TRIGGER COMMUNITY SERVICES NPC

(Guinea Fowl Valley Estate)
Registration Number: 1999/015799/08
("the Company")



SPECIAL GENERAL MEETING & ANNUAL GENERAL MEETING 13 NOVEMBER 2021 AT 10h00 (via Zoom)

NOTICES, AGENDA AND MEETING DOCUMENTS

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Dear Guinea Fowl Valley Estate Residents

MEETING DOCUMENTS || TRIGGER COMMUNITY SERVICES NPC | NOTICE OF SPECIAL GENERAL MEETING AND ANNUAL GENERAL MEETING | 13 NOVEMBER 2021 AT 10H00 BY WAY OF ELECTRONIC MEETING PARTICIPATION

On behalf of the Board of Directors (Board) of Trigger Community Services (the Company) you are invited to attend a Special General Meeting (SGM) of the Company to beheld on 13 November 2021, at 10h00, immediately followed by the Company's Annual General Meeting ("AGM").

To ensure maximum participation and in consideration of the continued impact of the COVID-19 pandemic, the Board has determined it prudent and appropriate to conduct the SGM and AGM entirely by way of electronic communication. In this regard, the notices of the SGM and AGM contains important information regarding your electronic participation in the meetings.

Please consider the information in this document and do not hesitate to contact the Chairman, Dave Radcliff (email:admin@gfve.co.za) or the meeting secretary Jacqui Grove (email: grove.jacqui@gmail.com) should you have any queries in the meantime regarding the SGM or AGM proceedings or any of the meeting documents.

We look forward to your participation in the SGM and AGM as a number of important matters will be tabled affecting the Road Closure and the governance of Guinea Fowl Valley Estate in general.

Sincerely,

D Radcliff Chairman

27 October 2021

Trigger Community Services NPC (Guinea Fowl Valley Estate) Registration Number: 1999/015799/08 ("the Company")

AGENDA FOR THE SPECIAL GENERAL MEETING AND ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ENTIRELY BY WAY OF ELECTRONIC MEETING PARTICIPATION ON SATURDAY, 13 NOVEMBER 2021, COMMENCING AT 10H00

AGENDA

SPECIAL GENERAL MEETING

- 1. Opening and Welcome
- 2. Confirmation of notice, quorum and constitution of the meeting
- 3. Special Resolutions 1 and 2
 - Q&A in respect of Special Resolutions 1 and 2
- 4. Ordinary Resolution 1
 - Q&A in respect of Ordinary Resolution 1
- 5. Closing (special general meeting)

[5-minute comfort break]

AGENDA

ANNUAL GENERAL MEETING

(immediately following the conclusion of the special general meeting)

- 1. Opening and Welcome
- 2. Confirmation of notice, quorum and constitution of the meeting
- 3. Receipt of financial statements, Chairman's- and financial report
 - Q&A in respect of financials and reports
- 4. Ordinary Resolutions 1 to 4
 - Q&A in respect of Ordinary Resolutions 1 to 4
- 5. General
- 6. Closing (annual general meeting)

REFER TO THE NOTICE OF SPECIAL GENERAL MEETING AND THE NOTICE OF ANNUAL GENERAL MEETING FOR THE FULL MEETING PARTICULARS

Trigger Community Services NPC (Guinea Fowl Valley Estate) Registration Number: 1999/015799/08 ("the Company")

NOTICE OF A SPECIAL GENERAL MEETING TO BE FOLLOWED BY AN ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (SGM) of the Company will be held entirely by way of electronic meeting participation on **Saturday, 13 November 2021**, commencing at **10h00**, for the purpose of considering and, if deemed fit, passing, with or without modification, the special and ordinary resolutions, set out hereunder. The SGM will immediately be followed by the Company's annual general meeting (AGM) for which the required notice of AGM has also been circulated.

ELECTRONIC PARTICIPATION, NOTICE PERIOD AND PROXIES

Members can access the electronic SGM platform via the following link: Meeting Link.

Refer to pages 5 and 6 of the notice for important information regarding meeting administration and proxies.

To the extent required, members will be requested to waive the required notice period (15 days) for the SGM as provided for in section 62(4) of the Companies Act, 71 of 2008 (the Act).

SPECIAL RESOLUTIONS:

1. SPECIAL RESOLUTION NUMBER 1: ADOPTION OF A NEW MEMORANDUM OF INCORPORATION

"RESOLVED AS A SPECIAL RESOLUTION to abrogate the memorandum and articles of association of the Company in its entirety and to replace it with a new memorandum of incorporation, for purposes of updating the Company's memorandum of incorporation in support of enhanced corporate governance and organisational management."

Reason and effect for Special Resolution Number 1

The reason and effect for Special Resolution Number 1 is to adopt a new memorandum of incorporation (MoI) for the Company, to ensure alignment of the Company's constitution documents with the provisions of the Act, and in support of enhanced corporate governance and organisational management of the Company. The adoption of the new MoI requires the approval of Members in terms of section 16(1) of the Act. A copy of the new MoI together with a copy of the Company's exiting articles of association, for the purpose of comparison, is annexed hereto as *Annexure "A"* and "B" respectively.

Voting Requirements

In terms of the Act the percentage of voting rights required for the adoption of this resolution is at least 75% of the voting rights exercised on this resolution.

2. SPECIAL RESOLUTION NUMBER 2: CHANGE OF COMPANY NAME

"RESOLVED AS A SPECIAL RESOLUTION that, subject to the adoption of Special Resolution Number 1 above, the Company's name be changed to "Guinea Fowl Valley Estate", consistent with the MoI."

Reason and effect for Special Resolution Number 2

The reason for Special Resolution Number 2 is to change the Company name from Trigger Community Services NPC to Guinea Fowl Valley Estate NPC, to be consistent with the Company's

MoI. The adoption of a new Company name requires the approval of Members in terms of section 16(6) of the Act.

Voting Requirements

In terms of the Act the percentage of voting rights required for the adoption of this resolution is at least 75% of the voting rights exercised on this resolution.

ORDINARY RESOLUTIONS:

1. ORDINARY RESOLUTION NUMBER 1: GENERAL AUTHORISATION TO ACT

"RESOLVED AS AN ORDINARY RESOLUTION that any director of the Company and/or their nominee(s), be and is hereby authorised to sign all such documentation and to do all such things as may be necessary for or incidental to the implementation of Special Resolution Number 1 and Special Resolution Number 2 above."

Reason and effect for Ordinary Resolution Number 1

The reason for this resolution is to authorise any Director of the Company and/or their nominee(s) to take all actions necessary or desirable and sign all documents required to give effect to the special resolutions adopted above.

Voting Requirements

The percentage of voting rights required for the adoption of this resolution is more than 50% of the voting rights exercised on this resolution.

By order of the Board:

D RADCLIFF Chairman

27 October 2021

IMPORTANT NOTES REGARDING ATTENDANCE AT THE SPECIAL GENERAL MEETING AND TERMS AND CONDITIONS FOR PARTICIPATION

- 1. A quorum for the purposes of considering the resolutions above shall consist of three members of the Company personally present or represented by proxy (and if the member is a juristic person, the representative of that juristic person). Member means a member of the Company being a registered owner (or a representative of such member, in the case of a juristic person) of an immovable property within the enclosure area known as Guinea Fowl Valley Estate.
- A form of proxy is attached hereto for the convenience of members who cannot attend the SGM, but wish to be represented thereat. For administrative purposes, duly completed forms of proxy must be emailed to <u>admin@qfve.co.za</u> by no later than 16h00 on Friday, 12 November 2021.
- 3. In terms of section 63(1) of the Act, meeting participants will be required to provide identification to the reasonable satisfaction of the Chairman of the SGM and the Chairman must be reasonably satisfied that the right of any person to participate in and vote (whether as a member or as a proxy for a member) has been reasonably satisfied. Upon request, forms of identification that will be accepted include original and valid identity documents, driver's licences and/or passports.
- 4. The cost of dialing in using a telecommunication line/webcast/web-streaming to participate in the SGM is for the expense of the member/their proxy.
- 5. The member/their proxy acknowledges that the telecommunication lines/webcast/web-streaming are provided by a third party and indemnifies the Company against any loss, injury, damage, penalty or claim arising in any way from the use or possession of the telecommunication lines/webcast/web-streaming, whether or not the problem is caused by any act or omission on the part of the member/their proxy or anyone else. In particular, but not exclusively, the member/their proxy acknowledges that he/she will have no claim against the Company, whether for consequential damages or otherwise, arising from the use of the telecommunication lines/webcast/web-streaming or any defect in it or from total or partial failure of the telecommunication lines/webcast/web-streaming to the SGM.

FORM OF PROXY

For use by members of the Company at the special general meeting of the Company to be held by electronic meeting participation on Saturday, 13 November 2021, 10h00 (SGM), or at any adjournment thereof.

I/We (names	in	block	letters)	 			 				of
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3. the C													
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as my/our proxy to attend and speak and to vote for me/us and on my/our behalf at the SGM and at any adjournment or postponement thereof, for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed at the meeting, and to vote on the resolutions as follows:

SPE	CIAL RESOLUTIONS:	For	Against	Abstain
1.	Adoption of a new memorandum of incorporation for the			
	Company			
2.	Change of the Company's name to Guinea Fowl Valley Estate			
ORD	INARY RESOLUTIONS:	For	Against	Abstain
1.	Authorisation of directors and/or their nominee(s) in respect			
	of Special Resolutions number 1 and 2			

Mark 'for', 'against' or 'abstain', as required. If no options are marked, the proxy will be entitled to vote as he/she thinks fit.

Signed at	on this	day of	20
Full name(s)			
Signature			

INSTRUCTIONS ON SIGNING AND LODGING THE PROXY FORM

A member entitled to attend and vote is entitled to appoint a Proxy to attend, speak, vote, and on a poll, vote in his/her/their stead, and such Proxy need not be a member of the Company.

- 1. A member (or via their proxy) is entitled to one vote on a show of hands in respect of each resolution.
- 2. If a member does not indicate on this form of proxy that his/her proxy is to vote in favour of or against any resolution or to abstain from voting, or gives contradictory instructions, or should any further resolution(s) or any amendment(s) which may properly be put before the SGM be proposed, the proxy shall be entitled to vote as he/she thinks fit.
- 3. A proxy shall not be entitled to delegate his/her authority to act on behalf of the member to another person.
- 4. The Chairman of the SGM may reject or accept any form of proxy which is completed and/or received, other than in compliance with these notes.
- 5. The completion and lodging of this form of proxy will not preclude the relevant member from attending the SGM and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such member wish to do so, subject to the conditions stated herein.
- 6. Where there are joint members any one member may sign this form of proxy, and where the member is a juristic person, any duly authorised representative of such member may sign this form of proxy;
- 7. Proxy forms must be emailed to admin@gfve.co.za to be received by no later than 16h00 on Friday, 12 November 2021 for administrative purposes, provided that any form of proxy not delivered by this time may be lodged with the Meeting Secretary (grove.jacqui@gmail.com) immediately prior to the SGM.
- 8. Any alteration or correction made to this form of proxy, other than the deletion of alternatives, must be initialled by the signatory/ies.

THE COMPANIES ACT, NO. 71 OF 2008 (AS AMENDED)

MEMORANDUM OF INCORPORATION

OF

GUINEA FOWL VALLEY ESTATE NPC Registration Number – 1999/015799/08 ("the Company")

This Memorandum of Incorporation (MOI) was adopted by Special Resolution passed by the Members on, a copy of which was filed together with a notice of amendment ("Notice of Amendment") in substitution for the Memorandum and Articles of Association of the Company (which were the constitutional documents of the Company in terms of the previous Companies Act No. 61 of 1973). This MOI takes effect (in terms of section 16(9)(b)(i)) on the date of filing hereof with the Commission.

1. INTERPRETATION

In this Memorandum of Incorporation:

- 1.1 clause headings are for convenience purposes only and shall not be used in its interpretation;
- 1.2 unless the context clearly indicates a contrary intention, the following expressions shall have the following meanings and related expressions shall have corresponding meanings:
 - 1.2.1 "the Act" means Companies Act 71 of 2008, as amended
 - 1.2.2 "Board" means the Board of Directors of the Company elected and/or appointed from time to time in terms of clause 15 of the MOI;
 - 1.2.3 "**Commission**" means the Company and Intellectual Property Commission established by section 185;
 - 1.2.4 "Designated Date" means the date upon which this MOI is filed at the Commission;
 - 1.2.5 "Members" means the persons referred to in Clause 10 of the MOI;
 - 1.2.6 "MOI" means this Memorandum of Incorporation and any annexures and schedules hereto
 - 1.2.7 "Property" means an immovable property or any portion thereof, including any structures or improvements thereon, within the Road Closure (and the area known as Guinea Fowl Valley Estate). Property is further defined as being land registered in the name(s) of one or more owners in terms of the Deeds Registries Act (and where applicable the Sectional Titles Act), and reflecting in the records of the Deeds Office concerned as the a property or any portion thereof of an owner or owners, including a unit as defined in the said Sectional Titles Act or an erf, smallholding or other freehold land or any portion thereof:
 - 1.2.8 "Regulation" means the regulation(s) promulgated in accordance with section 223 of the Act;
 - 1.2.9 "the **Road Closure**" means the security access restriction entrance and exit point and other secured sections of the area known as Guinea Fowl Valley Estate situated at certain sections of Burger Road and Trichardt Crescent, President Park AH, Midrand, Gauteng, as approved by the Johannesburg Roads Agency, for time to time;
- 1.3 a reference to a section by number refers to the corresponding section of the Act on the Designated Date, notwithstanding the renumbering of such section after the Designated Date:
- 1.4 the term "section" means a section of the Act:
- 1.5 the term "clause" means a clause or sub-clause to this MOI;
- 1.6 the term "regulation" means a regulation of the Regulations;
- 1.7 words and expressions that are defined in the Act and which are not defined herein shall have the same meaning assigned to them in the Act;
- 1.8 in any instance where there is a conflict between a provision (be it expressed, implied or tacit) of this MOI and:
 - 1.8.1 an alterable or elective provision of the Act, the provision of this MOI shall prevail to the extent of the conflict; and

- 1.8.2 an unalterable or non-elective provision of the Act, the unalterable or non-elective provision of the Act shall prevail to the extent of the conflict unless the MOI imposes on the Company a higher standard, greater restriction, longer period of time or similarly more onerous requirement, in which event the relevant provision of this MOI shall prevail to the extent of the conflict;
- 1.9 when any number of days is prescribed, such number shall exclude the first and include the last day, unless the last day falls on a day other than a business day, in which case the last day shall be the next succeeding business day;
- 1.10 any schedule or annexure to this MOI shall form part of and be deemed to be incorporated in this MOI;
- 1.11 any reference to days, months or years shall be to calendar days, months or years unless the context indicates otherwise:
- 1.12 the use of the word "including" or "includes" followed by a specific example/s shall not be construed as limiting the meaning of the general wording preceding it and the *eiusdem generis* rule shall not be applied in the interpretation of such general wording or such specific example/s.
- 1.13 reference to Members represented by proxy shall include Members represented by an agent appointed under a general or special power of attorney and reference to Members present or acting in person shall include corporations represented or acting in the manner prescribed in the Act;
- 1.14 words in the singular number shall include the plural and words in the plural number shall include the singular, words importing the masculine gender shall include females and words importing persons shall include bodies corporate.

2 COMPANY NAME

3 JURISTIC PERSONALITY

The Company is a pre-existing company as defined in the Act and, as such, continues to exist as a non-profit company as if it had been incorporated and registered in terms of the Act, as contemplated in item 2 of the Fifth Schedule to the Act, and this MOI replaces and supersedes the memorandum and articles of association of the Company applicable immediately prior to the Designated Date.

4. INCORPORATION

The Company is incorporated in accordance with, and governed by:

- 4.1 the unalterable provisions of the Act subject only to such higher standards, greater restrictions, longer periods of time or similarly more onerous requirements as may be imposed on the Company by this MOI in relation to such unalterable provisions; and
- 4.2 the alterable provisions of the Act, subject to the limitation, extensions, variations or substitutions set out in this MOI; and
- 4.3 the provisions of this MOI; and
- 4.4 its rules, if any.

5. NON-PROFIT COMPANY PROVISIONS

The Company is a non-profit company as defined in section 8(1) of the CompaniesAct read together with sections 10(1), 10(2) and Schedule 1 of the Companies Act.

6. POWERS OF THE COMPANY

- 6.1 The Company is not subject to the provisions contemplated in section 15(2)(b) or (c).
- 6.2 The purposes and powers of the Company are not subject to any restrictions, limitation or qualification contemplated in section 19(1)(b)(ii).

7. MOI AND COMPANY RULES

- 7.1 This MOI may be altered or amended in the manner set out in sections 16, 17 or 152(6)(b), subject to the provisions contemplated in section 16(1)(c). For the avoidance of any doubt it is recorded that the MOI may not bealtered or amended by the Board unless such alteration or amendment is approved by Special Resolution of the Members.
- 7.2 The authority of the Board to make rules for the Company, as contemplatedin section 15(3) to (5) is not limited or restricted in any manner by this MOI. The Board must publish any rules made in terms of section 15(3), read with section 15(4) and section 15(5) and any notice of alteration to the MOI or rules of the Company in terms of section 17(1) by delivering a copy of those rules and/or the alteration to the MOI and/or the altered MOI to each Member by way of hard copy or electronic communication to the address nominated by each such Member.
- 7.3 The rules, if any, made by the Board shall take effect and become binding in the manner contemplated in section 15(4).
- 7.4 The Board may alter the rules, in any manner necessary to correct a patent error in spelling, punctuation, reference, grammar or similar defect on the face of the document by publishing a notice of any alteration made by delivering a copy of such amendments to each member by ordinary mail; and filing a notice of the alteration.

8. APPLICATION OF OPTIONAL PROVISIONS OF THE ACT

- 8.1 The Company does not elect, in terms of section 34(2), to comply voluntarily with the provisions of Chapter 3 of the Act.
- 8.2 The Company does not elect, in terms of section 118(1)(c)(ii), to submit voluntarily to the provisions of Parts B and C of Chapter 5 of Act, and to the Takeover Regulations provided for in the Act.

9. MAIN OBJECT AND BUSINESS

- 9.1 The main object of the Company is to periodically apply or reapply for, and take the necessary steps to maintain, the Road Closure in terms of the relevant prescripts, rules and regulations of the Johannesburg Roads Agency, or its successor-in-title.
- 9.2 To advance the objective in clause 9.1 above, the Company may as it deems necessary:
 - 9.2.1 procure essential security services, security access facilities, and related services for the Road Closure:
 - 9.2.2 arrange for the maintenance and repair of the Road Closure infrastructure; and

- 9.2.3 determine, collect and receive funds to maintain the Road Closure, ancillary services and expenditures related to the Road Closure, and the usual operations of the Company.
- 9.3 In pursuance of the main object of the Company the income and property of the Company from wherever derived, shall be applied solely towards the promotion of its main object and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever, to the Membersof the Company. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officer or servant of the Company or to any Member thereof in return for any services actually rendered to the Company.

10 MEMBERS

- 10.1 As contemplated in Item 4 (1) of Schedule 1 of the Act, the Company has members, who are all in a single class, being voting Members, each of whom has 1 (one) equal vote in any matter to be decided by the Members of the Company.
- 10.2 Membership of the Company shall be limited to any natural person or juristic person who is:
 - 10.2.1 in terms of the Deeds Registries Act (and where applicable the Sectional Titles Act), reflected in the records of the Deeds Office as the registered owner of a Property; or
 - 10.2.2 the tenant(s) of a registered owner of Property, where such tenant(s) are lawfully occupying such Property.
- 10.3 No person other than a person referred to clause 10.2 shall be entitled to be a Member of the Company.
- 10.4 Where two or more persons are registered as the owners of a Property, all the registered owners shall be deemed to be one Member of the Company and the co-owners concerned shall elect one of their number as the "member" for the Property concerned and shall notify the Company of the name and address of such member. Members who are juristic persons shall, from time to time, notify the Company of the name of their duly authorised representative.
- 10.5 When a Member ceases to be the registered owner of a Property or where a tenant vacates a Property or is no longer deemed to be in lawful occupation of a Property, he shall *ipso facto* cease to be a Member of the Company.
- 10.6 The Company shall keep a register of Members at the place and in the manner specified in the Act.

11 MEMBERS' CONTRIBUTIONS TO THE ROAD CLOSURE

- 11.1 The directors shall endeavour establish a fund sufficient for, *inter alia*, the repair, upkeep, control, management and administration of the Road Closure, the payment of security services related to the Road Closure, rates and taxes and other local authority charges for the supply of electricity, water, sanitary and other services in connection with the Road Closure, any insurance premiums, and for any and all matters attributable to the proper management, control and administration of the Road Closure ("Contribution(s)").
- 11.2 Before every annual general meeting, the Board shall cause to be prepared an itemised estimate of the anticipated income and expenses of the Company during the ensuing financial year, which estimate shall be laid before the annual general meeting for consideration. The estimate of expenses shall include reasonable provision for contingencies.
- 11.3 The Board shall, in its sole discretion, be entitled and obliged to apportion the costs which make up the Contribution(s) into appropriate categories for Members.

- 11.4 In apportioning the costs which make up the Contribution(s) the Board shall have due regard for factors such as the actual and estimated cost of maintaining the Road Closure and ancillary expenses related thereto, to the type and size of the Members' Property, the use of such Property, the number of people occupying such Property, the nature, size and extent of commercial enterprises on a Property, and any other factor which the Board may deem appropriate in the circumstances.
- 11.5 Once the Board has determined the amounts for the Contribution(s) to be raised, they shall table such cost for an advisory endorsement thereof by Members at a general or annual general meeting.
- 11.6 Contributions are deemed to be voluntary, and Members are not deemed to be indebted to the Company for the payment of Contributions, however:
 - 11.6.1 should the Company not receive sufficient Contributions at any time to reasonably meet the Company's objective as set out in clause 9, read with clause 11.1, and/or should the Members fail to endorse the Contributions as set out in clause 11.5, the Board may, in its sole discretion, resolve to terminate the Road Closure or any part thereof, and/or any or all services related to the Road Closure, including but not limited to:
 - 11.6.1.1 dismantling the infrastructure of the Road Closure; and/or
 - 11.6.1.2 terminating, amending or substituting the services of a service provider in connection with the Road Closure.
- 11.7 The Board shall as soon as possible after the determination of the Contributions, as set out in 11.4, advise Members of the particulars of the Contributions.
- 11.8 The Board may from time to time call on Members to voluntarily make additional or special Contributions in respect of a further or *ad hoc* expense relating to the Road Closure (which was not included in any estimates made in terms of clause 11.2). Should sufficient voluntary Contributions not be received, the Board may act in terms of clause 11.6.1 above.
- 11.9 A Member and his dependents, family members, employees, agents, contractors, service providers, occupiers, directors, officers, tenants (including such tenant's dependents, family members, employees, agents, contractors, service providers, occupiers, directors, officers) (collectively, "the Indemnifier(s)") specifically indemnify the Company and the Board to the fullest extent possible from, and against, any and all liabilities or damages and/or or losses and/or costs of any nature whatsoever, and howsoever arising, for any injury or death or physical damage to property of any of the Indemnifier(s) or third parties arising out of, or in connection with, any action or omission by the Board or the Company in terms of clause 11.1 and 11.6 above.

12 MEETING OF MEMBERS

- 12.1 The Company is not required to hold any Member meetings other than those specifically required by the Act.
- 12.2 The directors may, whenever they think fit, convene a general meeting. The right of Members to requisition a meeting, as set out in section 61 (3) of the Act, may be exercised by at least 10% of the voting Members, as provided for in that section.
- 12.3 Every meeting of the Member shall, unless otherwise resolved by the directors, be held in the city or town in which the Company's registered officeis for the time being situated.
- 12.4 The authority of the Company to conduct a Member meeting entirely by electronic communication, or to provide for participation in a meeting by electronic communication, as set out in section 63 of the Act, is not limited or restricted by this MOI and Member resolutions may be passed upon written consent, subject to the relevant provisions of the Act.

- 12.5 The minimum number of days for the Company to deliver a notice of a Members meeting to the members, as required by section 62 of the Act, is as provided for in section 62 (1). The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting.
- 12.6 For an ordinary resolution to be adopted at a Members' meeting, it must be supported by more than 50% of the members who voted on the resolution, as provided in section 65 (7) of the Act.
- 12.7 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 Act.
- 12.8 If, at any time, the Company's Board 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) of the Act.

13. PROCEEDINGS AT MEETINGS OF MEMBERS

- 13.1 Business may be transacted at any meeting of Members only while a quorum is present.
- 13.2 A quorum at a meeting of Members shall be 7 [seven] members, present in person or by proxy and entitled to vote.
- 13.3 If within 30 [thirty] minutes from the time appointed for the meeting to commence, a quorum is not present the Chairman shall be entitled, but not obliged, to postpone the time appointed for the meeting to commence by another 30 (thirty) minutes; or to postpone the meeting, without motion, vote or further notice, for 5 [five] days, and if at such adjourned meeting a quorum is not present within 30 [thirty] minutes from the time appointed for the meeting then, the Members entitled to vote who are present shall be deemed to be the requisite quorum.
- 13.4 The Chairman of the Board shall preside as chairman at every meeting of Members of the Company. If there is no such chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairman, the Members present shall choose some director or, if no director be present, or, if all the directors present decline to take the chair, they shall choose some Member present to be chairman of the meeting.
- 13.5 The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), 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.
- At any meeting of Members a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or on the declaration of the result of the show of hands a poll is so demanded by any person entitled to vote at the meeting and, unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, such resolution. No objection shall be raised as to the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is or may be given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.
- 13.7 If a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. Meeting scrutineers shall be elected to declare the result of the poll, and their decision, which shall be given by the Chairman of the meeting, shall be deemed to be the resolution of the meeting at which the poll is demanded.

14. VOTES OF MEMBERS AND PROXIES

- 14.1 At any meeting of the Company each Member shall be entitled to 1 (vote) per resolution to be voted on.
- 14.2 Members may appoint a proxy, and concurrent proxies, and such proxy/ies need not be a Member of the Company.
- 14.3 The form appointing a proxy shall be in writing under the hand of the appointer or of his agent duly authorised in writing or, if the appointer is a juristic person, under the hand of an officer or agent duly authorised by that juristic person. Subject to the provisions of the Companies Act, a form appointing a proxy may be in any usual or common form.
- 14.4 The form appointing a proxy shall be submitted to the Company as set out in the relevant notice of the Member meeting for which the proxy is given.

15. BOARD OF DIRECTORS

- 15.1 Unless otherwise determined by a special resolution at a meeting of Members, the number of directors shall be not less than 3 [three] nor more than 7 [seven].
- 15.2 Members are entitled to vote at a general meeting (or annual general meeting) for the election of directors who have been nominated, or otherwise confirmed their availability to serve as directors of the Company.
- 15.3 The Board will annually, ahead of the annual general meeting, and at other times when it becomes necessary, call upon Members to make themselves available to serve as directors of the Company.
- 15.4 All directors of the Company will be deemed non-executive directors.
- 15.5 Only Members of the Company may be directors of the Company.
- 15.6 Directors shall hold office for 2 years from the date of their appointment where after they must retire from the Board at the conclusion of the next annual general meeting but may stand for re-election at such annual general meeting.
- 15.7 Unless otherwise decided by a meeting of Members any casual vacancy occurring on the Board may be filled by the directors.

16. GENERAL POWERS AND AUTHORITY OF THE BOARD OF DIRECTORS

- 16.1 The business of the Company shall be managed by the directors who may exercise all such powers of the Company as provided for in this MOI and the Act. The authority of the Company's Board to manage and direct the business and affairs of the Company, as set out in section 66 (1) of the Act is not limited or restricted by this MOI.
- 16.2 The Board may appoint any officers it considers necessary to better achieve the objects of the Company.
- 16.3 The authority of the Company's Board to appoint committees of directors, and to delegate to any such committee any of the authority of the Board as set out in section 72(1), or to include in any such committee persons who are not directors, as set out in section 72(2)(a) is not limited or restricted by this MOI.
- 16.4 Borrowing powers of directors:
 - 16.4.1 The directors may in their discretion, from time to time, raise or borrow from the Members or other persons any sums of money for the purposes of the objectives Company.

16.4.2 The directors may secure the payment or repayment of any sums of money borrowed or raised or the payment of any debt, liability or obligation whatsoever of the Company or of a third party, in such manner and upon such terms and conditions in all respects as they think fit

17. DISQUALIFICATION AND PRIVILEGES OF DIRECTORS

A director shall cease to hold office as such if:

- 17.1 he ceases to be a director by virtue of any of the provisions of the Act or becomes prohibited from being a director by reason of any order made under the Act; or
- 17.2 his estate is sequestrated or he files a petition for the surrender of his estate or an application for an administration order, or if he commits an act of insolvency as defined in the insolvency law for the time being in force, or if he makes any arrangement or composition with his creditors generally; or
- 17.3 he is found to be, or becomes of unsound mind; or
- 17.4 he is removed in terms of section 71 of the Act; or
- 17.5 he resigns his office by notice in writing to the Company; or
- 17.6 he is not re-elected at a meeting of Members where is reelection as a director is tabled in terms of clause 15.6 of this MOI;
- 17.7 he ceases to be a Member of the Company.

18. PROCEEDINGS OF DIRECTORS

- 18.1 A director may, at any time, summon a meeting of the directors.
- 18.2 The directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, including holding meetings entirely by way of electronic communication or resolving matters upon written resolution (without a meeting) as provided for in section 74 of the Act.
- 18.3 Any resolution or decision at any meeting shall be decided upon simply majority decision.
- 18.4 The Chairman shall not have a second or casting vote in any matter.
- 18.5 The directors may determine what period of notice shall be given of meetings of directors and may determine the means of giving such notice.
- 18.6 Unless otherwise determined by the directors, a quorum shall consist of a simple majority of directors, of which one must be the Chairman.
- 18.7 The continuing directors (or sole continuing director) may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to this MOI as a quorum, the continuing directors or director may act only for the purpose of summoning a general meeting of the Company. If there are no directors or director able and willing to act, and no specific provision is made in this MOI of the appointment of directors, then any two Members may summon a general meeting for the purpose of appointing directors.
- 18.8 The authority of the Company to advance expenses to a director, or indemnify a director, in respect of the defense of legal proceedings, as set out in section 78(4) is not limited or restricted by this MOI.

- 18.9 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 MOI.
- 18.10 The authority of the Company to purchase insurance to protect the Company, or a director, as set out in section 78(7) is not limited or restricted by this MOI.

19. FINANCIAL YEAR

The financial year of the Company shall end on 31 December of each year.

20. RESERVES

In addition to the provisions of clause 11.1 and 11.2 above, the Board may set aside and carry to a reserve fund all the surplus funds of the Company, which may at its discretion be applied for any purpose for which such funds of the Company may properly be applied in such manner as the directors deem fit, provided that it is always to advance the objectives of the Company.

21. WINDING UP OR DISSOLUTION OF THE COMPANY

- 21.1 The Company may be wound up voluntarily by the Board in passing a resolution supported by a majority of the directors. Any such voluntary winding up shall be affected in accordance with section 80.
- 21.2 Upon the dissolution of the Company, its net assets must be distributed in the manner determined in accordance with item 1(4)(b) of Schedule 1 of the Act and section 30B(8) of the Income Tax Act. For the avoidance of doubt no past or present Member or director of the Company, or person appointing a director of the Company, is entitled to any part of the net value of the Company after its obligations and liabilities have been satisfied.

22. NOTICES

All notices intended or required to be given by the Company to any Member of the Company shall be given in writing in any manner authorised by the Regulations. Each Member of the Company shall notify in writing to the Company an address, which address shall be his registered address for the purposes of receiving written notices from the Company by hand or by courier; and notify in writing to the Company an email address, which address shall be his address for the purposes of receiving notices by way of electronic communication.

-END-

Form CM 44B

REPUBLIC OF SOUTH AFRICA COMPANIESACT, 1973

ARTICLES OF ASSOCIATION OF A COMPANY NOT HAVING A SHARE CAPITAL NOT ADOPTING SCHEDULE 1 (section 60(1); regulation 18)

Registration No of Company 99

1999 -07- 2 1

REGISTRATE 'IR VAN MAATSKAPPYE EN VAN BESLOTE KORPORASIES

Name of company:

TRIGGER COMMUNITY SERVICES GISTRAR OF COMPANIES (Association incorporated under section 21)

The Articles of Table A contained in Schedule 1 to the Companies Act of 1973, shall not apply to the company.

The Articles of the company are as follows:

1 Interpretation

In these Articles, unless the context otherwise requires:

- 1.1 "the Companies Act" means Act 61 of 1973, as amended or any Act which replaces it:
- 1.2 "member" means the persons referred to in Article 4.1 and persons who become members in terms of Article 4.2;
- 1.3 "profits" includes revenue and capital profits;
- "register" means the register of members kept in terms of the Statutes; 1.4
- "the Republic" means the Republic of South Africa; 1.5
- "the Statutes" means the Companies Act and any and every other statute or ordinance from time to time in force 1.6 concerning companies and necessarily affecting the company;
- 1.7 "trustee" means any director of the company from time to time;
- "the company" means TRIGGER COMMUNITY SERVICES (Association incorporated under section 21) 1.8
- 1.9 "the trust" means the company;
- references to members represented by proxy shall include members represented by an agent appointed under a general 1.10 or special power of attorney and references to members present or acting in person shall include corporations represented or acting in the manner prescribed in the Statutes;

- 1.11 expressions defined in the Companies Act, or any statutory modification thereof, in force at the date on which these Articles become binding on the company shall have the meanings so defined;
- 1.12 words in the singular number shall include the plural and words in the plural number shall include the singular, words importing the masculine gender shall include females, and words importing persons shall include bodies corporate.
- 2 Preliminary
- 2.1 If the provisions of these Articles are in any way inconsistent with the provisions of the Statutes, the provisions of the Statutes shall prevail, and these Articles shall be read in all respects subject to the Statutes.
- 2.2 Notwithstanding the omission from these Articles of any provision to that effect, the company may do anything which the Companies Act empowers a company to do if so authorised by its Articles of Association.
- 3 Public company

The company is a public company.

- 4 Members
- 4.1 The first members of the company shall be

DEREK WILLIAM KAHTS

JOSEPH GADIFELE MODIBANE

MARK ANDREW THORNTON

SEAN O'DONNELL

JOHANNES H NEETHLING

HENRY SCOTT BREBNOR

BRUCE MALCOLM MCDONALD

- 4.2 Any person who makes a written application to become a member of the company and whose application is accepted by the directors shall be and become a member of the company.
- 4.3 The executor of a deceased member or the trustee of an insolvent member will become a member of the company ipso facto upon receiving his appointment and will remain a member until he has resigned or been expelled, subject to the provision of Article 4.4. In case there is more than one executor or trustee, in the respective estates, the executors or trustees thereof shall in each case count as one member, and shall in each case, for all purposes of the company, be represented by one of their number duly authorised thereto to the satisfaction of the chairman of the meeting.
- 4.4 A member shall ipso facto cease to be a member of the company:
- 4.4.1 If his estate is finally sequestrated;
- 4.4.2 if, being a body corporate, an order for the final winding-up or judicial management of the member is granted or a special resolution for the winding-up of the member is duly passed and registered in terms of the Act:
- 4.4.3 if he is placed under curatorship;
- 4.4.4 if he is removed as a member by a majority of the members or directors of the company;
- 4.4.5 if by notice in writing to the company he resigns as a member.
- 4.5 The membership of the trust shall consist of:
- 4.5.1 Foundation members: the first members of the board of trustees shall be foundation members;
- 4.5.2 Sponsor members: persons, corporations, companies, institutions or other bodies who, having agreed to be bound by the terms of the Memorandum and Articles of Association of the trust and having been admitted to membership-pay an

- annual contribution as shall be determined by the board of trustees;
- 4.5.3 Corporate members: persons, corporations, companies, institutions or other bodies who, having agreed to be bound by the terms of the Memorandum and Articles of Association of the trust and having been admitted to membership, agree to pay such annual subscription as shall be determined by the board of trustees;
- 4.5.4 Honorary members:
- 4.5.4.1 Persons who, in recognition of exceptional and distinguished services rendered to the trust are elected honorary members by the board of trustees;
- 4.5.4.2 persons who are elected in terms of Article 8.4 or 8.5 to serve on the board of trustees;
- 4.5.5 Affiliated members: professional or educational or other institutions and/or associations and/or societies which, having agreed to be bound by the terms of the trust and having been admitted to membership, pay an annual subscription to be fixed by the board of trustees in each particular case.
- 4.6 All membership subscriptions shall become due and payable in advance on the 1st day of March in each year. Failure to renew subscription within 90 (ninety) days from due date shall terminate membership.
- 4.7 Membership conferred in terms of Article 4.5.4 shall be valid for the period during which such members hold the offices referred to therein.

5 Meetings of members

- 5.1 The company, at such times as are prescribed in the Statutes, shall hold general meetings of members to be known and described in the notices calling such meetings as annual general meetings.
- 5.2 T he directors may, whenever they think fit, convene a general meeting, and a general meeting shall also be convened on a requisition by members representing not less than one-twentieth of the total voting rights of all the members of the company having at the date of the lodgment of the requisition a right to vote at general meetings of the company or, in default, may be convened by the requisitionists as provided by and subject to the provisions of the Statutes. If at any time there shall not be within the Republic sufficient directors capable of acting to form a quorum, any director or any two members of the company may convene a general meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.
- 5.3 Every meeting of members shall, unless otherwise resolved by the directors, be held in the city or town in which the company's registered office is for the time being situated.
- Subject to the provisions of the Statutes relating to meetings of which special notice is required to be given, an annual general meeting and a meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice in writing, and a meeting of the company, other than an annual general meeting or a meeting for the passing of a special resolution, shall be called by at least fourteen clear days' notice in writing. The notice shall specify the place, the day and the hour of meeting and, in the case of special business, the general nature of the business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the company at a meeting of members, 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 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 a right to attend and vote at the meeting who hold not less than ninety-five per cent of the total voting rights of all the members. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting.

6 Proceedings at meetings of members

- All business that is transacted at a general meeting, and all that is transacted at the annual general meeting, with the exception of the consideration of the audited financial statements, the election of auditors and the fixing of the remuneration of the auditors shall be deemed to be special business.
- 6.2 Business may be transacted at any meeting of members only while a quorum is present.
- Save as herein otherwise provided, the quorum at a meeting of members shall be three members entitled to vote, personally present, or if a member is a body corporate, represented.

- 6.4 I If within thirty minutes from 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 the same day in the next week, at the same time and place, or, if that day be a public holiday, to the next succeeding day other than a public holiday, and if at such adjourned meeting a quorum is not present within thirty minutes from the time appointed for the meeting then, subject to the Statutes, the members or member present shall be a quorum.
- 6.5 The chairman, if any, of the board of directors shall preside as chairman at every meeting of members of the company. If there is no such chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairman, the members present shall choose some director, or if no director is present, or if all the directors present decline to take the chair, they shall choose some member present to be chairman of the meeting.
- The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), 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 is adjourned as a result of a direction given in terms of any applicable provision in the Statutes, notice of the adjourned meeting shall be given in the manner prescribed by such provision but, 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.
- At any meeting of members a resolution put to the vote of the meeting shall be decided on a show of hands. A declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book of the company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, such resolution. No objection shall be raised as to the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is or may be given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.
- 6.8 In the case of an equality of votes, the chairman of the meeting shall not be entitled to a second or casting vote.
- 6.9 Subject to the provisions of the Statutes, a resolution in writing signed by a majority of the persons for the time being entitled to receive notice of and to attend and vote at a meeting of members or by duly authorised representatives on their behalf shall be as valid and effectual as if it had been passed at a meeting of the company duly convened and held.

7 Votes of members

- 7.1 Each member of the company present in person or by proxy or, if a member is a body corporate, duly represented at any meeting of the company shall have one vote.
- 7.2 A proxy need not be a member of the company.
- 7.3 The form appointing a proxy shall be in writing under the hand of the appointer or of his agent duly authorised in writing or, if the appointer is a corporate body, under the hand of an officer or agent authorised by that body. The holder of a general or special power of attorney given by a member shall be entitled to vote, if duly authorised under that power to attend and take part in the meetings and proceedings of the company or companies generally, whether or not he be himself a member of the company.
- 7.4 The form appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority shall be deposited at the registered office of the company not less than twenty-four hours (or such lesser period as the directors may unanimously determine in relation to any particular meeting) before the time for holding the meeting (including an adjourned meeting) at which the person named in the form proposes to vote, and in default the form of proxy shall not be treated as valid. No form appointing a proxy shall be valid after the expiration of six months from the date when it was signed, except at an adjourned meeting unless otherwise specifically stated in the proxy itself.
- 7.5 Subject to the provisions of the Companies Act, a form appointing a proxy may be in any usual or common form.

8 Directors

8.1 Until otherwise determined by a meeting of members, the number of directors shall not be less than 4 (FOUR) nor more than 10 (TEN)

8.2 The first directors of the company shall be

DEREK WILLIAM KAHTS

JOSEPH GADIFELE MODIBANE

MARK ANDREW THORNTON

SEAN O'DONNELL

JOHANNES H NEETHLING

HENRY SCOTT BREBNOR

BRUCE MALCOLM MCDONALD

- 8.3 The company may from time to time at any meeting of members increase or reduce the number of directors.
- 8.4 Unless otherwise decided by a meeting of members any casual vacancy occurring in the board of directors may be filled by the directors.
- 8.5 The company at a meeting of members or the directors shall have power at any time, and from time to time, to appoint any person as a director but so that the total number of directors shall not at any time exceed the maximum number fixed by or in terms of these Articles.

9 Remuneration of directors

- 9.1 The remuneration of the directors shall from time to time be determined by the directors, but subject always to the provisions of condition 6.1 of the company's memorandum of association. The directors may also be paid all travelling, hotel and other expenses properly incurred by them in or about the performance of their duties as directors including those of attending and travelling to and from meetings of the directors or any committee of the directors or at any meeting of members of the company.
- 9.2 The directors may pay any director who serves on any committee or who devotes special attention to the business of the company, or otherwise performs services which in the opinion of the directors are outside the scope of the ordinary duties of a director, such extra remuneration as they may determine.

10 Alternate directors

- Any director shall have the power to nominate another person to act as alternate director in his place during his absence or inability to act as such director, and on such appointment being made, the alternate director shall, in all respects, be subject to the terms and conditions existing with reference to the other directors of the company. A person may be appointed as alternate to more than one director. If a person is alternate to more than one director or where an alternate director is a director, he shall have a separate vote, on behalf of each director he is representing in addition to his own vote, if any.
- 10.2 The alternate directors, whilst acting in the place of the directors who appointed them, shall exercise and discharge all the duties and functions of the directors they represent. The appointment of an alternate director shall cease on the happening of any event which, if he were a director, would cause him to cease to hold office in terms of these Articles or if the director who appointed him ceases to be a director, or gives notice to the secretary of the company that the alternate director representing him shall have ceased to do so. An alternate director shall look to the director who appointed him for his remuneration.

11 Borrowing powers of directors

- 11.1 The directors may in their discretion, from time to time, raise or borrow from the members or other persons any sums of money for the purposes of the company without limitation.
- 11.2 The directors may secure the payment or repayment of any sums of money borrowed or raised in terms of Article 11.1 or the payment of any debt, liability or obligation whatsoever of the company or of a third party, in such manner and upon such terms and conditions in all respects as they think fit.

12 General powers and duties of directors

- 12.1 The business of the company shall be managed by the directors who may exercise all such powers of the company as are not by the Statutes or by these Articles required to be exercised by the company at any meeting of members (including without derogating from the generality of the aforegoing or from the rights of the shareholders, the power to resolve that the company be wound up), subject nevertheless to the provisions of these Articles and of the Statutes and to such regulations being not inconsistent with these Articles or the Statutes, as may be prescribed by the company at any such meeting; but no regulation made by the company at such meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.
- 12.2 The directors may from time to time appoint one or more of their body to the office of managing director or manager for such period and generally on such terms as they may think fit. The appointment of a managing director or manager shall determine *ipso facto* if he shall cease for any reason to be a director, or if the company at any meeting of members shall resolve that his tenure of the office of managing director or manager be determined.
- 12.3 The directors may from time to time entrust to and confer upon a managing director or manager for the time being such of the powers vested in them as they may think fit, and may confer such powers for such time and to be exercised for such objects and upon such terms and with such restrictions as they may think expedient; and they may confer such powers either collaterally or to the exclusion of, and in substitution for, all or any of the powers of the directors, and may from time to time revoke or vary all or any of such powers. A managing director appointed pursuant to the provisions hereof shall not be regarded as an agent or delegate of the directors and after powers have been conferred upon him by the directors in terms hereof he shall be deemed to derive such powers directly from this Article.
- 12.4 The directors shall have the power from time to time to delegate, or to allocate, to any one of their members or to any other person, whether in the Republic or not, such of the powers as are vested in the directors pursuant to the Statutes or under these Articles, as they may deem fit.
- The directors may delegate, or allocate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the directors. Save as aforesaid, the meetings and proceedings of a committee consisting of more than one member shall be governed by the provisions of these Articles regulating the meetings and proceedings of directors.

13 Disqualification and privileges of directors

- 13.1 A director shall cease to hold office as such if:
- 13.1.1 He ceases to be a director by virtue of any of the provisions of the Statutes or becomes prohibited from being a director by reason of any order made under the Statutes; or
- 13.1.2 his estate is sequestrated or he files an application for the surrender of his estate or an application for an administration order, or if he commits an act of insolvency as defined in the insolvency law for the time being in force, or if he makes any arrangement or composition with his creditors generally; or
- 13.1.3 he is found lunatic or becomes of unsound mind; or
- 13.1.4 he is removed by a resolution of the company as provided in the Statutes; or
- 13.1.5 he resigns his office by notice in writing to the company; or
- 13.1.6 a notice removing him from office is signed by members having a right to attend and vote at a meeting of members who hold not less than 51 per cent of the total voting rights of all the members who are at that time entitled so to attend and vote and is delivered to the company or lodged at its registered office; or
- 13.1.7 he is otherwise removed in accordance with any provisions of these Articles.
- 13.2 No director or intending director shall be disqualified by his office from contracting with the company in any manner whatsoever.
- 13.3 Such director shall be entitled to vote at any board meeting or otherwise in relation to such contract as freely as if he were not interested therein and he shall be reckoned for the purpose of constituting a quorum of directors.
- 14 Proceedings of directors

D.

- 14.1 A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors.
- 14.2 The directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.
- 14.3 Unless otherwise resolved by the directors, all their meetings shall be held in the city or town where the company's registered office is for the time being situated.
- 14.4 Questions arising at any meeting of the directors shall be decided by a majority of votes.
- 14.5 The chairman shall not have a second or casting vote.
- 14.6 The directors may determine what period of notice shall be given of meetings of directors and may determine the means of giving such notice which may include telephone, telegram, telex or telefax. It shall not be necessary to give notice of a meeting of directors to any director for the time being absent from the Republic, but notice of any such meeting shall be given to his alternate, if he has appointed one, provided that such alternate is in the Republic.
- 14.7 A quorum shall consist of 50% of the directors. For the purpose hereof a director who has authorised another director to vote for him at a meeting in terms of Article 14.10 shall, if the director so authorised is present at the meeting, be deemed to be present himself and each director whose alternate is present at a meeting (even if the latter is alternate to more than one director) shall be deemed to be so present.
- 14.8 The continuing directors (or sole continuing director) may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to these Articles as a quorum, the continuing directors or director may act only for the purpose of summoning a general meeting of the company. If there are no directors or director able and willing to act, and no specific provision is made in these Articles for the appointment of directors, then any two members may summon a general meeting for the purpose of appointing directors.
- 14.9 Subject to the Statutes:
- 14.9.1 A resolution in writing, including through the medium of telefax, signed by the sole director or by all the directors for the time being present in the Republic and being not less than are sufficient to form a quorum shall be as valid and effectual as if it had been passed at a meeting of the directors duly called and constituted: Provided that where a director is not present in the Republic, but has an alternate who is, the resolution must be signed by that alternate. The resolution may consist of several documents, each signed by one or more directors or their alternates in terms of this Article;
- 14.9.2 in the case of matters requiring urgent resolution or, if for any reason it is impracticable to meet as contemplated in Article 19.3 or pass a resolution as contemplated in Article 19.9.1, the meeting may be conducted and a resolution may be passed utilising conference telephone facilities, provided that the required quorum is met.
- 14.10 A director unable to attend a directors' meeting may authorise any other director to vote for him at that meeting, and in that event the director so authorised shall have a vote for each director by whom he is so authorised in addition to his own vote. If both the director so authorised and an alternate of the director who granted the authority are present at the meeting, the alternate shall not be entitled to vote on behalf of the absent director. Authority in terms of this Article must be in writing (which may take the form of a telegram, cable, telefax or telex) and must be handed to the person presiding at the meeting at which it is to be used.
- 14.11 The directors may elect a chairman of their meetings and determine the period for which he is to hold office; but if no such chairman is elected, or if at any meeting the chairman is not present within fifteen minutes after the time appointed for holding it, the directors present may choose one of their number to be chairman of the meeting.

15 Validity of acts of directors and committees

As regards all persons dealing in good faith with the company, all acts done by any meeting of the directors or of a committee of directors or of any executives, or by any person acting as a director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in office of any such directors or persons acting as aforesaid, or that they or any of them were disqualified or had ceased to hold office or were not entitled to vote, be as valid as if every such person had been duly appointed or was qualified or had continued to be a director or was entitled to vote, as the case may be.

D

16 Reserves

The directors may set aside out of the profits of the company and carry to reserve such sums as they think proper. All sums standing to the credit of revenue and general reserve shall at the discretion of the directors be applicable for meeting contingencies, for the gradual liquidation of any debt or liability of the company, for repairing, improving or maintaining any property of the company, for meeting losses on realisation of or writing down investments either individually or in the aggregate, for equalising or paying dividends, or for any other purpose to which profits of the company may appropriately be applied. Pending such application such sums may either be employed in the business of the company (without being kept separate from the other assets of the company) or be invested. The directors may divide the reserve into such special reserves as they think fit and re-allocate the amounts of such reserves either in whole or in part to other special or general reserves and may consolidate into one reserve any special reserves or any parts of any special reserves into which the reserve may have been divided. The directors may also carry forward any profits without placing them to reserve.

17 Notices

- 17.1 A notice by the company to any member shall be regarded as validly given if it is either delivered personally to the member or sent prepaid through the post to him at his registered address.
- A member entitled to a share shall be bound by every notice given in terms of Article 17.1. The company shall not be bound to enter any person in the register of members until that person gives the company an address for entry in the register.
- Any notice, if given by post, shall be deemed to have been served on the day following that on which the letter or envelope containing such notice is posted, and in proving the giving of the notice sent by post it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office.
- When a given number of days' notice or notice extending over any period is required to be given, the day of service shall not be counted in such number of days or period.

18 Indemnity

Every director, manager and officer of the company and every person (whether an officer of the company or not) employed by the company as auditor shall be indemnified out of the funds of the company against all liability incurred by him as such director, manager, 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 connection with any application under the Companies Act section 248 or any amendment thereof in which relief is granted to him by the court.

19 Winding-up

If the company shall be wound up the liquidator shall comply with the provisions of clauses 5(a) and 6(b) of the company's memorandum of association.

20 Patrons

The directors may from time to time appoint patrons of the company for periods determined by the directors.

M

Trigger Community Services NPC (Guinea Fowl Valley Estate) Registration Number: 1999/015799/08 ("the Company")

NOTICE OF AN ANNUAL GENERAL MEETING TO COMMENCE IMMEDIATELY FOLLOWING THE CONCLUSION OF A SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Company's annual general meeting (AGM) will be held entirely by way of electronic meeting participation on **Saturday, 13 November 2021**, commencing immediately after the conclusion of a special general meeting (SGM) commencing at **10h00**, for the purpose of considering and, if deemed fit, passing, with or without modification, the special and ordinary resolutions, set out hereunder. The notice of the SGM has also been circulated.

ELECTRONIC PARTICIPATION, MEETING ADMINISTRATION, NOTICE PERIOD AND PROXIES

Members can access the electronic AGM platform via the following link: <u>Meeting Link</u>. Refer to pages 27 and 28 of the notice for important information regarding meeting administration and proxies. To the extent required, members will be requested to waive the required notice period (15 days) for the AGM as provided for in section 62(4) of the Companies Act, 71 of 2008 (the Act).

PART A

RECEIPT OF FINANCIAL STATEMENTS, AND RECEIPT OF CHAIRMAN'S AND FINANCIAL REPORT

• To receive the financial statements of the Company for the period 1 January 2020 to 31 August 2021, together with a financial report on expected income and expenditure with the report of the Chairman. The complete financial statements may be request from admin@gfve.co.za. Summarised financial results are included with this notice of AGM on pages 29 and 30, and the Chairman's and Financial Report is included on pages 31 to 33 of this notice of AGM.

PART B

ORDINARY RESOLUTIONS

1. ORDINARY RESOLUTION NUMBER 1: RETIREMENT AND (RE)ELECTION OF NON-EXECUTIVE DIRECTORS OF THE COMPANY

"RESOLVED AS AN ORDINARY RESOLUTION that, subject to the adoption of the new memorandum of incorporation of the Company at the preceding special general meeting, all members of the Board of Directors (the Board) of the Company, as at 13 November 2021, hereby retire at this AGM and each of the following persons, having been nominated and who, being eligible, offers themselves for (re)election to the Board of Directors of the Company, be and is hereby elected as non-executive directors of the Company, each by way of a separate vote:

- 1.1 Sethu Lubisi
- 1.2 David Radcliff
- 1.3 Esmeralda Kerlen

Members will receive a brief biography of each director at the meeting, ahead of voting on their election.

Reason and effect for Ordinary Resolution Number 1

The reason for this resolution is to appoint a new Board of Directors for the Company in accordance with clause 15 of the Company's new memorandum of incorporation.

Voting Requirements

The percentage of voting rights required for the adoption of this resolution (1.1 to 1.3 each by separate vote) is more than 50% of the voting rights exercised on this resolution.

2. ORDINARY RESOLUTION NUMBER 2: APPOINTMENT OF AN INDEPENDENT REVIEWER OF FINANCIAL STATEMENTS

"RESOLVED AS AN ORDINARY RESOLUTION that the Board be and is hereby authorised to identify and appoint a suitably qualified person or firm of persons as the Independent Reviewer of the Company's annual financial statements for the financial year ending 31 December 2022, and who will hold office until the end of the next AGM.

Reason and effect for Ordinary Resolution Number 2

The reason for this resolution is that the Company wishes to have its annual financial statements independently reviewed as it is not required to tabled audited annual financial statements in terms of the Act, and which carriers a significant cost implication. The annual financial statements will be independently reviewed in compliance with the applicable requirements of the Act. The procedures performed in a review are substantially less that those performed in an audit conducted in accordance with International Standards on Auditing. Accordingly, an audit opinion is not express on the annual financial statements, However, the Independent Reviewer is required to conclude, if he/she can do so, whether anything has come to his/her attention that causes him/her to believe that the annual financial statements, taken as a whole, are not prepared in all material respects in accordance with the applicable financial reporting framework. The purpose of an independent review of the annual financial statements is to provide assurance, albeit limited assurance, as to the presentation of the annual financial statements.

Voting Requirements

The percentage of voting rights required for the adoption of this resolution is more than 50% of the voting rights exercised on this resolution.

3. ORDINARY RESOLUTION NUMBER 3: NON-BINDING ADVISORY ENDORSEMENT OF PROPOSED MONTHLY CONTRIBUTIONS TO THE ROAD CLOSURE ACCESS CONTROL

"RESOLVED AS AN ORDINARY RESOLUTION that the members endorse, on a non-binding advisory basis, a monthly contribution towards the road closure access control the financial year ending 31 December 2022, and until the end of the next AGM:

- Resident Owners not contributing directly to Axon: R580 per month per household (2019 to 2021: R500 per month)
- Tenants not contributing directly to Axon: R120 per month per household (2019 to 2021: R100 per month)"

Reason and effect for Ordinary Resolution Number 3

The reason for this resolution is to endorse the Directors to approach the members for, and support a decision for the members to pay, a monthly contribution towards maintaining the road closure security access including the maintenance of the boom gate, the security services contract and ancillary matters. Without regular and sustained monthly contributions the security access (boom gate) would have to be dismantled and the road closure would be sacrificed. The increase is proposed to cover the 2020/2021 (R540 / R108) increase of 8%, and an anticipated further increase for 2021/2022 circa 8% (R583 / R117).

Voting Requirements

The percentage of voting rights required for the adoption of this resolution is more than 50% of the voting rights exercised on this resolution.

4. ORDINARY RESOLUTION NUMBER 4: GENERAL AUTHORISATION TO ACT

"RESOLVED AS AN ORDINARY that any director of the Company and/or their nominee(s), be and is hereby authorised to sign all such documentation and to do all such things as may be necessary for or incidental to the implementation of the ordinary resolutions 1 to 3 above."

Reason and effect for Ordinary Resolution Number 1

The reason for this resolution is to authorise any Director of the Company and/or their nominee(s) to take all actions necessary or desirable and sign all documents required to give effect to the special resolutions adopted above.

Voting Requirements

The percentage of voting rights required for the adoption of this resolution is more than 50% of the voting rights exercised on this resolution.

By order of the Board:

D RADCLIFF Chairman

27 October 2021

IMPORTANT NOTES REGARDING ATTENDANCE AT THE ANNUAL GENERAL MEETING AND TERMS AND CONDITIONS FOR PARTICIPATION

- 1. A quorum for the purposes of considering the resolutions above shall consist of three members of the Company personally present or represented by proxy (and if the member is a juristic person, the representative of that juristic person). Member means a member of the Company being a registered owner (or a representative of such member, in the case of a juristic person) of an immovable property within the enclosure area known as Guinea Fowl Valley Estate.
- 2. A **form of proxy** is attached hereto for the convenience of members who cannot attend the AGM, but wish to be represented thereat. For administrative purposes, duly completed forms of proxy must be emailed to admin@gfve.co.za by no later than **16h00** on **Friday**, **12 November 2021**.
- 3. In terms of section 63(1) of the Act, meeting participants will be required to provide identification to the reasonable satisfaction of the Chairman of the AGM and the Chairman must be reasonably satisfied that the right of any person to participate in and vote (whether as a member or as a proxy for a member) has been reasonably satisfied. Upon request, forms of identification that will be accepted include original and valid identity documents, driver's licences and/or passports.
- 4. The cost of dialing in using a telecommunication line/webcast/web-streaming to participate in the AGM is for the expense of the member/their proxy.
- 5. The member/their proxy acknowledges that the telecommunication lines/webcast/web-streaming are provided by a third party and indemnifies the Company against any loss, injury, damage, penalty or claim arising in any way from the use or possession of the telecommunication lines/webcast/web-streaming, whether or not the problem is caused by any act or omission on the part of the member/their proxy or anyone else. In particular, but not exclusively, the member/their proxy acknowledges that he/she will have no claim against the Company, whether for consequential damages or otherwise, arising from the use of the telecommunication lines/webcast/web-streaming or any defect in it or from total or partial failure of the telecommunication lines/webcast/web-streaming to the AGM.

FORM OF PROXY

For use by members of the Company at the annual general meeting (AGM) of the Company to be held by electronic meeting participation on Saturday, 13 November 2021, immediately following the special general meeting commencing at 10h00, or at any adjournment thereof.

I/We (na	nes in	block	letters)	01
				being a member(s)
			d to vote, do hereby app	
1				or failing him/her,
2				or failing him/her,
3. the Chai	man of	the mee	ting,	-

as my/our proxy to attend and speak and to vote for me/us and on my/our behalf at the AGM and at any adjournment or postponement thereof, for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed at the meeting, and to vote on the resolutions as follows:

ORD	INARY RESOLUTIONS:	For	Against	Abstain
1.	Election of Directors			
1.1	The election of Sethu Lubisi as a non-executive director of the Company			
1.2	The election of David Radcliff as a non-executive director of the Company			
1.3	The election of Esmeralda Kerlen as a non-executive director of the Company			
2.	Appointment of an Independent Reviewer of the annual financial statements			
3.	Advisory endorsement of monthly contributions towards the road closure security control			
4.	Authorisation of directors and/or their nominee(s) in respect of Ordinary Resolutions number 1, 2 and 3			

Mark 'for', 'against' or 'abstain', as required. If no options are marked, the proxy will be entitled to vote as he/she thinks fit.

Signed at	on this	day of	20
Full name(s)			
Signature			

INSTRUCTIONS ON SIGNING AND LODGING THE PROXY FORM

A member entitled to attend and vote is entitled to appoint a Proxy to attend, speak, vote, and on a poll, vote in his/her/their stead, and such Proxy need not be a member of the Company.

- 1. A member (or via their proxy) is entitled to one vote on a show of hands in respect of each resolution.
- 2. If a member does not indicate on this form of proxy that his/her proxy is to vote in favour of or against any resolution or to abstain from voting, or gives contradictory instructions, or should any further resolution(s) or any amendment(s) which may properly be put before the AGM be proposed, the proxy shall be entitled to vote as he/she thinks fit.
- 3. A proxy shall not be entitled to delegate his/her authority to act on behalf of the member to another person.
- 4. The Chairman of the AGM may reject or accept any form of proxy which is completed and/or received, other than in compliance with these notes.
- 5. The completion and lodging of this form of proxy will not preclude the relevant member from attending the AGM and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such member wish to do so, subject to the conditions stated herein.
- 6. Where there are joint members any one member may sign this form of proxy, and where the member is a juristic person, any duly authorised representative of such member may sign this form of proxy;
- 7. Proxy forms must be emailed to admin@gfve.co.za to be received by no later than 16h00 on Friday, 12 November 2021 for administrative purposes, provided that any form of proxy not delivered by this time may be lodged with the Meeting Secretary (qrove.iacqui@gmail.com) immediately prior to the AGM.
- 8. Any alteration or correction made to this form of proxy, other than the deletion of alternatives, must be initialled by the signatory/ies.

Trigger Community Services NPC - Financials (AGM Report)

Summary of Receipts and for Expenses

Contributions for 2020	188 573,32
Contributions for 2021 Jan-Aug21	102 026,89

Expenses for 2020	184 510,94
Expenses for 2021 Jan-Aug21	122 174,48

 Contributions for 2020(income)
 188 573,32

 Expenses for 2020
 (184 510,94)

4 062,38

 Contributions for 2021 Jan-Aug21
 102 026,89

 Expenses for 2021 Jan-Aug21
 (122 174,48)

 (20 147,59)

Trigger Community Services NPC - Financials (AGM Report)

2019 Balance Sheet

Equity

Ytd 2018 to date(Profit)/Loss (84 147,95) 2019 (Profit)/Loss 65 782,12

(18 365,83)

Assets

Bank Account 18 365,83

18 365,83

2020 Balance Sheet

Equity

 Ytd 2018 to date(Profit)/Loss
 (84 147,95)

 2019 (Profit)/Loss
 65 782,12

 2020 (Profit)/Loss
 (19 180,06)

(37 545,89)

Assets

Bank Account 37 545,89

37 545,89

2021 to 12/2/2021

Balance Sheet

Equity

 Ytd 2018 to date(Profit)/Loss
 (84 147,95)

 2019 (Profit)/Loss
 65 782,12

 2020 (Profit)/Loss
 (19 180,06)

 2021 (Profit)/Loss
 10 807,47

(26 738,42)

Assets

Bank Account 26 738,42

26 738,42



Trigger Community Services NPC

Registration Number: 1999/015799/08

Email: admin@gfve.co.za

November 2021

Chairpersons Report

Trigger Community Services representing and serving the residents of Guinea Fowl Valley Estate

Dear Fellow Residents,

Welcome:

To all residents welcome; for the new residents to the area, congratulations on moving into a special little valley.

We have had a couple of difficult years. Covid-19 has change the way we do a lot of things; it has put people out of work, putting them under extreme finical pressure. Regrettable this has resulted in increased crime levels.

Background - Road Closure: (Security Access Restriction)

A short background.

TRIGGER COMMUNITY SERVICES (TCS) was created to apply for and maintain the continuation management of the road closure (Security Access Restriction - SAR) of Burger Rd and Trichardt Cres. **To enhance the safety and security of the defined area.**

The TCS, SAR area is defined by Burger Road having a boom gate access point at Swart and complete road closure at Republic. The area is locally know as Guinea Fowl Valley Estate (GFVE) This is not a registered Estate. The roads are public and remain part of JRA.

The SAR is grant by the City of Johannesburg provided that the applicant meets certain criteria as determined by various City Departments such as: Fire, Police and Johannesburg Road Agency. From time to time the rules are amended.

As per the City regulations the security of the area must be managed by a registered security company, in this case the service provider is Axon. Axon is a local company based within GFVE.

The GFVE (SAR) area has between 95 and 116 plots depending on the exact subdivision, there are estimated to be more than 118 residential units (not including B&B rooms) in the GFVE area. There is clearly one unoccupied plot and two plots with houses being built. The area is +/- 98% occupied at 93 plots. This surely reflects the increased security and tranquility of living inside the Guinea Fowl Valley Estate Security Access Restriction area.

Current monthly cost:

Currently the costs per month to provide 24 hour boom gate guarding are as follows:

Total monthly cost:

Axon Security R 31,182.64 VAT inclusive

Insurance* R 140.22
Bank fees* R 101.20
Water & Elec* R 2,200.00
Total R 33,624.06

Guarding contributions are currently split:

24 residents contributing R 15,961.28 directly to Axon

16 residents contributing R 12,383.33 to TCS bank account (3 month Ave Jun, Jul and Aug 2021) We have 30 contributing residents, we lost 10 contributing members in the first 6 months of 2021,

26 residents contributing R 14,131.67 to TCS bank account (6 month Ave to Dec 2020)

We kindly ask all residents who were contributing and have stopped, to please restart contributing.

TCS

Trigger Community Services NPC

Registration Number: 1999/015799/08

Email: admin@gfve.co.za

Total contributions:

Axon R 15,961.28 TCS R 12,383.33 Total R 28,344.61

Shortfall or Excess:

Shortfall R 5,279.45 per month

* The additional costs are for:

Indemnity insurance - R 140.22 per month

Banking fees – R 101.20 an average per month

Water and electricity at the boom gate. - R 2,200 an average per month

Budget 2022:

We can expect an annual security industry increase of around 8%.

This would take the AXON cost from R 31,182.64 VAT inclusive to approx R 33,677.25 Plus we should budget for:

General maintenance.

City fees for the continuation of the road closure, which are set at the time of renewal. Approx R 17,000 / 12 = R 1,416.67

Budgeted monthly cost:

Axon Security R 33,677.25 VAT inclusive

Insurance* R 148.63
Bank fees* R 107.27
Water & Elec* R 2,332.00
Subtotal R 36,264.51
Road closure** R 1,416.67
Maintenance R 500.00
Total R 38,181.18

With 30 contributing residents; this means they pay:-

Subtotal R 36,264.51 / 30 = R 1,208.82 per month

Or for R 38,181.18 / 30 = R 1, 272.71 per month

This is to enhance the security and tranquility (peace of mind) of in excess of 100 residential units. This is not fair or sustainable.

Building forward:

As we only have 30 contributing residents out of the minimal 93 plots, that's approx. 33% paying. With such a small contributing base there are always going to be shortfalls on the total running costs.

The area is +/- 98% occupied with 93 plots with some form of residence built.

This surly reflects the increased security and tranquility of living inside the Guinea Fowl Valley Estate. Without the road closure Burger Road will most likely soon become a dangerous, degraded thoroughfare at peak traffic times.

We need all residents urgent help to keep the boom gate in place and operational.

How do we build the Guinea Fowl Valley Estate community?

Together we can make a difference.

Dave Radcliffe
On behalf of TCS

^{*6%} estimated increase

^{**} guess estimate



Trigger Community Services NPC

Registration Number: 1999/015799/08

Email: admin@gfve.co.za

facebook

https://www.facebook.com/pages/category/Community/Guinea-Fowl-Valley-Estate-102160757962286/

webpage https://www.gfve.co.za/

Banking details:

Confirmation of Standard Bank Account

This letter serves to confirm that the below customer holds a valid bank account with Standard Bank.

Account details:

Account holder: TRIGGER COMMUNITY SERVICES

ID/Reg Number: 1999/015799/08

Account type: CURRENT

Account number: 42 150 078 6

Branch: MALL OF AFRICA

Branch code: 051001

GFVE Area Map:

