JHB

21 The Broads
Mulbarton
2190
PO Box 861
Glenvista
2058
Reg No: 1997/003350/21

T: +27(0)11 682 2650

info@bakertilyjhb.co.za
www.bakertillyjhb.co.za

Memorandum of Incorporation

Of

ESPOIR FOUNDATION NPC

Registration number 2021/652369/08

Companies and Intellectual Property Commission
a member of the dti group

Our Reference: 2021/652369/08

Date: 01/06/2021

E-mail: GAILK@BAKERTILLYJHB.CO.ZA

Dear Business Owner

WHAT TO DO AFTER REGISTERING A COMPANY
ESPOIR FOUNDATION NPC (2021/652369/08)

Congratulations on registering your company. The Companies and Intellectual Property Commission (CIPC) wishes you all the best in your business endeavours.

Registering your company is only the first step in managing it. Throughout its life span, a company is required to maintain its information and legal status with the CIPC. Failure to do so may have serious consequences for your company and your business activities, as it may result in deregistration, investigation, administrative fine or prosecution.

The Companies Act, 2008 places compliance requirements on all registered entities throughout its life cycle, which includes any changes to the company information, annual return filings (which includes filing of annual financial statements or financial accountability supplements) and deregistration. **Set out on the next few pages is an easy guide to assist you with retrieving your company registration documents and managing your company compliance obligations. The table is not a legal document but rather a guide to some of the most pertinent requirements that must be adhered to.**

Please ensure that the CIPC always has the latest contact details for the directors or the authorised representative so that important information relating to annual returns, director changes and pending deregistration can be transmitted efficiently and effectively to the correct person. For more information about any of the requirements listed below, please direct your enquiry to:

- Website:www.cipc.co.za / enquiries
- Tel: 086 100 2472

Kind regards

Commissioner: CIPC
Adv Rory Voller

Companies and Intellectual Property Commission
a member of the dti group

NOTICE TO CUSTOMERS

Dear Customer,

Kindly find below a guide on how to download your new company registration documents from the CIPC website.

It should be noted that the MOI (Memorandum of Incorporation) for companies registered via the CIPC SST's, website or banks, is not included in the registration certificate. Customers are required therefore to download the MOI from the CIPC website after registration.

RETRIEVAL OF REGISTRATION CERTIFICATE (COR14.3) or MOI (INCORPORATION) DOCUMENTS AFTER REGISTRATION VIA SST, BANKS AND WEBSITE:

- Visit the CIPC website at www.cipc.co.za and click on On-line transacting/Certificates and Disclosures.
- Log in with your customer code and password.
- Confirm correct details by clicking on "edit customer details" - ensure that the e-mail and cell phone number are correct.
- Click on certificate and disclosures
- Click on MOI Documents - select transaction

PLEASE NOTE

- Any person may download the registration certificate (CoR14.3 or MOI Documents) after registration.
- The screen will only display the first 10 records under your customer code, if your transaction does not appear, kindly indicate the enterprise number starting with a K and the tracking number of the transaction in the provided fields.

For more information kindly refer to the CIPC website www.cipc.co.za or log a ticket via the Enquiries option.

Kind Regards,

Commissioner: CIPC
Adv Rory Voller

Compliance Activity	Notes	Process/Form
Retrieving your Company MOI Documents and Certificates for E-Service New Company registration	• Confirm correct cell phone and e-mail address by editing / updating your customer profile. Go to www.cipc.co.za / click on On-line transactions / login with customer code and password / click on edit customer details. • Only the directors may retrieve company documents. Each director must register their own customer code and password. The ID of the director links to all the companies he/she is a director.	• Go to www.cipc.co.za • Click on On-line transacting • Login with customer code and password • Click on Certificates and Disclosures • Click on MOI Documents – select transaction • The system generates the document and send it to the customer's e-mail address.
Annual Returns	• Due on anniversary date of company's incorporation date. • Must be filed within 30 business days of its due date. • Must be filed electronically via the CIPC website. • A fee is payable at the time of filing that is dependent on the turnover of your business. • An Annual return is not the same as a tax return which is filed with SARS. • Failure to file the annual returns will result in your company being deregistered.	A step-by-step guide on how to file annual returns can be viewed on the CIPC Annual Return website (annualreturns.cipc.co.za) by clicking on the link at Step 4.
Financial Statements	• All companies (except external companies) are required to prepare financial statements within 6 months after its financial year end. • Some companies are required to audit financial statements. Please refer to Companies Regulation 28 read with Companies Regulation 26. • All companies (except external companies) must file with its Annual Return either Annual Financial Statement or Financial Accountability Supplement. Please refer to section 33 of Companies Act, 2008 read with Companies Regulations 28, 29, 30 and 33.	Refer to the CIPC website www.cipc.co.za / maintaining your company for detailed explanation of process and requirements.
Changes in directors or auditors	• CIPC must be notified of any changes in the directorship of your company within 10 business days of such change on a form CoR39. • CIPC must also be notified of any changes to the auditor (appointment, resignation or removal) of your company within 10 business days of such change on a form CoR44. **Note**: The appointment of an auditor for certain category of companies, e.g. private or non- profit companies are not mandatory but such may be required if the company reaches certain thresholds. Refer to sections 28 – 31 of the Companies Act, and Companies Regulations 24 – 30 relating to financial record keeping, access to such information and	Refer to the CIPC website www.cipc.co.za / maintaining your company for detailed explanation of process and requirements.

Compliance Activity	Notes	Process/Form
Changes in address	• If a change in the physical and/or postal address occurs, the company must notify the CIPC of such change by filing a form CoR21.1 within 5 working days before the change is to take effect.	Refer to the CIPC website www.cipc.co.za / maintaining your company for detailed explanation of process and requirements.
Deregistration & Liquidation	• When a company stops trading, it needs to apply either for deregistration or for liquidation, depending on the circumstances. • Deregistration is advisable in cases where the company does not have any assets and is inactive, while liquidation is advisable in cases where the company has outstanding liabilities that must be resolved first.	Refer to the CIPC website www.cipc.co.za / maintaining your company for detailed explanation of process and requirements.
Business Rescue	• When a company is unable to honour its debts as they become due and payable within the immediately ensuing six months, the Board of Directors may resolve to place the company into business rescue. Such a resolution must be filed with the CIPC in Form CoR 135.1.	Refer to the CIPC website www.cipc.co.za / maintaining your company for detailed explanation of process and requirements.
Complaints about company conduct	• Any person may file a complaint using form CoR135.1 with the CIPC alleging that a company or any other person is contravening the Companies Act, 2008 or that such person's rights under the Companies Act, 2008 or under the company's Memorandum of Incorporation or rules, have been infringed. • CIPC may investigate such complaint and take relevant action in the form of requesting information from the company or any interested person and even issuing compliance notices to the company which must be complied with.	Step 1: Complete form CoR 135.1 Step 2: Submit form CoR135.1 with documentary proof via CoR135.1complaint@cipc.co.za. Step 3: CIPC will conduct a preliminary investigation and respond back to the complainant. Step 4: CIPC may do a formal investigation and issue a report on the matter. Refer to the CIPC website for detailed explanation of process and requirements.

Companies and Intellectual Property Commission
a member of the dti group

COMPANIES AND INTELLECTUAL PROPERTY COMMISSION
REPUBLIC OF SOUTH AFRICA

FORM COR 14.3 - REGISTRATION CERTIFICATE

Issue date:	31/05/2021
Print date:	01/06/2021
Customer code:	RJ&CO
Tracking number:	112070876

Concerning

ESPOIR FOUNDATION NPC 2021/652369/08

The above company has been registered in terms of section 14 of the Companies Act, 2008.

In accordance with the Notice of Incorporation, the registration of the company takes effect on 31/05/2021.

In conjunction with this certificate, the Commission has not issued another notice contemplated in section 12 (3).

Commissioner: CIPC

DMW DMW

About this Notice

This Notice is issued in terms of section 14 of the Companies Act, 2008, and Regulation 14 of the Companies Regulations, 2011.
If the Commission has altered the name of the company, in terms of section 14 (2) (b), the company may file an amended Notice of Incorporation to change the name.
If the Commission has issued a Notice of a Potentially Contested Name in conjunction with the Certificate, the company must serve that Notice on each person identified in the Notice, and any such person has the right to challenge the use of the name, by the company.

Certificate issued by the Companies and Intellectual Property Commission on Tuesday, June 01, 2021 01:00
Registration Certificate

Companies and Intellectual Property Commission
a member of the dti group

Registration number	**2021 / 652369 / 08**
Enterprise name	**ESPOIR FOUNDATION NPC**
Enterprise shortened name	**NOT APPLICABLE**
Enterprise translated name	**NOT APPLICABLE**
Registration date	**31/05/2021**
Business start date	**31/05/2021**
Enterprise type	**NON PROFIT COMPANY**
Enterprise status	**IN BUSINESS**
Financial year end	**APRIL**
Type of MOI	**NON-STANDARD (COR15.1D)**
Main business/main object	**NO RESTRICTION ON BUSINESS ACTIVITIES**
Postal address	**P O BOX 752423** **GARDENVIEW** **2047**
Address of registered office	**20 SKEEN BOULEVARD** **3RD FLOOR SOUTH** **SOUTH WING** **BEDFORDVEW** **2008**

Certificate issued by the Companies and Intellectual Property Commission on Tuesday, June 01, 2021

Registration Certificate

Companies and Intellectual Property Commission
a member of the dti group

Registration number 2021/652369/08

Enterprise name ESPOIR FOUNDATION NPC

Auditors

Name BAKER TILLY JHB INCORPORATED
Postal adress P O BOX 861
GLENVISTA
2058

Directors

Surname and first names	Status	ID number or date of birth	Director type	Appointment date	Addresses
NICHOLLS, MATTHEW CHARLTON	ACTIVE	8806055218087	DIRECTOR	31/05/2021	**Postal** UNIT 473, BLOCK 48, WESTLAKE ECO-ESTATE, MODDERFONTEIN, 1610 **Residential** UNIT 473, BLOCK 48, WESTLAKE ECO-ESTATE, MODDERFONTEIN, 1610
MANSOUR, LYNETTE ELIZABETH	ACTIVE	6206260049082	DIRECTOR	31/05/2021	**Postal** P O BOX 752423, GARDENVIEW, 2047 **Residential** THE NICOL UNIT G21, NICOL ROAD, BEDFORDVIEW, 2008
MANSOUR, DARREN MARK	ACTIVE	8205085103080	DIRECTOR	31/05/2021	**Postal** P O BOX 683, BEDFORDVIEW, 2008 **Residential** 79 BOEING ROAD EAST, HINGHAM FIELD FIELD UNIT 29, BEDFORDVIEW, 2007

Companies and Intellectual Property Commission
Republic of South Africa

Form CoR 14.1

- This form is issued in terms of section 13 of the Companies Act, 2008, and Regulation 14 of the Companies Regulations, 2011.
- A profit company may be incorporated by an organ of state, or by one or more persons. A non-profit company may be incorporated by an organ of state, a juristic person, or by three or more persons.
- To each of paragraphs 1, 2, 3, 6 and 7, you must select one option, by ticking the appropriate box.
- Annexure A must be completed and attached.
- Annexure B is required only if you tick the 3rd option at paragraph 6.
- Annexure C is required only if you tick the 2nd option at paragraph 7.
- The basic filing fee is R175 if the company's Memorandum of Incorporation is in Form 15.1A or 15.1C, or R475 in any other case.
- An MOI in Form CoR 15.1A, 15.1B, 15.1C, 15.1D or 15.1E or unique to the company must be attached.
- A company is not registered until the Commission has issued a Registration Certificate in Form CoR 14.3.

Contacting the Commission

The Companies and Intellectual Property Commission of South Africa

Postal Address
PO Box 429
Pretoria 0001
Republic of South Africa
Tel: 086 100 2472

www.cipc.co.za

Notice of Incorporation

Customer Code: RJ&CO

From:

(Name, address and identity or registration number of Incorporator)
(If there are multiple incorporators, each must be listed. Use a separate sheet :)

Name: MANSOUR LYNETTE ELIZABETH

Address: PO BOX 752423,,
GARDENVIEW,, 2047

Identity/Reg No: 6206260049082

1. The incorporators have incorporated a juristic person to be registered as a:
   - [ ] State Owned Company
   - [ ] Public Company
   - [ ] Personal Liability Company
   - [ ] Private Company
   - [X] Non Profit Company

2. The incorporation of the company is to take effect on
   - [ ] The date of the registration certificate is issued
   - [ ] ____________________, if later than the registration date.

3. The company's first financial year will end on LAST DAY OF APRIL.

4. The company's registered office address is
   20 SKEEN BOULEVARD, 3RD FLOOR, SOUTH,
   BEDFORDVIEW, 2008

5. There are 3 initial directors of the company, as listed in Annexure A.

6. The company name is to be:
   - [ ] The company's registration number, followed by the elements required by section 11 (3).
   - [X] The name currently reserved or registered under # 9328588750 for use by ESPOIR FOUNDATION NPC
   - [ ] The first of the names set out on annexure B that proves to be eligible, in terms of Regulation 14 (1) (b)(iii).

7. The company's Memorandum of Incorporation, attached in Form CoR 15.1B (indicate form number) or unique [ ] (tick if appropriate)
   - [ ] has no provision of the type contemplated in section 15 (2) (b) or (c).
   - [ ] has provisions of the type contemplated in section 15 (2) (b) or (c), as listed in Annexure C.

I declare that the information in this application is true. If I am not the applicant, I declare that the Applicant has authorised me to make this application.

Signature	*Date*
DocuSigned by: LE MANSOUR 5488E2AC1C9B491...	12/05/2021

For Commission Use only	Commission file number:	Date filed:

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).

CoR 14.1 Notice of Incorporation

(Name, identity or registration number, and address of Incorporator)

Name	Identity / Registration No.	Address
NICHOLLS MATTHEW CHARLTON	8806055218087	UNIT 473, BLOCK 48, WESTLAKE ECO-ESTATE, MODDERFONTEIN, 1610
MANSOUR DARREN MARK	8205085103080	PO BOX 683, BEDFORDVIEW, 2008

Companies and Intellectual Property Commission
Republic of South Africa

Form CoR 14.1

Annexure D

- This form is issued in terms of section 13 of the Companies Act, 2008, and Regulation14 of the Companies Regulations, 2011.
- Use of Annexure D is optional. It may be used by the incorporators of any company to give notice of the initial appointments of a company secretary, auditor or members of an audit committee.
- For further reference, see section 85 (4) of the Act.
- A company is not registered until the Commission has issued a Registration Certificate in Form CoR 14.3.

Contacting the Commission

The Companies and Intellectual Property Commission of South Africa

Postal Address
PO Box 429
Pretoria
0001
Republic of South Africa
Tel: 086 100 2472

www.cipc.co.za

Notice of Incorporation
Notice of Company Appointments

The Incorporators advise that the following persons have been appointed, and consented to serve, as the initial company secretary, auditor, or members of the audit committee of the company, as indicated.

For each person listed, provide the information as indicated:

Name and Address	Identity, Registration or Practice Number	Office to which appointed
BAKER TILLY JHB INCORPORATED	962422	Auditor
PO BOX 861, GLENVISTA, 2058		

For Commission Use only	Commission file number:	Date filed:

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).

Companies and Intellectual Property Commission
Republic of South Africa

Form CoR 14.1

Annexure A

- This form is issued in terms of section 13 of the Companies Act, 2008, and Regulation 14 of the Companies Regulation, 2011.
- Annexure A must be completed and attached to the Notice of Incorporation when it is filed.
- A public company, or a state owned company, must have at least 3 initial directors.
- A non-profit company must have at least 3 initial directors.
- A private company, or a personal liability company, must have at least 1 initial director.
- A company is not registered until the Commission has issued a Registration Certificate in Form CoR 14.3

Notice of Incorporation
Initial Directors of the Company

The incorporators confirm that each person named below has consented to being appointed in terms of section 66 (7) (b) as a director of the company, whose Memorandum of Incorporation is attached.

Full name / former name, if any: MANSOUR DARREN MARK

Identity number: 8205085103080

Nationality: SOUTH AFRICAN

Passport number, if not South African:

Date of appointment: 2021/05/12

Designation in the company: DIRECTOR

Residential address: 79 BOEING ROAD EAST, HINGHAM FIELD UNIT 29, BEDFORDVIEW, 2007

Business address: 79 BOEING ROAD EAST, HINGHAM FIELD UNIT 29, BEDFORDVIEW, 2007

Postal address: PO BOX 683, BEDFORDVIEW, 2008

Occupation: BUSINESS MAN

South African resident: YES

Email Address: DARREN@SOINTERACTIVE.CO.ZA Cellphone Number:

Contacting the Commission

The Companies and Intellectual Property Commission of South Africa

Postal Address
PO Box 429
Pretoria
0001
Republic of South Africa
Tel: 086 100 2472

www.cipc.co.za

For Commission Use only	Commission file number:	Date filed:

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).

Companies and Intellectual Property Commission
Republic of South Africa

Form CoR 14.1

Annexure A

- This form is issued in terms of section 13 of the Companies Act, 2008, and Regulation 14 of the Companies Regulation, 2011.
- Annexure A must be completed and attached to the Notice of Incorporation when it is filed.
- A public company, or a state owned company, must have at least 3 initial directors.
- A non-profit company must have at least 3 initial directors.
- A private company, or a personal liability company, must have at least 1 initial director.
- A company is not registered until the Commission has issued a Registration Certificate in Form CoR 14.3

Notice of Incorporation
Initial Directors of the Company

The incorporators confirm that each person named below has consented to being appointed in terms of section 66 (7) (b) as a director of the company, whose Memorandum of Incorporation is attached.

Full name / former name, if any: MANSOUR LYNETTE ELIZABETH

Identity number: 6206260049082

Nationality: SOUTH AFRICAN

Passport number, if not South African:

Date of appointment: 2021/05/12

Designation in the company: DIRECTOR

Residential address: THE NICOL UNIT G21, NICOL ROAD,
BEDFORDVIEW, 2008

Business address: 20 SKEEN BOULEVARD, 3RD FLOOR, SOUTH/NORTH WING,
BEDFORDVIEW, 2008

Postal address: PO BOX 752423,,
GARDENVIEW,, 2047

Occupation: BUSINESS PERSON

South African resident: YES

Email Address: LYN.MANSOUR@KLMEMPOWERED.COM Cellphone Number:

Contacting the Commission

The Companies and Intellectual Property Commission of South Africa

Postal Address
PO Box 429
Pretoria
0001
Republic of South Africa
Tel: 086 100 2472

www.cipc.co.za

For Commission Use only	Commission file number:	Date filed:

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).

Companies and Intellectual Property Commission
Republic of South Africa

Form CoR 14.1

Annexure A

- This form is issued in terms of section 13 of the Companies Act, 2008, and Regulation 14 of the Companies Regulation, 2011.
- Annexure A must be completed and attached to the Notice of Incorporation when it is filed.
- A public company, or a state owned company, must have at least 3 initial directors.
- A non-profit company must have at least 3 initial directors.
- A private company, or a personal liability company, must have at least 1 initial director.
- A company is not registered until the Commission has issued a Registration Certificate in Form CoR 14.3

Notice of Incorporation
Initial Directors of the Company

The incorporators confirm that each person named below has consented to being appointed in terms of section 66 (7) (b) as a director of the company, whose Memorandum of Incorporation is attached.

Full name / former name, if any: NICHOLLS MATTHEW CHARLTON

Identity number: 8806055218087

Nationality: SOUTH AFRICAN

Passport number, if not South African:

Date of appointment: 2021/05/12

Designation in the company: DIRECTOR

Residential address: UNIT 473, BLOCK 48, WESTLAKE ECO-ESTATE, MODDERFONTEIN, 1610

Business address: UNIT 473, BLOCK 48, WESTLAKE ECO-ESTATE, MODDERFONTEIN, 1610

Postal address: UNIT 473, BLOCK 48, WESTLAKE ECO-ESTATE, MODDERFONTEIN, 1610

Occupation: BUSINESS MAN

South African resident: YES

Email Address:

Cellphone Number:

For Commission Use only	Commission file number:	Date filed:

Contacting the Commission

The Companies and Intellectual Property Commission of South Africa

Postal Address
PO Box 429
Pretoria
0001
Republic of South Africa
Tel: 086 100 2472

www.cipc.co.za

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).

Companies and Intellectual Property Commission
Republic of South Africa

Form CoR 15.1B
Long Standard Form for Profit Companies

- 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 profit company.
- A profit company may be incorporated by one 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 the number of directors and alternate directors in the spaces provided;
  (c) inserting the number of authorised shares, in the space provided; and
  (d) each signing and dating the form on a line of the Table at left.
- There are 11 pages in this form. If filing by paper, all 11 pages must be filed.
- This Form must be filed with Form CoR 14.1, Notice of Incorporation, and required annexures and fees.

Contacting the Commission

The Companies and Intellectual Property Commission of South Africa

Postal Address
PO Box 429
Pretoria
0001
Republic of South Africa
Tel: 086 100 2472

www.cipc.co.za

Memorandum of Incorporation of

(*Insert Name of Company*) ESPOIR FOUNDATION NPC

which is a profit company, has at least 3 director(s) and 0 alternate director(s), is authorised to issue securities as described in Article 2, and is referred to in the rest of this Memorandum of Incorporation as "the Company".

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 (only required in the case of new company registrations):

Name and address	Identity or Registration #	Signature	Date
MANSOUR LYNETTE ELIZABETH PO BOX 752423,, GARDENVIEW,, 2047	6206260049082	DocuSigned by: LE MANSOUR 5488E2AC1C9B491...	12 May 2021
NICHOLLS MATTHEW CHARLTON UNIT 473, BLOCK 48, WESTLAKE ECO-ESTATE, MODDERFONTEIN, 1610	8806055218087	DocuSigned by: MC Nicholls D7BE382FF766460...	12 May 2021
MANSOUR DARREN MARK PO BOX 683, BEDFORDVIEW, 2008	8205085103080	DocuSigned by: DM Mansour 62A4E46BADDB47F...	12 May 2021

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).

MEMORANDUM OF INCORPORATION

of

THE ESPOIR FOUNDATION NPC

Registration number ____________________________

1. **Interpretation**

1.1 In this MOI, capitalised words shall bear the same meanings as in the Companies Act and the following words shall, unless otherwise stated or inconsistent with the context in which they appear, bear the following meanings:

1.1.1 "**Annual General Meeting**" means a meeting to be initially held, no more than 18 months after the Company's date of incorporation, and thereafter once every calendar year, but no more than 15 months after the date of the previous annual general meeting;

1.1.2 "**Board**" means the board of Directors of the Company;

1.1.3 "**Business Day**" means any day other than a Saturday, Sunday or gazetted national public holiday in the Republic of South Africa;

1.1.4 "**Chairperson**" means the Chairperson of the Board of the Company;

1.1.5 "**Code of Conduct**" means the code of conduct of the Company approved by the Board from time to time;

1.1.6 "**Commission**" means the Companies and Intellectual Property Commission established in terms of section 185 of the Companies Act;

1.1.7 "**Companies Act**" means the Companies Act No. 71 of 2008, as amended from time to time;

1.1.8 "**Companies Regulations**" means the Companies Regulations of 2011 promulgated by the Minister in terms of section 223 of the Companies Act, as amended from time to time;

1.1.9 "**Company**" means **Espoir Foundation NPC**, registration number __________________, a non-profit company incorporated in accordance with the laws of the Republic of South Africa;

1.1.10 "**Director**" means a Director of the Company;

1.1.11 "**Effective Date**" means the date on which this MOI is filed with the Commission;

1.1.12 **"file"**, when used as a verb, means to deliver a document to the Commission in the manner and form, if any, prescribed for that document;

1.1.13 **"Income Tax Act"** means the Income Tax Act, Act No. 58 of 1962, as amended from time to time;

1.1.14 **"MOI"** means this Memorandum of Incorporation of the Company, which shall become binding on the company with effect from the date upon which the MOI is filed with the Commission;

1.1.15 **"Ordinary Resolution"** means a resolution adopted with the support of more than 50% of the voting rights exercised on the resolution;

1.1.16 **"Rules"** means **"rules"** and **"rules of a company"** as defined in the Companies Act;

1.1.17 **"SARS Commissioner"** means the Commissioner of the South African Revenue Services; and

1.1.18 **"Special Resolution"** means a resolution adopted with the support of at least 75% of the voting rights exercised on the resolution.

1.2 In this Memorandum:

1.2.1 a reference to a **"section"** by number refers to the corresponding section of the Companies Act;

1.2.2 a reference to a **"paragraph"** by number refers to the corresponding paragraph in this MOI;

1.2.3 a reference to a **"Regulation"** by number refers to the corresponding regulation in the Companies Regulations;

1.2.4 any reference to a **"person"** includes any natural, juristic or quasi-juristic person, including without limitation any sole proprietorship, firm, partnership, trust, close corporation, company, undertaking, joint venture, authority or other incorporated or unincorporated entity or association;

1.2.5 references to a **"day"** shall be to any calendar day. Where any number of days or Business Days are prescribed in this MOI, those days shall be reckoned exclusively of the first and inclusively of the last day or Business Day (as the case may be), unless (in the case of days) the last day falls on a day not being a Business Day, in which event the last day shall be the next succeeding Business Day;

1.2.6 words importing the masculine gender include the feminine and neuter genders and *vice versa*; the singular includes the plural and *vice versa*; and natural persons include juristic persons, other corporate entities, unincorporated associations of persons and state entities, and *vice versa*;

1.2.7 any reference to an enactment includes any subordinate legislation made from time to time under that enactment, as may be amended from time to time;

1.2.8 words and expressions which are defined and used or have a particular meaning ascribed to them in a particular context in the Companies Act shall when used in this MOI in a similar context bear the same meaning unless excluded by the subject or the context, or unless this MOI provides otherwise;

1.2.9 the provisions of this MOI shall be interpreted in the same way as the provisions of the Companies Act (which forms part of the constitution of the Company in terms of section 19(1)(c)) are interpreted; and

1.2.10 each provision and each sentence and each part of a sentence in this MOI is separate and severable from each other, and to the extent any provision or sentence or part thereof is found to be illegal or unenforceable or inconsistent with or contravenes any provision of the Companies Act, or void, such may to that extent only be modified or severed from the MOI, so that the remaining part of that provision or sentence or part thereof, as the case may be, is legal, enforceable or consistent with or does not contravene the Companies Act or is not void.

2. **Adoption of Memorandum of Incorporation**

2.1 This MOI is in a form unique to the Company, as contemplated in section 13(1)(a)(ii).

2.2 This MOI was proposed by the Board, and adopted by a Special Resolution.

3. **Incorporation and Nature of the Company**

3.1 The Company is a Non-Profit Company, as defined in the Companies Act.

3.2 The Company is, in terms of section 19(1)(c) read with section 15(2), incorporated in accordance with, and governed by:

3.2.1 the unalterable provisions of the Companies Act, that are applicable to Non-Profit Companies;

3.2.2 the alterable provisions of the Companies Act, that are applicable to Non-Profit Companies, subject to the limitations, extensions, variations or substitutions set out in this Memorandum of Incorporation; and

3.2.3 the provisions of this MOI.

3.3 This MOI does not necessarily refer to or address all of the provisions of the constitution of the Company. The persons bound by this MOI in terms of section 15(6), being for the time being the Company and each director and prescribed officer of the Company and each member of a Board committee, are required to familiarise themselves with the relevant provisions of the Companies Act, and the provisions of this MOI which MOI and Act, when read together, forms the constitution of the Company.

4. **Conflicts with the Companies Act**

4.1 **Notification of conflicts**

Any person bound by this MOI who has formed the view or forms the view or otherwise becomes aware that any provision of this MOI or any agreement entered into by the Company contravenes or is or has become inconsistent with any provision of the Companies Act (as it is amended from time to time), whether or not such provision is void or could be declared void by a court in terms of section 218(1) or a person could incur personal liability in terms of section 218(2) or otherwise, shall within 10 Business Days of forming that view or becoming aware of such contravention or inconsistency inform the Board in writing of the applicable contravention or inconsistency.

4.2 **No obligation to act inconsistently with the Companies Act**

4.2.1 Notwithstanding anything to the contrary contained elsewhere in this MOI, no person bound by this MOI shall be required, obliged or entitled in terms of this MOI to do or omit to do something in terms of this MOI to the extent that it is inconsistent with or contravenes any provision of the Companies Act.

4.3 **Board must address inconsistencies**

If any provision of the Companies Act is amended, or the Board is aware or informed of any inconsistency with or contravention of the Companies Act in terms of paragraph 4.1 or otherwise, then in addition to and without limiting the rights or remedies of any other person in terms of this MOI or otherwise, the Board shall expeditiously:

4.3.1 assess that amendment to the Companies Act and/or that inconsistency or contravention; and

4.3.2 obtain reasoned written external legal opinion if the Board deems it necessary with respect to any such alleged inconsistency or contravention; and

4.3.3 propose amendments to the agreement in question or propose the Special Resolutions required to appropriately amend the MOI, as the case may be, as is necessary so as to remove or eliminate or address any applicable contraventions or inconsistencies.

5. **Objects of the Company**

5.1 The main objectives of the Company are as follows:

5.1.1 to raise and administer funding for education initiatives which will lead to employment for previously disadvantaged youth and communities in the Republic of South Africa and the African continent;

5.1.2 to obtain gifts to be utilised for the education initiatives which will lead to employment for previously disadvantaged youth and communities in the Republic of South Africa;

5.1.3 to sponsor and supply education initiatives for previously disadvantaged youth and communities in the Republic of South Africa;

5.1.4 to sponsor schools and other education institutions which supply education and education initiatives to previously disadvantaged youth and communities in the Republic of South Africa or which schools / education institutions hold similar objectives to the Company;

5.1.5 to create awareness and possible solutions to addressing the needs for advanced future fit education initiatives within the education system within the Republic of South Africa and Africa;

5.1.6 Training for unemployed persons with the purpose of enabling them to obtain employment; and

5.1.7 To provide programs in order to address needs in education, learning, teaching, training, curriculum support, governance, whole school development at schools, pre-schools or other educational institutions.

5.2 The legal powers and capacity of the Company are not subject to the restrictions, limitations or qualifications as contemplated in section 19(1)(b)(ii).

5.3 The Company is not subject to any restrictive conditions or prohibitions contemplated in section 15(2)(b) or (c).

6. **Powers of the Company**

The purposes and powers of the Company are subject to the following restrictions, limitations and qualifications:

6.1 **Use of assets and funds**

6.1.1 The income, property and assets of the Company, however derived, shall be applied solely towards the promotion of its stated objects as set out in this MOI, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever, to the Directors of the Company, provided that nothing herein contained shall prevent the payment in good faith of reasonable remuneration to any officer or employee of the Company, for any services rendered to, or expenses incurred on behalf of, the Company.

6.1.2 The Company shall not provide a loan to secure a debt or obligation of, or otherwise provide direct or indirect financial assistance to, a Director or to a person related to any such Director. The aforegoing shall not prohibit a transaction if it:

6.1.2.1 is in the ordinary course of the Company's business and for fair value;

6.1.2.2 constitutes an accountable advance to meet:

6.1.2.2.1 legal expenses in relation to a matter concerning the Company; or

6.1.2.2.2 anticipated expenses to be incurred by the person on behalf of the Company;

6.1.2.3 is to defray the person's expenses for removal at the Company's request; or

6.1.2.4 is in terms of an employee benefit scheme generally available to all employees or a specific class of employees.

6.1.3 The Company is restricted to invest its funds only:

6.1.3.1 with a financial institution as defined in section 1 of the Financial Institutions Protection of Funds Act No. 28 of 2001; or

6.1.3.2 in such other prudent investments in financial instruments and assets as the SARS Commissioner may determine after consultation with the Executive Officer of the Financial Services Board and the Director of Non-Profit Organisations,

provided that the provisions of this paragraph 0 shall not prohibit the Company from retaining any investment (other than any investment in the form of a business undertaking or trading activity or asset which is used in such business undertaking or trading activity) in the form that it was acquired by way of donation, bequest or inheritance.

6.1.4 The Company shall not use its resources directly or indirectly to advance, support or oppose any political party.

6.2 **Activities**

6.2.1 The Company is prohibited from carrying on any business, undertaking or trading activity, other than to the extent that:

6.2.1.1 the business, undertaking or trading activity:

6.2.1.1.1 is integral and directly related to the stated objects of the Company; and

6.2.1.1.2 is carried out or conducted on a basis substantially the whole of which is directed towards the recovery of cost; and

6.2.1.1.3 would not result in unfair competition in relation to taxable entities, or

6.2.1.2 the business, undertaking or trading activity, if not integral and directly related to the stated objects of the Company as contemplated in paragraph 6.2.1.1 (and its sub-clauses) is of an occasional nature and undertaken substantially with assistance on a voluntary basis without compensation.

6.2.2 The Company may not have a share or other interest in any business, profession or occupation which is carried on by its Directors.

6.2.3 The Company does not knowingly and will not knowingly become a party to, and does not knowingly and will not knowingly permit itself to be used as part of, an impermissible avoidance arrangement contemplated in Part IIA of Chapter III of the Income Tax Act, or a transaction, operation or scheme contemplated in section 103(5) of the Income Tax Act.

6.3 **Payments by the Company**

The Company may not, directly or indirectly, pay any portion of its income or transfer any of its assets, regardless how the income or asset was derived, to any person who is or was an incorporator of the Company, or who is a Director, of the Company, except:

6.3.1 as reasonable:

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

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

6.3.2 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; or

6.3.3 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

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

6.4 **Funding**

A substantial part of the Company's funding shall be derived from the public, interested associations and/or juristic entities and/or from an appropriations made by the government of the Republic of South Africa in the national, provincial or local sphere.

7. **Fundamental Transactions**

The Company may not:

7.1 amalgamate or merge with, or convert to, a profit company; or

7.2 dispose of any part of its assets, undertaking or business to a profit company, other than for fair value, except to the extent that such a disposition of an asset occurs in the ordinary course of the activities of the Company.

8. **Amendment of the MOI**

8.1 This MOI may be altered or amended only in the manner set out in section 16 or 17, being:

8.1.1 in any manner necessary to correct a patent error in spelling, punctuation, reference, grammar or similar defect on the face of the document, by:

8.1.1.1 publishing a notice of the alteration, in any manner required or permitted by this MOI or the Rules of the Company; and

8.1.1.2 filing a notice of the alteration, or

8.1.2 in compliance with a court order, effected by a resolution of the Board; or

8.1.3 at any other time if a Special Resolution to amend the MOI is proposed and adopted by the Board of Directors.

8.2 Any amendment of the Memorandum, save for an amendment contemplated in paragraph 8.1.1, may only be affected by a Special Resolution.

8.3 The Company must publish a notice of any alteration of this MOI by delivering a copy of the amendment to each Director by email or ordinary mail.

8.4 A copy of all amendments to this MOI must be submitted to the SARS Commissioner within 30 days of its amendment.

9. **Rules**

9.1 The Company will ensure that it generally complies with such requirements set out by the SARS Commissioner, as may become necessary to obtain approval that the Company is exempt from tax in terms of Section 10 and Section 30 of the Income Tax Act.

9.2 The Board shall not have the authority to make, amend or repeal any necessary or incidental rules relating to the governance of the Company in respect of matters that are not addressed in the Companies Act or this MOI as contemplated in section 15(3) to 5(A), except with the prior approval of an ordinary resolution of the Directors of the Company.

9.3 A Rule contemplated in this MOI:

9.3.1 must be consistent with the Companies Act and this MOI, and any such Rule that is inconsistent with the Companies Act or this MOI is void to the extent of the inconsistency; and

9.3.2 takes effect on a date that is the later of:

9.3.2.1 10 Business Days after the Rule is filed; or

9.3.2.2 the date, if any, specified in the Rule.

9.4 The Board must publish any Rules made, amended or repealed by delivering a copy of those rules to each Director by email, ordinary mail or fax.

10. **Directors**

10.1 **Powers of Directors**

The business of the Company shall be managed and supervised by the Board in accordance with the stated objects of the Company and as envisioned in terms of section 66(1). The Board may exercise all powers of the Company which are not excluded by a statute or this MOI.

10.2 **Appointment**

10.2.1 Subject to paragraph 10.2.5, the Company shall have a minimum of three and a maximum of 13 Directors. No Director may be a 'connected person' (as defined in the Income Tax Act) in relation to any other Director. No single Director shall directly or indirectly control the decision making powers relating to the Company.

10.2.2 Every Director must satisfy the qualification and eligibility requirements set out in section 69 to become or remain a Director.

10.2.3 The Directors may from time to time appoint one or more candidates to the office of executive director or chief executive officer on such terms and conditions as may be determined from time to time and may revoke such appointment. Such appointed chief executive officer shall be appointed to the Board.

10.2.4 The Board shall have the power at any time and from time to time to appoint any other person as a Director (in addition to the 13 Directors appointed in terms of paragraph 10.2.1) as an addition to the Board, provided that no more than three Directors so appointed shall be members of the Board at any one time. Any Director so appointed shall be entitled to vote and shall hold office only until the conclusion of the next following Annual General Meeting.

10.2.5 The Chairperson shall be elected by the Board annually from amongst the Directors at the first meeting of the Directors following the Annual General Meeting of the Company, subject always to a maximum continuous term in office of three years.

10.2.6 The Chairperson shall preside at meetings of the Board. If the Chairperson is not present or willing to act within five minutes of the time appointed for the commencement of such meeting, the Directors then present shall choose any other of their number to be chairperson of such meeting.

10.3 **Vacation of office**

The office of the Director shall *ipso facto* be vacated if such Director:

10.3.1 dies;

10.3.2 resigns;

10.3.3 becomes incapacitated to the extent that the person is unable to perform the functions of a Director, and is unlikely to regain that capacity within a reasonable time;

10.3.4 ceases to act in a manner consistent with the objects of the Company;

10.3.5 is declared delinquent by a court, or placed on probation under conditions that are inconsistent with continuing to be a Director of the Company;

10.3.6 holds any other office of profit under the Company, without the consent of the Company, except that of executive director or chief executive officer;

10.3.7 is absent from meetings of Directors for more than six months without permission of the Board;

10.3.8 is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare his interest and the nature thereof in the manner contemplated in paragraph 10.7;

10.3.9 becomes ineligible or disqualified in terms of section 69; or

10.3.10 is removed in terms of paragraph 10.4.

10.4 **Removal from office**

10.4.1 The Company may in accordance with Section 71 remove any Director before expiration of this period of office and may by Ordinary Resolution appoint another Director in his stead.

10.4.2 A Director may further be removed from office by order of the court as contemplated in section 71(5) or (6).

10.5 **Vacancies**

10.5.1 The Directors may act notwithstanding any vacancy on the Board, provided that for so long as their number is reduced below the number fixed in paragraph 0 as the minimum number of Directors, then the remaining Directors may act for the purpose of increasing the number of Directors to that number, but for no other purpose.

10.6 **Meetings**

10.6.1 The Directors must meet together at least quarterly for the dispatch of the business of the Company.

10.6.2 The conduct of meetings shall generally be governed in terms of section 73. Notwithstanding the aforementioned, the Board may regulate their meeting as they think fit.

10.6.3 The chief executive officer of the company shall attend all Board meetings and shall not in his capacity as chief executive officer have a casting vote in addition to any vote, he may have by virtue of being a Director of the Company.

10.6.4 Any three Directors may at any time convene a meeting of the Directors by requesting such a meeting from the Chairperson, who shall summon the meeting by no later than one month from receipt of the request. A Director while absent from the Republic of South Africa shall, during such absence, be entitled to notice of any meeting.

10.6.5 Notice of a Board meeting must be given to each Director in writing, whether by post, fax or email, not less than 14 days prior to the meeting.

10.6.6 Where the Chairperson has failed to give the required notice of the Board meeting, or there was a defect in the giving of the notice, such meeting may proceed, provided that all of the Directors:

10.6.6.1 acknowledge actual receipt of the notice; or

10.6.6.2 are present at the meeting; or

10:6.6.3 waive notice of the meeting.

10.6.7 A Board meeting may be conducted by electronic communication, or one or more Directors may participate in a meeting by electronic communication, so long as the electronic communication facility employed ordinarily enables all persons participating in that meeting to communicate concurrently with each other without an intermediary, and to participate effectively in the meeting.

10.6.8 The quorum necessary for the transaction of the business of the Directors shall at all times be at least three Directors.

10.6.9 Each Director shall be entitled to one vote in regard to all business brought before the Board.

10.6.10 The chairperson of the Board meeting shall have a casting vote in the event of a tie.

10.6.11 Unless otherwise provided in this MOI, a majority of the votes cast on a resolution is sufficient to approve that resolution.

10.6.12 A decision that could be voted on at a Board meeting may instead be adopted by written consent of the required number of Directors, given in person, or by electronic communication, provided that each Director has received notice of the matter to be decided. A decision made in this manner is of the same effect as if it had been approved by voting at a meeting.

10.6.13 Resolutions adopted by the Board:

10.6.13.1 must be dated and sequentially numbered; and

10.6.13.2 are effective as of the date of the resolution, unless the resolution states otherwise.

10.6.14 The Company shall keep minutes of all Board meetings, and any of its committees, and include in the minutes:

10.6.14.1 any declaration of personal financial interest given by notice or made by a Director as required by section 75; and

10.6.14.2 every resolution adopted by the Board.

10.6.15 Any minutes of a Board meeting, or a resolution, signed by the chairperson of the meeting, or by the chairperson of the next Board meeting, is evidence of the proceedings of that meeting, or adoption of that resolution, as the case may be.

10.7 **Personal Financial Interests**

If a Director has a personal financial interest, (or knows that a related person has such an interest) he must disclose in advance, in writing, to the Board the nature and extent of that interest. This disclosure must comply with the requirements of the Companies Act. If the personal financial interest (including that of a related person), arises after the matter has been approved by the Board then the Director or prescribed officer concerned must promptly, after the interest arises, disclose same to the Board in accordance with section 75.

10.8 **Indemnification**

10.8.1 Subject to a resolution of the Directors, the Board may:

10.8.1.1 advance expenses to a Director to defend litigation in any proceedings arising out of that Director's service to the Company; and

10.8.1.2 may directly or indirectly indemnify a Director for expenses contemplated in paragraph 10.8.1.1, irrespective of whether it has advanced those expenses, if the proceedings are abandoned or exculpate the Director, or arise in respect of any liability for which the Company may indemnify the Director as provided in terms of sections 78(5) and (6).

10.8.2 Subject to the limitations imposed by section 78(6), the Company may indemnify a Director, committee member or officer of the Company.

10.8.3 The Company may purchase insurance to protect:

10.8.3.1 a Director against any liability or expenses for which the Company is permitted to indemnify a Director in accordance with paragraph 10.8.2; or

10.8.3.2 the Company against any contingency including, but not limited to:

10.8.3.2.1 any expenses that the Company is permitted to advance in accordance with paragraph 10.8.1.1; or

10.8.3.2.2 any liability for which the Company is permitted to indemnify a Director in accordance with paragraph 10.8.2.

10.8.4 The Company is entitled to claim restitution from a director of the Company for any money paid directly or indirectly by the Company to or on behalf of that director in any manner inconsistent with this paragraph 0.

10.9 **Remuneration**

10.9.1 The Directors of the Company shall not be entitled to any remuneration or reimbursement of expenses in consideration for or respect of their services as directors (except as contemplated in this MOI).

10.9.2 Where a Director renders additional services to the Company, other than his/her services as a Director, such Director may be remunerated by the Company for such services, provided that such remuneration is fair and reasonable, and has been approved by Board resolution following the procedure set out in section 75(5) and supported by no less than 75% of the disinterested Directors of the Company.

10.10 **Reimbursements**

A Director of the Company may be reimbursed by the Company for reasonable and necessary expenses incurred in the *bona fide* performance of his/her duties to the Company, provided that any reimbursement of any expense not of a category of expenses expressly budgeted for in the annual budget of the Company approved by the Board or of an amount exceeding any limit with respect to any category of expenses specified in the annual budget of the Company approved by the Board shall be subject to the prior approval of a disinterested majority of the Directors of the Company by resolution.

10.11 **Loans**

The Company may not provide a loan to, secure a debt or obligation of, or otherwise provide direct or indirect financial assistance to, a Director of the Company, or to a person related to any such director, unless it:

10.11.1 is in the ordinary course of the Company's business and for fair value and to advance one or more of the stated objects of the Company set out in this MOI; or

10.11.2 constitutes an accountable advance to meet:

10.11.2.1 legal expenses in relation to a matter concerning the Company; or

10.11.2.2 anticipated expenses to be incurred by the person on behalf of the Company, or

10.11.3 is to defray the person's expenses for removal at the Company's request; or

10.11.4 is in terms of an employee benefit scheme generally available to all employees or a specific class of employees.

11. **Officers**

11.1 The Board may appoint any officers it considers necessary to better achieve the stated objects of the Company.

11.2 The Board may appoint any number of committees, and to delegate to any such committees any of the authority of the Board.

11.3 Any committee appointed by the Board:

11.3.1 may include in any such committees persons who are not directors, provided that:

11.3.1.1 any such person must not be ineligible or disqualified to be a director in terms of section 69; and

11.3.1.2 no such person has a vote on a matter to be decided by the committee,

11.3.2 may consult with or receive advice from any person; and

11.3.3 has the full authority of the Board in respect of a matter referred to it.

12. **Registered office**

The registered office of the Company from time to time shall be at such location within the Republic of South Africa as the Board may from time to time determine.

13. **Company records and accounting records**

All company records contemplated by section 24, and all accounting records contemplated by section 28 and Regulation 25, shall be kept and maintained at, and shall be accessible at or from, the registered office of the Company, or in the case of all or any of the company records at or from such other location or locations within the Republic of South Africa as the Board may from time to time determine.

14. **Financial year**

The financial year of the Company shall end on the last day of February of each year unless amended by special resolution of the Directors and which resolution shall comply with the provisions of the Act.

15. **Annual Financial Statements**

15.1 Each year, the Company must prepare annual financial statements within six months after the end of its financial year.

15.2 The Company elects, in terms of section 30(2)(b)(ii)(aa), that the annual financial statements of the Company be audited voluntarily.

15.3 The annual financial statements must:

15.3.1 include an auditor's report;

15.3.2 include a report by the Directors with respect to the state of affairs, the business and surplus or shortfall of the Company, including:

15.3.2.1 any material matter relating to the Company's state of affairs; and

15.3.2.2 any prescribed information;

15.3.3 be approved by the Board and signed by an authorised Director; and

15.3.4 be presented in the first General Meeting, after such annual financial statements have been approved by the Board and signed by the authorised Director, within nine months of the end of the financial year.

16. **Annual returns**

16.1 Each year, the Company must file an annual return in the prescribed form with the prescribed fee, and within the prescribed period (currently being 30 days) after the end of the anniversary of the date of its incorporation, which return must:

16.1.1 include a copy of the Company's annual financial statements;

16.1.2 designate a Director, employee or other person who is responsible for the Company's compliance with the transparency, accountability and integrity requirements in terms of Part C of Chapter 2 of the Companies Act, and the requirements of Chapter 3 of the Companies Act, if these requirements apply to the Company; and

16.1.3 any other prescribed information.

17. **Enhanced Accountability and Transparency**

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

17.2 The Company may, but is not obliged to, appoint a person to serve as company secretary and/or appoint a person to serve as an auditor, and/or establish an audit committee, on such terms and subject to such conditions as the Board in its discretion may from time to time determine.

17.3 The Company elected to have its annual financial statements audited in terms of sections 30(2) and (7), read with Regulation 28 and Regulation 26(2), and therefore the Company shall comply to the extent necessary with the provisions of Chapter 3 of the Companies Act with which it is required to comply.

18. **Reserves**

The Directors shall set aside and carry to a reserve fund all the surplus funds of the Company, which may at their discretion be applied for any purpose for which such funds of the Company may properly be applied in such manner as the Directors deem fit.

19. **Winding Up or Dissolution of the Company**

19.1 The Company may be wound up voluntarily by the Board in passing a resolution supported by a majority of the directors. Any such voluntary winding up shall be affected in accordance with section 80.

19.2 Upon the dissolution of the Company, its net assets must be distributed in the manner determined in accordance with item 1(4)(b) of Schedule 1 of the Companies Act and Section 30(3)(b)(iii)) of the Income Tax Act. For the avoidance of doubt no past or present Director of the Company, or person appointing a Director of the Company, is entitled to any part of the net value of the Company after its obligations and liabilities have been satisfied.

Companies and Intellectual Property Commission
Republic of South Africa

Form CoR 21.1

About this Form

- This form is issued in terms of section 23 (3) of the Companies Act, 2008, and Regulation 21 of the Companies Regulations, 2011.
- The date to be inserted must be at least five business days after the date this form is filed.
- The fee for this Notice is R Nil.

Contacting the Commission

The Companies and Intellectual Property Commission of South Africa

Postal Address
PO Box 429
Pretoria
0001
Republic of South Africa
Tel: 086 100 2472

www.cipc.co.za

Notice of Change of Registered Office

Date: 12/05/2021

Customer Code: RJ&CO

Concerning:

(Name and Registration Number of Company or External Company)

Name: ESPOIR FOUNDATION NPC

Registration No:

The above named company, or external company, advises that it has or will change its registered office in the Republic on 12/05/2021 *(insert date)* to the following address:

20 SKEEN BOULEVARD, 3RD FLOOR, SOUTH WING,

BEDFORDVIEW, 2008

POSTAL ADDRESS:

PO BOX 752423,

GARDENVIEW, 2047

Effective date: 12/05/2021 being a date at least five business days after filing.

Name and Title of person signing on behalf of the Company:

MS LE MANSOUR, MR DM MANSOUR, MR MC NICHOLLS

Authorised Signature:

DocuSigned by: LE MANSOUR 5488E2AC1C9B491...	DocuSigned by: DM Mansour 62A4E46BADDB47F...	DocuSigned by: MC Nicholls D7BE382FF766460...

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).

Companies and Intellectual Property Commission
Republic of South Africa

Form CoR 39
About this Form

- This form is issued in terms of section 70 (6) of the Companies Act, 2008, and Regulation 39 of the Companies Regulations, 2011.
- This form must be filed within 10 business days after any change of the information or the composition of the Board of Directors.
- The prescribed fee for filing this Notice is Nil.
- For multiple directors, please use block on page 1 as key.

Notice of Change of Directors

Date: 12/05/2021

Customer Code: RJ&CO

Concerning:

(Name and Registration Number of Company)

Name: ESPOIR FOUNDATION NPC

Registration number: ____________

The above named company or external company gives notice of the following change of information on or in the persons serving as directors of the company or external company. In the case of new directors, each person named has consented to assume that office.

1. Full name / former name, if any: MANSOUR LYNETTE ELIZABETH
2. Identity number: 6206260049082
3. Nationality: SOUTH AFRICAN
4. Passport number, if not South African: ____________
5. Date of appointment: 2021/05/12
6. Designation in company: DIRECTOR
7. Residential address: THE NICOL UNIT G21, NICOL ROAD, BEDFORDVIEW, 2008
8. Business address: 20 SKEEN BOULEVARD, 3RD FLOOR, SOUTH/NORTH WING, BEDFORDVIEW, 2008
9. Postal address: PO BOX 752423,, GARDENVIEW,, 2047
10. Occupation: BUSINESS PERSON
11. South African resident: YES
12. Nature of change: APPOINTMENT

Email / Cell number: LYN.MANSOUR@KLMEMPOWERED.COM

Name and Title of person signing on behalf of the Company:
MS LE MANSOUR, MR DM MANSOUR, MR MC NICHOLLS

Authorised Signature:

DocuSigned by:	DocuSigned by:	DocuSigned by:
LE MANSOUR	DM Mansour	MC Nicholls
5488E2AC1C9B491...	62A4E46BADDB47F...	D7BE382FF700400...

Contacting the Commission

The Companies and Intellectual Property Commission of South Africa
Postal Address
PO Box 429
Pretoria
0001
Republic of South Africa
Tel: 086 100 2472

www.cipc.co.za

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).

CoR 39 - Notice of Change of Directors (p2)

Date: 12/05/2021 **Customer Code:** RJ&CO

Concerning: *(Name and Registration Number of Company)*

Name: ESPOIR FOUNDATION NPC ***Registration number:***

1. MANSOUR DARREN MARK	1. NICHOLLS MATTHEW CHARLTON
2. 8205085103080	2. 8806055218087
3. SOUTH AFRICAN	3. SOUTH AFRICAN
4.	4.
5. 2021/05/12	5. 2021/05/12
6. DIRECTOR	6. DIRECTOR
7. 79 BOEING ROAD EAST, HINGHAM FIELD UNIT 29, BEDFORDVIEW, 2007	7. UNIT 473, BLOCK 48, WESTLAKE ECO-ESTATE, MODDERFONTEIN, 1610
8. 79 BOEING ROAD EAST, HINGHAM FIELD UNIT 29, BEDFORDVIEW, 2007	8. UNIT 473, BLOCK 48, WESTLAKE ECO-ESTATE, MODDERFONTEIN, 1610
9. PO BOX 683, BEDFORDVIEW, 2008	9. UNIT 473, BLOCK 48, WESTLAKE ECO-ESTATE, MODDERFONTEIN, 1610
10. BUSINESS MAN	10. BUSINESS MAN
E-mail / Cell: DARREN@SOINTERACTIVE.CO.ZA	E-mail / Cell:
11. S.A. Resident: YES	11. S.A. Resident: YES
12. APPOINTMENT	12. APPOINTMENT

1.	1.
2.	2.
3.	3.
4.	4.
5.	5.
6.	6.
7.	7.
8.	8.
9.	9.
10.	10.
E-mail / Cell:	E-mail / Cell:
11. S.A. Resident:	11. S.A. Resident:
12.	12.

Companies and Intellectual Property Commission
Republic of South Africa

Form CoR 44

About this Form

- This form is issued in terms of section 85 (3) of the Companies Act, 2008, and Regulation 44 of the Companies Regulations, 2011.
- This form must be filed within 10 business days after any change in the appointments of company secretary, auditor or member of the audit committee.
- The fee for filing this Notice is R0.

Contacting the Commission

The Companies and Intellectual Property Commission of South Africa

Postal Address
PO Box 429
Pretoria
0001
Republic of South Africa
Tel: 086 100 2472

www.cipc.co.za

Notice of Change of Auditor or Company Secretary

Date: 2021/05/12

Customer Code: RJ&CO

Concerning:

(Name and Registration Number of Company)

Name: ESPOIR FOUNDATION NPC

Registration number: ______

The above named company gives notice of the following change in the persons it has appointed to serve as secretary, auditor or member of the audit committee of the company. In the case of new appointments, each person named has consented to that appointment:

(For each person listed, show the person's name and identity or registration number, and the office to which they have been appointed, or in which they have ceased to serve.)

Name: BAKER TILLY JHB INCORPORATED Office: AUDITOR

Designated Auditor (if applicable) RUSSELL MURRAY JAMES

ID/Reg/Practice No: 962422

Date of appointment/Resignation: 2021/05/12 APPOINTMENT

Name: ______ Office: ______

Designated Auditor (if applicable) ______

ID/Reg/Practice No: ______

Date of appointment/Resignation: ______

Name: ______ Office: ______

Designated Auditor (if applicable) ______

ID/Reg/Practice No: ______

Date of appointment/Resignation: ______

Name and Title of person signing on behalf of the Company:

Title:

Name: MS LE MANSOUR, MR DM MANSOUR, MR MC NICHOLLS

Authorised Signature:

DocuSigned by: LE MANSOUR
5488E2AC1C9B491...

DocuSigned by: DM Mansour
62A4E46BADDB47F...

DocuSigned by: MC Nicholls
D7BE382FF766460...

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).

MANDATE FOR FORMATION OF A NEW COMPANY

I/we, the undersigned

LYNETTE ELIZABETH MANSOUR, DARREN MARK MANSOUR AND MATTHEW CHARLTON NICHOLLS

in my / our capacity as director/s of

ESPOIR FOUNDATION NPC

Hereby authorise:

BAKER TILLY JHB INCORPORATED (GAIL ALICE KOTZE)

To complete documentation for the formation of the company

SIGNED and **EXECUTED** at Johannesburg on 12/05/2021

DocuSigned by:
LE MANSOUR
5488E2AC1C9B491...
LYNETTE ELIZABETH MANSOUR

DocuSigned by:
DM Mansour
62A4E46BADDB47F...
DARREN MARK MANSOUR

DocuSigned by:
MC Nicholls
D7BE382FF766460...
MATTHEW CHARLTON NICHOLLS