

COMPANIES REGULATIONS
DRAFT FOR PUBLIC COMMENT 21 DECEMBER 2009

Form CoR 16.1(B) : Long Standard Form Memorandum of Incorporation for a Profit Company

Regulation 191

_____ an indefinite term, as contemplated in section 68 (1).

_____ a term of _____ years.

- (5) The manner of electing directors of the Company is -

_____ as set out in section 68 (2).

_____ as set out in Part C of Schedule 5.

- (6) The authority of the Company's Board of Directors to fill any vacancy on the Board on a temporary basis, as set out in section 68 (3) -

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

_____ is limited or restricted to the extent set out in Part D of Schedule 5.

5.2 Authority of the Board of Directors

- (1) The authority of the Company's Board of Directors to manage and direct the business and affairs of the Company, as set out in section 66 (1) -

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

_____ is limited or restricted to the extent set out in Part E of Schedule 5.

- (2) If, at any time, the Company has only one director, as contemplated in section 57 (3), the authority of that director to act without notice or compliance with any other internal formalities, as set out in that section -

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

_____ is limited or restricted to the extent set out in Part F of Schedule 5.

5.3 Directors' Meetings and Committees

- (1) The authority of the Company's Board of Directors to consider a matter other than at a meeting, as set out in section 74 -

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

_____ is limited or restricted to the extent set out in Part G of Schedule 5.

- (2) The right of the Company's directors to requisition a meeting of the Board, as set out in section 73 (1), may be exercised -

_____ by at least 25% of the directors, as provided in that section; or

_____ by at least _____% of the directors, despite the provisions of that section.

- (3) The authority of the Company's Board of Directors to conduct a meeting entirely by electronic communication, or to provide for participation in a meeting by electronic communication, as set out in section 73 (3) -

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

_____ is limited or restricted to the extent set out in Part H of Schedule 5.

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-
- (4) The authority of the Company's Board of Directors to determine the manner and form of providing notice of its meetings, as set out in section 73 (4) -
_____ is not limited or restricted by this Memorandum of Incorporation.
_____ is limited or restricted to the extent set out in Part H of Schedule 5.
- (5) The authority of the Company's Board of Directors to proceed with a meeting despite a failure or defect in giving notice of the meeting, as set out in section 73 (5) -
_____ is not limited or restricted by this Memorandum of Incorporation.
_____ is limited or restricted to the extent set out in Part H of Schedule 5.
- (6) The quorum requirement for a directors meeting to begin, the voting rights at such a meeting, and the requirements for approval of a resolution at such a meeting, are -
_____ as set out in section 73 (5), without variation.
_____ as set out in section 73 (5) subject to the variations set out in Part H of Schedule 5.

5.4 Directors compensation and financial assistance

- (1) The authority of the Company to pay remuneration to the Company's directors, in accordance with a special resolution approved by the Company's shareholders within the previous two years, as set out in section 66 (9) and (10) -
_____ is not limited or restricted by this Memorandum of Incorporation.
_____ is limited or restricted to the extent set out in Part I of Schedule 5.
- (2) The authority of the Company's Board of Directors, as set out in section 45, to authorise the Company to provide financial assistance to a director, prescribed officer or other person referred to in section 45 (2) -
_____ is not limited or restricted by this Memorandum of Incorporation.
_____ is limited or restricted to the extent set out in Part I of Schedule 5.

5.5 Indemnification of Directors

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

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-
- (3) The authority of the Company to purchase insurance to protect the Company, or a director, as set out in section 78 (6) -
- _____ is not limited, restricted or extended by this Memorandum of Incorporation.
- _____ is limited, restricted or extended to the extent set out in Part J of Schedule 5.

5.6 Committees of the Board

- (1) The authority of the Company's Board of Directors to appoint committees of directors, and to delegate to any such committee any of the authority of the Board, as set out in section 72 (1), and to include in any such committee persons who are not directors, as set out in section 73 (2)(a) -
- _____ is not limited or restricted by this Memorandum of Incorporation.
- _____ is limited or restricted to the extent set out in Part K of Schedule 5.
- (2) The authority of a committee appointed by the Company's Board of Directors, as set out in section 72 (2) (b) and (c) -
- _____ is not limited or restricted by this Memorandum of Incorporation.
- _____ is limited or restricted to the extent set out in Part K of Schedule 5.

Article 6 - General Provisions

Insert any further provisions desired in this or additional Articles.

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Schedule 1 - Incorporation and nature of the Company**Part A***Insert -*

- (a) *any 'Ring fencing' provisions as contemplated in section 15 (2) of the Act; and*
- (b) *any provisions limiting the purposes or powers of the Company, as contemplated in section 19 (1)(b) of the Act.*

Part B*Insert -*

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

Part C*Insert -*

- (a) *any provisions to subject the Company to Chapter 3 of the Act on a voluntary basis, as contemplated in section 34 (2) of the Act; and*
- (b) *any provisions to subject the Company to Parts B and C of Chapter 5 of the Act, and to the Takeover Regulations, on a voluntary basis as contemplated in section 118 (1)(c)(ii) of the Act.*

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Schedule 2 - Company Securities

Part A

Insert -

- (a) *any provisions setting out the classes of authorised shares, and maximum number of authorised shares of each class, and the preferences, rights, limitations and other terms of each class of shares, shares as contemplated in section 15 (2) of the Act; and*
- (b) *any provisions respecting the authority of the Board to exercise powers relating to shares, as contemplated in section 36 (3)(a) of the Act.*

Part B

Insert any provisions restricting or limiting the authority of the Board to provide financial assistance to any person in relation to the subscriptions of securities or options, as contemplated in section 44 of the Act.

Part C

Insert any provisions restricting or limiting the authority of the Board with respect to the issuing of capitalisation shares, as contemplated in section 47 (1) of the Act.

Part D

Insert any provisions restricting or limiting the authority of the Board with respect to the issuing of debt instruments, as contemplated in section 43(2) or (3) of the Act.

Part E

Insert any provisions restricting or limiting the authority of the Board with respect to the registration of beneficial interests in the Company's securities, as contemplated in section 56 (1) of the Act.

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Schedule 3 - Shareholders

Part A

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

Part B

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

Part C

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

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Schedule 4 - Shareholders Meetings**Part A**

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

Part B

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

Part C

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

Part D

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

Part E

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

Part F

Insert -

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

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Schedule 5 - Directors of the Company**Part A**

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

Part B

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

Part C

Insert any provision establishing an alternative manner of electing directors, as contemplated in section 68 of the Act.

Part D

Insert any provision limiting or restricting the authority of the Board to temporarily fill a vacancy on the Board, as contemplated in section 68 (3) of the Act.

Part E

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

Part F

Insert any provision limiting or restricting the authority of a lone director to act without regard for formalities, as contemplated in section 57 (3) of the Act.

Part G

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

Part H

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

Part I

Insert any provision limiting or restricting the authority of the Company to pay remuneration to its Directors, as contemplated in section 66 (1) of the Act, or limiting or restricting the authority of the Board to authorise the Company to provide financial assistance to a director or prescribed officer.

Part J

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

Part K

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

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Form CoR 16.1(C) : Short Standard Form Memorandum of Incorporation for a Non-Profit Company without members

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Form CoR 16.1(C)

Short Standard Form Memorandum of Incorporation for a Non-Profit Company without members

**Republic of South Africa
Companies Act, 2008**

**Memorandum of Incorporation
of**

[Name of Company] _____

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

In this Memorandum of Incorporation -

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

Adoption of Memorandum of Incorporation

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

Name of Incorporator	Identity or Registration Number of Incorporator	Signature	Date

[Use additional pages if necessary]

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Form CoR 16.1(C) : Short Standard Form Memorandum of Incorporation for a Non-Profit Company without members

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Article 1 - Incorporation and Nature of the Company**1.1 Incorporation**

- (1) The Company is incorporated as from _____ as a non-profit company as defined in the Companies Act, 2008.
- (2) The Company is incorporated in accordance with and governed by -
 - (a) the provisions of the Companies Act, 2008 that are applicable to non-profit companies, without extension, limitation or variation; and
 - (b) the provisions of this Memorandum of Incorporation.

1.2 Objects and Powers of the Company

- (1) The objects of the Company are set out in Part A of Schedule 1 of this Memorandum and, except to the extent necessarily implied by the stated objects, the purposes and powers of the Company are not subject to any restrictions, limitations or qualifications, as contemplated in section 19 (1)(b)(ii).
- (2) The Company is not subject to any provisions contemplated in section 15 (2)(b) or (c).
- (3) Upon dissolution of the Company, its net assets must be distributed in the manner determined in accordance with Item 1 (4)(b) of Schedule 2 of the Companies Act, 2008.

1.3 Memorandum of Incorporation and Company rules

- (1) This Memorandum of Incorporation of the Company may be altered or amended only in the manner set out in section 16, 17 or 152 (6)(b).-
- (2) The authority of the Company's Board of Directors to make rules for the Company, as contemplated in section 15 (3) to (5) is not limited or restricted in any manner by this Memorandum of Incorporation.
- (3) The Company must publish any Rules made in terms of section 15 (3) to (5) by delivering a copy of those rules to each director by ordinary mail.-
- (4) The Company must publish a notice of any alteration of the Memorandum of Incorporation or the Rules, made in terms of section 17 (1) by delivering a copy of those rules to each director by ordinary mail.-

1.4 Optional provisions of Companies Act, 2008 do not apply

The Company does not elect, in terms of section 34 (2), to submit voluntarily to the provisions of Chapter 3 of the Companies Act, 2008.-

1.5 Company not to have members

As contemplated in Item 4 (1) of Schedule 2 of the Act, the Company has no members.

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Form CoR 16.1(C) : Short Standard Form Memorandum of Incorporation for a Non-Profit Company without members

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Article 2 – Directors and Officers

2.1 Composition of the Board of Directors

- (1) The Board of Directors of the Company comprises _____ directors, and _____ alternate directors, to be appointed in the manner set out in Part A of Schedule 2.
- (2) Each appointed director of the Company serves for an indefinite term, until substituted by the person or entity that appointed the director.

2.2 Authority of the Board of Directors

- (1) The authority of the Company's Board of Directors to –
 - (a) manage and direct the business and affairs of the Company, as set out in section 66;
 - (b) to consider a matter other than at a meeting, as set out in section 74;
 - (c) to conduct a meeting entirely by electronic communication, or to provide for participation in a meeting by electronic communication, as set out in section 73 (3);
 - (d) to determine the manner and form of providing notice of its meetings, as set out in section 73 (4); or
 - (e) to proceed with a meeting despite a failure or defect in giving notice of the meeting, as set out in section 73 (5),is not limited or restricted by this Memorandum of Incorporation.
- (2) The right of the Company's directors to requisition a meeting of the Board, as set out in section 73 (1), may be exercised by at least 25% of the directors, as provided in that section.
- (3) The quorum requirement for a directors meeting to begin, the voting rights at such a meeting, and the requirements for approval of a resolution at such a meeting, are as set out in section 73 (5).

2.3 Indemnification of Directors

The authority of the Company to -

- (a) advance expenses to a director, or indemnify a director, in respect of the defence of legal proceedings, as set out in section 78 (3);
- (b) indemnify a director in respect of liability, as set out in section 78 (5); or
- (c) purchase insurance to protect the Company, or a director, as set out in section 78 (6),

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

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2.4 Committees of the Board

- (1) The authority of the Company's Board of Directors to appoint committees of directors, and to delegate to any such committee any of the authority of the Board, as set out in section 72 (1), and to include in any such committee persons who are not directors, as set out in section 73 (2)(a) is not limited or restricted by this Memorandum of Incorporation.
- (2) The authority of a committee appointed by the Company's Board of Directors, as set out in section 72 (2) (b) and (c) is not limited or restricted by this Memorandum of Incorporation.

2.5 Officers

The Company has the following officers, to be elected by the Board:

Schedule 1 - Incorporation and nature of the Company

Insert a statement of the objects of the Company, as required by item 1 of Schedule 2 of the Companies Act, 2008.

COMPANIES REGULATIONS
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Form CoR 16.1(D) : Long Standard Form Memorandum of Incorporation for a Non Profit Company without members

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Form CoR 16.1(D)

Long Standard Form Memorandum of Incorporation for a Non Profit Company without members

**Republic of South Africa
Companies Act, 2008**

**Memorandum of Incorporation
of**

[Name of Company] _____

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

In this Memorandum of Incorporation -

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

The Schedules attached to this Memorandum of Incorporation are a part of this Memorandum of Incorporation.

Adoption of Memorandum of Incorporation

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

Name of Incorporator	Identity or Registration Number of Incorporator	Signature	Date

[Use additional pages if necessary]

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Article 1 - Incorporation and Nature of the Company**1.1 Incorporation**

- (1) The Company is incorporated as from _____ as a non-profit company as defined in the Companies Act, 2008.
- (2) The Company is incorporated in accordance with and governed by -
 - (a) the unalterable provisions of the Companies Act, 2008 that are applicable to non-profit companies; and
 - (b) the alterable provisions of the Companies Act, 2008 that are applicable to non-profit companies, subject to the limitations, extensions, variations or substitutions set out in this Memorandum; and
 - (c) the provisions of this Memorandum of Incorporation.

1.2 Objects and Powers of the Company

- (1) The objects of the Company are set out in Part A of Schedule 1 of this Memorandum. The Company -
_____ is not subject to any provisions contemplated in section 15 (2)(b) or (c).
_____ is subject to provisions contemplated in section 15 (2)(b) or (c), as set out in Part B of Schedule 1.
- (2) Except to the extent necessarily implied by clause (1) above, the purposes and powers of the Company -
_____ are not subject to any restrictions, limitations or qualifications, as contemplated in section 19 (1)(b)(ii).
_____ are subject to the restrictions, limitations or qualifications contemplated in section 19 (1)(b)(ii), as set out in Part B of Schedule 1.
- (3) Upon dissolution of the Company, its net assets must be distributed in the manner determined in accordance with –
 - (a) Item 1 (4)(b) of Schedule 2 of the Companies Act, 2008; and
 - (b) the provisions, if any, set out in Part C of Schedule 1 of this Memorandum.

1.3 Memorandum of Incorporation and Company rules

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

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- (2) The authority of the Company's Board of Directors to make rules for the Company, as contemplated in section 15 (3) to (5) -
 _____ is not limited or restricted in any manner by this Memorandum of Incorporation.
 _____ is limited or restricted to the extent set out in Part D of Schedule 1.
- (3) The Company must publish any Rules made in terms of section 15 (3) to (5) -
 _____ by delivering a copy of those rules to each director by ordinary mail.
 _____ in accordance with the requirements set out in Part D of Schedule 1.
- (4) The Company must publish a notice of any alteration of the Memorandum of Incorporation or the Rules, made in terms of section 17 (1) -
 _____ by delivering a copy of those rules to each director by ordinary mail.
 _____ in accordance with the requirements set out in Part D of Schedule 1.

1.4 Application of optional provisions of Companies Act, 2008

The Company -

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

1.5 Company not to have members

As contemplated in Item 4 (1) of Schedule 2 of the Companies Act, 2008, the Company has no members.

Article 2 – Directors and Officers

2.1 Composition of the Board of Directors

- (1) The Board of Directors of the Company comprises _____ directors, and _____ alternate directors, to be appointed in the manner set out in Part A of Schedule 2.
- (2) In addition to the appointed directors -
 _____ there are no *ex officio* directors of the Company, as contemplated in section 66 (4).
 _____ there are _____ *ex officio* directors of the Company, as contemplated in section 66, to be designated in the manner specified in Part A of Schedule 2.
- (3) In addition to satisfying the qualification and eligibility requirements set out in section 69, to become or remain a director or a prescribed officer of the Company, a person -
 _____ need not satisfy any further eligibility requirements or qualifications.
 _____ must satisfy the additional eligibility requirements and qualifications set out in Part B of Schedule 2.

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- (4) Each appointed director of the Company serves for an indefinite term, until substituted by the person or entity that appointed the director.

2.2 Authority of the Board of Directors

The authority of the Company's Board of Directors to manage and direct the business and affairs of the Company, as set out in section 66 (1) -

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

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

2.3 Directors' meetings and committees

- (1) The authority of the Company's Board of Directors to consider a matter other than at a meeting, as set out in section 74 -

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

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

- (2) The right of the Company's directors to requisition a meeting of the Board, as set out in section 73 (1), may be exercised -

_____ by at least 25% of the directors, as provided in that section; or

_____ by at least _____% of the directors, despite the provisions of that section.

- (3) The authority of the Company's Board of Directors to conduct a meeting entirely by electronic communication, or to provide for participation in a meeting by electronic communication, as set out in section 73 (3) -

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

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

- (4) The authority of the Company's Board of Directors to determine the manner and form of providing notice of its meetings, as set out in section 73 (4) -

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

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

- (5) The authority of the Company's Board of Directors to proceed with a meeting despite a failure or defect in giving notice of the meeting, as set out in section 73 (5) -

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

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

- (6) The quorum requirement for a directors meeting to begin, the voting rights at such a meeting, and the requirements for approval of a resolution at such a meeting, are -

_____ as set out in section 73 (5), without variation.

_____ as set out in section 73 (5) subject to the variations set out in Part E of

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Schedule 2.

2.4 Indemnification of Directors

- (1) The authority of the Company to advance expenses to a director, or indemnify a director, in respect of the defence of legal proceedings, as set out in section 78 (3) -
_____ is not limited, restricted or extended by this Memorandum of Incorporation.
_____ is limited, restricted or extended to the extent set out in Part F of Schedule 2.
- (2) The authority of the Company to indemnify a director in respect of liability, as set out in section 78 (5) -
_____ is not limited or restricted by this Memorandum of Incorporation.
_____ is limited or restricted to the extent set out in Part F of Schedule 2.
- (3) The authority of the Company to purchase insurance to protect the Company, or a director, as set out in section 78 (6) -
_____ is not limited, restricted or extended by this Memorandum of Incorporation.
_____ is limited, restricted or extended to the extent set out in Part F of Schedule 2.

2.5 Committees of the Board

- (1) The authority of the Company's Board of Directors to appoint committees of directors, and to delegate to any such committee any of the authority of the Board, as set out in section 72 (1), and to include in any such committee persons who are not directors, as set out in section 73 (2)(a) -
_____ is not limited or restricted by this Memorandum of Incorporation.
_____ is limited or restricted to the extent set out in Part G of Schedule 2.
- (2) The authority of a committee appointed by the Company's Board of Directors, as set out in section 72 (2) (b) and (c) -
_____ is not limited or restricted by this Memorandum of Incorporation.
_____ is limited or restricted to the extent set out in Part G of Schedule 2.

Article 3 - General Provisions*[Insert any further provisions desired in this or additional Articles.]*

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Schedule 1 - Incorporation and nature of the Company**Part A**

Insert a statement of the objects of the Company, as required by item 1 of Schedule 2 of the Companies Act, 2008.

Part B

Insert -

- (a) *any 'Ring fencing' provisions as contemplated in section 15 (2) (b) or (c) of the Act; and*
- (b) *any provisions limiting the purposes or powers of the Company, as contemplated in section 19 (1)(b) of the Act.*

Part C

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

Part D

Insert -

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

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Schedule 2 - Directors of the Company

Part A

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

Part B

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

Part C

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

Part D

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

Part E

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

Part F

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

Part G

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

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Republic of South Africa
Companies Act, 2008

Memorandum of Incorporation
of

[Name of Company] _____

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

In this Memorandum of Incorporation -

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

The Schedules attached to this Memorandum of Incorporation are a part of this Memorandum of Incorporation.

Adoption of Memorandum of Incorporation

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

Name of Incorporator	Identity or Registration Number of Incorporator	Signature	Date

[Use additional pages if necessary]

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Article 1 - Incorporation and Nature of the Company**1.1 Incorporation**

- (1) The Company is incorporated as from _____ as a non-profit company as defined in the Companies Act, 2008.
- (2) The Company is incorporated in accordance with and governed by -
 - (a) the unalterable provisions of the Companies Act, 2008 that are applicable to non-profit companies;
 - (b) the alterable provisions of the Companies Act, 2008 that are applicable to non-profit companies, subject to the limitations, extensions, variations or substitutions set out in this Memorandum; and
 - (c) the provisions of this Memorandum of Incorporation.

1.2 Objects and Powers of the Company

- (1) The objects of the Company are set out in Part A of Schedule 1 of this Memorandum.
- (2) The Company -
_____ is not subject to any provisions contemplated in section 15 (2)(b) or (c).
_____ is subject to provisions contemplated in section 15 (2)(b) or (c), as set out in Part B of Schedule 1.
- (2) Except to the extent necessarily implied by clause (1) above, the purposes and powers of the Company -
_____ are not subject to any restrictions, limitations or qualifications, as contemplated in section 19 (1)(b)(ii).
_____ are subject to the restrictions, limitations or qualifications contemplated in section 19 (1)(b)(ii), as set out in Part B of Schedule 1.
- (3) Upon dissolution of the Company, its net assets must be distributed in the manner determined in accordance with –
 - (a) Item 1 (4)(b) of Schedule 2 of the Companies Act, 2008; and
 - (b) the provisions, if any, set out in Part C of Schedule 1 of this Memorandum.

1.3 Memorandum of Incorporation and Company rules

- (1) This Memorandum of Incorporation of the Company -
_____ may be altered or amended only in the manner set out in section 16, 17 or 152 (6)(b).
_____ may be altered or amended in the manner set out in section 16, 17 or 152 (6)(b), subject to the provisions contemplated in section 16 (1)(c), as set out in

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Part D of Schedule 1.

- (2) The authority of the Company's Board of Directors to make rules for the Company, as contemplated in section 15 (3) to (5) -
_____ is not limited or restricted in any manner by this Memorandum of Incorporation.
_____ is limited or restricted to the extent set out in Part D of Schedule 1.
- (3) The Company must publish any Rules made in terms of section 15 (3) to (5) -
_____ by delivering a copy of those rules to each director by ordinary mail.
_____ in accordance with the requirements set out in Part D of Schedule 1.
- (4) The Company must publish a notice of any alteration of the Memorandum of Incorporation or the Rules, made in terms of section 17 (1) -
_____ by delivering a copy of those rules to each director by ordinary mail.
_____ in accordance with the requirements set out in Part D of Schedule 1.

1.4 Application of optional provisions of Companies Act, 2008

The Company -

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

1.5 Members of the Company

- (1) As contemplated in item 4 (1) of Schedule 2 of the Companies Act, 2008, the Company has members, who -
_____ are all in a single class, being voting members, each of whom has an equal vote in any matter to be decided by the members of the Company.
_____ are in either of two classes, being voting and non-voting members respectively.
- (2) The terms and conditions of membership in the Company are as set out in Part E of Schedule 1 of this Memorandum.

Article 2 - Rights of Members**2.1 Members' authority to act**

If, at any time, every member of the Company is also a director of the Company, as contemplated in section 57 (4), the authority of the members to act without notice or compliance with any other internal formalities, as set out in that section -
_____ is not limited or restricted by this Memorandum of Incorporation.

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

2.2 Members' right to information

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

2.3 Representation by concurrent proxies

The right of a member of the Company to appoint 2 or more persons concurrently as proxies, as set out in section 58 (3)(a) -

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

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

2.4 Authority of proxy to delegate

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

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

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

2.5 Requirement to deliver proxy instrument to the Company

The requirement that a member must deliver to the Company a copy of the instrument appointing a proxy before that proxy may exercise the member's rights at a members meeting, as set out in section 58 (3)(c) -

_____ is not varied by this Memorandum of Incorporation.

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

2.6 Deliberative authority of proxy

The authority of a member's proxy to decide without direction from the member whether to exercise, or abstain from exercising any voting right of the member, as set out in section 58 (7) -

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

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

2.7 Record date for exercise of member rights

If, at any time, the Company's Board of Directors fails to determine a record date, as contemplated in section 59, the record date for the relevant matter is -

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

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

Article 3 - Members Meetings**3.1 Requirement to hold meetings**

The Company -

_____ is not required to hold any members meetings other than those specifically required by the Companies Act, 2008.

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

3.2 Members' right to requisition a meeting

The right of members to requisition a meeting, as set out in section 61 (3), may be exercised -

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

_____ by at least _____% of the voting members

3.3 Location of members meetings

The authority of the Company's Board of Directors to determine the location of any members meeting, and the authority of the Company to hold any such meeting in the Republic or in any foreign country, as set out in section 61 (9) -

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

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

3.4 Notice of members meetings

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

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

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

3.5 Electronic participation in members meetings

The authority of the Company to conduct a meeting entirely by electronic communication, or to provide for participation in a meeting by electronic communication, as set out in section 63 -

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

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

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3.6 Quorum for members meetings

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

3.7 Adjournment of members meetings

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

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

3.8 Members resolutions

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

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- (3) A special resolution adopted at a members meeting is -
- _____ not required for a matter to be determined by the Company, except those matters set out in section 65 (11).
- _____ required, in addition to the matters set out in section 65 (11), for the matters set out in Part F of Schedule 3.

Article 4 - Directors and Officers**4.1 Composition of the Board of Directors**

- (1) The Board of Directors of the Company comprises of _____ directors, and _____ alternate directors, to be elected by the voting members of the Company, in the manner set out in Part A of Schedule 4.
- (2) In addition to the elected directors -
- _____ there are no appointed or *ex officio* directors of the Company, as contemplated in section 66 (4).
- _____ there are _____ appointed, and _____ *ex officio* directors of the Company, as contemplated in section 66, to be designated in the manner specified in Part B of Schedule 4.
- (3) In addition to satisfying the qualification and eligibility requirements set out in section 69, to become or remain a director or a prescribed officer of the Company, a person -
- _____ need not satisfy any further eligibility requirements or qualifications.
- _____ must satisfy the additional eligibility requirements and qualifications set out in Part C of Schedule 4.
- (4) Each -
- (a) elected director of the Company serves for a term of _____ years; and
- (b) appointed director of the Company serves for an indefinite term, until substituted by the person or entity that appointed the director.

4.2 Authority of the Board of Directors

The authority of the Company's Board of Directors to manage and direct the business and affairs of the Company, as set out in section 66 (1) -

- _____ is not limited or restricted by this Memorandum of Incorporation.
- _____ is limited or restricted to the extent set out in Part D of Schedule 4.

4.3 Directors' Meetings

- (1) The authority of the Company's Board of Directors to consider a matter other than at

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-
- a meeting, as set out in section 74 -
_____ is not limited or restricted by this Memorandum of Incorporation.
_____ is limited or restricted to the extent set out in Part E of Schedule 4.
- (2) The right of the Company's directors to requisition a meeting of the Board, as set out in section 73 (1), may be exercised -
_____ by at least 25% of the directors, as provided in that section; or
_____ by at least _____% of the directors, despite the provisions of that section.
- (3) The authority of the Company's Board of Directors to conduct a meeting entirely by electronic communication, or to provide for participation in a meeting by electronic communication, as set out in section 73 (3) -
_____ is not limited or restricted by this Memorandum of Incorporation.
_____ is limited or restricted to the extent set out in Part F of Schedule 4.
- (4) The authority of the Company's Board of Directors to determine the manner and form of providing notice of its meetings, as set out in section 73 (4) -
_____ is not limited or restricted by this Memorandum of Incorporation.
_____ is limited or restricted to the extent set out in Part F of Schedule 4.
- (5) The authority of the Company's Board of Directors to proceed with a meeting despite a failure or defect in giving notice of the meeting, as set out in section 73 (5) -
_____ is not limited or restricted by this Memorandum of Incorporation.
_____ is limited or restricted to the extent set out in Part F of Schedule 4.
- (6) The quorum requirement for a directors meeting to begin, the voting rights at such a meeting, and the requirements for approval of a resolution at such a meeting, are -
_____ as set out in section 73 (5), without variation.
_____ as set out in section 73 (5) subject to the variations set out in Part F of Schedule 4.

4.4 Indemnification of Directors

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

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- (3) The authority of the Company to purchase insurance to protect the Company, or a director, as set out in section 78 (6) -
- _____ is not limited, restricted or extended by this Memorandum of Incorporation.
- _____ is limited, restricted or extended to the extent set out in Part F of Schedule 2.

4.6 Committees of the Board

- (1) The authority of the Company's Board of Directors to appoint committees of directors, and to delegate to any such committee any of the authority of the Board, as set out in section 72 (1), and to include in any such committee persons who are not directors, as set out in section 73 (2)(a) -
- _____ is not limited or restricted this Memorandum of Incorporation.
- _____ is limited or restricted to the extent set out in Part H of Schedule 4.
- (2) The authority of a committee appointed by the Company's Board of Directors, as set out in section 72 (2) (b) and (c) -
- _____ is not limited or restricted by this Memorandum of Incorporation.
- _____ is limited or restricted to the extent set out in Part H of Schedule 4.

Article 5 - General Provisions

[Insert any further provisions desired in this or additional Articles.]

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Schedule 1 - Incorporation and nature of the Company**Part A**

Insert a statement of the objects of the Company, as required by item 1 of Schedule 2 of the Companies Act, 2008.

Part B

Insert -

- (a) *any 'Ring fencing' provisions as contemplated in section 15 (2) (b) or (c) of the Act; and*
- (b) *any provisions limiting the purposes or powers of the Company, as contemplated in section 19 (1)(b) of the Act.*

Part C

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

Part D

Insert -

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

Part E

Insert the terms and conditions of each class of membership in the Company, as required by item 4 (2)(e) of Schedule 2 of the Companies Act, 2008; together with any additional terms and conditions that are consistent with terms Act.

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Schedule 2 - Rights of Members

Part A

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

Part B

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

Part C

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

Part D

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

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Schedule 3 - Members Meetings

Part A

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

Part B

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

Part C

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

Part D

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

Part E

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

Part F

Insert -

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

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Schedule 4 - Directors of the Company**Part A**

Insert provision setting out the manner for the election of Directors by voting members.

Part B

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

Part C

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

Part D

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

Part E

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

Part F

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

Part G

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

Part H

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