Republic of Botswana

Companies Act (CAP 42:01)

(As Amended)

A Company Limited by Guarantee

THE CONSTITUTION
of
Company Name: ANTHROPOS AFRICA BOTSWANA

Company Registration Number:

Adopted By Special Resolution Passed on 18th May 2026

A. CONSTITUTION OF A COMPANY LIMITED BY GUARANTEE

(section, 37(2), 40)

COMPANY NAME: ANTHROPOS AFRICA BOTSWANA

1. INTERPRETATION

In this constitution:

1.1 "Act" means the Companies Act.

1.2 "Beneficial owner" has the meaning and understanding ascribed to it under section 2 of the Financial Intelligence Act, in addition thereto, in this instance shall refer to James Maximilian Suzman and Michael John Taylor.

1.3 "Board" shall mean the Board of Directors of the Company.

1.4 "Chair" shall mean the Chair of the Board.

1.5 "Company" shall mean Anthropos Africa Botswana.

1.6 "Director" has the meaning set out in section 126 of the Act.

1.7 "Member" shall mean a person whose name is entered in or is entitled to have the name entered in the register of members.

1.8 "Ultimate effective control" has the meaning and understanding ascribed to it under section 2 of the Financial Intelligence Act.

2. OBJECTIVES OF THE COMPANY

The objects for which the Company is established are the following and it is declared that the several sub-clauses of this clause and all the powers mentioned in it are to be cumulative and in no case is the generality of the sub-clause nor will any general expression in any sub-clause be narrowed or restricted by any particularity of expression in the same sub-clause or the application of any rule of construction or otherwise:

2.1 The primary objective is to operate exclusively for public benefit and to undertake activities on a not-for-profit basis. In the advancement of the aforementioned objective, the Company shall:

2.1.1 To advance, promote, and advocate for the recognition, protection, and enhancement of the rights and wellbeing of indigenous and marginalised populations.

2.1.2 To advance, support, and strengthen the leadership and organisational capacities of indigenous-led organisations at the community, local, and national levels.

2.1.3 To facilitate and ensure the provision of support to indigenous communities in relation to the governance and management of land and natural resources, in a manner that is compliant with applicable national legislation and/or international human rights standards.

2.1.4 To provide research, advisory, legal, and institutional support services to governments, communities, and civil society organisations in matters pertaining to the rights, interests, and welfare of indigenous and marginalised populations.

2.1.5 To advance and uphold the implementation of participatory, evidence-based, and community-led development methodologies in all engagements pertaining to indigenous and marginalised populations, in accordance with applicable legal and regulatory frameworks.

2.1.6 To ensure sustainability and self-sufficiency, the Company shall engage in and provide professional consultancy, advisory, and training services to third parties, whether public or private, upon such terms and conditions as the Board may determine. The Company shall further contract and enter into memoranda of understanding, or arrangements with National Governments, local authorities, international development agencies, or any other body corporates where such engagements are deemed conducive to the attainment of the Company's objectives. Lastly the Company shall purchase, take on lease, exchange, hire, or otherwise acquire any property and / or asset and to sell, lease, mortgage, charge, rent out, or otherwise dispose of or grant rights over any asset or undertaking of the Company, or borrow or raise money, secure loans, and accept grants, donations, endowments, or gifts of any kind for the furtherance of the Company's objectives and invest any surpluses in stocks, shares, bonds, unit trusts, debentures, or other financial instruments and facilities as the Board may, in its absolute discretion, deem suitable for the promotion and long-term financial stability of the Company.

3. LEGAL PERSONALITY

3.1 The Company shall have perpetual succession unaffected by any changes in its membership and shall be capable of acquiring rights and incurring obligations in its own name apart from its members and of suing and being sued.

3.2 The Company shall, in relation to its property and affairs for the purpose of carrying out its objects or performing any acts incidental thereto, have all the rights, powers and privileges which it would have possessed had it been private individual of legal capacity, except as limited by law.

4. POWERS OF THE COMPANY

4.1 Without limitation to the powers granted to the Company in terms of the Act, the Company shall in addition thereto have the below mentioned powers in furtherance of the said aforesaid objects and / or for the better attainment thereof:

4.1.1 To purchase, take a lease on, hire, or otherwise acquire any movable and or immovable property and any rights or privileges, and to lease, pledge, exchange, mortgage, erect buildings on deal or otherwise dispose of any part of such movable or immovable property.

4.1.2 To acquire by purchase, lease, donation, legacy, bequest or any other mode of acquisition any movable or immovable property of all descriptions and to have the same mutated in any Court or Office to that of the said Company.

4.1.3 To accept gifts whether subject to any special conditions or otherwise which may be calculated directly or indirectly to benefit or further the objects of the Company and administer trusts and other funds provided that the conditions pertaining to such gifts or trusts are not in conflict with the objects of the Company.

4.1.4 To borrow or raise funds whether secured or unsecured either with bankers, investors, members or other persons, and if necessary, give security thereof in any form whatsoever and in respect of the whole or any portion of the assets of the Company.

4.1.5 To sell, donate, mortgage, exchange, partition, lease or dispose of by any mode of alienation any of the movable or immovable property of the Company.

4.1.6 To invest monies of the Company upon such securities as may from time to time be determined and to open and operate current, savings and / or investment accounts at any bank or other financial institutions, subject to the condition that any income derived from such investment shall be applied towards promoting the objects of the Company.

4.1.7 To enter into arrangements with any Government or Authority, which may deem to be conducive to the objects of the Company, and moreover to take such steps by way of written appeals, public meetings, or otherwise for the securing of such contributions to the funds of the Company as may be deemed expedient.

4.1.8 To hire and / or employ whether for compensation or as volunteers, individuals to carry out the objects and purpose of the Company.

5. GOVERNANCE STRUCTURE OF THE COMPANY

5.1 Board of Directors

5.1.1 The Board of Directors shall consist of not less than three (3) members and not more than seven (7) members.

5.1.2 The Directors of the Company shall be such person(s) as may be appointed from time to time by ordinary resolution or notice to the Company signed by member(s).

5.1.3 The first Directors of the Company shall be determined in writing by the subscribers to the application for incorporation.

5.1.4 The Company may by ordinary resolution increase or decrease the number of directors.

5.1.5 The business and affairs of the Company shall be managed by the or be under the supervision of the Board of Directors.

5.1.6 The Company shall not enter into any major transaction, unless if such transaction has been authorised by the Board of Directors. For purposes of this provision, major transaction, shall have the meaning assigned to it at section 128(2) of the Act.

5.1.7 The Board of Directors may delegate any of its powers to a committee of directors, any employee or any other person, provided that the Board of Directors shall not delegate such authority and power that is for its preserve under the Act.

5.1.8 Each Director shall serve a term of three (3) years and may be re-nominated for one additional term. Notwithstanding the foregoing, this provision shall not be applicable to Directors who are also members of Company.

5.1.8.1 The Board of Directors may however permit for a Director to serve for more than two consecutive terms under special circumstances.

5.1.9 Each director shall be obligated to discharge their duties to the Company in accordance with the principles of sound corporate governance and in strict compliance with all applicable provisions, conditions, and limitations set forth in the Act.

5.1.10 A Director shall hold office until removed by special resolution pursuant to section 151(2) of the Act or ceasing to hold office pursuant to section 152 of the Act.

5.2 Chairperson of the Board of Directors

5.2.1 At the inaugural meeting of the Board of Directors, the Board shall, from among its members, appoint one Director to serve as Chairperson of the Board.

5.2.1.1 Any Director, including members of the company who are Directors, shall be eligible for appointment as the Board Chairperson.

5.2.1.2 If for any reason the Chairperson of the Board of Directors ceases to be a director their appointment shall automatically cease.

5.2.2 The Board Chairperson shall:

5.2.2.1 Preside over all Board meetings. In their absence, the Board of Directors shall cast a vote to appoint a Chairperson for that meeting.

5.2.2.2 Ensure strict compliance with principles of corporate governance and all applicable provisions of the Act at all times.

5.2.2.3 The Chairperson shall have a casting vote in the event of a deadlock.

5.3 Managing Director

5.3.1 The Members may appoint one or more amongst themselves to the office of Managing Director, for the daily running of the Company's business and affairs, for

such period and on such terms as they think fit and subject to the terms of any agreement entered into in any particular case may revoke that appointment.

5.3.2 If for any reason the Managing Director ceases to be a Director his appointment shall automatically cease.

5.3.3 The Managing Director shall, subject to the terms of any agreement entered into in any particular case, receive such remuneration whether by way of salary, commission or participation in profits as Directors may determine.

5.3.4 The Directors may entrust to and confer upon the Managing Director any of the powers exercisable by them with such restrictions as they may think fit, and either generally or to the exclusion of their own powers subject always to section 129 of the Act, and the directors may revoke, alter, or vary, all or any of these powers.

5.4 Beneficial Owner(s)

5.4.1 The following decisions shall require the consent the Beneficial Owner(s):

5.4.1.1 Amendment of the Company's Constitution, especially the Company's objects.

5.4.1.2 Any changes to the Company's name and / or renaming of the Company.

5.4.1.3 Decision to merge or wind-up or dissolve the Company.

5.4.1.4 Disposal and or donation of all or a substantial percentage of the Company's assets.

5.4.2 In the exercise of their powers, the Beneficial Owner(s) shall ensure that the said powers are exercised in a manner consistent with the Company's public benefit purpose.

5.5 Members

5.5.1 Members of the Company shall have the powers to:

5.5.1.1 Increase the number of members.

5.5.1.2 Review and / revise the guarantee by members.

5.5.1.3 Resolve to wind up the Company.

5.5.1.4 Donate / cede / assign the Company's assets to a befitting beneficiary.

5.5.1.5 Exercise all other such powers granted to them in the Act.

5.5.2 For the purpose of exercising the aforementioned powers, the Members shall adopt a resolution either at an Annual General Meeting or a Special General Meeting, or alternatively, may adopt such resolution by written consent in accordance with the provisions of the Act.

6. MEMBERS MEETINGS

6.1 The Board of Directors shall call an Annual Meeting of Members which meeting shall be held once a year, not later than six (6) months after the end of the Company's financial year, and not later than fifteen (15) months after the last general meeting.

6.1.1 Provided that the Company shall hold its first annual meeting within eighteen (18) months of its registration.

6.2 Written notice specifying the date, place and time of the proposed annual meeting shall be served on every Member by a method that may be from time to time be agreed upon by the Board of Directors.

6.3 The business to be discussed at the general meeting shall include:

6.3.1 Consideration and approval of the financial statements.

6.3.2 Receiving of the auditor's report.

6.3.3 Consideration of the annual report.

6.3.4 Appointment of Directors whose term has come to an end.

6.3.5 Appointment of auditors, where relevant.

6.3.6 Questions from members on the management of Company.

6.4 The Members shall the powers to call for a Special Meeting, ay any time, by issuing a written notice to the Board of Directors, through the Secretary, stating the issue, date, time and venue of the proposed meeting.

6.5 The Board of Directors shall have the powers of calling a Special Meeting, by issuing a written notice to the Members stating the issue, date, time and venue of the proposed meeting.

7. PROCEEDINGS OF MEMBERS MEETINGS

7.1 Members Meetings shall be chaired by the Chairperson of the Board of Directors. If the Chairperson has not been elected, or if after fifteen (15) minutes from the scheduled start time of the meeting the Chairperson has not arrived, the members present shall elect from amongst themselves someone to chair the meeting.

8. NOTICES OF MEMBER MEETINGS

8.1 A written notice stating the time, date and venue the meeting of Members shall be sent to every Member entitled to receive such notice and to every Director, any secretary and any auditor of the company not less than ten (10) working days before the meeting.

8.2 The notice shall state:

8.2.1 The nature of business to be transacted at the meeting with sufficient detail or information for Members to form an informed decision in relation to it; and

8.2.2 If a resolution is to be passed, a draft of the said resolution.

8.3 An irregularity in a notice of a meeting is waived if all the members entitled to attend and vote at the meeting attend the meeting without protest as to the irregularity, or if all such members agree to the waiver.

8.4 The accidental omission to give notice of a meeting to, or the failure to receive notice of a meeting by, a member does not invalidate the proceedings at that meeting. The chairperson may, and if directed by the meeting shall, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the

meeting from which the adjournment took place. When a meeting of members is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

9. METHODS OF HOLDING MEMBERS MEETINGS

9.1 Members Meetings shall be held in person, by members who constitute the meeting's quorum, convening at the agreed venue on the agreed date and time.

9.2 Alternatively, meetings may be held using any virtual platform agreed to by Members, constituting a quorum for the meeting, on which can they simultaneously hear each other and participate throughout the meeting.

10. QUORUM FOR MEMBERS MEETINGS

10.1 Subject to subclause (2) of this clause, no business may be transacted at a meeting of members if a quorum is not present. For purposes of this clause, a quorum shall be simple majority of 50% plus 1.

10.2 A quorum for a meeting of members is present if members or their proxies are present or have cast postal votes who are between them able to exercise a majority of the votes to be cast on the business to be transacted by the meeting.

10.3 If a quorum is not present within thirty (30) minutes after the time appointed for the meeting, then:

10.3.1 in the case of a meeting called under section 106(b) of the Act, the meeting is dissolved;

10.3.2 in the case of any other meeting the meeting is adjourned to the same day in the following week at the same time and place, or to such other date, time, and place as the Members may agree; and

10.3.3 if, at the adjourned meeting, a quorum is not present within fifteen (15) minutes after the time appointed for the meeting, the members or their proxies there present shall be deemed to be quorate.

11. VOTING AT MEMBERS MEETINGS

11.1 In the case of a meeting of members held under subclause 11.4.1 of this clause, unless a poll is demanded, voting at the meeting shall be by whichever of the following methods as determined by the Chairperson of the meeting:

11.1.1 voting by voice; or

11.1.2 voting by show of hands; or

11.1.3 voting by ballot or by any other electronic means that is widely acceptable

11.2 In the case of a meeting of members held under subclause 11.4.2 of this clause, unless a poll is demanded, voting at meeting shall be by the members signifying individually their assent or dissent by voice.

11.3 A declaration by the chairperson of the meeting that a resolution is carried by the requisite majority is conclusive evidence of that fact unless a poll is demanded in accordance with subclause 11.5 of this clause.

11.4 At a meeting of members, a poll may be demanded by:

11.4.1 not less than a simple majority of members having the right to vote at the meeting, or any other number of members as may be determined by the company in view of the total number of members in the company; or

11.4.2 a member or members representing not less than 10 per cent of the total voting rights of all members having the right to vote at the meeting; or

11.4.3 a member or members holding contribution in the company that confer a right to vote at the meeting and on which the aggregate amount paid up is not less than 10 per cent of the total amount paid up on all contributions that confer that right; or

11.4.4 the Chairperson of the meeting.

11.5 A poll may be demanded either before or after the vote is taken on a resolution.

11.6 If a poll is taken, votes shall be counted according to the votes attached to the contributions of each member present in person or by proxy and voting.

11.7 The Chairperson of a members' meeting is not entitled to a casting vote.

11.8 For the purposes of this clause, the instrument appointing a proxy to vote at a meeting of a company confers authority to demand or join in demanding a poll and a demand by a person as proxy for a member has the same effect as a demand by the member.

11.9 Subject to any rights or restrictions for the time being attached to any contribution, every member present in person or by proxy and voting by voice or by show of hands and every member voting by postal vote (where this permitted) shall have one vote.

11.10 The demand for a poll may be withdrawn by:

11.10.1 not more than five shareholders having the right to vote at the meeting, or any other number of members as may be determined by the company in view of the total number of members in the company; or

11.10.2 a member or members representing not less than 10 per cent of the total voting rights of all members having the right to vote at the meeting; or

11.10.3 a member or members holding contribution in the company that confer a right to vote at the meeting and on which the aggregate amount paid up is not less than 10 per cent of the total amount paid up on all contributions that confer that right; or

11.10.4 the Chairperson of the meeting.

11.11 Except as provided in subclause 11.12, if a poll is duly demanded it shall be taken in such manner as the chairperson directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

11.12 A poll demanded on the election of a chairperson or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken at such time and place as the meeting directs, and any business other than that on

which a poll has been demanded may be proceeded with pending the taking of the poll.

12. <u>PROXIES AT MEMBERS MEETINGS</u>

12.1 A Member may exercise the right to vote either by being present in person or by proxy.

12.2 A proxy for a Member is entitled to attend and be heard at a meeting of Members as if the proxy were the members.

12.3 A proxy shall be appointed by notice in writing signed by the Member concerned and the notice shall state whether the appointment is for a particular meeting or a specified term.

12.4 No proxy is effective in relation to a meeting unless:

12.4.1 a copy of the notice of appointment is produced before the start of the meeting; or

12.4.2 a power of attorney or other authority under which the proxy is signed, or a notarial certified copy are produced; and

12.4.3 it is produced by a specified time before the start of a meeting if the specified time is not earlier than 24 hours before the start of the meeting.

12.5 A proxy form shall be sent with each notice calling a meeting of the company and shall be issued in terms of Annexure I of this constitution.

12.6 The instrument appointing a proxy shall be in writing under the hand of the appointer or of his agent duly authorised in writing or in the case of a corporation under the hand of an officer or of an agent duly authorised.

12.7 A proxy is not effective unless it is produced by a specific time before the start of a meeting if the specified time is not earlier than 24 hours before the start of the meeting.

13. <u>MEMBERS PROPOSALS</u>

13.1 A Member may give written notice to the Board alternatively the Secretary of a matter the Member proposes to raise for discussion or resolution at the next meeting of Members at which the Member is entitled to vote.

13.2 If the notice is received by the Board / Secretary not less than ten (10) working days before the last day on which notice of the relevant meeting of members is required to be given by the management, the Board shall, at the expense of the company, give notice of the Member's proposal and the text of any proposed resolution to all Members entitled to receive notice of the meeting.

13.3 If the notice is received by the Board not less than five (5) working days and not more than ten (10) working days before the last day on which notice of the relevant meeting of members is required to be given by the Board, the Board shall, at the expense of the Member, give notice of the Member's proposal and the text of any proposed resolution to all Members entitled to receive notice of the meeting.

13.4 If the notice is received by the Board less than five (5) working days before the last day on which notice of the relevant meeting of members is required to be given by the Board, the Board may, if practicable, and at the expense of the Member, give notice of the Member's proposal and the text of any proposed resolution to all Members entitled to receive notice of the meeting.

13.5 If the Directors intend that Members may vote on the proposal by proxy or by any other means, they shall give the proposing Member the right to include in or with the notice given by the Board a statement of not more than 1000 words prepared by the proposing Member in support of the proposal, together with the name and address of the proposing Member.

13.6 The Board is not required to include in or with the notice given by the Board a statement prepared by a Member which the Directors consider to be defamatory, frivolous, or vexatious.

13.7 Where the costs of giving notice of the Member's proposal and the text of any proposed resolution are required to be met by the proposing Member, the proposing Member shall, on giving notice to the Board, deposit with the Company or tender to the company a sum sufficient to meet those costs.

14. PROCEEDINGS OF THE BOARD OF DIRECTORS MEETINGS

14.1 All meetings shall be chaired by the Chairperson of the Board of Directors. In the event that a chairperson is not elected or the Chairperson is not present within fifteen (15) minutes of the scheduled meeting time, the Directors present may elect one amongst them to chair the proceedings.

14.2 The Directors shall hold a Board of Directors meeting every quarter. Such meeting shall be convened by the Secretary, in the absence of the Secretary, any employee / Director to whom such responsibility has been delegated.

14.3 Any one or more of the Directors may call for a Special Board of Directors Meeting by issuing a written notice giving not less than two days' notice, stating the date, time and venue of the proposed meeting and the matters to be discussed at the said meeting. Such notice shall be issued to every Director, through the agreed method of communication.

14.4 In the event of any irregularity in the notice of a meeting, such irregularity shall be deemed to be waived if all Directors entitled to receive notice of the meeting attend the meeting without protest as to the irregularity or if all Directors entitled to receive notice of the meeting agree to the waiver.

15. METHODS OF HOLDING BOARD OF DIRECTORS MEETINGS

15.1 A Board Meeting shall be held in person, by members of the Board of Directors who constitute the meeting's quorum, convening at the agreed venue on the agreed date and time.

15.2 Alternatively, meetings may be held using any virtual platform agreed to by the Board of Directors, constituting a quorum for the meeting, on which they can simultaneously hear each other and participate throughout the meeting.

16. QUORUM FOR BOARD OF DIRECTORS' MEETINGS

16.1 The quorum for Board Meetings shall be set by the Board of Directors, in the absence of which it shall be determined by 50% plus 1 rule.

16.2 Any meeting without a quorum shall be adjourned to such a date and venue as members present shall decide. The quorum at the next meeting so scheduled shall be any number present.

17. VOTING AT BOARD MEETINGS

17.1 Members of the Board of Directors shall be entitled to one vote each.

17.2 All resolutions will be passed on a simply majority vote. Should there be a deadlock, the Chair shall have the casting vote.

17.3 There shall be no proxies in the Board of Directors meetings.

17.4 A Director present at a meeting of the Board shall be presumed to have agreed to the resolution, and to have voted in favour of it, unless if they expressly dissent, alternatively cast a votes against the resolution at during meeting.

18. MINUTES OF THE BOARD OF DIRECTORS MEETINGS

18.1 The Board, shall through its Secretary, keep a record of all proceedings of the Board's meetings, including board committee meetings.

18.2 Such records shall be kept at the Company's registered office and shall be accessible to members of the Board of Directors upon request.

19. RESOLUTIONS OF THE BOARD OF DIRECTORS

19.1 A resolution in writing, signed or assented to by all Directors then entitled to receive notice of a board meeting, is as valid and effective as if it had been passed at a meeting of the Board duly convened and held.

19.2 Any such resolution may consist of several documents (including facsimile or other similar means of communication) in like form each signed or assented to by one or more Directors.

19.3 A copy of any such resolution must be entered in the minute book of board proceedings.

20. REMUNERATION OF DIRECTORS

20.1 The Company may, by way of ordinary resolution, authorise the remuneration of the Directors and approve any benefits payable to the Directors, which shall include, without limitation, expenses relating to travel, accommodation, and any other ancillary costs reasonably incurred in the course of conducting the business or furthering the interests of the Company.

20.2 The Board shall be vested with the authority to determine the remuneration of the Managing Director and all executive staff members, which shall include, but not be limited to, the establishment of their respective terms and conditions of employment.

20.3 Pursuant to the foregoing, all determinations regarding remuneration and benefits shall be made in strict compliance with the provisions of the Act, with particular reference to section 157, and shall serve the best interests of the company.

21. SECRETARY

21.1 The Members and Directors of the Company shall appoint an officer who shall be known as the Secretary. This officer shall neither be a Member nor Director of the Company.

21.2 The duties of the Secretary shall entail:

21.2.1 Submitting changes of name, alterations of the constitution, ensure submission of notices, ensure compliance to annual returns; complete changes in composition of Members, keep an updated register of members.

21.2.2 Be responsible to the Board of the company for issuing all notices of meetings and respond to all enquiries in relation to notices of meetings.

21.2.3 Keep a proper record of minutes of all meetings and resolutions.

21.2.4 Generally, keep an up-to-date record of all Company documents.

22. CONTROLLERS OF THE COMPANY

22.1 The powers exercised in the company shall be under the ultimate effective control of the Board, each Director and each member, and ultimately the beneficial owners who exercise ultimate effective control in the company or hold a senior managing position.

23. PROCEEDS

23.1 The Company shall operate on a non-profit basis, and accordingly, no dividend shall be declared or paid to its Members. All profits, surpluses, or other income of the Company shall be applied solely toward the promotion, furtherance, and attainment of the Company's stated objectives.

23.2 The income and property of the Company, howsoever derived, shall be applied solely towards the promotion of its objects, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise to the Members of the Company.

24. ONE PERSON COMPANY / ALL MEMBERS ARE DIRECTORS

24.1 If at any time the company, for a continuous period exceeding six months is a one-person company, or is a company in which all members also hold office as directors, then, for so long as such circumstance continues, the following provisions shall apply:

24.1.1 new contributions may be issued by unanimous resolution signed by the member or members having such rights and, on such terms, and conditions as may be set out in the resolution; and

24.1.2 a copy of the resolution shall be registered with the Registrar of Companies; and

24.1.3 separate meetings of members and directors need not be held provided all matters required by the Act to be dealt with by a general meeting of members or a meeting of directors are dealt with by way of a unanimous resolution.

25. APPOINTING CORPORATES AS REPRESENTATIVES

25.1 A body corporate member may delegate its voting and attendance rights to a designated representative. This appointment shall be executed in the same as an instrument in the appointment of a proxy.

26. LOSS OF VOTING RIGHTS

26.1 In the event of non-payment of any contribution owed to the Company, a Member in arrears shall be prohibited, whether in person or by proxy, from voting said interest at any general meeting, provided that this prohibition shall not apply to meetings of an interest group.

27. WINDING UP

27.1 Subject to the terms of issue of any contributions in the company and upon the winding up of the company, the assets, if any, remaining after payment of the debts and liabilities of the company and the costs of winding up, the “surplus assets" shall

be distributed to one or more public-benefit organisations with similar objects and tax-exempt status, and shall not be distributed to Members / Beneficiaries and or Directors.