

**Companies and Intellectual Property Commission
Republic of South Africa**

**Form CoR 15.1E
Long Standard Form
Non Profit Companies
with members**

- This form is issued in terms of section 13 of the Companies Act, 2008, and Regulation 15 of the Companies Regulations, 2011.
- This form may be used only to incorporate a Non Profit company with members.
- A Non Profit company may be incorporated by three or more persons.
- The Incorporators must complete this form by–
 - (a) filling in the Name of the Company, unless it is to be completed by the Commission in terms of Regulation 14 (b) (i) or (iii);
 - (b) inserting a statement of the objects of the company in the space;
 - (c) inserting the number of directors and alternate directors in the spaces provided; and
 - (d) Each signing and dating the form on a line of the Table.
- There are 9 pages in this form. If filing by paper, all 9 pages must be filed. Use additional sheets if required to provide information.
- This Form must be filed with Form C o R 14 . 1 , Notice of Incorporation, and required annexures and fees.

Contacting the Commission

The Companies and Intellectual Property Commission of South Africa

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**Memorandum of Incorporation
of**

(Insert Name of Company) _____

which is referred to in the rest of this Memorandum of Incorporation as “the Company”.

The Company is a Non Profit company with members, with the following objects:

Adoption of Memorandum of Incorporation

This Memorandum of Incorporation was adopted by the incorporators of the Company, in accordance with section 13 (1), as evidenced by the following signatures made by each of them, or on their behalf.

Name of incorporator	Identity or Registration #	Signature	Date

This form is prescribed by the Minister of Trade and Industry in terms of section 223 of the Companies Act, 2008 (Act No. 71 of 2008).

In this Memorandum of Incorporation—

- (a) a reference to a section by number refers to the corresponding section of the Companies Act, 2008;
- (b) words that are defined in the Companies Act, 2008 bear the same meaning in this Memorandum as in that Act; and
- (c) words appearing to the right of an optional check line are void unless that line contains a mark to indicate that it has been chosen as the applicable option.

The Schedules attached to this Memorandum are part of the Memorandum of Incorporation

Article 1 - Incorporation and Nature of the Company

1.1 Incorporation

- (1) The Company is incorporated as a Non Profit company, as defined in the Companies Act, 2008.
- (2) The Company is incorporated in accordance with, and governed by—
 - (a) the unalterable provisions of the Companies Act, 2008 that are applicable to Non Profit companies;
 - (b) 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
 - (c) the provisions of this Memorandum of Incorporation.

1.2 Objects and Powers of the Company

The Objects of the Company are as set out on the cover sheet and, except to the extent necessarily implied by the stated objects, the purposes and powers of the Company—

_____ are not subject to any restriction, limitation or qualification, as contemplated in section 19 (1)(b)(ii).

_____ are subject to any restriction, limitation or qualification, contemplated in section 19 (1)(b)(ii), as set out in Part A of Schedule 1.

- (1) The Company—
 - _____ is not subject to any provision contemplated in section 15 (2)(b) or (c).
 - _____ is subject to the provision contemplated in section 15 (2)(b) or (c), as set out in Part B of Schedule 1.
- (2) 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 2 of the Companies Act, 2008; and
 - (b) the provisions, if any, set out in Part C of Schedule 1 of this Memorandum.

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 section 16, 17 or 152 (6) (b).
 - _____ may be altered or amended in the manner set out in section 16, 17 or 152 (6) (b), subject to the provisions contemplated in section 16 (1)(c), and set out in Part D of Schedule 1.
- (2) The authority of the Company's Board of Directors to make rules for the Company, as contemplated in section 15 (3) to (5) -
 - _____ is not limited or restricted in any manner by this Memorandum of Incorporation.
 - _____ is limited or restricted to the extent set out in Part D of Schedule 1.
- (3) 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 by ordinary mail.
 - _____ in accordance with the requirements set out in Part D of Schedule 1.
- (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 by ordinary mail.
 - _____ in accordance with the requirements set out in Part D of Schedule 1.

1.4 Optional provisions of Companies Act, 2008 do not apply

The Company—

_____ does not elect, in terms of section 34 (2), to comply voluntarily with the provisions of Chapter 3 of the Companies Act, 2008.

_____ elects, in terms of section 34 (2), to comply voluntarily with the provisions of Chapter 3 of the Companies Act, 2008.

1.5 Members of the Company

(1) As contemplated in Item 4 (1) of Schedule 2 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.

_____ are in either of two classes, being voting and non-voting members, respectively.

(2) The terms and conditions of membership in the company are as set out in Part E of Schedule 1 to this Memorandum.

Article 2 - Rights of Members

2.1 Members' authority to act

If, at anytime, 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.

_____ is limited or restricted to the extent set out in Part A of Schedule 2.

2.2 Members' right to Information

In addition to the rights to access information set out in section 26 (1), a member of the Company has the further rights to information, if any, set out in Part B of Schedule 2 of this Memorandum of Incorporation.

2.3 Representation by concurrent proxies

The right of a member of the Company to appoint persons concurrently as proxies, as set out in section 58 (3)(a) –

_____ is not limited, restricted or varied by this Memorandum of Incorporation.

_____ is limited, restricted or varied to the extent set out in Part C of Schedule 2.

2.4 Authority of proxy to delegate

The authority of a member's proxy to delegate the proxy's powers to another person, as set out in section 58 (3)(b)—

_____ is not limited or restricted by this Memorandum of Incorporation.

_____ is limited or restricted to the extent set out in Part C of Schedule 2.

2.5 Requirement to deliver proxy instrument to the Company

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 not varied by this Memorandum of Incorporation.

_____ is varied to the extent set out in Part C of Schedule 2.

2.6 Deliberative authority of proxy

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.

_____ is limited or restricted to the extent set out in Part C of Schedule 2.

2.7 Record date for exercise of member 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 is—

_____ as determined in accordance with section 59 (3).

_____ as determined in the manner set out in Part D of Schedule 2.

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.

_____ is required to hold members meetings, in addition to those specifically required by the Companies Act, 2008, as set out in Part A of Schedule 3.

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 at least 25% of the voting members, as provided for in that section.

_____ by at least _____% of the voting members.

3.3 Location of members meetings

The authority of the Company's Board of Directors to determine the location of any members meeting, 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.

_____ is limited or restricted to the extent set out in Part B of Schedule 3.

3.4 Notice of members meetings

The minimum number of days for the Company to deliver a notice of a members meeting to the members, as required by section 62 –

_____ is as provided for in section 62 (1).

_____ is _____ business days before the meeting is to begin.

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 in a meeting by electronic communication, as set out in section 63 -

_____ is not limited or restricted by this Memorandum of Incorporation.

_____ is limited or restricted to the extent set out in Part C of Schedule 3.

3.6 Quorum for members meetings

- (1) The quorum requirement for a members meeting to begin, or for a matter to be considered are -
_____ as set out in section 64 (1) without variation.
_____ as set out in section 64 (1) subject to a minimum of _____% in substitution for the 25% required by that section.
- (2) The time periods allowed in section 64 (4) and (5) -
_____ apply to the Company without variation
_____ apply to the Company, subject to the variations set out in Part D of Schedule 3.
- (3) The authority of a meeting to continue to consider a matter, as set out in section 64 (9) –
_____ is not limited or restricted by this Memorandum of Incorporation.
_____ is limited or restricted to the extent set out in Part D of Schedule 3.

3.7 Adjournment of members meetings

The maximum period allowable for an adjournment of a members meeting is -

- _____ as set out in section 64 (13), without variation.
_____ as set out in section 64 (13), subject to the variations set out in Part E of Schedule 3.

3.8 Members resolutions

- (1) For an ordinary resolution to be adopted at a members meeting, it must be supported by at least –
_____ 50% of the members who voted on the resolution, as provided in section 65 (7).
_____ % of the members who voted on the resolution, despite section 65 (7).
_____ the minimum percentage of members voting on the resolution, as set out in Part F of Schedule 3.
- (2) For a special resolution to be adopted at a members meeting, it must be supported by at least –
_____ 75 % of the members who voted on the resolution, as provided in section 65 (7).
_____ % of the members who voted on the resolution, despite section 65 (7).
_____ the minimum percentage of the members who voted on the resolution, as set out in Part F of Schedule 3.
- (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).
_____ required, in addition to the matters set out in section 65(11), for the matters set out in Part F of Schedule 3.

Article 4 - Directors and Officers

2.1 Composition of the Board of Directors

- (1) The Board of Directors of the Company comprises of _____ directors, and _____ alternate directors each of whom is to be elected -
(a) is to be appointed in the manner set out in Part A of Schedule 4; and
(b) serves for a term of _____ years.
- (2) In addition to the appointed directors –
_____ there are no appointed or *ex officio* directors of the company, as contemplated in section 66 (4).

_____ there are _____ appointed, and _____ *ex officio*, directors of the company, as contemplated in section 66 (4), to be designated in the manner specified in Part B of Schedule 4.

- (3) In addition to satisfying the qualification and eligibility requirements set out in section 69, to become or remain a director of the Company, a person -
- _____ need not satisfy any further eligibility requirements or qualifications.
- _____ must satisfy the additional eligibility requirements and qualifications set out in Part B of Schedule 2.
- (4) Each appointed director of the Company serves for an indefinite term, until substituted by the person or entity that made the appointment.

2.2 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.

_____ is limited or restricted to the extent set out in Part C of Schedule 2.

2.2 Board of Directors meetings

- (1) The authority of the Company's Board of Directors to consider a matter other than at a meeting, as set out in section 74 -
- _____ is not limited or restricted by this Memorandum of Incorporation.
- _____ is limited or restricted to the extent set out in Part E of Schedule 4.
- (2) The right of the Company's Directors to requisition a meeting of the Board, as set out in section 73 (1), may be exercised by -
- _____ at least 25% of the directors, as provided in that section.
- _____ at least _____% of the directors, despite the provisions of that section.
- (3) The authority of the Company's Board of Directors to conduct a meeting entirely by electronic communication, or to provide for participation in a meeting by electronic communication, as set out in section 73 (3); -
- _____ is not limited or restricted by this Memorandum of Incorporation.
- _____ is limited or restricted to the extent set out in Part F of Schedule 4.
- (4) The authority of the Company's Board of Directors to determine the manner and form of providing notice of its meetings, as set out in section 73 (4)—
- _____ is not limited or restricted by this Memorandum of Incorporation.
- _____ is limited or restricted to the extent set out in Part F of Schedule 4.
- (5) The authority of the Company's Board of Directors to proceed with a meeting despite a failure or defect in giving notice of the meeting, as set out in section 73 (5) –
- _____ is not limited or restricted by this Memorandum of Incorporation.
- _____ is limited or restricted to the extent set out in Part F of Schedule 4.
- (6) The quorum requirement for a directors meeting to begin, the voting rights at such a meeting, and the requirements for approval of a resolution at such a meeting, are—
- _____ as set out in section 73 (5).
- _____ as set out in section 73 (5), subject to the variations set out in Part F of Schedule 4.

2.3 Indemnification of Directors

- (1) The authority of the Company's Board of Directors to advance expenses to a director, or indemnify a director, in respect of the defence of legal proceedings, as set out in section 78 (3) –
- _____ is not limited or restricted by this Memorandum of Incorporation.
- _____ is limited, restricted or extended to the extent set out in Part G of Schedule 4.
- (2) The authority of the Company's Board of Directors to indemnify a director in respect of liability, as set out in section 78 (5) -

_____ is not limited or restricted by this Memorandum of Incorporation.

_____ is limited, restricted or extended to the extent set out in Part G of Schedule 4.

- (3) The authority of the Company's Board of Directors to purchase insurance to protect the Company, or a director, as set out in section 78 (6) -

_____ is not limited or restricted by this Memorandum of Incorporation.

_____ is limited, restricted or extended to the extent set out in Part G of Schedule 4.

2.4 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 Company's Board of Directors to appoint committees of directors, and to delegate to any such committee any of the authority of the Board as set out in section 72 (1), or to include in any such committee persons who are not directors, as set out in section 73 (2)(a) -

_____ is not limited or restricted by this Memorandum of Incorporation.

_____ is limited, restricted or extended to the extent set out in Part H of Schedule 4.

- (3) The authority of a committee appointed by the Company's Board, as set out in section 72 (2)(b) and (c)—

_____ is not limited or restricted by this Memorandum of Incorporation.

_____ is limited, restricted or extended to the extent set out in Part H of Schedule 4.

Article 3 - General Provisions

Insert any further provisions desired in this or additional Articles.

Schedule 1 - Incorporation and nature of the Company

Part A

Insert any provisions limiting the purposes or powers of the Company, as contemplated in section 19 (1)(b) of the Act.

Part B

Insert any 'Ring fencing' provisions as contemplated in section 15 (2) of the Act.

Part C

Insert provisions establishing, or providing for the establishment of a scheme of distribution of the net assets of the Company upon its dissolution, as required by Item 1 (4) of Schedule 2 of the Companies Act, 2008.

Part D

Insert—

- (a) *any provisions relating to the amendment of the Memorandum of Incorporation, as contemplated in section 16 (1) (c) of the Act; and*
- (b) *any provisions relating to the Board's authority to make rules for the Company, as contemplated in section 15 (3) to (5) of the Act.*

Part E

Insert provisions setting out the terms and conditions of membership.

Schedule 2 - Rights of Members

Part A

Insert any provisions limiting or restricting the right of members to act without meeting formal requirements, as contemplated in section 57 (4) of the Act.

Part B

Insert any provisions creating addition information rights of members, as contemplated in section 26.

Part C

Insert any provisions relating to the powers of members to appoint proxies, the appointment of proxies, and the powers of any such proxy, as contemplated in section 58 of the Act.

Part D

Insert any provisions respecting the fixing of a record date, as contemplated in section 59 of the Act.

Schedule 3 - Members Meetings

Part A

Insert any provisions imposing a requirement to hold a members meeting.

Part B

Insert any provision limiting or restricting the authority of the Board to determine the location of members meetings, or the authority of the Company to meet outside the Republic.

Part C

Insert any provision limiting or restricting the authority of the Board with respect to the use of electronic communication for members meetings, as contemplated in section 63 of the Act.

Part D

Insert any provision respecting the quorum requirements for members meetings, or varying the provisions of section 64 of the Act.

Part E

Insert any provision varying section 64 (13) of the Act with respect to the maximum period for adjournment of a members meeting.

Part F

Insert—

- (a) any provision establishing different requirements for adoption of an ordinary resolution for different matters;*
- (b) any provision establishing different requirements for adoption of a special resolution for different matters; or*
- (c) Any provision imposing the requirement of a special resolution to approve any matter, as contemplated in section 65 (11) of the Act.*

Schedule 4 - Directors of the Company

Part A

Insert provisions setting out the process for the election of Directors by the voting members.

Part B

Insert any provisions establishing the rights of any person to appoint a director, or establishing the right of any person to be an ex officio director of the Company.

Part C

Insert any provision imposing additional eligibility or qualification requirements for directors and prescribed officers of the Company.

Part D

Insert any provision limiting or restricting the authority of the Board to manage and direct the business and affairs of the Company, as contemplated in section 66 (1) of the Act.

Part E

Insert any provision limiting or restricting the authority of the Board to consider a matter other than at a meeting, as contemplated in section 74 of the Act.

Part F

Insert any provision limiting, restricting or varying the authority of the Board with respect to the conduct of its meetings, as contemplated in section 73 of the Act.

Part G

Insert any provision limiting, restricting or extending the authority of the Company to advance expenses to a director, indemnify a director, or purchase insurance to protect the Company or a director, as contemplated in section 78 of the Act.

Part H

Insert any provision limiting or restricting the authority of the Board with respect to the establishment of committees, as contemplated in section 72 of the Act.