the company;

28.2.5 prepare a report, to be included in the annual financial statements for that financial year;

28.2.6 to receive and deal appropriately with any concerns or complaints, whether from within or outside the company, or on its own initiative;

28.2.7 make submissions to the board on any matter concerning the company's accounting policies, financial control, records and reporting; and

28.2.8 perform other functions determined by the board, including the development and implementation of a policy and plan for a systematic, disciplined approach to evaluate and improve the effectiveness of risk management, control, and governance processes within the company.

29 **Auditors**

- 29.1 The first auditor of a company holds office until the conclusion of the first annual general meeting of the company.

- 29.2 A retiring auditor may be automatically reappointed at an annual general meeting without any resolution being passed, unless if the retiring auditor is no longer qualified for appointment; or is no longer willing to accept the appointment, and has so notified the company; or is required to cease serving as auditor, in terms of section 92; or an audit committee appointed by the company in terms of this Act objects to the reappointment; or the company has notice of an intended resolution to appoint some other person or persons in place of the retiring auditor.

- 29.3 If an annual general meeting of a company does not appoint or reappoint an auditor the directors must fill the vacancy in the office in terms of the procedure contemplated in section 91 within 40 business days after the date of the meeting.

- 29.4 The same individual may not serve as the auditor or designated auditor of a company for more than five consecutive financial years. If an individual has served as the auditor or designated auditor of a company for two or more

consecutive financial years and then ceases to be the auditor or designated auditor, the individual may not be appointed again as the auditor or designated auditor of that company until after the expiry of at least two further financial years.

- 29.5 If a company has appointed two or more persons as joint auditors, the company must manage the rotation required by this section in such a manner that all of the joint auditors do not relinquish office in the same year.

30 Reserve Fund

- 30.1 The Directors may establish any reserve fund or funds for the purpose of meeting contingencies or for the furtherance of any of the objects of the Company, and such fund or funds may be invested, as the Directors may deem appropriate.

31 Accounts and Audit

- 31.1 The Directors must cause all such books of accounts as are prescribed by the Act to be kept.
- 31.2 The books of accounts must be kept at the registered office of the Company, or at such other place or places as the Directors deem appropriate, and must always be open to the inspection of the Directors.
- 31.3 The Directors must, from time to time in accordance with the Act, cause to be prepared and laid before the Company in the AGM such annual financial statements as required by the Act.
- 31.4 A copy of the annual financial statements that is to be laid before the Company at the AGM, must by not less than fifteen (15) days before the date of the meeting be sent to every member of the Company, provided that this regulation does not require a copy of those documents to be sent to any person of whose address the Company is not aware.

32 Notices

- 32.1 A notice may be given by the Company to any member either personally, by telefax or e-mail if known or by sending it through the post in a prepaid letter addressed to such member at his or her registered address or (if (s)he has no registered address in the Republic) at the address, if any, supplied by her to the Company for the giving of notices to her.
- 32.2 Any notices if given by post will be deemed to have been served at the time when the letter containing the same is put into the Post Office and, in proving the giving of the notice sent by post, it will be sufficient to prove that the letter containing the notice was properly addressed and put in the Post Office.

33 Indemnity

- 33.1 The Company must indemnify every Director, Executive Director or Chief Executive Officer, or officer of the Company while acting as such, for any reasonable costs incurred, where they incur liability in the following circumstances:
- 33.1.1 where they have defended themselves in any civil proceedings and judgment is given in their favour;
- 33.1.2 where they defend themselves in any criminal proceedings and they are acquitted; or

33.1.3 where they are a party to any application in terms of the Act, or any amendment thereof, and relief is granted to them by a Court.

34 **Winding-Up**

34.1 If the Company shall be wound up or dissolved, the liquidator must comply with the provisions of schedule 1 paragraph 4 of the Act.

34.2 Upon its winding-up, deregistration or dissolution the entire net value of the Company shall be distributed to other non profit Companies or external non- profit Companies carrying on activities within the Republic, voluntary associations or non-profit trusts having objects similar to its main object, to be determined by the members of the Company at or before the time of its dissolution or, failing such determination, by the Court.