

A COMPANY NOT HAVING SHARE CAPITAL

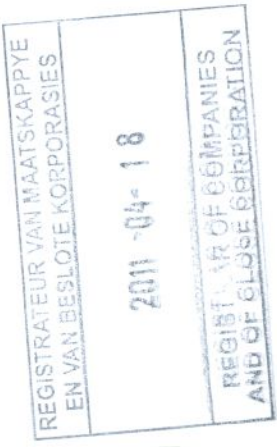
ARTICLES OF ASSOCIATION

OF

CARIBBEAN BEACH CLUB HOME OWNERS ASSOCIATION

(Association incorporated under Section 21)

Registration Number: ~~1996/09972/08~~ 1996/009972/08



ARTICLES OF ASSOCIATION

The name of the Company is -

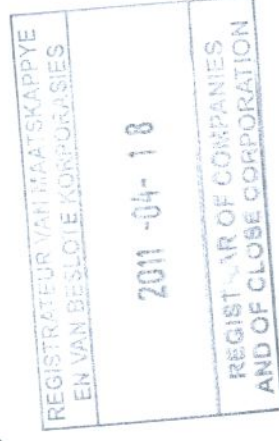
CARIBBEAN BEACH CLUB HOME OWNERS ASSOCIATION (ASSOCIATION INCORPORATED UNDER SECTION 21)

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

1. DEFINITIONS:

1.1. In these Articles the following words shall, unless the context otherwise indicates, have the meanings hereinafter assigned to them:

- 1.1.1. "the Act" means the Companies Act, 61 of 1973, as from time to time amended or re-enacted, including but not limited to the Companies Act 71 of 2008 upon its enactment;
- 1.1.2. "Auditors" means the Auditors of the Company;
- 1.1.3. "Chairperson" means the Chairperson from time to time of the Board of Directors;
- 1.1.4. "the Company" means Caribbean Beach Club Home Owners Association;
- 1.1.5. "Directors" or "Board of Directors" means the Directors of the Company from time to time, who shall, for the purposes of the Act, be the Directors of the Company;



- 1.1.6. "electronic" or "electronic notice" means any form of electronic communication approved by the Directors, utilized to issue, present, deliver, serve or record inter alia circulars, statutory notices, financial statements, Auditors' reports, notifications, proxy forms or any other information pertaining to the Company;
- 1.1.7. "erf" or "erven" means any or all of the portions into which the Property has been sub-divided, including any erf which has been developed pursuant to a Sectional Title Scheme;
- 1.1.8. "Financial Policy and Delegation of Authority Matrix" means the Company's approved financial policies and determination of decision making powers and notification requirements between the Company's members, Directors and employees;
- 1.1.9. "form" means any form approved by the Directors and including, but not limited to hypertext, electronic data interchange and the use of images and/or sound;
- 1.1.10. "medium" means any medium recognised by the Directors and the laws of the Republic of South Africa including, but not limited to, electronic mail, telegram, telex, telecopy, the Internet, facsimile, telephone, short message system, audiovisual and audio cassette;
- 1.1.11. "in writing" or "written" includes typewriting, printing, lithography and includes any communication in electronic form transmitted by using any medium;
- 1.1.12. "member" means a member of the Company;
- 1.1.13. "Memorandum" means the Memorandum of Association of the Company;

- 1.1.14. "month" means a calendar month;
- 1.1.15. "the office" means the registered office for the time being of the Company;
- 1.1.16. "managing agent" means any person or body appointed by the Directors in terms of Article 22.4 as an independent contractor to undertake any of the functions of the Directors;
- 1.1.17. "the Property" means the entire area of the Caribbean Beach Estate, including the villages and all common areas, comprising the townships of Kosmos Extensions 2, 4 and 5, and any land in respect of which the Company has a right of occupation;
- 1.1.18. "the Rules" means the Rules (including fines or penalties) enacted from time to time by the Directors, or the members in General Meeting, in terms of Article 4;
- 1.1.19. "unit" means any Sectional Title unit in respect of any Sectional Title Scheme registered in respect of any erf on the Property and held under tenure in terms of the Sectional Titles Act No. 95 of 1986, as amended;
- 1.2. Any words importing the singular number shall also include the plural number and vice versa and words importing any one gender shall include the other gender.
- 1.3. Words importing persons shall include any natural person, partnership, firm, syndicate, society or other voluntary association, closed corporation, company or body, whether corporate or not;
- 1.4. Expressions defined in the Act shall have the meanings given to them in the Act.

2. MEMBERSHIP:

- 2.1. Membership of the Company shall be limited to persons who are reflected in the records of the relevant Deeds Registry as the registered owners of any erven or units on the Property in terms of the Deeds Registries Act No. 17 of 1937, and shall include any Body Corporate in respect of any Sectional Title Scheme registered upon the Property. Such Body Corporate (in its capacity as such) shall however have no voting rights in terms of these Articles.
- 2.2. When a person becomes the registered owner of an erf or unit, he shall *ipso facto* become a member of the Company and when he ceases to be the owner of any such erf or unit, he shall *ipso facto* cease to be a member of the Company.
- 2.3. Where any erf or unit is owned by more than one person, all of the registered owners of that erf or unit shall together be deemed to be one member of the Company and shall have the rights and obligations of one member of the Company. Where any erf or unit is owned by an incorporated entity, Close Corporation, Company or the trustees of a Trust on behalf of that Trust, as the case may be, the member and its members, shareholders, directors or trustees shall jointly have the rights and obligations of one member of the Company. The joint owners of an erf or unit or the members, shareholders, directors or trustees, as the case may be, shall nominate one of their number who shall enjoy the rights and obligations of membership on behalf of such member.
- 2.4. When a person becomes a member of the Company, he shall *ipso facto* become a member of the St. James Sporting and Marina Club and be bound by its Constitution. When he ceases to be a member of the Company, he shall *ipso facto* cease to be a member of the St. James Sporting and Marina Club.

- 2.5. No member shall sell, transfer or otherwise cease to be an owner of his erf or unit, unless the proposed purchaser, transferee and/or future owner thereof shall have irrevocably bound himself to the reasonable satisfaction of the Directors to become a member of the Company with effect from the date of registration of transfer of the said erf or unit and to be bound by the provisions of these Articles and unless a Clearance Certificate shall have been given by the Company in terms of Article 2.6.
- 2.6. No member shall transfer his erf or unit, or any portion thereof, or allow the transfer of any interest, shareholding or membership interest in respect of an incorporated entity, Company or Close Corporation (being the registered owner of an erf or unit) until the Board of Directors under the hand of one of its members has certified that the member has as at date of transfer fulfilled all of his financial obligations to the Company. No erf or unit or any interest therein shall be alienated without the consent of the Company. Such consent shall not be withheld unless:
- 2.6.1. Such member is indebted to the Company in any way in respect of levies, interest, fines or other amounts which the Company may in terms of these Articles or the Rules be entitled to claim from him;
- 2.6.2. Such member remains in breach of any of the provisions of these Articles or the Rules despite notice from the Directors requiring him to remedy such breach.
- 2.7. The Directors in issuing the Certificate referred to in Article 2.6 shall be entitled to charge a reasonable fee therefor, which fee shall be determined by the Directors from time to time subject to approval by the Company at each Annual General Meeting.
- 2.8. No member shall let or otherwise part with occupation of an erf or unit, or allow any sub-lease of such erf or unit, unless:

- 2.8.1. Such lease, sub-lease or right of occupation shall endure for a continuous period of no less than 3 (Three) months;
- 2.8.2. The Directors shall have received a copy of the Agreement of Lease or sub-lease prior to the commencement thereof, which Agreement shall stipulate the lessee's / sub-lessee's undertaking to be bound by these Articles and the Rules;
- 2.8.3. The member shall have provided the Directors in writing with the personal contact information of the lessee or sub-lessee and such further information and documentation as the Directors may reasonably require;
- 2.8.4. No person other than the identified lessee / sub-lessee shall have the right to occupy the relevant erf or unit.
- 2.9. Without derogating in any manner from the provisions of Article 2.8, no member or occupant shall be entitled to conduct any business, trade or profession upon the Property (including any erf or unit), unless the prior written consent of the Directors shall have been obtained. The Directors may in their sole and absolute discretion specify any special conditions to be adhered to or implemented by such member or occupant pertaining to the conduct of such business, trade or profession. The Directors may in writing withdraw such consent in the event of any non-compliance with such special conditions, or any breach of the Rules or any contravention of the conditions of any license pertaining to the conduct of such business, trade or profession.
- 2.10. The provisions of these Articles and of the Rules, including the duties of the member in relation to the use and occupation of the Property (including any erf or unit), shall be binding on the member (including any Body Corporate in terms of Article 2.1) and any lessee or other occupant of any erf or unit, and it shall be the duty of the member to ensure compliance with the Rules by his lessee or

occupant, employees, contractors, guests and any member of his family.

- 2.11. A registered owner of an erf or unit may not resign as a member of the Company. Every member of the Company shall be obliged to give prior written notice to the Company of any change in such member's membership, shareholders, directors or trustees. In addition, every new holder of a member's interest, shareholding, trusteeship or directorship in respect of any member of the Company shall sign and deliver to the Company, prior to his taking office in such capacity, a written undertaking to be bound by the terms of these Articles and the Rules.
- 2.12. Subject to the provisions of Articles 2.2, 2.5 and 2.6, the rights and obligations of a member shall not be transferable and every member shall:
- 2.12.1. Reasonably further to the best of his ability the objects and interests of the Company;
 - 2.12.2. Not interfere in the day to day management of the Company's business or interfere in the exercise of the Director's powers in terms of Article 22.1;
 - 2.12.3. Not unreasonably refuse to sign all documents and do all things necessary to enable registration of whatever servitudes may be required for services, whether over or in favour of any erf or unit;
 - 2.12.4. Observe all Rules;
 - 2.12.5. Not contravene, permit the contravention of any law, by-law, ordinance, proclamation or statutory regulation, or the conditions of any license, relating to or affecting the occupation of any building, erf or unit, or the carrying on of

any business, trade or profession on his erf or in his unit, or so contravene or permit the contravention of the conditions of title applicable to the Property

provided that nothing contained in these Articles shall prevent a member from ceding his rights in terms of these Articles, subject to all of the rights of the Company as entrenched in these Articles, as security to the mortgagee of that member's erf or unit.

2.13. Any member who is indebted to the Company in respect of any levy, interest, penalty or any other sum, which is overdue for payment, or who is in breach of any of the provisions of these Articles or the Rules, may be suspended as a member of the Company on such terms and conditions as the Directors may deem fit. Such suspension shall preclude the member from the exercise of any voting rights (save for voting upon a special resolution) in terms of these Articles or in any other manner deriving benefits from his membership. Such suspension shall however not excuse the member from the fulfilment of all of his obligations to the Company in terms of these Articles or the Rules.

3. **LEVIES:**

3.1. The Directors may from time to time recommend levies, subscription fees or increases thereof upon the members for the purpose of the expenses which the Company may have incurred or which the Directors reasonably anticipate that the Company will incur in the attainment of its objects or in pursuit of its business. Such levies, subscription fees or increases thereof must be approved by the Company in general meeting.

3.2. In addition to such other rights as the Company may have in law against any member, the Directors shall be empowered to determine the rate of interest or a monthly late payment fee from time to time chargeable upon arrear levies, provided that such rate

of interest shall not exceed the rate prescribed from time to time in terms of the Prescribed Rate of Interest Act No. 7 of 1997 (as amended) or any other applicable legislation.

3.3. Any amount due by a member by way of levies, interest or fines shall be a debt due by him to the Company. All levies, interest, fines or any other amount owed by a member to the Company will become due and payable on such terms and at such time as the Directors may from time to time determine and each member hereby authorises the Company to take such steps as are reasonably necessary for the Company to recover such amounts.

3.4. The obligation of a member to pay levies, interest or fines shall cease upon his ceasing to be a member, without prejudice to the Company's right to recover arrear levies, interest or fines. No levies, interest or fines paid by a member shall under any circumstances be repayable by the Company upon his ceasing to be a member. A successor in title to an erf or unit shall be liable as from the date upon which he becomes a member in terms of Article 2.2 to pay any levies, interest, fines or penalty levies incurred from the date of registration of transfer of such erf or unit into his name.

4. **RULES:**

4.1. Subject to any restriction imposed or direction given at a general meeting of the Company, the Directors may from time to time make Rules which may include Rules in regard to:

4.1.1. The standards and Rules for the architectural design (hereinafter referred to as "the Architectural Guidelines") of all buildings and outbuildings, structures of any nature and all additions and alterations to any such buildings, outbuildings or structures erected or to be erected on the Property and in particular to control the design of the exterior of such buildings, outbuildings or structures and the

- materials and colours used on such exterior, to ensure an attractive and aesthetically pleasing Property. For the purposes of this Article 4.1.1 the terms "building" and "structure" shall be deemed to include, but not in any way be limited to, walls, fences, aerials, pergolas, swimming pools, awnings, jacuzzis, carports, paved pathways, signage, water storage tanks, solar panels and air-conditioning units;
- 4.1.2. The siting of all buildings, outbuildings, structures of any nature and of any additions and alterations thereto;
- 4.1.3. The preservation of the environment, including the right to control vegetation and the right to prohibit and/or control the erection of walls, fences and hedges, and/or the removal of any vegetation, whether upon or within the boundaries or any erf;
- 4.1.4. The right to prohibit, restrict or control the keeping of any animal which they regard as dangerous or a nuisance;
- 4.1.5. The maintenance of the internal roads, electricity, storm water, security and all improvements, equipment, assets or land owned by the Company;
- 4.1.6. The maintenance of any building, outbuilding and any structure on any erf or in respect of any unit, including gardens and pavements;
- 4.1.7. The access to and egress from any of the erven or units;
- 4.1.8. The determination and enforcement of security measures in respect of the Property;

- 4.1.9. The placing or fixing of ornamentation, embellishments or signage upon the outside of any building, outbuilding or structure of any nature, including the power to remove any such objects;
- 4.1.10. The conduct of any persons upon the Property for the prevention of damage, injury or nuisance of any nature to any member;
- 4.1.11. The control and collection of refuse;
- 4.1.12. Subject to approval by the Company at each Annual General Meeting, the determination of any fees, deposits or levies required for the implementation and/or enforcement of these Articles and/or the Rules, including the fee for the Clearance Certificate contemplated by Article 2.6 and any fees levied in terms of the Architectural Guidelines;
- 4.1.13. The recovery of any costs or expenditure incurred by the Company in implementing and enforcing any Rules;
- 4.1.14. The furtherance and promotion of any of the objects of the Company and/or for the better management of the affairs of the Company and/or for the advancement of the communal interest of members and/or residents of the Property.
- 4.2. In order to enforce any of the Rules made by the Directors in terms hereof and for the repayment of any debt due to the Company, the Directors may:
- 4.2.1. Give notice to the person (which shall include any member, occupant or visitor) concerned requiring him to remedy any breach thereof or make payment within such reasonable period as the Directors may determine; and/or

- 4.2.2. Take or cause to be taken such steps (including legal proceedings) as they may consider necessary to remedy the breach of the Rule of which the member may be guilty or to recover the debt, and debit the cost of so doing to the member concerned; and/or
- 4.2.3. Impose a system of fines or other penalties. The amounts of such fines shall be reviewed and confirmed at each Annual General Meeting of the Company.
- 4.3. The provisions of Articles 4.1 and 4.2, and any Rules, fines or penalties in terms thereof, shall apply to the owners or occupiers of any unit, insofar as such Rule, fine or penalty shall apply in respect of the communal interest of all members or is not provided for in the conduct or management rules of any Sectional Title Scheme on the Property. The provisions of Articles 4.1, 4.2 and any Rules, fines or penalties in terms thereof, insofar as the same may conflict with any provision of any conduct or management rule of any Sectional Title Scheme on the Property, shall prevail.
- 4.4. Any breach of any Rules by the members of any member's household or his guests or lessees or employees, contractors or sub-contractors, shall be deemed to have been committed by the member himself but without prejudice to the foregoing, the Directors may take or cause to be taken such steps against the person actually committing the breach as they may deem fit.
- 4.5. In the event of the Directors instituting any legal proceedings against any member or resident of the Property for the enforcement of any of the rights of the Company in terms hereof, the Company shall be entitled to recover all legal costs so incurred from the person concerned, calculated as between attorney and own client.
- 4.6. Any fine or penalty imposed upon any person in terms of the Rules shall be paid to the Company within such period as may be specified by the Directors in the notice imposing the fine or penalty.

Failing the declaration of a dispute in terms of Article 4.7, such fine or penalty shall be immediately due for payment and such person shall have forfeited his right to refer the matter for determination by a Disciplinary Committee in terms of Article 4.7.

4.7. In the event of any person disputing the fact that he has committed a breach of any Rule, he shall provide written notification of such dispute to the Directors within the period specified in terms of the notice given in terms of Article 4.2.1. A Disciplinary Committee of at least 3 (Three) persons shall as soon as is reasonably possible thereafter be appointed by the Board of Directors and shall adjudicate upon the issue at such time and in such manner and in accordance with such procedure (provided that natural justice shall be observed) as the Board of Directors may direct. The Disciplinary Committee shall be constituted in the manner described in Articles 21.7 and 21.8.

4.8. Any fine imposed upon any person shall be deemed to be due by the person to the Company and shall be recoverable by ordinary civil process.

4.9. Notwithstanding anything to the contrary herein contained, the Directors may, in the name of the Company, enforce the provisions of any Rule by civil application or action in a Court of competent jurisdiction and for this purpose may appoint such attorneys and counsel as they may deem fit.

4.10. The Disciplinary Committee appointed in terms of Article 4.7 may impose such fine or penalty as it may deem fit, subject to the provisions of Article 4.2.3. This may include the suspension of any member, with or without a fine. Any person affected by such a fine or penalty shall have a right of appeal to an appeal tribunal comprising the Chairperson and two members (not being persons who constituted the Disciplinary Committee) appointed for this purpose by the Board of Directors. The decision of the appeal tribunal shall be final.

- 4.11. The Company may in a general meeting itself make any Rules or confirm any Rules which the Directors may make and may in general meetings vary or modify any Rules made by it or by the Directors from time to time.
- 4.12. No person may commence with the construction of any building or structure upon the Property or any additions or alterations to such building or structure, unless he has submitted to the Directors for examination and approval the plans for such building, structure, alteration or addition as are required and approved in terms of the by-laws of the local authority having jurisdiction over the Property and any such additional plans or information for such building, structure, alteration or addition as the Directors may require or as may be required in terms of the Architectural Guidelines. The Directors shall have the power:
- 4.12.1. To charge a reasonable fee for the examination and approval of building plans, subject to the approval of such fee at each Annual General Meeting of the Company;
- 4.12.2. In approving any plans, to lay down such reasonable conditions as they may deem fit.
- 4.13. Whenever they consider the appearance of any land or building vested in a member or members is such as to fail to comply with the Architectural Guidelines, the Directors may serve notice on such member or members to take such steps as may be specified in a notice to eliminate such unsightly or injurious condition or failure. In the event of the member or members failing within a reasonable time to be specified in such notice, to comply therewith, the Directors may take such steps as may be necessary, and recover the cost thereof from the member or members concerned, which costs shall be deemed to be a debt owing to the Company.

5. SECURITY:

- 5.1. The Directors may from time to time make Rules relating to security, access to and egress from the Caribbean Beach Estate and any of the erven or units.
- 5.2. Members, occupants, guests, employees, building contractors, sub-contractors and any other persons shall only access and exit the Caribbean Beach Estate from such controlled security points established for that purpose by the Directors. No person may erect, construct or make allowance for access to or exit from the Caribbean Beach Estate in the perimeter boundary of the Estate, unless with the prior written permission of the Directors who may grant such permission on such terms and conditions relating to security and other matters as they may deem fit.
- 5.3. In the event of the Company electing to provide security equipment and a security service and/or other services for members on the Property, all members shall reasonably be obliged:
 - 5.3.1. To permit the installation of any equipment on the erven for the purpose of such services as may be determined by the Company from time to time;
 - 5.3.2. To make payment of the charges raised by the Company in respect of such services;
 - 5.3.3. To abide by such terms and conditions as may be laid down by the Company from time to time in respect of such equipment and services.

6. ALTERATION OF MEMORANDUM AND ARTICLES:

Subject to the provisions of Section 53(a) of the Act, the Company may by special resolution make additions to or alter the provisions of its

Memorandum and/or Articles, provided that the Company continues to comply with the provisions of Section 21 of the Act.

7. MATTERS RESERVED FOR GENERAL MEETING:

The Directors shall not be entitled to exercise the following powers on behalf of the Company, unless with the prior authorisation of the Company in general meeting:

- 7.1. The sale or alienation of any immovable property, or portion thereof, belonging to the Company;
- 7.2. The hypothecation, mortgage, lien or any encumbrance upon such immovable property, or any portion thereof, whether to secure a debt or otherwise;
- 7.3. The borrowing of any sum of money or the provision of any guarantee, suretyship, intercession or other form of security;
- 7.4. The incurring of any Operational or Capital Expenditure in excess of R100 000-00 (One Hundred Thousand Rand) per expense, if not budgeted for;
- 7.5. The determination of or amendment of the budgeted number of permanent and casual employees of the Company;
- 7.6. Any amendment of or variation to the Company's approved Financial Policy and Delegation of Authority Matrix;
- 7.7. The initiation of any disciplinary proceedings against the Chairperson in his capacity as such;
- 7.8. Any other matters reserved for approval by the members at Annual General Meetings of the Company in terms of Articles 10.1 and 10.2;

7.9. Any other matters reserved for approval by the members in terms of the Company's approved Financial Policy and Delegation of Authority Matrix.

8. **GENERAL MEETINGS:**

8.1. The Company shall hold general meetings to be known and described in the notices calling such meetings as Annual General Meetings of the Company. Such meetings shall deal with and dispose of the matters prescribed in terms of Article 10.1, and shall be held within no more than 6 (Six) months after the end of every financial year of the Company, and within not more than 15 (Fifteen) months after the date of the last preceding such meeting of the Company.

8.2. All general meetings of the Company other than Annual General Meetings shall be called Extraordinary General Meetings. The Directors may, whenever they deem fit, convene an Extraordinary General Meeting. The Directors shall also convene an Extraordinary General Meeting on the requisition of members holding not less than one-twentieth of the total voting rights of all members having at the date of the requisition a right to vote at general meetings of the Company. ,

8.3. The Directors shall, within 14 (Fourteen) days of the lodging of the requisition referred to in Article 8.2, issue a notice to members convening an Extraordinary General Meeting of the Company for a date not less than 21 (Twenty One) and not more than 35 (Thirty Five) days from the date of the notice. In the event of any failure on the part of the Directors to convene such a meeting, the requisitionists may themselves convene such a meeting, on the terms set forth in Section 181 of the Act.

8.4. Annual General Meetings and Extraordinary General Meetings shall be held at such time and place as the Directors shall appoint or at such time and place as is determined if the meetings are convened under Sections 179(4), 181, 182 or 183 of the Act.

9. NOTICE OF GENERAL MEETINGS:

9.1. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by not less than 21 (Twenty One) clear days' notice in writing and an Extraordinary General Meeting shall be called by not less than 14 (Fourteen) clear days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting and shall be given in a manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that a meeting of the Company shall, notwithstanding the fact that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed by a majority in number of the members having the right to attend and vote at the meeting and who hold not less than 95 % (Ninety Five Percent) of the total voting rights of all the members.

9.2. The accidental omission to give notice of any meeting to any particular member or members shall not invalidate any resolution passed at any such meeting.

10. PROCEEDINGS AT GENERAL MEETINGS:

10.1. The Annual General Meeting shall deal with and dispose of all matters prescribed by the Act, including the following:

10.1.1. The consideration of the Directors' report;

- 10.1.1.2. Presentation of the annual financial statements;
- 10.1.1.3. The appointment of Directors in terms of these Articles, or the ratification of any such appointment;
- 10.1.1.4. The consideration of the report of the Auditors, the appointment of the Auditors and the approval of the auditing fees;
- 10.2. In addition, the Annual General Meeting shall deal with and dispose of the following matters:
 - 10.2.1. The consideration and approval of the Company's Operating and Capital Expenditure budgets for the new financial year;
 - 10.2.2. The consideration and approval of the Company's budgeted number of permanent and casual employees for the new financial year;
 - 10.2.3. The consideration and approval of the levies, subscription fees or increases thereof for the new financial year;
 - 10.2.4. The consideration and approval of the fees, deposits, fines, penalty levies and interest or late payment fees on arrear levies, payable in terms of these Articles, the Rules or the Architectural Guidelines;
 - 10.2.5. The consideration and approval of the Rules (including fines or penalties) and any amendments thereto;
 - 10.2.6. The appointment of an Election Committee in terms of Article 12.6;
 - 10.2.7. The consideration and approval of the Company's Debtor Collection Policy or any amendment thereof;

- 10.2.8. The consideration and approval of the Company's strategic plan or any amendment thereof;
- 10.2.9. The consideration and approval of any charter pertaining to a Portfolio Committee established in terms of Article 21.7;
- 10.2.10. The consideration of any other matters raised at the meeting, including any resolutions proposed for adoption by such meeting and the voting upon any such resolutions; provided that written notice of any such matter shall have been given to the Company by any member entitled to vote, present in person or by proxy, not less than 7 (Seven) days before the appointed date for the meeting.
- 10.3. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Subject to the provisions of Section 199 of the Act, the quorum shall be 10 % (Ten Percent) of members entitled to vote present in person or by proxy, provided that there shall at all times be at least 3 (Three) members personally present.
- 10.4. The Chairperson of Directors shall be entitled to take the chair at any general meeting. If there be no Chairperson or Deputy Chairperson, or if at any meeting he shall not be present within 10 (Ten) minutes after the time appointed for holding the meeting, or is unwilling to act, the Directors may choose a Chairperson, and in default of their doing so, the members present shall choose one of their number to be Chairperson.
- 10.5. If within 10 (Ten) minutes after the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case, it shall stand adjourned to a day not earlier than 7 (Seven) days and not later than 21 (Twenty One) days after the date of the meeting and if at such adjourned meeting a quorum is not present within 10

- (Ten) minutes after the time appointed for the meeting, the members present in person or by proxy shall constitute a quorum.
- 10.6. The Chairperson of a general meeting may, with the consent of the meeting, adjourn the same 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. The Chairperson shall adjourn a meeting if the provisions of Section 192 of the Act have been complied with.
- 10.7. At any general meeting, each resolution must be voted upon separately and shall be decided on a show of hands. Any ordinary resolution (that is a resolution other than a special resolution) or the amendment of an ordinary resolution shall be carried on a simple majority of all votes cast. In the case of equality of votes for and against any resolution, the resolution shall be deemed to have been defeated.
- 10.8. The members shall, for every general meeting of the Company, appoint a Scrutiny Committee for the purpose of verifying and counting votes. Such Scrutiny Committee shall consist of 3 (Three) members who shall not be Directors of the Company. Any duly appointed Scrutiny Committee shall not be a Portfolio Committee for the purposes of Articles 21.7 and 21.8.
- 10.9. Unless any member present in person or by proxy at a general meeting has, before the closure of the meeting, objected to any declaration made by the Scrutiny Committee as to the result of any voting at the meeting, or to the proprietary or validity of the procedure of such meeting, such declaration by the Scrutiny Committee shall be deemed to be a true and correct statement of the voting and a meeting shall in all respects be deemed to have been properly and validly constituted and conducted and an entry in the minutes to that effect that any motion has been carried or lost,

with or without a record of the number of votes recorded in favour of or against such motion, shall be conclusive evidence of the votes so recorded.

10.10. A resolution in writing signed by all of the members of the Company or their duly appointed agents shall (except in cases where a meeting is prescribed by the Act) be as valid and effectual as if it had been passed at a meeting of the Company duly convened and held; provided that such resolution is duly inserted in the minute book of meetings of the Company.

11. **VOTES OF MEMBERS:**

11.1. Subject to the provisions of Articles 2.3, 11.2 and 11.3, every member present in person or by proxy at a general meeting of the Company shall be entitled to one vote on a show of hands.

11.2. Any member who is the registered owner of more than one erf or unit shall be entitled to exercise a vote for each and every erf and/or unit registered in his name.

11.3. Save as expressly stated in these Articles, no person other than a member duly registered and who shall have paid every levy and other sum, if any, which shall be due and payable to the Company and shall have complied with the provisions of these Articles and any Rule enacted in terms of these Articles and who is not under suspension, shall be entitled to be present or to vote on any question, either personally or by proxy, at any general meeting.

11.4. Votes may be given either personally or by proxy. Such proxy need not be a member of the Company.

11.5. The instrument appointing a proxy shall be handed to the Chairperson or secretary of the Board of Directors, at least 48 (Forty Eight) hours before the meeting and be tabled at the meeting at which the person named in the instrument proposes to

vote. The instrument appointing a proxy shall be valid for a period of 12 (Twelve) months from the date of its execution.

11.6. Every instrument of proxy shall be in the form depicted in terms of Annexure "A" ("Form of Proxy") to these Articles. The Scrutiny Committee appointed in terms of Article 10.8 shall ensure that each instrument of proxy is in accordance with these Articles, Annexure "A" hereto, and any applicable provisions of the Act.

11.7. No member at any meeting of the Company shall be limited in regard to the number of proxies per vote he may present and exercise, in addition to his or her own vote/s.

11.8. A vote given in accordance with the terms of a proxy, shall be valid notwithstanding the death of the principal, or revocation of the proxy, provided that no intimation in writing of the death or revocation shall have been received by the Directors at any time before a vote is taken in respect of which the proxy exercises such vote.

12. **APPOINTMENT OF DIRECTORS AND COMPOSITION OF BOARD:**

12.1. Unless and until otherwise determined by the Company in general meeting, there shall be a Board of Directors of the Company which shall consist of not less than 4 (Four) and not more than 10 (Ten) natural persons.

12.2. Subject to the provisions of Articles 13, 14, 15 and 18, the Directors shall be appointed by the members at an Annual General Meeting of the Company, pursuant to the procedure set forth in Article 12.8.

12.3. Unless and until otherwise determined by the Company in general meeting, only a member of the Company may be appointed as a Director, provided that such member is not disqualified from acting

in terms of Article 17 or is not under suspension in terms of Article 2.13.

12.4. In effecting any appointment of a Director in terms of these Articles, the members shall ensure that a Director is appointed for each of the following portfolios (or such other portfolio/s as the members in general meeting may determine):

12.4.1. Chairperson;

12.4.2. Finance;

12.4.3. Human Resources and Communication;

12.4.4. Security;

12.4.5. Building and Technical;

12.4.6. Golf;

12.4.7. Restaurant and Entertainment.

12.5. The appointment of any Director in terms of these Articles shall be based upon such person's qualifications, expertise and experience, in relation to any portfolio which requires the appointment of a new Director or the re-appointment of an existing Director.

12.6. Simultaneously with the passing of a special resolution for the adoption of these Articles, the members in general meeting shall appoint an Election Committee which will exercise its powers until the Annual General Meeting to be convened in 2012. A new Election Committee shall be appointed by the members at such Annual General Meeting and at each Annual General Meeting thereafter. Each Election Committee appointed at an Annual General Meeting shall serve a term of office until the next Annual General Meeting. An Election Committee appointed in terms of this Article shall not be a Portfolio Committee for the purposes of Articles 21.7 and 21.8.

12.7. An Election Committee shall consist of 3 (Three) members who shall not be Directors of the Company. Any vacancy occurring in respect

of an Election Committee shall be filled by an appointment/s made by the remaining member/s of the Election Committee, which appointment/s must be ratified at the next Annual General Meeting. In the event of all of the members of an Election Committee vacating office during a term of appointment, the Directors shall forthwith convene an Extraordinary General Meeting for the purpose of appointing a new Election Committee, which shall exercise its powers in terms of these Articles until the next Annual General Meeting.

12.8. The procedure for the appointment of Directors at an Annual General Meeting shall be as follows:

12.8.1. The Directors shall, in terms of the notice convening the Annual General Meeting, inform the members of the impending expiry of a term of office (which shall be determined in accordance with Article 13.1) of any appointed Director and the portfolio to which such appointment relates. The notice convening the Annual General Meeting shall furthermore notify the members of the procedure to be followed for the nomination and appointment of Directors in terms of this Article 12.8 and the right of re-appointment of an existing Director in terms of Article 12.9;

12.8.2. Subject to Articles 12.3, 13.2 and 13.3, any member may be nominated for appointment as a Director in respect of a particular portfolio, provided that such nomination is in writing and by any 2 (Two) members of the Company other than the member nominated;

12.8.3. Such nomination will not be valid unless:

12.8.3.1. It is delivered to the office at least 10 (Ten) days before the Annual General Meeting; and

- 12.8.3.2. It is accompanied by a Curriculum Vitae detailing the nominee's qualifications, expertise and experience; and
- 12.8.3.3. It identifies the portfolio to which the nomination relates.
- 12.8.4. The appointed Election Committee shall consider and evaluate all valid nominations in accordance with the criteria set forth in Article 12.5 and recommend a candidate or shortlist of candidates, in respect of any designated portfolio, for appointment by the members at the Annual General Meeting;
- 12.8.5. The Election Committee will inform each nominee in writing at least 5 (Five) days before the Annual General Meeting, whether or not such nominee has been recommended for appointment as a Director. A written notification to an unsuccessful nominee shall include brief reasons for the failure of such person's nomination;
- 12.8.6. The recommended candidate or shortlist of candidates and the Curricula Vitae of all nominees shall be open for inspection by the members at the office from at least 5 (Five) days before the Annual General Meeting;
- 12.8.7. Any nominee not recommended for appointment in terms of Article 12.8.4 may, notwithstanding the failure of his nomination, make representations to the members at the Annual General Meeting in support of his appointment as a Director, provided that he give written notification to the Election Committee of his intention to do so by no later than 48 (Forty Eight) hours before the Annual General Meeting;

- 12.8.8. The members shall, in terms of Articles 12.2 and 12.8.9, appoint a Director or Directors from the candidate or candidates recommended by the Election Committee, or from such person or persons who have made representations to the members in terms of Article 12.8.7 (in which event the Election Committee shall lay before the Annual General Meeting the written reasons furnished in terms of Article 12.8.5), or in respect of an existing Director or Directors who have been nominated for re-appointment in terms of Article 12.9;
- 12.8.9. Each appointment of a Director for a portfolio identified in terms of Article 12.8.1 shall be put to a vote by the members in terms of Articles 10.6 and 11. The person with the majority of votes shall be appointed as the Director for the identified portfolio. Notwithstanding the provisions of Article 10.6, in the event of an equality of votes, the Election Committee shall have the casting vote;
- 12.8.10. The Scrutiny Committee appointed for the Annual General Meeting in terms of Article 10.8 shall verify and count all votes and shall declare, in terms of Article 10.9, the outcome of the voting in respect of each appointment.
- 12.9. Nothing in these Articles shall prevent an existing Director (including any Director appointed in terms of Articles 14, 15 or 18) from being nominated for re-appointment, provided that he is duly nominated for appointment in terms of Articles 12.8.2 and 12.8.3 and provided further that his re-appointment shall not contravene the provisions of Articles 13.2 and 13.3. The nomination of an existing Director for re-appointment shall not be subject to Articles 12.8.4, 12.8.5, 12.8.6 and 12.8.7.
- 12.10. In the event of any failure on the part of the Election Committee to recommend any candidate for appointment, the members at the

Annual General Meeting may appoint any Director or Directors as they deem fit, subject to the provisions of Articles 12.1, 12.3, 12.4, 12.5 and 13.

13. ROTATION OF DIRECTORS:

13.1. Each Director appointed in terms of Article 12.8 shall serve on the Board of Directors for a term of 2 (Two) years calculated from the date of his appointment in terms of Article 12.2.

13.2. No Director shall serve more than 3 (Three) successive terms of office.

13.3. Any person who has served 3 (Three) terms of office as a Director (whether cumulative or successive) shall not be eligible for re-appointment as a Director for a period of 2 (Two) years, calculated from the date upon which such person last held office.

14. REMOVAL OF DIRECTORS:

Notwithstanding the provisions of any existing service contract, the Company may by ordinary resolution remove any Director from office and may by ordinary resolution appoint another person in his stead, provided that any such person shall have been recommended for appointment by a duly appointed Election Committee and furthermore subject to the provisions of Articles 12.1, 12.3, 12.4, 12.5 and 13.3. The provisions of Section 220 of the Act shall be complied with in connection with the removal of any Director.

15. VACANCIES ON THE BOARD OF DIRECTORS:

15.1. In the event of any vacancy in respect of the Board of Directors, whether occasioned by the death, resignation, disqualification or removal of a Director, the Directors shall be entitled to appoint a replacement Director, subject to the provisions of Article 15.3.

- 15.2. The Directors shall have the power at any time to appoint an additional Director, provided that such appointment is subject to Articles 12.1, 12.3 and 15.3.
- 15.3. In effecting an appointment of a Director in terms of Articles 15.1 or 15.2, the Directors shall appoint a member from a recommended shortlist of candidates prepared by the duly appointed Election Committee. In compiling such shortlist, the Election Committee shall adopt such procedure in regard to the receiving and evaluation of nominations as it in its sole discretion shall deem fit.
- 15.4. Any Director appointed in terms of Articles 15.1 or 15.2 shall serve office until the next Annual General Meeting whereupon his appointment must be ratified by the members. Such a Director shall be entitled to be nominated for re-appointment in terms of Article 12.9.
16. **DIRECTORS MAY ACT NOTWITHSTANDING VACANCIES ON BOARD:**
- The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the minimum number laid down in Article 12.1, they may act only for the purpose of increasing the number of Directors to that number or for the purpose of summoning a general meeting of the Company, but for no other purpose.
17. **DISQUALIFICATION OF DIRECTORS:**
- The office of a Director shall be vacated if he:
- 17.1. Becomes insolvent, is sequestrated, assigns his estate, suspends payments or compounds with his creditors or is placed under an order of debt review;
- 17.2. Becomes lunatic or of unsound mind;

- 17.3. By notice in writing to the Company resigns office;
- 17.4. Is removed from office by an ordinary resolution of the Company passed in terms of Section 220 of the Act;
- 17.5. Ceases to be a Director by virtue of any provision of the Act or becomes prohibited from being a Director by reason of any order made under Section 219 of the Act;
- 17.6. Ceases for any reason to be a member of the Company or is suspended as such.

18. **APPOINTMENT OF NEW DIRECTORS BY THE COMPANY IN GENERAL MEETING:**

Notwithstanding the provisions of Article 15, the members may by ordinary resolution appoint a Director to fill a vacancy on the Board of Directors or may appoint an additional Director, subject to the provisions of Articles 12.1, 12.3, 12.4, 12.5 and 13.3. Any person appointed as a Director in terms of this Article shall have been recommended for appointment by a duly appointed Election Committee. An Election Committee exercising its powers in terms of this Article 18 or in terms of Article 14, shall as far as possible in the circumstances, follow the procedure set forth in Article 12.8.

19. **INTEREST OF DIRECTORS:**

A Director may not:

- 19.1. Hold any other office or place of profit in the Company; or
- 19.2. Act by himself or by his firm in a professional capacity for the Company; or
- 19.3. Have any direct or indirect interest in any contract or any arrangement entered into or on behalf of the Company;

unless the Company in general meeting shall have provided its prior approval in respect of any such office, place of profit, appointment or interest and subject to such terms and conditions as may be determined by the Company in general meeting.

20. REMUNERATION OF DIRECTORS:

The Directors shall not be entitled to remuneration for their services as such, provided that if any Director shall be required to perform extra services, or shall be otherwise specially occupied about the Company's business, or shall incur reasonable *bona fide* expenses in or about the performance of his duties as a Director, he shall be entitled to receive a remuneration to be fixed by the members at an Annual General Meeting and reimbursement for such expenses.

21. PROCEEDINGS OF DIRECTORS:

21.1. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they deem fit, but at least 4 (Four) times a year. The quorum of Directors necessary for the transaction of business may be fixed from time to time by the Directors: provided that:

21.1.1. Unless and until the quorum is so fixed by the Directors, it shall be 4 (Four) Directors;

21.1.2. The quorum shall not in any circumstances be less than 4 (Four) Directors.

21.2. A Director may at any time convene a meeting of the Directors. A Director who is not at any time in the Republic of South Africa shall not, during such time as he is absent therefrom be entitled to notice of any meeting. The Board of Directors may, for the purpose of this Article or for the purpose of giving notice of any general meeting or generally in regard to the administration of the

meetings of the Board of Directors or the Company, appoint any person as the secretary. Such person need not be a member of the Company.

21.3. Questions arising at any meeting of Directors shall be decided by a majority of votes and, in the case of an equality of votes, the Chairperson shall not have a second or casting vote.

21.4. The Chairperson shall be entitled to preside over all meetings of Directors. If no Chairperson is present at any meeting within 15 (Fifteen) minutes of the time appointed for the holding of the same, the Directors present shall choose one of their number to be the Chairperson of such meeting.

21.5. A meeting of the Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the Articles of the Company for the time being vested in or exercisable by the Directors generally.

21.6. Subject to Sections 234 and 235 of the Act, a resolution in writing signed by a quorum of Directors of the Company for the time being in the Republic of South Africa, shall be as valid and effectual as a resolution passed at a meeting of the Directors duly called and constituted, provided that such resolution is duly inserted in the minute book of the Directors' meetings.

21.7. The Directors shall appoint Portfolio Committees which shall be designated in accordance with the portfolios determined in terms of Article 12.4, save that there shall be no Portfolio Committee appointed in respect of the Chairperson Portfolio;

21.8. The Portfolio Committees appointed by the Directors in terms of Article 21.7 shall be established subject to the following:

21.8.1. Subject to Article 22.6, each Portfolio Committee shall consist of the appointed Portfolio Director, such other

member or members as the Directors may determine and, if deemed necessary by the Directors, no more than one person who need not be a Director or member;

21.8.2. Any appointment by the Directors of Portfolio Committee members shall be on the basis of the appointee's expertise, qualifications and experience in relation to such Portfolio Committee's area of responsibility;

21.8.3. Each Portfolio Committee shall at all times be chaired by the appointed Portfolio Director;

21.8.4. The Directors shall develop and implement charters for each Portfolio Committee created in terms of Article 21.7, specifying the powers and functions of each such committee;

21.8.5. The Directors may from time to time revoke any delegation of powers or any appointment made to a Portfolio Committee;

21.8.6. Every Portfolio Committee shall, in the exercise of any delegated powers, conform to any conditions that may from time to time be imposed upon it by the Directors;

21.8.7. The meetings and proceedings of every Portfolio Committee shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors;

21.8.8. Notwithstanding any delegation of powers, the Directors shall remain liable for the acts or omissions of any Portfolio Committee appointed in terms of Article 21.7.

21.9. The Chairperson shall have such powers and functions as are designated in terms of these Articles, the Company's approved Financial Policy and Delegation of Authority Matrix, or any such

powers and functions as are designated to him by the members in general meeting or by the Board of Directors.

22. POWERS OF DIRECTORS:

22.1. Subject to the provisions of Article 7, the management of the business of the Company shall be vested in the Directors, and the Directors, in addition to the powers and authorities expressly conferred upon them in terms of these Articles, may exercise all such powers and do all such acts and things as may be exercised or done by the Company including the right of appointment and dismissal of employees and of the managing agent provided that the Directors shall not cause the Company to undertake business or do any act not falling within the general scope of the objects set out in the Memorandum.

22.2. In the exercise of their powers, in terms of the Act and these Articles, the Directors shall at all times act reasonably.

22.3. All notices or communications by the members to the Directors shall be in writing and addressed to the Chairperson. The Chairperson may in his discretion delegate the authority to deal with any such communication or notice to any other Director, Portfolio Committee, officer or employee of the Company.

22.4. The Directors shall at all times have the right to engage, or terminate engagement, on behalf of the Company, the services of accountants, attorneys, advocates, architects, engineers, a managing agent and any other professional firm or person or other employees whatsoever for any reasons deemed necessary by the Directors and on such terms as the Directors shall decide.

22.5. The Directors may delegate such of their powers to a managing agent as they determine subject to any restriction imposed or direction given at any general meeting of the Company.

Notwithstanding any such delegation of powers, the Directors shall remain liable for all acts or omissions of the managing agent.

22.6. Without derogating from the provisions of Article 21.7, the Directors shall appoint a Building and Technical Portfolio Committee which shall consist of the appointed Portfolio Director, such other member or members as the Directors may determine from time to time, and a practicing professional architect duly qualified to practice as such on his own account in the Republic of South Africa, should the Directors regard this as necessary. The purpose of this Portfolio Committee will be to apply and enforce such Rules, regulations and guidelines as are set forth in the Architectural Guidelines.

23. REGISTERS:

23.1. The Company shall keep at the places prescribed by the Act and maintain in proper form and in the manner prescribed by the Act all such registers as are required by the Act.

23.2. In addition, the Company's register of members shall be kept updated with each member's e-mail address and telephone contact details, to enable the Company to despatch notices as contemplated by Article 26.

23.3. The Company shall not be entitled nor obliged to disclose the e-mail addresses or telephone contact details of any members to any person, including another member. Upon the written request of any member, the Company may despatch any notice or communication on behalf of such member to any other member or members. Such request shall not be unreasonably refused.

24. ACCOUNTS:

24.1. The Directors shall cause true accounts as required by the Act to be kept of the sums of money received and expended by the

Company, and the matters in respect of which such receipts and expenditure take place, and of the assets, credits and liabilities of the Company. The accounting records of the Company shall be kept at the office of the Company or at such place or places as the Directors deem fit.

24.2. The Directors shall from time to time determine and at what times and places, and under what conditions or regulations the accounting records of the Company, or any of them, shall be open to the inspection of the members. No request from a member to inspect such records shall be unreasonably withheld.

24.3. At each Annual General Meeting the Directors shall lay before the Company annual financial statements containing the balance sheet, statements and reports referred to in Section 286 of the Act, made up to a date and not more than 6 (Six) months before the meeting.

24.4. The report of the Directors shall comply with Section 299 of the Act and the report of the Auditor shall comply with Section 301 of the Act. The income statement, reports and balance sheets shall be signed on behalf of the Directors by 2 (Two) Directors.

25. AUDITORS:

25.1. The duly appointed Auditors of the Company shall, subject to the provisions of the Act, hold office until another appointment or appointments to the office shall be made at an Annual General Meeting of the Company, and the provisions of Section 270 and 271 of the Act shall apply to and be complied with in connection with any appointment proposed to be made, or not made of an Auditor or Auditors of the Company. The remuneration of the Auditor or Auditors shall be determined by the Company in general meeting.

- 25.2. An Auditor may or may not be a member of the Company, but no person shall be qualified for appointment as Auditor of the Company if he is:
- 25.2.1. A Director, officer or employee of the Company;
 - 25.2.2. A Director, officer or employee of any company performing secretarial work for the Company;
 - 25.2.3. A partner or employer or employee of a Director or an officer of the Company;
 - 25.2.4. A person who by himself or his partner or employee habitually or regularly performs the duties of secretary or bookkeeper of the Company, save where the provisions of Section 275(3) of the Act have application and are complied with;
 - 25.2.5. An incorporated entity;
 - 25.2.6. A person who at any time during the financial year was a Director or officer of the Company;
 - 25.2.7. Not qualified to act as such under any legislation regulating the conduct of Auditors.

26. NOTICES:

- 26.1. All notices intended or required to be given by the Company to any member of the Company shall be given in writing either personally, by post addressed to the member at his address registered with the Company or by electronic notice via any medium approved by the Directors.
- 26.2. Each member of the Company shall notify in writing to the Company an address, which shall be his registered address within

the meaning of the last preceding Article and if he has not named such an address he shall be deemed to have waived his right to be served notices.

26.3. Any notice sent by post shall be deemed to have been given on the day on which the letter, envelope or wrapper containing the same is posted, and in proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and put in the post. Any notice sent by electronic medium shall be deemed to have been received at the expiration of 24 (Twenty Four) hours after the time it was sent and such notice shall be deemed to have been sent and served on the day on which the Company releases such electronic communication and any record of the transmission, whether physical or electronic, shall be sufficient to prove proper giving of such notice.

26.4. Any notice sent by any means approved by the Directors to a member shall, notwithstanding that such member was then deceased, and whether or not the Company has notice of his death, be deemed to have been duly delivered.

27. INDEMNITIES:

27.1. Every Director and officer of the Company shall be indemnified out of the funds of the Company against all liability incurred by him as such Director, officer or Auditor, in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted, or in respect of any proceedings which are abandoned or in connection with any application under Section 248 of the Act in which relief is granted to him by the Court.

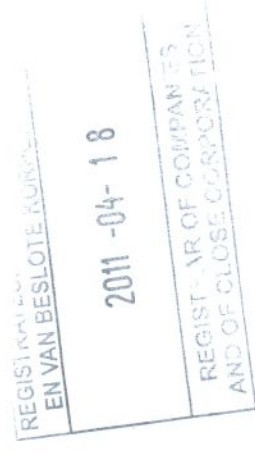
27.2. No Director, officer or employee of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee, or for loss or expense happening to the Company through the insufficiency or deficiency of any security in or upon which any of the monies of the Company shall be invested,

or for any loss or damage arising from the bankruptcy, insolvency or acts of any persons with whom any monies, securities, or effects shall be deposited, or for any loss or damage occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office, or in relation thereto.

27.3. The indemnity set forth in Article 27.2 shall not apply in the event of any negligence, default, breach of duty, breach of trust or breach of contract, on the part of any Director, officer or employee of the Company.


28. **WINDING-UP:**

The winding-up of the Company by the members shall only be carried into effect after 75% (Seventy Five Percent) of the members present have supported the motion at an Annual General Meeting or at a special meeting and shall be carried out in accordance with the provisions of clause 6.2 of the Memorandum.





COMPANIES AND INTELLECTUAL
PROPERTY REGISTRATION OFFICE

a member of the  group

Date: 03/05/2011

Our Reference: 19772508

Box: 127046

Sequence: 21

FRIEDLAND HART SOLOMON & NICOLSON
Basket: FHP3

RE: Amendment to Company Information

Company Number: 1996/009972/08

Company Name: CARIBBEAN BEACH CLUB HOME OWNERS ASSOCIATION

We have received a CM26 (Special resolution) from you dated 19/03/2011.

The CM26 (1) was accepted and placed on file.

Yours truly

Registrar of Companies

JNS

Please Note:

The attached certificate can be validated on the CIPRO web site at www.cipro.co.za.

The contents of the attached certificate was electronically transmitted to the South African Revenue Services.



COMPANIES AND INTELLECTUAL PROPERTY REGISTRATION OFFICE:

Registrar of Companies & Close Corporations

P.O. BOX 429, PRETORIA, 0001, Republic of South Africa. Doceex 256, PRETORIA.

Call Centre Tel:086 184 3384, Website www.cipro.co.za, WAP www.cipro.co.za/mobile

Certificate issued by the Registrar of Companies & Close Corporations on Tuesday, May 03, 2011 03:14
Certificate of Confirmation



COMPANIES AND INTELLECTUAL
PROPERTY REGISTRATION OFFICE

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Registration number **1996 / 009972 / 08**

Enterprise Name **CARIBBEAN BEACH CLUB HOME OWNERS ASSOCIATION**

Enterprise Shortened Name **None provided.**

Enterprise Translated Name **None provided.**

Registration Date **30/07/1996**

Business Start Date **30/07/1996**

Enterprise Type **Section 21**

Enterprise Status **In Business**

Financial year end **February**

Main Business/Main Object

Postal address **P O BOX 109**

KOSMOS

0261

Address of registered office

ESTATE OFFICE

CARIBBEAN BEACH CLUB

KOSMOS DRIVE

KOSMOS

0261



COMPANIES AND INTELLECTUAL PROPERTY REGISTRATION OFFICE:

Registrar of Companies & Close Corporations

P.O. BOX 429, PRETORIA, 0001, Republic of South Africa. Docex 256, PRETORIA.

Call Centre Tel 086 184 3384, Website www.cipro.co.za, WAP www.cipro.co.za/mobile

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Certificate of Confirmation**



COMPANIES AND INTELLECTUAL
PROPERTY REGISTRATION OFFICE

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Registration number **1996 / 009972 / 08**

Enterprise Name **CARIBBEAN BEACH CLUB HOME OWNERS ASSOCIATION**

Auditors

Name **COMPENDIUM PRETORIA INCORPORATED**

Postal Address
**PRIVATE BAG X4
HATFIELD
0028**

Active Directors / Officers

| Surname and first names | ID number or date of birth | Director type | Appointment date | Addresses |
|---------------------------|----------------------------|---------------|------------------|--|
| STANDER, WILLEM MARTHINUS | 4306115044080 | Director | 26/03/2010 | Postal: PO BOX 142, BRITS, 0251 Residential: 2 ANTIQUA VILLAGE, CARIBBEAN BEACH CLUB, KOSMOS, 0261 |
| RICHARDS, ALLAN DOUGLAS | 5008295038085 | Director | 18/07/2009 | Postal: POSTNET 468, PRIVATE BAG 26, SUNNINGHILL, 2000 Residential: 41 SANDY LANE, CARIBBEAN BEACH CLUB, KOSMOS, 0261 |
| PIETRZAK, TOMASZ JERRYZ | 5206085020004 | Director | 18/07/2009 | Postal: PO BOX 411353, CRAIGHALL, 2024 Residential: 22 TURTLE CREEK, CARIBBEAN BEACH CLUB, KOSMOS, 0261 |
| BADLER, MARK HILTON | 6809115042085 | Director | 18/07/2009 | Postal: PO BOX 1144, NORTHCLIFF, 2115 Residential: 59 COTTON CLUB, CARIBBEAN BEACH CLUB, KOSMOS, 0261 |
| OLIVIER, DIANE ESTHER | 5309300130085 | Director | 18/07/2009 | Postal: PO BOX 1422, IFAFI, 0260 Residential: 7 DOMINICA VILLAGE, CARIBBEAN BEACH CLUB, KOSMOS, 0261 |
| BOTHA, GERHARDUS JOHANNES | 710325225088 | Director | 18/07/2009 | Postal: PO BOX 758, BROEDERSTROOM 0240 Residential: 46 TOBAGO VILLAGE, CARIBBEAN BEACH CLUB, KOSMOS, 0261 |
| VAN WYK, GERRIT | 5909165005080 | Director | 01/11/2008 | Postal: PO BOX 785341, SANDTON, 2146 Residential: 3 SANDY LANE, CARIBBEAN BEACH CLUB, KOSMOS, 0261 |



COMPANIES AND INTELLECTUAL PROPERTY REGISTRATION OFFICE:

Registrar of Companies & Close Corporations

P.O. BOX 429, PRETORIA, 0001, Republic of South Africa. Doceex 256, PRETORIA.

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COMPANIES AND INTELLECTUAL
PROPERTY REGISTRATION OFFICE

a member of the *es&i* group

Active Directors / Officers

| Surname and first names | ID number or date of birth | Director type | Appoint-ment date | Addresses |
|-------------------------|----------------------------|---------------|-------------------|--|
| INGRAM, JURIE JOHANNES | 4807305075081 | Director | 05/07/2008 | Postal: P O BOX 1127, IFAFI, 0260 Residential: 23 SANDY LANE, CARIBBEAN BEACH CLUB, KOSMOS, 0261 |



COMPANIES AND INTELLECTUAL PROPERTY REGISTRATION OFFICE:

Registrar of Companies & Close Corporations

P.O. BOX 429, PRETORIA, 0001, Republic of South Africa. Doceex 256, PRETORIA.

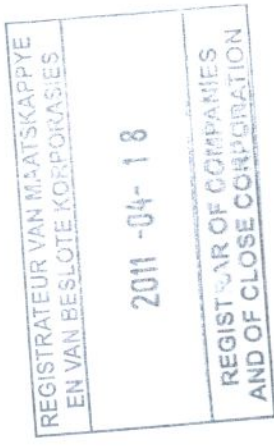
Call Centre Tel 086 184 3384, Webstie www.cipro.co.za, WAP www.cipro.co.za/mobile

Special resolution
(Section 200)
(To be lodged in duplicate)

Registration No. Of Company

1996/009972/08Name of company **CARIBBEAN BEACH CLUB HOME OWNERS ASSOCIATION (Association incorporated under Section 21)**Date notice given to members **24/02/2011**Date resolution passed **19/03/2011**Special resolution passed in terms of section **62** of the Act/*paragraph **-** of the memorandum/*article **6** of the articles.

Copy of notice convening meeting attached.

~~Consent to waive period of notice of meeting (CM 25) attached/*not attached.~~**CONTENTS OF RESOLUTION**
(Use reverse side if necessary)**RESOLVED:**
SEE ANNEXURE "A"

Rubber stamp of company, if any, or of secretaries.

Date **09.04.2011**

Signature

Director/Secretary/Manager

Name (in block capitals) **JURIE JOHANNES INGRAM**

* Delete whichever not applicable.

To be completed by company.

Herewith copy of special resolution as registered.

Registration No. of Company

1996/009972/08Name of Company: **CARIBBEAN BEACH CLUB HOME OWNERS ASSOCIATION**

(Association incorporated under Section 21)

FRIEDLAND HART SOLOMON & NICOLSONPostal address: **P O Box 109****Kosmos****0261**Special resolution
registered this day

Registrar of Companies

Date stamp of Companies
Registration Office**TO BE COLLECTED**

CARIBBEAN BEACH CLUB HOMEOWNERS ASSOCIATION

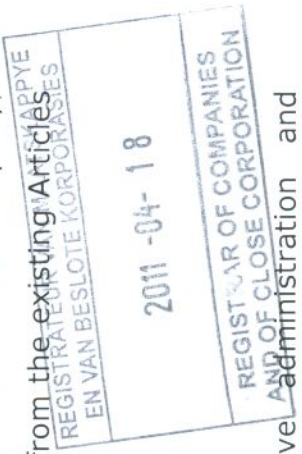
(hereinafter referred to as "the Company")

Association Incorporated in terms of Section 21 of the Companies Act, as amended

Registration Number: ~~1996/009972/08~~ 1996/009972/08

1. **SPECIAL RESOLUTION 1:**

- 1.1. That the Company's Articles of Association (and any amendments thereto) be amended by the introduction of a new Articles of Association.
- 1.2. That the existing Articles of Association (and any amendments thereto) be deleted in their entirety and replaced with the proposed Articles of Association annexed hereto marked "A1".
- 1.3. The effect of the amendment will be the introduction of a new Articles of Association for the purpose of regulating the affairs of the Company, which differs comprehensively and substantially from the existing Articles of Association (and amendments thereto).
- 1.4. The reasons for the amendment are as follows:
 - 1.4.1 To facilitate the efficient and effective administration and management of the Company;
 - 1.4.2 To properly define the concept of membership of the Company, including the rights and obligations of members;
 - 1.4.3 To properly define the powers of the Directors in regard to the recommendation of levies and the enactment and enforcement of Rules, including Rules pertaining to building operations and security;
 - 1.4.4 To properly define the limits of the powers of the Directors and in this regard, to establish matters reserved for the exclusive approval of the members;



- 1.4.5 To properly regulate the convening and holding of general meetings, in particular the introduction of a compulsory Extraordinary General Meeting to be convened on an annual basis, within 30 (Thirty) days of the Company's financial year end;
- 1.4.6 To broaden the scope of matters to be dealt with at Annual General Meetings;
- 1.4.7 To properly define the rights of members in regard to voting at general meetings and the provision of proxies;
- 1.4.8 To increase the number of Directors and to clarify the provisions relating to the composition of the Board of Directors, vacancies on the Board of Directors, rotation of Directors, removal of Directors, disqualification of Directors, interest of Directors and appointment of new Directors;
- 1.4.9 To properly regulate meetings of Directors and the delegation of Directors' powers to committees;
- 1.4.10 To make provision for the giving of notices by electronic means and via any medium approved by the Directors;

NOTE:

Copies of the current registered Memorandum and Articles of Association, and amendments thereto, can be requested from or obtained from the office of the Company and further copies will be available at the meeting for inspection and review.

CARIBBEAN

PO Box 109
KOSMOS
0261

B E A C H C L U B

Tel: 012 244 3000
Fax: 012 244 3001

www.caribbeanbeach.co.za

NOTICE TO MEMBERS

Notice is hereby given that an Extraordinary General Meeting of Caribbean Beach Club Home Owners Association and St. James Sporting & Marina Club will be held at 14h00 on Saturday, 19th March 2011 at the St. James Sporting and Marina Clubhouse, Caribbean Beach Club, Kosmos Drive, Kosmos.

The submissions for the Proposed Special (both in tracked and final form), and Ordinary Resolutions to be voted on at this meeting will be available on the CBC website - www.caribbeanbeach.co.za. Hard copies are available from the Estate Office as from 5th March 2011.

Any additional agenda points are to be submitted in writing to gim@caribbeanbeach.co.za or Fax: (012) 244 3001 by no later than Thursday, 17th March 2011 at 14h00.

REGISTRATEUR VAN BESLOTE KORPORASIES
2011-04-18
REGISTERED IN THE COMPANIES
AND SHARE REGISTRAR

CARIBBEAN

PO Box 109
KOSMOS
0261

B E A C H C L U B

Tel: 012 244 3000
Fax: 012 244 3001

www.caribbeanbeach.co.za

**AGENDA OF AN EXTRAORDINARY GENERAL MEETING OF CBCHOA AND ST. JAMES SPORTING
AND MARINA CLUB TO BE HELD AT THE ST. JAMES CLUBHOUSE, CARIBBEAN BEACH CLUB,**

KOSMOS ON SATURDAY, 19TH MARCH 2011

- 1. WELCOME**
- 2. NOTICE OF MEETING, REGISTER AND QUORUM**
- 3. ADDITIONAL AGENDA POINTS**
- 4. SPECIAL RESOLUTION**
Adoption of new Articles of Association
- 5. ORDINARY RESOLUTION**
Approval of OPEX and CAPEX Budget 2011/2012
- 6. GENERAL**
 - 6.1 Update on position of General Manager
 - 6.2 Building Guidelines
 - 6.3 Water Situation
 - 6.4 Boat Locker Contracts
- 7. CLOSURE**

Distributed: 24/02/2011

I.D.No. 480730 5075 08 1



S.A. BURGER/S.A.-CITIZEN

VAN/GURINAWE

INGRAM

VOKNAWE/FORENAMES

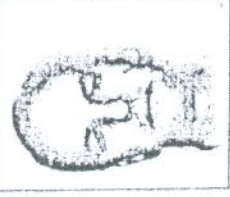
JURIE JOHANNES

GEBOORTEDIETRIK OF -LAND/
DISTRICT OR COUNTRY OF BIRTH

SUID-AFRIKA

GEBOORTEDATUM/
DATE OF BIRTH

1948-07-30



DATUM UITGEEK/
DATE ISSUED

1998-11-18

WETTERIK OF GEBOG VAN DIE
DIRK VOR GENERAL
FINANCIALSE SAKE

ISSUED BY AUTHORITY OF THE
DIRECTOR GENERAL
FORE AFFAIRS

REGISTRATEUR VAN MAATSKAPPYE
EN VAN BESLUITE KORPORASIES
2011-04-18
REGISTER OF COMPANIES
AND OF CLOSE CORPORATION

GEBOORTEDIETRIK OF -LAND/
DISTRICT OR COUNTRY OF BIRTH

FULL NAME: ANNA KATHARINE REGINA DU PREEZ
COMMISSIONER OF OATHS
CHARTERED ACCOUNTANT (S.A.)
MEMBERSHIP NO: 12546022

Eamonn David Quinn
Commissioner of Oaths
Ex Officio Practising Attorney RSA
Ground Floor, Wierda Mews
41 Wierda Road West
Wierda Valley, Saratop

AREA: REPUBLIC OF SOUTH AFRICA
SIGNATURE: [Signature]
COMMISSIONER OF OATHS
CHARTERED ACCOUNTANT

24/2/2011

Certified a True Copy