

16. ANNUAL GENERAL MEETING

- 16.1 The Annual General Meeting, of which not fewer than twenty one (21) days' notice in writing shall be given, shall be held upon such date as determined by the Executive Committee but not later than 31 July in each year.
- 16.2 The voting rights and procedures shall be the same as set out in clause 14 above.
- 16.3 The business of the meeting shall be:
- 16.3.1 to read and confirm the minutes of the previous Annual General Meeting and to deal with any matters arising;
- 16.3.2 to consider and confirm the report of the Association's affairs;
- 16.3.3 to receive and adopt the audited annual Financial Statements of the Association which shall, in accordance with International Financial Reporting Standards, incorporate the results of any entity in which the Association has a financial stake, shareholding or interest, including any subsidiaries thereof, and to appoint the Auditors for the forthcoming financial year;
- 16.3.4 to consider any amendments as per clauses 19 and 29;
- 16.3.5 to elect a President, a Deputy President, Vice-President, and a Treasurer;
- 16.3.6 to elect the Convenor of the Local Leagues Committee;
- 16.3.7 to elect the eight (8) additional members of the Executive Committee;
- 16.3.8 to elect two (2) additional members of the Audit and Risk Committee;
- 16.3.9 to elect the Convenor and Deputy Convenor of the Appeals Board.
- 16.4 No person shall be elected as President, Deputy President, Vice-President, Treasurer, Convenor or member of the Audit and Risk Committee, additional member of the Executive Committee or Convenor of the Local Leagues Committee unless he shall have been nominated and seconded in writing by Members (including Honorary Life-Members) of Council and such written nomination be received by the Chief Executive Officer at least fourteen (14) days

Two handwritten signatures in black ink, one appearing to be 'A' and the other a more complex scribble.

prior to the Annual General Meeting together with a written acceptance by the nominee.

- 16.5 No person shall occupy the office of President, Deputy President or Vice-President for a period of more than four (4) consecutive terms, other than as provided for in clause 10.1.5.
- 16.6 Should fewer than the required number of nominations be timeously received for the Executive Committee, Audit and Risk Committee or Local Leagues Committees, then those elected to the incoming Executive Committee shall have the power to fill such vacancy or vacancies and shall do so at the inaugural meeting of the incoming Executive Committee.
- 16.7 At the Annual General Meeting it shall be competent for Council to elect certain persons on a majority vote of the Members present, as Honorary Life-President and Honorary Life-Member of the Association provided that there shall be no more than one Honorary Life-President and nine (9) Honorary Life-Members at any one time and not more than two (2) shall be elected at such Annual General Meeting. No person shall be eligible for Honorary Life-Membership or Presidency of the Association save upon the prior unanimous recommendation of the Executive Committee.
- 16.8 To discuss general business, if any.
- 16.9 All members of Affiliates, Associates, the press and such guests invited by the Executive Committee shall be entitled to attend the Annual General Meeting.

17. SPECIAL GENERAL MEETING

- 17.1 Special General Meetings of the Association may be called, provided not fewer than twenty one (21) days' notice in writing of such meeting is given, as hereunder:

on a resolution of Council, or the Executive Committee or on a written requisition delivered to the Chief Executive Officer by the duly appointed delegates of not fewer than three (3) Members setting forth the reasons for wishing to convene such meeting.

- 17.2 Only business specified in the Notice of such meetings shall be dealt with at Special General Meetings.

Two handwritten signatures in black ink, one appearing to be 'A' and the other a more complex scribble.

17.3 The voting rights and procedures shall be the same as set out in clause 14.

18. QUORUM

18.1 At the Annual General Meetings, Special General Meetings and Council meetings, fifty (50) persons eligible to vote shall form a quorum.

18.2 No matter pertaining solely to any Division shall be voted upon at a meeting at which there are fewer than 80% (eighty percent) of the Affiliates playing in that Division represented. No Affiliate shall vote upon an issue which entirely affects a Division unless that Affiliate has a team playing in that Division.

19. AMENDMENTS, BY LAWS AND CODE OF BEHAVIOUR

19.1 At an Annual General Meeting or Special General Meeting the Council may add to, alter, amend or rescind Rules, By-Laws or Code of Behaviour of the Association if proposed.

19.2 Proposals to add to, alter amend or rescind Rules, By-Laws or Code of Behaviour must be submitted in writing to the Chief Executive Officer at least twenty one (21) days before such meeting.

20. CHAIRMAN

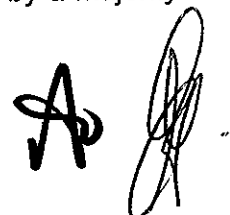
20.1 The President shall be Chairman at all Annual General Meetings, Special General Meetings, Council Meetings and Executive Committee Meetings and the Deputy President shall be Vice-Chairman.

20.2 In the event of the absence of both the President and Deputy President, the Vice-President shall act as Chairman, failing which the meeting shall elect one of its number to act as Chairman of the meeting.

21. NOTICE TO REVIEW AND RESCIND

21.1 Notice to review and rescind any Council resolution passed at any Annual General Meeting, Special General Meeting or Council Meeting shall be given in writing to the Chief Executive Officer within fourteen (14) days of such resolution being passed.

21.2 Any motion to review any resolution shall be carried if supported by a majority of votes of those present and entitled to vote thereon.

Two handwritten signatures in black ink, one appearing to be 'AP' and the other a more complex cursive signature.

21.3 Any motion to rescind any such resolution shall be carried if supported by two-thirds majority of those present and entitled to vote thereon.

22. PRESIDENT, DEPUTY PRESIDENT, VICE-PRESIDENT AND CHIEF EXECUTIVE OFFICER AS *EX-OFFICIO* MEMBERS OF COMMITTEES

The President, Deputy President, Vice-President and Chief Executive Officer shall be *ex-officio* members of all Standing and other Committees of the Association save for the Selection Committee. The Chief Executive Officer shall not be a member of the Remuneration Committee.

23. COMPOSITION AND FUNCTIONS OF STANDING COMMITTEES

All Standing Committees shall be elected, appointed and/or nominated annually.

23.1 THE AMATEUR MANAGEMENT BOARD

23.1.1 The Amateur Management Board shall comprise:

- 23.1.1.1 the Deputy President of the Association, who shall act as the Chairman of the Amateur Management Board;
- 23.1.1.2 the Convenor of the Local Leagues Committee;
- 23.1.1.3 the Convenor of the Western Province Youth Cricket Committee;
- 23.1.1.4 the Convenor of the Western Province Cricket Umpires Association;
- 23.1.1.5 the Convenor of the Western Province Women's Cricket Association;
- 23.1.1.6 the Convenor of the Western Province Cricket Coaches' Association;
- 23.1.1.7 the Convenor of Western Province Disabled Cricket;
- 23.1.1.8 the Convenor of Mini-Cricket;
- 23.1.1.9 the Convenor of Tertiary Cricket;
- 23.1.1.10 the Convenor of Selectors;
- 23.1.1.11 two (2) members of the Executive Committee;
- 23.1.1.12 the General Manager of Amateur Cricket.



23.1.2 The Amateur Management Board shall have the following powers and functions:

23.1.2.1 to monitor and oversee the Western Province amateur team, club cricket, youth cricket, umpiring, women's cricket, scoring, the Coaches' Association, mini-cricket, tertiary cricket and cricket for the disabled, at all times subject to the policies of the Association, and to report to Council thereon;

23.1.2.2 to fulfil any other functions or deal with any other matters delegated to it by the Executive Committee.

23.2 FACILITIES COMMITTEE

23.2.1 Composition: The Convenor, and at least two (2) representatives to be appointed by the Executive Committee annually within thirty (30) days after the election of the Executive Committee.

23.2.2 Function, for which the Facilities Committee is to be accountable to the Executive Committee:

23.2.2.1 to monitor all cricket grounds and facilities within the jurisdiction of the Association on an ongoing basis and make recommendations to the Executive Committee on the upgrading and maintenance thereof where necessary, provided that the Facilities Committee shall not be responsible for Sahara Park Newlands and any other facility operated on a commercial basis by the Company;

23.2.2.2 in order to achieve the above, oversee, facilitate and co-ordinate the relationship between the Association, its Affiliates and Associates, with the City of Cape Town and the Western Cape Provincial Government.

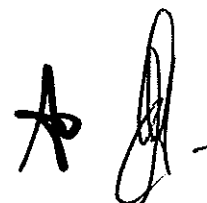
23.3 LOCAL LEAGUES COMMITTEE

23.3.1 Composition:

23.3.1.1 a Convenor; and

23.3.1.2 not more than seven (7) other persons;

23.3.1.3 in addition there shall be one (1) delegate appointed by the Western Province Women's Cricket Association; and



23.3.1.4 one (1) delegate appointed by the Western Province Cricket Umpires Association; and

23.3.1.5 a Secretary to be seconded by the Chief Executive Officer.

23.3.2 The Convenor shall be elected at the Annual General Meeting in terms of clause 16.3.6.

23.3.3 The other members shall be elected at the first Council meeting held after the Annual General Meeting, also in terms of the conditions laid down in clause 16.6.

23.3.4 Function:

23.3.4.1 to make recommendations directly to Council on all matters pertaining to League cricket, including Playing Conditions, composition of Divisions and Sections, promotion and relegation, applications for new clubs and teams, transfers of players between clubs and amalgamation of clubs;

23.3.4.2 to adjudicate on complaints and disputes as provided for in the By-Laws and/or Playing Conditions; provided that any party aggrieved by any such decision by the Local Leagues Committee shall have the right to appeal to the Appeals Committee;

23.3.4.3 finalise fixtures, Sections and Divisions and all issues relating and incidental thereto;

23.3.4.4 to arrange the compilation of the logs and to make decisions concerning the interpretation and application of Playing Conditions and By-Laws. Policy matters shall first be referred to the Executive Committee.

23.4 **WESTERN PROVINCE AMATEUR TEAM SELECTION PANEL**

23.4.1 Composition:

23.4.1.1 a Convenor of Selectors who will chair the panel, will be appointed by the Executive Committee and may be appointed from outside of the nominations as set out below; and



- 23.4.1.2 two (2) selectors to be elected at the first Council Meeting after the Annual General Meeting in the same way as the members of the Local Leagues Committee per clause 23.3.1;
- 23.4.1.3 two (2) selectors to be appointed by the Executive Committee; and
- 23.4.1.4 Western Province Amateur Team Coach; and
- 23.4.1.5 the Cape Cobras Coach.
- 23.4.2 Function: To select the Western Province Amateur Team.
- 23.4.3 The Western Province Amateur Team shall be ratified by the President or his nominee, unless exceptional circumstances present themselves whereupon the matter will be referred back to the Western Province Amateur Team Selection Panel.

23.5 REMUNERATION COMMITTEE

- 23.5.1 Composition:
- 23.5.1.1 members shall be the Treasurer, President, Deputy President, Vice-President and one nominee of the Audit and Risk Committee;
- 23.5.1.2 the Convenor shall be elected by the members of the Remuneration Committee at the first meeting which is to be held within sixty (60) days of the Annual General Meeting.
- 23.5.2 Function: The function shall include the following:
- 23.5.2.1 negotiating and preparing the total individual remuneration package of the Chief Executive Officer and other Senior Employees of the Association including the determination of targets and objectives for any performance-related pay schemes such as bonuses and incentive payments that will take into consideration the value of their time spent and reflecting their duties and responsibilities;
- 23.5.2.2 reviewing and evaluating the performance of the Chief Executive Officer and other senior employees of the Association in terms of the attainment of the pre-determined targets and objectives for any performance related pay schemes and recommend to the Audit and



Risk Committee the aggregate annual payments made under such schemes;

- 23.5.2.3 scrutinising all other benefits accruing to the Chief Executive Officer and other Senior Employees Managers of the Association, including benefits in kind and other financial arrangements to ensure they are justified, appropriately valued and suitably disclosed.

All remuneration packages including all other benefits accruing to the Chief Executive Officer and other Senior Employees of the Association must be submitted to Audit and Risk Committee for final approval.

23.6 FINANCIAL COMMITTEE

- 23.6.1 Composition: The Financial Committee shall consist of:

23.6.1.1 the Chief Executive Officer; and

23.6.1.2 the Treasurer; and

23.6.1.3 the Association's Financial/Commercial Manager; and

23.6.1.4 two (2) independent members appointed by the Executive Committee.

- 23.6.2 The Convenor shall be elected by the members of the Financial Committee at the first meeting which is to be held within sixty (60) days of the Annual General Meeting.

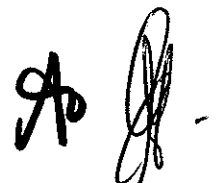
- 23.6.3 Function: The function of the Financial Committee shall include the following:

23.6.3.1 considering the financial results of the Association and its affiliated companies;

23.6.3.2 preparing the budget and monitoring the monthly management accounts;

23.6.3.3 monitoring and evaluating performance to budget on at least a quarterly basis, reviewing and considering commercial matters, the schedule of contracts signed by management, tax position, legal issues related to commercial matters, delegated authority, limits and capital expenditure;

23.6.3.4 making recommendations to the Audit and Risk Committee.

Handwritten signatures in black ink, appearing to be initials or names, located at the bottom right of the page.

23.7 AUDIT AND RISK COMMITTEE

23.7.1 Composition: The Audit and Risk Committee shall consist of:

23.7.1.1 two (2) independent members who are not members of the Executive Committee and who have substantial financial knowledge, experience and expertise; and

23.7.1.2 one (1) further member with financial knowledge, who shall be a member of the Executive Committee and who is nominated by the Executive Committee.

23.7.2 The Convenor shall be elected by the members of the Financial Committee at the first meeting which is to be held within sixty (60) days of the Annual General Meeting.

23.7.3 No Audit and Risk Committee member may be involved in the day to day running of the Association.

23.7.4 The two (2) members of the Audit and Risk Committee referred to in clause 23.7.1.1 shall be elected at the Annual General Meeting in terms of clause 16.3.8.

23.7.5 Function: The function of the Audit and Risk Committee is to ensure that good corporate governance is implemented and maintained within the Association in order to achieve the following objectives:

23.7.5.1 the management and reduction of risk;

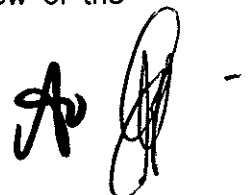
23.7.5.2 supervision over and effective management of all activities;

23.7.5.3 a framework to pursue ethical and effective strategies;

23.7.5.4 clarity on accountability linked to powers and responsibilities.

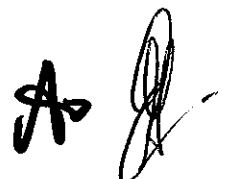
23.7.6 To achieve its objectives the Audit and Risk Committee shall attend to the following:

23.7.6.1 review the financial statements and systems of internal control and comment on the appropriateness of the Annual Financial Statements, accounting practice and internal financial control. The review of the



financial statements involves the assessment of the overall appearance and presentation of accounts. The review of systems includes both the financial reporting and budgetary systems, and involves the assessment of performance indicators and information systems that allow monitoring the business and financial risks, and the progress towards achieving financial goals and targets;

- 23.7.6.2 liaise with external and internal auditors. The Audit and Risk Committee shall make recommendations to the Annual General Meeting for the nomination of and appointment or removal of the external auditors;
- 23.7.6.3 determine the fees to be paid to auditors and the auditor's terms of engagement;
- 23.7.6.4 consider whether there are threats to the independence of the external audit and external auditors;
- 23.7.6.5 review the internal audit where appropriate. This includes reviewing and approving the overall work plan and reporting relationship of the internal audit and facilitating the liaison with external audit;
- 23.7.6.6 review the internal controls of the Association. This includes the review of the adequacy of the internal control system to ensure compliance with regulations and procedures. The Audit and Risk Committee should play an active supervisory role such as reviewing major transactions for reasonableness;
- 23.7.6.7 review risk management. This includes the annual review of risk management strategies designed and implemented by management including the training of staff;
- 23.7.6.8 pre-approve the provision by the auditor of non-audit services and ensuring non-audit services do not lead to a conflict of interest;
- 23.7.6.9 implement and review investigations. The Audit and Risk Committee shall be involved in implementing and reviewing the results of any investigation and shall also be used as a supervisory body for the Association when key decisions that carry risk need to be taken;



23.7.6.10 prepare a report describing how the Audit and Risk Committee carried out its functions, stating if it is satisfied with the independence of the auditor, commenting on the financial statements, accounting practices and internal controls which report is to be included in the financial statements.

23.8 APPEALS BOARD FROM WHICH THE APPEALS COMMITTEE WILL BE SELECTED

23.8.1 Composition:

23.8.1.1 a Convenor and a Deputy Convenor who shall be elected at the Annual General Meeting; and


23.8.1.2 five (5) additional members who shall be appointed by the Executive Committee in consultation with the Convenor and Deputy Convenor of the Appeals Board;

23.8.2 Function:

23.8.2.1 to preside over all appeals made in terms of this Constitution and in particular, without being limited thereto, appeals against decisions by Disciplinary Committees, the Local Leagues Committee or any other Standing or *Ad Hoc* Committee exercising or purporting to exercise a decision-making function in terms of this Constitution. The Appeals Committee does not have jurisdiction to entertain appeals against decisions by Council and the Executive Committee;

23.8.2.2 appeals shall be heard by a three (3)-person committee in terms of procedures set out in the By-Laws from time to time. Either the Convenor or the Deputy Convenor of the Appeals Board shall chair all Appeal Committees constituted in terms of this Constitution, whereas the remaining members of such Appeal Committees shall be drawn from the remaining five (5) members of the panel.

23.8.3 The decision of the Appeals Committee shall be final and binding on all parties.

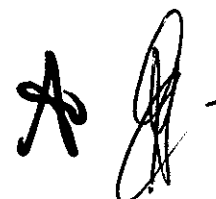


24. NOMINATIONS FOR STANDING COMMITTEES

- 24.1 Nominations for the following positions must be received by the Chief Executive Officer at least fourteen (14) days prior to the Annual General Meeting:
- 24.1.1 the Convenor and the seven (7) elected members of the Local Leagues Committee;
 - 24.1.2 the two (2) members of the Amateur Selection Panel referred to in clause 23.4.1.2;
 - 24.1.3 the two (2) members of the Audit and Risk Committee referred to in clause 23.7.1.1; and
 - 24.1.4 the Convenor and Deputy Convenor of the Appeals Board.
- 24.2 Such nominations shall be in writing and may be made by any Member (including Honorary Life-Members) of Council. Should fewer than the required number of nominations be received, then the Executive Committee shall have the power to fill such vacancy or vacancies.
- 24.3 In the event of more than the required number of selectors in accordance with clause 23.4.1.2 being nominated at the Annual General Meeting, a vote will be taken.
- 24.4 Any member of any Standing Committee who absents himself from three (3) consecutive meetings of his Committee without submitting an acceptable reason in writing, shall automatically vacate his seat.
- 24.5 If an elected member of any Standing Committee vacates his position for any reason during any term of office, such vacancy shall be filled at the Council meeting following the meeting of the Standing Committee at which the vacancy is recorded.

25. POWER OF CO-OPTION AND QUORUM

- 25.1 Council and Executive Committee shall have the right to co-opt persons at their discretion to the Executive Committee, any Standing Committee or other Committee of the Association.

A handwritten signature in black ink, consisting of stylized, cursive letters, possibly reading 'A. J.' followed by a horizontal line.

25.2 Any co-opted member to the Executive Committee, any Standing Committee or other Committee of the Association will not have voting rights.

25.3 The quorum for all meetings of Standing Committees and other committees shall be a majority of the elected members of such committees.

26. DISCIPLINARY COMMITTEE

26.1 The Executive Committee shall have the right to appoint an *Ad Hoc* Disciplinary Committee, consisting of at least three (3) persons, to deal with, as it deems fit, all cases of misconduct, misdemeanour, breach of Rules, By-Laws and Code of Behaviour by a player, including any player contracted to the Company, official, club or affiliated body, brought to the Association's notice and to insist on the presence before such a Committee should it be deemed necessary, of any player, including any player contracted to the Company, official or representative of an affiliated body to answer any complaints.

26.2 Any party shall have the right to appeal a decision of a Disciplinary Committee.

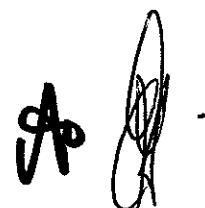
26.3 Any person serving on a Disciplinary Committee may not serve as a member of an Appeal Committee where such an appeal arises from a decision made by such a Disciplinary Committee.

26.4 Council may from time to time regulate the procedure of disciplinary hearings in the By-Laws.

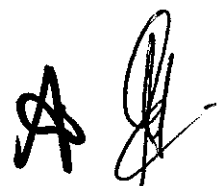
27. DISPUTE RESOLUTION

27.1 Subject to the Constitution of the Republic of South Africa and save in circumstances where there is a need for urgent relief of a sort which cannot be obtained through the dispute prevention or resolution procedures contemplated in this Constitution, neither the Association nor any Member shall approach a Court of Law to decide on any disputes arising internally within the constituents of such Member and/or between such constituents and the Member itself ("Members' internal disputes"); or disputes amongst Members; or between any Member/s and the Association.

27.2 The provisions of this clause shall not apply to any disputes which may in terms of this Constitution be dealt with by an appeal to the Appeals Board.

Handwritten signatures in black ink, appearing to be initials or names, located at the bottom right of the page.

- 27.3 Each Member shall ensure that it has incorporated in its constitution a dispute prevention and dispute resolution mechanism and all Members' internal disputes shall be dealt with in terms thereof.
- 27.4 All Members' internal disputes, as well as disputes amongst Members and disputes between any Member/s and the Association shall be dealt with in terms of the dispute prevention and resolution provisions of this Constitution.
- 27.5 In respect of any Members' internal disputes, only in the event of a dispute not having been resolved within such Member's dispute prevention and/or dispute resolution mechanism, shall it be referred to the Chief Executive Officer for resolution, by way of negotiation, mediation or arbitration.
- 27.6 Where a Member's internal dispute or a dispute amongst Members is referred to the Association for resolution, the Chief Executive Officer shall decide, in consultation with the Executive Committee, whether to resolve the dispute through negotiation or whether to refer the dispute to mediation or arbitration.
- 27.7 All disputes shall be referred for resolution not later than seventy two (72) hours after the arising of the dispute between the parties.
- 27.8 The referral shall be in writing, recording the issues in dispute, and shall be conveyed to the Chief Executive Officer and to the other party or parties to the dispute.
- 27.9 In the event of a Member's internal dispute or a dispute amongst Members being referred to the Chief Executive Officer for arbitration, such a referral shall be in writing and the referring party shall pay a deposit of ten thousand rand (R10,000.00), or such other amount as may be determined in the By-Laws from time to time, which deposit shall be dealt with as determined by the arbitrator at the conclusion of the arbitration proceedings.
- 27.10 A party requesting arbitration ("the requestor") shall file with the request a notice of dispute which shall set out fully the grounds of dispute.
- 27.11 The parties to the arbitration shall be the requestor and any other parties to the dispute ("the respondents").

Two handwritten signatures in black ink, one appearing to be 'A' and the other a more complex signature.

- 27.12 On receipt of a request for arbitration the Chief Executive Officer shall provide a list of three (3) names of possible arbitrators from which one person shall be chosen by mutual consent of the parties involved in the dispute, as the arbitrator.
- 27.13 The arbitrator shall be a legal practitioner of at least ten (10) years experience. If parties are not able to agree to an arbitrator, the Chief Executive Officer shall request from the President of the Cape Law Society a list of suitably qualified candidates from which the parties shall choose the arbitrator and failing that the Chief Executive Officer (or in the event of a dispute to which the Association is a party to the arbitration, the President of the Cape Law Society) shall make the appointment.
- 27.14 Within two (2) days of the appointment of the arbitrator, the requestor shall draft and the parties shall jointly sign a written submission to arbitration which shall set out the issues in dispute between the parties and shall confirm that the arbitration is to be held in accordance with the provisions of this Constitution.
- 27.15 The date and time for the arbitration shall be fixed by the Chief Executive Officer in consultation with the arbitrator (and in the event of a dispute to which the Association is a party to the arbitration, the parties) having due regard to the need for fairness and for the speedy finalisation of disputes.
- 27.16 The parties to the arbitration shall be entitled to attend the arbitration and may be represented by members of the legal profession, provided that the arbitrator and the other parties are given at least forty eight (48) hours notice of such representation.
- 27.17 The venue of the arbitration shall be decided by the Chief Executive Officer in consultation with the arbitrator (and in the event of a dispute to which the Association is a party to the arbitration, the parties).
- 27.18 The arbitration shall be carried out informally and in a summary manner. It will not be necessary to observe strict rules of evidence or procedure.
- 27.19 The arbitrator shall make a decision on the dispute before him, which decision shall include a determination as to the costs of the arbitration and the allocation of the deposit, if such deposit was paid by any party.
- 27.20 The decision of the arbitrator shall be final and binding.



27.21 In the event of a dispute between a Member and the Association, either party may refer the dispute to arbitration by delivering notice thereof in writing to the other party and the provisions of clauses 27.10 to 27.20 above shall apply.

28. PUBLIC BENEFIT ORGANISATION REQUIREMENTS

The Association has been approved by the South African Revenue Services as a public benefit organisation in terms of section 30 of the Income Tax Act. The following public benefit requirements shall be applicable to the Association, and shall be read together with the provisions of this constitution:

28.1 the Association must at all times have at least three (3) persons, who are not connected persons in relation to each other, to accept fiduciary responsibility of the Association and no single person shall directly or indirectly control the decision making powers relating to the Association;

28.2 all money and property of the Association, whencesoever derived, shall be applied solely towards the promotion of its objects and no portion thereof shall be paid or transferred, directly or indirectly, to the members of the Association or any other person, otherwise than in the course of undertaking any public benefit activity listed in the Ninth Schedule to the Income Tax Act, and the Association shall not pay any remuneration as defined in the Fourth Schedule to the Income Tax Act, to any employee, office bearer, member or other person which is excessive, having regard to what is considered reasonable in the sector and in relation to the service rendered, nor shall the Association economically benefit any person in a manner which is not consistent with its objects;

28.3 the Association shall not accept any donation which is revocable at the instance of the donor for reasons other than a material failure to conform to the designated purpose and conditions of such donation, including a misrepresentation with regard to the tax deductibility thereof in terms of section 18A of the Income Tax Act, provided that a donor (other than a donor which is an approved public benefit organisation or an institution board or body which is exempt from tax in terms of section 10(1)(cA)(i) of the Income Tax Act, which has as its sole or principal object the carrying on of any public benefit activity listed in the Ninth Schedule to the Income Tax Act) may not impose conditions which could enable such donor or any connected person in relation to such donor to derive some direct or indirect benefit from the application of such donation;



28.4 the Association shall submit to the Commissioner (or, the head of the South African Revenue Services, if the title changes in future) a copy of any amendment to its founding documents.

29. AMENDMENTS TO THE CONSTITUTION AND DISSOLUTION OF THE ASSOCIATION

29.1 This Constitution may be amended, and the Association may be wound up or dissolved by a resolution passed at the General Meeting of the Association specially called for that purpose, by a two-thirds majority of those Members present and eligible to vote.

29.2 In the event of the Association being wound up or dissolved, as aforesaid, or ceasing to exist for any reason whatsoever, the manner of dealing with the disposing of any surplus assets or liabilities shall be decided by the Association at a General Meeting specially called for that purpose by a simple majority of those Members present and eligible to vote, provided that the surplus shall be transferred to:

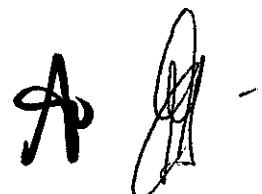
29.2.1 any public benefit organisation approved of in terms of section 30 of the Income Tax Act;

29.2.2 any institution, board or body which is exempt from tax under the provisions of section 10(1)(cA)(i) of the Income Tax Act, which has its sole or principal object the carrying on of any public benefit activity; or

29.2.3 any department of state or administration in the national or provincial or local sphere of government of South Africa, contemplated in section 10(1)(a) or (b) of the Income Tax Act.

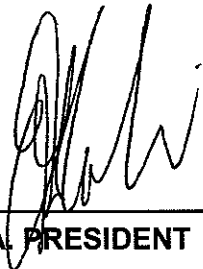
30. INDEMNIFICATION

The members of the Executive Committee and all other committees of the Association, and all employees of the Association, are indemnified against all costs, losses or expenses which they may incur by reason of any act done or omitted to be done in good faith on the Association's behalf.



31. **DOMICILIUM CITANDI ET EXECUTANDI**

The *domicilium citandi et executandi* of the Association shall be the offices of the Association, Campground Road, Newlands, Cape Town.



W.P.C.A. PRESIDENT



W.P.C.A. CHIEF EXECUTIVE OFFICER

28. 7. 2010